



## **CHESTERFIELD HOCKEY ASSOCIATION, INC.**

### **ORGANIZATIONAL BYLAWS**

**Amended and Restated [month] [date], 2025**

## **ARTICLE I - ORGANIZATION**

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### **Section 1: Name**

The name of this corporation shall be the CHESTERFIELD HOCKEY ASSOCIATION, INC. ("CHA" "The Organization" or "the Association").

### **Section 2: Purpose**

The purpose of the Chesterfield Hockey Association, Inc. (CHA) is to promote youth hockey in a structured and safe environment that fosters athletic and personal development. The Association provides high-quality facilities and programming to support skill development, sportsmanship, and community engagement. All activities shall be conducted in alignment with CHA's nonprofit status and in service of its mission.

### **Section 3: Mission**

The mission of CHA is to develop youth hockey players of all skill levels while instilling the values of integrity, teamwork, respect, and sportsmanship. Through accessible programs, skilled coaching, and a commitment to excellence, CHA aims to inspire a lifelong passion for hockey and build character in its players, on and off the ice.

### **Section 4: Non-Profit and Exempt Status**

This corporation is organized as a State of Missouri non-profit public benefit corporation upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence. This corporation is organized and shall apply and be operated exclusively as an exempt organization under the provisions of Section 501(c)(3), or as may be amended from time to time, of the Internal Revenue Code of 1986, as amended or as may be amended in the future.

## **Section 5: Use of Funds**

All funds and property of this corporation shall be used solely to further the Purpose set forth in Article I Section 2 of these Bylaws. No part of this Association's assets shall be distributed for personal gain or benefit of any individual except as necessary to directly fulfill the Organization's exempt purposes. The Organization may accept both restricted and unrestricted donations, subject to review and approval by the Board of Directors. Unrestricted donations shall be used at the discretion of the Board to further the mission and activities of the Organization. Donors may request that a contribution be used for a specific purpose, in which case the Organization will make reasonable efforts to honor the restriction, provided it aligns with the Organization's mission and operational capacity. All restricted donations must be clearly documented at the time of receipt, including the nature and scope of the restriction. If the original purpose of a restricted gift becomes impractical, unlawful, or inconsistent with the needs of the Organization, the Board may, in accordance with applicable laws and donor intent, modify the terms of the restriction. The Organization shall maintain accurate records of all donations and comply with all legal and ethical standards governing charitable contributions.

## **Section 6: Dissolution**

Upon the dissolution of the Organization, the Board shall, after paying or making provisions for the payment of all the Organization's liabilities, dispose of all the assets of the Organization exclusively for the purposes of the Organization. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such Organization or Organizations as said court shall determine.

## **Section 7: Non-Discrimination**

The Organization shall not discriminate against any individual on the basis of race, color, religion, sex, sexual orientation, age, national origin, disability, marital status, veteran status, genetic information, or any other characteristic protected by applicable federal, state, or local law. This policy applies to all aspects of the Organization's operations, including membership, employment, volunteer participation, provision of services, selection of vendors, and membership on the Board of Directors. The Organization is committed to creating a respectful environment in which all individuals are treated with dignity and fairness.

## **Section 8: Record Retention**

The Organization shall maintain complete and accurate records necessary to comply with applicable federal and Missouri state laws, regulations, and best practices for nonprofit governance. All records, whether physical or electronic, shall be preserved for an appropriate period to support legal, financial, and operational obligations. Oversight of the record retention process shall be the responsibility of the Board of Directors, who shall periodically review and update the policies to ensure continued compliance with legal and Organizational standards.

## **ARTICLE II - MEMBERSHIP**

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### **Section 1: Active Member**

An active member is a parent, step-parent, or legal guardian of a youth player who is rostered with one of the following programs, during the most recent regular season: Chesterfield Falcons Coed, Chesterfield Falcons Central States (player districted to CHA), Lady Falcons, and St. Louis Knights (player districted to CHA). Additionally, to qualify as a member, an individual must: 1) be in good standing, with all dues and fees current and no disciplinary actions resulting in probation as determined by the Rules & Disciplinary Committee and 2) Player must be properly districted to CHA per Missouri Hockey, Inc. guidelines. Membership is valid for the Association's fiscal year. Participation in fundraising does not grant membership eligibility.

### **Section 2: Annual Dues**

Membership dues shall be established on an annual basis and may be adjusted as necessary to support the operations and programs of the Organization. The Board of Directors shall have the exclusive authority to set and approve membership dues, which shall be determined by a majority vote of the Board.

### **Section 3: Voting Rights**

Each active member family in good standing shall be entitled to one vote per child participating in the Association for each Director's position up for election. No cumulative voting shall be permitted. The vote shall be by secret ballot and must be made in person at the times established by the Board of Directors. The same rule applies to any other membership voting matter.

### **Section 4: Member Expulsion**

A member may be removed from the Organization for conduct deemed detrimental to the club, including but not limited to violations of the player and/or parent code of conduct, failure to meet financial obligations, or any other actions the Board of Directors considers harmful to the Organization's mission or operations. The Board of Directors, in consultation with the Rules & Disciplinary Committee, shall review such matters thoroughly. Prior to any removal, the member will be given the opportunity to present their case at a hearing attended by members of the Board and the Rules & Disciplinary Committee. Following the hearing, a majority vote of the Board of Directors is required to remove the member. All decisions regarding the removal shall be documented in the Organization's records.

### **Section 5: Annual Meeting, Special Meeting and Notice**

The Annual Meeting of the active members shall be held each year in the month of April or May. The specific date, time, and location of the meeting shall be determined by a majority vote of the Board of Directors. The purposes of the Annual Meeting shall include, but are not limited to: (a) the election of new members to the Board of Directors; (b) the presentation of financial and operational reports by the Board of Directors; and (c) serving as a public forum for open communication between the Board of Directors and the membership. Notice of the Annual

Meeting shall be provided to all active members no fewer than sixty (60) days before the meeting date. Notice must be delivered via email and posted on the Organization's official website. For any meeting of the membership, whether Annual or Special, where a vote or election is to take place, the following requirements shall apply: A minimum sixty (60) day notice period must be observed, issued by the Board of Directors. At least thirty (30) days prior to the meeting, a detailed agenda must be provided to members, along with any information related to proposed votes and, if applicable, a list of candidates for election. In addition to the annual meeting's voting period, the Board shall include in the 30-day notice at least three additional voting days, each with a minimum two-hour time block, for any membership voting matter. In the event of an election, members wishing to nominate themselves for a position on the Board of Directors must submit a written statement of intent to the Board Secretary within thirty (30) days of the meeting notice. Nominations must be submitted via email and clearly indicate the nominee's intent to appear on the ballot.

### **Section 6: Annual or Special Meeting Quorum**

A quorum shall be established when the number of members present equals at least twice the number of the Board of Directors present.

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## **ARTICLE III - BOARD OF DIRECTORS**

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### **Section 1: Composition**

The Board of Directors consists of nine (9) voting Directors. Three (3) positions—President, Treasurer (Vice President), and Secretary are defined roles. The remaining six (6) positions have responsibilities which may change from year to year at the discretion of the Board and as such, these titles and duties will be documented in the Policies and Procedural Guidelines as referenced in Article III Section 14.

### **Section 2: Terms of Office**

Directors elected at the Annual Meeting shall serve for three (3) years. Each year three (3) positions will be up for election. Board members may seek re-election. Board Members elected off-cycle due to a vacancy shall serve the remainder of the term for the Board Member they are replacing.

### **Section 3: Right to Hold Office**

Any active member in good standing may be eligible to run for a position on the Board of Directors, in accordance with the provisions of these Bylaws. All individuals elected or currently serving on the Board must complete a background check every two years and SafeSport training annually, as required by the Organization. Only one individual from a single family—defined as a parent, child, spouse, legal guardian, sibling, grandchild, or cousin by blood or marriage—may serve on the Board of Directors at any given time. A Board Member elected from among the members, who ceases to qualify as an active member due to their participating

player aging out, becoming ill, or sustaining an injury, may complete the remainder of their current term.

#### **Section 4: Election of Directors**

Elections will be managed in accordance with Article II and Article III Section 5.

#### **Section 5: Board Vacancy**

In the event of a vacancy on the Board of Directors due to resignation, removal, incapacity, or any other cause before the expiration of the director's term, the remaining voting members of the Board shall have the authority to appoint a replacement. The appointment shall be made by a majority vote of the remaining directors. The individual appointed must meet the requirements of an active member as outlined in Section II Article 1 and shall serve for the remainder of the unexpired term of the vacated position and shall have all the rights, responsibilities, and obligations of a duly elected director.

#### **Section 6: Resignation of Board Member**

Any member of the Board of Directors may resign at any time by submitting written notice to the President or Secretary of the Association. The Board may, by majority vote, determine the eligibility of the resigning Board Member to seek future election.

#### **Section 7: Removal of Board Members**

A member of the Board of Directors may be removed for conduct deemed detrimental to the mission, operation, or reputation of the Organization. Such conduct may include, but is not limited to, failure to fulfill responsibilities as outlined in these Bylaws. Removal requires a majority vote from the Board of Directors, excluding the member in question, and written notice of the Board's intent to remove the Board Member must be provided. The Board member shall have five (5) days from the date of notice to request a hearing with the Board to present their response. Following the hearing, the Board shall vote on final disposition, with a majority vote—excluding the subject Board member—required for removal.

#### **Section 8: Responsibilities of Board Members & Defined Roles**

A member of the Board of Directors is expected to actively support the mission and goals of the Organization through strategic guidance and responsible governance. Board members are required to attend regular meetings, participate in committee work, and stay informed about Organizational matters. They must act in the best interest of the nonprofit, maintaining integrity, confidentiality, and accountability in all decisions. Board members are expected to contribute their time, expertise, and resources, including participating in fundraising and advocacy efforts. Additionally, they are responsible for upholding compliance with all policies, bylaws, and applicable legal and ethical standards.

The President of the Board of Directors serves as the primary leader of the Organization, responsible for guiding the strategic vision and ensuring effective governance. The President presides over all Board meetings, facilitates productive discussion, and ensures that decisions

align with the mission of supporting and promoting youth hockey. They function as the main point of contact between the Board, membership, coaches, and other stakeholders, fostering communication and Organizational unity. The President oversees the implementation of Board-approved policies and collaborates closely with other officers, directors, and volunteers to support operations and program development. Additionally, the President may represent the Organization in external matters, including partnerships, community engagement, and league coordination. The President ensures that the Organization operates in accordance with its bylaws, values, and long-term goals.

The Treasurer (Vice President) shall be responsible for the financial oversight and financial management of the Organization, ensuring transparency, accuracy, and accountability in all financial matters. This includes maintaining accurate records of all income, expenditures, and assets, and ensuring that all financial transactions are properly documented and reported. The Treasurer shall prepare and present regular financial reports to the Board of Directors, including an annual financial statement and budget. The Treasurer shall oversee the Organization's banking and accounting procedures, ensure compliance with applicable financial regulations, and coordinate reviews with an independent CPA at a minimum of every two years. The Treasurer shall be responsible for ensuring compliance with all guidelines and reporting at the state and federal level regarding the Organization's non-profit status and necessary filings. All financial activity of the Organization shall be subject to Board approval, with the Treasurer serving as a key advisor on fiscal policy and planning.

The Secretary of the Board of Directors shall be responsible for maintaining the Organization's governance standards and ensuring compliance with its Bylaws and all applicable Policies and Procedures. The Secretary shall accurately record and preserve the minutes of all meetings of the Board of Directors, including Annual Meetings, and shall ensure that governance processes and reporting are conducted in accordance with the Organization's established Policies and Procedures. The Secretary shall also manage the documentation and administration of Board Elections, ensuring the integrity, transparency, and fairness of the election process.

## **Section 9: Appointment of Board Roles Following Elections**

Candidates are elected to the Board of Directors for general Board positions. Following the conclusion of the annual Board Elections, the Board of Directors shall vote to appoint Directors to the three (3) roles of President, Treasurer, and Secretary. The Board shall also define and appoint Directors to the remaining six (6) Director positions as needed. To ensure the Organization's leadership continues to meet its evolving needs, the Board reserves the authority to redefine roles and reappoint elected Board Members to new areas of responsibility at any time.

## **Section 10: Meetings**

Regular meetings of the Board of Directors shall be held at such times and locations as determined by the President. Notice of each meeting, including the date, time, and location, shall be provided to all Board members by the President or Secretary. The Board shall hold no fewer than nine (9) meetings per calendar year, inclusive of the Annual Meeting. Special meetings of the Board of Directors may be called by the President, or at the written request, to

the President, of at least five (5) voting members of the Board. The President or Secretary shall notify members of the Board of the date, time, and location of the meeting.

### **Section 11: Quorum & Order of Business**

Five (5) voting Directors being present at any meeting shall establish a Quorum. The order of business at Board of Directors meetings shall be determined by the President and may include, but is not limited to call to order, approval of minutes, reports of officers and committees, old business, new business, and adjournment. The President may adjust the agenda as needed to address the priorities of the Organization. A written agenda shall be provided to all Board members in advance of each meeting. Before or during meetings, any Board Member may introduce new agenda topics. All meetings shall be governed by rules of parliamentary procedure.

### **Section 12: Limited Liability**

No Director shall be liable in any manner for any debts or obligations of the Association and shall not be subject to any manner of assessment by virtue of their membership. The Board may obtain insurance protection from the Association, Members, Board, and/or its Officers as it determines in its discretion is necessary.

### **Section 13: Indemnification**

The Board shall indemnify any Director from liability and the cost of defense for any act arising out of their position as Director of the Association. This indemnification shall apply to all current and former Board or Officer who acted in good faith in performing his or her duties while a Director for the Association. Good faith shall be defined for the purposes of this section as all acts that are devoid of malice or as all acts performed without malice, gross negligence, or willful misconduct. This indemnification shall be provided irrespective of insurance coverage that may have been purchased, but coverage denied. The indemnification shall include the amount of the judgment, and all associated costs related to the defense of the action.

### **Section 14: Policies and Procedural Guidelines**

The Board of Directors shall develop and maintain a written set of policies and procedural guidelines. All such policies and procedures shall be subject to approval and may be amended by a two-third (2/3) vote of the Board of Directors at any regular or special meeting. Once adopted, these policies and guidelines shall be published and made readily accessible to all coaches and members to ensure consistent understanding, observance, and application throughout the Organization.

### **Section 15: Advisory Board Positions**

To enhance the Organization's leadership and effectiveness, the Board of Directors may appoint individuals to serve in advisory roles as Non-Member, Non-Voting, Advisory Directors. These Advisory Directors do not hold membership in the Organization and are not granted voting rights. Appointments are based on their expertise, experience, or leadership qualities that the Board considers valuable to the Organization. The Board may appoint up to three (3) individuals to serve in these advisory positions at any one time. All appointments and terminations of

Advisory Directors are made at the sole discretion of the Board of Directors and may be adjusted as needed to support the Organization's goals. Advisory Directors may not serve in the capacity of official Board Director roles defined in Article III, Section 1 (President, Treasurer, or Secretary).

### **Section 16: Establishment and Approval of Non-Board Positions**

The Board of Directors may establish non-Board positions, including but not limited to directors, coordinators, coaches, and employees, as necessary to support the operations and programs of the Organization. These roles shall be defined annually based on the evolving needs of the Organization. All such positions, along with any associated responsibilities, compensation, or financial commitments, shall be subject to review and approval by a majority vote of the Board of Directors. The Board shall conduct this review on an annual basis, or more frequently if needed, to ensure alignment with the Organization's goals and available resources.

### **Section 17: Recognition of Directors**

In acknowledgment of the time, effort, and dedication contributed by active members of the Board of Directors, each active Board Member shall be granted a waiver of CHA dues and fees for one, and only one, child. This waiver applies to all regular season hockey programs, off-season hockey programs, and any fees directly related to CHA programs. The waiver does not extend to individual team expenses, or any financial obligations incurred at the team level. A Board Member reserves the right to reassign their waiver to another member of the Organization. The availability and scope of Board Member waivers shall be disclosed annually in the Organization's financial statements and IRS Form 990, where applicable. The Organization affirms that these waivers are reasonable, non-excessive, and aligned with industry standards for nonprofit governance. The Board may, at its discretion, modify or suspend this waiver policy if necessary to comply with applicable legal, regulatory, or financial requirements.

### **Section 18: Director Emeritus**

Upon a majority vote of the acting Board of Directors, a past Director may be elected to the honorary title of Director Emeritus. The title of Director Emeritus shall be reserved for those Directors who have demonstrated exceptional leadership and made a lasting impact on the Association through their service. A Director Emeritus shall not have voting rights on the Board but may be invited to attend meetings at the discretion of the Board. As recognition for their time, effort, commitment, and service, a Director Emeritus shall receive a waiver (discretionary honor granted by current acting Board, not an entitlement) for one child or grandchild's regular season fees for participation in the Association each season. The waiver is a discretionary honor and shall not be guaranteed, nor may it be construed as compensation for past service. If a Director Emeritus is elected to serve again on the Board of Directors, their status as Director Emeritus shall be suspended for the duration of their active Board service. Upon the conclusion of their Board term, they shall be eligible for reappointment to Director Emeritus status, subject to the same process and criteria as initially applied.



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## **ARTICLE IV – FISCAL & FINANCIAL GOVERNANCE**

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### **Section 1: Fiscal Year**

The fiscal year of the corporation shall begin June 1 and end on May 31 of the year.

### **Section 2: Financial Statements**

The Association shall prepare annual financial statements in accordance with generally accepted accounting principles (GAAP). These statements shall be reviewed and approved by the Board of Directors no later than 120 days after the close of the fiscal year. An independent certified public accountant shall review the financial statements no less than once every two fiscal years. Each year, prior to the submission of the Organization's annual tax return to the Internal Revenue Service, a complete draft of the return shall be provided to the Board of Directors for review. The Treasurer and President shall ensure that the draft return, including IRS Form 990 or any applicable variant, is distributed to all Board members with sufficient time to allow for meaningful review and questions. The Board shall formally approve the return at a regular or special meeting, and such approval shall be documented in the meeting minutes. Only after Board approval may the return be finalized and filed. This process is intended to promote transparency, accountability, and Board oversight in the Organization's financial and compliance reporting.

### **Section 3: Treasurer (Vice President) Oversight**

The Board of Directors Treasurer shall be responsible for the financial oversight and financial management of the Organization, ensuring transparency, accuracy, and accountability in all financial matters.

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## **ARTICLE V – COMMITTEES**

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### **Section 1: Rules & Disciplinary Committee**

The Organization may establish a Rules and Disciplinary Committee to review and address matters related to member conduct, ethical standards, and compliance with Organizational policies. The committee's work shall be conducted with fairness, confidentiality, and due process in accordance with the Organization's values and mission. The Organization is committed to maintaining the highest standards of ethical conduct and transparency. To that end, any director, officer, employee, or volunteer who becomes aware of suspected misconduct, including financial impropriety, misuse of the Organization's resources, or violations of law or Organizational policy, is encouraged to report such concerns without fear of retaliation. Reports may be made confidentially to any member of the Board of Directors. The Organization shall promptly investigate all credible reports and take appropriate corrective action, as necessary. Retaliation against anyone who, in good faith, raises concern or participates in an investigation is prohibited and will result in disciplinary action.

## Section 2: Ad-Hoc Committees

The Board of Directors shall have the authority to establish ad-hoc committees as needed to address the specific fiscal and operational needs of the Organization. These committees may include both Board and non-Board members, selected based on their expertise or involvement in relevant areas. Each ad-hoc committee shall operate under a defined scope and duration, as determined by the Board of Directors.

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## ARTICLE VI - AMENDMENTS TO THE BYLAWS

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These Bylaws may be amended and restated at any Annual or Special Meeting of the active membership. Proposed amendments must be distributed to all active members via email and posted on the Association's official website no fewer than sixty (60) days prior to the meeting. Such notice shall include the full text of the proposed amendment(s). Amendments shall be adopted upon approval by a two-third (2/3) majority of active members casting ballots. Voting shall be conducted by secret ballot. In addition to the vote held during the Annual or Special Meeting, the Board shall provide no fewer than three (3) additional voting opportunities, each lasting a minimum of two (2) hours.

Amended and Restated **[month] [date], 2025** by the Chesterfield Hockey Association Board of Directors following a 2/3 majority vote by active membership.

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Board of Directors

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## **APPENDIX A - GOVERNANCE VOTING TIMELINES ANNUAL MEETING & ELECTIONS**

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### Annual Meeting & Board Member Elections (Bylaws Article II, Section 5)

#### Timeline & Requirements:

- **60+ Days Before Annual Meeting**
  - Board selects and finalizes the date, time, and location of the Annual Meeting.
  - Official notice of the meeting is sent via email to all members and posted on the CHA website.
  - Nominations for open Board positions officially open. Active members may self-nominate via email to the Secretary.
- **30 Days Before Annual Meeting**
  - Deadline for submitting written statements of intent to run for the Board.
  - Final agenda is published, including:
    - Candidate list and bios
    - Any other items requiring a vote
    - Dates and times of all voting opportunities
- **Day of the Annual Meeting**
  - Voting opportunity takes place in person during the meeting.
  - Ballots are available for eligible members in good standing.
- **Prior to the Annual Meeting**
  - At least three additional voting days must be provided.
  - Each day must include a minimum of 2 hours for in-person voting.
- **After Final Vote at Annual Meeting**
  - Ballots are counted and results validated.
  - Results are announced within 7 days on the CHA website.

## **APPENDIX B - GOVERNANCE VOTING TIMELINES BYLAWS**

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### Amendments to the Bylaws (Bylaws Article VI) Timeline & Requirements:

- 60+ Days Before Voting Meeting
  - Full text of the proposed amendment(s) is finalized and approved for member distribution.
  - Notice is emailed to all members and posted on the CHA website.
  - Notice must include:
    - Text of the proposed amendment(s)
    - Date, time, and location of the votes (Annual or Special Meeting)
- 30 Days Before Meeting
  - Final agenda is distributed with:
    - Full amendment language
    - Rationale or explanation for the change
    - Any relevant background documentation
    - Voting procedure details
- Day of Meeting (Annual or Special)
  - Voting opportunities occur in person at the meeting.
- Prior to the Meeting
  - At least three additional voting days must be offered.
  - Each voting day must include a minimum of 2 hours of in-person access to vote.
- After Final Voting Day
  - Ballots are counted and results validated.
  - Results are announced within 7 days on the CHA website.