COLORADO SPRINGS AMATEUR HOCKEY ASSOCIATION ("CSAHA")  
Amended & Re-Stated Bylaws  
(Revised 5-25-05, 5-24-06, 5-16-07, 5-7-08, & 5-7-09, 5-16-12, 5-6-13, 5-5-14, 5-15-15, 5-2-16, 5-9-2018)

Article I

Name and Address

The name of this corporation is Colorado Springs Amateur Hockey Association and may be referred to as “CSAHA”, the Corporation, or the “Association”. The address of the Corporation shall be Attn: Randle W. Case II, Esq, 102 E. Pikes Peak Ave., Suite 201, Colorado Springs, CO 80903, or such other place within El Paso County, Colorado, as the Board of Directors may determine from time-to-time. The Corporation may do business under one or more trade names duly registered with the State of Colorado.

Article II

Purpose

A. The Corporation shall have as its purpose the promotion and encouragement of youth and young adult amateur ice hockey in the greater Colorado Springs metropolitan area including AAA, Junior and Adaptive programs. The Corporation is an affiliate of the Colorado Amateur Hockey Association (“CAHA”), Colorado Competitive Youth Hockey League (“CCYHL”) and USA Hockey, Inc. (“USA Hockey”). As such, the Association abides by all CAHA, CCYHL and USA Hockey rules and regulations.

B. Contained within such purpose are the following objectives:
   1. To foster, develop and promote advanced competitive youth ice hockey Travel program providing opportunities for players to reach their maximum potential;
   2. To foster, develop and promote a developmental program which stresses yearly measurable improvement in the areas of individual skills and team play;
   3. To provide a fun and encouraging environment for all youth under the direction of qualified adult leadership;
   4. To promote sportsmanship amongst coaches, players and parents;
   5. To develop the technical and teaching skills of the coaches;
   6. To use fund-raising and volunteer resources to minimize cost to individual participants;
   7. To develop character, sportsmanship, and physical fitness among the youth;
   8. To promote, encourage, and improve the standards of youth amateur ice hockey and to introduce the sport of ice hockey to the youth of the metropolitan area;
   9. To foster, develop, promote and sustain a mutually beneficial relationship between CSAHA, CAHA, CCYHL and The Colorado College (“CC”) Hockey program.
10. To conduct an amateur hockey program consistent with the rules and regulations of the CAHA, CCYHL, and USA Hockey.

Article III

Non-Profit - Tax Exempt Status

A. The Corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the previous paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

E. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IV

Membership

A. Qualification. One parent or legal guardian who presently has, or within the past 24 months has had, a child registered to play hockey for a team that is a recognized team of the Corporation, and who is in good financial standing, is a member of this non-profit corporation. Any non-parent coach who is, or has been within the past 24 months, rostered for a team that is a recognized team of the Corporation and who is in good financial standing, is a member of this non-profit corporation. Further: (i) in the event a nomination and election for any Board of Directors’ position is not made due to lack of a qualified candidate, then the existing Board member shall continue to serve until a replacement is duly made by
the Board or at a subsequent election and that Board member shall be a member; and (ii) any board member selected pursuant to the provisions of these bylaws shall be deemed a member.

B. Voting Rights. Each member is entitled to cast a vote for each player in that member’s family who is presently registered, or has been within the past 24 months registered, to play hockey for a team that is a recognized team of the Corporation, and who is in good financial standing. A non-parent coach that qualifies as a member in this Article IV, subsection A above shall be entitled to one vote. In order for a parent or legal guardian member to cast a vote, he or she must meet the qualifications as defined in Article IV, subsection A above and have been designated as the “voting member” on such qualified player’s last registration form filed with the Corporation or designated as the voting member most recently designated in writing to the Corporation. In the event any parent “voting member” is unable to cast his or her vote, he or she may assign such right, by a written assignment, to any other parent or guardian of such player.

C. Charitable Activities. As a condition of membership, members shall be required to assist with such CSAHA’s charitable gaming operations authorized by the State of Colorado, to include but not be limited to raffles, as the Board may require.

D. Suspension. Any member’s failure to pay any fee or other sum of money as determined to be due by the Board of Directors or failure to participate in any CSAHA required charitable gaming operations shall suspend the membership of a member, including all voting rights and privileges, and shall also suspend the opportunity of such member's child to participate in practices or games. Membership, including all voting rights and privileges, and participation in practices and games by the member's child, shall be reinstated upon fulfillment of the member's financial obligations and any other criteria imposed as part of the suspension by the Board of Directors.

E. Rights. A member may be suspended or expelled, after due notice and an opportunity for a hearing, for conduct detrimental to the Corporation, by the vote of two thirds of the Board of Directors. The Secretary shall provide at least ten (10) days' notice to such member and to the members of the Board prior to the meeting at which such matter is to be considered. Such member shall be offered an opportunity to be heard at such meeting and to present testimony and other evidence in response to the charge or charges against him/her prior to any final disposition by the Board.

**Article V**

**Membership Meetings**

A. Annual Meeting. The Annual Meeting of the members of the Corporation for the election of officers and directors of the Corporation and the transaction of such business as may properly come before the meeting shall be held in April or May of each year at a place and time determined by the Board of Directors.

B. Special Meetings. Special Meetings of the members of the Corporation for any purpose may be called at any time by the President or two-thirds of the Board of Directors. Such meetings may be held electronically, at the discretion of the Board.

C. Notice. Notice of the date, place and time of the Annual Meeting, and, in the case of a Special Meeting, the general nature of the business to be transacted, shall be given or caused to be given by the Secretary to each member household by electronic mail (commonly known as “e-mail”) at least fifteen
(15) days prior to such meeting. If a proposed amendment to these Bylaws is to be determined at such meeting, such proposed amendment shall be included with such notice or otherwise be made available to the members on the Corporation’s internet web site. Such notice shall be given in writing via e-mail unless the President or a majority of the Board of Directors shall otherwise direct.

D. Quorum. The members present at the Annual Meeting or Special Meeting shall constitute a quorum. Except as otherwise provided by these Bylaws, all elections and all issues voted upon at the Annual Meeting or Special Meeting shall be decided by a simple majority of votes cast.

E. Rules of Procedure. The rules contained in the current edition of Robert’s Rules of Order, as Revised, shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these Bylaws and any special rules of order the Corporation may adopt.

Article VI

Board of Directors

A. Directors. The number of Directors shall be up to nine (9) voting members plus the past president and up to two (2) legal advisors. The Board of Directors shall be elected from the membership of the Corporation except that up to two of the At Large Directors and the Legal Advisor(s) may be non-members at the time of their nomination and election. All Directors shall also serve as Officers of the Corporation and shall be elected as such. In the event a full slate of Directors is not elected by the membership, or in the event vacancies are created by resignation or otherwise, the Board of Directors may nominate and elect additional Directors to fill such vacancies for the remaining term of such vacant office. Directors shall cease to be qualified to occupy a position on the CSAHA Board of Directors if such Director has registered his/her child or ward in a program with another hockey organization where such program is competing with the programs offered by CSAHA.

B. Quorum. A majority of the number of voting Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

C. Meetings. Meetings of the Board of Directors shall be held monthly and may be called by the President or, on request of any three Directors, shall be called by the Secretary. Notice of the date, place and time of the Board Meeting shall be given or caused to be given to each Board member by electronic mail at least twenty-four (24) hours prior to such meeting. Meetings of the Board of Directors may be held by conference call or other electronic means. The President shall preside over meetings. If the President is absent, the Vice-President shall preside. If the Vice-President is absent, them the Board of Directors present shall select a member to preside over the meeting by a majority vote.

D. Terms. The term of office of each member of the Board of Directors shall be two (2) years, except when the President moves into the position of Past President, which shall be also a two (2) year term. The terms of office for the President, Secretary and two of the five At Large Directors and one Legal Advisor shall expire when the end of the season falls in an odd numbered year. Should the President not run for re-election for the position of President, then that individual shall be automatically elected to the position of Past President for a two-year term non-voting position on the Board whether or not he/she continues to qualify as a member of the Association. The remaining positions of Vice-President, Business Manager/Treasurer, the other three of the five At Large Directors and the second Legal Advisor (if there are two) shall expire when the end of season falls in an even numbered year, with the
goal to have (5) or less Directors running for election each year and to ensure continuity of the Board. In the event a nomination and election for any position are not made, then the existing Board member for that position shall continue to serve in that position until a replacement is duly made at a subsequent election.

E. Qualifications. All nominees for Directors must meet minimum requirements for the position being sought pursuant to the Job Descriptions for each position as set, and amended from time-to-time, by the Board of Directors. All nominees shall be members at the time of nomination except as follows:

i. The Legal Advisors do not have to be members;

ii. Up to two At Large Directors may be non-members at the time of nomination if they are deemed by the Board of Directors to have education, training, experience and/or other unique qualifications that are deemed important for the operations and mission of the Corporation. Neither the Legal Advisors nor the At Large positions may have registered his/her child or ward in a program with another hockey organization where such program is competing with the programs offered by CSAHA. ; and

iii. The nomination of any such non-member must be approved by the Board of Directors.

F. Vacancies. Vacancies occurring due to the appointment of a current Director to a new position may be replaced by the Board of Directors. Such appointed individual shall fill the remainder of the term of the individual being replaced.

G. Nominating Committee.

i. Approximately 3 months before the Annual Meeting, the Past President shall appoint a Nominating Committee whose purpose shall be to place before the membership a slate of candidates to serve as Officers and Directors of the Board of Directors for the period described herein. The Nominating Committee shall consist of seven members, as follows: the immediate Past President of the Corporation, the President, two active Directors and three members of the Corporation that are not serving on the Board of Directors. The immediate Past-President will serve as the Chair of the Nominating Committee. If the immediate Past President is unable or unwilling to serve, or if the board of Directors determines that it is not in Corporation’s best interest for him or her to serve in that role, the Board of Directors shall select a member of the Corporation to serve in that role for all purposes.

ii. Agreement of Nominees. In accepting candidacy for Director positions, the nominees agree to serve in any capacity requested by the President.

iii. Presenting the Slate. At least 3 weeks before the Annual Meeting, the Nominating Committee shall present to the membership the names of the Officers and Directors nominated to fill vacancies occurring on the Board of Directors.

H. Nomination by Others. Within seven days following the presentation of the report of the Nominating Committee, any Member may nominate any other Member in good financial standing to any vacancy which may exist for the upcoming term. Such nomination must be in writing, shall include a statement signed by the nominee of his or her willingness to serve, must be countersigned by five other Members,
and shall specify the position for which the nominee is to be a candidate. Such nomination must be
delivered to the President not later than 7 days following the presentation of the report by the Nominating
Committee. No nominations may be made thereafter.

I. Voting and Elections. During the Annual Meeting or any Special Membership Meeting, no election
materials shall be distributed within the election facility of such meeting by a candidate or proponent of a
corporate document change. The candidate receiving the greatest number of votes shall be elected to the
position on the Board for which such election is held. In the event of proposed changes to the corporate
documents of the Corporation, changes may be acted upon as a whole, unless a specific item is called for
discussion by a Board Member or there is a motion from a qualified voting member of the Membership
at such meeting requesting a separate vote on any one item. (Any items called up for separate
consideration shall be acted upon following the vote on the other Amendments as a whole.) In the case
of a corporate document change ballot proposal, should the proposal receive more votes for the proposal
than against, the proposal shall be deemed approved by the Membership and shall take effect immediately
upon close of the election unless the proposal otherwise dictated.

J. During the intervals between the meetings of the members of the Corporation, the Board of Directors
shall have, and may exercise, all of the powers of the Corporation in the management of the business
and affairs of the Corporation in such manner as the Board may deem as being in the best interests of the
Corporation. Without limiting the generality of the foregoing, the Board shall have the power to fill
vacancies in any office in the Corporation.

K. The Board of Directors shall, among other things, be responsible for the overall Association program,
the job descriptions, and the policies and procedures of the Corporation. The Board may partially
delegate the implementation of a portion of these activities as the Board deems appropriate to an
Executive Director hired by the Corporation.

L. Any member of the Board of Directors who has failed to attend at least one-half of the regularly
scheduled Board meetings, or misses more than 3 consecutive Board meetings, shall be subject to
removal from the Board. Removal shall take place only after the Secretary has provided such Director
with due notice, and the Board shall provide the Director with an opportunity for a hearing at a regularly
scheduled or special Board meeting prior to disposition of the matter. A majority vote of the Board of
Directors (excluding the offending Director) shall be required for removal of a Director under this
section.

M. Any member of the Board of Directors who, in the opinion of the Board of Directors, has failed to
adequately fulfill the duties of his or her position shall be subject to removal from the Board. Removal
shall take place only after the Secretary has provided such Director with due notice, and the Board shall
provide such Director with an opportunity for a hearing at a regularly scheduled or special Board
meeting prior to disposition of the matter. A 2/3 vote of the Board of Directors present at such meeting
(excluding the offending Director) shall be required for removal of a Director under this subsection.

N. The Corporation may retain independent contractors, vendors, consultants, coaches and/or employees
for conduct the business of the Corporation and all Corporation business not handled by the Directors,
Officers, and/or volunteers. All control over the activities relating to the terms of agreements with
independent contractors, vendors, consultants, coaches and/or employees shall be retained by the Board
of Directors as a whole and shall not be granted to any particular member of the Board or to any officer
of the Corporation. Annually, the Board of Directors may review and approve limited stipends or
reimbursements to volunteers. In the event that the Corporation hires any Executive Director, the
Executive Director shall report to the Board of Directors and shall in general be supervised and
controlled on a daily basis reporting to the Board’s President, or in the President’s absence, the Past President as described herein.

O. Transition. By approving these Amended and Restated Bylaws, it is the intent of the Members to provide for the continuity of all business matters that have been undertaken pursuant to the existing Bylaws (Amended and Restated 5/2/16) and to immediately transition to doing business under these Amended and Restated Bylaws. Therefore, the Members expressly:

a) ratify all matters and agreements that are in existence as of the date of the approval of these Amended and Restated Bylaws without the requirement that such matters and agreements requiring further action; and

b) agree that an election of Directors shall occur immediately following the successful election for approval of these Amended and Restated Bylaws so that the Association shall immediately commence governance under these Amended and Restated Bylaws; and

c) agree and intend that the Directors elected pursuant hereto shall immediately take office and be able to conduct the business of the Association. Said election of Directors shall include:
   1. Vice President
   2. Business Manager/Treasurer
   3. Five of Five At Large Directors: Two for One Year Term and Three for Two Year Term
   4. Legal Advisors: One for One Year Term and One for Two Year Term; and

d) understand and acknowledge that the Directors presently serving in the positions noted below shall continue to the completion of their respective terms as if elected under these Amended and Restated Bylaws including:
   1. President.

Article VII

Officers

A. The Officers of the Association shall be as follows: President, Vice President, Past President, Business Manager/Treasurer, Secretary, five At Large positions and up to two Legal Advisors. All Officers shall also serve as Directors of the Corporation and the minimum duties of these positions noted below shall be maintained by the member holding such office together with the requirements of the Job Descriptions as amended from time-to-time and published by the Board of Directors. The Past President and Legal Advisors shall be non-voting members.

B. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by an affirmative vote at a duly called Board meeting of a majority of the whole Board of Directors for the unexpired portion of the term of office.

C. The President shall be the principal Executive Officer of the Board and shall in general supervise and control all business and affairs of the Board. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary and any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. In general, the President shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time. In the absence of the President or in the event of the President’s inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President. At the time of nomination and election, a candidate for President must have been a member of the Corporation in good standing for two years. In the event that the Corporation hires any Executive Director, the
Executive Director shall report to the Board of Directors and shall, in general, be supervised on a daily basis by the Board’s President, or in the President’s absence, the Vice President as described herein.

D. The Past President, shall provide the Board with the benefit of his or her experience.

E. The Vice President shall assist the President and shall assume the duties and responsibilities of the President in the event the President is absent or unable to perform his/her duties.

F. The Secretary shall keep the minutes of all meetings of the Association in an appropriate minute book, give or serve all notices required by law, be a custodian of the Association’s records, sign official documents of the Association that require the signature of the Secretary, and perform such other duties of the Secretary as required by law or that may be delegated by Staff.

G. The Business Manager/Treasurer shall have the responsibility for planning, monitoring and adjusting the financial plan, budgeting, risk (insurance) plan, procurement processes, accounts receivable process, payments process, and other assignments delegated by the President. The Business Manager shall supervise and oversee the accounting consultant(s) with any Executive Director hired by the Corporation. The Business Manager/Treasurer shall have the responsibility for planning, monitoring and adjusting the overall CSAHA calendar plan and budget with the Executive Director.

H. The At Large Directors shall serve in such rolls as they are given by the Board.

I. The Legal Advisor(s) shall provide general legal counsel to the Corporation; one of the Legal Advisors shall be the registered agent of the Corporation; shall be custodian of the Corporate records; and either or both shall oversee any third-party attorneys or other professionals retained by the Corporation for the purposes, including, but not limited to, contracts and legal matters. At the time of nomination and election and throughout his/her term, a candidate for Legal Advisor must be a Colorado Licensed Attorney. He/she shall be deemed a member of the corporation.

Article VIII

Indemnification

A. Every director, officer or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed against him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer, or agent of the Association, whether or not he/she is a Director, Officer or agent at the time such expenses are incurred, except in any case wherein the Director, Officer or agent is adjudged guilty of willful misfeasance, malfeasance, or fraud in the performance of his duties.

B. In the event of a settlement, the indemnification provided herein shall apply only when the Board of Directors approves such settlement as being in the best interests of the Corporation.

C. Any indemnification by the Corporation shall be allowed only to the extent permissible under applicable law.
D. The Board of Directors shall purchase liability insurance in order to implement the provisions of this Article.

Article IX

Fiscal Year

The fiscal year of the Corporation shall be from July 1 through June 30 of each year.

Article X

Amendments to Bylaws

These Bylaws may only be amended at the Annual Meeting of the membership or at a Special Meeting of the membership called for the purpose of determining such amendment(s). In order for any such amendment to pass, at least 2/3 of the ballots cast must favor such amendment.

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