

The Constitution & Bylaws for Northern Colorado Youth Hockey

Pursuant to Colorado Revised Statute § 7-130-101, *et sec.*, Northern Colorado Youth Hockey, a Colorado non-profit Corporation, restates and amends its Bylaws as follows:

By-law I – Name

This organization is named Northern Colorado Youth Hockey (NCYH or “the Corporation”) and is a member of Colorado Competitive Youth Hockey League (CCYHL), the Colorado Amateur Hockey Association (CAHA), as affiliated with the Amateur Hockey Association of the United States (AHAUS), which is also known as USA Hockey.

The name and any official logo of NCYH are proprietary and shall not be used, reproduced or altered unless expressly authorized by the NCYH Board of Directors (the “Board”).

By-law II – Duration

The Corporation shall have perpetual existence.

By-law III – Purposes and Powers

1. Purposes. The Corporation is formed exclusively to foster national or international sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (“the Code”). Specifically, Northern Colorado Youth Hockey (“the Corporation”) shall foster national or international amateur sports competition by subscribing to the stated purpose as follows:

To develop and promote amateur hockey at youth levels for both participants and spectators in Northern Colorado and Southern Wyoming.

2. Powers. In furtherance of the foregoing purposes, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation or By-Laws and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefore; provided, however, that such use be exclusively and irrevocably applied to the purpose of the Corporation.

3. Restrictions Upon the Powers of Directors and Others.

A. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the Corporation and reasonable compensation may be paid for services rendered), and no director or officer of the Corporation, or any other private individual shall be entitled to share in any dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the purpose of this organization. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(h) of the Code. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these By-laws, the Corporation shall not carry on any activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law) or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

D. Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for, the Corporation’s remaining assets shall be disposed of by a distribution to an organization or organizations then qualified as exempt from taxation under Section 501 (c) (3) of the Code or its successor provision, or to

the federal government, or to a state or local government, for a public purpose, as determined by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by a court of appropriate jurisdiction in the county in which the principal office of the Corporation is then located.

By-law IV – Membership

Participation in the activities of NCYH is by membership only. Membership activities, their rights, responsibilities and authority are defined in the following sections of these By-laws. This Corporation shall have five classes of members: Players, Parents or Individual Sponsors, Associate Members, Honorary Members, and Directors. The various types of membership shall be obtained and shall have those rights as follows:

1. Player Members. This type of membership shall be automatic for every registered player whose registration fee(s) and tuition has been fully paid. This type of membership shall exist for a term of up to one year ending on June 30 of each year. Tuition for such membership shall be as established by the Board of Directors. Player Members shall have the opportunity to express views (subject to any limitations which the President may impose) at any member's meetings but shall have no right to vote.

2. Parents, Guardians or Individual Sponsor Members. The parents of any players or any individual who sponsors a player by paying that player's charges, fees and tuition shall constitute a Parent or Individual Sponsor Member upon registration with the Corporation. This type of membership shall exist for a term of up to one year ending on June 30 of each year. Parent or Individual Sponsor Members shall be entitled to express views (subject to any limitations which the President may impose) at any meetings of the members and shall be entitled to vote at the annual election of the directors. For purposes of the annual election of directors only, both parents of any player member shall be deemed one member and said parents shall only have one vote per player for which they are parents. Additionally, if more than one individual sponsors a single player, all such sponsoring individuals shall collectively be deemed one member for the purpose of the annual election of directors as set forth in these by-laws.

3. Associate Members. Associate membership shall be available to those: contributors, referees, coaches, and other persons who donate their time, efforts, services or resources on behalf of the Corporation and who meet such qualifications as the directors establish. Associate Members shall be entitled to express their views (subject to any limitations which the President may impose) at any meeting of the members or directly to the Board of Directors and/or Advisory Committee in writing but shall have no right to vote.

4. Honorary Members. Honorary Members shall consist of those persons who the Board of Directors wishes to recognize for significant and extraordinary contribution to the Corporation. Honorary Members shall be publicly recognized in some form unless that person requests otherwise. This type of membership shall exist for terms as set forth by the Board of Directors. In addition, Honorary Members shall have all rights and privileges of Associate Members and shall have no right to vote.

5. Directors. All directors shall automatically be members of the Corporation for their term of office with full rights to express views and vote as a Parent or Individual Sponsor Member in addition to those rights inherent to their offices.

Section 1: Rights and Responsibilities

All persons making application to the Corporation on behalf of any youth shall present proof of player's age as required by USA Hockey and CAHA to the Registrar before a player is placed on a team.

Any player or parent who willfully gives false information regarding application to any NCYH team may be subject to immediate suspension for up to one year.

A player's parent or guardian must sign the annual registration form before a player is eligible to participate in any NCYH activities.

All persons making application to the Corporation on behalf of any youth shall present proof of player's current registration with USA Hockey to the Registrar before a player is admitted on the ice for any NCYH function.

All persons making application to the Corporation on behalf of any youth shall present to the Registrar proof of personal Health/Accident insurance including the name of the carrier and the policy number.

Players over the age of 18 are eligible to make application on their own behalf.

Any member who fails to pay registration fees and/or tuition by the set due date shall be immediately suspended until fees and tuition are paid. Said registration fees, tuition and due dates shall be established by the Board of Directors and stated on the registration application or on periodic billings.

It is the duty and responsibility of each and every member to participate in designated and/or mandated fund raising activities, rink maintenance or upkeep, or other activities beneficial to the Corporation as established by the Board of Directors.

Section 2: Disciplinary Action

In order to preserve as far as possible the integrity of amateur hockey, any legal action taken by a member or other individual, before all of the procedures, remedies and authority of the bylaws of this Corporation has been exhausted, shall constitute inappropriate conduct and such member may be subject to immediate disqualification and indefinite suspension. Only after the exhaustion of all administrative remedies set forth herein may a member initiate mandatory arbitration, such arbitration to be the sole and binding forum for any and all disputes involving a member and the Corporation. No other legal proceeding or action of any kind shall be permitted.

A member may be disciplined, including but not limited to suspension or expulsion from the Corporation and from any further participation in its affairs for actions or conduct detrimental to NCYH, as established by the Code of Conduct. Information associated with the Code of Conduct is attached to these By-laws as Exhibit A.

Any member disciplined shall have the right to appeal said discipline to the Board of Directors by submitting a written Notice of Appeal within ten (10) days of the date the Notice of Discipline is posted. The Notice of Appeal shall contain a brief statement of the basis for the appeal, a list identifying any member, player or other individual with personal knowledge of the event(s) or circumstances relating to the conduct at issue, and whether or not an Appeal Hearing is requested. The Notice of Appeal shall be sent by mail. The discipline that is the subject of the Notice of Appeal shall remain in full force and affect throughout this appellate process.

If an Appeal Hearing is requested, the Board of Directors may convene a special meeting, hear the appeal at its next regularly scheduled meeting or appoint an ad-hoc committee of no fewer than 3 current members to hear the appeal. The disciplined member shall have the right to attend the Appeal hearing and present evidence, including oral testimony from any individual identified in the Notice of Appeal. The President of the Board shall have sole discretion in scheduling the Appeal Hearing, the decision to appoint an ad-hoc committee and in the appointment of the Hearing Officer who shall conduct the Appeal Hearing. The Hearing Officer shall be a member in good standing and not directly involved in the event(s) circumstances relating to the conduct, which is the subject of the discipline being appealed. The Hearing Officer shall be solely responsible for the order and presentation of the evidence at the Appeal Hearing, including any oral testimony or other matter relating to the conduct of the Appeal Hearing. The Hearing Officer shall not have a vote regarding the outcome of the Appeal Hearing as that authority rests exclusively with the Board.

The Board shall render its decision on the Appeal by issuing a Notice of Decision at or before its next regularly scheduled meeting following the conclusion of the Appeal Hearing. If an Appeal Hearing is not requested, the Board may render its decision by issuance of a Notice of Decision at the meeting during which the Notice of Appeal is considered or at, or before, its next regularly scheduled meeting. The Board may affirm, rescind, modify or otherwise address the subject discipline in its Notice of Decision. The Notice of Decision shall be sent by registered mail, return receipt requested. Any demand for Arbitration shall be made in writing within 14 days of the issuance of the Notice of Decision.

Arbitration shall be before one arbitrator unless the member and the Corporation cannot agree on the selection of the sole arbitrator, then three (3) arbitrators will be selected. The member and the Corporation will each choose one (1) arbitrator and those two (2) arbitrators will select the third arbitrator. The costs and expenses of the arbitration, including the fees of the arbitrator(s), shall be shared equally by the member and the Corporation.

The Board shall have the authority to decline to hold a hearing or render a disciplinary action if it is determined that the complaint was made without reasonable cause, or the complaint was intended to be disruptive to NCYH, its teams, members, coaches or assistants. Moreover, any complaint or petition which could reasonably cause damage to the reputation and good standing of any of its members may also be dismissed at the discretion of the Board of Directors without review.

NCYH extends its authority for player suspension for the purpose of maintaining team discipline. Such authority provides for the disqualification or suspension of any player registered with NCYH subject to the following provisions:

Any person participating in good faith in the making of a complaint or appeal, or participating in any investigative, administrative or appellate proceeding pursuant to these By-laws shall be immune from any liability, civil or criminal, that otherwise might result by reason of aforementioned participation.

Any discipline imposed pursuant to these By-laws, as well as any information relating thereto, may be shared with or communicated to governing organizations, including but not limited to USA Hockey, CAHA, and the CCYHL.

Section 3: Registration Rules

Any player that has been registered with another CAHA affiliate and requests a transfer to NCYH must present to NCYH a written statement claiming the reason for requesting a transfer to this Corporation and a written financial release from his/her old Corporation and/or Association to NCYH.

The NCYH Board of Directors shall have exclusive authority to accept or reject, in its absolute and sole discretion, any transfer request.

Registration fees and tuition must be paid by the due date(s) set by the Board. NCYH may charge a reasonable fee to process any returned check.

Registration fees and tryout fees are not refundable and are not considered part of the tuition.

Any withdrawals from the program must be requested in writing and sent to the Director of Hockey Operations.

Financial Release Policy

After tryouts/evaluations have been completed and a player has been placed on an NCYH team -- If that player decides to play for another hockey association within the borders of Colorado, a financial release will only be granted once 50% of tuition owed has been paid. Please note the Registration Fee and \$60 Capital Improvement Fund will not be refunded as stated below.

If during the season a player has to move out of state, becomes injure, or chooses to not play hockey, the following refund policy is in place for tuition refunds. No financial release form will be given.

- 80% refund if withdraw request received before September 15
- 60% refund if withdraw request received before October 15
- 40% refund if withdraw request received before November 15
- 20% refund if withdraw request received before December 15
- 0% refund if withdraw request received on or after December 15

No player under suspension for non-payment of fees or tuition may participate in practices or games.

The Board may institute additional fees, such as a "new member fee" or general assessment, to address past, present or future costs, expenses or other liabilities of the Corporation.

By-law V – Governance

Section 1: Directors

A Board of seven (7) directors will manage the general affairs of the Corporation.

For so long as there is a loan or granted association, affiliation, use of warrants, use of logo, use of merchandise from the Colorado Eagles organization to NCYH,, two (2) of the seven (7) directors will be appointed by the management of the Colorado Eagles organization.

Upon discontinued loan or granted association, affiliation, use of warrants, use of logo, use of merchandise from the Colorado Eagles organization to NCYH, these positions will be appointed by the current Board by 2/3 majority vote of all Board Directors. These positions will be three (3) year terms. Qualifications for appointment of these two (2) positions shall be that the candidates are not Parent, Guardian or Individual Sponsor members of NCYH and are persons active and respected in both the hockey and business community.

The remaining five (5) Board members shall be seated in office as follows:

The remaining five (5) directors must be members in good standing of NCYH for two full years and have served on the NCYH Advisory Board for a minimum of one (1) full year.

Elections held on even numbered years will have three directors seated, and on odd numbered years, two directors will be seated.

For the purpose of electing members to the Board of Directors, to be nominated, one must currently be serving in a position on the Advisory Committee. Nominations from the Advisory Committee will be accepted in writing by the Secretary of NCYH. If more nominations than open Board positions are received, the Advisory Committee will hold an election where the Secretary of NCYH shall be responsible to count the vote and present the results. A written announcement introducing the newly elected Board of Directors will be provided to all Corporation members.

Each elected member director shall hold office for two consecutive years with no limitation on the number of terms served.

If an elected Board member vacates a seat, the current Board will appoint another eligible member to take that seat and serve the remainder of the term vacated.

The Board of Directors shall select the President from among the Board members to preside over meetings. The President shall be empowered to submit an agenda and conduct all such meetings. The President of NCYH must be a member in good standing of this Corporation.

A listing of the current Board Members along with information associated with each Board Member's term is attached to these By-laws as Exhibit B.

The Board of Directors shall appoint all committee chairpersons as called for in these By-laws or as deemed necessary by the Board of Directors.

Any member of the Board of Directors who misses three (3) consecutive regularly scheduled meetings without valid cause, may be removed from office with a 2/3 majority vote of the full Board. Any vacancy shall be filled pursuant to the provisions above in this Section. A member of the Board may request reinstatement if approved by 2/3 majority vote of the full Board.

Section 2: Meetings

All regular business of the Corporation shall be conducted in closed meetings.

Special meetings may be scheduled as necessary as determined by the Board of Directors. To ensure proper representation, seven days advance notice shall be given to the Board for scheduling a special meeting unless in the essence of time, all Board Directors can attend a special meeting at an agreed upon date that is earlier than seven days.

A quorum is necessary for the transaction of NCYH business. A minimum of three (3) Board Directors constitutes a quorum for the Board of Directors.

NCYH will conduct Board of Directors meetings quarterly. The meetings shall be held at a place and time determined by the President.

NCYH will hold an Annual Meeting of the members of the Corporation on the first Tuesday in May at a time and place as may be selected by the Board of Directors unless rescheduled upon such notice. The Secretary of this Corporation will give notice of the Annual Meeting to the members in writing not less than ten days in advance of the meeting. The notice shall clearly state the business to be conducted at the annual meeting. Only members in good standing shall be allowed to vote on issues presented at the meeting.

The President may convene additional meetings, communicate by telephone or email as needed to assure completion of all NCYH affairs.

Proxy, absentee or e-mail votes shall not be recognized or counted in any Corporation business.

Section 3: Officers

The Board of Directors shall appoint members of this Corporation as officers. An officer of this Corporation must be a member in good standing. All Board members may serve as officers of the Corporation in addition to an elected office.

An officer shall be empowered to conduct business before the members as a representative to NCYH. Such business will be limited to the office identified and/or to the special instructions of the Board of Directors. Appointment to an office is continuous until the appointment is rescinded by NCYH, the term of the office expires, or the appointee tenders a resignation to that office. NCYH will provide adequate surety bonding or carry adequate fraud and theft insurance for each of these officers in an amount to be determined by the Board of Directors. Offices chartered under this provision are identified as follows:

- **President:** The President of the Corporation shall be appointed by the Board of Directors from the Board of Directors of NCYH.
- **Vice President:** The Vice President of this Corporation shall be appointed by the Board of Directors from the Board of Directors of NCYH.
- **Secretary:** Appointed by the Board of Directors and can be any member of this Corporation. If not a member of the Board, this Officer will not have voting rights.
- **Treasurer:** The Board of Directors shall appoint a qualified member or acquire paid professionals to serve as the Treasurer of this Corporation. The Board of Directors may hire paid professionals to review or audit the books of the Corporation. If not a member of the Board, this Officer will not have voting rights.

In order to assure continuity of service to the entire membership, the President of the Corporation is considered assistant to all officers of this Corporation, except Treasurer, and a member of all committees.

Section 4: Duties of Officers

President: The President is the Chief Executive Officer (CEO) of NCYH and shall preside over all meetings of the Board of Directors. The President's duties include the nominations of candidates for appointment of officers by the Board of Directors, committees, or special assistants to the Board and the President is authorized to be an additional signer on the Corporation bank accounts and provide for any other duties as assigned by the Board. The President will not vote unless there is a tie, at which time, the President's vote will serve as the tie breaking vote.

Vice President: In the absence of the President, the Vice President (VP) shall assume all of the authority of the President and perform such functions that may be required of the CEO. The VP shall also perform such special duties as requested by the Board of Directors and any other duties assigned by the President or the Board.

Secretary: Duties shall include the following activities:

- Transcribe and maintain a book of minutes as a record of all general meetings of NCYH.
- Post Board of Director meeting minutes in a location accessible to the general membership.
- Schedule meeting room for regularly scheduled and special meetings of the Board.
- Maintain the Articles of Incorporation, and Constitution and By-laws of NCYH.
- Schedule and publish the place and time of the Annual Meeting.
- Document and file correspondence on behalf of NCYH.
- Any other duties assigned by the Board.

Treasurer: It is the duty of the Treasurer to act as custodian of funds for NCYH. The Treasurer shall prepare and provide a monthly Profit & Loss Statement and Balance Sheet for the Board. The Treasurer shall prepare for presentation at the annual meeting a current year financial statement and budget variance report and any other duties assigned by the Board.

The duties herein are intended to be a summary and may be expanded or decreased (and additional committees and their duties may be established) without necessity for amendment to the By-laws, notwithstanding XII herein.

Section 5: Limitation of Liability of Directors and Officers

To the greatest extent provided by law, no director or officer of the Corporation shall be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or its members. Neither the amendment or repeal of this by-law, nor the adoption of any provision of this certificate of incorporation inconsistent with this by-law, shall eliminate or reduce the protection afforded by this by-law to a director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this by-law would have accrued or arisen, prior to such amendment, repeal or adoption.

To the greatest extent provided by the laws of the State of Colorado, the Corporation shall indemnify any past or present director or officer of the Corporation who has been made or who is threatened to be made a party to, witness in, or participate in any civil or criminal law suit or any administrative, arbitral, legislative or investigative proceedings by reason of the fact that the person is a director or officer of the corporation.

In addition, except as otherwise provided in C.R.S. 7-128-402, a director shall not be liable to the Corporation or its members for monetary damages for the breach of the director's fiduciary duty. The corporation shall indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, as set forth in the bylaws. In no case, however, shall the corporation eliminate or limit the liability of a director to the Corporation or its members for monetary damages for any breach of the director's duty of loyalty to the corporation or its members, acts or omissions not in good faith or that involved intentional

misconduct or a knowing violation of the law, acts specified in C.R.S. 7-128-403 or 7-128-501(2) or any transaction from which the director directly or indirectly derived an improper personal benefit. Neither shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Internal Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time or times, no payment shall be made under this by-law if such payment would constitute an act of self-dealing (as defined in Section 4941(d) or the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code). This provision shall only apply to acts or omissions occurring after this date this by-law is enacted.

Section 6: Committees

The Board of Directors shall appoint committees as deemed necessary to help carry out the business of the Corporation. A committee member of this Corporation must be a member in good standing. All Board members may serve as committee members of the Corporation in addition to an elected office.

A committee shall be empowered to conduct business before the members as a representative of NCYH. Such business will be limited to the committee identified and/or the special instructions of the Board of Directors. Appointment to a committee is continuous until the duties of the committee are completed, the appointment is rescinded by NCYH, the term lengths established in the committee outline expire, or the appointee tenders a resignation to that committee.

In order to assure continuity of service to the entire membership, the President of the Corporation is considered to be a member of all committees.

Standing committees chartered under this provision are identified as follows:

Advisory Committee: The Advisory Committee is composed of no more than fourteen members. The 5 Board of Directors that are also Parent, Guardian or Individual Sponsor members of the Corporation are considered a member of the Advisory Committee and are five (5) of the fourteen positions available. Two (2) of the fourteen Advisory Committee Members are at large positions carrying three year terms. At large positions are to be filled by members with player members in the competitive teams of the Corporation. Five (5) of the fourteen Advisory Committee Members are representatives of specific competitive age levels within the Corporation. Those age levels are midget, bantam, peewee, squirt and mite as those age groups are defined by USA Hockey. Two (2) of the fourteen Advisory Committee Members are representatives of the recreational program within the Corporation. Each Advisory Committee Member filling an age level position or recreational position shall serve for a term of two years so long as said Advisory Committee Member has a Player Member within that division. A listing of the current Advisory Committee Members along with information associated with each Advisory Committee Member's term is attached to these By-laws as Exhibit C. Advisory Committee Members must be in good standing with the Corporation

Prior to each annual meeting of the Membership, an election shall be held to select the Advisory Committee Member positions. If an elected Advisory Committee Member vacates a seat, the current Advisory Committee will appoint another eligible member to take that seat and serve the remainder of the term vacated.

For the purpose of electing Advisory Committee Members, nominations must be received in writing by the President of NCYH one month prior to the established election date. The election date, available positions, qualifications, request for nominations and deadline for receipt of nominations is to be published on the website three weeks prior to the deadline for receipt of nominations.

If more nominations than open Advisory Committee positions are received, the President shall have prepared a written ballot to be made available to the membership and collected and tallied prior to the annual meeting.

The Secretary of NCYH shall be responsible to count the vote and present the President with a list of all persons receiving votes. The names of the new Advisory Committee members will be announced before the close of business at the annual meeting. A written announcement introducing the newly elected Advisory Committee Members will be posted on the website.

The President of the Corporation shall serve as chairperson of the Advisory Board and shall provide monthly updates of Advisory Board Meetings to the Board of Directors.

The Advisory Committee will hold regularly scheduled monthly meetings that are open to the membership. Meeting dates and times will be posted on the website. Persons wishing to address the Advisory Committee shall inform the President of NCYH in writing seven days in advance of a scheduled meeting. The request must include the topic of discussion, an outline of any presentation, and a requested time allotment. The President shall process the request and set the meeting agenda to hear the presentation at the reasonably earliest possible time.

At the monthly meetings, the Advisory Committee will address the business and concerns associated with the youth hockey program. A quorum will be five (5) Advisory Committee members in attendance. All decisions will be made by majority vote. Any ties to be decided will be established by the vote of the President.

The Advisory Committee is granted a cumulative vote that will count as one (1) vote in all Board of Directors decisions regarding the youth hockey program. This vote shall be documented in the minutes of the Advisory Committee meeting. The documented minutes will be presented to the Board by the President and serve to represent the vote of the Advisory Committee. The five (5) Board members on the Advisory Committee are granted the authority to vote and render decisions regarding the youth hockey program on behalf of the Board of Directors at regularly scheduled Advisory Committee meetings providing that a quorum of Board members are present at said meetings.

Proxy, absentee or e-mail votes shall not be recognized or counted in any Advisory Committee business.

Discipline Committee: The Committee consists of the Hockey Director, Assistant Hockey Director, and two members in good standing that are not head coaches of any team. The Board appoints one member to the Committee from the general membership and one member from the Board, who shall be the Secretary of the Committee. The Committee member from the Board will have a term that coincides with the term of his or her elected position on the Board.

Duties of the Committee: The Committee shall:

1. Review allegations of misconduct;
2. Determine if an individual has violated the Code of Conduct;
3. Issue penalties commensurate with the severity of the offense when the Committee finds that a violation has occurred;
4. Report to the Board regarding its activities; and
5. Conduct other business as necessary to carry out its duties

The Committee will meet as often as necessary during the scheduled season to carry out its duties. Three members of the Committee constitute a quorum and are to be in attendance in order for a meeting to occur.

On matters before the Committee the member from the Board will vote only when a Committee member is absent from a meeting where a decision is being made or when a member of the Committee abstains or recuses themselves from a matter before the Committee.

The Committee can receive allegations from Members alleging violations of the Code of Conduct, initiate reviews of possible misconduct, conduct interviews to collect facts relative to an allegation, meet with Members to determine facts, and perform other duties as necessary to investigate allegations and make determinations as directed by the Board.

The Committee has the power to determine penalties, as described in the section titled Penalties, Terms and Conditions, including the termination of membership.

The following procedures are used to review allegations

1. **Notice of an Issue:** Any Member may notify the Committee about an issue that he or she believes warrants the Committee's attention. Notice is to be provided to the Committee by:
 - a. Communicating through the Discipline Committee address on the Corporation website; or
 - b. Written notice to a Committee Member, Board Member or the Hockey Director.
2. **Notice to Parties:** The parties that are the subject of the Notice will be notified within 7 days of the Committee's receipt of the Notice and provided the opportunity to attend the scheduled review meeting.
3. **Review Meeting:** The Secretary will schedule the Notice for review within 15 days of receipt of the Notice. The purpose of the Review Meeting is to establish the facts relative to the incident being reviewed. At the Review Meeting the Committee will review the Notice and take one or more of the following actions:
 - a. Determine that no violation has occurred and dismiss the matter;
 - b. Determine that a violation of the Code has occurred;
 - c. Determine that additional information needs to be collected to establish facts and make a determination;
 - d. Continue discussion on the matter until the next regularly scheduled meeting. Disciplinary matters may be continued only once unless the Committee finds there is cause to continue the matter for a specified period of time.
4. **Penalty Meeting:** If the Committee determines that there is a violation of the Code of Conduct, the Committee must hold a Penalty Meeting within 7 days of the Review Meeting to determine the Penalty. The Penalty Meeting can be held concurrently with the Review Meeting if the individual found to be in violation of the Code of Conduct is present.

5. **Issuance of Findings of Fact, Determination and Penalty:** Upon conclusion of the Review and Penalty Meetings, the Committee will issue a written Findings of Fact and the Determination and Notice of Penalty to the Secretary of the Board and the party that is the subject of the Committee's determination. The Secretary of the Committee will notify the Board of Directors of the Committee's decisions.

Administration and Enforcement of Penalties: The Secretary of the Committee as directed by the Committee will administer the penalty, which includes documentation of the penalty, establishment of the calendar for the penalty term, notification of coaches, team managers or other appropriate individuals of the penalty, notice to the Member when the conditions of the penalty have been satisfied and other appropriate duties.

The Discipline Committee and the Board, through its representative on the Discipline Committee, will monitor the penalty. Failure by a Member to honor any penalty or suspension will be punishable up to and including dismissal from the Corporation.

In the event the person(s) membership with the Corporation is revoked, it will be for a minimum of the remainder of the current season. After the said time limit expires the person(s) may reapply for membership with the Corporation. Permission to rejoin the Corporation is subject to the approval of the Board of Directors.

Appeals of the Committee Decision: The Committee's decision regarding determinations of violations of the Code of Conduct resulting in a warning, a level one, level two or level three penalty cannot be appealed. Determinations resulting in level four or higher penalties can be appealed to the Board as established in By-law IV, Section 2.

Penalties, Terms and Conditions: The following penalties can be issued:

1. **Level 5** may result in termination of membership, indefinite suspension, or suspension up to 180 days.
 - a. Taunting or threatening any player, coach, official, Corporation or league representative, arena personnel, spectator, or parent.
 - b. Making physical contact with any player, coach, official, Corporation or league representative, arena personnel, spectator or parent.
 - c. Entering the locker room of any opposing team or obstructing their access or exit from said room or arena.
 - d. Entering the locker room of any official or obstructing their access or exit from said room or arena.
 - e. Being involved with any activity that would warrant the summoning of law enforcement officials.

Any member receiving a Level 5 penalty must obtain approval from the Disciplinary Committee and Board of Directors before returning to involvement within the Corporation.

2. **Level 4**, up to 30 days suspension. Any other infraction may result termination of membership.
 - a. Taunting any player, coach, official, Corporation or league representative, arena personnel, spectator, or parent.
 - b. Defacing or damaging property belonging to any individual, team, Corporation, or arena.
 - c. Going on to the ice surface for any reason, unless directed by coach or other official.
 - d. Entering the bench area during a game.
3. **Level 3**, up to 21-day suspension. Any other infraction may result in a termination of membership.
 - a. Throwing of any object onto the ice surface, into the player's area, or at another individual.
4. **Level 2**, up to five-day suspension.
 - a. Inciting other persons to become involved in any of the above listed activities.
 - b. Pounding or climbing on the glass.
5. **Level 1**, written warning.
 - a. Using profane and/or vulgar language or mannerisms.
6. **Verbal Warning**
 - a. An action that does not rise to a documented time related penalty and requires no further action. Repeated verbal warnings can lead to an action.
7. A combination of multiple lower level infractions may result in a higher-level disciplinary action. The Disciplinary Committee retains the right to make this determination.
8. The Disciplinary Committee may also issue a letter delineating behavioral expectations of the involved Member. Failure to sign or abide by this agreement may result in termination of membership.

A current version of the Code of Conduct is attached to these By-laws as Exhibit A.

Coaching Committee: The Hockey Director and Assistant Hockey Directors shall constitute the Coaching Committee. The primary role of this committee is to conduct all on-ice and related activities for the Corporation. Duties include:

- Selection of all team head coaches.
- Coordination of the on-ice program with the scheduler.
- Review of all team rosters prior to submission to CAHA.

- Coordinator of activities with the Corporation CAHA representative to ensure compliance with all CAHA and USA Hockey rules covering team rostering and playing rules.
- Administration of coaches' evaluations.
- Approval of all player tryouts/transfers related to player move up or competition level transfers.
- Arbitrate all player/team selections.

By-law VI – Competition

NCYH is chartered to compete at various age levels and at different divisions as established by USA Hockey and may be altered as amended by USA Hockey rule changes. Competition divisions are identified as “AAA” (Tier I), “AA” (Tier II). USA Hockey considers levels “A”, “B”, “C” and “In House” recreational divisions. The limits or participation in any of these stated categories are defined below.

In order to maintain balance within the Corporation, players should not play in a higher age bracket unless specifically authorized by the Hockey Director and approved by the Board of Directors. Players who feel they are capable of playing at a higher age group must first obtain authorization from the Hockey Director, subject to approval by the Board, to try out for the highest competitive level team in the higher age classification. Upon selection, the transfer will be effective for that season only.

Should a player fail to be selected for the highest competitive level team in the higher age classification, the player shall return to their natural age classification for the current season.

A player may play up an age level in the in-house recreational program offered through NCYH, so long as he or she also participates on a recreational or competitive team at his or her appropriate age level.

A season constitutes all scheduled league games. All NCYH teams eligible for State, Regional, or National competition will consider such eligibility as part of and a continuation of any season.

NCYH teams shall not participate in any tournaments that directly conflict with any CAHA league game, or State, District, Regional or National Playoff.

All Players selected for “AAA”, “AA”, “A”, and “B” teams will be expected to compete in all scheduled games, in-state tournaments and playoffs. Any player failing to attend two consecutive scheduled games may be subject to disciplinary action by the Head Coach, Hockey Director, or the Coaches' Committee. Coaches may also establish rules regarding practice attendance or other team matters that are consistent with these By-laws.

All Players selected for “AAA”, “AA”, “A”, and “B” teams will be expected to compete in all Hockey Director approved out-of-state tournaments. Any player failing to attend out-of-state tournaments may be subject to disciplinary action by the Head Coach, Hockey Director, or the Coaches' Committee.

All NCYH players in the ninth grade and higher may be required to meet the academic guidelines as set by the Colorado High School Activities Association (CHSAA) order to participate in any NCYH activity.

By-law VII – Teams, Parents, Players and Coaches

Section 1: Teams

Registration of teams and the placement of players on those teams shall be governed by rules established by USA Hockey and CAHA. NCYH provides the following limits to team participation:

Division “AAA”, “AA”, and “A” are “competitive select” teams. Players selected to these teams shall play all league and post-season games with an emphasis on competing. NCYH will register no more than one team at any of these levels for each USA Hockey age division unless approved by the Board of Directors.

Division “B” and “C” teams are competitive, with emphasis on fun, skill development and competition. Coaches will strive for equal participation, except in the last three minutes of a game, powerplays, or penalty kill situations. Players on these teams should play league games with a competitive spirit while emphasizing participation.

In-house or developmental division teams are non-competitive with emphasis on fun and skill development. Teams in this division will be established for parity and players shall participate equally.

The team selection criteria will be determined by the Coaches' Committee subject to approval by the NCYH Board of Directors.

All player movement between the "AAA", "AA", "A", "B", or "C" teams can occur with the intent of placing a player at an appropriate level with notice to both team head coaches involved and the consent of the Hockey Director for NCYH. Such consent must be conveyed to the President of the Board prior to the move occurring.

Section 2: Players

A registered player of NCYH must be a member and appear on an official USA Hockey registration for NCYH. Such players are recognized during all league and post-season games. Player participation within the Corporation shall be governed by specific rules and NCYH policies. Players or members of affiliate associations are eligible to participate in NCYH sponsored activities for training, recreation and friendly exchange. Participation in NCYH sanctioned events requires the execution of all required registration documents. In addition, participation in CAHA sanctioned events requires that all players appear on a USA Hockey roster, and accepted by CAHA. Participation in a non-CAHA sanctioned, but USA Hockey sanctioned event is subject to CAHA approval and acceptance by the USA Hockey recognized affiliate.

Participants are expected to comply with the NCYH Players Code of Conduct as adopted by the Board of Directors.

Players who wish to be eligible for, "AA", or "A" teams must be registered in the Corporation and must participate in "AA" or "A" tryouts. Failure of players to meet NCYH travel requirements for CAHA or USA Hockey competition may result in disqualification from further team eligibility subject to CAHA rostering regulations.

Section 3: Parents

All parents will be subject to the NCYH Code of Conduct as adopted by the Board of Directors. These rules cover, but are not limited to, off-ice, in-stands, in-dressing room behavior and fund raising activities, which reflect on the entire Corporation

Section 4: Coaches

To the extent reasonably possible, NCYH shall provide each team with competent and dedicated coaches. To this end, the Corporation shall establish and maintain a commitment to training, facilities and support for any member of the NCYH Coaching Staff. NCYH requires that all coaches follow uniform codes of instruction, discipline, certification, and participation, as specified by USA Hockey. In addition, all coaches must follow the USA Hockey Coaches' Code of Conduct, the NCYH Code of Conduct, and any applicable NCYH policies.

By-law VIII – Safety

NCYH is committed to conducting its activities in a safe manner. To that end, NCYH may establish any necessary rules and provide materials and equipment to support the individual safety of its players, coaches, volunteers and employees.

By-law IX – Statement of Discipline Policy and Intent

It is the policy of the Corporation that all of its Members, Employees, Coaches and any other individual participating in the activities of the Corporation exhibit the qualities of good sportsmanship and civil behavior and abide by the Code of Conduct of the Corporation.

It is the intent of the Corporation to provide a fair and impartial review procedure to determine whether Members have been involved in misconduct while participating in activities sponsored by the Corporation, USA Hockey, CAHA, CCHYL, or any other participating event. An individual is participating in sponsored activity if he or she is a spectator, a volunteer minor game official (time-keeper, score keeper, penalty box supervisor or other off-ice official), a player or coach on an Association team or in attendance at any event sponsored by the Corporation.

When it is found that a Member has violated the Code of Conduct, the Corporation will discipline the individual in accordance with the procedures and penalties set forth by the Discipline Committee as established in the above By-law V Section 5.

X – Fund Raising

NCYH is a nonprofit corporation which is managed by volunteers. The Board of Directors has the authority to institute a volunteer requirement for the interests of the Corporation, so long as it complies with all Federal, State and Local laws. Mandated Corporation-wide fundraising events must be authorized and approved by the Board of Directors.

By-law XI
Miscellaneous

Section 1. Transactions Involving Directors or Officers. No contract or other transaction between the Corporation and any person, firm, partnership, business or other Corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors or officers of the Corporation are pecuniarily interested therein, or are directors or officers of such other corporation, firm, person, partnership or business. Any officer or director of the Corporation individually or any firm or Corporation of which any officer or director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, may contract or transact business with the Corporation, provided that the fact that such person individually or such firm or Corporation is so interested shall be disclosed in writing to the Board of Directors or shall have been known to all of the members of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director or officer of the Corporation who is also a director or officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote there at to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other Corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated Corporation without regard to the fact that director or officer is also a director or officer of such subsidiary or affiliated corporation.

Section 2. Waiver of Notice. Whenever any notice is required to be given by this Constitution and Bylaws, or any of the corporation laws of the State of Colorado, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 3. Fiscal Year. The fiscal year shall end at the end of June of each year.

By-law XII
Amendments

The Board of Directors reserve the right from time to time to amend, alter, change or repeal these Amended and Restated By-laws by a majority vote of the directors then in office; however, no such amendment shall impair the tax-exempt status of the Corporation.

By-law XIII
Effect and Approval

These restated and amended By-laws correctly set forth the provisions of the By-laws as amended, and they supercede the original By-laws and all amendments to the original By-laws.

These restated and amended By-laws were approved by a vote of the board of directors on the 23rd day of April, 2018 since member action was not required.

Amendments or revisions of these rules shall be effective immediately unless otherwise specified at the time of adoption.

Dated this 23rd day of April, 2018.

