



Bylaws of the Flagstaff Youth Hockey Association

Adopted May 27, 1992

As amended 2-26-15

As amended 3-2-17

As amended 2-28-19

As amended 2-21-24

ARTICLE 1 –GENERAL

Section 1. NAME

This organization is incorporated under the laws of Arizona, and shall be known as the Flagstaff Youth Hockey Association, referred to herein as the Association.

Section 2. OFFICES

The principal office and place of business of the corporation shall be in Flagstaff, Arizona, at such place or places in the city of Flagstaff or vicinity as the board of Directors may from time to time designate.

Section 3. OBJECT

This Association is organized:

- a) To be associated with the Arizona Amateur Hockey Association, an affiliate of USA Hockey, Inc
- b) To provide a fair and equal opportunity for children to learn about and participate in ice hockey;
- c) To provide a safe environment for children to play recreational and competitive ice hockey;
- d) To promote good sportsmanship and citizenship;
- e) To provide qualified adult leadership for the ice hockey participants.

Section 4. LIMITATION OF METHODS

The Association shall observe all local, state and federal laws which apply to non-profit organization as defined in Section 501(C)(3) of the Internal Revenue Code.

No official endorsements of any political issue or political candidate shall be given by an officer, director, committee member or appointee on behalf of the Association.

The Association shall abide by the rules, regulations and affiliate agreements of the Arizona Amateur Hockey Association and USA Hockey, Inc.

Section 1. ELIGIBILITY

ARTICLE II – MEMBERSHIP

General membership in the Association is automatically given (unless terminated or revoked) to each parent/guardian of a minor child(ren) registered in the association's hockey program, and to each adult so registered as a participant. One or more registered child in the Association, or adult registration, entitles the parent(s)/guardian(s) and adult participant(s) to a single joint vote for voting purposes. Situations involving joint custody will be considered on a case by case basis.

General membership is contingent upon the members and their registered child(ren) following the by-laws, rules, regulations and policies of the Association and upon payment or waiver of established fees.

Volunteer membership is automatically given to any volunteer elected to the Board of Directors or appointed to a position by the Board of Directors. Volunteers have a vote

equal to general members. Volunteers who are also general members do not receive an additional vote as volunteer members.

Section 2. FEES

The Board of Directors shall determine and set the fees for participation as a participant in the Association's program and for other Association membership.

Section 3. TERMINATION/LOCAL DISCIPLINARY MATTERS

a) Any member may resign from the Association upon request to the Board of Directors.

b) Any membership shall be terminated for nonpayment of fees after ninety (90) days from the due date unless otherwise extended for good cause. However, players may be suspended from practices and games according to policies. No player shall be denied participation and membership in the Association for non-payment of fees if the Board determines that such payment would create a financial hardship to such family. The parent(s)/guardian(s) shall submit a written request for fee waiver or scholarship to the Board.

c) Suspensions/Expulsions (WITHIN PARAMETERS OF USA Hockey's Annual Guide and draft Arizona Amateur Hockey Association, AAHA, guidelines)

1. Any General Member, as defined in Section 1 of Article II of these By- Laws, Players, Officials, or Others (except Referees) found by a majority of the full Board to have violated these By-Laws, the Policies, Rules or regulations of the Association (as adopted and amended from time to time by the board), or of conduct injurious to the reputation of the Association (except the non- payment of fees which shall be governed by Section 3(b) above) may have all or any portion of their rights suspended for any period of time designated by the Board, or be expelled from membership in the Association. Before any suspension or expulsion can occur, a member of the Board shall deliver a written complaint to the President. The Association shall, within thirty (30) calendar days, conduct a hearing to determine the facts/merits of a dispute. A copy of such complaint shall be served upon the person involved by certified mail, within 14 days, together with a notice of the time and place when the Board will consider such complaint. The hearing shall be conducted after notice has been given to all parties concerned. All parties shall have the opportunity to be present, and to present their version of the facts. Any suspension invoked after the hearing shall be in effect ONLY for the Association's program. However, should the Association wish to extend the suspension beyond the scope of its program, it must notify the AAHA and/or USA Hockey, in writing. Such notice shall be accompanied by the minutes of the hearing.

It is recommended that the Referee-in-Chief(s) do not become members of a Committee or Board that reviews a case involving a player, team, or official. Their opinions may be expressed, but they should not have a vote on the decision to suspend.

The decision of the Board, after such hearing shall be final, but any suspended person pursuant to this Section shall automatically forfeit his or her membership (or such rights pertaining to such designated by the Board) in the association for the period of such suspension and during such period shall not have such rights or privileges in the Association, unless such designated person is sooner reinstated by the majority of the full board. Any designated person who has been expelled pursuant to this Section shall automatically forfeit his or her membership in the Association and shall thereafter have no rights or privileges in the Association, unless such designated person has been

reinstated in the Association and his or her membership restored by a vote of the majority of the full Board.

2. Appeals. Any person who has been so suspended shall have the right to appeal the suspension, or the terms thereof, to the AAHA within thirty (30) calendar days following the date on which notice of suspension was received. Otherwise, the Association's decision shall be final. Such appeal must be presented in writing to the President of the AAHA, who shall then order a hearing to be held within thirty (30) calendar days after receipt of the appeal. The suspended person shall be notified at least ten (10) calendar days in advance as to the time, date, and place (which shall be reasonable in all respects) of the hearing, and be given an opportunity to be heard. The AAHA shall present its decision, in writing, within ten (10) calendar days after the hearing, and shall forward copies thereof to all interested parties. Any person whose suspension was upheld or invoked by the AAHA shall have the right to appeal the suspension, or the terms thereof, to the USA Hockey Executive Committee within thirty (30) calendar days following the date on which it was invoked. Otherwise the decision of the AAHA shall be final. Such appeal must be presented in writing to the Executive Director of USA Hockey and shall be accompanied by a complete transcript of the hearing held by the Affiliate Association, and the minutes of all other hearings held in connection with the suspension. Thereafter, the USA Hockey Executive Committee shall review the case and shall render its decision, in writing, within thirty (30) days on receipt of the appeal. Copies of the decision shall be forwarded to all interested parties. Other rules governing suspensions may be updated from time to time by USA Hockey and/or the Arizona Amateur Hockey Association (AAHA). These rules, if in conflict with the above procedures, shall govern.

3. Record. The Association shall keep a written record of any hearing required under Section 3(c) 1 and 3(c) 2 above. The record shall include at least the following:

- (a) The identity of the complaining party
- (b) The identity of the accused party
- (c) A description of the complaint
- (d) A description of the manner and the time of the hearing given to the accused party
- (e) The time and place of the hearing
- (f) The identity of the participants at the hearing and their respective roles, and
- (g) The decision of the body conducting the hearing.

4. Referees. Rules regulating Referees shall be per the guidelines set forth in the USA Hockey's Annual Guide. These rules also include assaults on Officials (referees, linesmen, official scorekeepers, game timekeepers, penalty timekeepers, goal judges, statisticians, and public address announcers) and appeal procedures.

ARTICLE III – MEETINGS

Section 1. ANNUAL MEETINGS

The annual meeting of the Association shall be held at such time and place as determined by a majority of the Board of Directors and notice thereof e-mailed to each member at least ten (10) calendar days before said meeting.

Section 2. ADDITIONAL MEETINGS

a) The President may call general meetings of the Association at any time or upon petition in writing of any thirty (30) members in good standing. Notice of special meetings shall be e-mailed to each member at least ten (10) calendar days prior to such meetings.

- b) Board meetings shall be held monthly and as may be called by the President. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting. Board meetings must be called by the President and held within seven (7) days if requested in writing by three (3) Board members. The agenda for each regularly scheduled Board meeting shall be posted on the Association's website at least 24 hours in advance of the regularly scheduled Board meeting.
- c) Committee meetings may be called at any time by the President, Vice President or by its Chair.
- d) All ex-officio members are required to report either electronically or personally at every BOD meeting. Ex-officio members that are part of the Executive Committee are required to report to every BOD meeting.
- e) A monthly meeting of the Board of Directors may be canceled by a 2/3 vote of the voting members of the Board of Directors. Proxy votes are not allowed. The Association membership will be notified of any cancellations no later than two (2) calendar days prior to the date of the scheduled meeting being canceled by email and a posting on the Flagstaff Youth Hockey Association webpage, <https://www.fyha.org/>.

Section 3.

PRESIDENT'S ANNUAL AWARDS CEREMONY

The retiring President's Annual Awards Ceremony shall be held in either March or April on a date and at such place within the City of Flagstaff as the Board of Directors may designate.

Section 4. QUORUMS

- a) At any duly called General Meeting of the Association, 25% of the voting members in good standing shall constitute a quorum.
- b) Five (5) directors present shall constitute a quorum of the Board of Directors.
- c) At committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum.
- d) Any member or director may be considered present if represented by written proxy or present electronically.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. POWERS AND DUTIES

The affairs of the corporation shall be governed and directed by the Board of Directors, which shall also have the management and control of its property and the disposition of the funds.

It shall be the duty of the Board of Directors to manage the affairs of the corporation, protect its interests and advance its purposes. It shall have power to transact any and all of the corporation's business, and to do any and all things that may be lawfully done by a non-profit corporation of like character.

Section 2. COMPOSITION AND ELECTION

The Board of Directors shall be comprised of seven (7) members elected by the membership, plus as many ex-officio non-voting members deemed necessary to maintain communication with governmental bodies. These ex-officio members are appointed by the elected Board. Four (4) Directors are elected each even numbered year and Three (3) are elected every odd numbered year.

Section 3. TERM OF OFFICE

Each regularly elected Director is to serve a two-year (2) term, at the annual reorganization/planning meeting to be held no later than April 15 of every year. Directors' terms beginning in 1993 shall constitute the transition year for establishing the staggered election of Directors so that only one-half (1/2) the Directors are elected each year. In 1993, one-half (1/2) of the board of Directors will be elected to one (1) year terms and one-half (1/2) will be elected to regular two-year (2) terms. The nominations and ballot shall separately designate the candidates for the one-year (1) term and two-year (2) term.

Beginning May 1, 1992, no Director shall serve more than two (2) consecutive two-year (2) terms in office. No director shall serve more than five (5) consecutive years in office whether by appointment, election or combination thereof. After two (2) consecutive terms (or five (5) years where applicable), a period of one (1) year must elapse before eligibility to hold office is restored.

Section 4. ANNUAL REORGANIZATION OF THE BOARD

The Board, together with the newly elected board members, shall meet at the annual planning meeting by April 15, to qualify and elect the following officers: President, Vice President, Secretary and Treasurer. All officers must be elected directors except the Treasurer which can be ex-officio.

For the purpose of such organization of Association officers, newly elected Board members shall be qualified to vote on the election of officers-elect and to hold such offices as herein set forth.

At such time as the President may desire, after the election of new Board members and officers-elect, the new Board of Directors and officers may meet to prepare the budget, indicate preferences for committee chairs and to conduct other business deemed necessary to ensure the smooth continuity of all Association functions.

Section 5. ELECTION OF DIRECTORS

On or before the 1st day of February, the President shall designate five (5) members, in good standing, as members of the Nominating Committee. The President shall designate the chair of the Nominating Committee. The Nominating Committee shall consist of two (2) Board members and three (3) general Association members.

Section 6. NOMINATION OF DIRECTORS

On or before February 15 of each year, or the first business day thereafter, the Nominating Committee shall present to the Board of Directors a slate of at least one (1) candidate for each vacancy to replace the directors whose regular two (2) year terms are expiring. The members of the Nominating Committee shall confirm the fact by personal contact with the candidates, that they are willing to accept directorship responsibility.

Section 7. PETITION

In addition to the persons named by the Nominating Committee, any person or persons eligible to serve as Directors may be nominated by a written or emailed petition to the President by Fifteen (15) Association members, in good standing, which petition shall be delivered to the President on or before March 1. The President, or his/her designee, shall verify the standing of each and every signature on the petition presented. The verification of the signatures shall be done prior to the election by the President.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on the ballot in alphabetical order. Instructions presented to the members will be to vote for no more than four (4) candidates. Any ballot that is returned on which more

than (4) candidates received a vote shall be deemed to an improper and ineligible, and will not be accepted toward the election of any candidate.

Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The usual election procedures shall prevail.

Section 8. ELECTION COMMITTEE AND ELECTION PROCEDURES

A list of nominees to the Board of Directors, including those nominated by written petition, and two (2) spaces for write-in candidates, shall be prepared by the Secretary in the form of a ballot, electronic or otherwise, and provided on or about the President's Annual Banquet to only the primary e-mail address on file with the Association for each participant. The ballot shall be in such form, electronic or otherwise, and contain such information as may be necessary to inform members as to their voting rights and shall be accompanied by instructions explaining that the vote must be received by the Association by a date set forth by the Board of Directors. The Executive Committee shall be responsible to tally the votes and provide same to the President who shall thereafter announce the results of the election.

Section 9. VACANCIES

The Board of Directors acting upon the recommendation of the Executive Committee shall fill vacancies on the Board of Directors, or among the officers. Action shall require a majority vote of the Directors attending a regular or special meeting called for such purpose. Individuals eligible for recommendation may be selected from the immediately preceding Board of Directors Election Ballot, from the General membership, or as recommended by the Executive Committee. Newly appointed Board members shall serve the remaining un-expired term of the departing Board member.

A member appointed in this manner may serve the remaining un-expired term of the vacancy and in addition, if elected, serve two (2) consecutive two (2) year terms subject to the provisions of Article IV, Section 3.

If any Director shall fail to attend three (3) successive meetings, the President shall call such failure to the Director's attention in writing, and if satisfactory excuse is not received by the Board within thirty (30) days, that individual shall cease to be a member of the Board and the vacancy thus created shall be filled as provided above.

Section 10. POLICY

All Policies of the Board will be formalized and recorded in a manual of procedures for easy reference by the Officers, Directors, Staff and members.

The Board shall adopt such rules and regulations as may be required to conduct the affairs of the Association.

All policies, procedures, rules and regulations are binding on the membership and must be followed to maintain eligibility for membership in the Association.

ARTICLE V – OFFICERS

Section 1. ELECTION OF OFFICERS

The Nominating Committee, in concert with Article IV, Section 4, above, shall propose a slate of officers to be presented to the Board of Directors at a regular or special meeting called for such purpose. The chair of the Nominating Committee, or his/her designee shall determine if there are any additional nominations from the floor for any office. If no additional nominations are received for an office, the proposed candidate(s) shall be declared elected. If additional nominations are received for any office, a majority vote of

the Board attending this meeting shall determine the successful candidate for the contested office(s).

Section 2. DUTIES OF OFFICERS

a) **President:** The President shall be the head of the Association and shall preside at all meetings of the membership and the Board of Directors. The President shall not vote on motions before the Board except to break a tie (unless the President is also a Board member and is voting as a Board member).

The President shall, with the counsel and advice of the Secretary, determine the needs for adhoc committees, subject to the approval of the Board of Directors.

The President shall serve as Chair of the Executive Committee.

With the approval of the Board of Directors, the President shall sign all deeds, contracts and other instruments affecting the operation of the association or any of the properties. The President shall sign all formal documents of the association.

b) **Vice President:** The Vice President shall serve as first assistant to the President of the Association, performing duties of the President in the absence of that officer. The Vice President shall automatically assume the office of President should the office of President become vacant.

c) **Secretary:** The Secretary shall conduct the correspondence, preserve the records, documents and communications, and maintain an accurate record of the proceedings of the Association and the Board of Directors meetings. The Secretary shall prepare and maintain a statement of all Association policies as determined by the Board of Directors and shall recommend a plan whereby such policies may be re-examined, re-affirmed or rescinded by the Board of Directors.

d) **Treasurer:** The Treasurer shall be responsible for the safeguarding of all funds received by the Association and for their proper disbursement. Such funds shall be kept on deposit in financial institutions in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer or Secretary. The Treasurer shall cause a monthly financial report to be made to the Board.

e) **Player Representative:** A Player Representative may be elected by the Board, if deemed necessary, to represent and voice the concerns of the players. Such Representative shall have a vote equal to that of a Board member on all issues.

f) **Executive Committee:** The Executive Committee shall consist of the President, the Vice President, Treasurer and Secretary.

g) **Other Positions:** The Board may, in its discretion, create and maintain such positions as it deems necessary for the function, consistency and operation of the Association. Such other positions may include, but are not limited to, Coaching Coordinator, Web Master, Tournament Director, Ice Scheduler, etc.

ARTICLE VI – COMMITTEES AND DIVISIONS

Section 1. APPOINTMENT AND AUTHORITY

The President shall appoint all committee chairs subject to confirmation by the Board of Directors. The President, in cooperation with the committee chairs, shall make all appointments to committees. The Board shall authorize and define the powers and duties of standing and special committees except those committees whose functions are set forth in these By-Laws. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2. LIMITATION OF AUTHORITY

No general member, volunteer member nor any committee, shall take or make public any formal action or make public any resolution or in any way commit the Association on a question of policy without first receiving approval of the Board of Directors. Special committees shall be discharged by the President when its work has been completed and its reports accepted, or when the Board of Directors decides to discontinue the committee.

Section 3. GRIEVANCE COMMITTEE

The Grievance Committee shall be a neutral Committee (a committee which shall be entirely comprised of persons who are neither Directors nor Members directly involved with the complaint). The Board of Directors shall appoint the Grievance Committee Chair. The function of the Grievance Committee shall be to recommend and propose a solution to complaints brought to the Board's attention. FYHA has set a conflict resolution process as follows:

1. (1) The person with the complaint should address the other party involved and see if the dispute can be resolved simply by talking it out.
2. (2) The unresolved complaint is brought to the Grievance Committee Chair (or through any board Member) who appoints a three (3) member ad hoc committee to meet with the parties involved and propose a resolution. The proposed resolution is brought to the Board for approval.
3. (3) If the resolution is not accepted or abided by, then the Board of Directors hears the dispute and shall take appropriate action.

The FYHA will not tolerate any player, parent, coach, or other person disrupting the program or abusing other members, players, coaches, referees, officials or other members of the Association.

Section 4. TOURNAMENT COMMITTEE

The Tournament Committee shall be a special committee and shall be headed by the Tournament Director, who shall act as its Chair. The Tournament Director Chair shall be elected by the Board. Other members of the Tournament Committee will be appointed by the Tournament Chair and shall be approved by the Board. The Tournament Committee shall be responsible for the planning and execution of youth hockey tournaments sponsored by the Association and such other duties as may be assigned by the board.

ARTICLE VII – FINANCES

Section 1. INDEBTEDNESS

The Board of Directors shall not create or incur any indebtedness, other than for usual and ordinary expenses for the current year, in an amount in excess of \$5,000.00 without approval of the membership, nor in excess of \$2,500.00 without the affirmative vote of two-thirds (2/3) of the entire Board of Directors. For purposes of "approval of the membership", said approval shall be considered a majority of the votes cast by the membership and not a majority of the membership in total.

Section 2. DISBURSEMENTS

No obligation or expense over \$500.00 shall be incurred and no money shall be appropriated without prior approval of a majority of the Board of Directors. Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Any unbudgeted expenditure exceeding Five Hundred Dollars (\$500.00) must have prior approval by a majority of the Board of Directors.

Section 3. FISCAL YEAR

The fiscal year of the Association shall run April 1 through March 31.

Section 4. BONDING

The Treasurer and Secretary of the Association shall be covered by a fidelity bond as determined by the board of Directors, at the expense of the Association.

Section 5. INDEMNIFICATION

The Association shall indemnify its Directors, Officers, employees, and agents from liability and expense incurred or threatened by reason of any act or omission in regard to Association activities so long as such person acted in good faith in a manner reasonably believed to be in the best interests of the Association, or, if criminal, such person had no reasonable cause to believe such conduct was unlawful.

ARTICLE VIII – FUNDS

Section 1. BANKING

All dues and other receipts of the Association shall be deposited to the account of the Association in such bank or banks as may be designated by the Board of Directors, and such funds shall at all times be under the direction and control of the Directors.

Section 2. DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific or philanthropic organization (as defined in Internal Revenue Code Section 501 (c) (3) to be selected by the Board of Directors.

ARTICLE IX – PARLIAMENTARY PROCEDURES AND SEAL Section 1.

AUTHORITY

The proceedings of the Association shall be governed by and conducted according to the latest rules of Robert’s Rules of Order as revised, except as provided in these By-Laws.

Section 2. SEAL

The Association may use a seal of such design as may be adopted by the board of Directors.

Section 1. REVISIONS

ARTICLE X – AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors attending a meeting. Any proposed amendments shall be submitted to the Board, in writing, at least then (10) calendar days in advance of the meeting at which they are to be acted upon.

These revised By-Laws were adopted by a unanimous vote of the Board of Directors after ten (10) days advance notice at the meeting held May 27, 1992.

These Bylaws were amended by a unanimous vote of the Board of Directors after ten (10) days advance notice at the meeting held February 26, 2015.

(signatures on file)

Helen Stalnaker, President/Board Member

John Viktora, Vice President/Board Member

Gerald W. Nabours, Secretary/Board Member

As adopted 5/27/92

As amended (sections 1 and 3) 3/22/92

As amended 2/26/15

As amended 3/2/17

As amended 2/28/19