

**BY-LAWS**  
**OF**  
**RHODE ISLAND AMATEUR HOCKEY**  
**ASSOCIATION**

As Amended 12/2017

## **BY-LAWS**

### **RHODE ISLAND AMATEUR HOCKEY ASSOCIATION**

#### **I. NAME**

This organization shall be called the Rhode Island Amateur Hockey Association (RIAHA), also known as RI Hockey. RIAHA shall hereinafter be referred to in these by-laws as “RI Hockey”)

#### **II. PURPOSE**

RI Hockey shall dedicate itself to the best interests of amateur hockey, with particular emphasis on the organization, promotion, regulation and development of youth hockey in Rhode Island; and the mental, moral and physical development of our youth.

RI Hockey is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 Article Third hereof. 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. 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.

#### **III. GOVERNMENT**

RI Hockey shall be a non-profit corporation organized and existing under the laws of the State of Rhode Island. It is also a tax exempt 501(c) (3) entity. RI Hockey shall be an affiliate of USA Hockey and a member of the New England District thereof. RI Hockey shall be governed by and through its thirteen (13) member Board of Directors (hereinafter the “Board” or “Directors”) as elected by its Voting Membership.

#### **IV. DISSOLUTION**

Upon 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.

**IV. RI HOCKEY MEMBERSHIP CLASSIFICATIONS**

There are several classes of Membership within RI Hockey, those classifications are categorized as follows:

- Voting Member (“VM”);
- Associate Member (“AM”);
- Observational Member (“OM”).

The primary difference between a Voting Member and the other membership classifications is that Voting Members are afforded the right to cast votes in the election of Directors to the RI Hockey Board of Directors at the RI Hockey annual meeting as well the ability to vote on other matters as directed by the Board.

The requisites for each classification of membership are set-forth in these by-laws.

**1. *General Membership Requirements***

Any entity or individual seeking Membership in RI Hockey must submit a written application on a form provided by RI Hockey requesting membership. The application shall be submitted to the RI Hockey Secretary, and shall state the classification of membership the applicant seeks to be accepted to and list their qualifications for acceptance.

The President after reviewing the application may request that the Secretary, or some other designee of the Board, obtain additional information from the applicant in order to verify the applicant’s qualifications. The request for membership shall not be placed upon the Board’s agenda until such time as all reasonably necessary information concerning the applicant’s qualifications has been received by the Board.

Once the Board has all of the pertinent information, the membership application will be placed upon the Board’s agenda for consideration at the next available Board meeting. At that meeting, the President shall present the application to the Board for its consideration. The applicant, through its designee, shall be afforded a reasonable opportunity to be heard in support of the pending application.

Assuming that all of the pre-requisites for membership are in place, a motion shall be made seeking acceptance of the applicant. In order for such a motion to carry, at least a two-thirds (2/3rds) of the Board members present at the meeting must vote in favor of the motion.

**2. *Voting Members***

A Voting Member (“VM”) of RI Hockey, in good standing, has the right to cast votes upon the following matters:

- The election of Directors to the RI Hockey Board of Directors as held at the RI Hockey annual meeting;
- The passage and acceptance of RI Hockey's Annual budget; and,
- Such other matters as the Board, upon two-third vote, direct to the consideration of the VM.

VM's have the right to attend RI Hockey regular meetings and the annual meeting. VM's shall also be recognized and heard on issues to be addressed by the Board.

To qualify as a VM of RI Hockey, the applying entity must have the following requisites in place:

- a) It must be an legal entity either organized and existing under Rhode Island law, or recognized by the Rhode Island Secretary of State as an entity authorized to do business in the state of Rhode Island or, should the entity not be required to file with the Rhode Island Secretary of State in order to conduct business within Rhode Island, then the applicant must provide reasonable verification of its entities existence and status;
- b) The legal entity must have been in existence and operational for a minimum of two (2) consecutive full calendar years prior to applying for VM status;
- c) The legal entity must have been recognized by RI Hockey as an Associate Member of RI Hockey for a period of one (1) full year prior to applying for VM status;
- d) The entity must be compliant with all by-laws, rules, regulations, policies, etc. of RI Hockey, the New England District of USA Hockey, and USA Hockey;
- e) The entity must have been formed for the purpose of promoting youth hockey activities and have an affiliation with USA Hockey in that it offers youth based ice hockey programs under the USA Hockey umbrella;
- f) The entity must offer USA Hockey programs within the geographic scope of RI Hockey, as said scope is defined by the Affiliate Agreement between USA Hockey and RI Hockey;
- g) The entity must have a minimum of 45 youth ice hockey players registered to the entity through the USA Hockey Registrar for the state of Rhode Island. Duplicate registrations will be discarded for purposes of this calculation (i.e., registration of multiple split season teams);
- h) The entity must sponsor a minimum of three (3) youth ice hockey teams playing in a minimum of two (2) distinct USA Hockey age classifications from the Mite age classification thru the current Junior age classification;
- i) The entity, in addition to the minimum of three (3) teams referenced above, must also sponsor an instructional program for children younger than the recognized Mite age classification. Participants in those programs must be registered with USA Hockey through the USA Hockey Registrar for the state of Rhode Island;
- j) Individuals may not be recognized as a Voting Member

### **3. Associate Members**

An Associate Member (“AM”) of RI Hockey, in good standing, has the right to attend regular RI Hockey meetings and its annual meeting. AM’s may also be recognized and heard on issues to be addressed by the Board. Status as an AM is a pre-requisite to consideration for VM status. AM’s have no voting rights.

To qualify as an AM of RI Hockey, the entity must have the following requisites in place:

- a) It must be a legal entity either organized and existing under Rhode Island law, or recognized by the Rhode Island Secretary of State as an entity authorized to do business in the state of Rhode Island or, should the entity not be required to file with the RI Secretary of State in order to do business in the state of Rhode Island, then the applicant must provide reasonable verification of its entities existence and status;
- b) The legal entity must have been in existence and operational for a minimum of one (1) full calendar year prior to applying for AM status;
- c) The entity must be compliant with all by-laws, rules, regulations, policies, procedures, etc. of RI Hockey, the New England District of USA Hockey, and USA Hockey;
- d) The entity must have been formed for the purpose of promoting youth hockey activities and have an affiliation with USA Hockey in that it offers youth based ice hockey programs under the USA Hockey umbrella;
- e) The entity must offer USA Hockey programs within the geographic scope of RI Hockey, said scope defined by the Affiliate Agreement between USA Hockey and RI Hockey;
- f) The entity must have a minimum of 45 youth ice hockey players registered to the entity through the USA Hockey Registrar for the state of Rhode Island. Duplicate registrations will be discarded for purposes of this calculation (i.e., registration of multiple split season teams);
- g) The entity must sponsor a minimum of three (3) youth ice hockey teams playing in a minimum of two (2) distinct USA Hockey age classifications from the Mite age classification thru the current Junior age classification;
- h) A youth league, men’s league or women’s league may qualify as an Associate Member of RI Hockey if it meets the requirements of sub-sections (a) – (e) of this section and hosts a minimum of four (4) teams within its league;
- i) An AM has no voting rights;
- j) Individuals may not be recognized as AM.

### **4. Observational Members**

An Observational Member (“OM”) of RI Hockey, in good standing, may be either an individual or an entity that does not apply for acceptance as a VM or an AM or does not meet the requisites for acceptance by RI Hockey as either a VM or an AM. An OM has the right to attend RI Hockey regular meetings and its annual meetings and within the President’s discretion may be recognized to be heard on issues to be addressed by the Board. An OM has no voting rights.

## **V. GRANDFATHERED ENTITIES**

The following entities are recognized as Voting Members at the time of the revision of these by-laws, subject to their remaining in Good Standing:

- Burrillville Junior Hockey;
- Edgewood Hockey;
- Greater Providence Youth Hockey;
- Newport Hockey;
- Rhode Island Panthers
- Southern Rhode Island Youth Hockey;
- Northern Rhode Island Vikings Youth Hockey;
- Warwick Junior Hockey Association;
- Woonsocket North Stars.

The Following entities are recognized as Associate Members at the time of the revisions of these by-laws, subject to their remaining in Good Standing:

- Rhode Island Saints;
- Rhode Island Sting;
- Hitmen Hockey;
- Central Rhode Island Knights.

## **VI GOOD STANDING**

A member shall fall out of good standing upon the Board finding any or all of the following:

1. The member owes a financial obligation to RI Hockey that has not been paid in a timely fashion, after said member has been notified that said financial obligation is delinquent;
2. Any of the pre-requisites for acceptance as a member have expired, lapsed or otherwise ceased to exist;
3. The member has been the subject of disciplinary action by RI Hockey, the New England District, and/or USA Hockey within the prior year;
4. Failure of any member, officer or director to attend seven of the ten regular meetings held by the RI Hockey between June of any particular year and May of the following year.
5. The member is found to be non-compliant with the by-laws, rules, regulations, policies, etc. of RI Hockey, the New England District, and/or USA Hockey.

Should a member be determined by the Board to have fallen out of Good Standing, then the Board, in its discretion, may impose appropriate sanctions upon said member. Sanctions to be imposed by the Board may include, but are not limited to, the loss of voting privileges, the removal from one class of membership and placement into a lower membership classification, prohibition from participation in RI Hockey, New England District and/or USA Hockey events and tournaments, and/or expulsion from RI Hockey.

## **VII. EXONERATION FROM PERSONAL LIABILITY**

RI Hockey hereby consents and declares that each officer and member of the Board, the Executive Board, officers, committee members, and all appointed or elected officials in any capacity shall be deemed to have assumed office or assignment on the express understanding, agreement and condition that each one of them and his/her heirs, executors and administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of RI Hockey from and against all liabilities, judgments, costs, charges and expenses whatsoever which such members sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or position and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to conducting the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own intentional acts, willful neglect or default. This section is in addition to any provisions under Rhode Island law or other applicable law protecting volunteers from liability for their volunteer actions.

## **VIII. DUES AND FEES**

Unless otherwise dictated by the Board, each member of RI Hockey shall pay annual dues to RI Hockey in the amount prescribed by the Board. Said dues are to be paid at the September RI Hockey Board meeting. RI Hockey may impose sanctions and penalties against RI Hockey members that have failed to pay prescribed fees and dues within thirty (30) days of the date the respective fees and dues are to be paid.

In addition, as determined by the Board and as authorized by USA Hockey, RI Hockey may charge a reasonable fee for each USA Hockey participant that registers with USA Hockey within RI Hockey's jurisdiction.

## **IX. AMENDMENTS**

Amendments or alterations to these by-laws may be made by the Board of Directors in the following manner:

1. An amendment to or alteration of the by-laws may be introduced by any Director by submitting the proposed change in writing to the Secretary of the Board of Directors along with a written request that the proposed amendment/alteration be placed on the agenda for the Board's next regular meeting;
2. Any such request must be received by the Secretary at least fourteen (14) days prior to the next RI Hockey Board Meeting in order to have the request placed on the agenda for that upcoming meeting. If the request is not timely, the Secretary shall place the matter on the agenda of the next available meeting for consideration by the Board;
3. In order for an amendment or alteration of the by-laws to take effect it must be placed on the agenda for 2 separate meetings of the Board, and receive a simple majority vote at each of those meetings;
4. At the first meeting, the proposed amendment/alteration shall be considered and the Board may entertain a motion to accept the amendment/alteration as drafted or as revised by the Board. Passage of such a motion requiring a simple majority vote of the Directors. If the motion fails, the proposal shall not be resubmitted to the Board for a period of six (6) months;

5. Should the proposal pass at the first meeting it will then be placed on the agenda of the next RI Hockey Board meeting. At the second meeting, any changes to the proposal shall be considered by the Board and the Board may entertain a motion to accept the amendment/alteration as drafted or as revised by the Board. Passage of such a motion requiring a simple majority vote of the Directors. If the proposal is passed at the second meeting, it shall become effective immediately, or at such other time as directed by the Board. If the motion fails, the proposal shall not be resubmitted to the Board for a period of six (6) months;

## **X. REGISTRATION**

RI Hockey in conjunction with the USA Hockey Registrar for the State of Rhode Island shall provide registration services to individuals, teams, organizations, leagues, and entities in accordance with the dictates of USA Hockey.

## **XI. BOARD OF DIRECTORS**

The RI Hockey Board of Directors shall have the ability and authority to exercise all corporate powers bestowed upon it by applicable law and the RI Hockey Articles of Incorporation, by-laws, and any rules, regulations and policies so promulgated by the Board. The Board shall conduct, manage and control the affairs and property of RI Hockey, and shall have the power to receive, use and hold any such property, in any form, for the benefit of RI Hockey and its activities. The Board shall have the exclusive responsibility and duty of interpreting and enforcing RI Hockey's Articles of Incorporation, by-laws, rules, regulations and policies.

RI Hockey shall be administered and run by a 13 member Board of Directors, each Director to be in good standing.

Each Director shall be elected to the Board by the Voting Members of the RI Hockey. Each Director shall be elected for a term of three (3) years.

RI Hockey recognizes a three (3) year election cycle. Directors serving on the Board shall serve staggered terms, with a total of four (4) or five (5) Directors being elected during any given year within the election cycle. The election cycle shall be as follows:

- May of 2016 – Five (5) seats;<sup>1</sup>
- May of 2017 – Four (4) seats;
- May of 2018 – Four (4) seats;

This three year cycle will thereafter repeat.

Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

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<sup>1</sup> The inclusion of the fifth seat in the 2016 election cycle reflects a change in the RI Hockey by-laws, replacing the previously recognized one (1) year Board term provided to a newly elected RIAHA President, with a newly created three (3) year Board term seat. The existing twelve (12) Board seats carrying three (3) year terms, as created under prior versions of the of the RI Hockey by-laws remain unchanged by the 2015 by-law revisions. The terms of those Board members remain ongoing and uninterrupted, and said Directors shall continue to serve their existing terms until such time as those terms expire.

Any Director may be removed from the Board for cause shown, including, but not limited to, conduct deemed by the Board to be unbecoming of a Director, by two-thirds (2/3) vote of the entire Board.

Vacancies on the Board shall be filled by the President with the approval of a majority of the Board. The person appointed to fill that vacancy shall serve the remainder of the vacated term.

## **XII. OFFICERS AND THEIR POWERS AND DUTIES**

The Board shall elect officers from its Directors; said election of officers to take place immediately following the election of Directors by the Voting Members at the annual meeting. RI Hockey shall have a President, Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. Within the Board's discretion the office of the Secretary and Treasurer may be combined and filled by a single Director.

### *1. The President*

The President shall preside at all meetings of the RI Hockey Board of Directors. The President shall appoint all committees and delegate the various duties as prescribed herein. The President shall perform all executive and administrative duties that would normally fall within the scope of the President's office. The President or the President's designee shall serve as the official point of contact between RI Hockey and the New England District and USA Hockey. The President is authorized to sign all contracts previously approved by the Board, and in so doing bind RI Hockey to its terms.

### *2. The Vice President*

The Vice-President shall preside at all meetings of RI Hockey Board of Directors in the absence of the President. The Vice-President shall assist the President in the performance of the President's office in the manner prescribed by the President. The Vice-President shall assume, on a temporary basis, the office and duties of the President in the case of prolonged illness or absence, death or other emergency so declared by a majority of the Board of Directors.

### *3. 2<sup>nd</sup> Vice-President*

The 2<sup>nd</sup> Vice-President shall preside at all meetings of RI Hockey Board of Directors in the absence of the President and Vice-President. The 2<sup>nd</sup> Vice-President shall assist the President in the performance of the President's office in the manner prescribed by the President. The 2<sup>nd</sup> Vice-President shall assume, on a temporary basis, the office and duties of the President in the case of prolonged illness or absence or death of both the President and Vice-President or upon the occurrence of some other form of emergency as so declared by a majority of the Board of Directors.

### *4. The Secretary*

The Secretary shall keep all the records of RI Hockey, compile the minutes of each meeting, conduct the roll calls, verify quorums, provide notice of all meetings in a timely fashion, conduct all correspondence and perform the duties usual to the Secretary's office. Upon the completion of the Secretary's term of office he/she shall render to the successor all records in his/her possession.

5. *The Finance Committee*

The Finance Committee will be comprised of three sitting Board members. The RI Hockey President or designated board member shall receive all funds due RI Hockey, deposit such funds in a manner prescribed by the Committee and pay all obligations of RI Hockey as approved by the Committee. The Committee Chairman shall make a financial report at each RI Hockey Board meeting, and at the annual meeting shall submit to the membership a written financial report that shall include all financial activities that have transpired since the previous annual meeting. Upon the completion of the President's or designated board member's term of office the President or designated board member shall render to his or her successor all monies and financial records in the his/her possession. The President or designated board member may be bonded at the request of the Committee or Board, in an amount and manner prescribed by the Board, and should such a bond be required, the fees for such will be an obligation of and paid by RI Hockey.

6. *Ex Officio Members of the Board*

The following officials shall be standing members of the Board based upon the positions they hold. These officials do not possess the right to cast votes on matters considered by the Board unless they are also sitting Directors upon the RI Hockey Board:

- a) Registrar.
- b) Coach-in Chief.
- c) SafeSport Coordinator.
- d) ADM Coordinator.

All Directors shall serve the needs of the Board and RI Hockey as directed and appointed by the President, and shall perform other duties that they may be called upon to perform by the President.

In the discretion of the Board, any person entrusted with the handling of funds or valuable property of RI Hockey may be requested to furnish, at RI Hockey's expense, a fidelity bond in a form and amount approved by the Board of Directors.

### **XIII. MEETINGS**

1. *Regular Meetings*

There are to be nine (9) regular Board meetings of RI Hockey held over the course of each of RI Hockey's fiscal year. Those regular meetings shall be held on a date and time and at a location as determined by the President. Upon call of the President and the affirmative majority vote of the Board, the number of regular meetings may be reduced to less than nine (9) meetings, but under no circumstances shall there be less than 7 regular meetings.

Where not otherwise specified herein, Robert's Rules of Order shall govern the conduct of the meetings.

The order of business at all meetings shall be:

- a) Call to order by the President

- b) Roll call of the Directors and Members by classification in attendance in the following order:
  - 1. Directors
  - 2. Voting Members
  - 3. Associate Members
  - 4. Observational Members
- c) Reading of the minutes of the previous meeting
- d) Reading of the Treasurer's report
- e) Communications
- f) Officers' reports
- g) Announcements
- h) Committee reports
- i) Old business
- j) New business
- k) Adjournment

A member's absence from three (3) meetings within any RI Hockey fiscal year shall render said member out of good standing. Upon the second absence the Secretary of the Board shall issue a notice of warning to the member. Upon the third absence the Board may conduct a disciplinary hearing relative to the absences.

## 2. *Annual Meetings and Election of Directors*

The annual meeting and election of directors to the RI Hockey Board will be held in May each year on a date and time and at a location called by the President. Fifteen (15) days prior to the Annual Meeting, the RI Hockey Secretary shall send Voting Members notification of the date, time and place where the meeting is to be held, along with a copy of the agenda and an explanation of the following election procedure. The Annual Meeting is open to all Voting Members, Associate Members and Observational Members.

The vote for the election of Directors to the RI Hockey Board will be counted in the following manner: The Registrar, using registration data available to it, shall determine the number of USA Hockey registered participants that each Voting Member organization had within it during the playing season immediately preceding the Annual Meeting. Each USA Hockey registered participant of a Voting Member organization shall receive one (1) vote for each Director seats up for election. Each VM shall cast its registered participants' votes as a block; the VM's votes shall not be split. The Nominating Committee, as appointed by the President, shall establish a ballot for the election of Directors; the chairperson of the Nominating Committee along with the Registrar shall be responsible for distributing and collecting the ballots, tabulating the votes and announcing the results of the election.

The newly elected Directors shall assume their duties immediately upon election.

## 3. *Special Meetings*

A special meeting of the Board may be called by the President or by the written request of at least seven Directors. Reasonable notice shall be provided of any such meeting.

## **XIV. QUORUM and VOTING**

A quorum of the RIAHA Board shall be seven (7) Directors. Proxies shall not be allowed.

Each Director shall be allowed one vote on each and any matter brought to a vote, with a simple majority deciding all votes unless otherwise specified in these by-laws.

#### **XV. USA HOCKEY BY-LAWS**

RI Hockey hereby adopts and incorporates herein as part of these RI Hockey by-laws, sections II and III of the USA Hockey Affiliate Agreement as executed by and between USA Hockey and RI Hockey. Those sections relate to USA Hockey preeminence, indemnity and additional principals which USA Hockey has dictated must be contained within RI Hockey's by-laws. Furthermore, RI Hockey accepts and incorporates into these by-laws such reasonable amendments to sections II and III of the Affiliate Agreement as USA Hockey may from time-to-time make.

#### **XVI. ACTION BY ELECTRONIC/TELEPHONIC MEANS**

1. *Written Consent in Lieu of a Meeting*

The Board may take action without a meeting if there is written consent to the action by all of the Directors. Said meeting, so authorized, may take place via electronic mail, telephonic means, or any other medium which allows all Directors taking part in the meeting to fully participate. The Board may obtain such written consent via electronic mailing.

2. *Telephonic Meeting*

Any one or more Directors may participate in a meeting of the Board by means of telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present. The minutes shall reflect the names of all Directors who are participating by telephonic means.

#### **XVII. RATIFICATION**

The Board, in its discretion, and by affirmative vote of a simple majority of the Directors at any meeting at which a quorum is present, may ratify any lawful past act of the Board, Director, committee or any individual or entity as undertaken in furtherance of RI Hockey business, said ratification to have the effect of the act having been taken by the Board at the time it was taken by said act was undertaken.

#### **XVIII. RETENTION OF SPECIAL SERVICES**

The Board is authorized to retain individuals or entities to provide it with specialized services to assist with conducting RI Hockey's daily business or in furtherance of RI Hockey's stated purpose and to negotiate and determine, in its discretion, reasonable compensation for those services.

#### **XIX. COMMITTEES**

1. *Executive Committee*

Between meetings of the Board of Directors, the day-to-day affairs of RI Hockey shall be conducted by the Executive Committee of the RI Hockey Board, which shall consist of the President, Vice President, 2<sup>nd</sup> Vice-President, Secretary and Treasurer. The purpose of the Executive Committee is to

temporarily address issues that arise in the course of conducting RI Hockey's business that require immediate attention or need to be addressed prior to the next scheduled Board meeting. The Executive Committee has the power to act upon any and all such matters on a temporary basis, and subject to the Board's final review and approval. An act of the Executive Committee shall be effective upon majority vote of the committee, and shall remain in effect until the matter is considered by the Board.

2. *Disciplinary Committee*

RI Hockey shall maintain a Disciplinary Committee for the purpose of handling any and all disciplinary matters within the Board's jurisdiction. There shall be three (3) members of that committee, at least two (2) of whom shall be Directors. The members of the committee shall be appointed by the President, who shall also designate one member as the Chairperson of the committee. The RI Hockey Board shall establish rules, regulations and/or procedures for use in disciplinary matters.

3. *Nominating Committee*

RI Hockey shall maintain a Nominating Committee for the purpose of soliciting candidates for election to the RI Hockey Board of Directors and overseeing the election of Directors at the RI Hockey Annual Meeting. There shall be three (3) members of that committee, at least two (2) of whom shall be Directors. The members of the committee shall be appointed by the President, who shall also designate one member as the Chairperson of the committee.

4. *Rules Committee*

RI Hockey shall maintain a standing Rules Committee for the purposes of ruling on all disputes concerning the rules, regulations and policies of RI Hockey and proposing rules, regulations and policies concerning RI Hockey business and practices. Recommendations for the implementation of rules, regulations and policies are to be presented to the Board; said rules, regulations and policies may only be enacted upon majority vote of the Board. There shall be three (3) members on the Rules Committee, all of who shall be RI Hockey Directors. The members of the committee shall be appointed by the President, who shall also designate one member as the Chairperson of the committee.

5. *Finance Committee*

RI Hockey shall maintain an Audit Committee with the power and authority to delve into all financial matters of RI Hockey. There shall be three (3) members on the Audit Committee, all of who shall be RI Hockey Directors. The members of the committee shall be appointed by the President, who shall also designate one member as the Chairperson of the committee.

6. *Budget Committee*

RI Hockey shall maintain a Budget Committee for the purpose of preparing an annual budget for RI Hockey for submission to and approval by the Board and the VM's. There shall be three (3) members on the Budget Committee, all of who shall be RI Hockey Directors. The members of the committee shall be appointed by the President, who shall also designate one member as the Chairperson of the committee.

7. *Other Committees*

The President may create and appoint persons to one or more committees, each consisting of one (1) or more Directors, and may include persons who are not RI Hockey Directors. Such committees are authorized to give advice and make non-binding recommendations to the Board, unless specifically authorized by resolution of the Board to act in a manner that would bind the Board. The President shall appoint a chairperson for each such committee, who shall be responsible for communications between the committee and the Board. No committee shall have the authority to amend or repeal these By-Laws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of RI Hockey.

8. *Committee Terms of Office*

Unless otherwise directed by the President, each committee member shall serve for the time specified in the appointment, or from the time of appointment through the completion of the committee's stated business or until the next Annual Meeting, whichever may come first.

9. *Vacancies*

Vacancies on committees may be filled by the President.

10. *Rules*

Each committee may adopt rules for its meetings consistent with the RI Hockey by-laws, rules, regulations and policies as adopted by the Board of Directors.

**XX. MISCELLANEOUS**

1. *Fiscal Year*

The fiscal year of RI Hockey shall be May 1<sup>st</sup> through April 30<sup>th</sup> or as otherwise designated by USA Hockey.

2. *Rules, Regulations and Policies*

The Board, in its discretion, and with or without the recommendation of the Rules Committee, may promulgate rules, regulations and policies concerning the day to day affairs of RI Hockey including, but not limited to, those directed at the handling of RI Hockey property, membership admission, on-ice programming, personal conduct, discipline, and the administration of RI Hockey business in all forms.

3. *Dissolution*

Upon the dissolution of RI Hockey, assets shall be distributed for one or more purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

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Legislative History:

1. FIRST APPROVAL by RIAHA Member Associations on April 20, 2015; SECOND APPROVAL by RIAHA Member Associations on May 11, 2015. BY-LAWS ENACTED on May 11, 2015 by vote of the RIAHA Member Associations, said By-Laws to take effect immediately. All prior by-laws are hereby revoked and replaced.
2. FIRST APPROVAL by RIAHA Board of Directors on November 20, 2017; SECOND APPROVAL by RIAHA Board of Directors on December 18, 2017. BY-LAWS ENACTED on December 18, 2017 by vote of the RIAHA Member Associations, said By-Laws to take effect immediately. All prior by-laws are hereby revoked and replaced.