

Vail Mountaineer Hockey Club

BYLAWS

As amended

June 2020

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ARTICLE I

NAME AND OFFICE

1.1 NAME: THE NAME OF THE CORPORATION SHALL BE VAIL JUNIOR HOCKEY ASSOCIATION DOING BUSINESS AS VAIL MOUNTAINEER HOCKEY CLUB (VMHC). HEREINAFTER REFERRED TO AS THE CORPORATION, VMHC, OR VAIL MOUNTAINEER HOCKEY CLUB ARE ALL ONE AND THE SAME.

1.2 PRINCIPAL OFFICE: The principal office of the corporation in the State of Colorado shall be located at John A. Dobson Ice Arena 321 East Lionshead Circle, Vail CO 81657. The mailing address of the corporation is PO Box 2591, Edwards, CO 81632. The VMHC may have such other offices, either within or outside of the State of Colorado as the Board of Directors may designate, or as the business of the corporation may require from time to time.

1.3 REGISTERED OFFICE: The registered office of the VMHC, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be; identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MISSION

MISSION STATEMENT: The Vail Mountaineer Hockey Club (VMHC) is a youth nonprofit hockey organization dedicated to teaching the sport of hockey, both recreational and competitive, through the principals of fair play, respect and sportsmanship with an emphasis on fun, the development of character and the individual potential of hockey players in a safe and healthy environment.

2.1 PURPOSE: The purpose of the corporation is to sponsor and operate an association of youth player families following the guidelines, rules, regulations and policies of USA Hockey, the state affiliate, Colorado Amateur Hockey Association (CAHA) and the league(s) VMHC is a member of.

2.2 VALUES: Vail Mountaineer Hockey Club offers the opportunity for boys and girls to participate in both recreational and competitive hockey programs. In addition to individual and team skill development, Vail Mountaineer Hockey Club seeks to create an environment where all members embrace the values of the “whole” child including such life skills as sportsmanship, mutual respect, integrity, responsibility, teamwork and friendship.

ARTICLE III

MEMBERS

3.1 MEMBERSHIP: Membership in the corporation (VMHC) shall consist of one class and shall be open to families (parents/guardians) with players enrolled in any of the youth hockey programs of the corporation (VMHC) and who are otherwise current with all dues, fees, rules and regulations of the corporation and player of member-family or adult (individual) is registered with USA Hockey. Members shall be admitted to membership in the VMHC at such time as an application for membership (VMHC Player/Adult Registration), is accepted by the Board of Directors, enrollment is finalized, and the membership fee, if any, as may be established by the Board of Directors is paid. Members may include, at the Board's discretion, volunteer coaches, ice hockey officials, sponsors, and individuals that contribute their time to youth hockey programs, who are members of USA Hockey and have complied with USA Hockey and CAHA screening policies. Members are subject to fines and/or suspensions for violations of USA Hockey, CAHA, or VMHC Bylaws or Policies and Procedures.

3.2 ANNUAL MEETING: The annual meeting of the members shall be held as designated by the Board of Directors each year for the purpose of electing directors, reporting on the financial status of the corporation and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient or via mail in or electronic ballot issued to all members in good standing.

3.3 NOTICE: Notice of the Annual Meeting shall be given a minimum of 15 days prior to the date of the meeting via VMHC's website and/or via e-mail to the members, said notice shall include the agenda for the meeting.

3.4 SPECIAL MEETINGS: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of one-tenth of the members.

3.5 MEETING OF ALL MEMBERS: If all of the members which are entitled to vote shall meet at any time and place, within the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid with notice, and at such meeting any corporate action may be taken.

3.6 QUORUM: One-fifth of the members entitled to vote, represented in person, shall constitute a quorum at any meeting of members, except as otherwise provided by the Colorado Nonprofit Corporation Code and the Articles of Incorporation. In the absence of a quorum at any such meeting, a majority of the members present may adjourn the meeting from time to time for a period not to exceed sixty days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during such meeting of the number of members whose absence would cause there to be less than a quorum.

3.7 MANNER OF ACTING: If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Articles of Incorporation or these Bylaws. All meetings of members shall be conducted in accordance with the procedural rules set forth in the most recent edition of Roberts' Rules of Order and at the President's discretion.

3.8 VOTING: Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member entitled to vote (or family with more than one player) shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Families with more than one player shall be entitled to up to two votes.

3.9 INFORMAL ACTION BY MEMBERS: None

3.10 VOTING BY BALLOT: Voting on any question or in any election may be by voice vote unless the presiding officer shall demand that voting be by ballot.

ARTICLE IV

BOARD OF DIRECTORS

4.1 GENERAL POWERS: The business and affairs of the VMHC shall be managed by its Board of Director and an Executive Committee as set forth in the Bylaws.

4.2 PERFORMANCE OF DUTIES: A director of the VMHC shall perform his or her duties as a director including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.

4.3 VMHC DIRECTOR'S DUTIES:

- 4.3.1 Follow the rules and regulations of USA Hockey, CAHA and VMHC to ensure that the association's philosophy and objectives are enhanced.
- 4.3.2 Support programs that train and educate players, coaches, parents, officials and volunteers.
- 4.3.3 Promote and publicize VMHC programs.
- 4.3.4 Help fundraise needed financial support.
- 4.3.5 Communicate with parents by holding parent/player orientation meetings as well as by being available to answer questions and address problems throughout the season.
- 4.3.6 Work to provide programs that encompass fairness to the participants and promote fair play and sportsmanship.
- 4.3.7 Recruit volunteers, including coaches, who demonstrate qualities conducive to being role models to the youth in our sport.
- 4.3.8 Accept duties and responsibilities as assigned by the President, including Officer Positions, Committee Chair positions, Age Level Liaison responsibilities, and make monthly reports to the Board.
- 4.3.9 Ensure coaches and officials, attend required USA Hockey clinics.
- 4.3.10 Make every possible attempt to provide everyone, at all skill levels, with a place to play.
- 4.3.11 Read and be familiar with the contents of the *USA Hockey Annual Guide*, USA Hockey's official playing rules, CAHA By Laws, CAHA Policies and Procedures, and VMHC'S By Laws and Policies and Procedures.
- 4.3.12 Develop other administrators to advance to positions in VMHC, perhaps even your own.
- 4.3.13 Ensure members follow the rules and regulations of USA Hockey, CAHA, affiliate league and VMHC

4.4 RELIANCE ON INFORMATION : In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 4.4; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- a. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or
- c. A committee of the board upon which he or she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

4.5 NUMBER, TENURE, AND QUALIFICATIONS: The number of directors of the corporation shall be an odd number not less than (7) seven and may thereafter be as determined by the members of the VMHC Board of Directors. At no time shall the number of directors fall below (7) seven. In the event the directors increase the number of directors, the directors shall appoint such member(s) to a term of no more than (3) three years. This appointment shall be subject to validation by the members of VMHC after an election to be held not later than annual meeting of the members. Each director shall hold office until his or her successor shall have been appointed and qualified. Directors need not be residents of the State of Colorado but shall be members. Each director shall be elected to a term of (3) three years from the date the election is finalized.

4.6 PRESIDING OFFICERS: The President or a Vice President or Secretary, in that order, shall preside at all meetings of the Board of Directors.

4.7 STAGGERED TERMS FOR DIRECTORS: Directors shall serve a term of (3) three years from the date the election is finalized, to succeed those whose terms expire. If the VMHC increases the number of directors the length of the terms shall be equally distributed as reasonably possible. Thus, if nine directors, 3 directors shall be elected each year. If 11 directors, the terms would

be 4, 4, 3. For example: (4 expiring current year, 4 expiring in second year and 3 expiring in the third year).

4.8 REGULAR MEETINGS: The Board of Directors shall provide, by resolution, the time and place, for the holding of regular monthly meetings, notification to be publicized on the VMHC website.

4.9 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by, or at the request of, the President or any three directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

4.10 NOTICE: Written notice of any special meeting of directors shall be given (3) days prior to the meeting; by mail, facsimile, email or text message to each director at his or her business address or address of record (contact information) at least (3) three days prior to the meeting, or by personal delivery, phone, text message or email at least twenty-four hours prior to the meeting to the business address or residence address of each director, or in the event such notice is given on a Saturday, Sunday or Holiday, to the residence address of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the Telegraph Company. Any directors may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

4.11 QUORUM: Two-thirds of the number of directors fixed by or pursuant to Section 4.5 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.12 MANNER OF ACTING: Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of Roberts' Rules of Order.

4.13 VOTING :

- 4.13.1 Each director in good standing shall have one vote.
- 4.13.2 The majority of the votes cast shall make all decisions of the Board of Directors or Committees, unless the favorable vote of a larger proportion of the votes is required by these Bylaws.
- 4.13.3 In case of a tie, a re-vote will take place. If a tie still exists, the Executive Committee shall vote to break the tie. If still a tie, the motion is denied.
- 4.13.4 Voting shall be by a show of hands or roll call unless the directors participating decide upon a ballot. Voting by proxy shall not be allowed.
- 4.13.5 Voting on an item may be done via email with all directors replying to all when voting, unless President requests a ballot on the item in which all votes are to go to the President and Secretary. Any items coming before the Directors for an email vote shall be included in the next regular meeting of the Directors minutes and noted as being an email vote and discussion.
- 4.13.6 Any item brought before the membership for a vote shall not be allowed to be brought before the Membership again for the current season unless two-thirds majority of the voting members present vote to allow discussion.

4.14 INFORMAL ACTION BY DIRECTORS: Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, (email with reply to all and copied to the President and Secretary is acceptable within 24 hours) setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

4.15 PARTICIPATION BY ELECTRONIC MEANS: Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone/video conference or similar communications equipment by which all persons participating in the meeting at a minimum can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

4.16 VACANCIES: Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors. A director appointed to fill a vacancy shall serve until his or her successor is appointed for the unexpired term of his or her predecessor in office.

4.17 RESIGNATION: Any director of the VMHC may resign at any time by giving written notice to the President and the Secretary of the VMHC. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and,

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.18 REMOVALS: Any director or directors of the VMHC may be removed at any time, with or without cause, in the manner provided USA Hockey Annual Guide, or in the Colorado Nonprofit Corporation Act.

4.19 COMMITTEES: By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors or members to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by USA Hockey Annual Guide, CAHA Bylaws, CAHA Policies and Procedures, affiliated league bylaws and Policies and Procedures. If there is conflict preeminence is CAHA.

4.19.1 Committees are to have at least one director to act at a minimum as liaison to the Board of Directors.

4.19.2 Open Meetings and committee responsibility ---- All Committee meetings of VMHC, except for the Suspension and Appeals, shall be at all times open to Members, except for Executive Sessions which may be called for legal matters or when sensitive matters relating to the discipline of an Individual Member, or Team Member are to be discussed. The Board of Directors charges all VMHC committees with the management and administration of VMHC programs and for special projects as set. Any policy recommendations shall be presented to the (Executive Committee or full Board) for approval prior to implementation. Each VMHC Committee shall inform the VMHC Secretary, VMHC Executive Director, and President of the date, place and time of its committee meetings. Each Committee Chairman or his or her designee shall prepare reasonably comprehensive draft minutes of each meeting, which shall be forwarded to the VMHC Secretary and President within 5 days of the meeting, for inclusion with the monthly Board meeting minutes.

4.19.3 The standing committees of the VMHC shall be the Executive Committee, Coaching Committee, Discipline Committee, Sportsmanship Tournament Committee, and the Fundraising Committee. The VMHC President may appoint other committees as deemed necessary.

4.19.4 The Executive Committee shall consist of the Officers of the VMHC and the Executive Director/Director of Hockey. If the VMHC has an administrator, this individual will serve as a non-voting member of the Executive Committee.

- 4.19.5 The Vice President shall serve as an impartial chairperson of the Discipline Committee. If the Vice President is unavailable or is otherwise excused, then the President or the Club's liaison to CAHA (usually the Association President) shall fulfill the role. The chair shall follow all relevant procedures of USA Hockey Bylaw 10 in investigating and resolving any alleged violations of VMHC Bylaws, and/or Policies and Procedures. The Executive Board of the VMHC shall be the primary avenue of appeal and the VMHC Directors shall serve as an additional avenue of appeal to decisions of the Discipline Committee.
- 4.19.6 The Coaching Committee shall consist of the Director of Hockey, and four members selected by the VMHC Director of Hockey and approved by the Board. The Coaching Committee is responsible for interviewing and recommending coaches for Board approval, conducting team tryouts/evaluations, making recommendations for team selections and reviewing coaching curriculum established by the Director of Hockey. The Coaching Committee is expected to forward any violations brought to its attention to the Discipline Committee if they believe it is not Coaching related. Recommendations issued by the Coaching Committee must be confirmed by the VMHC Board during its next regularly scheduled meeting.
- 4.19.7 The Sportsmanship Tournament Committee is responsible for running any tournaments sponsored by the VMHC.
- 4.19.8 The Fundraising Committee is responsible for all fundraising activities needed to supplement the funds to operate the VMHC programs.

4.20 COMPENSATION: Directors, as such, shall not receive any compensation for service.

4.21 PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any VMHC matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by email to the Secretary of the VMHC immediately within 12 hours after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V
COURT ACTIONS

5.1 RECOURSE: Any recourse to the courts by an Individual Member, Team Member or VMHC before all the rights of same under the Rules and Regulations and Bylaws of the VMHC, CAHA, and USA Hockey, Inc. shall have been exhausted, may be a violation thereof and subject to immediate suspension and disqualification.

5.2 RECOGNITION OF SUSPENSION: All players, teams, or members suspended by USA Hockey, Inc., CAHA or affiliate league shall be automatically suspended by VMHC and shall remain suspended until USA Hockey, CAHA or affiliate league lifts such suspension.

5.3 INDEMNITY: Each member thereof, councils and committees of USA Hockey, CAHA and each member thereof, and all other elected, appointed or employed representatives of USA Hockey shall be indemnified from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of Colorado Amateur Hockey Association, except to the extent (I) such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (II) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey. Further, VMHC understands and acknowledges that USA Hockey and its afore described representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in the bylaw. USA Hockey, and/or CAHA shall reasonably cooperate with the Affiliate in any litigation and provide reasonable support in connection therewith, including but not limited to, advice and testimony upon reasonable request; provided, however, that such cooperation shall not require USA Hockey and/or CAHA to incur any out of pocket expense not reimbursed by VMHC.

5.4 CORRESPONDENCE WITH CAHA , USA HOCKEY: Copies of all correspondence between individuals, teams, leagues, associations and officials of USA Hockey, CAHA or affiliate league concerning VMHC matters shall be sent to the Secretary and President of VMHC.

ARTICLE VI
AFFILIATION WITH USA HOCKEY, INC.

6.1 CORE VALUES: USA Hockey, Inc. CAHA Colorado Amateur Hockey Association Preeminence ---- The Vail Mountaineer Hockey Club, a member of CAHA, shall abide by and act in accord with the Articles of the

Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board or Directors of USA Hockey and CAHA and affiliate League. Further, the Vail Mountaineer Hockey Club shall: (I) assist USA Hockey, CAHA and affiliated league in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, CAHA, and affiliate League within and upon its members and/or within its jurisdiction, (II) agrees to be guided by the following core values of USA Hockey:

- **SPORTSMANSHIP:** Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
- **RESPECT FOR THE INDIVIDUAL:** Treat all others as you expect to be treated.
- **INTEGRITY:** We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- **PURSUANT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATION ALL LEVELS:** Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.
- **ENJOYMENT:** It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- **LOYALTY:** We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- **TEAMWORK:** We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

6.2 INSURANCE: VMHC shall be covered by the general liability insurance policy maintained by USA Hockey. By purchasing and maintaining the aforementioned general liability insurance policy, USA Hockey does not assume, and indeed disclaims, any liability for any actions or omissions of VMHC.

6.3 501 (c) (3) STATUS: VMHC shall maintain its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, and shall cooperate with USA Hockey, CAHA in the event that USA Hockey and CAHA deem it advisable for VMHC to be included in a group exemption letter.

6.4 FINANCIAL REPORTS AND DUE ASSESSMENTS: VMHC shall provide the Director of USA Hockey and the Secretary / Treasurer of CAHA an annual financial report of operation, if requested. Members are provided copies of the financial report at the annual meeting, and may request them at any time. All dues and assessments by VMHC shall be reasonable in relation to the programs it offers to its members.

ARTICLE VII

PARENT EDUCATION

VMHC and each VMHC Team is required to implement a CAHA sanctioned and approved Parent Education Program each season. Team Managers and the Association Secretary, or their designee, will be responsible for ascertaining compliance by the Association's Membership with the goal of 100% compliance.

ARTICLE VIII

COACHING EDUCATION

VMHC is required to implement the USA Hockey and CAHA sanctioned and approved Coaching Education Programs. All coaches must have the proper coaching certification for the level they are coaching by the deadline date established by USA Hockey. Any team who has a coach coaching without proper certification may be fined \$50 per week that the coach has coached without certification up to \$500.

ARTICLE IX

SCREENING PROGRAM

VMHC shall implement the CAHA sanctioned and approved Screening Program. VMHC shall not authorize or sanction, in its programs that it directly controls any volunteer, employee or official who has routine access to children (anyone under the age of 18) who refuses to consent to be screened by CAHA before he/she is allowed to have routine access to children in any VMHC programs. The screening program does not apply to minors; student coaches, referees, or officers under the age of 18 years.

- a. VMHC shall protect all information obtained as a result of the authorization for background checks.
- b. VMHC and/or its agents and employees shall not furnish, share, transfer, provide or in any way allow any of the information obtained through the background check to be given or transmitted to any outside person, entity, organization and/or group.
- c. The authorization given by the coach, assistant coach, manager, referee, instructor, minor officer or officer of an association, for a background check through the registration process, shall automatically expire at the end of the playing season for which registration was made.

ARTICLE X
ABUSE PROGRAM

VMHC shall implement the USA Hockey & CAHA sanctioned and approved Abuse Program, SafeSport. There shall be no physical, mental or sexual abuse tolerated of any participant involved in any VMHC sanctioned program or events by any employee, volunteer, member or official.

10.1 PHYSICAL ABUSE: Physical abuse means physical contact with a participant that intentionally causes the participant to sustain bodily harm or personal injury. Physical abuse also includes physical contact with a participant that intentionally creates a threat of immediate bodily harm or personal injury. Physical abuse does not include physical contact that is reasonably designed to coach, teach or demonstrate a hockey skill. Permitted physical contact may include, but is not necessarily limited to, shooting pucks at a goaltender, demonstrating checking and other hockey skills and communicating with or directing participants during the course of a game or practice by touching them in a non-threatening, non-sexual manner.

10.2 SEXUAL ABUSE: Sexual abuse of a minor participant occurs when an employee, volunteer or official touches a minor participant for the purpose of causing the sexual arousal or gratification of either the minor participant or the employee, volunteer or official. Sexual abuse of a minor participant also occurs when a minor player touches an employee, volunteer or official for the sexual arousal or sexual gratification of either the minor participant or the employee, volunteer or official, if the touching occurs at the request or with the consent of the employee, volunteer or official. Neither consent of the minor participant to the sexual contact, mistake as to the participant's age, nor the fact that the sexual contact did not take place at a hockey function are defenses to a complaint of sexual abuse.

10.3 EMOTIONAL ABUSE: There shall be no emotional abuse of any participant involved in any of its member programs by an employee, volunteer, independent contractor, member or other participant. Emotional abuse involves a pattern of deliberate, non-contact behavior that has the potential to cause emotional or psychological harm to a participant, including act of bullying, harassment, or threats. These behaviors may include verbal acts, physical acts or acts that deny attention or support, the use of coercion to obtain control over another person or to be habitually cruel to another person, including any pattern of physical and/or non-physical behaviors that (a) are intended to cause fear, humiliation, or annoyance, (b) offend or degrade, (c) create a hostile environment, or (d) reflect discriminatory bias in an attempt to establish dominance, superiority,

or power over an individual participant or group based on gender, race, ethnicity, culture, religion, sexual orientation, gender expression, or mental or physical disability.

- 10.4 RESULT UPON PROOF OF VIOLATION:** Upon proof of violation of Article X, the violator may be permanently banned or suspended from VMHC, CAHA and USA Hockey sanctioned programs and events and/or the program(s) of its member teams or associations.

ARTICLE XI OFFICERS

- 11.1 NUMBER:** The officers of the corporation shall be President, Vice President, Secretary and Treasurer. Such other officers and assistant officers, as may be deemed necessary, may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Vice President and Secretary.
- 11.2 ELECTION AND TERM OF OFFICE:** The officers of the corporation shall be elected by the Board of Directors at the first meeting held after the election of departing directors. The term of office shall be (1) one year from the date of election. If the election of officers is not held at such meetings, such elections shall be held as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.
- 11.3 REMOVAL:** Any officer or agent may be removed by majority vote of the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.
- 11.4 VACANCIES:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- 11.5 PRESIDENT:** The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the VP, Treasurer or Secretary of the corporation thereunto authorized by the Board of Directors, instruments which the

Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be ex-officio member of all committees of the VMHC and shall not have any vote at any meetings of the VMHC committees with the exception of the Executive Committee. The President shall represent the VMHC at all meetings of CAHA and the Affiliate League, or may delegate that authority to another Director.

11.6 VICE PRESIDENT: The Vice President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall chair the Discipline Committee, investigate any offenses, and shall appoint members to serve on any hearing or disciplinary action according to the procedures in USA Hockey Bylaw 10. The Vice President shall be the liaison to all teams and programs sponsored by the VMHC, and ensure their compliance with VMHC Policies and Procedures, league affiliate, CAHA and USA Hockey rules and regulations. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

11.7 SECRETARY: The Secretary shall: (a) keep all the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose and publish same to the VMHC website; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate; (d) keep a register of the contact information of each member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

11.8 TREASURER: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in; the name of the corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; (c) provide general financial oversight of the association, while ensuring compliance with regulatory requirements and (d) in general perform all of the duties incident to the office of Treasurer, including, preparation of the yearly

budget to be presented and voted upon at the first board meeting of the fiscal year, report monthly on the financial condition of the VMHC, ensure a yearly audit of the books by others approved by the VMHC, reports, tax forms and registrations required by CAHA, USA Hockey, and the State of Colorado or US Government are filed on a timely basis, and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

11.9 ASSISTANTS, CONTRACTORS, COACHES AND OTHERS: Assistants, contractors, coaches and others in general, shall perform such duties as shall be assigned to them by the Officers, Committees, or the Board of Directors.

11.10 BONDS: If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

11.11 SALARIES/COMPENSATION: The officers shall serve without salary.

11.12 LOANS TO OFFICERS: No loans shall be made by the corporation to any officer or director of the corporation.

ARTICLE XII

EXECUTIVE COMMITTEE

12.1 APPOINTMENTS: The Executive Committee shall consist of the Officers of the VMHC and the Executive Director and/or Director of Hockey. If the VMHC has an administrator that individual will serve as a non-voting member of the committee. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

12.2 AUTHORITY: The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its

business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws of the corporation.

12.3 TENURE AND QUALIFICATIONS: Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

12.4 MEETINGS: Regular meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written, oral, email, text message or by phone and shall be deemed to be delivered when acknowledged by recipient or proof of sending via email . Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

12.5 QUORUM: A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

12.6 INFORMAL ACTION BY EXECUTIVE COMMITTEE: Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

12.7 VACANCIES: Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

12.8 RESIGNATIONS AND REMOVAL. Any member of the Executive Committee may be removed at any time with cause, by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the VMHC, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

12.9 PROCEDURE: The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure, which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

12.10 OTHER COMMITTEES: Other committees, not having and exercising the authority of the Board of Directors in the management of the corporation, may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the VMHC, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE XIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

13.1 CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

13.2 LOANS: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

13.3 CHECKS, DRAFTS, ETC: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Two signatures shall be required for any debt, obligation, or check in the aggregate amount of \$2,500.00 or greater.

13.4 DEPOSITS: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

13.5 GIFTS: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the corporation.

ARTICLE XIV NONDISCRIMINATION

The officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE XV BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XVI VMHC DOCUMENT RETENTION SCHEDULE

- Accounts payable ledgers and schedules: 10 years
- Accounts receivable ledgers and schedules: 10 years
- Audit reports of accountants: Permanently
- Bank statements: 10 years
- Capital stock and bond records: ledgers, transfer payments, stubs showing issues, record of interest coupon, options, etc.: Permanently
- Cash books: 10 years
- Checks (cancelled, with exception below): 10 years
- Checks (cancelled, for important payments; i.e., taxes, purchase of property, special contracts, etc. [checks should be filed with the papers pertaining to the underlying transaction]): Permanently
- Contracts and leases (expired): 10 years
- Contracts and leases still in effect: Permanently
- Correspondence, general: 4 years

- Correspondence (legal and important matters): Permanently
- Depreciation schedules: 10 years
- Donation records of endowment funds and of significant restricted funds: Permanently
- Donation records, other: 10 years
- [Note: Donation records include a written agreement between the donor and the charity with regard to any contribution, an email communication or notes of or recordings of an oral discussion between the charity and the donor where the representative of the charity made representations to the donor with regard to the contribution on which the donor may have relied in making the gift.]
- Duplicate deposit slips: 10 years
- Employee personnel records (after termination): 7 years
- Employment applications: 3 years
- Expense analyses and expense distribution schedules (includes allowance and reimbursement of employees, officers, etc., for travel and other expenses: 10 years
- Financial statements (end-of-year): Permanently
- General ledgers and end-of-year statements: Permanently
- Insurance policies (expired): Permanently
- Insurance records, current accident reports, claims, policies, etc.: Permanently
- Internal reports, miscellaneous: 3 years
- Inventories of products, materials, supplies: 10 years
- Invoices to customers: 10 years
- Invoices from vendors: 10 years
- Journals: 10 years
- Minute books of Board of Directors, including Bylaws and Articles of Incorporation: Permanently
- Payroll records and summaries, including payments to pensioners: 10 years
- Purchase orders: 3 years
- Sales records: 10 years
- Scrap and salvage records: 10 years
- Subsidiary ledgers: 10 years
- Tax returns and worksheets, revenue agents' reports, and other documents relating to determination of tax liability: Permanently
- Time sheets and cards: 10 years
- Voucher register and schedules: 10 years
- Volunteer records: 3 years

ALL PERMITTED DOCUMENT DESTRUCTION SHALL BE HALTED IF THE ORGANIZATION IS BEING INVESTIGATED BY A GOVERNMENTAL LAW ENFORCEMENT AGENCY, AND ROUTINE DESTRUCTION SHALL NOT BE RESUMED WITHOUT THE WRITTEN APPROVAL OF LEGAL COUNSEL.

ARTICLE XVII

FISCAL YEAR

The fiscal year of the corporation shall end on the last day of June in each calendar year.

ARTICLE XVIII

CORPORATE SEAL

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "CORPORATE SEAL."

ARTICLE XIX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provision of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstances requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XX

PUBLICATION OF BYLAWS, POLICY AND PROCEDURES

20.1 PUBLISH TO WEBSITE: VMHC shall annually publish its bylaws, policies and procedures, and all amendments thereto on the VMHC website. Copies shall also be available through the VMHC Secretary/or Administrator upon request.

20.2 TEAM MANAGERS DISTRIBUTE: Each Team Manager shall annually distribute to its members, directions for locating VMHC's Bylaws and other governing documents, and all amendments thereto.

20.3 POSTING REQUIREMENTS: Distribution requirements to members may be satisfied by posting the documents on the VMHC website.

20.4 PROVIDE TO CAHA: VMHC shall provide the CAHA Secretary/Treasurer an electronic copy of its bylaws and other governing documents and all amendments at least 15 days prior to registering teams for the season.

20.5 ENFORCEMENT: VMHC shall only enforce the rules, regulations, policies and procedures defined in the published, bylaws, policies and procedures, and other governing documents. Rules, regulations, policies and/or procedures adopted during the season must be incorporated into the appropriate constitution, bylaws or other governing documents and republished the following season.

ARTICLE XXI

AMENDMENTS

21.1 WHEN MADE: Amendments to these bylaws may be made at any meeting of the Board of Directors. All amendments to these Bylaws shall require two-thirds majority vote by the Board of Directors.

21.2 PUBLISHING, CHANGES & LOCATION: The Secretary shall notify all members of any changes in the Bylaws or Rules and Regulations of VMHC within thirty (30) days of the date of the change by publishing on the VMHC website.

21.3 RATIFICATION OF CHANGES TO BYLAWS: The Bylaws may be altered, amended or replaced and new Bylaws may be adopted by a two-thirds majority of the directors present at any meeting of the Board of Directors at which a quorum is present.

ARTICLE XXII

CONFLICT OF INTEREST

22.1 INTENT: Conflicts of interest have the potential to cause legal problems as well as embarrassment for VMHC. While transactions or rendering decisions involving conflicts of interest are not prohibited, they must be duly considered by the Board of Directors of VMHC based on

disclosures as may be required by the Board. This conflict of interest policy is intended to help directors, officers, members, and volunteers and certain other persons identify situations that present possible conflicts of interest and to provide VMHC with a procedure whereby such potential conflicts may be reviewed by an appropriate party when necessary. Part II of the policy is intended to take advantage of certain statutory procedures which protects certain conflicted transactions from subsequent legal challenge.

22.2 PART I ---- DEFINITIONS

22.2.1 Conflict of Interest

22.2.1.1 “Conflict of Interest” exists when a Responsible Person is called upon by the President to act on a transaction or render a decision to which VMHC would be a party, where the Responsible Person’s actions or relationships present the potential for improper personal gain or advantage for a member of his family or team Responsible Person’ family member plays on, close friends, or an adverse effect on the interests of VMHC.

22.2.1.2 Although it is impossible to list every circumstance giving rise to a Conflict of Interest, the following will serve as a guide to the types of transactions and relationships that create Conflicts of Interest.

22.2.1.3 “Class A” Conflicts of Interest relate to transactions in which a Responsible Person has a direct conflict of interest.

22.2.1.4 “Class B” Conflicts of Interest involve relationships or transactions that create indirect conflicts of interest.

22.2.2 Class A Conflicts

22.2.2.1 A transaction or rendering a decision between VMHC and a Responsible Person, team member or Family Member.

22.2.2.2 A transaction between VMHC and an entity (other than a Related Organization) or individual in or of which a Responsible Person or Family Member has a material financial interest or is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, team member, close family friend, custodian, conservator or other legal representative.

22.2.3 Class B Conflicts

22.2.3.1 A Responsible Person’s actions or involvement competing with VMHC or a Related Organization in the rendering of services or in any other transaction with a third party.

22.2.3.2 A Responsible Person having a material financial interest in an entity or individual that competes with VMHC or a Related Organization in the provision of services or in any other transaction with a third party.

22.2.3.3 A Responsible Person accepting gifts, excessive entertainment or other favors from any individual or entity that does, or is seeking to do, business with VMHC or a Related

Organization, under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in his or her duties to this corporation. This does not preclude the acceptance of items of nominal or insignificant value that are clearly tokens of respect or friendship and not related to any actual or potential transaction or activity of this corporation or a Related Organization. A list of examples of the foregoing types of transactions is set forth in Part V.

22.2.4 Control: "Control" exists if one organization or individual:

22.2.4.1 Owns, directly or indirectly, at least 50 percent of the stock ownership or membership interests of another organization;

22.2.4.2 Has the right, directly or indirectly, to direct or cause the direction of the management and policies of another organization, whether through the ownership of voting interests, by contract, or otherwise.

22.2.5 Family Member: A "Family Member" is a spouse, parent, child or a spouse of a child, brother, sister or spouse of a brother or sister or child of a brother or sister, of a Responsible Person.

22.2.6 Related Organization: A "Related Organization" is an entity, team or program that controls, is controlled by, or is under common control with VMHC.

22.2.7 Responsible Person: A "Responsible Person" is any person who holds one or more of the following positions with respect to VMHC, or a Related Organization:

22.2.7.1 Director

22.2.7.2 Officer

22.2.7.3 Member of a Committee

22.2.7.4 Coach or Manager

22.2.7.5 Member of the Executive Staff

22.2.7.6 Any other person, including a parent who is determined by the Board of Directors to be subject to this policy.

22.3 PART II – STANDARDS AND PROCEDURES

22.3.1 Report to President: Each Responsible Person who has or anticipates having a Conflict of Interest shall report the Conflict of Interest to the President of the VMHC, or to an individual or committee designated by the President, immediately upon identifying the Conflict of Interest. A Conflict of Interest identified by a Responsible Person in the course of a meeting of the Board of Directors or of a committee shall be reported immediately to the Board of Directors or committee, as the case may be.

22.3.2 Class A Conflicts: Class A Conflicts of Interest by a member of the Board of Directors of VMHC, shall be reported by the Responsible Person, the President, or the President's designee, to the Board of Directors or to the committee that is considering or has considered the transaction to which the Conflict of Interest relates. The Board or committee shall consider the Conflict of Interest in accordance with the following procedures:

22.3.2.1 If the director who has the Class A Conflict of Interest is present at the meeting at which the transaction involving the Conflict of Interest is to be considered, such director shall disclose to the Board or committee all facts material to the conflict of interest. Such disclosure shall be reflected in the minutes of the meeting.

22.3.2.2 If the director who has the Class A Conflict of Interest is not present, or has not made the disclosure required by the preceding paragraph, the President or a

representative designated by the President shall disclose to the Board or the committee all known facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

22.3.2.3 A director who has a Conflict of Interest shall not be counted in determining the presence or absence of a quorum for purposes of the vote. The Director having a Conflict of Interest shall not vote on the transaction. Such director's ineligibility to vote shall be reflected in the minutes of the meeting.

22.3.2.4 The transaction or relationship shall be approved only if it receives the affirmative vote, in good faith, of a majority of all of the members of the Board of committee, as the case may be. The approval may be given before, after, or concurrently with the transaction that involves a Conflict of Interest.

22.3.2.5 In the event that the number of persons having Conflicts of Interest with respect to a particular transaction is so large that it is impossible to obtain a quorum, or the number of votes necessary for approval as described in paragraph 4, then the transaction shall be approved only upon the unanimous vote of the disinterested directors, provided that there are at least two disinterested directors. The minutes of the meeting shall reflect an analysis of the fairness and reasonableness of the transaction as to this corporation.

22.3.2.6 The procedure described in this section is intended to comply with the requirements of any statutory provision which provides for authorization, approval, and ratification of certain transactions involving Conflicts of Interest. In the event of any inconsistency between the provisions of this section and those statutory provisions, the statutory provisions shall govern.

22.3.3 **Other Councils:** The President shall take such action as he or she deems appropriate with respect to reported Class A Conflicts of Interest involving persons other than directors and all reported Class B Conflicts of Interest. Such action may include, but is not limited to, (1) simply noting the Conflict of Interest in the corporate files, (2) reporting the matter to the Board of Directors for its information only, or (3) referring the matter to the Board of Directors or one of its committees for review.

22.4 PART III – CONFIDENTIALITY

A. **Nondisclosure Policy:** Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information, the disclosure of which might be adverse to the interests of VMHC. No Responsible Person shall use confidential information for his or her personal gain. Example, forwarding email or discussing a member's potential disciplinary status or outcome or potential for discipline.

B. **Types of Confidential Information:** The following types of information received by a Responsible Person in the performance of his or her responsibilities as a Responsible Person shall be treated as confidential unless otherwise determined by the Board:

- i. Information regarding the appointment, discipline or termination of employees, coaches, volunteers.
- ii. Evaluations and compensation of any coach, volunteer or director.
- iii. Information regarding actions or potential actions against any member.

- iv. Information about contractual relationships with third parties.

The foregoing is not intended to be a complete list of all the types of information that may be considered confidential.

C. Failure to Comply: Any director, officer or member of a committee or member of VMHC, who fails to comply with the provisions of this Part III shall be subject to such sanction as the Board of Directors determines is appropriate. Any other person who is subject to this policy and who fails to comply with it shall be subject to discipline, termination of employment removal from the Board of Directors or committee, or such other sanction as the Board of Directors determines is appropriate.

22.5 PART IV – ADMINISTRATION OF POLICY

A. New Directors: Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

B. Annual Review: This policy shall be reviewed annually by the Board of Directors or a committee designated by the board. Any changes to the policy shall be communicated immediately to all Responsible Persons.

22.6 PART V – EXAMPLES OF CONFLICTS OF INTEREST

A. Class A

1. A transaction between VMHC, and a Responsible Person or Family Member. Example: The Board of Directors approves an agreement for the provision of consulting services by a member of the Board of Directors of VMHC.

2. A transaction between VMHC, and an entity (other than a Related Organization) or individual, in or of which a Responsible Person or Family Member has a material financial interest, or is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative. Example: The Executive Committee approves an investment management agreement with a company of which a VMHC Director is the Vice President.

B. Class B

1. A Responsible Person competing with VMHC, or a Related Organization in the rendering of services or in any other transaction with a third party. Example: An officer of VMHC agrees with

another National Governing Body to promote the National Governing Body in talks with potential sponsors or licensees.

2. A Responsible Person having a material financial interest in an entity or individual that competes with VMHC, or a Related Organization in the provision of services or in any other transaction with a third party. Example: The spouse of an officer of VMHC is an investor in a licensing agency company that attempts to obtain sponsors or licenses for clients other than VMHC.

3. A Responsible Person accepting gifts, excessive entertainment or other favors from an individual or entity that does, or is seeking to do, business with USA Hockey, Inc., or a Related Organization, under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in his or her duties to this corporation. This does not preclude the acceptance of items of nominal or insignificant value that are clearly tokens of respect or friendship and not related to any actual or potential transaction or activity of this corporation or a Related Organization. Example: The Executive Committee is offered free use of a lake home belonging to the President of an organization that has a finance proposal under review by VMHC.

22.7 PART VI – ACKNOWLEDGEMENT OF CONFLICT OF INTEREST POLICY

The undersigned hereby acknowledges that he or she has read the attached, The VMHC Conflict of Interest Policy, has had an opportunity to ask any questions that he or she may have about the policy, and understands and agrees to comply with the policy.

Signature: _____

Date: _____

Print Name: _____

ARTICLE XXIII

EMPLOYEE PROTECTION (WHISTLEBLOWER) POLICY

23.1 If any employee reasonably believes that some policy, practice, or activity of VMHC is in violation of law; a written complaint must be filed by that employee with the Secretary or the Board President. It is the intent of VMHC to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of VMHC and provides the VMHC with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

23.2 VMHC will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of VMHC, or of another individual or entity with whom VMHC has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

23.3 VMHC will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of VMHC that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

23.4 My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy.

Employee Signature	Date
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ARTICLE XXIV

EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article XXIV shall be operative during any emergency in the conduct of the business of the corporation, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of the corporation or in the Colorado Nonprofit Corporation Act. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

- a. A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- b. At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.
- c. The Board of Directors, either before or during any such emergency, may effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.
- d. The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.
- e. No officer, director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.
- f. These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the member(s), but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE XXV

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

As used in this Article XIV, any word or words defined in Sections 7-109-101 et seq. of the Colorado Business Corporation Act, as amended from time to time (the "Indemnification Sections"). shall have the same meaning as provided in the Indemnification Sections.

The Corporation shall indemnify and advance expenses to a director of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Sections.

With respect to an officer, employee or agent, other than a director of the Corporation, the corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Sections.

CERTIFICATE

**I hereby certify that the foregoing are the Bylaws adopted by the Board of Directors
of the corporation (VMHC) as of August 1, 2020.**

Secretary

President