

Allegheny Hockey Association Bylaws

Revised: 24 April 2014

Article I. ORGANIZATION AND PURPOSE**1.01 Name**

The name of this corporation is Allegheny Hockey Association (hereinafter, the "Corporation").

1.02 Registered Address

The registered address of the Corporation shall be at a place selected by the Board of Directors as the affairs of the Corporation require.

1.03 Purposes

The purposes of the Corporation are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in furtherance of these purposes, the Corporation may:

- (a) Conduct and operate amateur youth hockey programs in the south-western Pennsylvania area consistent with the rules and regulations of the Pittsburgh Amateur Hockey League (PAHL) and USA Hockey;
- (b) Promote and develop character, sportsmanship, and physical fitness among the youth of the south-western Pennsylvania area,
- (c) Support, promote, encourage, and improve the standard of amateur ice hockey; and
- (d) Perform or participate in other activities that aid in reaching the goals and objectives of the Corporation including but not limited to scheduled hockey practices, hockey games, hockey clinics, hockey programs, and summer hockey camps.

The Corporation specifically is intended to be a Section 501(c)(3) organization, operated as a non-private foundation described in Section 509(a)(1) or (2) of the Code. Under no circumstances can these Bylaws permit the Corporation to be operated for the benefit of, to perform the functions of, or to carry out the purposes of other than those which allow for the maintenance of such status under sections 501 and 509 of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 herein; 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 any candidate for public office except as authorized under the Internal Revenue Code; and notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article II. MEMBERS

2.01 Members

The Members of the Corporation shall consist of the family unit of each registered player participating in the full season competitive youth hockey program operated by the Corporation. This family unit is defined as the parents or legal guardians of the participant.

In addition, all persons who are rostered coaches or assistant coaches in the full season competitive youth hockey program conducted by the Corporation who are not a parent or legal guardian of any child participating in the program shall be a Member of the Corporation.

Any Member given expulsion or a lesser sanction in accordance with Article 2.04 is precluded from becoming a Member in any future year except by a majority vote of the Board of Directors.

2.02 Term

Members retain Membership from the date of admission as a Member until the end of the fiscal year (31 July) of the Corporation during which such individual becomes a Member and may be renewed annually so long as the individual qualifies to be a Member as described in this Article.

2.03 Fees

All Members must pay an annual fee of \$1 or other amount as determined by the Board of Directors in order to obtain or maintain membership in the Corporation. Such fee is included in fees charged by the Corporation for participation in any hockey programs operated by or sponsored by the Corporation. The fee is waived for coaches who do not have any children participating in the program. The Board of Directors may charge an administrative fee for any change in designation of Members as described in Article 2.01.

2.04 Expulsions and Lesser Sanctions

- (a) A Discipline Committee shall exist chaired by the President and comprised of at least two (2) members of the Board of Directors. These members shall be appointed by the President. The Discipline Committee shall have the power to impose sanctions, up to and including expulsion. Any ruling or imposition of sanctions by the Discipline Committee is subject to appeal to the Board of Directors.

Any Member may be expelled or otherwise sanctioned (including but not limited to suspension or probation), for conduct detrimental to the Corporation or other violations by the Member or the Member's child of the Code of Conduct or other rules adopted by the Corporation. Expulsion may only be imposed after due notice in writing and an opportunity for a hearing before the Discipline Committee, subject to appeal to the Board of Directors.

For sanctions other than expulsion, at the sole discretion of the Board of Directors, a hearing may, but is not required, to be conducted prior to issuance of such sanctions. The time and date of a hearing under this Article shall be determined by the Discipline Committee with the individual subject to expulsion or lesser sanctions notified in writing of such time and place by the Secretary of the Corporation. Such individual subject to expulsion shall be given the opportunity to be heard at the hearing and to present others to testify in his/her behalf. If the Discipline Committee recommends expulsion, and such decision is appealed to the Board of Directors, expulsion will require a two-thirds vote of the Board of Directors.

Such individual subject to lesser sanctions may be given the opportunity to be heard at the hearing and to present others to testify in his/her behalf. Expulsion results in such Member's child being prohibited from further participation in programs conducted by the Corporation. Upon the appeal of a recommendation for expulsion by the Discipline Committee, the Board of Directors may impose lesser sanctions as they, in their sole discretion, determine appropriate. Except at the sole discretion of the Board of Directors, individuals expelled or otherwise sanctioned under this Article are not entitled to refunds of any fees or amounts previously paid to the Corporation but such individuals shall remain liable to pay any amounts owed to the Corporation as a result of his/her membership and participation in programs conducted by the Corporation.

2.05 Annual Meeting

The annual meeting of the Members shall be held at such time and place as may be designated by the Board of Directors.

2.06 Special Meeting

Special meetings of the Members may be called at any time by the Board of Directors, by giving reasonable notice as provided in these Bylaws.

2.07 Place of Meetings

The Board of Directors may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any annual or special meeting.

2.08 Notice of Meetings

Written notice stating the place, day, and hour of any Annual meeting shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either by posting on a bulletin board designated by the Board of Directors, personally, by mail, by facsimile, by Corporation website, by e-mail, or through team representatives. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member as the address may appear on the books of the Corporation, with postage thereon prepaid. The notice by facsimile shall be deemed delivered when the call has been placed. Notice of Special meetings may be given by mail, phone, e-mail, website posting, or in person at least one (1) day prior to the meeting. Such notice shall include the purpose or purposes for which the meeting is called.

2.09 Waiver of Notice

A waiver in writing signed by the person entitled to notice shall be deemed equivalent to notice. Except for a Special meeting, the nature of business to be transacted need not be stated in the waiver. Such a waiver may be made before or after the time of notice stated in the Bylaws.

2.10 Voting and Quorum

Members shall be entitled to vote at the Annual meeting or other designated Special meeting for those positions on the Board of and on any other matters determined by the Board of Directors to require a vote by the Members. A majority of the voting Members are not required to be present at said meeting in order to constitute a quorum for the transaction of business.

Article III. BOARD OF DIRECTORS

3.01 Powers

The business and affairs of the Corporation shall be managed by the Board of Directors subject to the limitations imposed by these Bylaws. The Board of Directors shall have and may exercise all powers provided under the laws of the Commonwealth of Pennsylvania, including but not limited to the power:

- (a) To fill any vacancies which may occur in the Board of Directors until such time as the vacant position may be filled in accordance with the provisions of these Bylaws:
- (b) To manage the business, property and affairs of the Corporation,
- (c) To formulate the policies and determine the overall conduct and standards of the hockey program, which shall be administered by the Corporation;
- (d) To establish a budget and set fees for the hockey programs;
- (e) To review and act upon any temporary decisions of the President or Executive Directors; and
- (f) To hear and rule on appeals of actions taken by any Committee of the Board of Directors.

3.02 Number and Qualifications

The Board shall be composed of not fewer than six (6) or more than fifteen (15) elected Directors. The six (6) permanent board positions are defined in Article V. In addition to those six (6) positions, the exact position titles, descriptions, and responsibilities shall be as fixed from time to time by resolution of the Board of Directors of the Corporation. The Board should be composed so that roughly half of the directors are elected in alternating years.

The Board may appoint up to three additional directors for a term of one year to serve special functions within the Corporation.

The term of office for each director shall endure for two years, beginning on the first day of July, unless otherwise appointed by the board at which time that appointment takes effect immediately and runs through the last day of July of the year that the position is next up for election.

The most recent Past President shall serve in an ex-officio status as a non-voting member of the Board of Directors and may serve on committees for the Corporation as directed by the Board.

Membership of the Board of Directors is open to any adult who has attained at least twenty-one (21) years of age. The following stipulations apply to persons running for board positions and serving on the board:

- (a) A person without a player registered in the Corporation needs the approval of the Executive Board to be placed on the election ballot or to serve on the Board.
- (b) A person that has a player registered in the Corporation and also a player registered in another amateur (non-school) youth hockey association in the south-western Pennsylvania area may be prohibited from running for a director position, or may be asked to resign from the board if currently serving. This will be determined by a vote of the Executive Board.
- (c) A person without a player in the Corporation, but with a registered player in another amateur (non-school) youth hockey association in the south-western Pennsylvania area is prohibited from serving on the Board. This stipulation may be removed by a vote of the Executive Board.

Once elected, a member of the Board of Directors may serve the entire term as described in this Article.

In addition, qualification for a position on the Board of Directors shall be based on the following considerations:

- (a) Willingness to accept responsibility for governance,
- (b) Areas of interest and expertise beneficial to the Corporation; and
- (c) Commitment to the interests of the Corporation.

3.03 Election and Appointment of Officers

At the next regular or special meeting of the Board of Directors after July 1, the Board as then constituted shall elect its officers.

- (a) The current President will open the floor for nominations for the position of President. Members of the Board will second the nominations and then elect the new President.
- (b) All additional positions on the Board will be appointed by the President with the approval of the appointee and the Board of Directors.
- (c) A person may serve an unlimited number of terms in any position on the Board.

3.04 Executive Board

The Executive Board shall consist of those Directors holding the positions of President, Vice-President, Secretary, Treasurer, and Coaching Coordinator. Whenever possible these positions should be filled or elected from persons with previous Board experience. Responsibilities and qualifications of persons filling the positions of the Executive Directors are provided in Article V.

The President will not vote during Executive Board votes, but will serve as the tiebreaker.

3.05 Election and Tenure

All Directors (except Past President) shall be elected by plurality vote of the Members. Elections to the Board of Directors shall take place annually in the spring.

- (a) The voting for the board of directors will normally occur during the Corporation's Annual Banquet. While the Annual Banquet may not provide an opportunity for the entire membership to be together at the same time, it does serve as an opportunity for the entire membership to convene over a defined period. Tenure shall be as described in 3.02.

3.06 Resignation and Removal

Any Director may resign at any time by giving written notice to the President. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later time specified in the resignation notice.

Any Director may be removed from office at any time by a two-thirds vote of the members of the Board of Directors of the Corporation for just cause. A Director is entitled to a hearing prior to removal from the board. In the event of the resignation or removal of a Director a replacement will be appointed by the President and approved by a majority vote of the Board to fill the remainder of the term.

3.07 Compensation

Directors shall receive no compensation for any service rendered in those capacities.

3.08 Conflict of Interest

The Board of Directors shall have a written conflict-of-interest policy, which addresses disclosure and guidelines for resolution.

3.09 Orientation

Newly appointed members of the Board of Directors shall be given an introduction to the functions of the Corporation and its Board of Directors. This introduction should provide the new members with:

- (a) A copy of the Bylaws of the Corporation, and other pertinent sources of information;
- (b) An opportunity to inquire further into the functions and responsibilities of the various Board positions and committees, if any;
- (c) A recap of the history of the Corporation and a review of the programs and services offered; and
- (e) An orientation to the organizational relationships between the Corporation, USA Hockey, PAHL, and other relevant organizations and their subsidiaries.

3.10 Additional Advisors

The President may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such advisors shall not vote or be counted in determining the existence of a quorum.

Article IV. MEETINGS OF THE BOARD

4.01 Regular Meetings

Regular meetings of the Board shall be held no less than four (4) times a year, at a time and place fixed by the Board, for the transaction of such business as may properly come before it. The Board may, by motion at any regular meeting, dispense with the next regular meeting or meetings.

Notification of the date, time, and place of meetings of the Board must be given to members of the Board at least five (5) days prior to the meeting date. A quorum must be present for Board decisions.

Regular meetings are open to members of the Corporation. If a member intends to bring business before the board, that member must notify the President in writing at least 48 hours before the meeting as to the nature of the business. The President must approve the request for it to be added to the meeting's agenda.

Unless invited by the Board of Directors, a non-member of the Corporation is not entitled to attend regular meetings of the Board.

4.02 Annual Meeting

The Annual Meeting of the Members shall be held, as described above in Article 2 of these Bylaws.

4.03 Special Meetings

Special meetings shall be held on the call of any Executive Director, at a time and place to be fixed by the President. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

4.04 Notice

Notice of all meetings other than Special Meetings shall be given to the members of the Board at least five (5) days prior to the date of the meeting. Notice of Special Meetings shall be given at the discretion of the President.

4.05 Quorum

A quorum consists of at least eight (8) board members, three (3) of which are members of the Executive Board.

In addition to those Board members who are actually present at a meeting, Board members shall be deemed as present at such meeting if a telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used. The act of a majority of the Board members present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Board members from the meeting so as to reduce the number of Board members present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board of Directors at the meeting or any adjournment thereof.

4.06 Attendance

The Board may, at its discretion, declare vacant the office of any Director who is absent from two (2) consecutive meetings of the Board of Directors.

Article V. EXECUTIVE OFFICERS OF THE BOARD

5.01 Officers

Members of the Board of Directors shall perform the functions of the designated Officer positions of the Corporation. The Officer positions of the Corporation to be held by the Executive Directors shall be the President, Vice-President, Secretary, Treasurer, Registrar, and Coaching Coordinator. These Officers shall form the Executive Committee, with powers and responsibilities as set forth by resolution of the Board.

5.02 President

The President is the principal corporate officer of the Corporation and presides at all meetings of the Board of Directors. The President shall appoint the members and chairmen of all the committees of the Board. The President shall have the general powers and duties of supervision and management as are usually vested in the office of president of a corporation, and shall have further powers in the performance of such other duties as the Board of Directors may from time to time prescribe, including but not limited to the following:

- (a) To preside at all regular or special meetings of the Corporation or the Board,
- (b) To call special meetings of the Corporation or the Board;
- (c) To make decisions on questions not provided for in the Bylaws or rules until the next regular or special meeting of the Board of Directors,
- (d) To represent or designate suitable representation for the Corporation at other ice hockey association meetings;
- (e) To serve as the Corporation's PAHL representative;
- (f) To appoint Chairpersons of committees;
- (g) To serve as an ex-officio member of all committees;
- (h) To chair the Executive Board; and
- (i) To chair the Discipline and Hockey Operations Committees.

5.03 Vice President/Director of Fundraising

The Vice President shall perform such duties as may be assigned by the Board of Directors or the President. The Vice President shall have the duties and powers of the President when the latter is absent, disabled or for whatever reason is unable to act. The Vice President also serves as the Director of Fundraising for the Corporation.

5.04 Secretary

The Secretary is the official keeper of corporate records. The Secretary shall perform such duties as may be assigned by the Board of Directors or the President. These duties include, but are not limited to:

- (a) To record the attendance and Minutes of all regular and special meetings of the Board of Directors or the membership;
- (b) To assume the responsibility for directing the Associations correspondences; and
- (c) To maintain an attendance record and record unexcused absences of Board Members.

5.05 Treasurer

The Treasurer is the financial steward of the organization. The treasurer's responsibilities include, but are not limited to:

- (a) To receive and collect all funds due the Corporation and deposit them into a charter bank or banks. The Treasurer shall furnish a security bond as the Board of Directors shall deem necessary, the cost of which shall be paid by the Association;
- (b) To pay the rightful obligations of the Association, as approved by the Board of Directors;
- (c) To provide a Quarterly Report and an Annual Report as to the financial condition of the Corporation;
- (d) To prepare and file any financial reports that may be required by state or federal regulations;
- (e) To keep and maintain ledgers and other books of account, which may be audited at the request of the Board of Directors; and
- (f) With the consent of the President, negotiate non-standard payment arrangements with members and/or vendors for the benefit of the organization.

5.06 Registrar

The duties of the Registrar shall include, but not be limited to the following:

- (a) To receive membership information and register all players registered with the Corporation prior to the start of the hockey season;
- (b) To complete all registration information required by AHA, PAHL, Mid-Am Hockey, and USA Hockey prior to the start of the hockey season;
- (c) To file all pertinent forms with PAHL, Mid-Am Hockey, and USA Hockey prior to the start of the hockey season;
- (d) To maintain a complete and accurate record of all active members and players of the Corporation; and
- (e) Additional duties as may be specifically assigned by the President or the Board of Directors.

5.07 Coaching Coordinator

The Coaching Coordinator is knowledgeable of individual coaches, players, teams, and competitive levels within the PAHL. This position is concerned with the identification, development, education, and qualification of coaches within the Corporation. The Coaching Coordinator's duties shall include, but not be limited to the following:

- (a) To serve as a member of the Hockey Operations Committee;
- (b) To submit to the Hockey Operations Committee candidates for Head Coach positions after teams have been determined;
- (c) To develop, direct, and deliver coaching clinics designed to enhance and enrich the skills of coaches in the Corporation;
- (d) To preside over all coaches meeting;
- (e) To function as the liaison with the local referees;
- (f) To coordinate procedures to critique referees working the Corporation's games, and present the results to the referee association in the interest of improving all referees;

- (g) To inform coaches of pertinent information regarding external clinics and/or training programs;
- (h) Develop post season player evaluations and work with the coaches of all of the Corporation's teams to complete these evaluations;
- (i) Conduct post season interviews with each head coach within the Corporation; and
- (j) Such other duties as may be specifically assigned by the President or the Board of Directors.

5.08 Other Board of Directors Positions

Other positions of the Board of Directors of the Corporation shall perform such duties as may be assigned by the Board of Directors, or the President, and shall include those duties set forth in a resolution adopted by the Board. Other than the Executive Director Positions, the Board may designate additional positions or discontinue positions.

Article VI. COMMITTEES

6.01 Creation of Committees

The creation of committees is at the discretion of the Board of Directors. The Board of Directors may at any time determine that any one or more Committees should not exist, the functions of such Committees should be assigned to a new or to an existing Committee or to an individual officer or agent of the Corporation. If a new Committee is established, the resolution creating it should designate the authority of the Board which the Committee shall have and any limitations thereof and the functions the Committee shall discharge.

- (a) The Corporation Secretary will maintain a file, either paper or digital, containing the charter for each committee. The charter will include the purpose and function of the committee, the name of the committee chair, and the members of the committee.

6.02 Resignation and Removal

Any member of a committee may resign from the committee at any time by giving written notice to the Chairman of the Committee. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later time specified in the resignation notice. Any member of a committee, excepting the Executive Board, may be removed at any time by a resolution adopted by a majority of the Board of Directors.

6.03 Vacancies

All Committees shall consist of no less than three (3) members. Vacancies within a committee are to be filled by the Committee Chair.

6.04 Meetings and Notice

Meetings of a Board Committee may be called by the President, the Committee Chair, or any two (2) of the Committee's voting members. Each Committee shall meet as often as it is necessary to perform its duties. Oral or written notice of the time and place of any meeting of a committee shall be given to each of its members.

Article VII. FINANCIAL STATEMENTS

7.01 Financial Statements

The Treasurer shall at least once each year, or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the Corporation for the preceding fiscal year.

Article VIII. GENERAL PROVISIONS

8.01 Fiscal Year

The fiscal year of the Corporation shall begin August 1st and end July 31st of the following year and may be changed, as the Board of Directors shall at any time determine.

8.02 Parliamentary Procedure and Order of Business

All meetings shall be governed by the rules of parliamentary procedures. Robert's Rules of Order shall govern questions of procedures. The order of business at all meetings of the Board of Directors shall be as follows:

1. Call to Order
2. Roll Call
3. Election, if any
4. Consideration of Minutes of Previous Meeting
5. Communications
6. Report of Officers, Committees and Administration
7. New Business
8. Adjournment

8.03 Indemnification and Insurance

- (a) Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her-estate, or its personal representative is or was a Board member, officer or employee of the Corporation or an individual (including a medical staff appointee) acting as an agent of the Corporation or who serves or served any other corporation or other entity or organization in any capacity at the request of the Corporation while he or she is or was a Director, officer or employee or agent of the Corporation, shall be and hereby is indemnified by the Corporation.
- (b) Said indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the Commonwealth of Pennsylvania, as they may be amended from time to time, or such other law as may be applicable to the extent such other law or laws are not inconsistent with the laws of Pennsylvania.
- (c) The foregoing provisions of this Article shall be deemed to be a contract between The Corporation and each Director, officer, employee and agent of the Corporation, in such a capacity at any time while this Article is in effect. Any repeal or modification of this Article or any applicable provision of the laws of Pennsylvania shall not affect any rights or obligations then existing as they relate to any action or proceeding therefore or thereafter brought or threatened, based in whole or in part upon any such state of facts. However, the right of indemnification provided in this Article shall not be deemed exclusive of any other rights to which any Director, officer, employee or agent of the Corporation may now be or hereafter become entitled apart from this Article.
- (d) Limitation on Liability - No Director of this Corporation shall be personally liable for monetary damages as such for any action taken or for any failure to take any action unless:
 - a. The Director has breached or failed to perform the duties of his or her office as set forth in applicable statutes (including but not limited to Subchapter B of the Non-profit Corporation Law of 1988, 15 Pa. C. S.A. 0 5712) relating to standard of care and justifiable reliance; or
 - b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

8.04 Distribution of Assets upon Dissolution of the Corporation

In the event that the Corporation shall be dissolved or wound up at any time, then all of the assets of the Corporation remaining after provision has been made for payment of its known debts and liabilities, as provided by law, shall be distributed exclusively to and become the property of those non-profit corporations as determined by the Board of Directors with purposes similar to those of the Corporation set forth Article Two and which are exempt from federal income tax under section 501(c)(3) of the Code. In the event that such non-profit corporations no longer exists or no longer qualify as exempt organizations under Section 501(c)(3) of the Code, said assets shall be transferred to such non-profit funds, foundations or corporations as shall be selected and designated by the Board of Directors of the Corporation, and which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of as directed by a court of competent jurisdiction, to non-profit, tax-exempt organizations providing for the recreation and well-being of the youth of the Commonwealth of Pennsylvania. No private individuals shall share in the distribution of any corporate assets upon dissolution of the Corporation.

References in these Bylaws to a section of the Code shall be construed to refer both to such Section and to regulations promulgated there under, as they now exist or may hereafter be amended in this or in subsequent Internal Revenue laws.

8.05 Amendments

These Bylaws, excepting Article Eight, Section 8.04, and any provisions relating to the Executive Board of the Corporation, may be amended or repealed and/or new bylaws be adopted at any meeting of the Board of the Corporation, by a majority vote. Any amendment to, repeal of or proposed Bylaws relating to the Executive Board may be made only by a majority vote of the Executive Board.

8.06 Non-Discrimination

The Corporation does not and shall not discriminate on the basis of race, color, religious belief, sex or national origin in admitting youth to its programs.

8.07 Effective Date

These Bylaws shall become effective upon the adoption by a majority of the Board of Directors of the Corporation.

Bylaws as amended 24 April 2014.