

SECTION V

BYLAWS

ARTICLE I CORPORATION NAME AND OBJECTIVES

Section 1 - Corporation Name

The name of the corporation shall be the Pioneer Amateur Hockey Association, Inc.

Section 2 - Objectives

The objectives of the corporation shall be to promote the sport of ice hockey in accordance with the principles set forth in the restated Articles of Incorporation.

ARTICLE II MEMBERSHIP

Section 1 - Eligibility

There shall be three types of membership as follows:

1. Participant - A participant member shall be a player who is duly registered in accordance with the requirements established by the Board of Directors.
2. Regular - A regular member shall be the parent or legal guardian of a duly registered participant. Regular members may participate in all off-ice programs and projects of the Corporation and shall be allowed to vote on the management of the affairs of the Corporation at the Annual Meeting and all special meetings of the Corporation. For voting purposes, each participant member shall be allowed one (1) vote to be cast by a regular member who is a parent or legal guardian 18 years or older on his or her behalf.
3. Associate - An association member shall be an individual not otherwise a member who supports the objectives of the corporation and who meets any of the following requirements:
 - a. being elected as an officer as a member of the Board of Directors; or
 - b. appointment by the Board of Directors;
 - c. is serving as a committee member.

Section 2 - Dues

Membership dues for each category of membership shall be in such amount as may be set by the Board of Directors. No member may vote or hold office whose dues and assessments are not paid for the current year. Special assessments may be levied and shall be collectible in the same manner as dues.

Section 3 - Termination of Membership

By resignation: Any member in good standing whose dues and assessments are paid in full may resign at any time that individual may desire.

By revocation: A membership may be terminated by revocation as provided in Article IX of the By-Laws.

ARTICLE III MEETINGS

Section 1 - Corporation Meetings

Annual meetings of the corporation shall be held in the City of Palmer at such time and place as may be designated by the President. The membership shall be notified of the time and place of the Annual Meeting and all special meetings of in accordance with the PAHA handbook.

Section 2 - Board of Directors Meetings

Meetings of the Board of Directors shall be held at the call of the President, and/or Vice President or Treasurer at such time and place as may be designated by the President, and/or Vice President or Treasurer. A majority of the Board shall constitute a quorum, but not less than four members for the transaction of business which can be done via email or teleconference or in person at the discretion of the President.

ARTICLE IV OFFICERS AND BOARD OF DIRECTORS

Section 1 - Officers

The Corporation's officers shall consist of the President, Vice President/Program Director, Treasurer, Player Agent, Registrar, Secretary, Coaching Director, ASHA House Council Rep./ ASHA Comp. Council Rep. all of who shall serve in their respective capacities with regard to both the Corporation and its meetings. All officers shall be elected by the general membership with two exceptions; the Coaching Director and ASHA House/ Comp. Council Reps. shall be appointed by the Board of Directors of the corporation.

Section 2 - Board of Directors

The Board shall consist of up to 8 members, 6 of whom shall be the Executive Officers of the Corporation and 6 of whom shall be elected at the Annual Meeting and two Board of Directors appointed positions consisting of a Coaching Director and ASHA House Council Rep./ASHA Comp. Council Rep. Thereafter, Board Members, as required, shall be elected at Annual Meetings. Long-range planning and general management of the affairs of the Corporation shall be entrusted to the Board of Directors. The Board may appoint other individuals to assist in the general management of the Corporation as appropriate and needed; including serving as a standing committee head in the event that committee leadership cannot be satisfied by current board members. At no time may an immediate family member of a BOD member hold a BOD appointed position.

The non-elected appointees will be assigned titles and duties by resolution enacted at a regular Board meeting following the Annual Meeting or as soon thereafter as appointments are made.

Section 3 - Vacancies

Vacancies in the offices or on the Board of Directors shall be filled by a majority vote of the Board of Directors for the unexpired term of the office.

ARTICLE V CORPORATION YEAR, ANNUAL MEETING, ELECTIONS

Section 1 - Corporation Year

The corporation year shall run from August 1st to July 31st.

Section 2 - Annual Meeting

The annual meeting shall be held in the month of March of each year, at the call of the President. The current President will set a meeting for April at which meeting newly elected members of the Board of Directors shall be seated. Those seated shall take office at the April meeting, and each outgoing Director shall turn over to his/her successor in office all properties and records relating to the directorship.

Section 3 - Elections

Elections for BOD positions shall be held at the Annual Meeting. The President shall appoint one member to gather names and biographies of persons desiring to be on the Board of Directors. The member shall be appointed no later than 30 days prior to the date set for the Annual Meeting. Names shall be solicited from the general membership for people interested in the positions to be elected. The recommendations shall be presented to the Board of Directors no later than 10 days prior to the date set for the Annual Meeting and a ballot prepared for the election. In addition, but not limited to nominations for elected positions will be accepted from the floor at the Annual Meeting.

The following positions will be elected on ODD numbered years: Vice-President, Secretary and Player Agent. The following positions will be elected on EVEN numbered years: President, Treasurer and Registrar. All will have a term of two consecutive years. BOD appointed positions will be appointed by the BOD at the Annual Meeting for a term of two years.

ARTICLE VI COMMITTEES

Section 1 - Committee Appointments

The President shall appoint such committees, as he/she deems necessary to carry out the functions of the corporation. The President shall be an ex-officio member of all committees and may serve as he/she chooses.

There shall be standing committees of the Board. All committees shall be appointed by the President, subject to approval of the Board of Directors, to serve under the chairperson of a member of the Board of Directors. Standing committees may appoint sub-committees for specific purposes. The committee chair shall appoint members of sub-committees.

ARTICLE VII DISCIPLINE

Section 1 - Expulsion

Any elected director shall be subject to dismissal from the position to which elected for willful failure, or failure through benign neglect, to complete the duties and meet the obligations reasonably attendant to the position to which he/she was elected. Dismissal proceedings may be initiated by the President at the request of any Board Member including the President. The decision to dismiss will be final upon majority vote by written ballot of the Board Members exclusive of the Board Member subject to dismissal. A Board Member so dismissed may not serve on the Board as an appointed member for the balance of the hockey year from which he/she is dismissed.

ARTICLE VIII TRANSACTION OF BUSINESS

Section 1 - Transaction of Business

Before this corporation transacts any business or acquires any property, the membership of the corporation must meet and adopt these by-laws. A majority vote of all Board of Directors in good standing shall be necessary for the adoption of such by-laws.

Section 2 - Finances

Prior approval is required for all checks over \$2500. The President, Treasurer, and/or Vice President are authorized to sign. At the close of each year, the Treasurer shall prepare a financial report for review by the Board of Directors and present to the general membership at the annual meeting.

ARTICLE IX CONFLICT OF INTEREST POLICY OF PIONEER AMATEUR HOCKEY ASSOCIATION

Section 1 - Purpose

The purpose of the conflict of interest policy, as adopted by the Board of Directors, is to protect PIONEER AMATEUR HOCKEY ASSOCIATION'S interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Definitions

1. Interested Person - Any director, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 - Procedures

1. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous

transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 - Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE X CORPORATE SEAL

Section 1 - Corporate Seal

The Board of Directors may select and adopt a seal that shall be the seal of this corporation.

ARTICLE XI AMENDMENTS

Section 1 - Amendments

These by-laws may be amended by a 70% vote of support by the general membership.

ARTICLE XII DISSOLUTION

Section 1 - Dissolution

The corporation may be dissolved at any time by the written consent of no less than three-fourths of the members. After payment of all debts of the corporation, its remaining property and assets shall be disposed of by the Board of Directors in existence at the time of dissolution to a successor hockey organization, municipal corporation, or other non-profit organization, who in the judgment of the Board of Directors will best continue the objectives of the corporation.