

**AMENDED AND RESTATED BYLAWS OF
RIVER CITY HOCKEY TRAVEL ASSOCIATION**

**ARTICLE I
NAME AND PURPOSE**

Section 1.1 **Name.** The name of the Nonprofit Corporation is **River City Hockey Travel Assoc., Inc.** (the “*Association*”).

Section 1.2 **Purpose.** The Association is organized as a non-profit corporation and shall be operated exclusively to carry out the following purposes: to inspire youth participation, regardless of race, creed, or gender, in amateur ice hockey; to practice the ideals of sportsmanship and physical fitness; to bring area players closer together through, and instruct them in, the fundamentals of the sport of Ice Hockey; to encourage spectators to behave in an exemplary manner; to keep the welfare of the players foremost; and keep the Association free from any compulsion for power and glory.

Section 1.3 **Method.** To promote a youth hockey program organized in five divisions for ages 18 and under, divided into age levels that adequately recognize the relative physical development of the participating players - a Mite Division, a Squirt Division, a Pee wee Division, Bantam Division, and a Midget Division. All players must be a member of USA Hockey and Texas Amateur Hockey Association. It is the intent of the Association to provide a competitive travel program where the number of players and their skill levels make such programs possible.

Section 1.4 **Affiliations.** The Association shall be non-partisan and nonsectarian, and shall take no part in or lend its influence or facilities in support of any initiative or to the nomination, election, or appointment of any candidate for any office in any jurisdiction; except as pertains directly to the establishment or functioning of the Association.

**ARTICLE II
MEMBERS**

Section 2.1 **Members.** The Association will have members.

Section 2.2 **Number, Powers and Duties.** There shall be no limit on the number of members (“*Members*”) the Association may have. The Members shall exercise such rights and perform such duties as required or permitted by law, the Articles of Incorporation of the Association, as amended from time to time (“*Articles of Incorporation*”), or these Amended Bylaws of the Association, as may be amended from time to time (“*Bylaws*”).

Section 2.3 **Identity.** The Members will be a player or player’s parent, whose dues are current, or an individual who is recognized as a volunteer by the Board of Directors, who donates time and talent to the Association.

Section 2.4 **Regular Meetings.** Regular meetings of the Members shall be held at least annually on prescribed days and at such time as determined by the Board of Directors. The Board of Directors shall notify

all Members in an acceptable manner, including but not limited to via email. The Secretary or designate is responsible for advising all Members of the time and day of any regular meeting not being held on the prescribed day, no less than two (2) days prior to said meeting. An agenda for all meetings should be prepared and available to all those who attend. The Secretary shall keep a roster of attendance at every regular meeting. All Members are encouraged to attend general meetings and voice their opinions. Members have a right to be recognized and to be heard by the Board of Directors.

Section 2.5 Special Meetings. Special Meetings of the Members may be called by the Board of Directors or by one-tenth of the Members, and shall be held at such time and location as the Board of Directors may determine. The Secretary shall notify all Members of the purpose and agenda for a special meeting at least 24 hours prior to the meeting by any appropriate means, including but not limited to via email.

Section 2.6 Limitations on Debate: At any regular, special, or committee meeting every person with a membership capacity can speak on any subject brought before the Association for consideration. Time for presentation may be limited by the chairperson of the meeting as long as each Member requesting to be heard is accorded equal time.

Section 2.7 Action by Members. Any action that may be required by law, the Articles of incorporation, or these Bylaws to be taken by the Members shall be evidenced in writing and shall be filed in the minute book of the Association as part of the permanent records of the Association.

Section 2.8 Quorum: For all regular and special meetings of Members a quorum shall consist of one-tenth of the Members. A quorum for all committee meetings shall consist of a majority of the committee members.

Section 2.9 Non-Liability of Members. The Members shall not be personally or individually liable for the debts, liabilities or obligations of the Association.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General Powers. The Association's board of directors ("***Board of Directors***") shall manage the business of the Association. The business of the Association means the usual and customary activities associated with the Ice Hockey Program.

Section 3.2 Eligibility: A Member in good standing is eligible to seek a position on the Board of Directors.

Section 3.2 Number; Term. The number of directors shall be fixed, and may be increased or decreased from time to time, exclusively by a resolution adopted by a majority of the entire Board of Directors. At no time will the number of directors be less than three (3). The directors shall be apportioned, with respect to the time for which they severally hold office, into two classes, as nearly equal in number as is possible and designated Class I and Class II. Class I shall be initially elected for a term expiring at the annual meeting of Members to be held in April 2010, and Class II shall be initially elected for a term expiring at the annual meeting of Members to be held in April 2011. Directors in each class shall hold office until their successors are

elected and qualified. At each succeeding annual meeting of the Members, the successors of the class of directors whose term expires at that meeting shall be elected for a term expiring at the annual meeting of Members held in the second year following the year of their election. Elections will be held annually prior to April 30, and the directors will assume office at the first meeting of the Board of Directors following their election. In case of any increase or decrease, from time to time, in the number of directors, the number of directors added to or eliminated from each class shall be apportioned so that the number of directors in each class thereafter shall be as nearly equal as possible.

Section 3.3 Actions by the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 3.4 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of a Board of Directors; but if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 3.5 Nominations of Directors. A slate of candidates shall be submitted by an election committee ("***Election Committee***") appointed by the President, thirty days before the scheduled election. Additional nominations can be accepted at any time before the election, provided prior approval has been obtained from the nominee, by contacting any member of the Election Committee.

Section 3.6 Election of Directors. The election will be conducted by the Election Committee. Each Member's family may submit only one ballot. Ballots will be prepared by the Election Committee and provided to each Member's family. The Election Committee will schedule an election meeting where ballots can be submitted to the Election Committee. Ballots may also be submitted to a member of the Election Committee two (2) days prior to the scheduled election meeting. The nominees receiving the highest numbers of votes will fill the vacant spots on the Board of Directors.

Section 3.7 Meetings. The Board of Directors shall meet at regular periods with the date, time and place for such meetings to be set by the Board of Directors. Any two (2) directors may call a special meeting provided that notice of a special meeting is given to all members of the Board of Directors at least forty-eight (48) hours in advance of holding the special meeting. The Secretary shall record the minutes and attendance at all meetings of the Board of Directors.

Section 3.8 Removal and Appointment of Directors. A director who is absent from three (3) consecutive Board of Directors meetings without a reasonable excuse deemed valid and so recorded, or who no longer meets the eligibility requirements listed in Article III, may be subject to removal by other members of the Board of Directors. Upon resignation or removal of a director, the President may appoint a Member to fill the unexpired vacant position on the Board of Directors.

ARTICLE IV OFFICERS

Section 4.1 Roster of Officers. The Association shall have a President, Vice-President, Secretary, Treasurer, Commissioner and Assistant Commissioner. The Association may have, at the discretion of the

Board of Directors, such other officers as may be appointed by the directors. One person may hold two or more offices, except the offices of President and Secretary.

Section 4.2 Election and Removal of Officers. Each of the officers shall serve until their successor is duly elected and such successor qualifies. Officers may serve consecutive terms in the same office without limit. The election of officers shall be by majority vote of the directors attending the meeting.

Section 4.3 Vacancy. If a vacancy occurs during the term of office for any officer, the Board of Directors shall elect, by majority vote of directors present at the next duly called meeting held as soon as practical, a new officer to fill the position for the remainder of the term.

Section 4.4 President. The President shall be the administrative head of Association and be responsible for the Association and its Bylaws. The President shall preside at all meetings of the Association, and perform all duties incident to the office. The President must be a member of the Association, but will be permitted to cast a vote in matters submitted to the Members for a vote only as a means of breaking any tied votes. The President shall, subject to the approval of the Board of Directors, establish all committees, both standing and temporary. Unless otherwise indicated in these Bylaws, the President shall be responsible to ensure that all Association business and meetings are conducted according to the latest edition of **Robert's Rules of Order**.

Section 4.5 Vice President. The Vice President shall act as aide to the President and shall further act in the absence of the President as acting President. The Vice President must be a Member of the Association. The Vice President shall coordinate the workings of all committees in accordance with Article V. The Vice President shall also function as the Sergeant-At-Arms during all regular meetings and be responsible for their orderly conduct.

Section 4.6 Secretary. The Secretary shall perform such duties as are incident to the office, subject to the direction of the Board of Directors. It shall be the duty of the Secretary to conduct the official correspondences, preserve all book, documents and communications, and maintain an account record of all proceedings of the Association and the officers.

Section 4.7 Treasurer. The Treasurer shall acknowledge all moneys and assets of the organization, keeping accurate record of receipts and expenditures; pay out funds in accordance with the approved budget. The Treasurer shall present a printed financial statement at every meeting of the organization and at other times as requested. The financial statement shall show receipts and disbursements for each budgeted account for that quarter and make mention of all unpaid bills at the time of statement. The treasurer's books shall be examined annually in June by a committee of no less than three (3) non-board Members who satisfied that the books are correct and shall sign a statement at the end of the books certifying its correctness. At least one checking account will be maintained by the Association. Only the President, Vice President, Secretary, Treasurer or Commissioner may sign checks.

Section 4.8 Commissioner. The Commissioner will be responsible for the composition of the teams, scheduling and coaches. In that regard, the Commissioner will supervise the "River City Travel Hockey Coach's Association" ("*Coach's Association*") activities. The Commissioner is responsible for coach recruiting, assessment, and recommendations regarding the appointment of coaches. The Board of Directors must approve the assignment of all coaches subject to the recommendations of the Commissioner. The Commissioner will be responsible to negotiate ice time and rates with participating rinks.

Section 4.9 **Assistant Commissioner.** The Assistant Commissioner shall act as an aide to the Commissioner and shall further act in the absence of the Commissioner as acting Commissioner. The Assistant Commissioner shall perform any other duties as determined by the Board of Directors.

ARTICLE V COMMITTEES

Section 5.1 **Committees.** Upon approval by the majority of the Board of Directors, the President may, as necessary, designate one or more committees and the duties of any such committee, so long as such designation is not in conflict with other provisions of these Bylaws. The President shall appoint all committee chairpersons. A committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of President with approval of the Board of Directors. All committees shall report their findings and actions to the President and the Board of Directors. Any committee involved with funds must keep an itemized report of all receipts and disbursements and report such to the Treasurer. Upon the completion of the task for which designated, such committee shall be dissolved.

Section 5.2 **Quorum and Voting.** A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.3 **Meetings and Notices.** Meetings of any committee may be called by the president or the chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the committee of the time and place of the meetings. Each committee shall keep minutes of its proceedings.

Section 5.4 **Resignations and Removals.** Any member of any committee may resign at any time by giving notice to the chair of the committee or the secretary of the Nonprofit Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove at any time with or without cause any member of any committee who was originally appointed thereto as provided in these Bylaws.

Section 5.5 **Vacancies.** A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE VI ACTION BY WRITTEN CONSENT

Any action required to be taken at a meeting of the Members or Board of Directors, or which may be taken at a meeting of the Members, the Board of Directors, or a committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by the Members, or all directors or committee members and such consent shall have the same force and effect as a unanimous vote at a meeting.

ARTICLE VII INCOMING FUNDS, DISBURSEMENT AND BUDGETS

Section 7.1 **Incoming Funds.** All money solicited and received by a member or authorized person, under the auspices of the Association, shall be turned over to the Treasurer who will notify the President. All Association funds shall be deposited in a thrift institution approved by the Board of Directors.

Section 7.2 **Disbursements.** No disbursement of funds shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. Disbursements need to be signed by the authorized President, Secretary, Vice President, Treasurer, or Commissioner. No disbursement may be made without receiving an invoice or receipt.

Section 7.3 **Budgets.** All Association fiscal matters will be based on seasonal budget based on the number of players and teams organized and the planned length of each season. A proposed seasonal budget will be submitted by the Treasurer and approved by the Board of Directors. All non-budgeted funds received will be subject to review by the Board of Directors.

ARTICLE VIII COACHES

Section 8.1 **Coach's Association.** River City Hockey Travel Association is dedicated to the maintenance of a strong and progressive program of personal character and skills development among youth hockey players. The cornerstone of this program is a strong coaching program that emphasizes coach education and development. All coaches will be members of the Coach's Association. The purpose of the Coach's Association is to advise the Commissioner on all matters regarding the hockey program and to mutually assist in the development of coaching skills.

Section 8.2 **Head Coach.** Each team must have a Head Coach. All head coaches must have appropriate coaching certification and will be selected according to qualifications, experience and merit. The Board of Directors will approve the appointment of head coaches upon the recommendation of the Commissioner.

Section 8.3 **Assistant Coach.** Each team should have at least two assistant coaches. All assistant coaches must have appropriate coaching certification and will be selected according to qualifications, experience and merit. The Board of Directors will approve the appointment of assistant coaches upon the recommendation of the Commissioner.

Section 8.4 **Retention/Removal of Coaches.** The retaining or removal of any coach will be the responsibility of the Commissioner subject to the approval of the Board of Directors.

Section 8.5 **Certification of Coaches.** All coaches will become certified by USA Hockey. At the direction of the Commissioner, the Association will conduct a background check on any individual volunteering as a coach, assistant coach, or manager.

ARTICLE IX AMENDMENTS

Changes to the Bylaws must be approved by the Members through a majority vote. Revisions to Bylaws must be communicated to Members thirty (30) days before the vote. Copies of the Bylaws should be made available to any member on request.