

**BYLAWS  
OF  
ROCKY MOUNTAIN DISTRICT HOCKEY, INC.  
Revised & Adopted September 11, 2021**

**1. NAME, REGISTERED OFFICE, AND REGISTERED AGENT.**

1.1 Name. The name of this Corporation is ROCKY MOUNTAIN DISTRICT HOCKEY, INC. In these Bylaws, this Corporation may also be referred to as the Corporation, the District or the RMD.

1.2 Registered Office and Registered Agent. The registered office and registered agent shall be as the Corporation shall designate from time to time.

**2. NONPROFIT CORPORATION, PURPOSES AND POWERS.**

2.1 Nonprofit Corporation. This Corporation is organized under the Colorado Nonprofit Corporation Act.

2.2 Purposes. The purposes for which this Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and in this regard, specifically on behalf of and as authorized by USA Hockey, pursuant to its Bylaw 3, to promote and administer amateur hockey within the States of Arizona, Colorado, Idaho, New Mexico, Oklahoma, Texas and Utah and the Rocky Mountain District of USA Hockey; to organize and unite the efforts of all amateur hockey groups and organizations within the identified States; to conduct ice hockey tournaments and to select representatives for other tournaments, as sanctioned by USA Hockey; to select qualified players for USA Hockey Development Camps; to administer and distribute grants to its affiliate organizations; to operate within the policies, procedures and guidelines of USA Hockey; and to associate with other amateur hockey associations.

2.3 Powers. This Corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and as may be permitted under the USA Hockey Bylaws, Rules & Regulations, Policies, Playing Rules and decisions of the USA Hockey Board of Directors.

2.4 Jurisdiction: The Rocky Mountain District recognizes the right of each USA Hockey Affiliate to have certain delegated authority to administer their leagues, teams, and players according to the USA Hockey By-Laws, and the USA Hockey Affiliate Agreement.

**3. MEMBERSHIP AND BOARD OF DIRECTORS.**

3.1 Membership. This Corporation shall have members. Members shall consist of the Affiliate organizations for each USA Hockey Affiliate within the geographical boundaries of the Rocky Mountain District and the Rocky Mountain District Directors. The President of each Affiliate shall represent their respective members at any meeting of the Board.

3.2 Board of Directors. The Board of Directors of the Corporation shall be comprised of the Affiliate President for each Affiliate Member, and each Rocky Mountain District Director. Each Affiliate President shall automatically and

immediately become a member of the Board of Directors upon his/her election as President and may not have his/her membership suspended, restricted, compromised or eliminated in any way by the Corporation. Each Affiliate President shall cease to be a member of the Board only upon one of the following:

3.2.1. Removal by USA Hockey,

3.2.2. Election by the Affiliate of a replacement President; or,

3.2.3. Resignation.

3.3. Rocky Mountain District Directors. Each Rocky Mountain District Director shall automatically and immediately become a member of the Board of Directors of the Corporation upon his/her election as set forth in Section 7 below.

3.4 District Personnel. Personnel of the Rocky Mountain District, including the Coach-in- Chief, Referee-in-Chief, Registrar, Risk Manager and any USA Hockey Section representatives, shall be members of the Board but shall not have a vote on any matter coming before the Board.

#### **4. MEETINGS OF MEMBERS AND DIRECTORS.**

4.1 Rocky Mountain District Annual Meeting. The Annual Meeting of the Rocky Mountain District of USA Hockey shall be held prior to the beginning of each current USA Hockey season. The time, place, and format (in-person, teleconference or video conference) is to be determined by the Board.

4.2. Winter Meeting. A Winter Meeting of the Board of Directors shall be held, preferably at or before the USA Hockey Winter meeting. The time, place, and format (in-person, teleconference or video conference) is to be determined by the Board.

4.3. Special Meetings. Special meetings of the Board of Directors may be held upon the request or motion of a majority of the Board members. A special meeting may be held only upon request, submitted in writing, with at least 14 days' notice of the time and place and subject of such special meeting. Special meetings shall otherwise proceed as regular meetings of the Corporation.

4.4. Meeting Notification. It shall be the responsibility of the Rocky Mountain District President or his/her designee to notify the following persons at least 14 days before the meeting:

Rocky Mountain District Affiliate Presidents

Rocky Mountain District Directors

Rocky Mountain District Vice President

Rocky Mountain District Treasurer

Rocky Mountain District Secretary

USA Hockey and Rocky Mountain District Support Personnel or others as may be appropriate.

Such notice may be given either personally, by sending a copy of the notice through the United States mail, postage prepaid, by first class or registered mail, to the address of each member appearing on the books of the Corporation or by telecopier sent to the member's telecopier number appearing on the books of the Corporation or by electronic mail sent to the member's electronic mail address appearing on the books of the Corporation.

4.5. Agenda. An agenda shall be prepared and published by the District President no later than seven (7) days prior to any RMD meetings and shall be sent to each of the persons listed in 4.4. Item(s) placed on the agenda less than seven (7) days prior to the meeting can be discussed but no issue pertaining to such agenda item(s) may be passed without an affirmative 2/3 vote of all voting Board members. Agendas for special meetings shall be submitted with the request for such meeting.

4.6. Submission of Agenda Items. Only Rocky Mountain Affiliate Presidents, Rocky Mountain District Directors, Rocky Mountain District Officers, or USA Hockey-appointed District personnel may submit items for inclusion on the Agenda. Anyone else wishing to submit an agenda item must present it to one of the above for submission.

4.7. Cost. Meeting costs shall be budgeted by the District Treasurer and approved by the Board as part of the annual budget for the RMD. Funding for the meetings shall be from the District Budget.

## **5. CONDUCT OF MEETINGS**

5.1. Conduct of Meeting. Meetings shall be chaired by the District President or his/her designee and shall be recorded by the District Secretary or his/her designee.

5.2. Waiver of Notice or Objection. A member of the Board or a director, either before or after a Board meeting, may waive notice of the meeting. The waiver must be in writing, signed by the member/director entitled to notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Attendance at a Board meeting, in person by a person entitled to notice shall constitute a waiver of lack of notice or defective notice of the meeting unless at the beginning of the meeting the Board member (or Official Designees)/director objects to holding the meeting or transacting business at the meeting. A board member's (or Official Designees)/director's attendance at a meeting, either in person, waives objection to the consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member (or Official Designee)/director objects to considering the matter when it is presented.

5.3. Quorum, Vote Required and Adjournment. A majority of the members/directors represented in person shall constitute a quorum at any meeting of the Board. If a quorum is present, the action of a majority of the members (or Official Designees)/directors present shall be the act of the Board. If a quorum is not represented at a meeting, the majority of the members (or their official designee)/directors present in person may adjourn the meeting from time to time without notice if the new date, time and place of the meeting is announced before adjournment.

5.4. Voting. With the exception of voting for Rocky Mountain District Directors, all members (or their Official Designees) and District Directors shall cast one vote on all issues properly moved before the meeting. No individual person may cast more than one vote on any issue. Voting by an Official Designee shall not be considered proxy voting.

5.5. Official Designee. If an Affiliate President is unable to attend any Board or Annual Meeting, he/she may appoint an Official Designee. The Official Designee shall be a current member of the Board of Directors of the Affiliate of which the Affiliate President is unable to attend. No Affiliate President, District Director, District Officer, RMD Athlete Director, USA Hockey At-Large Director or other USA Hockey Officer may act as an Official Designee. Only one person may act as the "Official Designee" for any Affiliate President for the entire duration of the particular meeting. The proposed Official Designee must present written notice, signed by the Affiliate President, naming him/her as the Affiliate President's Official Designee, to the District Secretary at least 24 hours prior to the start of the meeting. Without such written authorization, no Official Designee may act on behalf of that Affiliate President. District Directors, other Affiliate Presidents, RMD Officers or other RMD Personnel shall not be allowed to appoint an Official Designee.

5.6. Poll Voting. If 2/3 of the members of the Board consent in writing (including by e-mail or facsimile) to any action taken or to be taken by the Board and the writing evidencing their consent is filed with the District Secretary and the President of the Rocky Mountain District, the action shall be valid as though it had been authorized at an in-person meeting of the Board. Such consent shall have the same effect as Board's action at a duly called meeting of the Board. Actions taken without an in person meeting shall be restricted to official District business and expenditures under \$2,000.

## **6. OFFICERS, EMPLOYEES AND AGENTS.**

### 6.1 Officers.

6.1.1. Executive Officers. The executive officers of the Corporation shall be elected by the Board and shall consist of a President, Vice-President, Secretary and Treasurer. The person receiving the most votes of the members/directors shall be deemed elected. The executive officers shall have a term of office of two (2) years. Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary. President, Vice-President shall also be members/directors. Other Officers may be but do not have to be members/directors. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these Bylaws.

6.1.2. Other Officers. Other officers, agents and employees that the members/directors from time to time may deem necessary may be elected by the members/directors or be appointed in a manner prescribed by the members/directors or USA Hockey.

6.2 Limited Voting Rights. No officer of the corporation shall have any additional vote at any meetings. An officer shall be entitled to vote only the vote he/she has as a member/director.

6.3 President: Powers and Duties. The President shall be the chief operating officer of the Corporation, shall preside at meetings of the members/directors, and shall perform the general operating duties of the Corporation. He/she shall also perform whatever duties and have whatever powers the members/directors may from time to time prescribe.

6.4. Vice-President: Powers and Duties. The Vice President shall in the absence or disability of the President, perform all duties and exercise all powers of the President He/she shall also perform whatever duties and have whatever powers the members/directors may assign to him/her.

6.5. Secretary: Powers and Duties. The Secretary shall attend all meetings of the members/directors shall publish the agenda for meetings and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He/she shall give, or cause to be given, notice of all meetings of the members/directors and shall perform whatever additional duties the members/directors may from time to time prescribe.

6.6. Treasurer: Powers and Duties. The Treasurer shall have custody of corporate funds and securities. He/she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in a depository or depositories designated by the members/directors. He/she shall disburse the funds of the Corporation and shall render to the President, members/directors, whenever they may require, an account of his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall furnish a bond satisfactory to the members/directors if they so deem, provided the Corporation shall pay the cost thereof. The treasurer shall perform the following traditional duties:

6.6.1. Prepare and submit a budget at the annual meeting and a financial report for all Rocky Mountain District funds at each meeting of the corporation.

6.6.2. Review and process any grant applications submitted by affiliates or other affected applicants.

6.6.3. Pay all authorized expenses of the District.

6.6.4. Maintain all District bank accounts and special funds, accounting, financial records and documents.

6.6.5. Review, process and oversee the filing of all corporate tax returns.

6.7. Removal of Officers and Agents. An officer, agent or employee of the Corporation may be removed by a majority vote of the members/directors whenever in their judgment the best interests of the Corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.8. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the majority vote of the members/directors. The officer so selected shall hold office for the remaining term of his predecessor.

## **7. ROCKY MOUNTAIN DISTRICT DIRECTORS**

7.1. Eligibility Requirements. In order to be eligible to hold the elected position of Rocky Mountain District Director a candidate shall have a permanent domicile within the Rocky Mountain District. No Affiliate may have more than two active District Directors from that Affiliate with the residency of the director being determined at time of election notwithstanding subsequent moves of that director within the Rocky Mountain District during his/her term. District personnel appointed by USA Hockey shall be ineligible to concurrently serve as a District Director.

7.2. Term of Office. The term of office shall be for three years and shall commence at the end of the USA Hockey National Annual Congress generally held in June, in the year of election. The elections of District Directors shall be staggered so that all Directors shall not come up for election in the same year.

7.3. Nominations. Any USA Hockey member of the Rocky Mountain District may nominate himself/herself or any other person. Nominations shall be in writing and must be submitted to the Rocky Mountain District Registrar prior to March 1<sup>st</sup> of the election year, or in the case of a special election, by such date as has been determined by the District Registrar. A brief resume of the candidate shall be included in the nomination letter.

7.4. Ballots. The District Registrar shall cause the ballots indicating the nominees to be sent to the respective Affiliate Presidents by March 15<sup>th</sup> of the election year. Ballots must be returned to the District Registrar, the votes tallied and the election completed by April 1<sup>st</sup> of the election year, provided that such dates may be modified by the District Registrar in the case of any special election.

7.5. Voting. The Affiliate President shall cast one vote for each paid Registered Participant within his/her Affiliate as of the date set forth by USA Hockey on the basis of a "one vote for each participant" within the Affiliate in accordance to the participants' wishes. Voting procedures within the Affiliate shall be established according to the current USA Hockey Annual Guide. Each Affiliate shall properly notify its participants of such election and the candidates for office, and request each local association cast its votes and forward such a tally to the Affiliate President, who shall cast the Affiliate's votes in accordance with such tally.

7.6. Write-in Candidates. Votes for write-in candidates will be valid and counted provided the candidates meet the eligibility requirements of this procedure.

7.7. Winning Candidate. The candidate with the highest number of votes shall be declared the winner.

7.8. Certification of Ballots. All ballots shall be counted by the District Registrar who shall also have the authority to reject any ballots not in compliance with published Rocky Mountain District election procedures approved by the Board and subject to USA Hockey requirements. If any candidate requests a second party to review the ballot count, the District Registrar shall select one from among various USA Hockey Board members and shall not certify the results to the Members until such review has taken place and the votes certified by USA Hockey.

7.9. USA Hockey Approval. This election process and any changes thereto shall be subject to the approval of USA Hockey.

7.10. District Expenditures for Elections. Use of District funds for election expenses shall be strictly prohibited, including but not limited to, use of telephone for solicitation of votes, use of postage or USA Hockey letterhead for solicitation of votes, including campaign literature in District mailings, etc. Any candidate violating this policy shall be immediately disqualified.

7.11. Resignation or Inability of a District Director to Complete his/her Term of Office. Should a District Director resign or otherwise become unable to complete his/her term of office, the Rocky Mountain District Registrar shall conduct a special election within 90 days from the date of such resignation or incapacitation. This special election will be held in the same manner as determined herein except the time for nominations and election may be compressed to ensure that the District is not without proper representation at any USA Hockey meeting involving District Directors. The replacement District Director shall be elected only for the remainder of the vacated term of office.

7.12. Newly Elected District Directors Also Serving as Affiliate Presidents. It shall be the policy of the Rocky Mountain District that its active District Directors shall not serve as an Affiliate President at the same time as he/she is serving as a District Director. However, in order to cause the least disruption of Affiliate affairs, a newly elected District Director may have one year from the date of election as District Director to resign the Affiliate Presidency. Nothing contained herein shall prohibit a District Director from serving in any other capacities within his/her Affiliate.

7.13. Removal of District Directors. A District Director may be removed by any of the following actions:

7.13.1. Removal by USA Hockey

7.13.2. Majority of the votes cast in the manner set forth in Section 7.5

7.13.3. Resignation

7.13.4. Ineligibility of the District to sustain the required number of teams to qualify for the present number of directors. If directed by USA Hockey to reduce the number of directors, the Director with the least cumulative years as a director shall relinquish his/her office.

7.13.5. In a recall election by a majority vote of the votes cast in the manner set forth in Section 7.5 following a District Director's failure to attend any two consecutive regular meetings from among any of the Annual Rocky Mountain District Meeting, the USA Hockey Annual Meeting and the USA Hockey Winter Meeting.

7.14. District Director Duties. Unless otherwise directed by the USA Hockey Board of Directors, the duties and responsibilities of the District Directors shall be as set forth in these Bylaws and the current USA Hockey Annual Guide. Specifically, each Director, upon request, shall make himself/herself available to any Affiliate or Association to

consult on issues of concern. Referred issues shall be limited to those not involving playing rules appeals and those under the purview of USAH appointed District personnel. In this regard he/she shall otherwise be the direct contact between the Affiliate and/or local Associations, their participants and USA Hockey.

## **8. SPECIAL CORPORATE ACTS.**

8.1. Execution of Written Instruments. Contracts, deeds, documents, and instruments shall be executed by the President, or any other officer authorized by a majority vote of the members/directors unless the members/directors shall, in a particular situation, designate another procedure for their execution.

8.2 Signing of Checks and Notes. Checks, notes, drafts, and demands for money shall be signed by the President or other officers from time to time designated by a majority vote of the members/directors.

8.3 Records. The Corporation shall maintain accurate and correct books, records and accounts of its business and properties, and they shall be kept at such places as is from time to time fixed and designated by the members/directors.

8.4. Fiscal Year. The fiscal year or business year of the Corporation shall be a fiscal year ending June 30 unless a different year is selected by the members/directors.

8.5. Dividends Prohibited. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers of the Corporation. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may confer benefits upon its directors in conformity with its purposes; provided, however, that any such payments or benefits shall comply with the Colorado Nonprofit Corporation Act, the Internal Revenue Code as such control's charitable nonprofit corporations and the Articles of Incorporation of this Corporation.

## **9. CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST.**

9.1 Circumstances for Validity of Transaction. No contract or other transaction between this Corporation and one or more of its directors in which the director has a direct or indirect conflict of interest shall be either void, voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or

(1) the material facts of the transaction and the director's interest were disclosed or known to the Directors and/or a committee of the Directors that authorized, approved or ratified the transaction; or

(2) the material facts of the transaction and the director's interest were disclosed or known to the directors of this Corporation, and they authorized, approved or ratified the transaction.

9.2 Approval of a Conflict-of-Interest Transaction. A conflict-of-interest transaction is authorized, approved or ratified, if it receives the affirmative vote of a majority of the directors on the Board or on the committee taking such action, who have no direct or indirect interest in the transaction. If a majority of the directors on the Board, or committee, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. A conflict-of-interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes of directors who have no direct or indirect interest in the transaction.

9.3. Definition of Conflict-of-Interest Transaction. A director has a direct conflict of interest if he/she or any immediate family member has a material or financial interest in the transaction. A director has an indirect conflict of

interest in a transaction if an entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or if another entity of which the director is a director, officer or trustee is a party to the transaction.

10. **PREMINENCE OF USA HOCKEY.** The Corporation is organized to operate as a District of USA Hockey, which is the national governing body for the sport of amateur ice hockey in the United States. In that regard, the Corporation shall act and abide by the constitution, articles, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey, which shall supersede any acts of the Corporation not in conformance therewith. The Corporation shall assist USA Hockey in the administration and enforcement of the constitution, articles, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey within and upon the Corporation's members and/or within the Corporation's jurisdiction.

11. **AMENDMENT OF BYLAWS.** These Bylaws may be amended or repealed only by the affirmative vote of at least seventy percent (70%) or more of the directors/members entitled to vote present at a meeting of the members/directors.

IN WITNESS WHEREOF, these Bylaws have been revised and adopted as of the 11th day of September, 2021.

**ROCKY MOUNTAIN DISTRICT HOCKEY, INC.**

By: \_\_\_\_\_

Its: \_\_\_\_\_