

SNO-KING AMATEUR HOCKEY ASSOCIATION
BYLAWS

Amended/Revised 09-26-2020

ARTICLE I.
CORPORATION NAME AND PRINCIPAL OFFICE

This Corporation shall be known as the SNO-KING AMATEUR HOCKEY ASSOCIATION ("SKAHA"). The principal office shall be in King County, Washington, and thereafter as the Board of Directors may from time to time determine by resolution.

ARTICLE II.
REGISTERED OFFICE AND AGENT

The Board of Directors shall designate the registered agent and office for SKAHA, and both shall be identified in SKAHA's Annual Report filed with the Washington Secretary of State. The registered agent shall have a business office identical to the registered office. The Board of Directors may from time to time change, by resolution, the registered agent and office, as it deems necessary.

ARTICLE III.
SKAHA'S MISSION

3.1 SKAHA's mission is building and sustaining a premier youth amateur hockey program by providing quality education and training for the development and success of young people in hockey and life's skills. We are building players for life.

3.2 SKAHA is a non-profit corporation under the laws of the State of Washington and section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). SKAHA shall maintain its status as a non-profit corporation and a 501(c)(3) organization.

3.3 SKAHA is a member of USA ~~Hockey~~OCKEY, Inc. and Pacific Northwest Amateur Hockey Association ("PNAHA") and as such shall abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, and the decisions of the Board of Directors of USA ~~Hockey~~OCKEY and PNAHA, whose governing documents and/or decisions shall take precedence over and supersede all similar governing documents and/or decisions of SKAHA. Further, SKAHA shall (i) assist in the administration and enforcement of the provisions of the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA ~~Hockey~~OCKEY and PNAHA, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the core values of USA Hockey.

ARTICLE IV.
MEMBERSHIP

4.1 Classes. The membership of SKAHA shall consist of the following three classes:

4.1.1 General Members. General members shall include registered players who are eighteen (18) years of age or older, and the parents and/or legal guardians of registered players who are under the age of eighteen (18). A registered player is a person who is registered in a SKAHA hockey program lasting fifteen (15) weeks or more, current in payment of fees as set by the Board of Directors, and not subject to disciplinary action.

4.1.2 Supporting Members. Supporting members shall include persons eighteen (18) years of age or older, who do not qualify as general members, and whose written applications for membership, which demonstrates an interest in support and development of SKAHA's hockey program, have been accepted by a vote of seventy-five percent (75%) of the directors present at a meeting of the Board of Directors, and who have paid fees established by the Board of Directors.⁵

4.1.3 Registered Members. Registered members shall include persons eighteen (18) years of age or older whose written applications to coach in SKAHA's hockey programs have been approved by the Hockey Committee or their designee. Registered members shall not have the right to vote.

4.2 One Class of Membership/One Membership per Household. Persons who qualify for more than one membership class shall be designated as a member of only one membership class in the following order of priority: 1) general member, 2) supporting member, or 3) registered member. Regardless of membership class, a household is permitted only one membership. ~~General members~~General members who have more than one registered player shall be entitled to only one membership. If a registered player resides in more than one household due to divorce, separation, or some other reason, membership shall be conferred upon the primary residential parent or guardian unless otherwise designated by the parents or legal guardians at the time of application. If a registered player turns eighteen during the current period of membership, membership shall remain with the parents or legal guardians until expiration of the period of membership as set forth in paragraph 4.5 of these Bylaws.

4.3 Number of Members. Members shall, at all times, number fifteen (15) or more.

4.4 Application for Membership. Any person described in paragraph 4.1 of these Bylaws above desiring to become a member of SKAHA must complete SKAHA's Membership Application Form. Membership applications must be accompanied by the appropriate fee established by the Board of Directors and must be approved by the vote of a majority ~~vote of~~ Directors present at a meeting of the Board of Directors, except as otherwise provided with regard to supporting members. The Board of Directors may request

supporting member applicants to answer additional questions and/or participate in an interview.

4.5 Period of Membership. Membership shall commence on ~~or after~~ August 1 of each year, or at the time of registration if later than August 1 and shall terminate on the July 31 ~~of the~~ following the date of registration~~year~~.

4.6 Membership Nontransferable. Membership in SKAHA shall not be transferrable or assignable.

4.7 Limitation on Power of Members. No member shall have the power to obligate SKAHA in any manner whatsoever without written authority from the Board of Directors.

4.8 Suspension, Expulsion, and Termination of Membership. a) Membership shall automatically terminate upon the expiration of the period of membership set forth in paragraph 4.5 ~~of these Bylaws~~~~above~~; b) Membership shall automatically be suspended for failure to make payment of any fees set by the Board of Directors by the date due; and/or c) Pursuant to the procedures set forth in Article XI below, a member may be subject to suspension or expulsion for engaging in conduct that substantially interferes with or is detrimental to the orderly operation of the SKAHA.

~~4.9 Withdrawal or Demise of Member. SKAHA shall not be terminated by the withdrawal or demise of any member.~~

4.9~~10~~ Claims to Assets. A member shall have no claim to any portion of SKAHA's assets upon ~~his or hers~~such member's withdrawal or demise.

ARTICLE V. MEETINGS OF MEMBERS

~~ARTICLE V. MEETINGS OF MEMBERS~~

5.1 Annual Meetings. The annual meeting of the members shall be held in September, at a time and place determined by the Board of Directors, for election of Directors and ~~o~~officers to succeed those whose terms have expired and the transaction of other business as may properly come before the members. In addition to the annual meeting ~~of the members~~, ~~at the g~~General meetings of the members shall be held in May, at a time and place determined by the Board of Directors ~~(the "General Meeting")~~. All meetings may be held in-person, via two-way video and teleconference (virtually) or a combination thereof as determined by the Board of Directors.

5.2 Special Meetings. Special meetings of the members may be called at any time by the President, the Vice President ~~(in the event the President is unable to call such meeting)~~, a

majority of the Board of Directors, or written petition signed by ten percent (10%) of the members. Special meetings may be called for any purpose, but the specific purpose of the meeting shall be set forth in the written notice required in paragraph 5.3 of these Bylaws.5.3. The members may act only upon business related to the specific purpose for which the meeting was called. The special meeting shall be held at a time and place determined by the ~~President, a majority of the Board of Directors, or ten percent (10%) of the members signing the petition~~party calling the meeting. In the events such party does not determine the time and place of the special meeting, then the President shall do so. In the event that the meeting is called by written petition signed by ten percent (10%) of the members, the Secretary shall issue written notice of the special meeting consistent with the provisions of paragraph 5.3 ~~of these Bylawsbelow.~~ If the Secretary neglects or refuses to issue such notice within five (5) days of receipt of the request, the members making the request may issue the notice consistent with the provisions of ~~paragraphSection~~ 5.3 of these Bylaws.

5.3 Notice of Meeting. Written notice stating the place, day, and time of the annual meeting or special meeting ~~of the members,~~ shall be personally delivered by a representative of SKAHA ~~or;~~ sent by U.S. Mail, fax, email, or other electronic means; or posted on the SKAHA website if notice by other means is impracticable, not less than ten (10) nor more than fifty (50) days before the date of such meeting, to each member entitled to vote at such meeting. The ~~annualregular~~ meeting of members in September shall be held immediately prior to the annual meeting of the Board of Directors. If the notice is mailed with postage prepaid to the address of record for each member, it shall be deemed delivered when deposited in the United States Mail.

5.4 Waiver of Notice.

5.4.1 In Writing. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, delivered to the Secretary whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the members need be specified in the waiver of notice of such meeting.

5.4.2 By Attendance. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, or the matter being considered is not within the purpose described in the notice of the special meeting.

5.5 Membership List. After fixing a date for the annual or special meeting of the members, the Secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of such meeting of the members. The list of members shall show the address of and number of votes each member is entitled to cast at the meeting, except that the address of any member who is known to the Board of Directors to be a

participant in the address confidentiality program described in RCW 40.24 or any similar law may be omitted. The Secretary shall make such list available to members for inspection and copying no more than two business days after notice of such meeting is given. Such list shall be made available at SKAHA's principal place of business and shall be available through the adjournment of the meeting for which such list is prepared.

5.64 Membership Voting at Meetings. At the annual meeting, General Meeting, or, regular meeting, ~~and~~ any special meeting of the members, voting shall be in-person, by electronic means on a software platform determined by the Board of Directors, or by absentee ballot submitted in accordance with paragraph 5.8.3 of these Bylaws. Each member~~ship~~ is entitled to one vote, except for registered members who shall not vote as provided in paragraph 4.1.3 of these Bylaws. All voting, except through the absentee ballot process described in paragraph 5.86 of these Bylaws, shall be conducted during the times designated for the meeting.

5.75 Proxy Voting Prohibited. Proxy voting shall not be permitted, and any form of proxy voting shall be deemed void.

5.86 Absentee Ballots. Any member who believes they~~he or she~~ may be absent from the annual meeting of the members may request, in-person, by mail, or by electronic means, an absentee ballot(s) from the Secretary.

5.86.1 Absentee Ballot Forms. At least twenty (20) days prior to each annual meeting of the members, the ~~S~~ecretary shall promulgate an official absentee election ballot. The ballot shall contain the names of each candidate nominated in writing to the Secretary for General Member Director positions, together with spaces for write-in candidates for each open position. The Secretary shall also promulgate a separate ballot (the issues ballot) containing the text of every proposed amendment to the Articles of Incorporation or Bylaws, and the text of every other question to be placed before the members~~hip~~. The issues ballot shall contain spaces to accept, reject, or abstain on each question on the ballot. The Secretary shall ~~only~~ issue only one absentee election ballot and one issues ballot per member~~ship~~.

5.86.2 Deadline for Absentee Ballots. Absentee ballots must be received by the Secretary, or the Secretary's ~~his or her~~ designee, prior to the time designated for commencement of the meeting of the members~~hip~~ in order to be counted.

5.86.3 Validity of Absentee Ballot. An absentee ballot shall ~~only~~ be deemed valid only if it is returned to the Secretary, or ~~his or her~~ the Secretary's designee, in a sealed envelope, which has the printed name and signature of the member on the outside. By signing the envelope, the member states that ~~he or she~~ such member personally voted, and no other person voted on ~~his or her~~ such member's behalf. Absentee ballots shall be submitted by U.S. Mail or Federal Express sent to the address on the ballot envelope or deposited in the drop box prior to the deadline defined in paragraph 5.8.2 of these Bylaws.

5.86.4 Attendance at Meeting by Member Casting Absentee Ballot. Any member who subsequently attends the annual meeting for which ~~he or she~~ such member has submitted an absentee ballot shall not be permitted to vote in person at that annual meeting, unless prior to the vote on the first contested election or first contested issue, ~~he or she~~ such member notifies the Secretary, in writing, of ~~his or hers~~ such member's decision to void such member's ~~this or her~~ absentee ballot in which case that absentee ballot shall not be tabulated in the total and said void absentee ballot(s) shall then be destroyed. Members receiving absentee ballots shall be permitted to vote electronically.

5.97 Record Date. Members of SKAHA are entitled to notice of and to vote at ~~the annual~~ a meeting of the members if they are members on or before ~~the date of such meeting~~ September 1st. Any persons who are not members on or before ~~September 1st~~ such date are not entitled to notice of, nor to vote at ~~such meeting~~ the annual meeting.

5.108 Quorum. At any meeting of members, fifteen (15) voting members appearing present at the meeting shall constitute a quorum. The fifteen (15) voting members may include ~~o~~ Officers and Directors. Unless otherwise provided in these ~~b~~ Bylaws, a majority of voting members properly casting ballots at the meeting shall prevail on any question presented to the membership for vote unless a greater number is required by the Articles of Incorporation, these Bylaws or Washington law. For the purpose of this section a member's valid appearance may be made by ~~in~~ in-person attendance at the meeting, virtually through video conference, by submitting a vote electronically through the approved association voting software during the meeting, or by a valid submission of an absentee ballot pursuant to section 5.86.

5.119 Parliamentary Procedure. All meetings of the membership shall be governed by the rules of parliamentary procedure as set forth in the current version of Robert's Rules of Order.

ARTICLE VI. BOARD OF DIRECTORS

6.1 General Powers. The Board of Directors shall govern the affairs and control the property of SKAHA and have all rights, powers, and privileges granted by the Articles of Incorporation, these ~~b~~ Bylaws, and ~~the~~ Washington State law, including but not limited to, those powers set forth under RCW 24.03.035. ~~By way of extension and not limitation, the Board of Directors may designate and/or employ an Executive Director and/or Hockey Director to assist in governing the affairs of SKAHA. Generally, SKAHA acts through resolutions, policies, directives, and decisions of the Board of Directors, and the Board of Directors generally delegates the day-to-day responsibilities of operating and carrying out its decisions to the Executive Director and Hockey Director. The Executive Director shall serve as the Chief Executive Officer of SKAHA.~~

6.2 Number of Directors. The Board of Directors shall consist of a minimum of six (6) and maximum of nine (9) up to fifteen (15) members who shall serve without compensation. No Director shall and shall not be an employee of SKAHA and/or its affiliates while serving as a Directormember of the Board of Directors. A maximum of ninetwelve (912) of the Directorsmembers shall be elected from by the general members ("General Member Directors"). and Aa maximum of three (3) Directors mayshall be supporting members ("Supporting Member Directors"), who are elected or appointed by the Board of Directors at the annual meeting of the Board. There shall be no less than sixinine (69) General Member Directors on the Board of Directors on the Board of Directors at any given time.

6.3 Director Eligibility for Election. A Director shall be a General or Supporting Member at the time of such Director'shis or her election or appointment and must remain a member of SKAHA throughout his or hersuch Director's term of office. If a Director's term of membership expires while serving as a Directormember of the Board of Directors, the Director's term as a member of the Board of Directors-Director shall automatically terminate. At the time of a Director'shis or her election, sucha Director must be a member in good standing and not subject to possible disciplinary action. No person may be a candidate for the Board of Directors if (1) such personhe or she has a dependent who is a participant in another youth hockey organization which is not affiliated with SKAHA through joint agreements unless the type of team is not offered by SKAHA; (2) is a coach with another hockey organization; or (3) serves on the Board of Directors or any committee of any other youth hockey organization.

6.4 Term of Office. Each General Member Directors shall serve three (3) year staggered terms. a three (3) year term with four (4) General Member Directors being elected each year. The twelve (12) General Member Directors shall be divided into three equal classes of four (4) and designated as either a member of the First, Second, or Third Class depending upon the year of election. Each Supporting Member Directors shall serve a three (3) year term with up to one (1) Supporting mMember dDirector being elected or appointed by the Board of Directors each year at the annual meeting of the Board. Each Supporting Member Director shall be designated as part of the First, Second, or Third Class of the General Member Directors, as set forth above, depending upon the year of election.

6.5 Election of Directors. As set forth in paragraph 5.1 of these Bylaws above, the election of the Directors shall take place at the annual membership meeting in September (beginning in 2019). In the event of failure to hold an election of the Directors at the annual meeting of the members or in the event of failure to hold the annual meeting of the members, election of the Directors may be held at a special meeting of the members called for that purpose.

6.5.1 Nominations. Upon determination by the Board of Directors of the date and time of the annual meeting of the membersAnnual Meeting as set forth in paragraph 5.1 of these Bylaws, the Board of Directors a committee comprised of Directors not seeking reelection (the "Nominations Committee") will call for

nominations of candidates to be considered for election to the Board of Directors. Any General or Supporting Member may have ~~his or her~~their name considered for nomination by submitting a written request to the Secretary. In order to appear on the official election ballot, the request must be submitted to the Secretary at least twenty-five (25) days prior to the annual meeting of the members. If a member fails to submit the request to be considered for nomination within a sufficient time for ~~his or her~~such member's name to appear on the official election ballot, the member may still stand for election if nominated by another general member at the annual meeting of the members during the call for nominations by the President. All candidates whose nominations have been submitted to the Secretary to appear on the official elections ballot shall be permitted to provide a statement, not to exceed 600 words, to the Secretary for publication on SKAHA's website and voting software platform. The Secretary shall be permitted to edit the proposed statement if the Secretary has a good faith belief that including any portion of, or all of the statement may subject the organization to potential liability. The Nominations Committee shall nominate a slate of candidates from those members who submitted a request to the Secretary by the required deadline, and such slate shall be placed on the official elections ballot for consideration by SKAHA's members.

6.5.2 Vacancies. Any vacancy occurring on the Board of Directors for any reason that results in less than ~~six~~nine (69) General Member Directors shall be filled by a majority vote of the Board of Directors within 30 days of the vacancy. ~~If the Board of Directors fails to fill the vacancy within 30 days, the Executive Committee shall immediately fill the vacancy without a vote of the Board of Directors. The Board of Directors shall make a good faith effort to fill a vacancy of a Supporting Member Director, or a General Member Director if there are greater than nine (9) General Member Directors.~~ A Director elected by the Board of Directors ~~s, or the Executive Committee,~~ to fill any vacancy shall serve the remaining term of the Director being replaced.

6.6 Termination. A Director may vacate ~~his or her~~such Director's office or be removed prior to the expiration of ~~his or her~~such Director's term based upon the following:

6.6.1 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of SKAHA, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. ~~A Director may vacate his or her office by submitting a written resignation to the President. The resignation shall take effect at the time of delivery unless a later date is specified in the written resignation.~~

6.6.2 Removal of Director by Membership. The member~~s~~ship may remove a Director by a vote of two-thirds (2/3) ~~vote~~ of the members present at an annual or

special meeting of the members. Notice of the reasons for the proposed ~~expulsion~~ removal must be given in writing to the Director sought to be removed at least fourteen (14) days prior to the meeting at which the question is to be voted upon, and ~~such Director he or she~~ shall be given an~~have ample~~ opportunity to be heard and defend against any charges at said meeting.

6.6.3 -Removal of Director by Board. Additionally, at any meeting of the Board, one or more Directors may be removed from office, with or without cause, by a vote of two-thirds of the Directors then in office.;

6.6.34 Absenteeism. Any ~~Director~~Board member who has ~~two~~three (~~23~~) unexcused absences from a regular meeting of the Board in a period of one (1) year or any ~~Board member~~Director who has a total of ~~three~~four (~~34~~) absences, of any kind, from a regular meeting of the Board in one (1) year shall be automatically removed from the Board. The year shall begin at the close of the annual meeting of the members and shall end at the convening of the following annual meeting of the members.

6.6.45 Disciplinary Action. Pursuant to the procedures set forth in Article XI below (except that any hearing or disciplinary committee must be composed of Directors), a Director may be subject to ~~removal~~expulsion for engaging in conduct that substantially interferes with or is detrimental to the orderly operation of the SKAHA and/or other conduct as described in the current USA Hockey Annual Guide.

6.6.56 Participation in Other Youth Hockey Organizations. Any Director who performs an action that would disqualify them from becoming a candidate for the Board of Directors shall be immediately automatically removed from~~forfeit his or hersuch Director's~~ position as a Director except by a unanimous vote of the ~~Board of Directors~~Directors present at any meeting of the Board.

6.7 Performance of Duties. Directors shall perform the duties described in Appendix A attached hereto. A Director shall perform his or her duties in good faith and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Members of the Board of Directors do not possess independent decision-making authority, except as set forth in these Bylaws. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (1) One or more officers or employees of SKAHA whom the Director believes to be reliable and competent in the matter presented; (2) Counsel, public accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (3) A committee of the Board upon which the Director does not serve as to matters within its designated authority.

~~6.8 Limited Liability of Director. A Director shall have no liability to SKAHA or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct or knowing violation of law by the Director or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of the Article shall not adversely affect any right or protection of a Director of SKAHA existing at the time of such modification or repeal for or with respect to such modification or repeal.~~

ARTICLE VII. OFFICERS

~~7.1-1~~ Officers. The officers of SKAHA shall be the President, Vice -President, Secretary, and Treasurer. ~~Unless otherwise specified in this Article, the provisions of Article VI apply to the President and Vice President.~~

~~7.1-2~~ Election of President and Vice President. The President and Vice President shall be elected ~~or appointed~~ by a ~~majority vote~~vote of the Board of Directors at the annual meeting of the Board held immediately following the annual meeting of members.

~~7.2.1-3~~ Term of Office for the President and Vice President. The President and Vice President shall each serve a one (1) year term, and each shall not hold more than three successive terms as an officer unless one additional term is approved by a vote of two thirds of Directors present at a meeting of the Board.

~~7.3-1~~ Secretary and Treasurer Eligibility. The Secretary and Treasurer shall be SKAHA employees, General Members, or Supporting Members at the time of their elections or appointments and must remain employees or members of SKAHA throughout ~~his or hers~~such officer's term of office. At the time of ~~his or hers~~such officer's elections, the Secretary and Treasurer must be employees or members in good standing and not subject to possible disciplinary action. ~~The~~ Secretary and Treasurer may be, but need not be, members of the Board of Directors. ~~Both-Each of~~ the Secretary and Treasurer shall be non-voting, ex-officio members of the Board unless they also serve as a Director. No person may be Secretary and/or Treasurer if ~~he or she~~such person has a dependent who is a participant in another youth hockey organization which is not affiliated with SKAHA through joint teams unless the type of team is not offered by SKAHA; is a coach with another youth hockey organization; or serves on the Board of Directors or any committee of any other youth hockey organization, except by a unanimous vote of the ~~Board of~~ Directors present at any meeting of the Board.

7.3.1.2.2 Election of Secretary and Treasurer. The Secretary and Treasurer shall be elected or appointed by the Board of Directors at its annual meeting.

7.32.23 Term of Office~~f~~ for Secretary and Treasurer. The Secretary and Treasurer shall hold office for a term of two (2) years or until ~~his or her~~such officer's successor is elected.

7.43 Duties of Officers.

7.43.1 President. The President shall preside at meetings of the members and Board of Directors as provided in these Bylaws. The President shall have the power to determine questions arising from emergencies not provided for in these Bylaws, SKAHA's policies, and/or the rules and regulations of USA Hockey and/or PNAHA until such time as they may be acted upon at the next Board meeting. The President is responsible for facilitating effective action of the Board of Directors in governing and supporting SKAHA and acts as a liaison between the Board of Directors and the Executive Director to ensure that the resolutions and directives of the Board of Directors are carried out. The President exercises and performs such other powers and duties as may be from time to time prescribed by the Board of Directors.

7.43.2 Vice -President. The Vice -President shall assume the duties of the President when the President is absent or unable to serve. The Vice President~~He or she~~ shall assume the position of parliamentarian at all meetings of the members and Board of Directors.

7.43.34 Secretary. The Secretary shall have the care, custody, and control of the records of SKAHA and perform such other duties as the Executive Committee may direct. The Secretary, or ~~his or her~~the Secretary's designee, shall maintain the minutes of all meetings of the members and/or Board of Directors, and a register of all corporate resolutions.

7.43.45 Treasurer. The Treasurer shall receive and be accountable for all funds and pay all obligations of SKAHA when authorized to do so by vote of the Board of Directors. ~~He or she~~The Treasurer shall maintain a set of books covering the SKAHA's financial operations, bank accounts, and assets and shall render financial reports for every meeting of the Board of Directors unless otherwise required. Any person holding the office of Treasurer shall be bonded if that person is authorized to handle the funds of SKAHA.

7.55 Salaries. No elected officer except the Secretary or Treasurer may be salaried. Salaries, if any, for the Secretary, Treasurer, Executive Director, and for all subordinate professional employees shall be as designated by the Board of Directors and reviewed annually.

7.6 Resignation. Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.7 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of SKAHA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

7.8 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

~~7.5 Vacancies in the Offices of Secretary and Treasurer.~~ Vacancies occurring for any reason in the office of Secretary and/or Treasurer shall be filled by a majority vote of the Board.

~~7.6 Removal of Secretary and/or Treasurer.~~ The Secretary and/or Treasurer may vacate his or her office or be removed prior to the expiration of his or her term in accordance with the provisions of Article VI, paragraph 6.6 above, or by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting. If removal of the Secretary and/or Treasurer is sought by two-thirds vote of the Board, notice of the reasons for the proposed removal must be given in writing to the officer sought to be removed at least fourteen (14) days prior to the meeting at which the question is to be voted upon, and he or she shall have ample opportunity to be heard and defend against any charges at said meeting.

ARTICLE VIII MEETINGS OF DIRECTORS

8.1 Regular Board Meetings. ~~By resolution, the Board may specify the date, time and place for the holding of regular meetings of the Board without other notice than such resolution. Board of Directors' meetings ("regular Board meetings") shall be held monthly, at a time and place determined by the President, for the transaction of business as may properly come before the Board. The meeting may occur by conference call or other electronic means.~~ An annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the members. All Board meetings shall be open to the members. Only Directors shall be entitled to vote at such meetings.

8.2 Special Meetings. Special meetings of the Board of Directors may be called by the President or by written petition signed by two (2) or more Directors. Special meetings may be called for any purpose, but the specific purpose of the meeting shall be set forth in the written notice required in paragraph 8.4 of these Bylaws~~7.3~~. The Board of Directors may only act upon business related to the specific purpose for which the special meeting was called. The special meeting shall be held at a time and place determined by

the President or the Directors signing the written petition. ~~The meeting may occur by conference call or other electronic means.~~

8.3 Virtual Meetings. Directors may participate in Board meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

~~8.43 Notice of Meetings. Written notice of the place, day, and time of regular Board meetings shall be posted on the SKAHA website. Notice of special meetings requires reasonable efforts to ensure all directors are notified of the special meeting. Written notice of special meetings shall be sent by regular U.S. mail, fax, email, or other electronic means to each Director not less than ten (10) days before the date of such meeting. If the notice is mailed with postage prepaid to the address of record for each Director, it shall be deemed delivered when deposited in United States Mail. The requirement for written notice may be waived for a special meeting by two-thirds (2/3) of the Board of Directors in attendance at said meeting if a quorum is present at the special meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.~~

8.4.1 Waiver of Notice.

(a) In Writing.

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

(b) By Attendance.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, or the matter being considered is not within the purpose described in the notice of the special meeting.

8.54 Quorum. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. A quorum of at least six (6) members of the Board of Directors shall be necessary for the transaction of any business at any meeting of the Board of Directors. Directors may participate in Board meetings by conference call in accordance with paragraph 8.3 of these Bylaws ~~or similar means~~ but shall not be permitted to vote by proxy. No business shall be transacted in the absence of

a quorum with the exception that if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice..

8.65 Voting. Each Director, except the President, shall have one (1) vote. In the event of a tie, the President shall have a vote. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles, or applicable Washington law.~~A majority of the vote of the Directors present at a meeting shall decide every question.~~

8.76 Parliamentary Procedure. All meetings of the Board of Directors shall be governed by parliamentary procedure as set forth in the current version of *Robert's Rules of Order*.

8.87 Action by Directors without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.~~Any action required or permitted to be taken by these Bylaws at a meeting of the Board of Directors may be taken without a meeting if all Directors, who are entitled to vote, consent in writing, setting forth the action(s) so taken in the form of a resolution. Such resolution shall have the same force and effect as a unanimous vote of the Board of Directors at a meeting. A copy of the resolution shall be delivered to the Secretary of SKAHA within two (2) business days for entry into the official minutes at the next meeting of the Board. The Secretary shall provide a copy of the resolution to each Director within seven (7) days of it being delivered to the Secretary. Email or other electronic communication shall be the same as consent in writing if the email consent of all directors includes the same original request for the action to be taken.~~

ARTICLE IX

EXECUTIVE DIRECTOR

9.1 Description. SKAHA may employ an Executive Director who shall be appointed, employed, and discharged by the Board of Directors. If employed, the Executive Director shall manage the operations of SKAHA according to the policies, principles, practices, and budget authorized by the Board of Directors, and shall be responsible for management of personnel, finances, and programs. If employed, the Executive Director shall be responsible for management of staff including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex officio, non-voting member of the Board of Directors and all committees of the Board of Directors. For the purpose of determining the number of directors serving SKAHA and quorum, the Executive Director shall not be considered a member of the Board of Directors. The Executive Committee shall be responsible for defining the Executive

Director's job description, formalizing the goals and objectives of the Executive Director, conducting the annual review of the Executive Director, and making recommendations to the Board regarding the hiring, termination, and compensation of the Executive Director.

9.2 Signature Authority. The Executive Director may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of SKAHA or are required by law to be otherwise signed or executed by some other officer or in some other manner.

9.3 Emergency Spending. The Executive Director shall, on an emergency basis, have authority to spend up to \$25,000 annually beyond what is authorized in SKAHA's annual budget authorized by the Board. Such amount is subject to increase by resolution of the Board.

ARTICLE X DISPUTES/DISCIPLINE/CLAIMS

10.1 Dispute Resolution, Discipline, Arbitration. SKAHA is a member of USA Hockey and as such is bound to utilize the USA Dispute Resolution Procedure for claims, discipline, or disputes with covered individuals. This is currently commonly known as USA Hockey Bylaw 10. All SKAHA members, by registering their player and/or applying to be a member, agree to abide by that Dispute Resolution Procedure. Requests to start a Resolution Procedure should be submitted to the SKAHA President and/or SKAHA's Executive Director.

Under USA Hockey Bylaw 10 a "Covered Individual" shall mean, (1) those persons registered with USA Hockey as Registered Participant Members (youth players and coaches), referees, and in the "Ice Manager/ Volunteer" category, (2) any person that is elected or appointed by SKAHA to a position of authority over athletes or that have frequent contact with athletes.

ARTICLE ~~IX~~ COMMITTEES ~~OF THE BOARD~~

119.1 Standing Committees. Except as otherwise provided by these Bylaws, the ~~members of the~~ standing committees listed below shall be appointed by the ~~Board Executive Committee~~ at the regular Board meeting held in the month following the annual meeting of the Board. ~~All standing committees shall have at least two Directors appointed to them by the Board.~~ All policies created by all committees are subject to approval by the Board of Directors.

119.1.1 Executive Committee. The Executive Committee is chaired by the President and shall consist of ~~up to -threefour~~ other Directors appointed or elected by the Board of Directors immediately following the annual meeting ~~of the Board~~.

~~In addition to appointing Directors to the Standing Committees, it~~The Executive Committee shall have all powers of the Board except that it shall have no authority to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint, or remove any member of any other committee or any Director or officer of SKAHA; (c) amend the Articles; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of SKAHA not in the ordinary course of business; (f) authorize the voluntary dissolution of SKAHA or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of SKAHA; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of the Executive Committee and the delegation hereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or such Director. ~~is responsible for management of SKAHA's Executive Director.~~

~~This includes~~

~~Defining Job descriptions~~

~~Formalizing goals and objectives~~

~~Annual review~~

~~Hiring, Termination, and Compensation recommendations to the rest of the Board of Directors~~

119.1.2 Finance Committee. This ~~c~~Committee is responsible for financial statements, books and records of accounts, financial planning, budgeting, and financial policy.

~~9.1.3 Hockey Committee. This Committee will be chaired by the Vice President. The Executive Committee and Hockey Director shall each appoint half of the members of the committee. The members shall include representatives from each age group, including from both the rep and rec divisions within each age group (8u, 10u, 12u, 14u, 16u, and 18u), as well as at least one (1) goalie representative. This Committee is responsible for creation of all policies related to hockey programs, including coach and player participation and development; recruiting, training, and selecting coaches in consultation with Hockey Director; and coordinating and operating SKAHA tournaments.~~

~~9.1.4 Planning and Building Committee. This Committee is responsible for making recommendations to the Board of Directors regarding maintenance and improvement of SKAHA facilities.~~

~~9.1.5 Communications and Community Relations Committee. This committee is responsible for all communication policies, as well as the marketing and promotion of SKAHA, including advertising, public relations, and sales. It is also responsible for SKAHA's branding, logos, apparel, and memorabilia.~~

119.1.36 Bylaws & Policies Committee. This committee is responsible for recommending amendments and/or revisions to SKAHA's Bylaws and Policies.

~~9.1.7 Scholarship Committee. This committee is responsible for oversight of scholarships, including reviewing applications and requirements and informing members of scholarship opportunities.~~

~~9.1.8 Technology Committee. This committee is responsible for the technical needs of SKAHA, including computers, websites, telephones, and other electronic media.~~

11.2. Advisory Committees. The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chairperson and members.

119.32 Other Committees. The ~~Executive Committee Board~~ may appoint such other committees as may be necessary to assist and advise the Board of Directors in carrying out the various functions of SKAHA.

119.43 Committee Chairpersons. ~~With the exception of the Hockey Committee, T~~the ~~Executive Committee Board~~ shall appoint all committee Chairpersons, who must be a member of SKAHA in good standing. The ~~Executive Committee Board~~ may, with or without cause, revoke any such appointments at-will and make new appointments.

119.54 Director Participation. A minimum of ~~two~~one Directors must serve on each standing committee, but a Director does not need to be the Chair of the standing committee; except as noted in 11.1.1 above.

~~9.5 Committee Meetings. Meetings of the committees may be held without notice to the members at such time and place as shall from time to time be determined by the committees.~~

119.66 Vacancies. Vacancies on the committees shall be filled by the ~~Executive Committee Board~~ at any time. A person who fills a vacancy shall serve for the unexpired term of such person's predecessor in office and recorded in the minutes at the next Board meeting.

11.7 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.8 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

119.97 Quorum. At all meetings of the committees, a majority of the committee's members shall constitute a quorum for the transaction of business.

~~ARTICLE X-~~
~~DISPUTES/DISCIPLINE/CLAIMS-~~

~~10.1 Dispute Resolution, Discipline, Arbitration.~~ SKAHA is a member of USA Hockey and as such is bound to utilize the USA Dispute Resolution Procedure for claims, discipline, or disputes with covered individuals. This is currently commonly known as USA Hockey Bylaw 10. All SKAHA members, by registering their player and/or applying to be a member, agree to abide by that Dispute Resolution Procedure. Requests to start a Resolution Procedure should be submitted to the SKAHA President and/or the Association's Executive Director.

~~Under USA Hockey Bylaw 10 a "Covered Individual" shall mean, (1) those persons registered with USA Hockey as Registered Participant Members (youth players and coaches), referees, and in the "Ice Manager/ Volunteer" category, (2) any person that is elected or appointed by SKAHA to a position of authority over athletes or that have frequent contact with athletes.~~

~~ARTICLE XII-~~
~~FISCAL MATTERS/RECORDS~~

~~124.1 Fiscal Year.~~ The fiscal year of SKAHA shall begin July 1st and end June 30th.

~~124.2 Books and Records of Accounts.~~ SKAHA ~~shall keep a copy of the following records:~~ (a) minutes of all meetings of its members and of its Board of Directors; (b) a record of all actions taken by the members and Board of Directors by unanimous written consent; (c) a record of all actions taken on behalf of SKAHA by a committee of the Board; (d) its Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect; (e) its Bylaws or restated Bylaws and all amendments to them currently in effect; (f) all communications in the form of a record to members generally within the past six years, including the financial statements furnished to members for the past six years; (g) a list of the names and business addresses of its current Directors and officers; (h) its most recent annual report delivered to the Washington Secretary of State; (i) appropriate accounting records; and (j) a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast. ~~hall keep books and records of accounts, minutes of the proceedings of its~~

~~members and the Board of Directors, and a record of the names and addresses of its members entitled to vote as required by the SKAHA document retention policy.~~ All books and records of SKAHA shall be kept at its principal office, and any member, or ~~such member's~~ agent or attorney, may inspect them for any proper purpose during business hours.

12.3 Loans to Directors and Officers Prohibited. No loans shall be made by SKAHA to its Directors or ~~o~~Officers.

12.4 Fundraising Monies. All monies received from fundraising activities by members of SKAHA on behalf of any group or function carried on in the name of ~~SKAHA the Corporation~~ shall be deposited or recorded in the name of ~~SKAHA this Corporation~~ to protect the contributors to ~~SKAHA this nonprofit enterprise~~. Receipts and disbursements from such fundraising shall be made part of the Fundraising Committee Report.

11.5 Indemnification of Directors, Trustees, Officers, and Coaches:

11.5.1 Right to Indemnification. ~~Each person who was or is made a party or threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Trustee, Director, Officer, or Coach of the Corporation or, while a Trustee, Director, Officer, or Coach, he or she is or was serving at the request of the Corporation as a Director, Trustee, Officer, Employee, Coach, or Agent of another corporation or a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, Trustee, Officer, Employee, an official capacity as a Director, Trustee, Officer, Employee, Coach, or Agent, or in any other capacity while serving as a Director, Trustee, Officer, Employee, Coach, or Agent, shall be indemnified and held harmless by the Corporation, to the full extent of applicable law as then in effect, against all expense, extent of applicable law as then in effect, against all expense, liability, and loss (including attorney's fees, judgments, fines, ERISA excise taxes, penalties, or amounts to be paid in settlement) actually and reasonable incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a Director, Trustee, Officer, Employee, Coach, or Agent and shall inure to the benefit of his or her heirs, executors, and administrators. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expense in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Trustee or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Trustee or Office is not entitled to be indemnified under this article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.~~

~~11.5.2 Indemnification not Exclusive.~~ The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of Incorporation, Bylaws, or agreement or vote of disinterested Trustees or otherwise.

~~11.5.3 Insurance.~~ The Corporation may maintain insurance, at its expense, to protect itself and any Trustee, Officer, Employee, Coach or Agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Washington Business Corporations Act, as applied to nonprofit corporations. The Corporation may enter into contracts with any Trustee or Officer of the Corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

~~11.5.4 Advances.~~ The Corporation may, by action of the Board of Directors from time to time, provide indemnification and pay expenses in advance of final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this article with respect to the Officers of the Corporation or pursuant to rights granted pursuant to, or provided by the Washington Business Act, as applied to nonprofit corporations, or otherwise.

~~121.56 Conflict of Interest.~~ The Board shall adopt a conflict of interest policy. The Corporation may enter into contract or otherwise transact business as vendor-purchaser or otherwise with its Directors, Officers, and Members, and with the Corporation's associations, firms, and entities in which they are or may become interested as Directors, Officers, Members, or otherwise, as freely as if those such adverse interests did not exist, even though the vote, action, or presence of such Directors, Officers, or Members may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided, and no such Director, Officer, or Member shall be held liable to account to the Corporation by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or membership, for any profit or benefit realized by him or her through any such contract or transaction; provided that in the case of Directors and Officers of the Corporation, the nature of the interest of such Directors or Officers, the details or extent thereof, shall be disclosed or known to the Board of Directors of the Corporation at the meeting thereof at which such contract or transaction was authorized or confirmed.

ARTICLE XIII.

AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

~~132.1 Amendment.~~ A majority of the Board of Directors or ten percent (10%) of the members by written petition may propose amendment to the Articles of Incorporation or

Bylaws. The Articles of Incorporation and/or Bylaws may be amended by a sixty percent (60%) vote of the members present or voting by absentee ballot at any annual meeting or any special meeting of the members called for that purpose; or two thirds (2/3) vote of the Board of Directors at a meeting occurring between meetings of the members. However, amendments made by the Board of Directors shall be subject to approval by a sixty percent (60%) vote of the members present or voting by absentee ballot at the next regularly scheduled meeting of the members.

132.2 Notice. Written notice of the contents of the proposed amendment to the Bylaws or Articles of Incorporation shall be given in accordance with the provisions of Article V, paragraph 5.3 of these Bylaws. The proposed amendment shall be submitted to the Secretary at least twenty-five (25) days prior to the meeting so that it may appear on the official issues ballot. Once included on the official issues ballot, the text of the proposed amendment may not be changed. The Secretary shall make space available for a supporting statement, not in excess of 300 words for each amendment, that will appear on the issues ballot and, if requested by any member entitled to vote, a rebuttal statement of equal length.

CERTIFICATION

The foregoing Bylaws were adopted by the Board of Directors at a meeting of the Board held on ~~September 26~~ _____, 2021¹⁰, at which a quorum was present.
The Bylaws were approved by a vote of sixty percent of the members present at a meeting of the members held on _____, 2021, at which a quorum was present.

Brenda Darnbrough_____, Secretary

Appendix A

1. Duty of Care

A Director shall perform such Director's duties in good faith and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Directors do not possess independent decision-making authority, except as set forth in these Bylaws. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (1) one or more officers or employees of SKAHA whom the Director believes to be reliable and competent in the matter presented; (2) counsel, public accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (3) a committee of the Board upon which the Director does not serve as to matters within its designated authority.

2. Duty of Loyalty

A Director must act with SKAHA's best interest in mind, not for the Director's own personal benefit or the benefit of another person or organization. In the event that a conflict of interest is unavoidable, the Director agrees to abide by SKAHA's conflict of interest policy which requires the Director to disclose the conflict and abstain from any deliberations and vote regarding the conflict. The Director shall also disclose, or cause to be disclosed, to the other board or committee members information not already known by them but known by the Director to be material to the discharge of their decision-making or oversight functions, except that disclosure is not required to the extent that the Director reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

3. Duty of Obedience

A Directors is required to act in a manner that is faithful to the mission of SKAHA and to the law. A Director shall act to ensure that SKAHA operates within the scope of authority and purpose of SKAHA as specified in SKAHA's Articles of Incorporation, its Bylaws, and other governing policies. A Director shall also act to ensure that SKAHA complies with all applicable laws and other regulations.