

Constitution and By-Laws Of The Colony Hockey Club

A Nonprofit Corporation

Adopted date: April 16, 2001

Amended: January 30, 2002

Amended: March 13, 2002

Amended: July 1, 2004

Amended: June 24, 2021

Article I

Name and Office

The name of this club shall be: **The Colony Hockey Club ("TCHC")**

TCHC shall maintain a mailing address in the North Texas region for the transaction of its business. The mailing address shall be: **P.O. Box 734 Argyle, TX 76226**

Article II

General

Section 1. Purpose. The purpose of the TCHC shall be to promote, foster, and improve amateur youth ice hockey in The Colony High School and other schools in the school districts assigned to the club by the AT&T Metro High School Hockey League (hereinafter referred to as "merged schools") for charitable, educational, and recreational purposes. These "merged schools" eligible population and feeder schools will from time to time do business as one hockey program as approved by both the AT&T Metro High School Hockey League or any successor organizations to them, as in effect from time to time, and TCHC Board of Directors. To further those purposes, TCHC shall endeavor to (1) stimulate interest in amateur youth ice hockey, (2) develop and administer a non-profit youth ice hockey program, (3) improve and promote the social, mental, and physical welfare of all participants of the program. (4) Provide youths with instruction and coaching in the sport of ice hockey in an environment of good sportsmanship, fair play, and safety and (5) carry out the duties and responsibilities of an organization affiliated with the USA Hockey Association. In conduction its affairs and administering its hockey programs, TCHC shall abide by the policies and rules of USA Hockey and the AT&T Metro High School Hockey League or any successor organizations to them, as in effect from time to time.

Section 2. Organization. TCHC shall operate as a non-profit corporation, and shall take all actions necessary to become a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as amended. TCHC is organized solely for the non-profit purposes set forth above and is one that does not contemplate pecuniary gain or profit to its members.

Section 3. Club Name. TCHC may do business under an alternative assumed name to more fairly represent the "merged schools". Any such assumed name must be approved by a quorum of the Board of Directors as described in Article IV, Section 7. Currently, the club's DBA is "Denton County Spartans"

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Article III
Membership

Section 1. General Members. All parents or guardians of duly registered Players are General Members ("Members"). Members shall be responsible for the payment of fees, dues, and fund-raising activities as established by the Board of Directors and for conducting themselves in accordance with the rules of TCHC and USA Hockey and in keeping with the purposes of TCHC. The achievement of the TCHC purpose is dependent upon the active participation of all Members.

Section 2. Player Members. All duly registered players with TCHC and related "merged schools" (as approved by the AT&T Metro High School Hockey League or any successor organizations to them, as in effect from time to time and the TCHC Board of Directors) and USA Hockey shall be Player Members ("Players"). Players must be eligible under the rules as set forth by USA Hockey, TCHC, and AT&T Metro High School Hockey League or any successor organizations to them, as in effect from time to time. Only Player Members of TCHC are eligible to participate in any scheduled practices, games, or any other ice time activity scheduled by TCHC for the Player Members. Only the governing Board of Directors of TCHC can give special dispensation to non "Player Members", and this must be in writing, along with a waiver from the guardians or parents of the requesting party. No other representative of TCHC has the authority to authorize non "Player Members" to participate in the above-mentioned activities.

Section 3. Meetings. A Biannual Membership meeting will be held in the months of March/April and August. In addition, Special Membership meetings may be called by the President or by at least twenty-five percent (25%) of the General Members. The purpose(s) of a Special Membership meeting shall be stated when the meeting is called, and action shall be limited to the purpose(s) so stated.

Section 4. Notice. Notice of Biannual Membership and Special Membership meetings may be given by regular or special newsletter, by e-mail, or by written notice mailed to all Members. Such notice shall be given at least seven (7), but not more than thirty (30), days prior to such meeting. Notice of Special Membership meetings shall state the purpose(s) of such meeting. If notice is mailed, such notice shall be deemed to have been made when deposited with the United States Postal Service addressed to the Member at the address provided TCHC by such Member, with postage fully prepaid.

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Section 5. Voting Power. Each family unit shall be entitled to one (1) vote per player member. Voting may be in person or by proxy.

Section 6. Quorum. A quorum is defined *as 50% of* the Voting Power described in Section 5. Such quorum can transact business at a Biannual or Special Membership meeting. If a quorum is not present, either in person or by proxy, a majority of the Voting Power present may adjourn the meeting from time to time without further notice.

Section 7. Special Members. The Board of Directors shall have the authority to create a special membership in TCHC and to set the criteria, therefore.

Section 8. Resignation of Member. Any Member may resign by filing a written resignation with the Secretary of TCHC, but such resignation shall not relieve the Member of the obligation to pay any dues, assessments, or other charges theretofore accrued.

Section 9. Transfer of Membership. Membership in TCHC is not transferable or assignable.

Section 10. Member Conduct. TCHC Players, Parents and/or Guardian Members, and guest are responsible for ensuring that they conduct themselves in a mature and sportsmanlike manner at all times during which they are participating in TCHC activities, and that coaches, players officials, and rink management are at **all** times treated in a respectful and non-abusive manner. If a TCHC member, their family member(s), or guest(s) fail to conduct themselves as required herein, the Board of Directors shall have the authority to take appropriate action, including but not limited to requiring that the offending person(s) be precluded for a stated period from attending or participation in TCHC games, practices, or other activities. Such action by the Board of Directors shall be taken only after all concerned parties have been given reasonable opportunity to be heard by the Board. Nothing in this section shall be construed to alter or limit the authority of referees, rink management, or coaches to deal with unruly or inappropriate behavior when it occurs.

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Article IV

Board of Directors

Section 1. Members. The governing body of the organization shall consist of a nine (9) member Board of Directors. The Board Of Directors shall consist of seven (7) officers: President, Vice President, Equipment, Fund Raising and Events, Secretary, Treasurer, Marketing & Communications. The remaining members of the Board of Directors shall be At-Large Directors. Each member of the Board of Directors shall have one vote, with the President having a tie-breaking vote only.

Section 2. Player Liaison. The Players may elect a primary and an alternate Player as a liaison to the Board.

Section 3. Advisory Directors. The Board of Directors shall have the authority to appoint non-voting advisory directors to the Board to obtain access to their expertise and counsel. It is not necessary that these advisory directors be members of TCHC.

Section 4. Powers. The Board of Directors will have general supervision of the affairs of the Corporation between general membership meetings. The Board of Directors has the responsibility for hiring a Head Coach and such other coaches *as* may be contracted by TCHC. The Board of Directors shall detail the duties and obligations of the Head Coach in a contract and is responsible for ensuring that the Head Coach fulfills the duties and obligations.

Section 5. Meetings. The Board of Directors will meet at least once in each calendar quarter, but more frequently if required. The meetings will be scheduled by the President or by a majority of the Directors. All Coaches and Members may request to attend general meetings of the Board of Directors as guests. Guests shall be allowed to speak by being placed on the agenda in advance of the meeting or at the discretion of the President. Notwithstanding the above, the Board may meet in executive session without notice to the Members when requested by a majority of the Directors.

Section 6. Notice. The person(s) calling a Board of Directors meeting shall give at least forty-eight (48) hours' notice to the Directors and the Members. Attendance at a meeting shall constitute waiver of notice, except where a Member attends such meeting for the purpose of objecting to the transaction of business on the ground that such meeting is not lawfully called or convened. Directors may be given notice either orally or in writing. Notice must specify the business to be transacted at, or the purpose of, such meeting.

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Section 7. Quorum. Five (5) voting Directors, either in person or by proxy shall be a quorum for the transaction of business by the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director so elected shall serve the unexpired term of the replaced Director.

Section 9. Committees. There may be up to two (2) standing committees and standing committees will consist of one or more Members and will be chaired by an At- Large Director. The Board of Directors may designate ad-hoc committees as deemed appropriate to the business of TCHC. Committees will be supervised by and report to the Vice-President.

Section 10. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all members of the Board of Directors or the committee. Such written consent shall have the same force and effect as a unanimous vote at a meeting.

Section 11. Compensation. Directors shall not receive any compensation for serving in such capacity. Directors are not precluded from serving TCHC in any other capacity and receiving compensation for such other services.

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Article V

Election of Officers and At-Large Directors

Section 1. Election. A new Board of Directors will be elected by the existing board at a board meeting held in April of each year by a simple majority of the votes cast for a slate of candidates recommended by a nominating committee.

In March of each year, the Club Secretary will chair a nominating committee, consisting of up to 4 non-board members with representation from each of that season's Varsity and JV teams. An announcement will be sent out to all General Members who are not graduating seniors, requesting Members who are interested in serving on the Board to contact the Secretary to express their intentions and the capacity in which they desire to serve. The Nominating Committee will review all submitted candidates, along with their qualifications, and submit a slate of recommended candidates to the Board for election.

Section 2. Term. The term of office for Officers and At-Large Directors shall be one (1) year. The term of office shall begin on the first Monday after the election, which is in April of the year of election. Officers and At-Large Directors may serve multiple consecutive terms in office for the same or different positions on the board of directors.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors will be filled as stated in Article IV, Section 8.

Section 4. Removal. Any Officer or At-Large Director may be removed by the Members at a Special Membership meeting, called and conducted in accordance with Article III, Section 3, where the removal vote is explicitly included in the published agenda. Removal requires a vote of 2/3 of the votes cast, provided notice, either posted or e-mailed, of the removal vote is given to Members at least five (5) days prior to such meeting and the members are provided an alternate forum for casting a ballot.

Officers and At-Large Directors may be automatically removed from the Board as a result of unexcused absences from 3 consecutive board meetings.

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Article VI
Duties of Officers and Directors

Section 1. President. The principle executive officer of TCHC will be responsible for the supervision of all affairs of the corporation. The President is the principal financial officer of TCHC and shall specifically supervise the financial affairs of the corporation. The President will be responsible for providing the tie breaking vote on any Board matters. The President shall preside at Annual and Special Membership meetings and be responsible for the preparation and posting of agendas for such meetings. The President will be responsible for scheduling all practice times and has the authority to negotiate the price and sign agreements and contracts with the ice rinks for the practice times. The President may sign, with the Secretary or any other proper officer of the TCHC Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except those acts which require the signature of some other Officer or Director. The President shall perform all duties of the office of the President and such other duties set forth by the Board of Directors from time to time. The President will be required to address all personnel issues with TCHC coaches on behalf of the Board of Directors which include, but are not limited to, salary discussions, annual performance reviews and bonuses, current club issues, job descriptions and requirements. The President may represent TCHC at all functions of the organizations/leagues governing High School Hockey in North Texas. To be eligible to serve as Club President, a member must have served at least one season as a member of the Board of Directors

Section 2. Vice-President. The Vice-President shall be responsible for all ad-hoc committees. The Vice-President shall be responsible for the committees chaired by At-Large Directors. The Vice-President shall perform all duties of the office and such other duties set forth by the Board of Directors from time to time. In the absence of the President or in the event of the Presidents inability or refusal to act, the Vice- President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice- President may represent TCHC at all functions of the organizations/leagues governing High School Hockey in North Texas.

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Section 3. Fundraising & Team Events. The Director of Fundraising and Team Events shall be responsible for designing, planning and overseeing the execution of the fund-raising activities determined by the Board of Directors as necessary to enable the TCHC to meet its primary financial purpose and objectives. The Director of Fundraising and Team Events shall also be responsible for planning annual activities, such as team-building events, community service activities, the Club holiday party, the annual Club banquet and any other type of organized event deemed necessary by the Board.

Section 4. Secretary. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Directors in one or more books designated for that purpose, give all notices required by law and these by-laws, be custodian of the corporate records and by-laws, manage the Club's technology platforms such as Email and document management functions, perform the duties of new registration for Membership each year, and perform all other duties set forth by the Board of Directors from time to time. The Secretary shall also provide a roster of all the names and contact information of each Member and shall maintain a team schedule of events to be provided to the Membership when requested. The Secretary will ensure that mail in the TCHC Postal Service box is collected no less than twice per week.

Section 5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article X of these by-laws. The Treasurer shall submit a proposed annual budget to the Board of Directors for review no later than two (2) weeks before the Annual Membership meeting. The Treasurer shall maintain a roster of all the names and address of each Member in conjunction with the Secretary and shall perform all duties of the office and other duties set forth by the Board of Directors from time to time. The Treasurer shall coordinate with the Secretary and the Director of Marketing and Communications to organize and manage the online registration and payment functions available through the Club's website.

Section 6. Equipment and Apparel: The Director of Equipment and Apparel shall be responsible for purchasing the equipment necessary for the team to participate in practice and competition whether that equipment is to be paid for by TCHC or the Players. The Director of Equipment and Apparel is also responsible for managing the Club's online apparel, arranging for letter jacket fitting for Varsity players, and for providing any materials necessary at the annual team banquet.

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Section 7. Marketing and Communications. The Director of Marketing and Communications will be responsible for all activities that deal with the promotion of the team. These duties include, but are not limited to the following: Maintain the web-site for TCHC, set-up online registration for summer/fall seasons and other team functions in coordination with the Treasurer, manage all social media accounts for TCHC, and submit articles and pictures to local papers. The Director of Marketing and Communications is also responsible for sending out email announcements to club members as directed by the President, Vice-President or the Board of Directors. The Director of Marketing and Communications shall also perform all other duties set forth by the Board of Directors from time to time.

Section 8. At-Large Directors. Each At-Large Director shall chair the standing committees and shall perform all other duties set forth by the Board of Directors from time to time.

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Article VII
Coaches

Section 1. Terms. Coaches' terms will be one (1) year beginning May 1st and ending April 30th of each year. Coaches will be evaluated annually by the teams, parents, and Board of Directors, as well as themselves. The results of the evaluations will be taken into consideration to determine eligibility for return. The new Board will present to the Members the coaching staff for the next season.

Section 2. Certification. Coaches shall maintain a current coaching certificate for the level of hockey for which they are coaching per USA Hockey and AT&T Metro High School Hockey League regulations, or any successor organizations to them, as in effect from time to time.

Section 3. Conduct. Coaches shall be responsible for the conduct of the players, especially interactions with referees and players of the opposing team. This will be consistent with TCHC standards. Coaches shall also be expected to adhere to the same standards of conduct.

Section 4. Head Coach. The Head Coach shall be responsible for managing the TCHC hockey program as it concerns the practices, games, and conduct of the Players during such times as the Players are representing TCHC both on and off the ice. The Head Coach shall be responsible for communicating to the Players and Members at the Annual Membership meeting in August of each year his goals, philosophy, expectations, and rules of conduct and discipline for Player conduct. The Head Coach shall also be responsible to communicate to the President of the Board of Directors any problems and/or concerns he has with any Player or Coach and the President has the responsibility to communicate same to the other Directors.

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Article VIII
Dues and Fees

Section 1. Amount. The Board of Directors may establish from time to time the amount of initial and annual registration fees, reinstatement fee, and monthly dues, including the times for payment of such dues to the corporation by the Members. The initial amount and registration fees shall be nonrefundable. At the discretion of a majority of the Board of Directors, the dues of a Player that joins TCHC after the season has begun may be reduced.

Section 2. Payment. Members shall make payments at the scheduled times as set forth by the Board of Directors. Payments shall be made through the U.S. Mail to the corporation's P.O. Box or in person to the President or Treasurer of the Board of Directors of TCHC.

Section 3. Default and Termination of Membership. Members will be in default if dues are not received by the date(s) set forth at the annual membership meeting. The Voting Power of Members in default will be suspended until all dues are paid in full. If dues are not paid in full by the first (1st) day of the month following the month for which dues are owing, the Members membership in the corporation shall be terminated and the Member/Player will not be allowed to participate in any team activities including but not limited to practices and competition.

Section 4. Reinstatement. The Member may be reinstated after termination only upon payment in full of all fees and dues and payment of the reinstatement fee, if any. The Board of Directors, or Officers authorized by the Board may waive the provisions of this Section at the request of a Member only for good cause.

Section 5. Financial Assistance. The Board of Directors is authorized to approve financial assistance to players for TCHC fees on a case-by-case basis, in a manner that best suits the interests of the club. Players will be able to submit requests for financial assistance via the Club website prior to tryouts. Each request for assistance must be reviewed by the TCHC Board of Directors prior to tryouts. Players who receive financial assistance will be required to participate fully in all fundraising activities to the best of their abilities.

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Article IX
Article IX
Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Membership Meetings and Board of Directors meetings. A register of the names and addresses of the Members and the Voting Power shall be kept at the principal office of the corporation, or if none, as directed by the Board of Directors. All books and records of the corporation may be inspected by any Member for any proper purpose at any reasonable time.

Article X
Contracts and Financial Instruments

Section 1. Contracts. The Board of Directors may authorize any officer or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instance.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, and such instruments shall be signed by the Treasurer. When such instruments are in excess of \$1,000.00, they shall be counter-signed by the President or Vice-President, or a designated member of the Board of Directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Section 5. Annual Financial Review. The Board of Directors shall direct an outside review of the financial records and books of the corporation prior to the filing of the annual tax return.

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Article XI
Fiscal Year

The fiscal year of the corporation shall run from June 1st through May 31st

Article XII
Amendments

These by-laws may be amended at any board meeting by a vote of 2/3 of the votes cast, provided notice, either posted or e-mailed, of the amendment is given to Board Members at least five (5) Days prior to such meeting and the Board Members are provided an alternate forum for casting a ballot.

Article XIII
Dissolution of the Organization

Any voluntary dissolution of TCHC shall be governed by and conducted according to requirements of the Texas Non-Profit Corporation Act, Article 1396-6.01 through Article 1396-6.06 of the Texas Revised Civil Statutes, including any amendatory or successor legislation in effect at the time the voluntary dissolution is considered.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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Article XIV
Indemnification

Section 1. To the extent funds are available, the corporation shall indemnify any Officer or Director or former Officer or Director for expenses and costs (including reasonable attorney's fees) actually and necessarily incurred by the person in connection with any claim asserted against the person, by action in court or otherwise, except in relation to matters as to which the person shall have been guilty of negligence or misconduct in respect to the matter for which indemnity is sought.

Section 2. If the corporation has not fully indemnified the person, the court in which the claim against the person has been brought, or any other court having the requisite jurisdiction of an action instituted by such person for indemnity, may assess indemnity against the corporation, its receiver, or trustee, for the amount paid by the person in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the corporation), and any expenses and cost (including reasonable attorney's fees) actually and necessarily incurred by the person in connection therewith to the extent the court shall deem reasonable and equitable. Notwithstanding the above, indemnity may be assessed under this Section only if the court finds that the person seeking indemnification was not guilty of negligence or misconduct in respect to the matter for which the indemnity is sought.

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Certification:

I hereby certify that these by-laws were adopted at the Organizational meeting of The Colony Hockey Club, duly convened in The Colony, Texas on the 16th day of April 2001.

---- Becky Russell, Secretary

I hereby certify that these by-laws were amended at the Special Membership meeting of The Colony Hockey Club, duly convened in The Colony, Texas on the 30th day of January, 2002.

---- Kenneth J. Davis, Jr., First Vice-President

I hereby certify that these by-laws were amended at the TCHC Board Meeting of The Colony Hockey Club, duly convened in The Colony, Texas on the 13th day of March, 2002.

---- Kenneth J. Davis, Jr., Secretary

I hereby certify that these by-laws were amended at a Special Membership meeting of The Colony Hockey club, duly convened in The Colony, Texas on the 1st day of July, 2004.

---- Kenneth J. Davis, Jr., Secretary

I hereby certify that these by-laws were amended at a Board meeting of The Colony Hockey club, duly convened in The Colony, Texas on the 24th day of June, 2021.

---- Jeremy Ursi, Secretary

IRS amendment to TCHC by-laws

- a. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.