

Bylaws of

Temecula Valley In-Line Hockey Association

A California Nonprofit Public Benefit Corporation



Teaching the youth of Temecula Valley the fundamentals of in-line hockey:
TEAM WORK / SPORTSMANSHIP / COMMITMENT / RESPECT

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TABLE OF CONTENTS

ARTICLE 1	NAME.....	6
Section 1.1	Corporate Name	
ARTICLE 2	OFFICES.....	6
Section 2.1	Principal Office	
Section 2.2	Other Offices	
ARTICLE 3	PURPOSES.....	6
Section 3.1	General Purpose	
Section 3.2	Specific Purposes	
ARTICLE 4	LIMITATIONS.....	7
Section 4.1	Political Activities	
Section 4.2	Prohibited Activities	
ARTICLE 5	MANDATORY POLICIES.....	7
Section 5.1	Three (3) Policies to be Maintained at All Times	
5.1.1	Document Retention Policy	
5.1.2	Transparency and Accountability Policy	
5.1.3	Code of Ethics and Whistleblower Policy	
ARTICLE 6	FISCAL YEAR.....	8
ARTICLE 7	OBSERVATIONS.....	8
Section 7.1	Game Rules and Regulations	
ARTICLE 8	DEDICATION OF ASSETS.....	8
Section 8.1	Property Dedicated to Nonprofit Purposes	
Section 8.2	Distribution of Assets Upon Dissolution	
ARTICLE 9	MEMBERSHIPS.....	9
Section 9.1	Members	
Section 9.2	Suspension or Termination	
Section 9.3	Affiliates	
Section 9.4	Nondiscrimination Policy	
ARTICLE 10	DUES.....	11
Section 10.1	Dues	
Section 10.2	Participation Fees	
ARTICLE 11	DIRECTORS.....	11
Section 11.1	Number and Qualifications	
11.1.1	Number	
11.1.2	Qualifications	
Section 11.2	Corporate Powers Exercised by Board	
Section 11.3	Conflict of Interest	
Section 11.4	Terms; Election of Successors	
Section 11.5	Vacancies	

11.5.1	Events Causing Vacancy	
11.5.2	Removal	
11.5.3	No Removal on Reduction of Number of Directors	
11.5.4	Resignations	
11.5.5	Election to Fill Vacancies	
Section 11.6	Annual Meeting	
Section 11.7	Regular Meetings	
Section 11.8	Special Meetings	
Section 11.9	Notice of Meetings	
11.9.1	Manner of Giving	
11.9.2	Time Requirements	
11.9.3	Notice Contents	
Section 11.10	Place of Board Meetings	
11.10.1	Meetings by Telephone or Similar Communication Equipment	
Section 11.11	Quorum and Action of the Board	
11.11.1	Quorum	
11.11.2	Minimum Vote Requirements for Valid Board Action	
11.11.3	When a Greater Vote is Required for Valid Board Action	
Section 11.12	Waiver of Notice	
Section 11.13	Adjournment	
Section 11.14	Notice of Adjournment	
Section 11.15	Conduct of Meetings	
Section 11.16	Action Without Meeting	
Section 11.17	Fees and Compensation of Directors	
Section 11.18	Non-Liability of Directors	
Section 11.19	Emergency Bylaws	
11.19.1	When Applicable	
11.19.2	Emergency Actions	
Section 11.20	Responsibilities of Board Members	
11.20.1	President	
11.20.2	Vice President	
11.20.3	Secretary	
11.20.4	Treasurer	
11.20.5	Director of Player Development	
11.20.6	Director of Coaching	
11.20.7	Director of Officials	
ARTICLE 12	COMMITTEES.....	21
Section 12.1	Committee of Directors	
Section 12.2	Meetings and Action of Board Committees	
Section 12.3	Quorum Rules for Board Committees	
Section 12.4	Revocation of Delegated Authority	
Section 12.5	Nonprofit Integrity Act/Audit Committee	
Section 12.6	Advisory Committee	
Section 12.7	Election Committee	
Section 12.8	Competition Committee	
Section 12.9	Disciplinary Committee	
ARTICLE 13	OFFICERS.....	24
Section 13.1	Officers	
Section 13.2	Election of Officers	

Section 13.3	Removal of Officers	
Section 13.4	Resignation of Officers	
Section 13.5	Vacancies in Officers	
Section 13.6	Responsibilities of Officers	
13.6.1	Administrator	
13.6.2	Registrar	
13.6.3	Tournament Coordinator	
13.6.4	Adult League Coordinator	
13.6.5	Head of Scorekeeping	
13.6.6	Equipment/Facility Manager	
13.6.7	Volunteer Manager	
13.6.8	Additional Officers	
Section 13.7	Compensation of Officers	
ARTICLE 14	COACHES AND REFEREES.....	26
Section 14.1	Team Coaches	
Section 14.2	Referees	
ARTICLE 15	TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS.....	26
Section 15.1	Transactions with Directors and Officers	
15.1.1	Interested Party Transactions	
15.1.2	Requirements to Authorize Interested Party Transactions	
15.1.3	Material Financial Interest	
Section 15.2	Loans to Directors and Officers	
Section 15.3	Interlocking Directorates	
Section 15.4	Duty of Loyalty; Construction with Article 16	
ARTICLE 16	INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.....	29
Section 16.1	Definitions	
16.1.1	“Agent”	
16.1.2	“Proceeding”	
16.1.3	“Expenses”	
Section 16.2	Applicability of Indemnification Provisions	
16.2.1	Successful Defense by Agent	
16.2.2	Settlement or Unsuccessful Defense by Agent	
Section 16.3	Actions Brought by Persons Other Than TVIHA	
16.3.1	Scope of Indemnification in Third Party Proceedings	
16.3.2	Required Standard of Conduct for Indemnification in Third Party Proceedings	
Section 16.4	Action Brought By or On Behalf of TVIHA	
16.4.1	Scope of Indemnification in Proceeding By or On Behalf of TVIHA	
16.4.2	Required Standard of Conduct for Indemnification	
16.4.3	Claims Settled Out of Court	
16.4.4	Claims and Suits Awarded Against Agent	
Section 16.5	Determination of Agent’s Good Faith Conduct	
Section 16.6	Limitations	
Section 16.7	Advance of Expenses	
Section 16.8	Contractual Rights of Non-Directors and Non-Officers	
Section 16.9	Insurance	

ARTICLE 17	CORPORATE RECORDS, REPORTS AND SEAL.....	32
Section 17.1	Minute Book	
Section 17.2	Books and Records of Account	
Section 17.3	Articles of Incorporation and Bylaws	
17.3.1	Maintenance and Inspection of Federal Tax Exemption Application and Tax Returns	
Section 17.4	Annual Report; Statement of Certain Transactions	
Section 17.5	Directors' Rights of Inspection	
Section 17.6	Corporate Seal	
ARTICLE 18	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....	34
Section 18.1	Execution of Instruments	
Section 18.2	Checks and Notes	
Section 18.3	Deposits	
Section 18.4	Gifts	
Section 18.5	Contributions to Individual Teams	
ARTICLE 19	CONSTRUCTION AND DEFINITIONS.....	35
ARTICLE 20	COUNTERTERRORISM AND DUE DILIGENCE POLICY.....	35
ARTICLE 21	AMENDMENTS.....	36
Section 21.1	Amendment by Members	
CERTIFICATE OF SECRETARY.....		36
QUICK REFERENCE GUIDE.....		37

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation is **Temecula Valley In-Line Hockey Association**, hereinafter referred to as **TVIHA**.

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of TVIHA may be established at any place or places within or without the State of California by resolution of the Board.

Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where TVIHA is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

TVIHA is a non-profit corporation and shall be operated within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. TVIHA is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for public purposes.

Section 3.2 Specific Purpose

The specific purpose of TVIHA shall include without limitation, to teach the youth of the community the fundamentals of in-line hockey, the ideals of good sportsmanship as well as team work, commitment and respect.

To achieve this objective, TVIHA provides three supervised programs (Recreation League, Competitive League, and the Tournament Division), under the rules and regulation of AAU (USARS) and the current TVIHA rulebook(s). The TVIHA rulebook(s) is meant to be an amendment to the AAU (USARS) rulebook and where conflict exists between the two documents, the TVIHA rulebook(s) shall take precedence.

The Board of Directors, Officers and members shall remember the winning of the game is secondary and that fundamentals, hockey skills and character development are of prime importance in the **RECREATIONAL LEAGUE** of TVIHA.

The Board of Directors, Officers and members shall remember that the **COMPETITIVE LEAGUE** provides a structured, competition-level hockey program for TVIHA’s most skilled players. The Competitive League embraces the ideals of honor, respect, good sportsmanship, teamwork, and commitment to excellence to attain victory.

At the discretion of the Board of Directors, TVIHA may also provide the community an **ADULT LEAGUE** option for players age 18 or older.

The Board of Directors, Officers and members shall remember that the **TOURNAMENT DIVISION** provides a structured, competition-level hockey program. The Tournament Program offers a more competitive hockey experience, wherein youth embrace the ideals of honor, respect, good sportsmanship, teamwork, and commitment to excellence to attain victory. The TVIHA Tournament teams will represent TVIHA in the “tournament world”.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

TVIHA has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of TVIHA shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and TVIHA shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities

TVIHA shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. TVIHA may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing TVIHA to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 MANDATORY POLICIES

Section 5.1 Three (3) Policies to Be Maintained at All Times

The Board will maintain, and update if necessary, the following policies at all times:

- 5.1.1 Document Retention Policy
The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of TVIHA records.
- 5.1.2 Transparency and Accountability Policy
By making full and accurate information about its mission, activities, finances, and governance publicly available, TVIHA practices and encourages transparency and accountability to the general public.
- 5.1.3 Code of Ethics and Whistleblower policy
TVIHA requires and encourages directors, officers and members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The members and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of TVIHA to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

ARTICLE 6 FISCAL YEAR

The fiscal year of TVIHA shall begin on the first day January and end on the last day of December.

ARTICLE 7 OBSERVATIONS

- Section 7.1 Game Rules and Regulations
TVIHA will observe the rules and regulations of AAU Sports to the extent that there is no conflict with the rules and regulations adopted by the Board of Directors. It is understood by the Board of Directors that AAU Sports has certain requirements for the operation of member leagues. AAU Sports may be consulted to help clarify any decisions made, but will not have any say in the final actions taken. The Board of Directors will have ultimate authority to resolve all such issues.

ARTICLE 8 DEDICATION OF ASSETS

- Section 8.1 Property Dedicated to Nonprofit Purposes
The property of TVIHA is irrevocably dedicated to charitable purposes. No part of the net income or assets of TVIHA shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that TVIHA

is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 8.2 Distribution of Assets Upon Dissolution

Upon termination or dissolution of TVIHA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of TVIHA hereunder shall be selected in the discretion of a majority of the managing body of TVIHA, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against TVIHA, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to TVIHA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

ARTICLE 9 **MEMBERSHIPS**

Section 9.1 Members

Any TVIHA coach, TVIHA adult referee, and any parent or guardian of a player enrolled in TVIHA during the current TVIHA season, or when between season, enrolled in any season since the last Annual Election is a member. The secretary shall maintain the roll of membership to qualifying voting members. Only members in good standing are eligible to vote at the annual meeting, special meetings or regular meetings.

Individuals who do not have a child playing in TVIHA's leagues, or individuals who do not qualify may apply to become a member. Application need only be a simple written request to the secretary, and will be ratified with a majority vote of the quorum of the Board of Directors.

Members shall not be required to be affiliate with another organization or group to qualify as members of TVIHA. Players, coaches, and referees will be required to

be members of AAU sports. Adult TVIHA coaches and referees must complete a successful background check every year.

Section 9.2 Suspension or Termination

Resignation or action of the Board of Directors will terminate Membership.

Board of Directors, by majority vote of a quorum, shall have the authority to discipline, suspend or terminate the membership of any Member or player when the conduct of such person is considered detrimental to the best interests of TVIHA.

Each season, the TVIHA Board of Directors will establish a Disciplinary Committee that will review all violations.

The Member or player involved shall be notified of the specific nature of the charges and the Board of Directors and/or Disciplinary Committee's proposed actions within seven (7) days of the incident. The Member or player will have seven (7) days after being notified to request in writing, a hearing the proposed actions. If after seven (7) days a request has not been received, The Board of Directors proposed action shall be final.

Section 9.3 Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of TVIHA. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at TVIHA website. Affiliates have no voting rights, and are not members of TVIHA.

Section 9.4 Nondiscrimination Policy

The directors, officers, committee members, employees, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of TVIHA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE 10 DUES

Section 10.1 Dues

There shall be no dues required for TVIHA membership.

Section 10.2 Participation Fees

A reasonable participation fee will be assessed as a parent or player's obligation to assure the operational continuity of TVIHA. The Board of Directors shall determine at the start of each season, a per-player fee based on the costs of operations, and ratify such by a majority vote of a quorum. At no time shall financial hardship prevent participation in TVIHA. Any Member can request for a waiver of league fees for any player to the Board of Directors.

ARTICLE 11 DIRECTORS

Section 11.1 Number and Qualifications

11.1.1 Number

The Board of Directors shall comprise of (seven (7) elected positions including President, Vice President, Secretary, Treasurer, Director of Player Development, Director of Coaching, and Director of Officials.

11.1.2 Qualifications

All members of the Board of Directors must be in good standing, and a majority must have family members actively participating as players (age 17 and under) in TVIHA.

Section 11.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of TVIHA (the "Articles of Incorporation"), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of TVIHA shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of Directors (the "Board"). The Board may delegate the management of the activities of TVIHA to any person or persons, management company or committee however composed, provided that the activities and affairs of TVIHA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 11.3 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Section 11.4 Terms; Election of Successors

Directors shall be elected at each annual meeting of the Board for a one (1) year term. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

The Board of Directors will take office within 30 days after their election at the Annual Meeting and continue in office until their successors have been duly elected and qualified. This time period will be used as an information and duty "hand-off" from previous board members to the newly elected members.

Section 11.5 Vacancies

11.5.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; or (ii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

11.5.2 Removal

The Board may, by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

The Board may, by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in Section 11.1.2, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

The Board may, by a majority vote of a quorum, have the power at any Regular Meeting or Special Meeting to discipline, suspend or remove any Board of Director, Officer, or Member of TVIHA in accordance with the procedure set forth in Section 9.2.

11.5.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

11.5.4 Resignations

Except as provided in this Section 11.5.4, any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the

time specified in the written notice that the resignation is to become effective. No Director may resign if TVIHA would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the “Attorney General”).

11.5.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, it may be filled by a majority vote of the remaining Board of Directors at any Regular Meeting or at any Special Meeting called for that purpose. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors and Officers then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 11.6 Annual Meeting

The Annual Meeting of the Members of TVIHA shall be held no later than the 3rd Friday of June each year, at a time and place fixed by the Board, for the purposes of election of the Board of Directors, review and approval of the corporate budget and transaction of other business.

Section 11.7 Regular Meetings

Regular Meeting shall be held on a monthly basis or as determined by the Board of Directors to discuss the normal operations of TVIHA. Notification of meetings will be specified prior to adjournment of the previous meeting and shall be publicly posted on TVIHA’s website. No new business other than that specified in the agenda of the meeting shall be transacted.

Section 11.8 Special Meetings

The Board of Directors may call a Special Meeting of the Members at their discretion. Upon the written request of ten (10) Members, the President shall call a Special Meeting to consider a specific subject. No business other than that as specified in the notice of the meeting shall be transacted at any Special Meeting of the Members. The Secretary shall give notice of the meeting to the Board of Directors and each Officer, by email or voicemail at least twenty-four (24) hours preceding the meeting, such notice shall include the purpose of the meeting.

Section 11.9 Notice of Meetings

11.9.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 11.7), notice of the time, place, or method of all regular and special meetings shall be given to each Director, and as many Members as possible by one of the following methods:

- (a) Public posting on TVIHA’s website; or
- (b) Electronic mail (“e-mail”); or
- (c) Phone (Text / app Messenger).

Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

11.9.2 Time Requirements

Notices shall be created at least five (5) business days before the time set for the meeting.

11.9.3 Notice Contents

The notice shall state the time and place for the meeting. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 11.10 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board.

11.10.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meetings.

Section 11.11 Quorum and Action of the Board

11.11.1 Quorum

No fewer than four (4) Board members shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11.1.1.

11.11.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

If a vote results in a tie (such as a vote by six (6) members), the Directors have two options: either defer the decision until all seven (7) Board members are present or the Directors must unanimously agree in advance that the acting President's vote will serve as the tie-breaker.

11.11.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted);
- (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 8.1; and
- (c) Removal of a Director as described in Section 11.5.2

If a vote results in a tie (such as a vote by six (6) members), the Directors must unanimously agree in advance that the acting President's vote will serve as the tie-breaker.

Section 11.12 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by e-mail to the Secretary of TVIHA as of the date of the protest.

Section 11.13 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 11.14 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal

notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 11.15 Conduct of Meetings

Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice President or, in the absence of each of these persons, by an Officer of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by “Roberts Rules of Order”, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to TVIHA.

Section 11.16 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action or give oral notification to the Secretary. For the purposes of this Section 11.16 only, “all members of the Board” shall not include any “interested Director” as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent or oral consent shall have the same force and effect as an unanimous vote of the Board taken at a meeting. Such written consent or oral consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by e-mail or any other reasonable method satisfactory to the President.

Section 11.17 Fees and Compensation of Directors

TVIHA shall not pay any compensation to Directors for services rendered to TVIHA as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to TVIHA, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to TVIHA in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be “interested persons” which, for purposes of this Section 10.17 only, means:

- (a) any person currently being compensated by TVIHA for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 11.18 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of TVIHA.

Section 11.19 Emergency Bylaws

11.19.1 When Applicable

Notwithstanding anything to the contrary herein, Section 11.19.1 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 11.9 and 11.11:

- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (c) An act of terrorism or other man made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

11.19.2 Emergency Actions

In anticipation of or during an emergency, the Board may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency to conduct TVIHA's ordinary business operations and affairs.

During an emergency, the Board may take either or both of the following actions necessary to conduct TVIHA's ordinary business operations and affairs:

- (a) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Section 11.9
- (b) Deem that one or more officers present at a board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the Board may not take any action that is not in TVIHA's ordinary course of business. Any actions taken in good faith during an emergency under this section bind TVIHA and may not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

Section 11.20 Responsibilities of Board Members

11.20.1 President

The president of TVIHA (the "President") shall:

- (a) Oversee the affairs of TVIHA and execute the policies established.
- (b) Present a report of the condition of the TVIHA at the Annual Meeting.
- (c) Ensure Board members, Committees, and Officers are upholding the league's mission, vision, and values.
- (d) Be responsible for the conduct of TVIHA in strict conformance to the policies, principles, Rules and Regulations of the Association.
- (e) Bring all complaints, irregularities and conditions detrimental to TVIHA to the Board of Directors and/or Officers. The Board of Directors shall determine if further action is required.
- (f) With the Treasurer, prepare and submit an annual budget to the Board of Directors and be responsible for the proper executive thereof. The budget may be amended from time to time by the Board of Directors by a majority vote of a quorum.
- (g) Conduct monthly meetings and facilitate discussions and voting.

11.20.2 Vice President

The vice president of TVIHA (the "Vice President") shall:

- (a) Work closely with the President to carry out the league's core initiatives.

(b) In the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.

(c) Coordinates and communicates with the City of Temecula regarding rink rental/lights.

(d) Forms an Election Committee for the annual Board of Directors election.

11.20.3

Secretary

The secretary of TVIHA (the “Secretary”) shall be responsible for organizing board meetings, distributing meeting agendas, and taking meeting notes. Additionally, the Secretary shall assist the Registrar with AAU insurance compliance.

11.20.3.1

Bylaws

The Secretary shall certify and keep the original or a copy of these Bylaws as amended to date.

11.20.3.2

Minute Book

The Secretary shall keep or cause to be kept a minute book as described in Section 17.1.

11.20.3.3

Notices

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

11.20.3.4

Records

The Secretary shall maintain a list of all Members, Board of Directors, Officers and Committee Members and give notice of all meetings of TVIHA to the Board of Directors, Officers and/or Committee Members.

The Secretary shall maintain appropriate files, mailing lists and necessary records.

11.20.3.5

Corporate Seal and Other Duties

The Secretary shall keep or cause to be kept the seal of TVIHA, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

11.20.4

Treasurer

The treasurer of TVIHA (the “Treasurer”) shall attend to the following:

- 11.20.4.1 Books of Account
The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of TVIHA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- 11.20.4.2 Financial Reports
The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; including an annual budget and annual financial report to be used during the Annual Meeting.
- 11.20.4.3 Deposit and Disbursement of Money and Valuables
The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of TVIHA with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of TVIHA as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of TVIHA; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.
- 11.20.4.4 Annual Taxes
The Treasurer shall, prepare and submit all records to a Certified Public Accountant as approved by the Board of Directors.
- 11.20.5 Director of Player Development
The director of player development (the “Director of Player Development”) shall attend to the following:
- (a) Schedule and conduct player assessments and draft;
 - (b) Serve, and work with members on the Competition Committee to ensure fairness of the draft and an equal distribution of talent among the teams;
 - (c) Notify the President and sanctioning body of any subsequent player replacements or trades;
 - (d) Coordinate and assist with off-season clinics
- 11.20.5.1 Records
The Director of Player Development shall record all player transactions and maintain an accurate and up-to-date record thereof.

The Director of Player Development shall receive and review applications for player candidates and assist the Secretary and Registrar in checking residency and age eligibility, when applicable.

The Director of Player Development shall prepare for the President's signature and submission to the sanctioning body, team rosters, including players claimed.

11.20.6 Director of Coaching

The director of coaching (the "Director of Coaching") shall recruit, train, and oversee the league's coaches. Additionally, the Director of Coaching shall attend to the following:

- (a) Ensure coaches are upholding the league's standards when interacting with players, parents, and referees;
- (b) Assist the Director of Player Development with the evaluation process, draft, and off-season clinics.

11.20.7 Director of Officials

The director of officials (the Director of Officials) shall ensure all the rules and regulations governing the league during game play are being enforced and followed. Additionally, the Director of Officials shall attend to the following:

- (a) Recruit and train new officials;
- (b) Oversee the hiring and terminating of officials;
- (b) Conduct annual clinics for all of TVIHA officials;
- (c) Schedule officials for all games and submit payroll records to the Treasurer.

ARTICLE 12 COMMITTEES

Section 12.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each may or may not consist of at least one (1) Director, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any other Committees or the members of these Committees;
- (g) approve any transaction (i) between TVIHA and one or more of its Directors or (ii) between TVIHA and any entity in which one or more of its Directors have a material financial interest unless the conditions of Section 14.1.2.2 are satisfied.

Section 12.2 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 10 concerning meetings of Directors, with such changes in the context of Article 10 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 12.3 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the

withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 12.4 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 12.5 Nonprofit Integrity Act/Audit Committee

The Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of TVIHA, including, if staff members or employees, the President or the Treasurer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and firing of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of TVIHA are in order;
- (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (d) if requested by the Board, negotiate the CPA’s compensation on behalf of the Board.

Section 12.6 Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 12.7 Election Committee

No later than the first Regular Meeting in April, the Board of Directors shall appoint, by a majority vote of a quorum, an Election Committee of three Members, two (2) of which cannot currently be serving on the Board of Directors, for the upcoming Annual Election. The Election Committee shall oversee and coordinate all aspects of the Annual Election and be responsible to report to the Board of Directors that all procedures and practices are properly followed.

Section 12.8 Competition Committee

The purpose of the Competition Committee is to ensure fairness and an equal distribution of talent among the teams after the draft. The Director of Player Development will chair this committee and work with its members who have been appointed by the Board of Directors.

Section 12.9 Disciplinary Committee

The purpose of a Disciplinary Committee is to maintain standards of conduct and discipline within the TVIHA organization. This committee is responsible for investigating allegations of misconduct, evaluating evidence, and determining appropriate disciplinary actions. Its goal is to ensure accountability, uphold ethical standards, and promote a fair and respectful environment.

ARTICLE 13 OFFICERS

Section 13.1 Officers

The officers of TVIHA (“Officers”) shall be either Administrator, Registrar, Tournament Coordinator, Adult League Coordinator, Head of Scorekeeping, Equipment/Facility Manager, Communications Officer, or Volunteer Coordinator. These persons may, but need not be, selected from among the Directors. The Board shall have the power to designate additional Officers, who also need not be Directors, with such duties, powers, titles and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 13.6.14. Any number of offices may be held by the same person.

Section 13.2 Election of Officers

The Officers, except those appointed in accordance with Section 13.6.14, shall be appointed by the Board after the annual meeting and serve a term of one year, and each shall serve at the discretion of the Board until his or her successor is appointed, or his or her earlier resignation or removal.

Section 13.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of TVIHA, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 13.4 Resignation of Officers

Any Officer may resign at any time by giving written notice to TVIHA. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of TVIHA under any contract to which the Officer is a party.

Section 13.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office or one appointed in accordance with Section 13.6.14, such vacancy shall be filled by appointment by the Board of Directors, and the appointee shall remain in office for the remainder of the vacated term.

Section 13.6 Responsibilities of Officers

13.6.1 Administrator

Directs the day-to-day operation of TVIHA, and serves as a liaison between the Board of Directors and the Officers.

13.6.2 Registrar

Oversees the league's registration process and maintains the athlete database. Additionally, works with the Secretary to ensure AAU insurance compliance and assists in submitting home school player documentation.

13.6.3 Tournament Coordinator

Coordinate and facilitate the Warrior program.

13.6.4 Adult League Director

Coordinate and facilitate the Adult League. Conducts player assessments and oversees the draft to ensure fairness and an equal distribution of talent among the teams.

13.6.5 Head of Scorekeeping

Schedule and train staff, and submit payroll to the Treasurer. Additionally, the Head of Scorekeeping will create and maintain score sheets for each game and input the data into the league website.

13.6.6 Equipment/Facility Manager

Responsible for acquiring, organizing, and maintaining all equipment for TVIHA. Additionally, they will ensure the facilities meet proper safety guidelines and coordinate clean-up crews, if necessary, after inclement weather.

- 13.6.7 Communications Officer
Creates and distributes all official communications from the league. This includes updating the league's website, marketing the league, **overseeing the organization's social media accounts**, and working with potential/current sponsors.
- 13.6.8 Volunteer Coordinator(s)
Communicate and coordinate with team parents. Order helmet stickers (6u, 8u, and 10u) and championship medals. Additionally, they will help coordinate any special events for TVIHA and recruit new volunteers.
- 13.6.9 Additional Officers
The Board may appoint or remove such other Officers as the business of TVIHA may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.
- Section 13.7 Compensation of Officers
No Directors, Officer or Member of TVIHA shall receive directly or indirectly any salary, compensation or emolument from TVIHA for services rendered as a Director, Officer, or Member.

ARTICLE 14 COACHES AND REFEREES

- Section 14.1 Team Coaches
The team Coaches shall be appointed prior to each season by the Director of Coaching and be approved by the Board of Directors by a majority vote of a quorum.

Coaches shall be responsible for their teams and for their action on the rink.

Each coach must maintain current AAU membership, background checks, and will have to complete applicable training provided by or at the guidance of the Director of Coaching.

- Section 14.2 Referees
As part of TVIHA's membership in AAU, there are prescribed rules and regulations for refereeing. This includes registration of referees through AAU. TVIHA shall abide by these rules and regulations.

Accordingly, TVIHA will hire accredited referees for league games. The referees will be paid according to wage scales determined by the Board of Directors by a majority vote of a quorum.

The hiring and firing of referees shall be at the discretion of the Board of Directors.

ARTICLE 15 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 15.1 Transactions with Directors and Officers

15.1.1 Interested Party Transactions

Except as described in Section 15.1.1, TVIHA shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

15.1.2 Requirements to Authorize Interested Party Transactions

15.1.2.1 By the Board of Directors

TVIHA shall not be a party to any transaction described in Section 15.1.1 unless:

- (a) TVIHA enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to TVIHA at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that TVIHA could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 15.1.2.

15.1.2.2 By a Committee

A Committee shall not approve a transaction described in 15.1.1 unless:

- (a) the Committee approves the transaction in a manner consistent with the standards set forth in section 15.1.2.1;
- (b) it was not reasonably practicable to obtain approval of the transaction by the Board prior to entering into the transaction; and
- (c) the Board, after determining in good faith that the two above-enumerated conditions of this section 15.1.2.2 are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors in office without counting the vote of the interested Director or Directors.

15.1.3 Material Financial Interest

A Director or Officer shall not be deemed to have a “material financial interest” in a transaction:

- (a) that fixes the compensation of a Director as a Director or Officer;
- (b) if the contract or transaction is part of a public or charitable program of TVIHA and it (1) is approved or authorized by TVIHA in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of TVIHA for the preceding year or \$10,000.

Section 15.2 Loans to Directors and Officers

TVIHA shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that TVIHA may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by TVIHA, so long as the Board previously approved such expenses.

Section 15.3 Interlocking Directorates

No contract or other transaction between TVIHA and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director’s other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote

sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 10); or if (ii) the contract or transaction is just and reasonable as to TVIHA at the time it is authorized, approved or ratified.

Section 15.4 Duty of Loyalty; Construction with Article 16

Nothing in this Article 15 shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to TVIHA. Furthermore, nothing in this Article 15 shall be construed to override or amend the provisions of Article 16. All conflicts between the two articles shall be resolved in favor of Article 16.

ARTICLE 16 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 16.1 Definitions

For purpose of this Article 16,

16.1.1 “Agent”

means any person who is or was a Director, Officer, employee, or other agent of TVIHA, or is or was serving at the request of TVIHA as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of TVIHA or of another enterprise at the request of the predecessor corporation;

16.1.2 “Proceeding”

means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

16.1.3 “Expenses”

includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 16.

Section 16.2 Applicability of Indemnification Provisions

16.2.1 Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 16, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

- 16.2.2 Settlement or Unsuccessful Defense by Agent
If an Agent either settles any proceeding referred to in this Article 16, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 16.3 through Section 16.6 shall determine whether the Agent is entitled to indemnification.
- Section 16.3 Actions Brought by Persons Other than TVIHA
This Section 16.3 applies to any proceeding other than an action “by or on behalf of TVIHA” as defined in Section 16.4. Such proceedings that are not brought by or on behalf of TVIHA are referred to in this Section 16.3 as “Third Party proceedings.”
- 16.3.1 Scope of Indemnification in Third Party Proceedings
Subject to the required findings to be made pursuant to Section 16.3.2, TVIHA may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.
- 16.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings
Any indemnification granted to an Agent in Section 16.3.1 above is conditioned on the following. The Board must determine, in the manner provided in Section 16.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of TVIHA, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of TVIHA or that he or she had reasonable cause to believe that his or her conduct was unlawful.
- Section 16.4 Action Brought By or On Behalf Of TVIHA
This Section 16.4 applies to any proceeding brought (i) by or in the right of TVIHA, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of TVIHA”).
- 16.4.1 Scope of Indemnification in Proceeding By or On Behalf Of TVIHA
Subject to the required findings to be made pursuant to Section 16.4.2, and except as provided in Sections 16.4.3 and 16.4.4, TVIHA may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or

on behalf of TVIHA, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

16.4.2 Required Standard of Conduct for Indemnification

Any indemnification granted to an Agent in Section 16.4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 16.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of TVIHA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

16.4.3 Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of TVIHA, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

16.4.4 Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to TVIHA in the performance of the Agent's duty to TVIHA, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 16.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- (a) The determination of good faith conduct required by Section 16.4.2 must be made in the manner provided for in Section 16.5; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 16.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in Section 16.3 and Section 16.4 is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

- (b) the court in which the proceeding is or was pending. Such determination may be made on application brought by TVIHA or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by TVIHA.

Section 16.6 Limitations

No indemnification or advance shall be made under this Article 16, except as provided in Section 16.2.1 or Section 16.5(b), in any circumstances when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 16.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by TVIHA before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 16.

Section 16.8 Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 16 shall affect any right to indemnification to which persons other than Directors and Officers of TVIHA, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 16.9 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 16, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not TVIHA would have the power to indemnify the Agent against the liability under the provisions of this Article 16.

ARTICLE 17 CORPORATE RECORDS, REPORTS AND SEAL

Section 17.1 Minute Book

TVIHA shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how

called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 17.2 Books and Records of Account

TVIHA shall keep adequate and correct books and records of account. “Correct books and records” include but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 17.3 Articles of Incorporation and Bylaws

The President and Secretary shall keep the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

17.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Tax Returns

The Treasure shall at all times keep a copy of TVIHA’s federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 17.4 Annual Report; Statement of Certain Transactions

The Board shall give an annual report to be sent to each Member within five (5) business days prior to the Annual Meeting containing the following information:

- (a) The assets (real and personal property) and liabilities of TVIHA, including any trust funds, as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of TVIHA, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of TVIHA for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which TVIHA, its parent, or its subsidiary was a party, (ii) which involved more than \$5,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$5,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):

- (1) Any Director or Officer of TVIHA, its parent, or its subsidiary;
- (2) Any holder of more than 10% of the voting power of TVIHA, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to TVIHA; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership needs to be stated.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$1,000 paid during the fiscal year to any Officer or Director under Article 10 or Article 11.

Section 17.5 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of TVIHA and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 17.6 Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 18 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 18.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of TVIHA to enter into any contract or execute and deliver any instrument in the name of and on behalf of TVIHA, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind TVIHA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 18.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of TVIHA shall be signed by the Treasurer and countersigned by the President.

Section 18.3 Deposits

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

Section 18.4 Gifts

The Board may accept on behalf of TVIHA any contribution, gift, bequest, or devise for the charitable or public purposes of TVIHA.

Section 18.5 Contributions to Individual Teams

The Board of Directors shall limit the contribution of funds or property directly to individual teams. Donations of funds, goods, or services of less than \$250.00 per recreational team may be accepted by individual teams and such donations are reported to the Board of Directors.

Due to the high cost of tournament fees, the Tournament teams will not be limited in their fundraising abilities, so long as non-profit rules are followed and all donations are reported appropriately to the Board of Directors.

ARTICLE 19 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both TVIHA and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 20 COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, TVIHA shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practice for US. Based Charities” is not mandatory, TVIHA willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re- evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

TVIHA shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE 21 AMENDMENTS

Section 21.1 Amendment by Members

These Bylaws may be amended, altered, repealed, or restated by majority vote of those present at any duly organized Meeting of the Members provided notice of the proposed change is included in the notice of such meeting, provided, however:

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and
- (b) that an amendment does not affect the voting rights of directors; an amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting; and
- (c) that all amendments be consistent with the Articles of Incorporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **Temecula Valley In-Line Hockey Association**, a California nonprofit public benefit corporation; that these Bylaws, consisting of thirty-six (36) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____

at _____, California.

QUICK REFERENCE GUIDE

TVIHA Leadership Structure:

- ❖ Board of Directors (Elected positions)
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Director of Player Development
 - Director of Coaching
 - Director of Officials

 - ❖ Committees (Board Appointed)
 - Audit Committee
 - Advisory Committee
 - Election Committee
 - Disciplinary Committee

 - ❖ Officers (Board Appointed)
 - Administrator
 - Registrar
 - Tournament Coordinator
 - Adult League Coordinator
 - Head of Scorekeeping
 - Equipment/Facility Manager
 - Communications Officer
 - Volunteer Coordinator(s)
-

League / Division Structure:

- ❖ Recreation League (Divisions)
 - 6u, 8u, 10u, 12u, 13 and UP

- ❖ Competitive League (Divisions)
 - Premier
 - Advanced

- ❖ Adult League (Divisions)
 - Women's
 - Men's B

- Men's Advanced
- ❖ Tournament (Divisions)
 - 6u, 8u, 10u, 12u, 14u, 16u, 18u, Adult