



CAROLINA AMATEUR HOCKEY ASSOCIATION BYLAWS

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CAHA BYLAWS TABLE OF CONTENTS

1.0	Name	3
2.0	Purpose	3
3.0	Non-Profit Statement	4
4.0	Location of Offices	4
5.0	Definitions	4
6.0	USA Hockey Preeminence	6
7.0	Indemnification	7
8.0	CAHA Preeminence	7
9.0	Registered Team and Allied Members	7
10.0	Member Associations	8
11.0	Leagues	11
12.0	Voting Rights	12
13.0	Fees and Dues	13
14.0	Rules, Policies, and Procedures	13
15.0	Board of Directors	14
16.0	Method of Election of CAHA Directors	16
17.0	Voting	16
18.0	Officers	19
19.0	Duties of CAHA Officers	20
20.0	Committees	21
21.0	Safesport and Screening	23
22.0	Exoneration From Personal Liability	24
23.0	Meetings	24
24.0	Quorums	25
25.0	Rules of Order	26
26.0	Contract, Checks, Deposits, Funds, and Fiscal Year.....	26
27.0	Amendments	27
28.0	Equal Opportunity	27
29.0	Books and Records	28
30.0	Waiver of Notice	28
31.0	Jurisdiction	28
32.0	Dispute Resolution	28
33.0	Suspension or Expulsion	30

CAROLINA AMATEUR HOCKEY ASSOCIATION, INC. BYLAWS

1.0 NAME

- 1.1** The name of this corporation is the Carolina Amateur Hockey Association, Incorporated (hereinafter called "CAHA").

2.0 PURPOSE

- 2.1** The purpose of CAHA, in addition to any purposes set forth in the Articles of Incorporation of the organization, is as follows:
- (a) To encourage, foster and promote the development and growth of the sport of amateur hockey within the Carolina Affiliate of USA Hockey, Inc.
 - (b) To conduct certain affairs of USA Hockey, to assist in the governance of the Registered Participant Members and Team Members of USA Hockey and to regulate the sport of amateur hockey within the Carolina Affiliate.
 - (c) To encourage and develop the mental knowledge, skills, ability and good sport and fair play of all participants.
 - (d) To conduct and supervise hockey tournaments and to select representative Team Members to participate in USA Hockey District, Regional and National Tournaments.
 - (e) To develop, implement, and maintain such policies as required by USA Hockey which assures CAHA participants that its coaches and administrators comply with principles and standards of conduct established by USA Hockey and CAHA.
 - (f) To do any and all acts desirable and in furtherance of the foregoing purposes and for the purpose of assisting and engaging in all activities which serve educational purposes, which are permitted by the North Carolina Nonprofit Corporation Code, and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations issued pursuant thereto, as amended, or by an organization to which contributions made are deductible under Section 170(c)(2) of the Code and the Regulations.
 - (g) In addition, the corporation is formed for the purpose of assisting and engaging in all activities which foster national and international amateur sports competition, which are permitted by the Act, and which are permitted to be carried out by an organization exempt from Federal taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations issued pursuant thereto, as amended (the "Regulations"), or by an organization contribution to which are deductible under Section 1 70(c)(2) of the Code and the Regulations.

3.0 NON-PROFIT STATEMENT

- 3.1** CAHA is and shall remain nonprofit, nonsectarian, and nonpartisan corporation.
- 3.2** CAHA does not contemplate pecuniary gain or profit to any member thereof and is organized solely for nonprofit purposes.
- 3.3** No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501 (c) (3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.
- 3.4** No part of any net earnings of CAHA shall inure to the benefit of any Member Association or any Team Member or any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer, employees, or agents and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Director or Officer of the Corporation.
- 3.5** Grant contributions by CAHA to Member Associations for the valid purpose of achieving the objectives of CAHA, shall not violate this rule, so long as such contributions assist in covering expenses and are not known to result in profit to the recipient.

4.0 LOCATION OF OFFICES

- 4.1 Principal Office:** The principal office for transaction of business of CAHA shall be located within the Carolina Affiliate, at such place or places as may be designated by the Board of Directors from time to time. Unless otherwise resolved, however, the principal office will be the home address of either the President or the Secretary of CAHA.
- 4.2 Change of Principal Office:** The Board of Directors shall have full power and authority to change the principal office of CAHA from one location to another within the Carolina Affiliate. Any such change shall be made by resolution but shall not be considered an amendment to these Bylaws.

5.0 DEFINITIONS

- 5.1 USA Hockey:** The national governing body for the sport of amateur hockey, pursuant to the Amateur Sports Act of 1978, as amended and the duly authorized representative of the International Ice Hockey Federation (IIHF) with exclusive jurisdiction over the conduct of play of the sport of amateur hockey as sanctioned by the IIHF within the United States of America.

- 5.2 Affiliate:** The Carolina Amateur Hockey Association, Incorporated (CAHA).
- 5.3 Member Association:** Any active amateur hockey association or club that is granted membership in CAHA in accordance with Article 10.0 of these Bylaws and has one or more Team Members which actively engage in the sport of hockey within the Carolina Affiliate. As used herein, "Association" shall mean Member Association.
- 5.4 Team Member:** Any team which belongs to a Member Association and is in good standing with both USA Hockey and CAHA. All teams registered by a Member Association must be known by the same team name, i.e., mascot, and wear the same team uniforms as the Member Association unless specifically approved by the CAHA Board of Directors in advance of team tryouts or team formation.
- 5.5 Registered Participant Member:** Any person who is a legal resident of the United States and who is currently registered and in good standing with both USA Hockey and CAHA. Registered Participant Members shall have certain voting rights. Registered Participant Member's voting rights shall be exercised by the Authorized Representative of their Member Association.
- 5.6 Authorized Representative:** Registered Participant Members shall be entitled to select one person from their respective Member Association as their representative. This representative shall be entitled to vote on the Registered Participant Member's behalf on all matters whereby such a Registered Participant Member vote is warranted or required.
- 5.7 League:** Any group of Member Associations or Registered Team Members that are organized together for the purpose of scheduling and playing games on a regular basis as defined by CAHA.
- 5.8 Local Governing Body:** Any team, Club, League recognized by CAHA which has initial, primary authority and responsibility to conduct its affairs and programs; including, at a minimum, the conduct of its directors, officers, players, parents, coaches, minor officials, administrators, fans, participants and members within its participant program.
- 5.9 Zones:** CAHA consists of the following zones: North Carolina and South Carolina.
- (a) CAHA is responsible for the jurisdiction and enforcement of CAHA and USA Hockey policies, Bylaws, Rules, and Regulations in North and South Carolina.
- 5.10 Rink Owner:** Rink Owner will be defined as the following:
- (a) Any person recognized as having a financial ownership interest in an ice facility located within the affiliate area.
- (b) A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a sibling, of an Interested Person.
- (c) A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.

6.0 USA HOCKEY PREEMINENCE

6.1 CAHA, an Affiliate Association of USA Hockey, Inc., shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Affiliate.

Further, CAHA (i) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of USA Hockey:

- (a) **GOOD SPORT AND FAIR PLAY**
Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
- (b) **RESPECT FOR THE INDIVIDUAL**
Treat all others as you expect to be treated.
- (c) **INTEGRITY**
We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- (d) **PURSUANT OF EXCELLENCE AT THE INDIVIDUAL, TEAM, AND ORGANIZATIONAL LEVELS**
Each member of the organization, whether player, volunteer, or staff, should seek to perform each aspect of the game to the highest level of their ability.
- (e) **ENJOYMENT**
It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- (f) **LOYALTY**
We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- (g) **TEAMWORK**
We value the strength of learning to work together. The use of teamwork is reinforced and rewarded with success in the hockey experience.
- (h) **DIVERSITY, EQUITY, INCLUSION**
CAHA recognizes that diversity, equity, and inclusion are core values. We are committed to fostering an inclusive environment where everyone involved respects the game, their teammates, their opponents, the officials, and themselves on and off the ice. CAHA celebrates every race, ethnicity, gender, sexuality, ability, disability, and background.

6.2 Nothing contained herein, however, shall be construed to delegate the duties or responsibilities of CAHA's Directors or Officers to USA Hockey, its officers, directors, agents or employees, nor shall this provision be construed to prevent CAHA from implementing rules, policies and procedures which may be more stringent than those of USA Hockey providing such rules, policies or procedures do not conflict with those of USA Hockey.

7.0 INDEMNIFICATION

- 7.1** CAHA, an Affiliate of USA Hockey, shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of CAHA, except to the extent (i) that USA Hockey or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules, and Regulations, Playing Rules, or decisions of the Board of Directors of USA Hockey.
- 7.2** CAHA understands and acknowledges that USA Hockey and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement, and condition that they may be so indemnified and held harmless to the extent described by these Bylaws.
- 7.3** USA Hockey shall reasonably cooperate with CAHA in any litigation and provide reasonable support therewith, including but not limited to, advice and testimony upon reasonable request; provided however, that such cooperation shall not require USA Hockey to incur any out-of-pocket expense not reimbursed by CAHA.

8.0 CAHA PREEMINENCE

- 8.1** Each Member Association of CAHA shall adopt Bylaws, or other operating procedures consistent with these Bylaws. In the event of conflict with the charter, bylaws, or other operating procedures of any Registered Team Member or Member Association, these Bylaws shall take precedence over and shall govern all CAHA's Registered Team Members and Member Associations.

9.0 REGISTERED TEAM AND ALLIED MEMBERS

- 9.1** **Members:** All Member Associations, Member Teams and Registered Participant Members as defined in Article 5.0 shall be entitled to exercise all rights and privileges as that status may accord. Member Teams are the property of the registering Member Association in good standing with CAHA.
- 9.2** **Allied Members:** Any person or organization interested in or involved in the conduct of hockey within the Carolina Affiliate shall be eligible to become an Allied Member of CAHA, including, but not limited to, parents, coaches, out-of-state teams, officials, facility, or rink owners. Allied Members shall be non-voting members of CAHA.
- 9.3** **Member Compliance:** All players, teams, associations, leagues, groups, individuals or other organizations affiliated or registered with CAHA shall, by their affiliation or registration, be deemed to have indicated their willingness to comply with the Bylaws and the Rules and Regulations of CAHA and USA Hockey and shall be subject to the rules and regulations thereof including but not limited to the signing of

an annual Member Association Agreement with the CAHA.

- 9.4 Suspension:** All players, teams, associations, leagues, groups, individuals, or other organizations suspended by USA Hockey shall be automatically suspended by CAHA without further notice from CAHA and shall remain suspended unless and until such suspension is lifted by USA Hockey.
- 9.5 Right of Membership Refusal:** The Board of Directors shall have the right and discretion to refuse membership in CAHA to any players, teams, associations, leagues, groups, individuals or other organizations within the criterion established by USA Hockey and CAHA.
- 9.6 Bankruptcy:** In the event of any act of bankruptcy of any Member Association, whether voluntary or involuntary, including the filing of any petition for dissolution or reorganization under the bankruptcy laws of the United States OR in the event of any assignment for the benefit of creditors under state law, such act shall immediately terminate that Association's membership in CAHA.

10.0 MEMBER ASSOCIATIONS

- 10.1** Any active amateur Association, which is properly registered and in good standing with both USA Hockey and CAHA shall be eligible to become a Member Association if it meets the requirements set forth herein.
- 10.2** The purpose of Member Association status within CAHA is to allow Registered Participant Members to be represented within the CAHA by a duly elected representative of their organization and to allow Registered Participant Members the right to participate in CAHA sanctioned events in accordance with established CAHA Rules and Regulations.
- 10.3** Member Association shall be an organization that has been duly organized as a non-profit or for-profit corporation, a limited liability company, a sole proprietorship, a partnership, or an association in the Carolina Affiliate.
- 10.4** Member Association status may be acquired by written application to CAHA on a membership application form which shall include, as a minimum, the following information:
- Name of the Association
 - Location of the Association
 - Primary ice facility for the Association
 - Names, addresses and phone numbers of principal officers
 - Signature of an Officer of the Corporation authorized to make application for membership in CAHA
 - Proposed number and level of teams
 - All prescribed fees
 - The legal nature of the Association
 - Declare the team name, i.e., mascot, which all teams registered by the association shall be known, if applicable.

10.5 The Member Association application shall also be accompanied by the following:

- (a) A certified copy of the applicant's Articles of Incorporation, Partnership Agreement, Association Agreement, Constitution, Bylaws, or other governing documents; a certificate of corporate good standing from the state of incorporation.
- (b) A signed CAHA Member Association Agreement confirming compliance with all provisions of the Articles, Bylaws and Rules and Regulations of both CAHA and USA Hockey.
- (c) A signed letter from local ice providers to show sufficient availability of ice to support its program and promote that program in accordance with the Bylaws and Rules of CAHA and USA Hockey.
- (d) For Youth and Girl's Associations, a list of all Association Administrators, coaches, team managers, locker room monitors, team drivers, travel chaperones identified at the time of the application. The list shall include the individual's full name, address, and background screening expiration date.
 - i. All Association Administrators, coaches, team managers, locker room monitors, team drivers, travel chaperones or any other person who will have regular, routine or frequent access to or supervision over minor participants, and all persons in a supervisory position within the Association identified at the time of the application must be screened in accordance with USA Hockey's National Level Background Screening Policy prior to consideration of the Association's application for membership.
 - ii. All Association Administrators, coaches, team managers, locker room monitors, team drivers, travel chaperones or any other person who will have regular, routine or frequent access to or supervision over minor participants, and all persons in a supervisory position within the Association identified at the time of the application shall complete the SafeSport Awareness Training prior to consideration of the Association's application for membership.
- (e) Provide a statement of the marketplace impact on the existing Member Associations operating within the geography of the target recruitment area.
- (f) A declaration in writing of the association's intended growth initiatives and the development plan for new hockey players.
- (g) Any other information or documents requested by the CAHA Membership Committee.

10.6 As a minimum, each Member Association's governing documents and/or operating procedures shall:

- (a) Include Article 6.0 - USA Hockey Preeminence; Article 7.0 - Indemnification and Article 8.0 - CAHA Preeminence as stated in these Bylaws.
- (b) Clearly define the method of electing Association representatives as outlined in Article 11.0 - Voting Rights.
- (c) Adopt USA Hockey Bylaw 10 as it now exists or may hereafter be amended as the sole and exclusive remedy for discipline and dispute resolution.
- (d) Contain SafeSport adoption which includes a Physical Abuse Policy, Emotional Abuse Policy, Sexual Abuse Policy, Bullying, Threats and Harassment Policy, and Hazing Policy; Locker Room Policy, Social Media, Mobile and Electronic Communications Policy, Travel Policy, Billeting Policy,

Education, and Awareness Training Policy; Screening Policy, Zero Tolerance Policy and other such policies which complies with USA Hockey requirements.

- (e) Ensure each constituent Registered Participant Member reasonable information relating to utilization of fees charged for participation in the Association in which they are participating.
- (f) Shall acknowledge the Member Association's duty to comply with CAHA's disciplinary process.

10.7 The CAHA Board of Directors shall appoint a Membership Committee Chair whose role shall be to review each Membership Application and support documents for completeness. The Membership Committee Chair shall provide applicants with assistance with completing the applications according to the Membership Application Procedure, reviewing the applications and making recommendations to the CAHA Board of Directors on whether the applicant has satisfied the membership requirements for Member Association status.

10.8 All new Member Associations seeking to register their association teams with USA Hockey and CAHA for play during the regular season must submit their application and supporting documents to the CAHA Membership Chair by November 30 of the prior year. CAHA will review and act on new applications during the month of January.

Exception 1 - New ice facilities may apply for membership at any time upon completion of construction and shall be limited to internal house programs only within the current season.

Exception 2 – New disabled hockey Associations in markets where disabled hockey in the Association’s stated discipline does not exist may apply for membership at any time during the season. Disabled hockey Associations in markets where disabled hockey in the Association’s stated discipline does exist shall not be eligible for this exception.

10.9 CAHA reserves the right to approve, modify or deny the number of teams requested. All new Associations will operate under a two-year probationary period with a yearly review. Upon completion of the two-year period, probationary status will then be reconsidered by CAHA for final approval, an extended probationary period or revocation of membership. Factors to be considered by CAHA during the period of probationary member status include, but are not limited to:

- Has the Association abided by all bylaws, rules and policies of USA Hockey and CAHA.
- Are all Association coaches properly certified, SafeSport trained and screened.
- Has the Association satisfied all financial obligations.
- Has the Association worked to build [or grow] the player base in the relevant market as opposed to merely recruiting players from other associations.
- Has the Association acted as a good citizen in the local hockey community.
- Has the Association registered individual members and teams during the probationary period.
- The Association must provide a written evaluation of their marketplace impact on the existing Member Associations operating within shared ice facilities.
- The Association must provide a written evaluation on the success of their growth and development plan.

10.10 Member Compliance: All associations, leagues, groups, individuals or other organizations affiliated or registered with CAHA shall, by their affiliation or registration, be deemed to have indicated their willingness to comply with the Bylaws and the Rules and Regulations of CAHA and USA Hockey and shall be subject to the rules and regulations thereof including but not limited to the disciplinary procedures set forth herein.

10.11 Suspension: All associations, leagues, groups, individuals, or other organizations suspended by USA Hockey shall be automatically suspended by CAHA without further notice from CAHA and shall remain suspended unless and until such suspension is lifted by USA Hockey.

10.12 Inactivation: if an association does not claim any players and form any teams for two consecutive seasons, they are considered dormant and must reapply for membership through the full new membership application process.

10.13 Right of Membership Refusal: The Board of Directors reserves the right to refuse membership to an Association that fails to comply with the requirements of this bylaw, that fails to furnish documentation and other information requested or that fails to follow and comply with the Bylaws, Rules and Regulations and policies of CAHA and USA Hockey.

10.14 Membership Removal: a Member Association that fails to follow and comply with the Bylaws, Rules and Regulations and policies of CAHA and USA Hockey is subject to discipline up to and including the revocation of their Membership Association status. If revocation is considered, the discipline committee must be comprised of CAHA board members in good standing.

11.0 LEAGUES

Any league that operates within the states of North Carolina and South Carolina must register with CAHA. Any league is therefore exclusively under CAHA's jurisdiction. CAHA reserves the right to address all league policies so that they are administered consistently with the American Development Model (ADM), USA Hockey Playing Rules, and CAHA Rules, Policies, and Procedures.

11.1 Affiliate Leagues - CAHA may establish Affiliate leagues operated by CAHA at any time and at any level if the leagues follow the American Development Model (ADM), USA Hockey Playing Rules, and CAHA Rules, Policies, and Procedures.

12.0 VOTING RIGHTS

12.1 Election of Member Association Representatives:

- (a) Each organization granted Member Association status within CAHA shall be entitled to send an Authorized Representative to the CAHA Annual Meeting. This representative shall be entitled to represent and vote on behalf of the constituent Registered Participant Members of that Member Association as set forth in these Bylaws.

- (b) Representatives shall be selected by the Registered Participant Members in an open, democratic manner with each Registered Participant Member in good standing registered with that Member Association as of February 28th of the then current playing season shall be eligible to cast one (1) vote for the representative of their choice. Each Member Association may obtain a list of all Registered Participant Members registered within CAHA from the USA Hockey Registrar by March 31st of each playing season. Member Association representatives shall be selected by their respective constituent Registered Participant Members and the certified selection results submitted in writing to CAHA by an officer of the Association Member on or before April 30th of the then current hockey season. Proxy or cumulative voting is not allowed for the selection of Member Association representatives. Voting by ballot for Member Association representatives is encouraged.
- (c) Member Association Authorized Representatives shall be seated and recognized at the CAHA Annual Meeting, provided the above requirements have been certified by the Authorized Representative in writing as having been met.

12.2 Registered Participant Member Voting

- (a) Subject to the procedures established herein, Registered Participant Members entitled to vote at any CAHA Annual or Special Meeting of Member Associations shall be permitted to vote or act by written proxy for all those matters subject to a vote of Registered Participant Members; provided, however, that nothing contained in such proxy may irrevocably bind the proxy holder to cast their vote in any manner concerning modification, addition, or deletion of CAHA policy, and the proxy holder shall be entitled to participate in debate or discussion and cast their vote at their sole discretion; but, provided further, however, that a proxy solicited by and given in accordance with a direction or instruction to cast a vote in a particular manner shall irrevocably bind the holder of the proxy to cast their vote accordingly.
- (b) Any proxy given by a Registered Participant Member shall be in writing, shall specify the purpose of the proxy, and shall be signed by the Registered Participant Member.
- (c) The Member Association Authorized Representative shall deliver a copy of all written proxies by its Registered Participant Members to the Secretary of CAHA at least seventy-two (72) hours prior to the CAHA Annual Meeting or such other Special Meeting as may be called. The CAHA Secretary shall maintain the proxies for each meeting for a period of not less than three (3) years from their date, after which they may be discarded.
- (d) Any proxy shall be good for a period of no longer than eight (8) months and shall be fully revocable at any time by written or oral notice from the Registered Participant Member to the CAHA Secretary prior to the commencement of voting at any meeting.
- (e) Any Registered Participant Member not wishing to give its proxy vote to its Association Authorized Representative may elect to give it to the CAHA Secretary or to another qualified voting member of CAHA in the same manner as prescribed in Paragraphs (b) and (c) above. The CAHA Secretary shall be entitled to cast such proxy votes as specifically directed in writing by the Registered Participant Member. If no written direction is given, the Registered Participant Member may designate which of

the Officers or elected Board members shall cast the votes at their discretion.

- (f) All written proxies shall comply with the Laws of the State of North Carolina.
- (g) Any Registered Participant Member not wishing to cast its vote by proxy is entitled to attend any CAHA Annual Meeting or Special Meeting to cast such a vote directly.

13.0 FEES AND DUES

- 13.1** The CAHA Board of Directors shall establish dues and other fees to be paid by each Registered Participant Member and/or Allied Member. Such dues and fees shall be based upon an approved annual budget, which will be established and accepted at the CAHA Annual Meeting.
- 13.2** In addition to any such Registered Participant Member and/or Allied Member dues or fees, the Board of Directors may establish fees for Association Members within the CAHA. The amount of such fees, if there are any, shall accompany the Member Association application.
- 13.3** Failure to pay fees or dues as prescribed shall cause the loss of good standing of the Member Association, Registered Participant Member or Allied Member and may result in suspension or expulsion from CAHA and USA Hockey.

14.0 RULES, POLICIES, AND PROCEDURES

- 14.1** The Board of Directors for CAHA may from time to time adopt and administer certain operating Rules, Policies, and Procedures as shall be deemed to be in the best interest of the Affiliate. Any Rule, Policy, Procedure, or Regulation adopted by the CAHA Board of Directors may be revised, amended, or stricken in whole or in part upon vote of the Majority at an Affiliate Board Meeting, provided that the specific wording of any amendment or revision to any CAHA Rule, Policy, Procedure, or Regulation must be furnished to each Board Member at least 14 days prior to the Board Meeting where an amendment or revision will be considered.
- 14.2** The Secretary for the Board of Directors shall maintain a current version of the CAHA Rules, Regulations and Policies and shall cause a copy of the current CAHA Rules, Policies, and Procedures to be Published on the CAHA web page (www.carolinahockey.org) before the start of each season.
- 14.3** The CAHA Board shall adopt Policies as required by USA Hockey as set forth in the current USA Hockey
 - A. Zero Tolerance
 - B. Sexual and Physical Abuse
 - C. USA Hockey Safe Sport and Background Screening Policy
Locker Room Supervision
 - D. Hazing
 - E. Consumption/Use/Abuse of Mood Altering Substances
 - F. Use of Mailing Lists
 - G. Whistleblowers Policy
 - H. Conflict of Interest Policy
 - I. Documents and Records Retention Policy
 - J. Social Media
 - K. Travel Policy
 - L. One-to One InteractionAnnual Guide, including, but not limited to:

15.0 BOARD OF DIRECTORS

15.1 The affairs of CAHA shall be governed and managed by a Board of nine (9) Directors elected by the majority vote of the Member Associations from within the State in which the Director resides. As a minimum, six (6) Directors shall reside in North Carolina and three (3) Directors shall reside in South Carolina. The Board may not have more than 1 representation of directors that are rink owners. The number of Directors shall be reviewed by the board on an annual basis for adequacy by December 31 of each year.

15.2 The number of Directors may be increased by majority vote of all Member Associations located within the Carolina Affiliate; provided, however, that the representation on the Board of Directors of each Zone within the Carolina Affiliate shall be proportionate to the number of Registered Participant Members from each respective Zone. Directors cannot be an officer (i.e., President, Vice President, Secretary, Treasurer, etc.) of a local governing body.

15.3 North and South Carolina shall be divided into districts to ensure the Member Associations adequate representation. The division of districts will be as follows:

NORTH CAROLINA		SOUTH CAROLINA	
North Carolina 1	Greensboro, NC Winston-Salem, NC	South Carolina 1	Charleston, SC Columbia, SC
North Carolina 2	Charlotte, NC	South Carolina 2	Charleston, SC
North Carolina 3	Fayetteville, NC Hillsborough, NC Greenville, NC Wilmington, NC	South Carolina 3	Greenville, SC
North Carolina 4	Raleigh, NC		
North Carolina 5	Charlotte, NC		
North Carolina 6	Raleigh, NC		

The division of Districts shall be reviewed by the board on an annual basis for adequacy by March 15 of each year.

15.4 If a candidate within the geography of a district is not nominated, that position will be declared “at large” and may be filled by a candidate within the overall geography of the respective state for that Director term.

15.5 USA Hockey Directors/Registrars: USA Hockey Directors and Registrars/Associate Registrars residing in the Carolina Affiliate shall be ex-officio members of the Board of Directors until such time as they are replaced except that such person(s) shall have no vote upon any matter coming before the CAHA Board of Directors.

15.6 Other Members of the Board: From time to time the Board of Directors may add or appoint additional

non-voting Allied Members to the Board of Directors. These people shall be appointed where the Board of Directors feels that their presence and contribution is necessary for the good of CAHA. The President may also appoint up to 3 non-voting Allied members to the Board of Directors for 1-year terms with a majority vote of the Board of Directors. It is recommended that the USA Hockey Associate Risk Manager, USA Hockey State Supervisor(s) of Officials, and the USA Hockey Associate Coach-In-Chief be appointed to the Board of Directors as non-voting members.

15.7 Duties of the Board of Directors: Without restricting or limiting the duties imposed by law, by the CAHA Articles of Incorporation, or by the Constitution and governing documents of USA Hockey, the duties of the Board of Directors shall include, but are not limited to, the following:

- a) Elect the officers of CAHA
- b) Review, approve, remove, or revise the Member Association status of local Associations within CAHA
- c) Adopt, amend, revise, or repeal the Bylaws, Rules, and Regulations of CAHA
- d) Affirm or remove suspensions in accordance with the Bylaws of CAHA and USA Hockey
- e) Enforce the Constitution, Bylaws and Regulations of CAHA and USA Hockey
- f) Remove from office any Officer by two-thirds (2/3) majority vote
- g) Temporarily fill the vacancy of any office caused by any reason
- h) Appointing the Members of Committees
- i) Establish and collect dues
- j) Ratify any temporary ruling by the President, Officers or Committee(s) acting on the authority of the Board of Directors
- k) Call special meetings
- l) Have access to all CAHA financial records; review all CAHA expenditures and collections
- m) Any other such powers granted by the North Carolina Corporation Code, these Bylaws, the Bylaws of USA Hockey, or the Affiliate Agreement.

15.8 Terms of Directors: Each Director shall be elected for a term of three years. Nothing contained herein shall prohibit a Director from serving consecutive terms of office. Terms of the Directors shall be staggered. A Director then in office shall remain in office until such time as their successor is elected.

15.9 Voting by Directors: Each Director shall be entitled to one (1) vote. In the event of a tie vote, the CAHA President shall cast the tie-breaking vote; provided, however, that they may not cast a vote both as President and as a Director on any matter coming before the Board.

15.10 Director Emeritus: any Director or Officer who has served at least nine (9) consecutive years on the Board of Directors is automatically named "Director Emeritus" at the end of their term as a Director or Officer upon retirement. This begins with the 2022-2023 season and any previously named Director Emeritus may continue in this role. A Director Emeritus shall hold office for life but does not have voting privileges and may not run for any other CAHA office while Emeritus.

16.0 METHOD OF ELECTION OF CAHA DIRECTORS

16.1 Voting Eligibility for CAHA Directors: In any voting to elect a CAHA Director, the Authorized Representative of the Member Association shall exercise the vote of the registered participant members of each Association. The number of current season votes to be cast will be based on the registered participant members filed with the USA Hockey Associate Registrar for North and South Carolina as of April 15th.

16.2 Nominations for CAHA Directors: Any Registered Participant Member of CAHA may nominate themselves or any other person who resides within the geographic district of the open Director position(s). Nominations shall be in writing and must include: (a) the registered participant member's name and address, (b) the nominee's name, address, and acceptance statement, and (c) a brief resume of the nominee's qualifications and hockey-related experience. All nominations must be submitted to the Associate Registrar on or before May 6th of the election year.

- (a) In the event a candidate who resides within the geography of a district is not nominated, that open position will be declared "at large" for the next term only. The nomination process for the "at large" position will reopen statewide and follow a time frame consistent with 14.3 (a) to allow for the democratic election of the open Director position(s).
- (b) If only one (1) nomination for a geographic district(s) is received the election will be terminated and the nominee(s) will be declared elected by acclamation.
- (c) Prior to ballot distribution, a candidate may withdraw from the election by presenting to the Associate Registrar a written statement of their intention to withdraw. When only one (1) candidate remains after a candidate has withdrawn the election will be terminated and the remaining nominee will be declared elected by acclamation.

17.0 VOTING

17.1 Ballot Distribution: Ballots shall be distributed by the Associate Registrar by mail or by such other method as approved by the CAHA Board of Directors in accordance with the following timetable:

Nominations Open - April 4th

Nominations Close - April 25th

Nominations Validated – May 2nd

Termination of Appeal Deadline for inclusion on the ballot – 10 days after the date nominations are validated

Ballots Distributed - May 15th

Ballots Postmarked by - June 5th

Termination of Appeal Deadline – 10 days after the publication of election results.

17.2 Ballot Information: Each ballot will identify the Member Association, the number of votes the Member Association may cast, a list of the nominees for the open Director position(s), and the resumes provided with the nomination. The ballot will allow Member Associations to divide votes between the candidates provided the total votes do not exceed the number of votes to be cast.

17.3 Void Ballots: Ballots with the following errors shall be void and not counted for that election:

- Duplicate ballots.
- Ballots executed by an individual other than the Authorized Representative of the Member Association.
- Ballots casting more votes than the Member Association is allowed.
- Ballots returned by any method other than the specified election procedure.

17.4 Candidate Withdrawal: In the event a candidate withdraws from the election after ballot distribution by presenting to the Associate Registrar a written statement of their intention to withdraw, all votes cast are counted and reported under the name of the candidate. Should the withdrawn candidate receive the highest number of votes, the candidate with the next highest vote count shall be declared the winner.

17.5 Deadline for Receipt of Ballots: Executed ballots must be received by the Associate Registrar or designee by June 5 of the election year. Ballots received after the date specified shall be void and not counted for that election except for elections as defined in 14.2 (a).

17.6 Proxy Voting: Proxy voting is specifically prohibited.

17.7 Winning Candidates: The candidate(s) with the highest number of votes shall be declared the winner.

17.8 Ineligible Candidates: The USA Hockey Associate Registrar, State Supervisor(s) of Officials, Associate Risk Manager and Associate Coach-in-Chief shall be ineligible for election to the position of CAHA Director. Directors cannot be an officer (i.e., President, Vice President, Secretary, Treasurer, etc.) of a local governing body. Only one family member can serve on the CAHA BOD at any given time. The Board may not have more than 1 representation of Directors that are rink owners. The CAHA Executive Committee is required to review all nominations for eligibility and report the findings to the Associate Registrar within 7 days of the closing date for nominations. The Associate Registrar will notify any ineligible candidates of their status by May 2nd.

17.9 Appeals of Ineligible Candidate - Appeals of eligibility to be included on the ballot must be made by a candidate in writing to the Associate Registrar within 10 days of notification of eligibility. All appeals of eligibility shall be reviewed by USA Hockey Member Services, and/or the Associate Registrar and an additional member of the Southeastern District Caucus, who shall also have the authority to decide if the candidate is eligible to be on the ballot.

17.10 Certification of Ballots: All ballots shall be counted by USA Hockey Member Services, and/or the Associate Registrar and an additional member of the Southeastern District Caucus, who shall also have the authority to reject any ballots not in compliance with CAHA election procedures as stated above. The Associate Registrar or designee shall notify the Director candidates and current CAHA Board of Directors of the election results. USA Hockey Member Services shall retain the ballots and any voided ballots until the next "Affiliate Director Election," or a period of 90 days after the election results are made public.

17.11 Appeals of the Elections: Appeals of the elections must be made by a candidate in writing to the Associate Registrar within 10 days of the election results being made public. In the event of an appeal, USA Hockey Member Services shall review the ballots to determine validity and confirm the vote count. No ballots will be destroyed until 90 days after the appeal has been settled.

17.12 Seating of CAHA Directors: CAHA Directors shall be seated at the Annual Meeting of the CAHA Board of Directors which shall immediately follow the CAHA Annual Meeting of Member Associations.

17.13 Removal and Replacement of CAHA Directors: Any CAHA Director who fails to attend two (2) or more consecutive meetings may be removed by an affirmative vote of 2/3 majority or more directors present at a duly held Directors' meeting; provided that the removal is placed on the meeting agenda prior to the meeting and the Director to be removed is given written notice of the proposed action no less than seventy-two (72) hours prior to the meeting.

Any director who violates any USAH or CAHA bylaws or code of conduct may be removed through a hearing process following bylaw 10 of the USAH Annual Guide. The hearing committee will consist of all current sitting Directors.

If the Directors remaining in office constitute fewer than eight (8), a Director may be removed by the affirmative vote of a majority of all the directors remaining in office.

A special election will be held to replace the removed Director following a time frame consistent with 14.3 (a) to allow for the democratic election of a replacement Director. The replacement Director shall be seated at the next meeting of the Board of Directors and will remain in office for the unexpired term of the Director who was removed.

17.14 Resignation of CAHA Directors: A Director may resign at any time by delivering written notice to the Board of Directors or to the President or Secretary. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, a special election will be held following a time frame consistent with 14.3 (a) but the new Director shall not take office until the vacancy occurs.

17.15 Vacancy: In the event a vacancy occurs due to resignation or death, a special election will be held following a time frame consistent with 14.3 (a) to allow for the democratic election of a replacement Director. The replacement Director shall be seated at the next meeting of the Board of Directors and will remain in office for the unexpired term of the vacancy.

18.0 OFFICERS

18.1 The Officers of CAHA shall be elected by a majority vote of the voting members of the Board of Directors for the following offices, as a minimum:

- President
- Vice President/Chairperson of Dispute Resolution Committee

- Secretary
- Treasurer

18.2 The Officers of CAHA may be elected at the Annual Meeting of the Board of Directors but in no event shall such an election take place any later than thirty (30) days after the Annual Meeting of the Board of Directors.

18.3 The President, Vice President, Secretary and Treasurer shall be elected from the Board of Directors.

18.4 The Board of Directors may elect or appoint such other officers, including one (1) or more assistant secretaries and one (1) or more assistant treasurers, as it shall deem desirable. Such officers shall have authority and shall perform the duties prescribed from time to time by the Board of Directors.

18.5 The Board of Directors may also appoint a paid administrator who shall be responsible for assisting the Board of Directors, the Officers, and the Committees in performing all the various administrative tasks required to fulfill their obligations and duties on behalf of CAHA. The amount and types of reimbursement for such an administrator shall be determined by the Board of Directors. No such administrator shall not be a member of the CAHA Board of Directors, an Officer of CAHA or an officer or board member of any other hockey association within the Carolina Affiliate.

18.6 The President shall be elected for a term of two (2) years. They shall function as chairperson of the Board of Directors but shall have no vote except in the event of a tie vote by the Directors, in which case he/she shall cast the tie-breaking vote. All other Officers shall serve a term of one (1) year. Nothing contained herein shall prohibit an Officer from being re-elected for consecutive terms. Of the offices established above, no two (2) or more offices may be held by the same person at the same time.

18.7 Any Officer who is unable or unwilling to complete their full term of service for which the officer was elected shall be replaced by a majority vote of the Board of Directors.

18.8 Any Officer or agent, elected or appointed by the Board of Directors, may be removed from office by a vote of two-thirds (2/3) of the Board of Directors entitled to vote on the issue, whenever, in the Board's judgment, the best interest of CAHA would be served thereby, but such removal shall be without prejudice to subsequent re-election or appointment.

18.9 The following order of succession shall apply in the event the President is unable or unwilling to perform their duties during a meeting:

- Vice President
- Secretary
- Treasurer

19.0 DUTIES OF CAHA OFFICERS

19.1 PRESIDENT: The President shall be the principal Standing officer of CAHA and shall, in general, supervise and control all the business and affairs of CAHA. The President shall have, but is not limited to, the following powers and duties:

- a) Presiding at all meetings of the Member Associations and of the Board of Directors at which they are present.
- b) Serve as the Chair of the CAHA Executive Committee.
- c) The power to call special meetings of CAHA, at their discretion.
- d) The power to determine questions arising from emergencies not provided for in the Bylaws or Rules and Regulations of CAHA until such time as they may be acted upon by the appropriate CAHA Committee or the CAHA Board of Directors, attending and representing CAHA in other hockey meetings, including the USA Hockey Annual Meeting and any Southeastern District meetings.
- e) Shall be an ex-officio member of all Committees unless they otherwise qualify to be a member of any such committee.
- f) Shall sign with the Secretary or other proper officer of CAHA as authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of CAHA.
- g) Shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- h) The President shall be allowed all their out-of-pocket expenses for all CAHA business. These expenses shall include, but are not limited to, economy-class air travel, when necessary, automobile rental, lodging and meals when traveling on CAHA business. They shall also be reimbursed for phone calls, postage and copying costs incurred in the performance of their duties.

19.2 VICE PRESIDENT: The Vice President shall have the following powers and duties:

- a) Shall Serve as a member of the CAHA Executive Committee.
- b) In the absence of the President or in the event of the President's inability or written abstention, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- c) Be Chair of the Disciplinary/Disputes Resolution Committee.
- d) Perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

19.3 SECRETARY: The Secretary shall have, but is not limited to, the following powers and duties:

- a) Shall serve as a member of the CAHA Executive Committee.
- b) Shall be custodian of the corporate records and of the seal of CAHA.
- c) Shall keep a register of the post office address, email address and telephone numbers for each member of the Board of Directors, each Officer and each member of the Committees.
- d) Shall be responsible for updating version control and release of Bylaw changes approved by the CAHA BOD within 45 days or approval.
- e) Shall maintain a current list of names, post office addresses, email address and telephone numbers for

each Member Association within CAHA. This includes administrative access to the CAHA website and all its functions.

- f) Shall make all meeting arrangements (food, rooms, etc.) for CAHA Meetings.
- g) Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.
- h) The Secretary shall be allowed their reasonable and necessary expenses.

19.4 TREASURER: The Treasurer shall have, but is not limited to, the following powers and duties:

- a) Shall serve as a member of the CAHA Executive Committee.
- b) If required by the Board of Directors, they shall give a bond for the faithful discharge of the Treasurer's duties in sum and with such surety or sureties as the Board of Directors may determine.
- c) Shall have charge and custody of and be responsible for all funds and securities of CAHA.
- d) Shall receive and give receipts from monies due and payable to CAHA from any source whatsoever, and deposit all such monies in the name of CAHA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws.
- e) Shall sign all checks with the President or Vice President, except as noted in paragraph 21.2.
- f) Shall be responsible for filing all required financial statements, returns or other documents as may be required by government agencies to whom CAHA has responsibility.
- g) Shall prepare, maintain, and distribute quarterly CAHA financial reports to the Board of Directors and Officers.
- h) Prepare and submit an annual operating budget to the Board of Directors at the Annual Meeting.
- i) Monitor Committee budgets for accuracy and authorizes all single expenditures more than \$500.
- j) Ensure that an audit of CAHA's financial records is completed as required by law or as requested by the action of the Board of Directors and ensure that CAHA's nonprofit status with Federal and State authorities is maintained.
- k) Ensure that CAHA's Directors' and Officers' Insurance is always maintained and in effect.
- l) Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.
- m) The Treasurer shall be allowed reimbursement of their reasonable and necessary expenses.

20.0 COMMITTEES

20.1 The CAHA Board of Directors shall establish, as a minimum, the following Committees:

- Executive Committee
- Youth Committee
- Hockey For Life Committee – includes Adult Committee
- Hockey For Everyone Committee – includes Girls/Women Committee and Community/Inclusion Committee
- Disciplinary/Disputes Resolution Committee

- 20.2** Between meetings of the Board of Directors, the day-to-day affairs of CAHA shall be conducted by an Executive Committee, the membership of which shall consist of the President, Vice President, Treasurer, and Secretary. The Chair of the Executive Committee shall be the CAHA President.
- 20.3** Except for the Chair of the Committee who shall be elected by the Board of Directors, the members of these Committees may be appointed at the Board of Directors Annual Meeting by a majority vote of the Board of Directors then in office, but in no event shall such appointments take place any later than thirty (30) days after the Annual Meeting of the Board of Directors. The CAHA President shall have the absolute right at their discretion to appoint one (1) person of their choosing to each Committee who shall be neither an Officer nor a Director of CAHA but who may be an Officer or Director of any other Association or League.
- 20.4** The members and duties of each Committee shall be as set forth in CAHA Rules, Policies, and Procedures hereto. As a minimum, one (1) or more Directors shall serve on each Committee. The CAHA President shall also serve as an ex-officio member of each Committee if not otherwise appointed to that committee but shall not vote nor shall their presence be counted for purposes of determining a quorum when serving in an ex-officio capacity. The CAHA President shall serve as a liaison between the Committees and the CAHA Board of Directors.
- 20.5** The Board of Directors may, at any time, establish such other Committees or Task Forces as shall deem desirable or necessary. Such committees and task forces shall have power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board. The Chair of other committees or task forces shall be appointed based on their expertise to facilitate the initiatives and goals of any such committee or task force. The duration of such other committees or task forces may be set by the Board of Directors and can be temporary or indeterminate. Other committees or task forces may be terminated by a majority vote of the Board of Directors.
- 20.6** Any Committee member who is unable or unwilling to complete their full term of service for which the member was appointed, shall be replaced by a majority vote of the Board of Directors.
- 20.7** Any Committee member appointed by the Board of Directors may be removed from the committee by a vote of two-thirds (2/3) of the Board of Directors whenever, in the Board's judgment, the best interest of CAHA would be served thereby, but such removal shall be without prejudice to subsequent re-appointment or appointment to another Committee.
- 20.8** The objectives, programs, budgets, and fees proposed by each Committee shall be subject to the approval by majority vote of the full CAHA Board of Directors.
- 20.9** A Committee may not overspend their approved budget for the season without receiving formal approval by the CAHA Board of Directors in advance of the expenditure. Any single expenditure on goods or services of more than \$500, including expenditure for items contained in the Committee's approved budget, must be approved by the CAHA Treasurer prior to purchase.

- 20.10** Nothing herein should be construed that the Committees are to be organized in an identical manner or that the objectives and programs of the Committees will be the same. At a minimum, each Committee will have a Chairperson and a Secretary.
- 20.11** All proceedings of the Committees shall be recorded, and minutes of the meetings are provided by mail, electronic mail or facsimile to all committee members and the full Board of Directors within seven (7) days of any Committee session or meeting.
- 20.12** Each Committee shall be allowed to place items on the agenda of the CAHA Board meetings under their respective Committees to be voted on as any other agenda item in the prescribed manner.

21.0 SAFESPORT AND SCREENING

- 21.1** CAHA fully endorses and adopts the USA Hockey SafeSport Program as it is currently written or hereafter amended.
- 21.2** CAHA adopts and enforces policies prohibiting child abuse, sexual misconduct, physical misconduct, emotional misconduct, bullying, threats, harassment, and hazing as described in the SafeSport Code adopted by the U.S. Center for SafeSport (the "Center") and the USA Hockey Safe Sport Program Handbook, each as may be amended from time to time. CAHA will also adopt and enforce policies to incorporate protections to reduce the risk of potential abuse and misconduct as described by the Center and the USA Hockey Safe Sport Program Handbook (e.g., "One on One Interactions Policy," "Locker Room Policy," etc.) as may be amended from time to time. All policies will meet the minimum criteria established by the Center and USA Hockey and must also meet the requirements of state or local law applicable to the Affiliate.
- 21.3 Member Associations:** All Member Associations are required to adopt and implement the USA Hockey SafeSport Program and the USA Hockey National Level Background Screening in their association. CAHA requires that it and each of its Member Programs and Participants comply with the aforementioned policies, as well as all training, reporting, and investigation requirements described by the Center and the USA Hockey Safe Sport Program Handbook and shall comply with any audit conducted by the Center or USA Hockey regarding these Safe Sport requirements.
- 21.4** CAHA adopts a policy requiring background screens for its Participants in accordance with the USA Hockey Background Screen Policy as described in the USA Hockey Safe Sport Program Handbook.
- 21.5 Local SafeSport Coordinators:** Each Member Association shall designate a local SafeSport Coordinator for their association. Local SafeSport Coordinators shall monitor the association for compliance as well as assist the membership with the following: implementation and enforcement of policies, training requirements, screening requirements, responding, reporting and adjudication procedures as well as any other tasks that fall under the purview of SafeSport.
- 21.6 Screening:** All officials, coaches, volunteers, and other individuals 18 years of age or older who will have regular contact with, or authority over, minor Participants must complete a background screening in accordance with the USA Hockey National Level Background Screening Policy.

22.0 EXONERATION FROM PERSONAL LIABILITY

22.1 CAHA hereby consents and declares that each Officer, members of the Committees, chairman and members of all other committees, and all elected or appointed officers, agents, administrators, and officials in any capacity, shall be deemed to have assumed office or assignment on the express understanding, agreement and condition that each one of and their heirs, executors and administrators, estate and effects respectively, shall from time them-to-time and at all times be indemnified and saved harmless out of the funds of the CAHA from and against all liabilities, judgments, costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, or suit or proceeding which is brought, commenced or prosecuted against them for and in respect of any act, deed, matter or thing whatsoever made, done, or permitted by them in or about the execution of the duties of their office and also from and against all other costs, charges, and expenses which they sustain or incur in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect, intentional wrongful act or fraudulent act.

22.2 CAHA shall always maintain Directors and Officers insurance in effect.

23.0 MEETINGS

23.1 Registered Team Member Meetings

- (a) Member Association meetings may be called by the President, by a written request of at least two-thirds (2/3) of the Board of Directors or by a written request of at least sixty percent (60%) of the Member Associations. At all such meetings, Member Associations may be represented by their duly elected Authorized Representative.
- (b) All Member Association meetings shall be held on no less than thirty (30) days' written notice to those entitled to attend.

23.2 Board of Directors Meetings

- (a) Regular meetings of the Board of Directors shall be held in December/January and on the 3rd weekend in July of each year.
- (b) At the annual meeting of the Board of Directors, Officers and members of Committees shall be elected and/or appointed and such other policy matters as may come before the Board shall be addressed and resolved.

23.3 CAHA Committee Meetings: Meetings of CAHA Committees shall take place as needed, but no less often than once per quarter. It is recommended that the Disputes Resolution Committee meet monthly from September through April of each playing season.

23.4 Action by Ballot

- (a) Any action, which may be taken at a regular or special meeting of CAHA, may be taken without a meeting. If an action is taken without a meeting, CAHA shall distribute a written ballot to every person

entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposed action, and provide a reasonable time of not less than thirty (30) days, nor in any event, later than May 30th of any year in which such action is to be taken within which to return the ballot to CAHA. The number of votes cast by ballot must equal or exceed the quorum required to be present at a meeting authorizing the action, and the number of approvals must equal or exceed the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

- (b) Ballots shall be solicited in a manner consistent with the requirements of giving notice of Member Association meetings as set forth in these Bylaws and of voting by written ballot as set forth above. All such solicitations shall indicate the number of responses needed to meet the quorum requirement with respect to ballots and shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received to be counted.
- (c) The form of written ballots shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such a written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote must be cast in accordance therewith.
- (d) Unless otherwise provided in the Articles of Incorporation of CAHA or these Bylaws, a written ballot may not be revoked once it has been deposited in the United States Mail or otherwise delivered to the CAHA Secretary or their designee.

23.5 Action by Other Means: Any action which may be taken at a meeting of the Board of Directors or Committee may also be taken without a meeting if authorized in writing by all the persons entitled to vote upon such action with said writing being signed by all such voting persons and then tabulated and recorded in the minutes of the next meeting. This shall include actions taken by electronic mail providing all parties involved in such communications can receive and respond to such actions. The content and substance of any such e-mail conference shall be recorded in writing and distributed promptly to all participants, the Board of Directors, and Officers of CAHA.

24.0 QUORUMS

24.1 Quorum for Member Association Meetings: A majority of the Registered Participant Members registered with both USA Hockey and CAHA as of February 28th of the current playing season plus one (1) must be represented by Member Association Authorized Representatives at a meeting to constitute a quorum for the transaction of business at any meeting of Member Associations. A duly called or held meeting at which a quorum is present may continue to do business until adjournment even after withdrawal of Member Association Authorized Representatives which may leave less than a quorum in attendance.

24.2 Quorum for Meetings of the Board of Directors, Committees and Task Forces

- (a) A majority of the Directors then seated in office shall constitute a quorum for transaction of business by the Board of Directors, provided that at least one (1) Director for each State is present.
- (b) A majority of the respective Committee members shall constitute a quorum for the

transaction of any Committee business.

- (c) A duly called or held meeting at which a quorum is present may continue to do business until adjournment even after the withdrawal of Directors or committee members, which may leave less than a quorum in attendance.

25.0 RULES OF ORDER

- 25.1** All meetings of Member Associations, Board of Directors and Committees shall be conducted in accordance with the most recent edition of "Robert's Rules of Order" unless otherwise specified in these Bylaws.

26.0 CONTRACTS, CHECKS, DEPOSITS, FUNDS AND FISCAL YEAR

- 26.1 Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, of CAHA, in addition to the officers authorized by these Bylaws, to enter any contract or execute and deliver any instrument in the name of or on behalf of CAHA and such authority may be general or confined to specific instances.
- 26.2 Checks, Drafts, etc.:** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of CAHA shall be signed by such officer or officers, agent or agents of CAHA and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of CAHA in the event the amount of said instrument is more than \$500.00. Instruments in amounts less than \$500.00 may be signed by the Treasurer or President alone, or for more than \$500.00, if instructed by the Board of Directors.
- 26.3 Deposits:** All funds of CAHA shall be deposited from time to time to the credit of CAHA in such banks, trust companies or other depositories as the Board of Directors may select.
- 26.4 Gifts:** The Board of Directors may accept on behalf of CAHA any contribution, gift, bequest, or devise for general purposes or for any special purpose of CAHA.
- 26.5 Reporting:** The CAHA Treasurer shall provide the Board of Directors with an itemized listing of all checks issued and deposits made on a quarterly basis.
- 26.6 Fiscal Year:** The fiscal year of CAHA shall begin on September 1 and end on August 31 of the following year.
- 26.7 Bond:** Any person having control of or signatory authority of checks, drafts, accounts, receipts, cash, contributions, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of CAHA or received for the benefit of CAHA shall obtain a bond in an amount to be fixed by the Board of Directors of CAHA sufficient to protect CAHA against loss or damage.

27.0 AMENDMENTS

- 27.1 Bylaw Amendments:** Unless the action would materially or adversely affect the rights of Registered Association Members to voting, Bylaws may be adopted, amended, or repealed by the Board of Directors by a vote of two-thirds (2/3) of the Directors present at the CAHA Annual Meeting or by a vote by eighty percent (80%) of the Directors present at any other duly held meeting of the Board of Directors, except as provided in North Carolina Corporations Code with respect to required and optional number of directors, term of office, filling vacancies, quorums, proxy voting, and cumulative voting.
- 27.2 Bylaw Amendments Affecting Registered Association Member Voting Rights:** Amendments or alterations to these Bylaws affecting the voting rights of Registered Association Members shall be made only at the Annual Meeting of CAHA after specific notice to the President and Secretary of CAHA has been given, in writing, not later than thirty (30) days prior to the scheduled date of said meeting. The Secretary shall communicate such proposed amendments or alterations to each member of the Board of Directors and the Authorized Representative of the Registered Association Members no later than May 1st of any year in which such an amendment is proposed. Notice to the Registered Association Members may be given through their Member Association Authorized Representatives.
- 27.3 Approval of the Registered Association Members:** A majority vote of the Registered Association Members entitled to vote and present at a meeting duly called and held is required for the adoption of any amendment or alteration to these Bylaws that affect the voting rights of a Registered Association Member.
- 27.4 Distribution of Bylaws and Rules:** Prior to December 31st of each playing season, CAHA shall provide a copy or publish a copy on the Affiliate website of its current Bylaws and Rules and Regulations to each Registered Association Member registered with CAHA and to the Standing Director of USA Hockey.

28.0 EQUAL OPPORTUNITY

Equal Opportunity/Automatic Suspension of Participants Without a Hearing

CAHA will provide an equal competitive opportunity taking into account ability, physical size and other athletic criteria, to the amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Sports Act, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin. CAHA shall provide for the prompt and equitable resolution of grievances of its members, consistent with USA Hockey rules, regulations and bylaws, and any requirements of the USOPC and USA Hockey, including fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official as a condition of declaring such individual ineligible to participate.

29.0 BOOKS AND RECORDS

- 29.1** CAHA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Committees and Task Forces, and shall keep at its principal office records giving the names and addresses of members of the CAHA Board of Directors are entitled to vote. Any member or their agent or attorney may inspect all books and records for any proper purpose at any reasonable time and with reasonable notice.

29.2 CAHA shall provide a copy of all federal and state tax returns and state agency filings to the Executive Director of USA Hockey no later than three months after the completion of its fiscal year.

30.0 WAIVER OF NOTICE

30.1 Whenever any notice whatsoever is required to be given under the provisions of the General Corporation Law of North Carolina, or under the provisions of the Articles of Incorporation or by the Bylaws of CAHA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

31.0 JURISDICTION

31.1 CAHA shall have the sole and exclusive jurisdiction to conduct the affairs of CAHA and USA Hockey, to govern the Registered Participant Members and Team Members of USA Hockey as defined in the USA Hockey Constitution, and to regulate amateur competition in the sport of hockey within the geographical confines of the Carolina Affiliate under the Bylaws and Regulations of CAHA and the Constitution, Bylaws, Regulations and Affiliate Agreement of USA Hockey.

32.0 DISPUTE RESOLUTION

32.1 It is the express purpose of this Article to establish a fair and orderly process for the resolution of disputes within CAHA and to require that all Registered Participant Members, Team Members and Member Associations of CAHA utilize that process. In that connection, CAHA expressly adopts the USA Hockey Dispute Resolution Procedure set forth in USA Hockey Bylaw 10, as it now exists or may hereafter be amended as the exclusive remedy for dispute resolution and requires that Member Associations follow such procedures. Notice is hereby given to Registered Participant Members, Team Members and Member Associations to review the USA Hockey Annual Guide for specific details of the Dispute Resolution Procedure currently in effect.

32.2 **Submission to Dispute Resolution Procedure:** Each Registered Participant Member, Allied Member, and other person within the jurisdiction of CAHA and/or USA Hockey (including, but not limited to each parent, guardian, agent or other person, and each Member Association, league, club, sponsor, facility or other group or organization) agrees to abide by this Dispute Resolution Procedure by virtue of their membership, affiliation or participation at any time in CAHA, USA Hockey or a sanctioned CAHA, USA Hockey game or program, and agrees to forego completely any remedy and any recourse to court regarding the matters expressly or impliedly covered by the Dispute Resolution Procedure.

32.3 The power to suspend any individual or Team Member shall be with a local governing body in accordance with their rules and regulations and in accordance with USA Hockey Bylaw 10. Except as permitted in USA Hockey Bylaw 10 D. Exclusions from Unified Procedure, no Party may be suspended from participation or otherwise disciplined for any alleged violations of USA Hockey Bylaws, Rules and Regulations, Policies, Codes of Conduct and Ethics; CAHA Bylaws, Rules and Regulations, Codes of Conduct and Ethics; or any such league, association, sponsor, facility or other group or organization, unless a hearing has been held prior to the action being taken according to the provisions of USA Hockey Bylaw 10 C. Unified Procedure. A Registered Participant Member, Allied Member or other person within the jurisdiction of USA Hockey and CAHA may be subject to discipline in accordance with the Unified Procedure for violation of the applicable

rules or for conduct unsuitable for the sport of ice hockey.

32.4 CAHA Disciplinary/Dispute Resolution Committee:

- (a) In the event a controversy or dispute arises regarding the construction, interpretation, or application of the Constitution, Bylaws, Rules and Regulations, decisions of the Board of Directors of CAHA or USA Hockey, or decisions of the Member Associations, Leagues, Clubs, Agents or appointees of CAHA or USA Hockey, the dispute shall first be submitted to the CAHA Disciplinary/Dispute Resolution Committee for resolution.
- (b) Any party that is suspended, otherwise disciplined or subject to Administrative Action by a Disciplinary Authority of a Member Association or League may, after a hearing or failure to have a hearing in accordance with the Unified Procedure, appeal such action to the CAHA Disciplinary/Dispute Resolution Committee in accordance with USA Hockey Bylaw 10 E. Appeals.
- (c) On appeal, the CAHA Disciplinary/Dispute Resolution Committee may affirm, reverse, or modify (including increase or decrease the term of a suspension) any decision in its sole discretion and as it deems proper under the circumstances.
- (d) Discipline or dispute hearings of Member Associations or Leagues shall be subject to review by the CAHA Disciplinary/Dispute Resolution Committee. The CAHA Disciplinary/Dispute Resolution Committee may affirm, reverse, or modify (including increase or decrease the term of a suspension) any decision in its sole discretion and as it deems proper under the circumstances.

32.5 CAHA Board of Directors:

- (a) To appeal a decision of the CAHA Disciplinary/Dispute Resolution Committee, either party to the dispute, or any party that is suspended, otherwise disciplined or subject to an Administrative Action because of action taken by the CAHA Disciplinary/Dispute Resolution Committee may appeal the decision of that committee in accordance with procedures set forth in USA Hockey Bylaw 10 E. Appeals. The appeal shall be considered by the Board of Directors at the next regularly scheduled meeting.
- (b) On appeal, the CAHA Board of Directors may affirm, reverse, or modify (including an increase or decrease the term of a suspension) any decision in its sole discretion and as it deems proper under the circumstances.

32.6 Expenses: To defray some of the costs associated with CAHA resolving any dispute, the appealing party of the dispute shall forward a bond of \$250.00 in the form of a certified check payable to CAHA along with a written request for a resolution of the dispute or Statement of Appeal. If the decision is in favor of the appealing party the bond will be returned. The non-prevailing party in any dispute involving two (2) or more Registered Participant Members, Team Members or Member Associations of CAHA shall forfeit their bond and may also be liable to CAHA for the entire cost of the CAHA Disciplinary/Dispute Resolution Committee proceeding and any further costs attributable to a hearing by the Board of Directors, including attorneys' fees and costs incurred by CAHA in connection therewith as determined by the Board of Directors at their sole discretion. The \$250 bond shall be waived for all appeals of Playing Rules Suspensions.

32.7 Sanctions: Each individual Registered Participant Member, Team Member, Association Member, and their agents or representatives shall confine the resolution of disputes with CAHA to the process described herein and to the process set forth in USA Hockey Bylaw 10. Therefore, any recourse directly to the court

of any jurisdiction by any individual, Registered Participant Member, Team Member, Member Association or Club before all the procedures, rights, and remedies described in these Bylaws and USA Hockey Bylaw 10 have been exhausted, shall be deemed conduct detrimental to CAHA within the meeting of these Bylaws. Such violation of these Bylaws and procedures shall subject the individual Registered Participant Member, Team Member, Member Association and their agents and representatives to immediate suspension and disqualification. Sanctions imposed under these Bylaws shall be modified or removed only by the Board of Directors of this Corporation at a duly held meeting of the Board. The actions of the Board to remove or modify the sanctions imposed on any matter shall not include the restoration of games and points lost or denied during any period of suspension and/or disqualification.

32.8 Failure to Follow Process: All Parties agree to abide by this Dispute Resolution Procedure. Failure to abide by the Dispute Resolution Procedure shall, in addition to any other sanctions allowed by USA Hockey and CAHA Bylaws:

- (a) Make a Party and any person or entity representing, participating with, or aiding such Party liable for all costs and expenses, both direct and indirect, including reasonable court costs and attorneys' fees and the value of volunteer time incurred by USA Hockey and/or CAHA directors, officers, and/or agents; and
- (b) Subject such Party to Summary Suspension and/or disqualification from membership and any right to participate in USA Hockey and/or CAHA sanctioned events in the sole discretion of USA Hockey or CAHA.

32.9 Arbitration: CAHA expressly adopts the USA Hockey Arbitration Procedure set forth in USA Hockey Bylaw 10 G., as it now exists or may hereafter be amended.

33.0 SUSPENSION OR EXPULSION

33.1 Players, parents, coaches, and all other Allied Members within CAHA are subject to the same rules, regulations, conduct, codes of ethics and are equally subject to suspension and exclusion as Team Members. The President, or any Vice President officially acting in their place or stead, pursuant to the rules prescribed herein and consistent with the rules and regulations of USA Hockey relating to suspension or expulsion, may suspend, any player, parent, team, team official, referee, league or other constituent individual for conduct detrimental to the game, or for such other reasons as may be determined as grounds for suspension or expulsion by the Board of Directors.

33.2 For the purpose set forth in paragraph 28.1, the President may appoint such committee or committees to take such action as they may be empowered to do themselves under these Bylaws and Rules. Such committees may be appointed for the same purposes and with the same powers by the Board of Directors.

**CAROLINA AMATEUR HOCKEY ASSOCIATION BYLAWS -
ADDENDUM A
USA HOCKEY AFFILIATE AGREEMENT**

PLACE COPY HERE