

**BYLAWS OF  
SOUTHEASTERN DISTRICT USA HOCKEY, INC  
ADOPTED JUNE 10, 2022**

**1. NAME OF CORPORATION AND REGISTERED AGENT**

- A. Name: The name of the Corporation is Southeastern District USA Hockey, Inc. In these Bylaws the Corporation may also be referred to as the District or Southeastern District.
- B. Registered Agent: The Registered agent for the Corporation shall be designated from time to time by the Board of Directors. The registered agent shall be located in the State of Florida.

**2. NOT-FOR-PROFIT CORPORATION, PURPOSE, POWERS AND JURISDICTION OF CORPORATION**

- A. Not-for-Profit Corporation: The Corporation is organized in the State of Florida as a not-for-profit corporation.
- B. Purpose: The District was established pursuant to the provisions of USA Hockey Bylaw 3 to promote and administer amateur hockey within the States of Alabama, Arkansas, Florida, Georgia, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and the District of Columbia. In administering amateur hockey within its jurisdiction, the district will be guided by the Core Values of USA Hockey as set out each season in the USA Hockey Annual Guide.
- C. Powers: The Corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. The Corporation shall exercise those powers as are authorized for Not-for-Profit corporations in the State of Florida and powers and activities that may be permitted under the USA Hockey Bylaws, USA Hockey Rules and Regulations, Playing Rules, Policies and decisions of the USA Hockey Board of Directors and Congress.
- D. Jurisdiction & Authority: The District recognizes the right of each USA Hockey Affiliate within the District to have certain delegated authority to administer their leagues, teams, players and coaches according to USA Hockey Bylaws and the USA Hockey Affiliate Agreement signed by each Affiliate.

**3. MEMBERSHIP OF SOUTHEASTERN DISTRICT USA HOCKEY, INC.**

- A. Membership: The members of the Corporation shall consist of the four (4) Affiliate organizations sanctioned by USA Hockey within the geographical boundaries of the Southeastern District. The President of each Affiliate shall represent their respective

members at any meeting of the Board of Directors. The USA Hockey Affiliates that are members of the Southeastern District are:

- 1) Carolina Amateur Hockey Association (CAHA) representing the states of North Carolina and South Carolina,
- 2) Potomac Valley Amateur Hockey Association (PVAHA) representing the states of Maryland and Virginia and the District of Columbia,
- 3) Southern Amateur Hockey Association (SAHA) representing the states of Alabama, Arkansas, Georgia, Louisiana, Mississippi and Tennessee, and
- 4) Statewide Amateur Hockey of Florida (SAHOF) representing the state of Florida.

#### **4. BOARD OF DIRECTORS**

- A. Voting Members: The voting members of the Board of Directors shall be comprised of the current Affiliate Presidents of each Affiliate Member and the current elected USA Hockey District Representatives for the Southeastern District. All voting members of the Board of Directors are required to maintain good standing within USA Hockey. The voting status of any voting member of the Board of Directors is suspended or terminated if such voting member is suspended or terminated from membership by USA Hockey.
- B. Voting: Each Affiliate President or designee and each District Representative or designee is entitled to cast one vote on any issue moved for consideration before a meeting of the Board of Directors. No person may cast more than one vote on an issue before the Board of Directors.
- C. Tie Votes: If any issue brought before the Board of Directors ends in a tie vote the District Registrar, if present at such meeting, shall cast the deciding vote on the issue moved for consideration. In any situation where the District Registrar is called upon to cast a vote, he/she shall be guided by the best interest of hockey within the Southeastern District.
- D. Nonvoting Members: Except as provided in subsection C. above, the District Registrar, the District Referee-in-Chief, the District Coach-in-Chief, the District Rick Manager, the District Player Safety Coordinator and any Section Representative shall be non-voting members of the Board of Directors.

#### **5. OFFICERS, EMPLOYEES AND AGENTS OF CORPORATION**

- A. Officers of Corporation: The officers of the Corporation shall be elected by the Board and shall consist of the President, Secretary and Treasurer. Only District Representatives for the Southeastern District are eligible for the office of President.

The Board may elect to have one person serve as both Secretary and Treasurer. The Secretary and/or Treasurer are not required to be either Affiliate Presidents or District Representatives. Officers shall be elected at the Annual Meeting of the District. The person receiving the most votes for an officer position shall be deemed elected. Elected officers shall have a term of two (2) years commencing in June of 2022.

- B. Limited Voting Rights: No officer of the Corporation shall have any additional vote at any meeting of the Board of Directors. An officer of the Corporation shall be entitled to vote only the vote that he/she has as a member of the Board of Directors.
- C. President: The President shall preside over all meetings of the Board of Directors and in coordination with the Secretary shall set the agenda for any meetings of the Board of Directors. If the President is unable to attend or participate in any meeting of the Board, the District Representatives shall select another District Representative to Chair the meeting.
- D. Secretary: The Secretary shall attend all meetings of the Board of Directors and in coordination with the President shall publish an agenda for meetings and keep or cause to be kept a record of the proceedings of those meetings. He/she shall give, or cause to be given, notice of all meetings of the Board to voting and non-voting members of the Board and shall perform whatever additional duties the Board may from time to time prescribe.
- E. Treasurer: The Treasurer shall have custody of all corporate funds and securities. He/she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporation monies in the name and credit of the Corporation in a depository/bank designated or approved by the members/directors. He/she shall disburse funds of the Corporation and shall render to the President, and Board of Directors, whenever they may require, an account of his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall pay all authorized bills of the District.
- F. Removal From Office: An officer, employee or agent of the Corporation may be removed by a majority vote of the members/directors whenever in their judgement the best interests of the Corporation will be served by their removal.
- G. Vacancies: When a vacancy occurs in one of the officer positions by reason of death, resignation or otherwise, the vacancy shall be filled by the majority vote of the Board. The officer so selected shall hold office for the remaining term of his/her predecessor.
- H. Payment of Compensation to Officers: All officer positions of the Southeastern District are volunteer positions, and no compensation may be paid to any corporation officer for serving in their position. Officers of the Corporation may be reimbursed for out-of-pocket expenses provided that those expenses are not otherwise reimbursable by their Affiliate or USA Hockey. All anticipated out of pocket expense claims must be approved in advance by the District Treasurer or President.

- I. Executive Director: The Southeastern District does not currently employ an Executive Director. The Board of Directors may elect to authorize the hiring and payment of an Executive Director to perform administrative and management tasks for the District. The hiring and specific payment arrangement for an Executive Director must be approved and authorized by a 75% vote of the Board of Directors.

## **6. USA HOCKEY DISTRICT REPRESENTATIVES**

- A. USA Hockey Authorization: USA Hockey Bylaw 4 requires the election of District Representatives to represent the Registered Participant Members of their District on the USA Hockey Congress. The Southeastern District is currently authorized to elect four (4) District Representatives.
- B. Election of District Representatives: Election of District Representatives to represent the Southeastern District shall be conducted as specified in USA Hockey Bylaw 4.
- C. Residency Requirement: In order to be elected or serve as a Southeastern District Representative all candidates and elected Representatives must maintain their primary residence within the Southeastern District.
- D. Term of Office: The term of office for a District Representative shall be three (3) years and shall commence at the end of the USA Hockey Annual Meeting generally held in June of each year. The election and terms of office for Southeastern District Representatives shall be staggered. The election of District Representatives residing in PVAHA, and CAHA shall occur in year 1, followed by the election of a District Representative residing in SAHOF in year 2 and the election of a District Representative residing in SAHA in year 3.
- E. Nominations: Candidates for District Representative in any year shall be from the Affiliate not currently having a District Representative residing within their Affiliate or from the Affiliate area(s) of which a current Representative's term is expiring. Any USA Hockey member of the Southeastern District may nominate himself/herself or any other person for the position of District Representative. Nominations must be in writing and submitted to the Southeastern District Registrar on or before March 1<sup>st</sup> of the election year. A brief resume of the candidate should be included in the nomination letter. The Registrar shall confirm the residence and interest of the nominated person in being a nominee for District Representative. A nominated person may decline to have his or her name placed on the ballot.
- F. Voting: In any voting to elect a District Representative the Association President/Executive or Association Registrar shall exercise the vote of the registered participant members of each Association. The number of current season votes to be cast shall be based on the registered participant members of that Association as of February 28<sup>th</sup> of that season as determined by USA Hockey. In a District Representative election any registered participant member is entitled to only one (1)

vote. Only claimed registered participant members may vote through their Association. Unclaimed participant members are not entitled to a vote in any election for District Representative. Nominations for District Representative positions and ballots for election of District Representative shall be distributed by the Southeastern District Registrar in accordance with the following timetable:

- 1) Nominations open – February 15<sup>th</sup>
- 2) Nominations close – March 1<sup>st</sup>
- 3) Ballots distributed – March 22<sup>nd</sup>
- 4) Ballots received or postmarked by – April 10<sup>th</sup>

The District Registrar may vary the timetable above provided that the same number of days between each step in the election process are maintained.

- G. Ballots: Ballots shall be prepared by the Southeastern District Registrar and shall specify the date by which the executed ballot must be received by the Registrar. Ballots received by the Southeastern District Registrar after the date specified shall be void and not counted for that election. Votes for write-in candidates shall be valid and counted provided the candidate meets the eligibility requirements. Proxy voting and cumulative voting is not allowed.
- H. Ineligible District Personnel: As specified in USA Hockey Bylaw 4 the District Registrar, District Referees-in-Chief, and the District Coach-in Chief shall be ineligible to serve as a District Representative while also serving in their other USA Hockey appointed role.
- I. Certification of Ballots and Winning Candidate(s): All ballots shall be counted by the Southeastern District Registrar or a USA Hockey Member Services representative. Ballots not in compliance with the Southeastern District election procedure shall be rejected and not counted. The Southeastern District Registrar shall notify USA Hockey, the candidates, the Affiliate Presidents and District Representatives of the election results within 5 days of closing date for receipt of ballots. The candidate with the highest number of votes shall be declared the winner. The District Registrar shall retain any ballots and any void ballots for a period of at least 90 days after the election results are made public. An appeal of an election result may only be made by a candidate for the election and must be made within 10 days of the election result being made public.
- J. Resignation or Inability to Complete Term: Should a District Representative resign or otherwise be unable to complete his or her term of office, the District Registrar shall conduct a special election within 90 days from the date of resignation or notice of inability to complete the term of office. The replacement election shall be held in the same manner as set forth in this Section except that the District Registrar may compress the time period for nominations and elections. The elected replacement District Representative shall serve the remainder of the vacated term of office only.

- K. District Representatives Serving as Affiliate Presidents: It is the policy of the Southeastern District that active District Representatives may not also serve as an Affiliate President at the same time. In order to cause the least disruption to Affiliate affairs, a newly elected District Representative who is also an Affiliate President shall have 90 days from the date of election as District Representative to resign as an Affiliate President. Nothing contained herein shall prohibit a District Representative from serving in any other capacity within an Affiliate.

**7. MEETINGS OF THE SOUTHEASTERN DISTRICT BOARD OF DIRECTORS**

- A. Regular Meetings: The Southeastern District shall conduct at least two (2) regular meetings during the year. Preferably the Southeastern District Annual Meeting is held during the USA Hockey Annual Meeting but may be held within the period of 3 weeks before or 3 weeks after the USA Hockey Annual Meeting. Likewise, the preferred date for the Southeastern District Winter Meeting is during the USA Hockey Winter Meeting, but the meeting may be held 3 weeks either side of the USA Hockey Winter Meeting. The President of the Southeastern District may also call such other regular meetings during the year as are appropriate to discuss and manage Southeastern District activities.
- B. Special Meetings: Special Meetings of the Southeastern District Board of Directors may be called by any two (2) members of the Board of Directors with written notice delivered to the District President of the Agenda item to be discussed.
- C. Quorum for Meetings: A quorum for any Regular or Special Meetings of the Board of Directors shall consist of a simple majority of the voting members of the Board of Directors.
- D. Notice of Meeting: All notices of meetings to members of the District Board of Directors shall be sent by electronic means to the email address provided to the District Secretary. Meeting notices shall be at least 7 days before the scheduled meeting. A voting member of the Board of Directors may waive notice of any meeting. Attendance at a Board meeting in person, by phone or other electronic meeting platform, by a person entitled to notice shall constitute a waiver of lack of notice or defective notice of the meeting unless at the beginning of the meeting the Board Member (or official designee) objects to holding the meeting or transacting business at the meeting.
- E. Agenda: The District Secretary shall send an agenda for any Regular or Special Meetings to District Board Members at least 7 days before the scheduled meeting.
- F. Voting: Voting at Regular and Special meetings of the Board of Directors is as set forth in Section 4 of these Bylaws. Unless specified otherwise in these Bylaws, if a quorum of the Board of Directors is met then decisions of the Board at that meeting shall be by a majority of the votes cast.

- G. Inability of Affiliate President or District Representative to Attend Meeting: Should any Affiliate President be unable to attend a Regular or Special meeting of the District Board of Directors, that Affiliate President may designate in writing (proxy) another person from the Affiliate Board of Directors (other than the District Representative) or member of the Affiliate staff in the Affiliate where the Affiliate President resided to attend and participate in that specific meeting on behalf of the Affiliate President. Such person who is attending the meeting on behalf of the Affiliate President shall be allowed the same voting privileges as are granted to an Affiliate President. A District Representative may not vote on any issue on behalf of an Affiliate President while also voting on the same issue as a District Representative.

Should any District Representative be unable to attend a Regular or Special meeting of the District Board of Directors, that District Representative may designate in writing (proxy) another person from the Affiliate Board of Directors (other than the Affiliate President) or member of the Affiliate staff in the Affiliate where the Representative resides to attend and participate in that specific meeting of the Southeastern District Board of Directors. Such person who is attending the meeting on behalf of the District Representative shall be allowed the same voting privileges as are granted to a District Representative. The proxy for that Representative's vote may not be given to any other voting member of the Board of Directors, the District Registrar, the District Referee-in-Chief or the District Coach-in-Chief.

- H. Conduct of Meeting: Regular or Special Meetings of the District Board of Directors shall be chaired by the District President. Meetings may be held in person, by telephone conference call or by other electronic meeting platform, provided that all members of the Board are able to hear others speak and are able to participate in the meeting. Roberts Rules of Order shall govern the conduct of all meetings of the District Board of Directors.

## **8. USA HOCKEY AND SOUTHEASTERN DISTRICT POLICIES**

- A. Policies Adopted: The Southeastern District adopts all USA Hockey Policies as set forth each season in the USA Hockey Annual Guide. The USA Hockey Policies stated in the USA Hockey Annual Guide are incorporated by reference in these Bylaws.
- B. Acknowledgement of Policies: Each member of the Southeastern District Board of Directors, any Officer of the Corporation and anyone holding a position appointed by the District Board of Directors must acknowledge that they are aware of the USA Hockey Policies and agree abide by the USA Hockey Policies on an Annual Basis.
- C. Conflicts of Interest: Any member of the Southeastern District Board of Directors, any Officer of the Corporation and anyone holding a position appointed by the District Board of Directors must disclose any actual or potential conflicts of interest as defined in the USA Hockey Conflict of Interest Policy, must refrain from voting on

matters before the District Board of Directors involving a conflict of interest, and must refrain from attempting to influence other Board Members from voting in a specific manner on any matters involving the actual or potential conflict of influence. The Board Secretary will reflect the disclosure of any actual or potential conflict in the meeting minutes and also reflect in the meeting minutes any vote on the matter and whether the individual disclosing the actual or potential conflict voted on the matter before the District Board of Directors. If questions arise on any issue before the Board of Directors, the Board shall consult the specific wording of the USA Conflicts of Interest Policy as set forth in the USA Hockey Annual Guide.

- D. Background Screening and Safesport Training: All members of the District Board of Directors, any Officers of the Corporation and any individual appointed to a District position by the District Board of Directors must complete background screening and Safesport training and retraining as specified in the USA Hockey Safe Sport Handbook. Any member of the District Board of Directors, an Officer of the Corporation or any individual appointed to a position by the District Board of Directors who fails to comply with background screening requirements or Safesport training/retraining requirements shall be ineligible to participate in any District meeting or activity until any screening or training requirement is satisfied.
- D. Other Policies of the District: The District may adopt such other policies as are within the scope of the Jurisdiction of the District.

## **9. FEES AND DUES OF THE SOUTHEASTERN DISTRICT**

Any annual fees or dues payable by Affiliates to the Southeastern District for District or operating program expenses must be approved by a majority of the Board of Directors. Team fees or player fees for participation in any Southeastern District Tournaments or Player Development programs by any registered team or participant member must also be approved by a majority of the Board of Directors with the aspirational goal that District events and programs are financially self-sufficient.

## **10. DISTRICT COMMITTEES**

- A. District Committees: The District shall appoint the following Committees to assist in the management and operation of District activities:
- 1) District Tournament Committee: The Youth District Tournament Committee shall be chaired by a Tournament Chairperson(s) who shall serve at the pleasure of the District Board of Directors, a District Representative, the District Registrar and the Host Tournament Committee. The District Representative to the Girls' Council shall serve as the Tournament Chairperson for the Girls' District Tournaments Committee.

The Tournament Chairperson shall chair all meetings of the District Tournament Committee. It is the responsibility of the Tournament



Chairperson(s) to prepare game pairings and schedules, and the coach meeting agenda. The Host Tournament Committee shall select host ice facilities, prepare a tournament budget, insure adequate locker room assignments, arrange for and schedule off-ice-official for all games, secure an inventory of game scoresheets, arrange for EMT or Athletic Trainer coverage for all facilities, provide information on local hotels to participating teams, game officials and District tournament staff, coordinate with rink staff on ice cuts and overtime procedure, arrange for tournament office space and any hospitality room space, and arrange for any tournament medals, banners or awards. The District Tournament Chairperson and the Host Tournament Committee will coordinate to arrange for the distribution of a District Tournament Handbook for participating teams. The District Tournament Handbook may be distributed electronically.

District Tournaments (both Youth and Girls) are to follow the requirements set forth in the USA Hockey District and National Tournament Guidebook published each season by USA Hockey. District Tournaments will be rotated throughout the District on a schedule established by the Committee. The proposed fee for participation in a Youth or Girl's District Tournament must be submitted for approval by the respective Tournament Committees to the District Board of Directors at the District Winter Meeting.

In the event that a qualified team withdraws from a District Tournament after the ice commitment is finalized by the host ice facility and a replacement team is not available, the withdrawing team shall pay the full District Tournament fee to the Host Affiliate, and a financial penalty of up to \$3,000 to the Southeastern District. The withdrawing team shall also be referred back to their home Affiliate for discipline action.

- 2) Boys Player Development Committee: The District Boys Player Development Committee shall be chaired by the Director of the Boys Player Development who shall serve at the pleasure of the District Board of Directors, the District USA Hockey Youth Council Representative, a representative from each of the four Affiliates selected by their respected Affiliates, and any Coordinator for the District Boys 14 Player Development Camp. Other members of the District Boys Player Development Committee may be added or removed as necessary by the Boys Player Development Committee.

The duties and responsibilities of the Boys Player Development Committee include, but are not limited to, administering the District Player Development Tryouts and District 14 Camp, arranging for independent evaluators, coaches and team managers as necessary, scheduling the dates of the District Player Development Tryouts and District 14 Camp, approving the allocation of players, approving a methodology of evaluation of players by independent evaluators and preparing a budget and accounting of expenses for each event. The Boys Player Development Committee shall propose a player fee for

participation in the District Player Development Tryouts and District 14 Camp which shall be submitted for approval by the District Board of Directors at the District Winter Meeting.

- 3) Girls Player Development Committee: The District Girls Player Development Committee will consist of the District USA Hockey Girls Council Representative and a representative from each of the four Affiliates selected by their respected Affiliates. The Girls Player Development Committee may designate an Affiliate Representative or other individual to act as the Administrative Coordinator/Director for the annual District Girls Player Development tryouts or the Coordinator/Director of any District Girls Player Development Camp. Other members of the District Girls Player Development Committee may be added or removed as necessary by the Girls Player Development Committee.

The duties and responsibilities of the Girls Player Development Committee include, but are not limited to, administering the District Player Development Tryouts and any District Camps, arranging for independent evaluators, coaches and team managers as necessary, scheduling the dates of the District Player Development Tryouts and District Camps, approving the allocation of players, approving a methodology of evaluation of players by independent evaluators and preparing a budget and accounting of expenses for each event. The Girls Player Development Committee shall propose a player fee for participation in the District Player Development Tryouts and District Camps which shall be submitted for approval by the District Board of Directors at the District Winter Meeting.

- 4) Finance Committee: The District Finance Committee shall consist of 3 members appointed by the Board of Directors. It shall be the duty of the District Finance Committee to examine any questions that may arise out of the finances of the District and recommend to the Board of Directors any course of action on financial matters of the District that the Committee deems advisable. The District Finance Committee may periodically review District financial records and financial statements in order to advise the Board on policies and procedures to inform the Board on District finances.

## **11. USA HOCKEY PREEMINENCE**

This Corporation is organized to operate as a District of USA Hockey by USA Hockey, Inc. which is the national governing body for the sport of amateur ice hockey in the United States. In that regard, the Corporation shall act and abide by the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules, Policies and decisions of the Board of Directors of USA Hockey, which shall supersede and take precedence over any acts of the Corporation not in conformance therewith. Further, the Corporation shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules, Policies and decisions of USA Hockey

Board of Directors, within and upon the Corporation's members and/or within the Corporation's jurisdiction.

**12. EXONERATION FROM PERSONAL LIABILITY**

Members of the Board of Directors, Officers, Employees and Agents of the Corporation shall not be personally liable for the acts, liabilities, debts or obligations of the Corporation.

**13. AMENDMENT TO BYLAWS**

Amendments to these Bylaws shall be made, with at least 15 days written notice by the person or organization requesting the amendment, at the Annual Meeting, the Winter Meeting, and any scheduled Regular or Special Meetings of the Board of Directors. The specific wording of the proposed amendment to the Bylaws must be provided as part of the notice requesting the proposed amendment. Adoption of any amendment to these Bylaws shall require a majority vote of the voting Board members present or participating in such meeting.

**14. DISSOLUTION OF CORPORATION**

Voluntary dissolution of the Corporation shall be accomplished in accordance with the laws of the State of Florida, governing the winding-up of not-for-profit corporations, as amended, so as to transfer, liquidate and/or distribute the Corporation's assets and any proceeds thereof in order to maintain not-for-profit and charitable status of the Corporation under the laws, rules and regulations of the State of Florida.

**Adopted by the Southeastern District Board of Directors this 10<sup>th</sup> day of June, 2022**



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President