



PROPOSED BYLAWS REVIEW PACKAGE

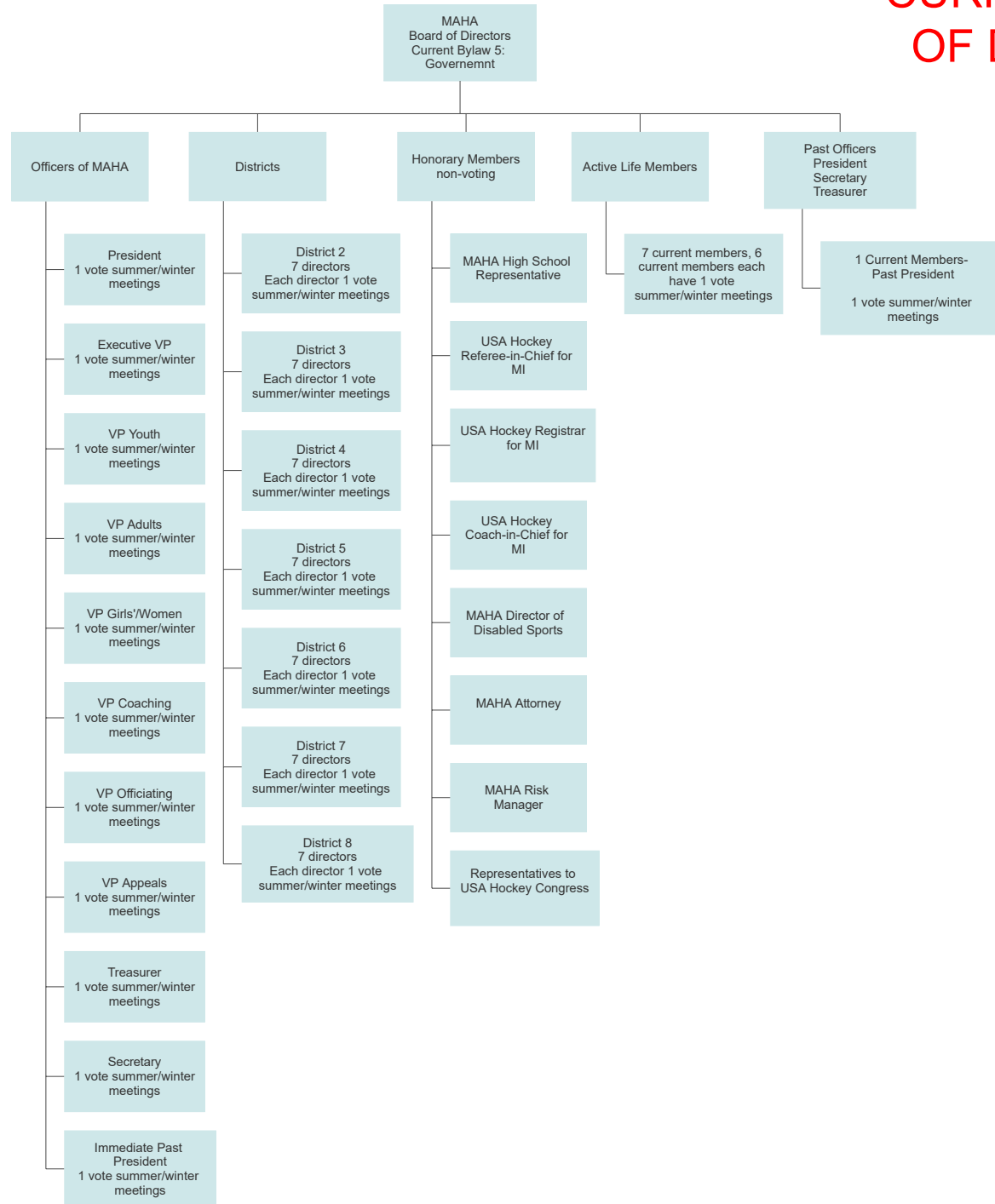
September 1, 2023

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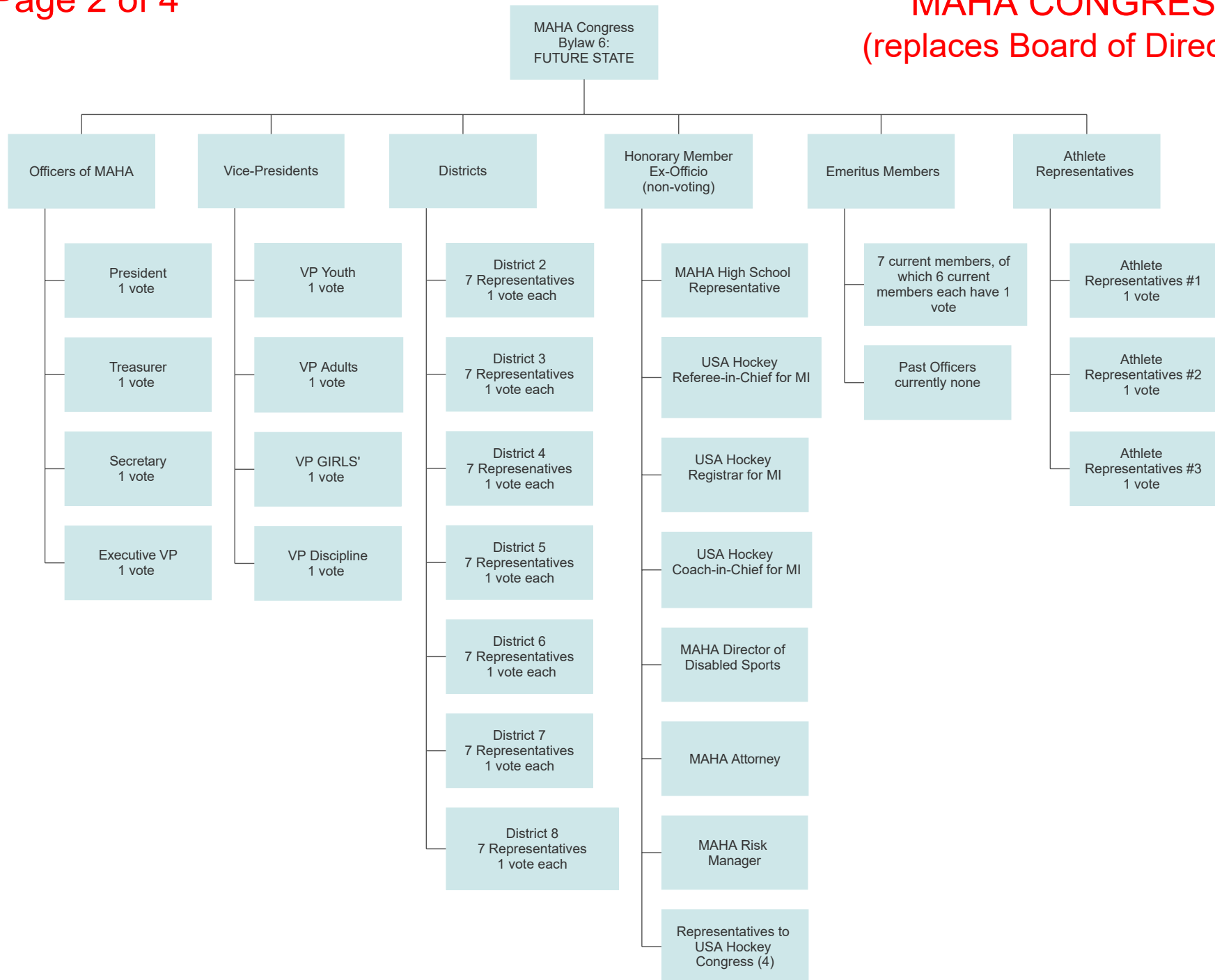
EXECUTIVE SUMMARY OF PROPOSED BYLAW UPDATES

	CURRENT	PROPOSED	RATIONALE
Terminology	Executive Committee	MAHA Board of Directors	align with USA Hockey
	Board	MAHA Congress	align with USA Hockey
	District Directors	Representatives	align with USA Hockey
	Active Life Members	Emeritus Members	align with USA Hockey
Officers	President, Exec VP, VP Youth, VP Adults, VP Girls'/Women's, VP Coaching, VP Officiating, VP Appeals, Treasurer, Secretary and Immediate Past President	President Exec VP Treasurer Secretary	consistent with Michigan corporation law and to align with legal requirements and best practices for non-profit corporations
Board of Directors	Vice-President Youth	Vice-President Youth	
	Vice-Presidents Adults	Vice-Presidents Adults	
	Vice-President for Girls'/Womens' Hockey	Vice-President for Girls'	align with USA Hockey
	Vice-President for Appeals	Vice-President of Discipline	to align with best practices for supervising/overseeing disciplinary proceedings
	Vice-President for Coaching	USAH Coach-in-Chief, Michigan District (non-voting) VP Coaching position will be eliminated after Summer 2025 meeting	align with USA Hockey; reduce number VPs
	Vice-President for Officiating	USAH Hockey Referee-In-Chief, Michigan District (non voting) VP for Officiating position will be eliminated after the summer 2025 meeting	align with USA Hockey; reduce number VPs
	No current District Directors	Representatives At-Large (3) to the MAHA Board of Directors	add more representation to the BOD
	No Current Athlete Representatives	Athlete Representatives to the MAHA Board of Directors	align with USA Hockey; add more representation to the BOD
		Ice Rink Representative (non voting)	add more representation to the BOD
		Youth Tier I Representative (non voting)	add more representation to the BOD
	Immediate Past President	Remove Immediate Past President	consistent with generally accepted non-profit practice
Term Limits	none	no Officer or Vice-President (excluding Treasurer) can serve in any one office position longer than three consecutive terms	align with USA Hockey
District Directors Bylaw 5 H.3.a	District Director shall be elected by their constituents to serve three-year staggered terms. Terms shall commence at the conclusion of the Summer	(1) District Representatives shall reside in the District they represent or be on a USA Hockey certified roster as a registered participant on a team located in the District or have a minor registered participant on a USA Hockey certified roster in said District. A District Representative is not eligible for nomination if this requirement is not satisfied and further vacates the position if this requirement is not satisfied throughout the duration any term of office.	protect the geographic integrity of the Districts
Life Members	2.A special designation of Emeritus Life Membership in the MAHA shall be awarded to no more than ten (10) former members of the or present MAHA Congress Officers or Directors	Non-voting members Remove no more than 10 Add in past officers	consistent with generally accepted non-profit practice
Committee's	SafeSport & S.T.A.R.	moved to Disciplinary Committee	to align with best practices for supervising/overseeing disciplinary proceedings
	OneGoal Michigan		closed out
		Youth Committee	new
		Diversity, Equity, and Inclusion Committee	new
		Player Development Committee	new
Indemnification	Bylaw 9	Update from USA Hockey	align with USA Hockey

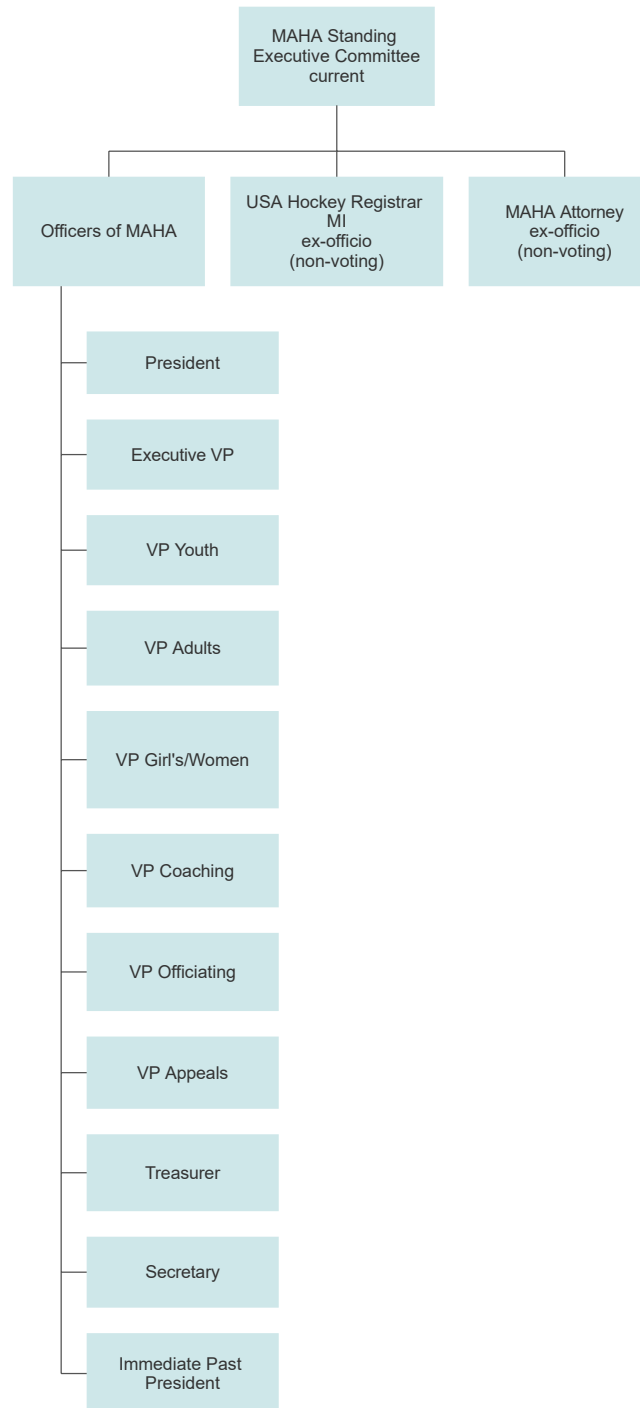
CURRENT BOARD OF DIRECTORS



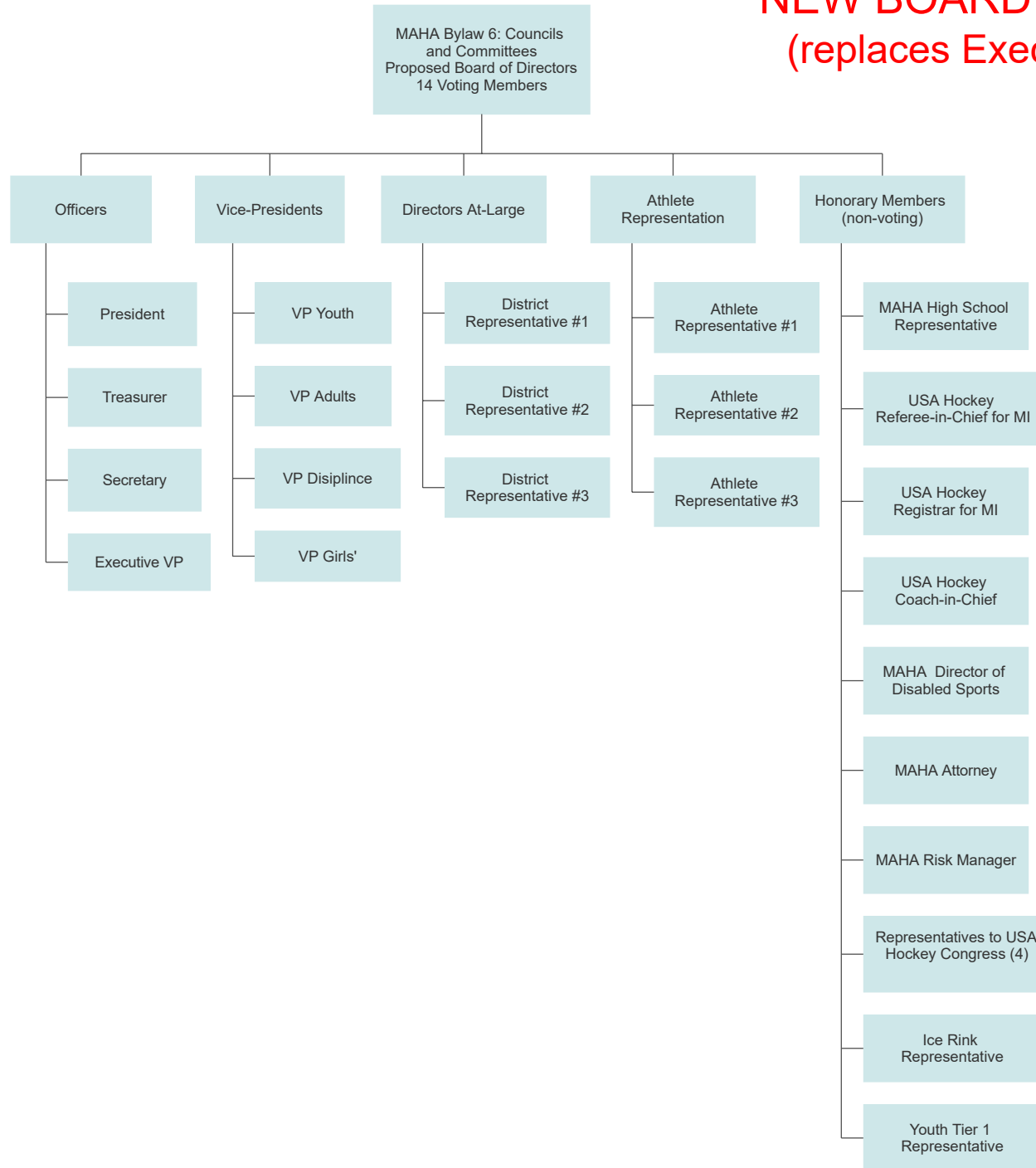
MAHA CONGRESS (replaces Board of Directors)



CURRENT EXECUTIVE COMMITTEE



NEW BOARD OF DIRECTORS (replaces Executive Committee)



Proposed MAHA Bylaws (dated August 29, 2023)

BYLAW 1: ASSOCIATION and PURPOSE

The Name of the Association shall be the "Michigan Amateur Hockey Association", here-in-after referred to as the "MAHA" or "Association".

The purposes of this Association are:

- To develop and encourage sportsmanship between all players for the betterment of their physical and social well-being.
- To encourage and improve the standard of ice hockey in the State of Michigan.
- To affiliate with USA Hockey and other local hockey associations in the State of Michigan.
- To affiliate with other hockey initiatives under the auspices of USA Hockey or its Affiliates.
- To conduct ice hockey tournaments and to select representative teams for other tournaments.
- To do any and all acts desirable in the furtherance of the foregoing purposes.

Mission - The Michigan Amateur Hockey Association (MAHA) is the premier amateur sport organization in Michigan which develops players in the sport of ice hockey to the best of their ability in a fun and safe environment.

Vision - The MAHA will be the best amateur ice hockey association nationally for lifelong player fun, physical and personal development, and player safety.

Values - From the MAHA to the Ice, the MAHA will promote:

- Excellence in everything we do.
- Valuable programs that are affordable for our members.
- Sportsmanship, teamwork, and respect for each other.
- A fun, safe environment for our players.
- Growth of our players as people and hockey players that leads to growth of the MAHA.

The MAHA is a not-for-profit organization established under the Michigan Nonprofit Corporation Act. The principal office of the MAHA shall be in the State of Michigan. The MAHA may have such other offices as the MAHA Board of Directors may determine or as the affairs of the business may require from time to time.

The MAHA shall have and continuously maintain a registered office in the State of Michigan and the address of the registered office shall be determined by the MAHA Board of Directors.

This Association shall have no capital stock and shall not be conducted for pecuniary profit.

The fiscal year of the MAHA shall end on April 30th of each year.

Exoneration From Personal Liability

As a non-profit Association regulating amateur hockey in Michigan, the MAHA, its Officers, Directors, Representatives to the MAHA Congress, and Officials assume no responsibility for injury or damage to players under any circumstances.

BYLAW 2: AFFILIATION

- A. The Michigan Amateur Hockey Association (MAHA) is an affiliate of USA Hockey.
- B. The Michigan Amateur Hockey Association, as an affiliate 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 and the USA Hockey Congress, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Michigan Amateur Hockey Association. Further, the Michigan Amateur Hockey Association: (i) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules, and

Proposed MAHA Bylaws (dated August 29, 2023)

decisions of the Board of Directors and the USA Hockey Congress, within and upon its members and/or within its jurisdiction, and (ii) agrees to be guided by the following core values of USA Hockey:

1. **SPORTSMANSHIP**

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.

2. **RESPECT FOR THE INDIVIDUAL**

Treat all others as you expect to be treated.

3. **INTEGRITY**

We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

4. **PURSUIT 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 his or her ability.

5. **ENJOYMENT**

It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

6. **LOYALTY**

We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

7. **TEAMWORK**

We value the strengths of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

C. The Michigan Amateur Hockey Association, an Affiliate Association of USA Hockey, Inc., does hereby indemnify and hold harmless USA Hockey and each member thereof, the Board of Directors and the USA Hockey Congress 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 the Michigan Amateur Hockey Association, except to the extent: (i) that USA Hockey or the afore described 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 and the USA Hockey Congress. Further, the Michigan Amateur Hockey Association understands and acknowledges that USA Hockey and its afore described representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this document.

D. The Officers and Vice-Presidents of the Association shall represent the MAHA at USA Hockey's Annual Summer Meeting and Winter Meeting of the USA Hockey Congress.

BYLAW 3: FINANCE and CONTRACTUAL AUTHORITY

A. **Contractual Authority**

The MAHA Congress or the MAHA Board of Directors may authorize any Officer(s), to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the MAHA, and such authority may be general or confined to specific instances. Unless authorized to do so by these Bylaws, by the MAHA Congress, or by the MAHA Board of Directors, no Officer or agent shall have any power or authority to bind the MAHA by any contract or engagement, or to pledge its credit, or to render it liable peculiarly for any purpose or in any amount.

B. **Deposits**

All funds of the MAHA not otherwise employed shall be deposited from time to time to the credit of the MAHA in such banks, trust companies or other depositories as the Board of Directors may from time to time

Proposed MAHA Bylaws (dated August 29, 2023)

designate. For the purpose of such deposits, all checks, drafts, and other orders for the payment of money which are payable to the order of the MAHA, may be endorsed, assigned, and delivered by any Officer of the MAHA.

C. Bond

The MAHA Congress may require any Officer, employee or agent of the MAHA to give such bond for the faithful discharge of his/her duties to the Association as the MAHA Congress may determine.

D. Correspondence

MAHA Stationary, envelopes, or postage is to be used for official MAHA correspondence ONLY. The use of MAHA stationary, envelopes, or postage for soliciting, or running for office, or for the use of personal correspondence is prohibited. Any violation to this rule will be referred to the MAHA Board of Directors for disciplinary action.

E. Expenses

Officers, Directors, MAHA Representatives to Congress, and Committee Members may be reimbursed for verified expenses submitted to the Treasurer. Approval of such expenses shall follow the procedure as laid out in the financial procedures manual.

BYLAW 4: MEMBERSHIP

A. Membership shall be limited to:

1. Affiliated ice hockey programs and league officers.
2. Registered players, coaches, and team officials of rostered teams.
3. USA Hockey Representatives to USA Hockey's Congress representing the MAHA.
4. MAHA Officers, Directors, Representatives to the MAHA's Congress, District Council members, and appointed Committee members.
5. Active Emeritus members.
6. Honorary members.

B. All members as defined in Bylaw 4A must be members in good standing with USA Hockey and the MAHA. Members not in good standing are ineligible to participate in the MAHA. A member in good standing is defined as a member that: (1) has not been convicted of a felony within the past 10 years, (2) is not currently serving a suspension or on probation under the authority of USA Hockey, the MAHA, or any local hockey association, or (3) has no financial obligations to USA Hockey, the MAHA, or any local hockey association.

C. Subject to its affiliation with the USA Hockey, the MAHA shall have full and final jurisdiction over its members as well as overall amateur hockey in the State of Michigan.

D. Membership Fee - annual registration fees and/or dues may be established by the MAHA Board of Directors.

E. Other assessments necessary for the operation of this Association may, from time to time, be established by a two-thirds vote of the MAHA Board of Directors. All such assessments, shall be payable as directed by said MAHA Board of Directors.

F. Failure to comply with either Section D or E of this Bylaw and any rules promulgated hereunder shall result in the immediate suspension of said non-complying league, association, team, and/or individual(s) and said suspension shall remain in full force and effect until such time as there is full compliance.

Proposed MAHA Bylaws (dated August 29, 2023)

BYLAW 5: GOVERNMENT

A. The MAHA Congress shall be constituted as follows:

1. Officers of the Association
2. Vice-Presidents
3. District Representatives
4. Emeritus Members
5. Honorary Members
6. Athlete Representatives

B. Powers and Duties of the MAHA Congress

The property and affairs of the MAHA shall be managed by the Congress, hereinafter known as the MAHA Congress. The MAHA Congress shall have general management and control of the business and affairs of the Association and shall exercise all of the powers that may be exercised or performed by non-profit corporations under the statutes of the State of Michigan, the Articles of Incorporation, and these Bylaws. In addition to other powers stated herein and provided by law, the MAHA Congress shall have the power to:

- (1) Formulate, prescribe, alter and amend these Articles of Incorporation, Bylaws, Rules and Regulations, Policies and Procedures of the MAHA for the governance of the MAHA.
- (2) Elect the Officers and certain other members of the MAHA Board of Directors and the MAHA Congress as set forth in and according to the procedures in these Bylaws.
- (3) Interpret, define, and explain all of the provisions of these Bylaws and the Rules and Regulations of the MAHA.
- (4) Call any necessary Special Meetings of the MAHA Congress and fix the time and place of such meetings, subject to MAHA Bylaw 7.
- (5) Receive a copy of the financial statements (Balance Sheet and Operating Statement) of the MAHA and a copy of the MAHA's proposed operating budget prior to the Winter Meeting of the MAHA Congress. At the Winter Meeting of the MAHA Congress, the Congress shall recommend the approval of any fee increases for consideration by the Board of Directors. At the Winter Meeting of the MAHA Congress, the MAHA Congress shall recommend the approval of an operating budget to the Board of Directors.

C. Powers and Duties of the MAHA Board of Directors and of the Officers of the Association

The Board of Directors shall be composed of the Officers, the Vice-Presidents, three (3) Directors At-Large, and three (3) Athlete Representatives.

The MAHA Board of Directors shall be empowered to act on the behalf of the MAHA Congress on matters within the authority of the MAHA Congress between meetings of the MAHA Congress provided that: (a) the MAHA Board shall not have the authority to amend, alter, or repeal the Bylaws or Rules and Regulations, but may recommend such changes to the MAHA Congress for consideration, and (b) the MAHA Board shall have the authority to amend, alter or repeal Rules and Regulations only in the case of an emergency when a vote of the MAHA Congress cannot reasonably be obtained, and in such event the action taken by the MAHA Board shall be placed on the agenda at the next meeting of the MAHA Congress for ratification, amendment or repeal. The Board of Directors consists of the following positions.

1. President- shall be an Officer of the MAHA

- a. Preside at all meetings of the MAHA Congress and the MAHA Board of Directors.
- b. Shall have the power to call meetings of the MAHA Board of Directors and to call special meetings of the MAHA Congress.
- c. May attend and represent the MAHA at other ice hockey meetings.
- d. Shall interpret rules and make decisions on questions arising from emergencies not provided for in the Bylaws or Rules and Regulations. Any such interpretations shall be brought to the attention of the MAHA Board of Directors at its next meeting. At that meeting, the interpretation shall be discussed, modified, approved or rejected by a majority of the MAHA Board of Directors.
- e. Shall manage the day-to-day affairs of the MAHA.

Proposed MAHA Bylaws (dated August 29, 2023)

- f. Shall automatically be a candidate for election as Representative to the USA Hockey Congress from Michigan.
 - g. In the absence of the Treasurer, shall have the right to sign or endorse checks payable by or payable to the MAHA.
 - h. Shall be a member of all Committees of the MAHA.
 - i. In conjunction with the MAHA Board of Directors, shall appoint the members of all Standing Committees or Special Committees of the MAHA.
 - j. Shall have such additional powers and perform such additional duties as the MAHA Board of Directors may from time to time prescribe.
- 2. Executive Vice-President- shall be an Officer of the MAHA
 - a. In the absence of the President, shall have all the powers and duties of the President.
 - b. Shall perform special assignments deemed necessary by the President and/or the MAHA Board of Directors.
 - c. Shall be the Chairperson of the Rules Committee.
 - d. Shall be the MAHA's liaison with USA Hockey's Michigan Risk Manager and Risk Management Program.
 - e. Shall have such additional powers and perform such additional duties as the MAHA Board of Directors may from time to time prescribe.
- 3. Treasurer- shall be an Officer of the MAHA
 - a. Shall receive all funds due to the MAHA for deposit in a bank.
 - b. Shall pay all rightful obligations of the MAHA.
 - c. Shall sign or endorse checks payable by or payable to the MAHA.
 - d. Shall present a budget for the upcoming fiscal year to the MAHA Board of Directors prior to the beginning of each fiscal year. This budget will be presented to the Winter Meeting of the MAHA Congress.
 - e. Shall render a financial account at the end of each fiscal year and at any other time directed by the MAHA Board of Directors.
 - f. Shall, in conjunction with the Audit Committee, arrange for an annual financial investigation, and the filing of required government informational returns, as approved by the MAHA Board of Directors.
 - g. Shall be a member of all Committees of the MAHA.
 - h. Shall have such additional powers and perform such additional duties as the MAHA Board of Directors may from time to time prescribe.
- 4. Secretary- shall be an officer of the MAHA
 - a. Shall keep minutes of the meetings of the MAHA Congress and the MAHA Board of Directors. Shall prepare and send these minutes to the Representatives to the MAHA Congress.
 - b. Shall serve as the Chairperson of the Credentials and Ethics Committee.
 - c. Shall run the MAHA elections at the meetings of the MAHA Congress.
 - d. Shall run the Representative District elections and all other elections as needed.
 - e. Shall make arrangements, agendas, and coordinate the awards for the meetings of the MAHA Congress.
 - f. Shall notify the Representatives to the MAHA Congress of meetings and other important matters.
 - g. Shall be the Chairperson of the Guidebook Committee.
 - h. Shall be a member of all Committees of the MAHA.
 - i. Shall have such additional powers and perform such additional duties as the MAHA Board of Directors may from time to time prescribe.
- 5. Vice-President for Youth
 - a. Shall oversee Youth Hockey in Michigan.
 - b. Shall serve as the Chairperson of the State Playoff Committee.
 - c. Shall coordinate all select tryouts.

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- d. Shall serve as the Chairperson of the Youth Committee.
- 6. Vice-President for Adults
 - a. Shall oversee Adult (Men's and Women's) hockey in Michigan.
 - b. Shall serve as the Chairperson of the Adult Committee.
- 7. Vice-President for Girls'
 - a. Shall oversee Girls' hockey in Michigan.
 - b. Shall serve as the Chairperson of the Girls' Committee.
- 8. Vice-President of Discipline
 - a. Shall be the Chairperson of the Disciplinary Committee.
 - b. Shall appoint and manage the MAHA Safe Sport Coordinator(s) with approval of the MAHA Board of Directors.
 - c. Shall appoint and manage the MAHA Match Penalty Coordinator(s) with approval of the MAHA Board of Directors.
- 9. USA Hockey Coach-In-Chief, Michigan District (non-voting)
 - a. Shall serve as the Chairperson of the Coaching Committee.
 - b. Shall be the MAHA's liaison with USA Hockey's Coach-in-Chief and the Coaching Education Program.
- 10. USA Hockey Referee-In-Chief, Michigan District (non-voting)
 - a. Shall serve as the Chairperson of the Officiating Committee.
 - b. Shall be a member of the Officiating Discipline Committee.
 - c. Shall be the MAHA's liaison with USA Hockey's Referee-in-Chief and the Officiating Program.
- 11. Directors At-Large to the MAHA Board of Directors

There shall be three (3) elected by the Representatives of the MAHA Congress for a three (3) year term beginning at the conclusion of the MAHA Annual Summer Meeting from the membership of the Representatives to the MAHA Congress. At the Winter Meeting of the MAHA Congress in 2024, one (1) Director At-Large shall be elected to a term expiring at the conclusion of the MAHA Annual Summer Meeting in 2025, one (1) Director At-Large shall be elected to a term expiring at the conclusion of the MAHA Annual Summer Meeting in 2026, and one (1) Director At-Large shall be elected to a term expiring at the conclusion of the MAHA Annual Summer Meeting in 2027; thereafter the Directors At-Large shall serve a term of three (3) years. Nominations to run for Directors At-Large shall be submitted to the MAHA Secretary by November 30 for elections to be held at the Winter Meeting of the MAHA Congress. Nominations may only be made from the floor: (i) if no one has been nominated prior to the Winter Meeting of the MAHA Congress, (ii) for elections held to fill a vacancy in a Directors At-Large position. At-Large office holders shall not have successive terms of office as a Director At-Large.

Notwithstanding any of the foregoing, in the event a person elected as a Director At-Large no longer holds a position as MAHA Representative to Congress, then the person shall automatically be removed from their office as a Director At-Large. If for any reason a Director At-Large is unable to complete their full term of service for which the Director At-Large was elected, the MAHA Representatives to the MAHA Congress shall elect a replacement Director At-Large who shall serve the unexpired term, provided that nominations to fill an unexpired term as a Director At-Large shall not be required to be submitted 30 days in advance at the next Congress Meeting and said person shall immediately fill the unexpired term of office.
- 12. Athlete Representatives to the MAHA Board of Directors

An Athlete Representative is an individual who has been cumulatively rostered on a MAHA USA Hockey team for ten years (10) or more as a player, at any level. Three (3) of those years must be within the last five (5) years of the election date.

Proposed MAHA Bylaws (dated August 29, 2023)

There shall be three (3) elected by the Representatives of the MAHA Congress for a three (3) year term beginning at the conclusion of the MAHA Annual Summer Meeting. At the Winter Meeting of the MAHA congress in 2024, one (1) Athlete Representative shall be elected to a term expiring at the conclusion of the MAHA Annual Summer Meeting in 2025, one (1) Representative shall be elected to a term expiring at the conclusion of the MAHA Annual Summer Meeting in 2026, and one (1) Representative shall be elected to a term expiring at the conclusion of the MAHA Annual Summer Meeting in 2027; thereafter the Athlete Representative shall serve a term of three (3) years. Nominations to run for Athlete Representative shall be submitted to the MAHA Secretary by November 30 for elections to be held at the Winter Meeting of the MAHA Congress. Nominations may only be made from the floor: (i) if no one has been nominated prior to the Winter Meeting of the MAHA Congress, (ii) for elections held to fill a vacancy in an Athlete Representative position. Athlete Representative office holders shall not have successive terms of office as an Athlete Representative. If for any reason an Athlete Representative is unable to complete their full term of service for which the Athlete Representative was elected, the MAHA Representatives to the MAHA Congress shall elect a replacement Athlete Representative who shall serve the unexpired term, provided that nominations to fill an unexpired term as an Athlete Representative shall not be required to be submitted 30 days in advance at the next Congress Meeting and said person shall immediately fill the unexpired term of office.

13. Ice Rink Representative (non voting)

This individual will serve a one year non-consecutive term. The individual will be recommended to the MAHA Board of Directors by members of the US Ice Rink Association for their approval at the MAHA Annual Summer Meeting and will serve through the conclusion of the next MAHA Annual Summer Meeting. This individual will meet all the criteria of a MAHA Representative to Congress.

14. Youth Tier I Representative (non voting)

This individual will serve a one year non-consecutive term. The individual will be recommended to the MAHA Board of Directors by the Youth Tier I organizations for their approval at the MAHA Annual Summer Meeting and will serve through the conclusion of the next MAHA Annual Summer Meeting. This individual will meet all the criteria of a MAHA Representative to Congress.

D. Powers and Duties of District Representatives and District Chairpersons of the MAHA Congress

1. Shall represent and oversee the affairs of their respective District within Michigan.
2. Shall interface with the MAHA Board of Directors members as needed to perform their duties.
3. Shall mentor and manage the membership within their District.
4. The District Chairperson, or designee, shall be responsible for coordinating with the Vice-President of Discipline and conducting disciplinary hearings within their District.

E. Emeritus Members

Emeritus Members are Representatives to the MAHA Congress.

1. Shall be non-voting members of the MAHA Congress.
[Proviso: those current Life Members as of July 2023 will continue to have a vote at the MAHA Congress meetings until they are no longer with the MAHA.]
2. Past Officers: Presidents, Secretaries, Executive Vice-Presidents, and Treasurers who have served five (5) years on the MAHA Board of Directors as an Officer and have successfully completed their term in good standing.
3. A special designation of Emeritus Member in the MAHA shall be awarded to former members of the MAHA Congress who have served amateur hockey in Michigan in an outstanding manner over and beyond the call of duty. Only two (2) such members may be named by vote of the Representatives to the MAHA Annual Summer Meeting in any year. If an Emeritus Member misses six consecutive meetings of the MAHA Congress (Winter Meeting of the MAHA Congress and MAHA Annual Summer Meeting), he/she is removed from membership of the MAHA Congress and the designation of Emeritus Member is replaced by Honorary Member.

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4. Emeritus Members shall receive the same expense reimbursements as other Representatives to the MAHA Congress.

F. Honorary Members

Honorary Members are Representatives to the MAHA Congress.

1. The Representatives to the USA Hockey Congress residing in the state, the USA Hockey: Registrar, Referee-In-Chief, Coach-in-Chief, Risk Manager for Michigan; the MAHA Attorney, the MAHA High School Representative, and the MAHA Director of Disabled Sports shall be honorary non-voting members of the of the MAHA Congress. In addition, the MAHA Congress may appoint additional honorary non-voting Representatives to the MAHA Congress to recognize service to amateur hockey in Michigan.
2. Honorary Members shall receive the same expense reimbursements as other Representatives to the MAHA Congress unless those expenses are paid by USA Hockey.

G. Term Limits for Officers and Vice-Presidents

Effective as of the elections occurring at the 2024 Winter Meeting of the MAHA Congress, no Officer or Vice-President (excluding Treasurer) can serve in any one office position longer than three consecutive terms (e.g., after serving three terms in one office, the person may run for a different Officer position), provided that a person elected to serve a portion of a prior Officer's unexpired term shall be permitted to be elected and serve three full terms thereafter. If no candidate(s) are nominated by November 30, incumbent candidates may choose an additional consecutive term until a candidate(s) nomination for said office is received in the election cycle.

H. Elections

Prior to being eligible for election or selection as a MAHA Congress Representative, such person shall have: (i) completed the applicable SafeSport Training, (ii) submitted their application for a background screen through USA Hockey's screening program, and (iii) completed and submitted a MAHA Conflict of Interest Disclosure Form as required under USA Hockey's Conflict of Interest Policy. Each MAHA Congress Representative must renew their SafeSport Training on an annual basis prior to its expiration, complete a background screen every two years, and complete and submit a MAHA Conflict of Interest Disclosure Form each year prior to the MAHA Annual Summer Meeting. MAHA Congress Representatives who have not completed the foregoing requirements at any time may be prohibited from participating in meetings of the MAHA Congress or performing any duties for USA Hockey and the MAHA.

1. Eligibility

- a. Candidates for all positions:
 - (i) Must be 21 years of age or older.
 - (ii) Must have been a member in good standing of the MAHA for a two-year period prior to nomination.
 - (iii) A person shall not be a candidate for a position on the Board for more than one MAHA position at a time nor hold more than one voting position within the MAHA.
- b. Additional eligibility requirements for specific positions shall be shown under the election rules for that position.
- c. The minimum qualifications of the Treasurer shall be as follows:
 - (i) An understanding of Generally Accepted Accounting Principles, evidenced through professional membership or through employment in the field of Accountancy in such a position as Full Charge Bookkeeper, Assistant Controller, Controller, or similar position.
 - (ii) Participate in a discussion with the current Treasurer and/or President, prior to the acceptance of his or her nomination for the position. Such discussion will detail the job duties of the Treasurer and the prospective nominee's ability to faithfully discharge said duties.
 - (iii) Be bondable.

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2. Officers/Vice-Presidents

a. Candidates:

To any office of the MAHA Board of Directors must be current or former Representatives to the MAHA Congress for a period of not less than three years, excluding Athlete Representatives [this would include District Directors under the 2023 Bylaws].

b. The term of office for these Officers/Vice-Presidents is three years or until their successor is elected. Elections will be held at the Winter Meeting of the MAHA Congress. The Officers and Vice-President(s) elect will take office at the conclusion of the following MAHA Annual Summer Meeting.

c. Election:

i. The President, all Vice-Presidents, Secretary, Athlete Representatives, Directors At-Large, and Treasurer shall be elected to office by the MAHA Congress by a majority vote.

ii. All persons who will be candidates for election as an Officer, Vice-President, Athlete Representative, or Director At-Large of the Association shall submit a letter of intent and a resume to the Secretary of the MAHA by November 30 preceding the Winter Meeting of the MAHA Congress. Resumes of announced candidates shall be posted on the website at least 14 days prior to the Winter Meeting of the MAHA Congress.

iii. In the event that there are no announced candidates for an office, nominations from the floor will be accepted at the Winter Meeting of the MAHA Congress.

iv. A candidate for the position of Officer, Vice-President, Athlete Representative, or Director-At-Large shall be elected by a ballot vote of the MAHA Congress. A candidate must receive a majority of the present eligible votes in order to be elected. In the event no one receives a majority of the eligible votes upon the first ballot, if there are more than two candidates, the candidate having the least number of votes shall be deleted from the ballot and subsequent ballots shall be taken until one candidate receives the majority of the eligible votes.

3. Representatives to the MAHA Congress

The number of Representatives elected shall be as follows:

District #2: 7 Representatives

District #3: 7 Representatives

District #4: 7 Representatives

District #5: 7 Representatives

District #6: 7 Representatives

District #7: 7 Representatives

District #8: 7 Representatives

a. District Representatives

(1) District Representatives shall be elected by their constituents to serve three-year staggered terms. Terms shall commence at the conclusion of the MAHA Annual Summer Meeting. District Representatives shall reside in the District they represent or be on a USA Hockey certified roster as a registered participant on a team located in the District or have a minor registered participant on a USA Hockey certified roster in said District. A District Representative is not eligible for nomination if this requirement is not satisfied and further vacates the position if this requirement is not satisfied throughout the duration any term of office.

(2) District constituents shall be defined as the registered member participants that are claimed by affiliated associations assigned to that district. Unclaimed registered member participants shall be assigned to the district in which they reside.

(3) Each District Council shall appoint an individual to solicit and receive nominations for District Representatives. The list of nominees shall be forwarded to the MAHA Secretary by February 1st.

(4) Ballots will be sent to the email address listed on the USA Hockey Registration of the registered member participants. Each nominee for District Representative shall furnish a resume of their

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qualifications for office (electronic submission only) up to 250 words, which shall be included in the email and posted on the MAHA web site.

- (5) Each registered member participant shall be allowed to cast one (1) vote. Ballots shall be cast electronically. The Secretary shall record the votes cast and submit the results to the MAHA Board of Directors for certification.
- (6) In the event the number of nominees for District Representatives does not exceed the number of Representatives to be elected, the nominees shall become Representatives-elect and the election process shall be discontinued.
 - (a) Depending on the number of Representatives allowed, the following applies: highest vote getters in order of number of votes received will become District Director Representatives to the extent of directorships available in the District.
 - (b) Will be elected to a three (3) year term as their terms expire. This will provide for one third of the Representative positions up for election each year.

4. Emeritus Members

Election of Emeritus Member

- (1) Nominees must have a minimum of 10 years of service with the MAHA Board of Directors, or Representative to the MAHA Congress, or District Representative [this would include District Directors under the 2023 Bylaws].
- (2) Rationale of nomination must be submitted in writing to the MAHA Board of Directors at least 30 days prior to the MAHA Annual Summer Meeting.
- (3) 80% of the entire MAHA Board of Directors must agree to bring this forward to the MAHA Congress at the next MAHA Annual Summer Meeting.
- (4) Presentation will be made to the MAHA Congress. A Ballot will be used for voting, with a requirement of 90% for affirmation of the MAHA Congress.
- (5) The individual will be honored and presented a plaque at the next MAHA Annual Summer Meeting.

5. USA Hockey District Representatives to USA Hockey's Congress

The term of office for USA Hockey District Representatives to USA Hockey's Congress shall be three years. The number of Representatives shall be in accordance with the rules as set forth in the USA Hockey Annual Guide. At each Winter Meeting of the MAHA Congress, sufficient USA Representatives shall be elected to fill all vacancies and expiring terms and take office at the conclusion of the MAHA Annual Summer Meeting that year. Election of USA Representatives shall utilize the procedures for election of Officers/Vice-Presidents stated above.

6. Resignation, Removal, and Vacancy

- a. Any Officer/Vice-President may resign at any time by submitting a letter of resignation to the President and the Secretary. In the event a vacancy occurs the Officer-elect or Vice-President-elect for that office will immediately fill the position if such a person exists. If there is no Officer-elect or Vice-President-elect, the MAHA Board of Directors will redistribute the Officer's/Vice-President's duties until the next meeting of the MAHA Congress. At that time, either a regularly scheduled election for the position will be held or a special election to fill the remainder of the term of office will be held. In the latter case, the Secretary shall solicit nominations for any vacant position up to thirty (30) days prior to the election. At that time, nominations close and the election will be held with the nominated candidates. If no nominations have been received, nominations will be taken from the floor at the meeting of the Congress. The person elected will take office immediately.
- b. A District Representative may resign at any time by giving notice to the District Chairperson, and to the President and Secretary of the MAHA. Any vacancy shall be filled by a vote of the District Representatives. Replacement candidates must be active Council members, or if not available, any other member of the District in good standing.
- c. A USA Hockey District Representative to the USA Hockey's Congress may resign at any time by submitting a letter of resignation to the President and the Secretary. In the event a vacancy occurs, the USA Hockey District Representative to Congress-elect for that office will immediately fill the

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position if such a person exists. If there is no USA Hockey District Representative to USA Hockey's Congress-elect, the MAHA Board of Directors shall appoint a member in good standing until the next meeting of the MAHA Congress. At that time, either a regularly scheduled election for the position will be held or a special election to fill the remainder of the term of office will be held. In the latter case, the vacancy and a call for nominations will be announced to the MAHA Congress at least 14 days prior to the meeting if possible. The person elected shall take office immediately.

- d. Upon reasonable belief that an Officer (including elect), Vice-President (including elect), Director At-Large (including elect), or Representative to USA Hockey's Congress (including elect), or Representative to MAHA Congress (including elect), or Athlete Representative (including elect) of the MAHA has violated the By-Laws, Rules and Regulations, Policies or other applicable rules or decisions of USA Hockey or the MAHA, or has otherwise engaged in conduct unsuitable for the sport of hockey, the MAHA Board of Directors may investigate and, if it believes necessary by a majority vote of the MAHA Board of Directors, act as the Disciplinary Authority with respect to any alleged misconduct or improper action.
- e. Any hearing by the MAHA Board of Directors shall be conducted in accordance with USA Hockey By-Law 10. A finding of misconduct or improper action on the part of any Officer, Vice-President (including elect), Director At-Large (including elect), or Representative to USA Hockey's Congress (including elect), or Representative to MAHA Congress (including elect), or Athlete Representative (including elect) must be supported by two-thirds present of the Disciplinary Authority. The decision of the Disciplinary Authority shall be considered a final decision of the MAHA and appealable to USA Hockey in accordance with By Law 10.E.
- f. Any Officer (including elect), Vice-President (including elect), Director At-Large (including elect), or Representative to USA Hockey's Congress (including elect), or Representative to MAHA Congress (including elect), or Athlete Representative (including elect) of the MAHA is automatically removed from his or her office upon conviction of any felony while serving in office.
- g. Any Vice-President (including elect), Director At-Large (including elect), or Representative to USA Hockey's Congress (including elect), or Representative to MAHA Congress (including elect), or Athlete Representative (including elect) of the MAHA is automatically removed from his or her office for failure to attend three regularly scheduled MAHA Congress Meetings (Winter Meeting of the MAHA Congress and Annual Summer Meeting) in a row without being excused by the MAHA Board of Directors.
- h. A District Representative is also automatically removed from his or her position as a District Representative for failure to attend three regularly scheduled District Council meetings in a row without being excused by the affected District Council.
- i. Any MAHA official that voluntarily resigns his or her office or is otherwise removed from office must immediately deliver any and all records of the corporation in his or her possession to the MAHA Secretary. Failure to comply with this rule is grounds for the MAHA to seek injunctive relief and obtain all costs and attorney fees incurred in having to secure compliance with this rule.
- j. In the event of the death or other removal of any Officer (including elect), Vice-President (including elect), Director At-Large (including elect), or Representative to USA Hockey's Congress (including elect), or Representative to MAHA Congress (including elect), or Athlete Representative (including elect) as set forth in these rules, the MAHA shall fill the position in the same manner provided for in these rules for voluntary resignations of the specified position.

BYLAW 6: COUNCILS and COMMITTEES

A. District Councils

1. Membership

Shall be comprised of the District Representatives that have been duly elected from that District along with the other persons appointed as District Council Members by the District Representatives. The size of the District Council will be determined by the District Representatives, but will consist of at least seven (7) members.

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2. Powers and Duties

Shall have and exercise general control and authority over the affairs of the District, subject to the authority of the Association, the MAHA Congress, and the MAHA Board of Directors otherwise set forth herein. In addition to these duties, the Council shall act as the District disciplinary action committee pursuant to the provisions set forth in the Rules and Regulations and shall act as the District Playoff Committee except in the event the State Playoff Committee makes a contrary appointment.

3. District Chairperson

The District Council shall choose from among the District Representatives a Chairperson to serve a one-year term commencing at the conclusion of MAHA Annual Summer Meeting. In the event a District has only one District Representative, he/she shall automatically become Chairperson of the District Council as well. The District Chairperson shall assist the MAHA Board of Directors, Officers, Vice-Presidents, and MAHA Congress in any and all matters concerning his/her home District, exercise general control and authority over administrative affairs of the District and chair the meetings of the District Council.

B. Committees

1. Standing Committees

a. Disciplinary Committee

The Committee shall be chaired by the Vice-President of Discipline. This Committee shall consist of the Executive Vice-President and the Vice-Presidents of Youth, Adults, and Girls. This Committee shall manage disciplinary proceedings and administrative actions in coordination with District Chairs and review appeals in accordance with USA Hockey Bylaw 10, these Bylaws, and MAHA's Rules and Regulations. This Committee shall also manage: (a) the administration of the USA Hockey Safe Sport Handbook and (b) the administration of the USA Hockey Codes of Conduct for: Administrators, Coaches, Off Ice Game Officials, Parents, Players, and Spectators. No decision may be reached unless three (3) reasonably disinterested and impartial members participate. In the event that the listed members are not available, the Chair or his/her designate may appoint one or more members of the MAHA Congress to serve on any hearing panel or appeal.

b. Rules Committee

- (1) Shall be chaired by the Executive Vice-President and shall be responsible for processing proposed amendments to the Bylaws and Rules & Regulations.
- (2) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.

c. Officiating Committee

- (1) The Chairperson shall be the USA Hockey Referee-In-Chief, Michigan District.
- (2) Shall recommend qualified referees for all State Playoffs.
- (3) Shall determine the compensation rate for officiating State Playoff games with the approval of the State Playoff Committee.
- (4) Shall oversee officiating in Michigan
- (5) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.

d. Officiating Disciplinary Committee

- (1) The Committee shall be chaired by the USA Hockey Referee-In-Chief for Michigan
- (2) Membership shall include the Referee Supervisor of the affected district.
- (3) This Committee shall also manage the administration of the USA Hockey Code of Conduct for Game Officials.

e. Coaching Committee

- (1) The Committee shall be chaired by the USA Hockey Coach-In-Chief, Michigan District.
- (2) Membership shall include the Michigan District Coaching (A.C.E.) Coordinator.

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- (3) Organizes and provides development opportunities for coaches and implementation of the coaching Education Program.
- f. State Playoff Committee
 - (1) Shall be chaired by the Vice-President for Youth.
 - (2) Membership shall include the Vice-President for Adults, the Vice-President for Girls', the High School Representative, and the Chairperson of each District. Additional members may be appointed as determined by the MAHA President and or the MAHA Board of Directors.
 - (3) Shall be responsible for all State Playoffs. The Committee:
 - (a) Shall award State Playoff sites.
 - (b) Shall be responsible for all aspects of the State Playoffs.
 - (c) Shall approve State Playoff formats.
 - (d) Shall have the sole authority to determine the eligibility of a team and the players on that team and to act on requests for exception as brought forth by the District Councils.
 - (e) Shall approve the referees used for these State Playoffs.
 - (f) Shall be responsible for the annual publication of the "District and State Tournament Guidebook".
- g. Adult Committee
 - (1) Shall be chaired by the Vice-President for Adults.
 - (2) Shall be responsible for administering the Adult State Playoffs.
 - (3) Shall be responsible for the administration of the Adult Program.
 - (4) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
- h. Girls' Committee
 - (1) Shall be chaired by the Vice-President of Girls' Hockey.
 - (2) Shall be responsible for the administration of the Girls' Program.
 - (3) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
- i. Credentials and Ethics Committee
 - (1) Shall be chaired by the Secretary.
 - (2) Shall be responsible for determining those eligible to vote at meetings of the MAHA Congress and resolving disputes relative to voting.
 - (3) Composition- the Committee shall be comprised of three (3) persons, including the Chair, all of whom shall be appointed by the President with the approval of the MAHA Board of Directors. No member of the Committee may be a voting member of the MAHA Board of Directors or the MAHA Congress.
 - (4) Duties and Responsibilities
 - It shall be the duty and responsibility of the Committee to:
 - i) Review and submit proposed revisions to the MAHA's Code of Conduct and/or Conflict of Interest Policy for consideration by the MAHA Board of Directors.
 - ii) Consider and review alleged breaches of the MAHA's and USA Hockey's Code of Conduct or Conflict of Interest Policy as they apply to members of the MAHA Board of Directors, MAHA Congress, and Committees and report all substantive violations to the MAHA Board of Directors for referral of adjudication in accordance with the USA Hockey Bylaws.
 - iii) Approve the form of Conflict of Interest Disclosure form to be completed by all members of MAHA's Board of Directors, Representative to MAHA's Congress, Committees, and staff.
 - iv) Require the submission of an annual MAHA Conflict of Interest Disclosure form by all members of MAHA's Board of Directors, Congress, and Committees (requiring

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the submission of Conflict of Interest Disclosure forms by staff shall be within the authority of the MAHA President).

- v) Review Conflict of Interest Disclosure forms by members of MAHA's Board, Congress, and Committees, and investigate and evaluate the existence of any conflicts of interest in particular situations, and how they may be resolved or addressed.
 - vi) Provide an annual report to the MAHA Board of Directors.
 - vii) As part of performing its duties as set out above, the Committee may make inquiry from and request any relevant information from the MAHA Board of Directors, Congress, and all Committee, staff members, and other individuals within the MAHA and shall be entitled to conduct or authorize reviews into any alleged violation of the USA Hockey/MAHA's Code of Conduct by any member of the MAHA Board, Congress, and Committees. For avoidance of doubt, the scope of the review is limited to the alleged violation and shall be completely confidential. The Committee shall exercise its duties and responsibilities to the highest professional degree possible and shall endeavor to maintain confidentiality of its deliberations and actions and to protect the privacy of individuals before it as required by these Bylaws and applicable law. Any Committee member with a conflict of interest shall remove themselves from deliberations and abstain from voting on the respective matter(s).
- j. Guidebook Committee
- (1) Shall be chaired by the Secretary.
 - (2) Shall be responsible for the preparation and publication of the Annual Guidebook.
 - (3) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
- k. Awards Committee
- (1) The Committee Chairperson shall be appointed by the President.
 - (2) Shall be responsible for soliciting nominations for and/or selection criteria for the MAHA Awards and conducting ballots if necessary.
 - (3) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
- l. Redistricting Committee
- (1) The Committee Chairperson shall be appointed by the President.
 - (2) Shall be responsible for reviewing player, team, and area census data and for making recommended changes in District boundaries for approval by the MAHA Congress.
 - (3) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
- m. Audit Committee
- (1) The Committee Chairperson and committee members shall be appointed by the President.
 - (2) Shall consist of the MAHA Attorney and at least one other Representative to the MAHA Congress with some accounting knowledge.
 - (3) Shall solicit proposals for the annual financial investigation and tax return preparation and make recommendations to the MAHA Board of Directors for those services and where the corporation can make improvements in the MAHA's business systems.
- n. Budget Committee
- (1) Shall be chaired by the Treasurer.
 - (2) May be comprised of the District Treasurers and other individuals nominated by the Treasurer and approved by the MAHA Board of Directors.

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- (3) Shall present a budget for the upcoming fiscal year to the MAHA Board of Directors and present it to the Winter Meeting of the MAHA Congress for approval.
- o. Youth Committee
 - (1) Shall be chaired by the Vice-President of Youth.
 - (2) Shall be responsible for the administration of the Youth Program.
 - (3) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
- p. Diversity, Equity, and Inclusion Committee
 - (1) The Committee Chairperson shall be appointed by the President.
 - (2) Shall be responsible to create and foster an all-inclusive environment that recognizes diversity and strives to create an equitable and welcoming environment that supports positive and sustainable growth for the love of hockey within Michigan.
 - (3) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
- q. Player Development Committee
 - (1) The Committee Chairperson shall be appointed by the President.
 - (2) Shall be responsible for establishing the process for Michigan to select the players who represent the State of Michigan at USA Hockey national camps. This includes dates, finding locations, creating a budget, finding evaluators, and other details that are necessary to stage these camps.
 - (3) Shall be responsible for establishing and maintaining a development program for all players in Michigan. This would include the ADM model from USA Hockey and other USA Hockey programs.
 - (4) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
- r. Residency Committee
 - (1) The Committee Chairperson shall be appointed by the President.
 - (2) Shall be responsible for reviewing player applications as submitted to the MAHA under the MAHA Michigan Residency Requirements Policy.
 - (3) Members are appointed either by the Chair or MAHA President with the approval of the Board of Directors.
2. Special Committees
 - a. Shall be established by the President and/or MAHA Board of Directors.
 - b. The Chairpersons and membership are to be appointed by the President and/or MAHA Board of Directors.
 - c. Special Committees are to have specific duties, responsibilities, and authorities.
3. The Committee Chairperson appointments specifically provided for in this article may be changed or modified by the MAHA Board of Directors.

BYLAW 7: MEETINGS

- A. Parliamentary Authority

Robert's Rules of Order, as amended from time to time, shall govern and control the conduct of all meetings to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

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B. Regular Meetings of the MAHA Congress

1. Winter Meeting of the MAHA Congress

The Association shall have a Winter Meeting in the month of January at a time, place, and manner to be set by the MAHA Board of Directors.

2. MAHA Annual Summer Meeting

The Association shall have a Summer Meeting in the month of June or July at a time, place, and manner to be set by the MAHA Board of Directors.

C. Notice of Meetings

Written notice of each Winter and Summer Congress Meeting of the Association shall be published to give notice to each Representative to the MAHA Congress not fewer than at least twenty-one (21) days in advance of the meeting. Publication can occur by including the notice on the Association website or sending to the Representative's electronic or postal mail address of record. The notice of such meeting must contain the date, manner, and hour of the meeting.

D. Special Rules of Order

1. During a voting session, persons acknowledged by the presiding officer to address the MAHA Congress will be allowed 1.5 minutes, per item, to state their case. Allowed time is not transferable or cumulative.
2. A silent vote or a roll call vote may be called for, but not both on the same issue. Either a ballot or a roll call vote may be requested for any vote and may be authorized by a majority vote.
3. A Roll Call of all voting members will be taken at the start of any session that requires the MAHA Congress to vote. Any Representative to Congress not present at the time of Roll Call will not be allowed to vote during that entire session.
4. An amendment to strike out one word or a set of words in multiple places and to insert a different word or a set of words in all of those places shall be in order and shall be deemed to include appropriate modifications in capitalization, number (singular or plural), and case (possessive).

E. Quorum

At least a majority of the MAHA Congress shall be present to constitute a quorum for the purpose of conducting business.

F. Special Meetings

1. Special Meetings may be called by the President or by one-third of the MAHA Congress in accordance with the notice requirements set forth in this Bylaw.
2. Written notice of a Special Meeting shall be published to give notice to each Representative to Congress not fewer than at least ten (10) days in advance of the meeting. Publication can occur by including the notice on the Association website or sending to the Representative's to Congress electronic or postal mail address of record. The notice of such meeting must contain the date, manner, hour, and purpose of the meeting.

G. Committee Meetings

The Chairperson of all Committees may convene their Committees at the Winter Meeting of the MAHA Congress and MAHA Annual Summer Meeting and at other times as needed.

H. Electronic or Telephone Meetings.

Except as otherwise provided in these Bylaws, meetings of the MAHA Congress, MAHA Board of Directors, and Association Committees can be conducted through the use of electronic or telephonic equipment designated by the President and by which all persons participating in the meeting may hear each other. The electronic or telephonic equipment must support silent and roll call voting required under these Bylaws and support visible displays identifying those participating, identifying those seeking recognition to speak, and showing the results of votes. Except as otherwise provided in these Bylaws, electronic or telephonic meetings shall be subject to rules adopted by the MAHA Board of Directors to govern them, which may include any reasonable limitations on, and requirements for, Board of Directors, MAHA Congress, or Committee members' participation. An

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anonymous vote conducted through the designated electronic or telephonic meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

BYLAW 8: VOTING

- A. At all MAHA Congress Meetings, each Representative to Congress, except the President, shall have one vote on any and all matters which come before the MAHA Congress. In matters which require only a majority, the President shall vote only in the event of a tie. In all other matters which require more than a majority of those voting, the President shall have a vote. The President shall vote in all elections or appointments of Officers, Vice-Presidents, Athletic Representatives, Directors At- Large, Emeritus members, and USA Hockey Representatives to the USA Hockey Congress.
- B. Written notice of the selection or appointment of a new Representative to the MAHA Congress filling a vacancy must be submitted to the Secretary no fewer than fifteen (15) days prior to the date of the meeting in order for the new Representative to the MAHA Congress to be eligible to vote. There shall be no voting by proxy. Any dispute related to the eligibility of a Representative to the MAHA Congress to serve as a Representative to Congress shall be resolved by the Credentials and Ethics Committee.
- C. A decision at a meeting of the Congress or an Association Committee shall be made by the majority of votes cast, unless the favorable vote of a larger proportion is required under these Bylaws.

BYLAW 9: INDEMNIFICATION

The MAHA hereby consents and declares that any member of the MAHA Board of Directors; member of the MAHA Congress, officer, chair or member of any committee, and/or any other official representatives of MAHA (as determined by the MAHA Board of Directors) shall be deemed to have assumed such office or assignment on the express understanding, agreement and condition, that each one of them and their heirs, personal and legal representatives (including executors and administrators), and estate respectively shall from time to time and at all times, to the fullest extent permitted by applicable law be indemnified out of the funds of the MAHA from and against all liabilities, judgments, costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for and in respect to any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the scope and execution of the duties of their office or position, and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof. In making a claim for indemnification from the MAHA, (1) the standards of conduct (and inclusions and exclusions of indemnification) applicable to a representative of the MAHA shall apply to the person seeking indemnification and (2) the person seeking indemnification shall comply with all requirements of applicable law regarding such indemnification, including, without limitation, requirements for eligibility and application for indemnification.

BYLAW 10: CONFLICTS OF INTEREST

Conflicts of interest have the potential to cause legal problems as well as cause embarrassment for the MAHA. No MAHA Board of Director, Representative to MAHA Congress, Officer/Vice-President, member of a Committee or any other person determined by the MAHA Board of Directors shall be interested directly or indirectly in any transaction with the MAHA that shall cause a conflict of interest. A conflict of interest is defined as an interest of a pecuniary nature or one of such substance as to induce action on his or her part to promote the transaction for his or her own personal benefit. The MAHA Credentials and Ethics Committee shall decide whether a conflict of interest exists and its resolution. Conflict of Interest forms must be completed annually.

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BYLAW 11: AMENDMENTS

Within one year of enactment of these Bylaws, the MAHA Board of Directors, at a regularly scheduled meeting, may by a two-thirds vote, amend these Bylaws to correct any errors or make any other changes that do not substantially impair the intent of these Bylaws. Otherwise, these Bylaws may be amended as follows:

- A. Proposed changes to these Bylaws and/or the Rules and Regulations shall be submitted by members to the Rules Committee Chairperson and must be received by May 15 of odd-numbered years. All proposals must be submitted on the MAHA rules change proposal form and must include all of the required information to be accepted by the Rules Committee Chairperson. All proposals are to be submitted in electronic format. All such proposals shall be read at the MAHA Annual Summer Meeting with a recommendation offered by the Rules Committee. An advisory vote of the MAHA Congress shall be taken at this time. All proposals which do not receive support from a majority of the MAHA Congress Representatives voting at the MAHA Annual Summer Meeting shall be rejected.

In an exceptional circumstance, a rule proposal can be submitted in an even-numbered year. To be placed on the agenda, the proposal must receive a two-thirds affirmative vote by both the Rules Committee and by the MAHA Board of Directors. Once placed on the agenda, the proposal shall follow the approval process as specified in Bylaw 11.

- B. Amendments (not new proposals) may be made to said proposals by MAHA Congress Representatives at the MAHA Annual summer Meeting by a majority vote or by a three-fourths vote at the Winter Meeting of the MAHA Congress.
- C. Between the MAHA Annual Summer Meeting and Winter Meeting of the MAHA Congress, MAHA Congress Representatives shall discuss the merits of the various proposals carried forward in their home Districts.
- D. For Bylaw and Rules and Regulations amendments, adoption shall require a two-thirds vote of the MAHA Congress Representatives voting at the Winter Meeting of the MAHA Congress.
- E. Any Bylaw or Rule change proposal determined by the MAHA Board of Directors to be the same, or substantially the same, as one rejected at the previous MAHA Annual Summer Meeting or Winter Meeting of the MAHA Congress cannot be placed on the agenda unless it receives a two-thirds vote by the MAHA Congress Representatives voting at the MAHA Annual Summer Meeting.
- F. All proposals received after the May 15 deadline must receive approval of three-fourths of the MAHA Congress Representatives voting at the MAHA Annual Summer Meeting or Winter Meeting of the MAHA Congress to be placed on the agenda.
- G. Proposals to change these Bylaws and/or the Rules and Regulations may be incorporated in a Special Committee report. Proposed changes must be published 14 days in advance of meetings of the MAHA Congress. If the Committee report includes rule or bylaw changes then the MAHA Congress shall vote separately from the report on the proposed changes and shall pass the rule or bylaw change by a two-thirds majority at either the Winter Meeting of the MAHA Congress or the MAHA Annual Summer Meeting.
- H. Any amendments to these Bylaws and/or the Rules and Regulations necessitated by amendments to USA Hockey Bylaws and/or Rules and Regulations shall be automatically effected by the Rules Committee and reported to the Winter Meeting of the MAHA Congress or MAHA Annual Summer Meeting following the adoption of such amendments by USA Hockey.
- I. In the event of a state of emergency declared by the federal government or State of Michigan or other governmental action that, in the determination of the MAHA Board of Directors, impairs the Association from carrying out the purposes of the Association, these Bylaws or the Rules and Regulations may be amended as follows: A Special Meeting of the MAHA Congress may be called for the purpose of considering

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amendments on an emergent basis without using the normal amendment process indicated in this Bylaw sections A through H. The Special Meeting for considering such amendments may be called by a majority of the votes cast at a meeting of the MAHA Board of Directors. The Special Meeting must follow the notice requirements applicable to Special Meetings contained in Bylaw 7. Adoption of any emergent amendments to these Bylaws and/or the Rules and Regulations requires a two-thirds vote of the MAHA Congress Representatives voting at the Special Meeting.