

OHIO SCHOLASTIC HOCKEY LEAGUE, INC.
CODE OF REGULATIONS
(as voted on and approved October, 2018)



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CODE OF REGULATIONS OF THE OHIO SCHOLASTIC HOCKEY LEAGUE

ARTICLE I: NAME

The organization's name shall be: the Ohio Scholastic Hockey League, Inc. (hereinafter OSHL) and shall be operated as a non profit corporation pursuant to the law of Ohio and its Articles of Incorporation previously filed with the Ohio Secretary of State. The organization's logo shall be:



ARTICLE II: PURPOSE

To provide an organization for the greater Columbus, Ohio area and beyond to play competitive scholastic hockey for its member teams and players enrolled in high school grades 9 through 12 and to engage in any other lawful activity which may be authorized from time to time by the Board of Trustees; provided the purposes for which the corporation is formed shall at all times be consistent with Section 501 (c) 3 of the Internal Revenue Code, including such purposes as making distributions to organizations that qualify as exempt organizations under Section 501 (c) 3 of the Code.

ARTICLE III: MEMBERSHIP

3.1 General Membership. Organization membership is open to all schools, school districts and area teams representing a school, school district or geographic area within the district boundaries as determined by the OSHL Board of Trustees. Each team from the organization admitted to membership shall be represented by at least one (1) and no more than two (2) trustee(s) designated by their hockey organization.

3.2 New Membership. New organization membership may be accepted on an annual basis during the months of March, April, and May. Those requesting membership must submit their application (including copies of their by-laws/code of regulations, USA Hockey organization registration, and other documents deemed appropriate) for approval and acceptance by a two-thirds (2/3) vote of the then existing OSHL trustees. Upon acceptance, the organization will designate representatives to serve as its representative trustee(s) of the OSHL Board of Trustees.

3.3 Dues. The OSHL Board of Trustees will set annual dues for each member organization at the June meeting. Each organization will be assessed the annual dues as part of their first league bill. An organization more than 30 days behind in payment of league bills will be deemed not in good standing.

3.4 Participation by Membership. The OSHL is open to all area males and females who have complied with the registration requirements of the OSHL, Mid Am District, and USA Hockey. Participation is also subject to the applicable rules of any league(s) within

which the OSHL teams participate. All assets of the OSHL shall not inure to the benefit of any member, officer, or person, individually or collectively.

ARTICLE IV: TRUSTEES

4.1 Board of Trustees. The Board of Trustees will be comprised of at least one (1) and no more than two (2) trustee(s) from each OSHL member organization (as designated by their respective organizations). Each trustee will have one (1) vote for any elections matters voted upon at meetings, or issues determined by written consent. However, all proposed changes to OSHL member organization player district boundaries shall be exclusively voted on and conclusively resolved by majority vote of the OSHL Executive Committee which consists of the President, Vice President, Treasurer, and Secretary. The Board of Trustees shall also include all officers designated in Article V.

4.2 Term. Each trustee shall remain on the Board of Trustees as long as their membership status in Article IV; section 4.1 remains current or as otherwise provided in the OSHL Code of Regulations.

4.3 Powers and Duties. The Board of Trustees shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and further its purposes described in Article II. It may adopt policies and procedures not inconsistent with these Regulations and may fill vacancies in its own membership. Its specific duties shall include, but not be limited to:

1. Election of officers of the Board of Trustees;
2. Act as agents for the organization;
3. Enter into valid contracts for the organization;
4. Establish guidelines, policies/procedures for all activities and functions sponsored by the corporation; and
5. Any other function not otherwise delegated in the Code of Regulations.

4.4 Vacancies. All vacancies in the Board of Trustees, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining trustees. A trustee elected to fill any vacancy shall hold office for the unexpired term of their predecessor and until a successor is assigned and qualified from the member organization.

4.5 Annual Meeting. The annual meeting of voting members for the election of officers and to review the books of the corporation shall be held in March. The Board of Trustees shall set the day, time and location for the meeting by written notice. Electronic communication (e-mail) is acceptable as written notice with return receipt.

4.6 Meetings. The operational meetings will be held monthly on the date and at the time designated by the trustees. A roster will be signed by each trustee attending, and any guests, and verified and maintained by the Secretary.

4.7 Special Meetings. The President or any three (3) trustees may call a special meeting. All trustees shall be given at least 48 hours notice in writing for special meetings. Electronic communication (e-mail) is acceptable as written notice with return receipt.

4.8 Quorum. At least 2/3 of the trustees must be present for a quorum; except a special meeting requires 80% of the trustees be present for a quorum. A quorum must be present to conduct any OSHL business.

4.9 Waiver of Notice. Attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the trustee, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.10 Committees. The Board of Trustees may appoint, from time to time, from its own members, temporary committees consisting of no fewer than two (2) trustees. These committees may be vested with powers, through Board resolution, provided the committee does not have authority to alter the legal status of the corporation.

4.11 Executive Committee. The officers of the OSHL are the President, Vice President, Treasurer, and Secretary who will constitute the Executive Committee. The delegation of authority herein granted shall not operate to relieve the Board of Trustees or any member thereof any responsibility expressed herein or otherwise imposed by law. During the intervals between meetings of the Board of Trustees, said Executive Committee may exercise the authority to conduct the business of the OSHL with its advice and consent.

4.12 Manner of Meetings. OSHL meetings may be conducted in person, by phone, or any other method, including email, where the participants can see, hear, or communicate with each other.

4.13 Standing Committees. Standing committees, as deemed appropriate by the Board of Trustees, will be appointed by the President and Vice President and confirmed by a majority vote of the Trustees.

a) A standing Nominating Committee will consist of the Vice President and two (2) Trustees. The committee's recommendation will be submitted at the February board meeting.

b) The Code of Conduct Committee will be made up of a minimum of one (1) trustee from each member organization and the Vice President of the Board of Trustees. The committee will meet on an ad hoc basis. This meeting is not open to the general membership or public. The committee will conduct its business in accordance with the Board of Trustees Policies and Procedures document.

ARTICLE V: OFFICERS

5.1 General. There shall be no less than three officers of the association and the Board shall maintain offices of President, Vice President, Secretary and Treasurer. The same person, except for the offices of President and Secretary, may hold any two or more offices. The officers of the corporation will be open to all current membership in good standing.

5.2 Election of Officers. Nominees to any office shall be elected through closed ballots unless there is only one (1) nominee. Officers will be elected at the March meeting for the term of two (2) years commencing at the April board meeting. Majority vote is needed for the election of any officer, and the President will appoint two (2) non-biased voting trustees to count the ballots. Officers will serve two (2) years with elections held alternating years for President/Secretary and Vice President/Treasurer.

5.3 President. The President shall preside over all meetings of the Board of Trustees, shall have general supervision of the affairs of the OSHL, and shall perform other duties as are deemed appropriate to the office, or required by the Trustees. The President, working in conjunction with the Vice President, shall appoint all committee members with the advice or resolution of the Board of Trustees.

5.4 Vice President. The Vice President shall perform all the duties of the President in the absence or disability of the President, shall serve as the Chair of both the Nominating Committee and Code of Conduct hearings, and shall have such powers and duties that may be assigned from time to time by the Board of Trustees.

5.5 Secretary. The Secretary shall issue notices for all regular meetings, shall keep minutes of all Board of Trustees meetings, shall have charge of the OSHL minute books and perform other duties that are properly required of the Secretary by the Board of Trustees.

5.6 Treasurer. The Treasurer shall be responsible for the funds of the corporation, and shall keep and serve as custodian of the OSHL regular financial books of account. The Treasurer shall make disbursements in payment of just demands against the OSHL or as the Board of Trustees may order. The President or the Treasurer shall sign all the disbursement checks and are authorized to open banking accounts on behalf of the OSHL. The Treasurer will provide a complete financial report at each regular meeting. The President, Vice President and at least one other Trustee assigned by the President, or an independent contractor designated by the President shall make an annual audit of the accounts of the Treasurer before the beginning of the new fiscal year (July 1), and the audit shall be published for review at the August Meeting of the Board of Trustees.

5.7 Vacancies. In the event that an officer resigns or is not able to finish his or her term of office, the Board of Trustees shall appoint a Trustee to that position within 30 days to fill the vacancy and finish the unexpired term of the replaced officer.

5.8 Removal of Officer. Failure of an officer to fulfill their responsibility shall result in their reassignment or expulsion from the Board of Trustees, by the affirmative vote of a majority of the whole Board of Trustees. Replacement of an elected Board of Trustees officer shall be conducted at a Special Meeting only.

5.9 Other Appointments. The Board of Trustees may appoint other persons, including but not limited to, Registrar, Webmaster, Scheduler, Tournament Director, for other positions or tasks, and for such terms or duration, as it deems necessary.

ARTICLE VI: FISCAL YEAR

The OSHL fiscal year shall be from July 1 "through June 30."

ARTICLE VII: INDEMNIFICATION OF OFFICERS, TRUSTEES, AND AGENTS

The OSHL shall indemnify its officers, trustees, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, or agent of the OSHL or who is or was serving at the request of the OSHL as an officer or agent, against any liability asserted against that person and incurred by that person in any such capacity, regardless of whether or not the OSHL would have the power to indemnify that person, unless said indemnification is contrary to applicable law.

ARTICLE VIII: CONFLICT OF INTEREST

8.1 General Definition. A conflict of interest occurs when a trustee or officer, or people close to them, may be in a position to benefit from an action, resolution or transaction of the OSHL.

8.2 Required Disclosure. Any trustee who may have or has a conflicting interest in the activities or transactions of the OSHL must disclose the existence and nature of the conflicting interest, and all known facts respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to making judgment about whether or not to proceed with the activity or transaction.

8.3 Trustees' Action. The Board of Trustees actions regarding the activity or transaction shall be effective by majority vote, as long as the required disclosure to them occurred before the vote; and the trustee with the conflicting interest plays no part, directly or indirectly in the vote.

ARTICLE IX: RECORDS

The OSHL shall keep correct and complete books and records of accounts, activities, and resolutions with the Secretary of the Board of Trustees.

9.1 Code of Regulations and Articles of Incorporation. The required organizational documents, known as the Code of Regulations of the OSHL; the Articles of Incorporation; the Policies and Procedures; a Record of Trustees, giving the names and addresses of all trustees; and all the documentation establishing organization membership status with the OSHL required under ARTICLE III Membership; shall be kept in the OSHL Operations Book. In lieu of an OSHL registered office, or an office of a statutory agent, the President or Secretary shall keep these documents.

9.2 Minutes. Minutes of the proceedings and meetings of the OSHL's members, trustees, and committees of the directors or trustees, shall be kept in a book marked, "Book of Minutes," and maintained by the Secretary.

9.3 Annual Reports. Copies of all annual reports from the trustees or officers, and any statutory or federal required filings by the OSHL shall be kept in the Operations Book.

9.4 Policies and Procedures. The Board of Trustees will adopt Policies and Procedures, consistent with the Articles of Incorporation and Code of Regulations of the OSHL, to address its day-to-day operations. All Policies and Procedures will be adopted by resolution or vote of the Board of Trustees, and shall be kept in the Operations Book of the OSHL.

9.5 Public Viewing. Any member or director, or the agent or attorney of either, for any reasonable and proper purpose, may examine the books and records of the OSHL upon written request to the Secretary. The Secretary shall establish a reasonable place and time for viewing the documents, and all viewing of the documents shall take place in the presence of the Secretary or another officer assigned by the President.

ARTICLE X: AMENDMENTS

The Board of Trustees shall have power to make, alter, amend and repeal the Code of Regulations of the OSHL; provided, the Board will not approve any changes that would adversely impact the rights of the corporation, trustees or officers. Any changes, amendments, or repeal of the Code of Regulations shall take place at a Special Meeting of the Board of Trustees. All amendments must be submitted to the Board of Trustees prior to the

meeting, and shall contain the text and any necessary explanations of the proposed amendment. A "final draft" must have a minimum of two readings each occurring at separate meetings, one may be a regular Board of Trustees meeting.

ARTICLE XI: NON DISCRIMINATION

The OSHL shall not discriminate against anyone on the basis of race,color,sex or sexual preference,handicap,national origin,or religious affiliation or belief.

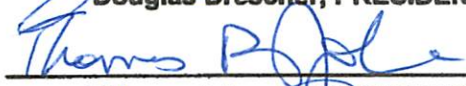
ARTICLE XII: DISSOLUTION

Should the OSHL be dissolved, or otherwise legally cease existence, its assets shall be contributed to a non-profit area youth hockey organization chosen by the Board of Trustees.

Adopted by resolution, approval, and vote of the OSHL Board of Trustees at the Special Meeting on October 24, 2018.



Douglas Drescher, PRESIDENT



Thomas Johnson, VICE PRESIDENT



Kathy Ross, TREASURER



James Dennis, SECRETARY