

# **DOWNINGTOWN WEST ICE HOCKEY CLUB BY-LAWS**

Amended and Restated as of November 19, 2019

## **1. NAME**

The name of this organization shall be the Downingtown West Ice Hockey Club (hereinafter "DWIHC" or "Club") a 501(c)(3) corporation, Tax ID# 23-3023719.

## **2. PURPOSE**

- A. To provide a program of the highest possible caliber for school students enrolled in the West section of Downingtown Area School District (West portion or with the approval of the Board of Directors, a student enrolled in a school district that does not currently have an active ice hockey program) without regard to sex, religion or ethnic background to participate in the sport of ice hockey; further to foster among its participants, supporters and team officials the understanding and adherence to the high levels of sportsmanship and conduct exemplified by the traditions and rules of USA Hockey, ILMSHL, ICSHL, AAHA, and PIAA (as they apply) to coordinate standards with those school administrations who choose to be involved relative to eligibility, supervision and safety of their participants; to maintain and foster among the general public an interest in the sport of high school, middle school, and elementary school ice hockey; to exercise a general care, supervision and control over the playing interest of its players and their teams.
- B. To provide eligible ice hockey players an opportunity to learn the high standards of conduct and sportsmanship that best exemplify the sport, and to fully develop their athletic talents and skills so as to enable them to play successfully within the team concept and at the highest possible competitive levels.
- C. To provide the administrative guidance and direction needed to ensure the financial viability of the Club.

## **3. MEMBERSHIP**

- A. The members of the Club shall be the "players in good standing," as defined in paragraph 4E below and residing in the Downingtown Area School District ("DASD"), West section.
- B. Each player shall be entitled to one voice in all matters that are submitted to a vote of the membership from time to time.
- C. Such vote may be cast by either the parent or the guardian of the player, or by any player over the age of 18 years. Accordingly, for the sake of brevity, all references in these by-laws to actions or votes by or notification

to "members" or "players" shall be deemed to mean by or to the players' parent or guardian if the player is less than 18 years of age.

4. MEMBERSHIP MEETINGS AND ELECTION OF OFFICERS

- A. There shall be a minimum of two (2) annual general Membership Meetings ("Membership Meetings") of the Club, with the annual banquet having the ability to be considered a Membership Meeting.
- B. The exact dates, times, and places of the general Membership Meeting shall be set by the Board of Directors and shall be announced by the President or Club's secretary to all members in good standing by e-mail to the last recorded e-mail address of each such member at least 14 days in advance of the meeting. Primary notification ("Notice") of Club meetings shall be by e-mail. As Noted in Paragraph 4E, all Board Meetings are open to all members in good standing.
- C. The order of business at the general Membership Meeting shall be determined by the Board of Directors; however, an election of the Board of Directors to govern the following summer and fall/winter seasons must be held in accordance with the election procedures outlined below.
- D. Special meetings of the Club may be called at any time by the President, or in his absence by the Vice President or Secretary, or on the written request of a majority of the Board Members of the Club presented via proper Notice to the President and any of the above mentioned officers. The President or Secretary shall give ten (10) days' notice of any special meeting to all players in good standing. The Notice shall state the purpose, time and place of the special meeting. No matter may be put to a vote that is not sufficiently stated in the Notice.
- E. All Membership Meetings, whether general or special, shall be open to the parents or guardians of any player in good standing and to any player in good standing over the age of 18 years. The phrase "player in good standing" shall mean a player paid up in dues, not currently subject to suspension by the Club in accordance with these by-laws, and otherwise eligible to play for the Club.
- F. On all matters properly submitted at any Membership Meeting for a vote of the membership, a simple majority vote of the members present shall be sufficient to carry the matter voted up on with the exception of by-law amendments. Changes for the by-law amendments shall require a 2/3-approval vote of eligible members present at any Membership Meeting or Special Meeting duly convened.

G. Election Procedure

Candidates for Titled elected office (President, Vice President, Secretary or Treasurer) of the Board and Team Representatives must be Members of the Club in good standing and "At-Large" members must be or have been members of the Club in good standing (e.g. parents of an alumnus). Eligibility for office is subject to a one Board Member per family limit. Elections for officers shall be conducted as follows:

- a. The Election Committee for Board members elected for the up-coming year shall be comprised of one volunteer member for each Team as solicited by that teams Team Representative. The Election Team representative from the highest level Varsity Team shall serve as the Chairman for the Election Committee and will schedule a meeting with the other members of the Election Committee to prepare materials for the Election. Note: Election Committee members may be candidates for the Board but must excuse themselves from the counting of election ballots.
- b. Each Election Committee member shall be responsible for contacting members of his team for the purpose of developing a slate of candidates. The President or Secretary of the Board shall give Notice to membership of this slate at least 14 days before the election.
- c. It is suggested, but not mandatory, that the Election Committee encourage members to vote by providing follow-up phone calls once the ballots are e-mailed and by organizing a "Meet the Candidates" night.
- d. Ballots shall be counted by all members of the Election Committee, except any election committee member who is running for office. Candidates shall be elected by a simple majority vote of at least one third of the members in good standing of the Club. The current President and the candidates shall be notified of the election results by the Election Board Chairperson before the information is communicated to the membership.
- e. Elections will be finalized at the Annual Meeting of the Board, hereinafter identified as the annual player's banquet, held following the completion of the regular season.
- f. In the case of the identification of only one candidate for a position, the candidate will be elected by acclamation at the Annual Board Meeting.
- g. In the event that a slate of candidates is presented, ballots shall be distributed to the membership though e-mail with all deadlines and additional information included. Each Election committee member

shall be responsible for e-mailing and collecting ballots from his/her team.

## 5. BOARD OF DIRECTORS

A. The officers of the Club shall be, at a minimum:

- President, Vice President, Secretary, and Treasurer of the Board, Team Representatives for all Club Teams
- Not less than one (1) Member(s) at Large

These members shall collectively constitute the Board of Directors ("Board"). The Board shall be empowered, consistent with these by-laws, to administer and manage the business of the overall Club. The Board shall administer and manage the business of the teams including, but not limited to, the selection of coaches and payment of same, the determination of the amount of annual dues payable by members (the Board may use discretion in extending the deadline for payment of dues in case of hardship, but may not reduce dues to any member without majority vote), the appointment of various committees, including an Election Committee which shall establish and communicate to the membership the election procedures at least 14 days in advance of said election. The Board has the discretion of adding additional Board Members during the course of the year as DWIHC requirements and obligations branch out and expand in the ICSHL Middle School and Elementary leagues. The entire board will have final say in all matters that affect the overall Club (e.g. insurance, Tax Filings, etc.). The Election of additional Board Members will follow the procedures listed in 4.G. above.

B. The Board shall take office on the day of the Club's Annual Banquet or no later than May 31, and shall serve for a term of two (2) years and until successors are duly elected. Board members are eligible for re-election. Vacancies in any office may be filled for the balance of the term thereof by the majority vote of the remaining elected officers. In the event of a tie, the deciding vote shall be cast in the same order as the position of the Board of Directors are listed in paragraph 5.A. above.

C. The duties of the BOARD shall be as follows:

- a. The President shall be the Chief Operating Officer of the organization, and shall be present at all meetings of the Club and any committee he deems advisable. In the event of any vote resulting in a tie between Board members, the President shall cast the deciding vote. He shall communicate to the Club such matters and make such suggestions as may in his opinion tend to promote the welfare of the Club. He shall perform such other duties as necessarily incident to the office, including but not limited to arranging for rental of ice for practices and games, addressing concerns of the coaches, and delegating authority/duties to the other officers, etc. The President may act as a Club representative to

one of the leagues to which the Club belongs and shall appoint other Board members to act as representatives to each of their respective leagues. The President may delegate any of his duties, but shall remain primarily responsible for seeing that they are carried out. The President shall appoint a Chairman for each committee formed to support the activities of DWIHC.

- b. The Vice President shall be an assistant to the President and will act as Chief Operating Officer of the organization in the absence of the President. The Vice President shall be present at all meetings of the Club and any committee as directed by the President. The Vice President shall be responsible for broad club communications, all activities associated with registration and tracking of players for the club, coordination of same information to all Team Representatives, the Treasurer, Coaches, and any other designated interested party. Duties include but are not limited to:
  - i. Keeping records as to any agents retained by the Club, and take charge of and supervise the performance of them in their duties.
  - ii. Communicating with team reps as to documentation (e.g. rosters, hold harmless forms, USA Hockey forms, etc.).
  - iii. Maintain list of Club Alumni(ae) and retain copies of Club Rosters (with names, addresses, and phone numbers) as historical records.
- c. The Board Treasurer ("Treasurer") shall keep an account of all monies received and expended for use of the Club, and shall make disbursements authorized by the Board. He shall also establish deadlines for the payment of dues. All sums received shall be deposited into the bank(s) approved by the President, and the Treasurer shall make a report at each Board meeting, the annual meetings or when called upon by the President. Funds may be drawn only on the signature of the Treasurer. In the case of checks in monies over \$500.00, checks shall be countersigned by the President. It is recommended that all checks be signed by the Treasurer and the President. The funds, books and vouchers in the Treasurers hands shall, with the exception of any confidential reports submitted by members, at all times be subject to verification and inspection of the elective officers of the Club. The Treasurer may delegate any of their duties, but shall remain primarily responsible for seeing that they are carried out.

Any planned Club expenditures of \$500 or more shall be reviewed and approved by the Board. The books shall be reviewed annually at the end of the fiscal year, the fiscal year being June 1 through May 31, by a two-member committee, which shall be appointed by the Board. Committee members do not necessarily need to be members of the Club, but may not be members of the present Board of Directors. The Treasurer and President shall be present while the review is performed. In addition, all Board members are encouraged to attend the review committee meeting.

- d. The Board Secretary ("Secretary") shall keep the books and records of the Club and perform such other duties as may from time to time be defined by the President. The duties of the Secretary shall include but not be limited to the following:
    - i. Assist in giving notice of all Membership Meetings,
    - ii. Attending all Membership Meetings and Board of Director Meetings,
    - iii. Keeping minutes of the same,
    - iv. Sending correspondence and executing all orders, votes and resolutions of the Board
    - v. The Secretary may delegate any of their duties but shall remain primarily responsible for seeing that they are carried out.
  - e. At-Large members of the Board shall perform any duties as delegated by the respective Officers of the Board.
  - f. The primary and alternate Team Representative ("Team Rep") must be a parent or guardian of a skater on the team to be represented and shall represent the team's collective interests, viewpoints, problems, concerns and suggestions to the Coaches and/or Board and work to resolve such issues. The primary Team rep or in his place, the alternate Team Rep will act as facilitator, if necessary, to resolve disputes between Members and the Club. The Team Rep may delegate any of their duties, but shall remain primarily responsible for seeing that they are carried out.
6. BOARD MEETINGS
- A. Meetings of the Board of Directors ("Board Meeting") shall be held at least once monthly on a day, time and location to be determined by the Board. The President or Club's Secretary shall give notice of the same. Notice of any Club meeting shall be by e-mail. Special meetings of the Board may be called by the President or by a majority of the Board.
  - B. Regular Board meetings shall be open to Board members and the general membership.
  - C. Meeting attendance by Board members is mandatory. The President or Secretary must be notified prior to the Board Meetings as to any absenteeism. Failure to notify or attend three consecutive meetings may result in a review of said member and possible replacement of that Board seat.
  - D. Coaches and members of the Board shall have a minimum of one meeting during the year for the purpose of open discussion about matters relating to the progress and performance of their players and their teams.
  - E. A quorum consisting of a majority of the Board shall be necessary to conduct all business of the Board.

7. COACHES AND PLAYERS

A. Head Coaches of the Varsity, Junior Varsity, Girls, Middle School, and Elementary School teams shall be registered with USA Hockey, successfully complete required background clearances and other USA Hockey coaching requirements, be selected by the Board, and shall not be a member of the Board. All Assistant Coaches shall also be registered with USA Hockey and successfully complete required background clearances and USA Hockey coaching requirements.

B. Head Coaches shall be hired at a compensation to be determined by the Board. Normal term of employment for a coach is from try-outs in summer through May 31 of each year. Multiple year contracts may be awarded in the form of one year "evergreen" contracts with automatic renewal subject to 1.) Satisfactory documented performance appraisal during each year of the contract and 2.) Annual renegotiation of compensation. When filling Head Coach positions, all Head Coaches who were a member of the Downingtown West Ice Hockey Club coaching staff the preceding year as well as persons from outside the Club who are being considered for the position shall be interviewed by the Board.

Each Head Coach shall have at least one Assistant Coach. The Board reserves the right to select assistant coaches in compelling cases, but shall generally leave the selection of same to the head coaches.

C. The specific responsibilities of the head coaches shall be detailed in the contract for services which shall be signed prior to the start of the fall season. The head coaches shall determine the individual responsibilities of all assistant coaches.

D. The coaching staff shall be exclusively responsible for the selection of all players. The varsity head coach shall have first selection of players. Accordingly, the varsity coaches may add players to the varsity roster up to the maximum allowed by league in accordance with league rules. The junior varsity teams make the next selections.

E. Players shall be selected on the basis of merit as determined by skill and talent at the sport of ice hockey. Player attitude, commitment, and maturity will also be considered.

F. Head coaches, or in their absence, assistant coaches, shall direct the conduct of all practices and games in accordance with the spirit of the purpose of these by-laws as stated above. It shall be the responsibility of the head coaches of each team to enforce a written code of discipline for their skaters.

- G. Players' eligibility shall be in accordance with the Downingtown Area School District ("DASD" General Information, DASD Secondary Schools Code of Discipline and DASD Co-Curricular Code of Conduct that is distributed to each student annually and updated periodically.
- H. The Board shall meet once during the regular season with each head coach to discuss the progress of the team and the performance of the coach and their staff.
- I. Whenever the Board questions the performance of the team or the coaching staff, this matter shall be presented by the President to the coaches. The head coaches will be entitled to present their point of view to the entire Board at a meeting before any actions are taken by the Board with respect to coaching duties.

#### 8. PLAYERS CODE OF CONDUCT

Players shall abide by the written Code of Conduct as established by the Downingtown West Ice Hockey Club. In cases where there are inconsistencies regarding Player Eligibility (Academic or Disciplinary) between the Club Code of Conduct and any DASD policy, the DASD policy will govern.

#### 9. MISCELLANEOUS

- A. The Club believes in the equality of the sexes, but in the interest of brevity all reference herein to the masculine gender shall be deemed to include the feminine.
- B. A proposed annual budget, which shall serve as a general guideline of funds to be spent, but shall not be mandatory, shall be submitted and approved by the Board prior to October 1 of each season at a regular Board Meeting.
- C. On an annual basis after the conclusion of the Club's Fiscal year, a statement of the financial condition of DWIHC will be communicated to all Club Members.
- D. DWIHC will comply with all of the applicable Inter-County Scholastic Hockey League By-Laws, Rules and Procedures as such may be modified from time to time, the contents of which are incorporated by reference in this document.
- E. The Supplemental DWIHC Policies and Procedures, as amended and approved from time to time, provide additional guidance and direction and are hereby incorporated by reference.

#### 10. USA HOCKEY SAFESPORT

In the event that any Covered individual under the jurisdiction of the U.S. Center for SafeSport ("USCSS") is alleged to have violated the USA Hockey SafeSport Policy prohibiting sexual abuse or misconduct, DWIHC shall immediately report and refer

such matter to USCSS, and notify USA Hockey of the referral. The duty to report to USCSS and USCSS's jurisdiction to investigate shall not supersede any local, state, or federal reporting requirements or jurisdiction, and shall not affect or impair the ability of any person that reports to the USCSS from also reporting to the appropriate local, state, or federal authorities. In addition, nothing set forth herein shall be construed to supersede any provisions of Pennsylvania's Child Protective Services Law, at 23 Pa. C.S.A. §6301, et seq. as amended.

#### 11. DISPUTE RESOLUTION

When a dispute arises, or a DWIHC member has violated, or is being accused of violating a code or policy/ such disputes may require action by the DWIHC Board. The Supplemental Violations of Codes/Policies and Due Process Procedure provides additional guidance and direction and is hereby incorporated by reference.

#### 12. DISPOSITION OF ASSETS

In the event of the dissolution of the DWIHC, any assets shall be distributed to an organization which has established appropriate exempt status as an organization described in Section 501(c)3 of the Internal Revenue Code, contributions to which are deductible, as selected by the Board at the time of such dissolution.

#### 13. INDEMNIFICATION

The Club shall indemnify, defend and hold harmless any person (the "Indemnified Party") who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative investigative, against losses, damages, claims or expenses actually and reasonably incurred by it for which such Indemnified Party has not otherwise been reimbursed (including reasonable attorneys' fees, judgments, fines and amounts paid in settlement) in connection with such action, suit or proceedings, by reason of any acts, omissions or alleged acts or omissions arising out of the Indemnified Party's activities as a coach, assistant coach, officer, director, agent or employee of the Club, on behalf of the Club, or in furtherance of the interests of the Club, so long as the Indemnified Party did not act in a manner constituting gross negligence or willful misconduct. The termination of any action, suit or proceeding by judgment, order, settlement, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the Indemnified Party's conduct constituted gross negligence or willful misconduct.

#### 14. REVISION OF BY-LAWS

A. Proper Notice of a Membership Meeting to vote on revisions in the By-Laws shall be given to members following the procedure detailed in paragraph 4 above.

B. The By-Laws may be altered, amended or repealed by a 2/3 vote of the eligible general members present at any regular or special meeting duly convened.

Amended and Restated as of November 19, 2019

The text of such change must be emailed or presented to Board members in writing, 14 days prior to such consideration.

Amended and Restated as of November 19, 2019

**The foregoing By-Laws, as amended, were ratified by the general membership and adopted and ordained as the official DOWNINGTOWN WEST ICE HOCKEY CLUB BY-LAWS on the 19<sup>th</sup> day of November, 2019.**

Craig Moylan, President

Michael Riley, Vice President

Nicole Lutz, Treasurer

Deborah Guarneri, Secretary

Barbara Leahy, Member at Large

Kelly Ward, Member at Large

Ellen Wagner, Team Representative-Elementary School

Deborah Guarneri, Team Representative-Middle School No Check

Jessica Chappell, Team Representative-Middle School Development

JoAnna Benton, Team Representative-Junior Varsity

David Schultz, Team Representative-Girls

Michelle Kimberland, Team Representative-Varsity