

**Kodiak Hockey League**  
**ORGANIZATIONAL DOCUMENTS REFERENCE**

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**Kodiak Hockey League  
AMENDED & RESTATED  
ARTICLES OF INCORPORATION**

**I. NAME & STRUCTURE**

The name of the corporation is the KODIAK HOCKEY LEAGUE.

The corporation is organized as an Alaska Nonprofit Corporation under the Alaska Nonprofit Corporation Act, and as a tax-exempt organization under §501(c)(3) of the United States Internal Revenue Code.

**II. DURATION**

The duration of the corporation shall be perpetual.

**III. PURPOSE**

The corporation is organized and operated exclusively for exempt purposes set forth in §501(c)(3). Specifically, the purpose of the corporation is the promotion of youth hockey in Kodiak, Alaska

**IV. PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Articles, the corporation shall not carry out any activities not permitted for an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code.

The corporation is not organized for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**V. PLACE OF BUSINESS**

The principle place of business of the corporation shall be Kodiak, Alaska.

**VI. MEMBERSHIP**

The membership of the corporation shall be those eligible persons described in the Kodiak Hockey League Bylaws.

## **VII. BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by the Kodiak Hockey League Board of Directors, as described in the Kodiak Hockey League Bylaws.

No director of the KHL Board of Directors shall be liable to the corporation for monetary damages for the breach of fiduciary duty as a director.

## **VIII. BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws is vested in the KHL Board of Directors.

## **IX. AMENDMENTS**

These Articles of Incorporation may be amended at any properly-noticed annual or special meeting of its membership called for that purpose, by a vote of two-thirds of the members present or represented at the meeting.

## **X. DISSOLUTION**

Upon the dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The disposition of net proceeds from charitable gaming conducted under AS 05.15 and 15 AAC 160 will go to a permittee, other than a multiple-beneficiary permittee, or as otherwise required by law. Any such assets not so disposed of shall be disposed of by the Superior Court of the Third Judicial District, State of Alaska, the place where the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

*As originally incorporated **May 5, 2014**, and amended and restated **TBD 2025**..*

**Kodiak Hockey League  
BYLAWS**

**1. MEMBERSHIP**

1.

**1.1 Eligibility**

- 1.1.1 Members of KHL shall include all those persons eighteen (18) years of age and older, who have *either*:
- a. satisfied KHL eligibility requirements by or before no later than December 31 of the prior calendar year, including both:
    - i. reside in a home where one or more persons of any age have paid KHL annual registration fees for the current season (or, had such fees waived by the Board of Directors); and
    - ii. satisfied KHL volunteer requirements (or, had such volunteer requirements waived by the Board of Directors).
  - b. or, been granted membership by the Board of Directors.

**1.2 One-Vote-Per-Household Rule**

- 1.2.1 When multiple Members reside within one home, only one such Member may hold office and/or vote in a single year.
- a. Example: Two adults living in a home with one or more children who have paid KHL Annual Registration Fees. Even if both adults have satisfied KHL volunteer requirements and qualify as KHL Members, only one of the two may vote and/or hold office in any given year.
- 1.2.2 When multiple Members reside in separate homes, but are eligible for membership based on the registration fees of a person who resides at both homes, only one such Member may hold office and/or vote in a single year.
- a. Example: Two separated/divorced adults live in separate homes, with one or more children in common who have paid KHL Annual Registration Fees, and who live at both homes part of the year. Even if both adults have satisfied KHL volunteer requirements and qualify as KHL Members, only one of the two may vote and/or hold office in any given year.
- 1.2.3 The Board of Directors may approve exceptions to the One-Vote-Per-Household rule.
- 1.2.4 Any disputes that may arise over which Member should be allowed to hold office and/or vote in a single year due to the One-Vote-Per-Household Rule, shall be decided by the Board's Executive Committee. The Executive Committee's decision shall be final and binding on all concerned, and not subject to appeal.

**1.3 Registration Fees**

- 1.3.1 Annual Registration Fees for participation in KHL programs and activities, and KHL membership, will be determined by the Board of Directors.
- 1.3.2 Registration shall open no later than September 15, and close no earlier than November 30.
- 1.3.3 The Executive Committee may approve general or individual exceptions to the amount and/or deadline for Annual Registration Fees, including whether any late-paid fees may allow youth participation in KHL but not qualify an adult member.

#### **1.4 Volunteer Requirements**

- 1.4.1 Annual Volunteer Requirements for KHL membership include a minimum ten (10) hours of volunteering for KHL, at least five (5) of which shall be for fundraising, or registration and participation as a KHL volunteer coach, manager, or committee member, or as otherwise determined by the Board of Directors.
- 1.4.2 Volunteer hours shall be completed no later than March 31, to qualify for membership in the following calendar year.
- 1.4.3 The Board of Directors may approve general or individual exceptions to the amount and/or deadline for Annual Volunteer Requirements.

#### **1.5 Termination**

- 1.5.1 A person's membership may be terminated by their resignation, failure to pay registration fees or complete volunteer requirements timely without an exception granted by the Board of Directors, or by expulsion by the Board of Directors for any good cause.

## **2. MEETINGS**

### **2.1 Annual Membership Meeting**

- 2.1.1 The Annual Membership Meeting shall be held in the month of April or May of each year in Kodiak, Alaska, at the call of the President, at which Board of Directors elections will be held to fill vacancies. Upon the completion of the voting process, newly elected directors of the Board of Directors will be announced and take office immediately at the close of the meeting, and each outgoing director shall turn over to his successor in office all properties and records relating to the directorship.
- 2.1.2 The purpose of the Annual Membership Meeting shall be to elect directors and for the transaction of such other business as may properly come before the meeting. If the election of directors is not held at the time designated for the Annual Meeting of members, the Board of Directors shall hold the election at a special meeting of members as soon as it conveniently may be held.
- 2.1.3 Ten percent (10%) of the members entitled to vote at such meeting shall constitute a quorum for the transaction of business. If a quorum is not present at any membership

meeting, a majority of those members present may act to recess the meeting from time to time until a quorum for the transaction of business is secured.

- 2.1.4 Written notice stating the place, day, and hour of the meeting, shall be delivered not less than ten (10) days before the date of the meeting, by whatever practical means necessary, including electronic transmission, posting notice on the corporation's website, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting, to members entitled to vote at such meeting.
- 2.1.5 If present, the President shall preside at all meetings of members, and in the absence or disability of the President, the Vice-President shall preside.
- 2.1.6 The Secretary shall act as secretary at all meetings of members. In the absence or disability of the Secretary of the corporation, the President of the meeting shall appoint a secretary to act at the meeting.
- 2.1.7 Each Member in good standing shall be entitled to vote at the meetings of the membership, subject to the One-Vote-Per-Household rule. No member may vote by proxy.

## **2.2      *Special Membership Meetings***

- 2.2.1 A special meeting of members may be called by the Board of Directors, the President, or by petition of the holders of not less than 51% of all membership units entitled to vote at the meeting, specifying the purpose of the meeting. Upon receipt of a verified request by fifty-one percent (51%) of members for a special meeting, the President shall, within twenty (20) days, call a special meeting for the stated purpose. Meetings will follow Robert's Rules of Order. A special meeting called by petition of members delivered within one hundred twenty (120) days before a regular annual meeting, or scheduled special meeting, or called for a purpose or purposes substantially the same as a scheduled meeting, may be combined with the scheduled meeting. Only such business shall be conducted at a special meeting as is specified in the notice of the meeting. A special meeting may not be called for a purpose or purposes substantially the same as any matter that has been subject to a vote of members, and which failed, within the preceding one hundred eighty (180) days if for removal of directors, or within the preceding twenty-four (24) months for all other matters
- 2.2.2 All meetings of members shall be held at a place designated by the Board of Directors in Kodiak, Alaska.

## **2.3      *Board of Directors Meeting***

- 2.3.1 The Board of Directors shall hold four (4) regular meetings per season, held on the first Tuesday or first Thursday of each month. The season will start September 1 and end April 30. The exception to the meeting schedule will be holidays, team travel or other league meetings that occur and shall be rescheduled as a make-up meeting by the board during that month.
- 2.3.2 Special meetings of the Board of Directors may be held at any time or place whenever called by the President or by two (2) or more directors, upon written notice provided

at least five (5) days prior to the date of such meeting, such notice being given by the Secretary, the President or the directors calling the meeting. Special meetings of the Board of Directors may be held at any time, without notice, provided that all of the Directors are present or that those who are not present have waived notice thereof.

- 2.3.3 A number comprising more than 50% of the number of directors of the Board, attending in person or by live video conference when authorized, shall constitute a quorum for the transaction of business. After such a meeting has come to order, if the number of directors present falls below that necessary for a quorum, a majority of the directors remaining may recess the meeting from time to time until a quorum for the transaction of business is secured.
- 2.3.4 The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law to act.
- 2.3.5 Each director present at a meeting shall have one vote.
- 2.3.6 No director may vote by proxy.
- 2.3.7 A director who is present at a Board of Directors meeting at which action on any matter is taken shall be presumed to have assented to the action taken, unless their dissent is made on the record and entered into the minutes of the meeting, or unless they file a written dissent to the action with the Secretary within seventy-two (72) hours after the meeting adjourns.
- 2.3.8 Meetings of the Board of Directors shall be held in Kodiak, Alaska, unless an alternate location is stated in the call therefor and a majority of the directors support the alternate location. These meetings are open to the public and shall be held at a public venue or made available through online streaming services, if not held at a public venue. All meetings will be conducted under Robert's Rules of Order.
- 2.3.9 Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be approved by all of the directors. Action taken through the use of KHL email accounts is considered compliant with this article. Action taken by such written consent shall be ratified at the next meeting of the Board of Directors.
  - a. Except, the Board of Directors shall not take action outside of a Board of Directors Meeting on any motions pertaining to KHL Player and Coaching Rules and Regulations, Travel Team Guidelines, Constitution and Bylaws, Disciplinary actions or appeals, or authorization of budgets or league expenditures exceeding \$1,000.00.

## **2.4 Work Session**

- 2.4.1 A work session may be scheduled by the Board of Directors for the sole purpose of discussing and working on or completing tasks that require significant time to



complete. Work sessions will not require minutes to be taken and there will be no voting on any league matters at a work session.

### **3. BOARD OF DIRECTORS**

#### **3.1 Board of Directors**

- 3.1.1 There shall be nine (9) directors of the Board of Directors, with five (5) seats appointed by the Board of Directors and four (4) seats duly elected by the Membership at the Annual Meeting.
- 3.1.2 Directors shall utilize reasonable care and act in good faith for the best interests of the association. The Board of Directors is responsible for the management of the association's business and legal affairs. The Board of Directors shall have and exercise all the powers possessed by the corporation itself, so far as such delegation of authority is not inconsistent with the laws of the State of Alaska or with these Bylaws.
- 3.1.3 The Board of Directors shall elect from amongst themselves a President, Vice President, Treasurer, Secretary, and Director of Coaching. There is no limit on the number of terms these positions can hold.
- 3.1.4 Directors shall serve staggered three (3) year terms, to ensure that a majority of the Board of Directors will not become due for election at one time. There is no limit on the number of terms a Director may serve.
- 3.1.5 A vacancy occurring on the Board of Directors more than four (4) months prior to the Annual Meeting, may be filled by the remaining Board of Directors from the current active membership list. The vacancy will be sent out to all active members and the board will accept applications for the vacancy for thirty (30) days. Applications will be reviewed, and the vacancy will be filled within thirty (30) days of the application window closing. In no case may a vacancy continue for longer than six months or until the next Annual Meeting of the members, whichever occurs first.
- 3.1.6 A Director shall not be allowed to hold a Board seat and coaching position, unless appointed to the Director of Coaching office.

#### **3.2 Officers of the Board of Directors**

- 3.2.1 The President shall preside at all meetings of the association and of the Board of Directors and Executive Committee and shall have the duties and powers normally appurtenant to the office of the President, in addition to those particularly specified by these bylaws. The President shall be ex-officio member of all committees except any nominating committee and shall have authority to appoint committee chairpersons and create committees not herein provided, subject to the approval by the Board of Directors. The term for election shall be one (1) year.
- 3.2.2 The Vice President shall have the powers and exercise the duties of the President in the event of the President's absence or incapacity. The Vice President shall assist in

the coordination of KHL operations, including appointing a Registrar, referee coordinator, equipment coordinator, special events coordinator, webmaster, and volunteer coordinator. The term for election shall be one (1) year.

3.2.3 The Secretary shall be present at all meetings and shall keep an accurate record of all meetings of the association, the Board, and the Executive Committee. Such books shall at all reasonable times be open to the inspection of any member of the Board of Directors. The Secretary shall have all the duties and powers normally appurtenant to the office of Secretary and shall have such other powers as the Board of Directors may from time to time specify. In the absence of the Secretary from any meeting of the Board of Directors, a Secretary pro tempore may be chosen who shall record the proceedings of such meeting. The Secretary and any Secretary pro tempore shall be sworn to the faithful performance and discharge of the Secretary's duties. The term for election shall be one (1) year.

3.2.4 The Treasurer shall keep all finance records of the association and shall sign all deeds, leases, contracts, and all other instruments to be executed on behalf of the corporation. The Treasurer shall have the care and custody of the funds of the corporation and shall have all the duties and powers normally appurtenant to the office of Treasurer and shall keep all such records as would normally be associated with standard business practice. The Treasurer shall have the custody of all the money, funds, valuable papers, and documents of the corporation, except the Treasurer's own bond, which shall remain in the custody of the President. The Treasurer shall deposit all the funds of the corporation in such bank or banks, trust company or trust companies, or with such other firm or firms doing a banking business, as the Board of Directors may from time-to-time delegate. The Treasurer may, on behalf of the corporation, endorse or deposit for collection all checks, notes and other obligations payable to the corporation or its order and may accept drafts on behalf thereof. The Treasurer shall keep accurate books and accounts of all the corporation transactions, which books and accounts shall be the property of the corporation, and these, together with all the other corporation property in the Treasurer's custody and possession, shall be always subject to the inspection and control of the Board of Directors. All receipts and vouchers for payments made to the corporation and all checks, drafts, notes, or other corporation obligations for the payment of money by the corporation shall be signed by the Treasurer and a second designated Board of Directors' member, or as the Board of Directors may otherwise specifically order or authorize. The Treasurer shall prepare and present an annual financial statement at the annual meeting. The term for election shall be one (1) year.

3.2.5 An Executive Officer may be appointed by the Board of Directors, whose duties shall include those set forth for the Secretary/Treasurer, with the exception of the making of and authorization of binding agreements.

3.2.6 The Director of Coaching shall report to the board during regular scheduled meetings and shall administer the Coach program, including but not limited to: solicitation and recommendation of head coaches; coordination of coach training and coach certification; background checks; coach performance; annual updates to the coach's

manual, and other responsibilities as deemed necessary in order to maintain compliance with USA Hockey. The term for election shall be one (1) year.

- 3.2.7 The Board of Directors may, in its discretion and at any time, appoint such other officers or agents of the corporation as it may deem advisable and necessary, and prescribe the duties thereof, and it shall establish all necessary categories, and the designations and salaries thereof, of employees of the corporation.

### **3.3      *Executive Committee***

- 3.3.1 The Board of Directors Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Director of Coaching. The President shall serve as Chair of the Executive Committee and in their absence, the Vice-President shall serve as Chair.
- 3.3.2 The Executive Committee shall exist to take such actions, make such recommendations, and formulate such policies as may be assigned to it by the Board of Directors. Actions taken by the Executive Committee on behalf of the Association must be ratified by the Board of Directors at its next regular Board of Directors meeting. 3 members of the Executive Committee shall constitute a quorum for the transaction of business of the Executive Committee.

### **3.4      *Termination***

- 3.4.1 A Director may resign at any time, by submitting their resignation letter to the KHL President or Vice-President. The resignation is effective immediately.
- 3.4.2 Directors are required to physically attend at least three of the four regular meetings in one season. Failure to do so may result in removal from the Board.
- 3.4.3 The Board may remove a director by two-thirds vote based on failure to physically attend meetings, conflict of interest, or unethical behavior.

## **4.      ELECTIONS**

### **4.1      *Nominations & Elections***

- 4.1.1 The Board will appoint one or more of the five (5) staggered Board-appointed director seats set forth in Section 3.1. Nominations for Board appointed seats shall be open no earlier than fifty (50) days before the membership meeting and election, and shall close one week (seven days) before the Annual Meeting, and appointments made by the Board of Directors no later than prior to the start of the Annual Meeting.
- 4.1.2 Elections for one or more of the four (4) Elected director seats set forth in Section 3.1 shall be held once each year during the Annual Membership Meeting. Nominations for Elected seats shall be open no earlier than fifty (50) days before the membership meeting and election. Nominations shall close one week (seven days) before the Annual Meeting.

- 4.1.3 Any member in good standing is eligible to be nominated by any member of KHL, including themselves.
- 4.1.4 Ballots will be tallied by the Nominating Committee. In an election for one seat, the candidate receiving the highest number of votes shall be elected; or in an election for two or more seats, a number of candidates matching those vacancies receiving the highest numbers of votes shall each be elected. Election shall be by secret ballot and only counted by the Nomination Committee.
- 4.1.5 Each member eligible to vote in an election may cast one ballot, marking their vote for a number of candidates matching the number of seats vacant for election.
- 4.1.6 Ballots that are unclear or marked in a way that is open for interpretation by the Nominating Committee will be rejected.
- 4.1.7 Candidates who have been appointed as Board-appointed directors shall be announced at the Annual Meeting prior to opening voting for Elected directors. Elected directors shall be announced by the Nominating Committee before adjourning the Annual Membership Meeting.

## **5. COMMITTEES**

### **5.1 *Committee Appointments***

- 5.1.1 The Board of Directors, by resolution adopted by a majority of Directors in office, may designate and appoint one or more committees as deemed necessary to carry on the functions of the association. Committees, to the extent provided in said resolution, shall have and exercise the authority and power granted in by the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or the working proceedings therefor, adopting a plan for a distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it or the Director by law.

### **5.2 *Standing Committees***

- 5.2.1 Nominating Committee: The Board of Directors shall appoint a Nominating Committee consisting of a minimum of one (1) Director, and a maximum of four (4) Directors, whose seats are not up for election or Board-appointment at that year's membership meeting and election. The Committee shall prepare a solicitation for nomination letter

to be sent out to all KHL Members. They will then receive, investigate and confirm that nominated members are eligible candidates and approve a list of eligible candidates for the Board of Directors and Members to vote on.

- 5.2.2 Bylaw Committee: The Board of Directors shall appoint a Bylaw Committee consisting of a minimum of two (2) Directors and a maximum of four (4) Directors. The Committee shall receive and review any charges, additions or deletions to the most current Bylaws.
- 5.2.3 Finance Committee: The Board of Directors shall appoint a Finance Committee consisting of a minimum of three (3) and a maximum of five (5) active members that shall meet on a regular basis. The Treasurer shall serve as an *ex officio* member of the Committee, but shall not chair the Committee. The Committee shall investigate ways and means of financing KHL, analyze overall expenses, and make recommendations to the Board. The Finance Committee shall also conduct any special costs study or financial examination required by the Board. The Finance Committee shall prepare an annual budget of the Association and will submit said report to the Board no later than the first meeting of March.
- 5.2.4 Auditing Committee: The Board of Directors may appoint an Auditing Committee consisting of (3) active members, and/or secure the services of a Certified Public Accountant to accomplish the annual review. The President and Treasurer are not eligible. If established, the Committee will review KHL's books and records annually and report to the Board of Directors. Prior to the Annual Meeting, they shall attach a statement of their findings to the Annual Financial Statement of the President and Treasurer.
- 5.2.5 Discipline Committee: The Board of Directors shall appoint a Discipline Committee consisting of a minimum of (4) and a maximum of (6) active members, with the a currently serving Director to chair the Committee. The Committee shall hear all cases involving players, coaches, directors, or parents who are in violation of the USA Hockey, Alaska State Hockey Association, or KHL Bylaws or rules. The Committee shall report the actions taken to the Board of Directors. The Committee's action shall take effect immediately following the Committee's decision. The Board of Directors will review any appeals for administrative technicalities or issues with the process and vote by 2/3 (two-thirds) majority to overturn any decisions by the Disciplinary Committee.
- 5.2.6 Fundraising Committee: The Fundraising Committee shall raise funds as required for the current and future operations of KHL. It shall submit a report to the membership at the Annual Meeting. The fundraising committee shall be chaired by an appointed member of the Board of Directors and shall consist of not less than two (2) additional members. This Committee shall work closely with the Kodiak High School Hockey program.
- 5.2.7 Operations/Advisory Committee: The Operations/Advisory Committee shall provide the Board with key services and advice critical to the operation of KHL. The Operations/Advisory Committee shall be chaired by the President, and shall consist of up to six (6) additional members, serving roles as Registrar, Referee Coordinator, Team

Manager Liaison, Equipment Coordinator, Special Events Coordinator, Webmaster, and Volunteer Coordinator.

- a. The Registrar shall administer the annual player and team registrations, maintain player records including but not limited to birth certificates, registration forms, team rosters, and ensure that all registrations comply with regulations of USA Hockey, and any other national governing body for other on ice sports and activities. The Registrar shall administer insurance providing for adequate player coverage, and be available to assist members with insurance procedures, questions, and forms. The Registrar shall ensure that statistics are compiled and retained.
- b. The Referee Coordinator shall administer the Referee Program, including but not limited to recruiting new referees, ensuring that all referees have obtained proper certifications and comply with the regulations of USA Hockey and any other national governing body for referees, and scheduling referees for all USA Hockey sanctioned KHL events.
- c. The Team Manager Liaison shall act as a bridge between team managers, coaches, and/or board members. They facilitate communication, coordinate efforts, and ensure alignment of KHL mission and goals. Duties include sharing schedules, codes of conduct, tournaments, travel and other pertinent updates with Team Managers and Coaches.
- d. The Equipment Coordinator shall maintain an inventory of all uniform jerseys and ice-sport related equipment owned by KHL and shall assure that it is maintained in good condition.
- e. The Special Events Coordinator shall plan and administer annual KHL events.
- f. The Webmaster shall maintain and update the KHL website, so it remains a useful resource for obtaining current KHL related information including, but not limited to ice schedules, current and upcoming KHL events, Team/Program information, and contact information for the KHL Board.
- g. The Volunteer Coordinator shall recruit and manage volunteers to assist in key KHL activities.
- h. The Merchandise Coordinator shall maintain an inventory of KHL merchandise and shall use the Hoodie Hut for merchandise sales.
- i. The Clinic, Camp and Tournament Coordinator shall coordinate hockey clinics, camp, and tournaments.

## **6. TRANSACTION OF BUSINESS**

### **6.1 Finances**

- 6.1.1 The KHL fiscal year shall commence on the first day of April.

- 6.1.2 One signature is required on all Association checks with the President, Vice President, Secretary, and Treasurer authorized to sign. For each meeting, as called by the President, the Treasurer or Executive Officer shall prepare a financial report for review by the Board of Directors and presentation to the members at the Annual Membership meeting.
- 6.1.3 The Board of Directors will determine Annual Registration fees and categories. Annual Registration fees shall be due in part or in full at the time of registration.
- 6.1.4 The Board of Directors shall solicit funds for the common treasury of KHL. The Board of Directors shall not permit the contribution of funds or property to individual teams, thereby discouraging favoritism among teams and to endeavor to equalize the benefits of KHL.
- 6.1.5 The Board of Directors shall not permit the solicitation of funds in the name of KHL, unless all the funds raised are placed in the common treasury. Special event funds may be raised with approval of a majority of the Board of Directors. Funds raised will be recorded and disbursed through the Treasurer of KHL, with the balance after expenses being placed in the common treasury.

## **6.2      *Contracts & Agreements***

- 6.2.1 The Executive Committee shall have the sole authority to enter into contracts and agreements in the name of KHL and shall be approved by a majority vote of the Board. Such contracts and agreements must bear the signatures of any two of the following, President, Vice President, Secretary or Treasurer in order to make such contracts or agreements binding upon KHL.
- 6.2.2 KHL is not liable for any unauthorized purchases of goods and services such as ice time, equipment, jackets, event tickets, transportation, etc. in the name of KHL.

## **6.3      *Expenses***

- 6.3.1 Any member, at the direction of the Board, is to be reimbursed for all prior approved expenses incurred in the name of KHL, provided they are presented for payment to the treasurer no later than sixty (60) days after the expense was incurred, or as otherwise approved by the Board of Directors. A receipt for goods or services must accompany the request for payment. A certified statement may be accepted in lieu of a receipt for unusual circumstances. KHL shall not be liable for unauthorized expenses. Anyone making unauthorized purchases may not be reimbursed.
- 6.3.2 All expenses are subject to the approval of the Board of Directors.

## **7. CONFLICT OF INTEREST POLICY**

### **7.1 *Conflict of Interest***

- 7.1.1 A conflict of interest is defined as an actual or perceived interest by a KHL member or director in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.
- 7.1.2 Directors, employees, and any other agent or representative of KHL are to avoid any conflict of interest, or any appearance of a conflict of interest. KHL serves the community as a whole, rather than only serving a special interest group. The appearance of a conflict of interest can cause embarrassment to KHL and jeopardize its credibility. Any conflict of interest, potential conflict of interest, or the appearance of a conflict of interest is to be reported to the Board of Directors.
- 7.1.3 To minimize any chance of a conflict of interest, directors shall recuse themselves and not be present during any discussion prior to taking a vote and shall not vote on any matter directly affecting an immediate family member, including but not limited to: spouse, children, stepchildren, siblings, legal guardians, and parents.

### **7.2 *Acceptance of Gifts***

- 7.2.1 Directors are prohibited from accepting gifts, money, or gratuities from the following:
- a. Persons receiving benefits or services from KHL;
  - b. Any person or organization performing or seeking to perform services under contract with KHL; and
  - c. Persons who are otherwise in a position to benefit from the actions of any KHL Board Member

## **8. POLICY**

### **8.1 *KHL Policy***

- 8.1.1 The Board of Directors may issue policies, procedures, rules, codes of conduct, and other guidance pertaining to KHL membership, participation in KHL programs and activities, or other KHL business.

### **8.2 *Changes***

- 8.2.1 Policy changes and temporary rulings, as approved by a majority vote of the Board of Directors, shall be in the form of announcements issued by the KHL Secretary and/or President. These policy changes and temporary rulings shall be considered to be enforced immediately upon date of issuance, by all members.

### **8.3 *Announcements***

- 8.3.1 It is the responsibility of all members to read any announcements issued by the KHL Secretary and/or President. These announcements will be posted on the KHL authorized web page.



#### **8.4      *Order of Business***

- 8.4.1      The order of business or procedures of any board meeting or annual meeting called, or any subject not covered by these Bylaws, shall be subject to Robert's Rules of Order, which shall serve as the official guide. However, should there be a conflict with these Bylaws and Robert's Rules of Order, these Bylaws shall prevail.

#### **8.5      *Prohibited Activities***

- 8.5.1      Notwithstanding any other provision of these articles, KHL shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by an association contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

### **9.      ASSOCIATION SEAL**

#### **9.1      *Association Seal***

- 9.1.1      The seal of the corporation, subject to alteration thereof by the Board of Directors, shall consist of a rubber stamp with the words and figures, "Kodiak Hockey League" cut or engraved thereon.

### **10.     AMENDMENTS**

#### **10.1     *Amendments***

- 10.1.1      Except as otherwise provided by law, these Bylaws may be amended, altered, added to, or repealed in whole or in part by a vote of the Board of Directors.

### **11.     INDEMNIFICATION OF OFFICERS & DIRECTORS**

#### **11.1     *Indemnification***

- 11.1.1      KHL shall indemnify any person made a party to an action, suit, or proceeding, whether civil or criminal, by reason of the fact that they were a KHL Director, or served in such a capacity, for the reasonable costs of settlement of any action, suit, or proceeding, unless the Board determines that the Director is liable for gross negligence or willful misconduct in performance of duty of this association.
- 11.1.2      KHL, as an affiliate association of the Alaska State Hockey Association ("ASHA"), shall indemnify and hold harmless ASHA, the Board of Directors of ASHA and each member thereof, committees of ASHA and each member thereof, and all other elected, appointed or employed or volunteer representatives of ASHA from any and all claims,

liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of the KHL, except to the extent (i) that ASHA or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default, or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of the ASHA. Further, KHL understands and acknowledges that ASHA and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding and condition that they be so indemnified and held harmless to the extent described in these Bylaws.

- 11.1.3 ASHA shall reasonably cooperate with KHL in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request; provided, however, that such cooperation shall not require ASHA to incur any out-of-pocket expenses not reimbursed by KHL.

## **12. ASHA PREEMINENCE**

### **12.1 *Alaska State Hockey Association***

- 12.1.1 KHL, as an affiliate association of the Alaska State Hockey Association ("ASHA"), shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of ASHA (collectively or individually, "ASHA Standards"), and such documents and decisions shall take precedence over and supersede all similar documents and/or decisions of the Kodiak Hockey League. Further, KHL (i) shall assist ASHA in administration and enforcement of the provisions of ASHA Standards within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of ASHA and USA Hockey:
- a. 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.
  - b. RESPECT FOR THE INDIVIDUAL: Treat all others as you expect to be treated.
  - c. PURSUANT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL LEVELS: Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.
  - d. ENJOYMENT: It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
  - e. LOYALTY: We aspire to teach loyalty to the ideals and fellow members of sport of hockey.

- f. TEAMWORK: We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

### **13. DISSOLUTION**

#### **13.1 Dissolution**

- 13.1.1 Upon the dissolution of KHL, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. The disposition of net proceeds from charitable gaming conducted under AS 05.15 and 15 AAC 160 will go to a permittee, other than a multiple-beneficiary permittee, or as otherwise required by law. Any such assets not so disposed of shall be disposed by the Superior Court of the Third Judicial District, State of Alaska, the place where the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, and further.

*As amended and adopted by the KHL Board of Directors **September 18, 2025.***

- f. TEAMWORK: We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

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As amended and adopted by the KHL Board of Directors ~~780-2025~~ September 18, 2025

    
    
 