

Revised February 2010

By-Laws of the Ann Arbor Amateur Hockey Association

NAME

The name of the organization is the Ann Arbor Amateur Hockey Association, hereinafter referred to as AAAHA.

ORGANIZATION

The organization is governed by a volunteer Board of Directors and acknowledges that the By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey and the Michigan Amateur Hockey Association (MAHA) take precedence over all similar governing documents and/or decisions of AAAHA.

AAAHA agrees to adopt as official policy the Preeminence and Indemnity statements contained in the MAHA Affiliate Agreement as delineated in the MAHA Annual Guide. Further, AAAHA agrees to incorporate all items identified in the affiliate agreement in its by-laws and/or policies

GOALS AND OBJECTIVES

AAAHA has operated youth hockey programs since its founding in 1951 and is committed to providing instructional and competitive hockey opportunities, for all players without regard to race, color, religion, age, sex, or national origin. AAAHA seeks to develop character, sportsmanship, and physical fitness among the youth in the local community by providing an environment that fosters a positive learning experience, teamwork, and friendship. AAAHA affiliates with USA Hockey, MAHA and other ice hockey associations to promote, encourage and improve the standard of hockey.

PARTICIPATION

The programs of the Association will be offered to any youth and his/her parents or guardians who are willing to comply with the bylaws, operating rules and regulations, policies, procedures and objectives of the organization. In accordance with USA Hockey and MAHA guidelines, AAAHA participants will sign a disclaimer of liability; AAAHA assumes no responsibility as per those guidelines.

REPRESENTATION

Only those appointed by the Board of Directors will officially represent AAAHA and only for the reasons specified by the Board. There will be no written or verbal communication claiming representation of or by AAAHA unless authorized by the Board of Directors.

LOGO USAGE

Use of AAAHA logos, equipment or uniforms is not allowed unless with the written consent of the Executive Board of Directors. No reproduction of logos will be allowed without Executive Board approval.

MEMBERSHIP

Players and parents or guardians of any player participating in AAAHA programs are members of the Association. Additionally, all elected officers and directors, all persons appointed to positions

by the Board and all coaches and managers have full membership privileges. Membership is nontransferable and is for the Association's fiscal year.

Members In Good Standing are those members who have fully met their financial obligations with respect to registration fees as listed in the Player Fees and Payment Schedule, insurance fees, team fees and other fees assessed by the Association; show proper care and return of Association property; and who are in compliance with the Association's rules. Only members in good standing are eligible to vote at annual and general membership meetings.

Failure to comply with payment of registration/other fees or special assessments shall result in the suspension of the player from participation in all AAAHA activities until such time as fees are current. AAAHA will notify other associations/registrars of players with unpaid fees from a previous season.

Expulsion of Members

Active members may be expelled from the Association for conduct detrimental to it. Due notice and the opportunity for a hearing will be provided. Expulsion requires a two-thirds (2/3) vote of the Board. The ruling of the Board is considered binding.

Funds contributed to AAAHA as part of a fund-raising activity do not entitle the contributor to the benefits of membership.

BOARD OF DIRECTORS

A Board of Directors consisting of no more than 12 members shall manage the affairs of the Association in compliance with MAHA and USA Hockey guidelines. More than half of the current Board of Directors present at a regularly scheduled meeting shall constitute a quorum.

All officers, coaches, team managers, and committee members, unless expressly stated otherwise in the By-laws, shall be elected or appointed, as the case may be (subject to dismissal at any time) by the Board of Directors. All directors and committee chairs shall keep a record of business within their charge and be prepared to report on this.

The Board shall have regular meetings that are posted and open to all members of the Association. Special meetings may be called by the President or the Vice-President at any time and place with reasonable notice to all Board members. The Board of Directors shall determine all registration and other fees and assessments and shall set, prior to the start of each season, rules regarding payments and payment schedules, and post these at the AAAHA office, on the AAAHA bulletin board and the website.

The Board shall have the authority to establish positions (such as, for example, ice scheduler, referee scheduler) as it deems necessary or appropriate and to contract with and pay persons to fill these positions. The duties, responsibilities, qualifications, compensation and other considerations shall be determined by the Board.

The Board may contract for other services, as may be deemed necessary.

Associate Members

Any person who has demonstrated interest and expertise in the aims and purposes of this association may be elected annually as an associate member by a two-thirds vote of the Board of

Directors. Associate members may participate in the activities of the Board, but will not have Board voting privileges.

ELECTIONS

The AAAHA Board of Directors is a twelve (12) member classified board with staggered terms of office. Elections shall be held each year at the General Membership Meeting to fill all open board positions and the unexpired terms of any vacant board position(s). Each elected director shall hold office for a term of three years. The terms of the Directors shall be staggered, in so far as practical, so that only one-third (1/3) of the terms of office shall expire in any one year.

Persons seeking election to the Board of Directors should show a continued, vital and active interest in the affairs of amateur hockey within the Association's jurisdiction and have demonstrated knowledge and skills necessary and desirable to the operation of the organization in compliance with MAHA and USA Hockey guidelines. Any individual with a felony conviction or a misdemeanor conviction for financial fraud or misappropriation is disqualified from serving on the AAAHA Board of Directors. All candidates must also submit the MAHA background check.

A current Board member whose term is expiring, may run for re-election provided he or she indicates to the AAAHA Board of Directors (or designated committee), verbally or in writing, their willingness to serve again on the Board. New candidates must be a member in good standing in AAAHA and complete a Nominee Application. All applications must be received by the Board of Directors (or designated committee) at least five (5) days prior to the Annual Membership Meeting and the candidate's biographical disclosures will be available for public inspection by the membership at least seventy two (72) hours prior to the start of the election.

The current Board of Directors (or designated committee), shall be responsible for the election of board members at the annual General Membership Meeting. The committee shall review all applications and prepares a ballot of candidates to be presented at the annual meeting.

The election of Directors shall occur during the annual general membership meeting. The membership shall be notified of the date, time and location of the meeting at least seven (7) days prior to that meeting by public notice as previously outlined under the By-Law heading, 'General Membership Meetings'. Each member family shall receive one vote. A member must be present at the general election to cast a vote. Proxies shall not be permitted.

A complete list of Members entitled to vote in said election or at the annual General Membership Meeting, shall be kept by the secretary and shall be available for examination by any member in good standing at the General Meeting.

The election shall be supervised by the Board of Directors (or designated committee). It is the responsibility of this committee to preside over the election process and to count the votes once the balloting is closed. Once the votes are counted, the results shall be presented to the President of the association and the results will be announced at the end of the General Membership Meeting.

In case of a tie in the number of votes cast for a director position, which leaves undetermined the election of one or more persons, the winner shall be determined by a coin toss.

In the event that the election requires the General Membership to fill currently expiring (open) board seats along with filling unexpired terms of any vacant board positions, the term of office shall be determined by the number of votes received by each candidate. Those candidates receiving the largest number of votes will be entitled to the longest terms of office.

The term of office for a newly elected Director shall begin on the first regularly scheduled Board of Directors meeting in the month of May following the election.

The Executive Board shall be appointed by the Board of Directors at the first meeting in which the newly elected board is seated. The Executive Committee shall consist of a President, Vice-President, Secretary and Treasurer. Each Executive Committee member shall not serve in the same capacity for a period longer than 2 consecutive years nor should a Board member serve on the Executive Committee for a period longer than 4 consecutive years.

OFFICERS

At its first scheduled Board meeting after the annual membership meeting, the Board shall elect from within its members for the ensuing year, a President, Vice-President and Secretary who will sit as Officers of the Association and as the Executive Committee. The immediate past president shall also serve on the Committee provided he/she is still a member of the Board and shall have a full vote. Additionally, a Treasurer may be elected provided there is a Board member with the interest and qualifications to fill this position. The Treasurer will then also be a member of the Executive Committee. Should no one on the Board qualify for the position of Treasurer, the position will be filled by appointment or by contracting for this service. In this instance, the Treasurer would not be a member of the Executive Committee.

The Executive Committee shall have the power to make decisions deemed necessary to maintain or further the youth hockey program during intervening times between regularly scheduled meetings of the Board of Directors. The Committee shall not reverse an action previously taken by majority vote of the Board. The Executive Committee shall inform the Board of Directors of any actions taken at the next scheduled Board meeting; these actions are subject to review by the Board of Directors and may be amended, reversed or otherwise modified by majority vote of the Board.

Executive Board Meetings are open to members of the Executive Board only unless other persons are specifically invited to attend.

Duties of the Officers of AAAHA are as listed in the rules of the organization.

RESIGNATION

Any Director may resign by giving proper notification to the President. In addition, the Board of Directors may upon majority vote of the entire Board, remove any Director before the expiration of their term.

BOARD VACANCY

The remaining term of a vacant seat may be filled by calling a general membership meeting for this purpose, or the Board of Directors may fill the vacancy by appointment for the balance of that year or the position may be left open until the next annual meeting. In the latter two instances, another nominee will be added to the election slate presented at the annual meeting and members will vote for one additional Director. If a general membership meeting is called, the Nominating Committee will present a slate of nominees along with a brief statement from the

nominee(s). Persons elected to the Board to fill a vacancy will serve as Directors until the end of the term of office vacated.

INDEMNITY OF DIRECTORS

Every Director and their heirs, executors and administrators and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

Any and all expenses including attorneys' fees, judgments, fines and settlements actually and reasonably incurred by reason of the person being an Officer or Director of the Association. This power to indemnify shall apply only if the Officer or Director acted in good faith and a manner reasonably believed to be in or not opposed to the best interests of the AAAHA, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

BOARD OF DIRECTORS MEETINGS

A majority of the Directors shall form a quorum for the transaction of business. The Board will hold regular meetings during the year which will be posted on the AAAHA website and Association bulletin board. The President or the Vice-President may call additional Directors' meetings at any time.

All regular meetings of the Board of Directors are open to any member of the Association. Members who have business to place before the Board should submit a written request to the President or Vice-President at least twenty-four (24) hours prior to the meeting. The nature of the business to be discussed should be indicated. The President or Vice President, at his/her discretion, may approve or disapprove such request.

Questions arising at any meeting of the Board of Directors shall be decided by a majority vote of the Board. In cases of a tie, the President shall have the tie-breaking vote. Votes will be taken by verbal assent/dissent unless a director requests they be taken by paper ballot. In the absence of the President, the next senior Officer and Director shall perform his duties.

All Procedural questions will be determined by rules set out in the latest edition of "Robert's Rules of Order."

GENERAL MEMBERSHIP MEETINGS

An annual general membership meeting shall be held not later than 45 days after the end of the Fall/Winter season. At least seven (7) days prior to that meeting, the membership shall be notified of the time and place by a public notice placed on AAAHA bulletin boards and posted on the AAAHA website. Board member elections will be held at the annual meeting, reports on the status of AAAHA, and other items of general interest to the hockey community will be discussed.

Each general membership meeting will be considered to be in quorum for purposes of transacting any proper business provided the notice to membership has been complied with.

All other questions, except elections, shall be decided by a simple majority of the votes of the members in good standing. Questions shall be decided by a show of hands. Every member family having voting rights shall have one vote and unless a poll is demanded, a declaration by the President that a resolution has been carried or not carried and entered in the meeting's minutes is admissible as proof of the action taken. In the case of equality of votes at any general meeting,

whether upon a show of hands or a poll, the President shall cast the tie-breaking vote.

The Board of Directors may call a special meeting of the general membership for the purpose of acting on any matter at least seven (7) days prior to the meeting.

BY-LAW AMENDMENTS

By-law amendments must be submitted in writing to the Secretary of the Board who will forward them to all Board members. They will be placed as an agenda item and discussed at a regularly scheduled Board meeting and subsequently presented for a vote at the following Board meeting. A two thirds (2/3) vote of the Board of Directors is required for passage.

By-Laws will be posted on the AAAHA web. Upon request a hard copy of the by-laws will be provided to any member in good standing.

GENERAL OPERATING RULES

The Board of Directors shall establish Operating Rules of the Association in accordance with USA Hockey and MAHA policies and guidelines pursuant to fair play and sportsmanship for the benefit of the youth in the program. These rules shall be reviewed prior to the beginning of the season and shall be made available to the membership. Operating rules may include but are not limited to the following:

- General Playing Rules
- House Draft Procedures
- Travel Tryout Guidelines
- Job Descriptions of Executive Officers/Directors/Chairpersons
- Committee Responsibilities
- Financial Obligations
- Fundraising

ABUSE

All volunteers/employees of AAAHA are required to comply with MAHA screening procedures prior to participation in any facet of the AAAHA program. Appropriate action will be taken in instances of sexual or physical abuse in accordance with USA Hockey and MAHA guidelines.

DISPUTE RESOLUTION PROCEDURE

The Rules Committee will review the claim, demand and/or dispute determining the proper method of resolution and report their findings to the Board of Directors for action. If the Board's decision includes suspensions and/or sanctions against a member or if the suspended member wishes to appeal the Board's decision, the Board appoints a Hearing Committee as outlined in the USA Hockey Annual Guide. The Hearing Committee shall hold the hearing within thirty (30) days of the Board of Director's receiving written charges against a member of the association. The Hearing Committee will provide at least seven (7) days notice of the date of the hearing to the party, the person(s) or party(s) proposing suspension, and other interest party(s) who shall be included at the discretion of the Hearing Committee.

The Hearing Committee will make reasonable efforts to: (i) render its decision to the parties to the hearing within five (5) business days of the close of the hearing; and (ii) prepare and deliver a written decision to the parties to the hearing within fifteen (15) business days of the close of the hearing.

SUSPENSIONS

A seven (7) day notice will be given to all members prior to being suspended from AAAHA participation (this does not include suspensions specific to playing rules and immediate suspensions, such as by referees or player suspensions for financial matters). AAAHA will use the USA Hockey Annual Guide and Principles of Due Process procedure to resolve all claims, demands or disputes having an impact on ice hockey, or between, by or among its membership as allowed as an affiliate association of USA Hockey and MAHA.

GRIEVANCE RESOLUTION

All grievances must be submitted in writing to the President or Vice-President of the Association. All involved parties will either be invited to attend the next regular meeting of the Board of Directors and present their case or a separate hearing will be arranged within two weeks after receipt of the grievance. Notification of the decision will be made no later than two weeks after the Board of Director's meeting or hearing.

FISCAL YEAR

The fiscal year of the Association shall be from July 1st to June 30th.

HOCKEY SEASON

For purposes of these by-laws, the hockey season shall commence and end on dates to be established by the Board of Directors.

CONTRACTS

All contracts and employee agreements must contain a clause exonerating the Association, its Directors, affiliate and regular members and employees from all liability arising from accident or injury, however caused. All contracts and agreements related to this must be signed by the President and at least one other Executive board Member and must have approval of the Board of Directors.

CONFLICT OF INTEREST

Members of the Board of Directors must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of AAAHA. All policies regarding conflict of interest shall also be applicable to any members of one's immediate family or any person acting on his or her behalf. Directors will be required to attest annually to their familiarity with Association policies in this regard and to provide information concerning any possible conflict of interest so that disclosure may, if necessary, be made.

INSURANCE

AAAHA will be covered by the general liability insurance policy and the directors and officers' liability insurance maintained by USA Hockey. Should AAAHA obtain additional insurance coverage, it will name MAHA as an additional insured thereof.

DISSOLUTION OF THE ASSOCIATION

Should the Association cease to perform its original purpose it may be dissolved upon adoption of a resolution recommending this dissolution. The question shall be submitted to the vote of the general membership and requires approval of two thirds of the membership present at the meeting called for this purpose. Upon adoption of the resolution to dissolve, the assets of the Association shall be distributed as follows: (i) Payment of all liabilities and obligations of the Association. (ii) If there are insufficient assets to pay all liabilities and obligations, the liabilities and obligations

must be paid on a just and equitable basis.

Any remaining assets, all funds and property, of the Association shall be distributed to non-profit exempt organizations with purposes similar to those set forth in these by-laws and as selected by the Directors of this Association. In no event shall any of the funds or property be distributed to any of the members or used for any other purpose.

Revised February 18, 2010