

Bylaws of the Kensington Valley Hockey Association

The name of the organization is the Kensington Valley Association, hereinafter referred to as "KVHA." These bylaws were adopted on 12-19-2011.

ORGANIZATION

KVHA is a kid-centric organization focused on creating the best possible hockey and life experience for players at every level. The organization is governed by a volunteer Board of Directors and acknowledges that the Bylaws, 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 KVHA. The terms of which are incorporated by reference.

KVHA 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, KVHA agrees to incorporate all items identified in the affiliate agreement in its bylaws and/or policies.

GOALS AND OBJECTIVES

KVHA is committed to providing instructional and competitive hockey opportunities, for all players without regard to race, color, religion, age, sex, or national origin. KVHA 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. KVHA 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, KVHA participants will sign a disclaimer of liability; KVHA assumes no responsibility as per those guidelines.

REPRESENTATION

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

LOGO USAGE

Use of KVHA logos, equipment or uniforms is not allowed unless with the written consent of the Board of Directors. No reproduction of logos will be allowed without Board of Directors approval, which may be denied at any time.

MEMBERSHIP

Regular Members: One (1) parent or guardian of a registered player shall be designated a Regular Member for purposes of voting in elections and at annual and special

membership meetings. The Regular Member must be designated each year for each player at the time of player registration on the registration form.

Player Members: Each registered player in the Association is considered a Player Member (not eligible for vote).

Supporting Members: Supporting (Sustaining) Membership is conferred by the Board of Directors, in its discretion, on persons who wish to serve the Association in some capacity, such as, but not limited to, a coach, team manager, or Board member, but who are not eligible for Regular Membership. Supporting Membership is automatically granted to parents or guardians of all players. Supporting Membership is conferred on an annual basis and must be renewed each year for any other individual who seeks supporting membership status. Funds contributed to KVHA as part of a fund-raising activity do not entitle the contributor to the benefits of membership.

Members In Good Standing are those members who have fully met their financial obligations with respect to registration fees, 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. Failure to comply with payment of registration/other fees or special assessments shall result in the suspension of the player from participation in all KVHA activities until such time as fees are current.

Expulsion of Members

Active members may be expelled from the Association for conduct detrimental to it. Due notice of at least seven (7) days and the opportunity for a hearing will be provided. Expulsion requires a two-thirds (2/3) vote of the Board of Directors. The ruling of the Board is considered binding.

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.

Anyone with a felony conviction or a misdemeanor conviction for financial fraud or misappropriation is disqualified from serving on the KVHA Board of Directors. All Directors must also submit the background check. Any Director who is convicted of any felony or misdemeanor shall report the conviction to the President and Secretary no later than 10 days following the conviction.

All Directors and committee chairs shall keep a record of business within their charge and be prepared to report on this.

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 KVHA office and the Web site.

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 (subject to dismissal at anytime). The duties, responsibilities, qualifications, compensation and other considerations shall be determined by the Board of Directors. The Board of Directors may contract for other services, as may be deemed necessary.

Expulsion of Directors

Directors may be expelled from the Board of Directors for conduct detrimental to it. Due notice of at least seven (7) days 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. Any Director who ceases to meet the qualifications of a Director during his or her term shall be removed from the Board of Directors by a majority vote.

ELECTIONS

The KVHA Board of Directors shall consist of no more than 12 Directors with staggered terms of office. Elections shall be held each year to fill all open Board positions and the unexpired terms of any vacant Board position(s). Elections shall be held in the form and medium prescribed by the Board of Directors, including but not limited to electronic voting or paper ballots. Each Regular Member is entitled to one vote. Each elected Director shall hold office for a term of three years, unless filling the remainder of a vacant term. 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 regular member or anyone rostered with the Association may seek election. Anyone else meeting the qualifications of a sustaining member may seek election with the vote of a majority of the Board of Directors. All Directors must also submit a background check and be a Member in good standing.

A current Board member whose term is expiring may run for re-election provided he or she indicates to the KVHA Board of Directors (or designated committee), verbally or in writing, their willingness to serve again on the Board. New candidates must complete a Nominee Application and attend a Nominee Interview at the request of the Board (or the designated committee). All applications must be received by the Board of Directors (or designated committee) by January 15th of each year, and the candidate's biographical information will be available to the membership at least one week prior to the start of the election.

The current Board of Directors (or designated committee), shall be responsible for the

election of Board members. The committee shall review all applications and prepare a ballot of all qualified candidates to be presented prior to the election. The ballot shall, at minimum, list the candidates relationship with the association. The election of Directors shall occur prior to the annual general membership meeting. The Board of Directors shall determine the form and medium of the election at least 30 days prior to the start of the election, including, but not limited to paper ballot or electronic voting. The membership shall be notified of date the voting shall start and end at least seven (7) days prior to the start by e-mail and posting on the KVHA Web site. Each Regular Member shall receive one vote.

A complete list of Members entitled to vote and those who cast a vote in said election shall be kept by the Secretary and shall be available for examination by any Member in good standing for one year. No member is entitled to see how any individual member cast their vote.

The election shall be supervised by a committee designated by the Board of Directors, and it shall not include any member whose name appears on the ballot. It is the responsibility of this committee to preside over the election process and to count the votes once the voting 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 vote of the majority of the current Board whose name does not appear on the ballot. In the event of a tie at the board level, a coin toss shall determine the winner. 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 at the start of the first regularly scheduled Board of Directors meeting in the month of March following the election.

The Officers shall be elected by a majority of the Board of Directors at the first meeting in which the newly elected board is seated. The Officers shall consist of a President, Vice-President, Secretary, and Treasurer.

The Officers 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 Officers shall not reverse an action previously taken by majority vote of the Board. The Officers 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.

RESIGNATION

Any Director may resign by giving written notification to the President or the Secretary. In addition, any Director who misses three (3) consecutive regularly scheduled meetings without prior excuse from the Board is deemed to have resigned.

BOARD VACANCY

The Board of Directors shall fill any vacancy by appointment of the person with the highest votes not winning a seat in the most recent election if a majority of the Board of Directors affirms the appointment. If the major of the Board of Directors does not approve that person, the board shall seek applications from the membership and may appoint for the balance of that year with a 2/3 vote of the Board of Directors, or the position may be left open until the next general election.

INDEMNITY OF DIRECTORS

Every Director and their heirs, executors, administrators, estate and effects respectively, shall from time to time and at all times be indemnified and held 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 KVHA, 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 that will be posted on the KVHA Web site, and the schedule for the meetings shall be set at the first Board of Directors meeting in which the newly elected Board is seated by a 2/3 vote. The regular meetings may be changed by a 2/3 vote during the year, and a new schedule shall be set and posted on the KVHA Web site. The President, the Vice-President, or at the written request of at least six (6) Directors submitted to the President, may call additional Directors' meetings at any time with three (3) days notice to the Directors and posting on the KVHA Web site. Emergency meetings may be called by the President at any time with unanimous consent of the Directors. All meetings shall be open to all members of the Association to view with the exception of discipline and coaching selection decisions that will be made during a closed session of the Board with all final decisions made public in the meeting minutes. Members wishing to participate in the meeting shall only do so during the member comment period at the start of each meeting. 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.

In matters that are urgent and cannot wait until the next regular or special Board meeting, electronic votes may be held, provided that the issue has already been discussed at a previous Board of Directors meeting. All electronic votes will be read into the meeting minutes at the next regularly scheduled Board meeting.

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 between February 15 and March 1. At least seven (7) days prior to that meeting, the membership shall be notified of the time and place by e-mail and posted on the KVHA Web site. Board member elections will be held prior to the annual meeting, reports on the status of KVHA, 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 is in compliance.

BYLAW AMENDMENTS

Bylaw amendments must be submitted in writing to the Secretary of the Board who will forward them to all Directors. They will be placed as an agenda item and discussed at a regularly scheduled Board meeting, and sent to the membership at least seven (7) days prior to a vote at the following regularly scheduled Board meeting. A two thirds (2/3) vote of the Board of Directors is required for passage. Bylaws will be posted on the KVHA Web site. Upon request, a hard copy of the bylaws 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 Officers/Directors/Chairpersons Committee Responsibilities, Financial Obligations Fundraising. Operating Rules shall be posted on the KVHA Web site.

ABUSE

All volunteers/employees of KVHA are required to comply with MAHA screening procedures prior to participation in any facet of the KVHA 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(ies) proposing suspension, and other interest party(ies) 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 KVHA participation (this does not include suspensions specific to playing rules and immediate suspensions, such as by referees or player suspensions for financial matters). KVHA 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. The Treasurer shall present the operating budget to the Board by June 1, and the Board must approve the operating budget annually prior to the start of the fiscal year on July 1.

HOCKEY SEASON

For purposes of these bylaws, 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 KVHA. 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

KVHA will be covered by the general liability insurance policy and the directors and officers' liability insurance maintained by USA Hockey. Should KVHA 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 (2/3) 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 bylaws 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.