

Amended and Restated Bylaws  
Of  
Arizona Amateur Hockey Association  
December 14, 2005  
Table of Contents

|  |                                     |
|--|-------------------------------------|
| <b>Article I. Organization and Purpose.....</b>                | <b>1</b>                            |
| Section 1.01 Name.....   | 1                                   |
| Section 1.02 Purpose.....                                      | 1                                   |
| Section 1.03 Place of Business.....                            | 1                                   |
| Section 1.04 Fiscal Year. ....                                 | 1                                   |
| <b>Article II. Membership.....</b>                             | <b>1</b>                            |
| Section 2.01 Defined.....                                      | 1                                   |
| Section 2.02 Application. ....                                 | 2                                   |
| Section 2.03 Rejection & Good Standing.....                    | 2                                   |
| Section 2.04 Voting Rights.....                                | 3                                   |
| Section 2.05 Suspension or Forfeiture.....                     | 3                                   |
| Section 2.06 Jurisdiction. ....                                | 3                                   |
| <b>Article III. Registration Fees, Dues and Sanctions.....</b> | <b>4</b>                            |
| Section 3.01 Fees.....   | 4                                   |
| Section 3.02 Dues. ....  | 4                                   |
| Section 3.03 Sanctions.....                                    | 4                                   |
| Section 3.04 Fee Schedules. ....                               | 5                                   |
| <b>Article IV. Meetings of This Affiliate. ....</b>            | <b>5</b>                            |
| Section 4.01 Annual Meetings.....                              | 5                                   |
| Section 4.02 Special Meetings. ....                            | 5                                   |
| Section 4.03 Notices. ....                                     | 5                                   |
| Section 4.04 Waiver of Notice. ....                            | 5                                   |
| Section 4.05 Quorum. ....                                      | 6                                   |
| Section 4.06 Informalities and Irregularities. ....            | 6                                   |
| <b>Article V. Board of Directors.....</b>                      | <b>6</b>                            |
| Section 5.01 Directors.....                                    | 6                                   |
| Section 5.02 Voting Eligibility. ....                          |                                     |
| Section 5.03 Registered Team Member Qualification.....         |                                     |
| Section 5.04 Registered Player Qualification.....              | 8                                   |
| Section 5.05 Nomination and Election of Directors.....         | 8                                   |
| Section 5.06 Expiration of Terms. ....                         | 9                                   |
| Section 5.07 Filling of Vacancies. ....                        | 9                                   |
| Section 5.08 Additional Directors. ....                        | <b>Error! Bookmark not defined.</b> |
| Section 5.09 Additional Powers of the Board.....               | 9                                   |
| <br><b>Article VI. Officers.....</b>                           | <br><b>10</b>                       |

|   |           |
|---|-----------|
| Section 6.01 Election or Appointment. ....                      | 10        |
| Section 6.02 President and Vice-Presidents.....                 | 11        |
| Section 6.03 Secretary. ....                                    | 11        |
| Section 6.04 Treasurer.....                                     | 11        |
| <b>Article VII. Meetings of the Board of Directors.....</b>     | <b>12</b> |
| Section 7.01 Regular Meetings .....                             | 12        |
| Section 7.02 Special Meetings. ....                             | 12        |
| Section 7.03 Notices. ....                                      | 12        |
| Section 7.04 Waiver of Notice.....                              | 13        |
| Section 7.05 Quorum. ....                                       | 13        |
| Section 7.06 Informalities and Irregularities.....              | 13        |
| Section 7.07 Power to Act Notwithstanding Vacancies.....        | 13        |
| Section 7.08 Action Without a Meeting. ....                     | 13        |
| Section 7.09 Meetings by Conference Telephone.....              | 13        |
| Section 7.10 Voting Procedures.....                             | 14        |
| Section 7.11 Proxy Voting.....                                  | 14        |
| <b>Article VIII. Requirements of USA Hockey, Inc.....</b>       | <b>15</b> |
| Section 8.01 USA Hockey, Inc. Preeminence.....                  | 15        |
| Section 8.02 Indemnity. ....                                    | 15        |
| Section 8.03 Equal Opportunity. ....                            | 16        |
| Section 8.04 Resolution of Grievances.....                      | 16        |
| Section 8.05 Abuse.....   | 16        |
| Section 8.06 Tax Status. ....                                   | 16        |
| <b>Article IX. Indemnity and Insurance.....</b>                 | <b>17</b> |
| Section 9.01 Indemnification of Directors and Officers.....     | 17        |
| Section 9.02 Liability Insurance.....                           | 17        |
| Section 9.03 Directors and Officers Insurance.....              | 17        |
| <b>Article X. Contracts, Checks, Drafts, Bank Accounts.....</b> | <b>18</b> |
| Section 10.01 Execution of Contracts.....                       | 18        |
| Section 10.02 Loans.....  | 18        |
| Section 10.03 Checks and Drafts.....                            | 18        |
| Section 10.04 Deposits.....                                     | 18        |
| Section 10.05 Dealing with Interested Parties.....              | 18        |
| Section 10.06 Bank Accounts.....                                | 19        |
| <b>Article XI. Liquidation.....</b>                             | <b>19</b> |
| <b>Article XII. Amendments.....</b>                             | <b>19</b> |
| Section 12.01 Bylaws.....                                       | 19        |
| Section 12.02 Articles of Incorporation.....                    | 19        |
| <b>Article XIII. Effective Date.....</b>                        | <b>19</b> |
| <b>Article XIV. Miscellaneous.....</b>                          | <b>20</b> |
| Section 14.01 Successors.....                                   | 20        |
| Section 14.02 Articles of Incorporation.....                    | 20        |
| Section 14.03 Seal.....   | 20        |
| Section 14.04 Publication.....                                  | 20        |
| Section 14.05 Parliamentary Authority.....                      | 20        |

**Article I. Organization and Purpose**

**Section 1.01 Name.**

The Arizona Amateur Hockey Association, Inc, ("Affiliate") is the recognized Affiliate of USA Hockey for the State of Arizona and is a non-profit corporation formed under the laws of the State of Arizona.

**Section 1.02 Purpose.**

The purposes of the Affiliate are to govern and promote amateur ice hockey within the State of Arizona.

**Section 1.03 Place of Business.**

The place of business of this Affiliate in the State of Arizona shall be at the address of its statutory agent for service of process or such other place as the Board of Directors shall determine from time to time. This Affiliate may have such offices, within the State of Arizona, and may conduct its business at such other places, as the Board of Directors shall determine from time to time.

**Section 1.04 Fiscal Year.**

The fiscal year of the Affiliate shall be determined by resolution of the Board of Directors, and may be changed from time to time at the discretion of the Board of Directors. After the adoption of these Amended and Restated Bylaws the fiscal year shall be a fiscal year commencing on September 1 and ending August 31.

**Article II. Membership**

**Section 2.01 Defined.**

The membership of the Affiliate shall be composed of:

Registered Members – any youth or adult registered with USA Hockey that reside in the State of Arizona.

Member Organizations. Any organization conducting the sport of hockey at any level that registers all of its teams as Registered Member Teams of this affiliate.

## **Section 2.02 Application.**

Members – Membership may be acquired by completing the USA Hockey, Inc. registration.

- (a) Member Organizations. Membership in this Affiliate may be acquired by written application to the AAHA board. The application must include:
  - (i) The membership application fee as set in the Affiliates schedule of fees.
  - (ii) Copies of the Member Organization's Bylaws, Rules and Regulations, Policies and Procedures, 501(c) 3 determination letter (if applicable), and other documents that describe the programs that the Organization will operate. This documentation must contain provisions for Sexual and Physical Abuse screening for all individuals described in the Sexual and Physical Abuse policy for all levels of participation.
  - (iii) A written statement expressing the Organization's request for membership and agreement to comply with and adhere to the provisions of all Bylaws and all Rules and Regulations of USA Hockey, Inc. and this Affiliate.
  - (iv) Member Organization applicants shall show evidence of fiscal responsibility; evidence of an adequate base of volunteers, including properly certified coaches, to oversee and manage the proposed ice hockey program; adequate ice available for scheduled practices and games of the Member teams; and a tentative schedule of games and practices for the teams it proposes to field, together with the requirements of this Section 2.02.
  - (v) A signed Affiliate/Member Organization agreement as outlined in Section 8.07
- (b) Action. The affiliate will review the application and make a decision on acceptance or rejection within 60 days of receipt of all required items with the application, or at the next regularly scheduled Board of Directors meeting. If a decision is not made within the 60-day limit, or at the next regular scheduled meeting the application will be considered accepted. If the application is accepted, the Registered Team Members of the organization will be allowed to elect directors to the Board of Directors, in accordance with the provisions of Article V, at the next regular meeting of the Board of Directors. The Board of Directors shall have the right to refuse any membership application for good cause

## **Section 2.03 Good Standing.**

Unless provided otherwise herein or in the Affiliate's Policies and Procedures, any Member in good standing with this Affiliate shall be entitled to exercise all rights and privileges as that status may accord. Notwithstanding anything to the

contrary herein, in order to be a Member in good standing with this Affiliate, a Member must also be a member in good standing with USA Hockey, Inc.

## **Section 2.04 Voting Rights.**

Registered members that are in good standing with the Affiliate and Member Organization, shall have certain voting rights in this Affiliate relating to the election of Directors as provided in Article 5.

## **Section 2.05 Suspension or Forfeiture.**

- (a) Grounds. Membership in this Affiliate shall be subject to suspension or forfeiture in the event of a failure to comply with any of the requirements, decisions or Playing Rules of:
  - (i) USA Hockey, Inc.
  - (ii) Any regional or district governing authority of USA Hockey, Inc.
  - (iii) This Affiliate
  - (iv) The Member Organization through which a team or person is registered.
  - (v) Failure to comply with Section 10.05 of the bylaws.
- (b) The discovery of grounds for the suspension or forfeiture of the membership of any Member Organization or any team, or person subject to the jurisdiction of this Affiliate shall subject such Member Organization, team or person to suspension, forfeiture or termination of its membership in this Affiliate or to suspension, forfeiture or termination of any or all of their rights and privileges to play for, participate in the affairs of or otherwise associate with this Affiliate, any Registered Team Member or any Member Organization.
- (c) Any action taken by this Affiliate with regards to Suspension or Forfeiture shall be in accordance with all applicable Bylaws, Rules and Regulations, Policies and Procedures and other governing documents of USA Hockey, Inc. and of this Affiliate. In any proceeding involving a suspension for failure to comply with or violation of the bylaws or Playing Rules of any of the above named entities, the Board of Directors may take action by a majority vote. In any other proceeding under this Section 2.05, the Board of Directors may take action only by a two-thirds majority vote of the full Board of Directors.

## **Section 2.06 Jurisdiction.**

Pursuant to its affiliate agreement with USA Hockey, the Arizona Amateur Hockey Association shall have delegated to it jurisdiction over all USA Hockey amateur ice hockey in the State of Arizona, except Juniors. Except as provided by USA Hockey, Inc. all of the following are subject to the jurisdiction of this Affiliate

- (a) USA Hockey Registered Member Teams, players, coaches and team officials of any Registered Member Team, Member Organization and members of Member Organizations.
- (b) USA Hockey amateur ice hockey games played within the state of Arizona.
- (c) USA Hockey players, team officials and off ice officials participating in any such game.

### **Article III. Registration Fees, Dues and Sanctions.**

#### **Section 3.01 Fees.**

The Board of Directors may establish annual reasonable registration fees for Registered Team Member membership or Member Organization membership in this Affiliate and, in addition to any such registration fees, such other individual, team, travel or membership fees as the Board of Directors shall deem appropriate from time to time.

#### **Section 3.02 Dues.**

The Board of Directors may require Registered Team Members or Member Organizations to pay reasonable membership dues, in addition to any annual registration fees.

#### **Section 3.03 Sanctions.**

Registered Team Members or Member Organizations failing to pay the established registration fees or dues within thirty (30) days after they have become due and payable shall become subject to suspension from this Affiliate. The continuing failure to pay the required registration fees or dues within ninety (90) days after they have become due and payable will result in an automatic loss of membership in this Affiliate

#### **Section 3.04 Fee Schedules**

On or before May 1<sup>st</sup> of each year, the Treasurer shall report in writing to the Executive Director of USA Hockey the complete schedule of all fees and dues charged by this Affiliate. All fees and dues charged by this Affiliate shall be subject to the approval of USA Hockey.

## **Article IV. Meetings of This Affiliate.**

### **Section 4.01 Annual Meetings.**

This Affiliate shall have an Annual Meeting at a time and place set by the Board of Directors during the month of September. At the Annual Meeting, the members shall seat Directors and shall be informed by the Board of Directors of all changes to Affiliate bylaws and Policies that were made in the previous year. The newly seated Board of Directors will elect officers for the corporation as described in Section 6.01

### **Section 4.02 Special Meetings.**

Special Meetings of this Affiliate may be held whenever and wherever called for by the President and Vice President or by a majority of the Board of Directors. The Business to be conducted at any Special Meeting of this Affiliate shall be limited to the purposes specified in the notice thereof, and to such additional matters as the chairman of the Special Meeting of this Affiliate may rule to be germane to such purposes.

### **Section 4.03 Notices.**

Not less than fifteen (15) and not more than forty-five (45) days (inclusive of the date of the meeting) before the date of any meeting of this Affiliate, the Secretary or any other Officer of this Affiliate shall mail or personally deliver a written notice setting forth the time, place and general purpose of the meeting to each Member Organization. All notices shall be mailed either first class, postage prepaid, or electronically, to all of the board of directors of this affiliate, at their last address as shown on the records of this Affiliate. Any notice mailed to an affiliate director of a Member Organization shall constitute notice to all Registered Member Teams registered with USA Hockey, Inc. through that Member Organization.

### **Section 4.04 Waiver of Notice.**

Any Member Organization may waive call or notice of any Annual Meeting or Special Meeting of this Affiliate (or any adjournment thereof) at any time before, during or after it is held. Attendance of an affiliate director of a Member Organization at an Annual or Special meeting of this Affiliate shall constitute its waiver of call and notice of such meeting (and any adjournment thereof). The

attendance at any Annual or Special meeting of this Affiliate by any affiliate director of any Member Organization through which any Registered Member Team registered with USA Hockey, Inc. shall constitute attendance of that Registered Member Team at the meeting.

#### **Section 4.05 Quorum.**

At any Annual or Special meeting of this Affiliate, the presence of a majority of the duly elected Directors at the meeting shall constitute a quorum of the Members for all purposes. In the absence of a quorum, any Annual or Special meeting of this Affiliate may be adjourned by the chairman without notice other than announcement thereof at the meeting, until a quorum is formed. Once a quorum has been formed at any Annual or Special meeting of this Affiliate, the Members remaining in attendance may continue to transact business until adjournment, notwithstanding the departure of enough Members to leave less than a quorum. If an adjournment is for more than thirty (30) days a new notice of the meeting shall be given.

#### **Section 4.06 Informalities and Irregularities.**

All informalities and irregularities in the call or notice of a meeting of this Affiliate or in the areas of credentials, quorums, voting and similar matters shall be waived if no objection is made at the meeting.

#### **Section 4.07 Organization.**

At each meeting of the Affiliate, the President shall preside as chair of such meeting. If the President is absent the Vice President shall chair the meeting. In the absence of either officer the Board may appoint a Chair to preside. The Secretary shall keep the minutes thereof. At the first meeting after the Annual Meeting, once a new president is elected, if present, he or she will become chairman of such meeting. At the first meeting after the Annual Meeting, if a new Secretary is elected, if present, he or she will assume the duties of Secretary immediately

### **Article V. Board of Directors.**

#### **Section 5.01 Directors.**

The affairs of this Affiliate shall be governed by a Board of Directors who, once seated, represents all of the Registered Member Teams. The Board of Directors shall be constituted as follows:

- (a) Member Organization Directors. There shall be one class of Member Organization Directors for each Member Organization. The number of Directors from each Member Organization shall be determined as described in paragraph 5.01(b). All Directors from Member Organizations shall be elected by its Registered Member Teams eligible to vote for that class of Member Organization Directors. Member Organization Directors shall serve a term of two (2) years , concluding at the Annual Meeting. Member Organizations with more than one Director shall stagger their terms of office.
- (b) Each Member Organization registering more than 74 but fewer than 450 Registered Players shall be represented by one (1) Member Organization Director who shall represent the Registered Team Members of their organization. Member Organizations registering more than 450 players, but less than 900 players shall be entitled to a second Member Organization Director. Member Organizations registering more than 900 players but less than 1350 players shall be entitled to a third Member Organization Director. Member Organizations registering more than 1350 but less than 1800 players shall be entitled to a fourth Member Organization Director. Member organizations registering 1800 or more will be entitled to a fifth Member Organization Director. No Member Organization shall be entitled to more than five (5) Member Organization Directors and at no time can any one Member Organization hold equal to or more than 33.33% of the total votes on the Board of Directors. Additionally no Member Organization with direct jurisdiction over multiple associations can have more than 40% of the total votes on the Board of Directors.
- (c) Allied Member Organization Directors. Member Organizations with fewer than 75 registered players will be grouped together for the purpose of electing Allied Member Organization Directors who shall represent the registered Team Members of those Organizations. If the total number of registered players registered with those organizations is less than 75, there will be no Allied Member Organization Director. If the total number of Registered Players is 75 or more, there shall be one (1) Director. The Director of the Allied Organizations shall serve a term of two (2) years concluding at the annual meeting.
- (d) President Director. The President of this Organization must be a Director or President at the time of his or her election as President. The President shall serve a term of one 2 years , concluding at the Annual Meeting.
- (e) Ex Officio Directors. All USA Hockey, Inc. officials and representatives appointed, elected or employed by or through USA Hockey, Inc. for the primary purpose of assisting this Affiliate and its Members in carrying out the purposes of USA Hockey, Inc. shall be Ex Officio Directors. Ex Officio Directors shall not be entitled to vote on any matter and shall not be counted for purposes of determining a quorum or the result of any vote. By way of example, such persons shall include:

- (i) Arizona Associate Registrar;
  - (ii) Arizona Local Supervisor of Officials;
  - (iii) Arizona Coaching Achievement Program Director;
  - (iv) Arizona Initiation Program Administrator;
  - (v) Arizona Risk Manager; and
  - (vi) Arizona Director of Player and Coaching Development
- (f) At Large Directors. The Board of Directors of this Affiliate may appoint up to 3 At Large Directors. At Large Directors are persons from the community whom the Board determines would be able to provide assistance in the governing of the affairs of this Affiliate, but would not otherwise be eligible to be a member of the Board of Directors. At Large Directors shall not be entitled to vote on any matter or be counted for purposes of determining a quorum. At Large Directors shall have a term of one year, commencing on the date of their appointment.

## **Section 5.02 Registered Team Member Qualification.**

In order to qualify to be counted for the purposes of determining the number of Directors to be elected from any Member Organization, a registered Member, whether youth or adult, must have been registered through that Member Organization for the immediate past USA Hockey playing year, and have been a member in good standing of USA Hockey, this Affiliate, and the Member Organization on April 30 last preceding the election of such Directors. Any player that was an active member of more than one Member Organization shall be considered a member of each organization

## **Section 5.03 Nomination and Election of Directors**

Each Member Organization that qualifies for at least one director as determined by Section 5.01 shall hold an AAHA approved noticed democratic election for their Registered Members to fill that number of positions. The election shall be held prior to September 15 but at least two weeks after written ballots are provided to Registered Members. These elections shall conform to the following rules:

- (a) Announcement of candidates. A slate of candidates must be announced in writing to the membership at least two weeks prior to the election.
- (b) Election. The candidates for Directors shall be elected as Directors in descending order according to the number of votes received by each candidate. If there is a tie in the number of votes received between two or more candidates and there are fewer Director's positions to be filled than there are candidates who are tied, the voting shall continue among only those who are tied until the tie is broken and the number of Director's positions as provided for under these Bylaws has been filled.

- (c) Manner of Casting Votes. Each vote is cast by a Registered Members. Written ballots signed by the Registered Members must be presented so that a verifiable count of the votes cast can occur by this board.
- (d) Voting Eligibility. If the members elect their AAHA representatives, then each Registered Member registered with USA Hockey, Inc. through a Member Organization shall be eligible to vote for the Directors of that organization, but shall not be eligible to vote for any Director to be elected from any other Organization. Each Registered Member shall have a number of votes equal to the number of Directors to be elected from that Member Organization, but shall not be eligible to cast its votes cumulatively.

#### **Section 5.04 Expiration of Terms.**

Each Director's term shall expire at the Annual Meeting of this Affiliate upon completion of the election of Directors at the Annual Meeting.

If a Director fails to maintain a membership in good standing of a Member Organization, his/her term would expire and would need to be replaced.

#### **Section 5.05 Filling of Vacancies.**

If an elected Director ceases to serve as a Director, his/her successor shall be the candidate receiving the next highest number of votes in descending order in accordance with Section 5.03(b) of these Bylaws, and will serve the remainder of the original Director's term. In the event that the vacancy cannot be filled pursuant to 5.03(b), a new election shall be held in accordance with 5.03.

#### **Section 5.06 Additional Powers of the Board.**

In addition to the other powers stated herein or provided for by law, the Board of Directors by majority vote shall have the power to:

- (a) Exercise all powers, authority, rights, privileges and jurisdiction vested in or delegated to this Affiliate by USA Hockey, Inc.;
- (b) Formulated, prescribe, alter and amend these Bylaws and the Policies and Procedures for the government of this Affiliate;
- (c) Interpret, define and explain all of the provisions of these Bylaws and the Policies and Procedures of this Affiliate;
- (d) Appoint and remove any Officer of this Affiliate and define, restrict, enlarge or otherwise modify the powers and duties of any Officer of this Affiliate at any time;

- (e) Appoint committees from among its membership or otherwise employ individuals for the handling of special or specified business;
- (f) May appoint an Executive Committee, which shall consist of the officer directors of this organization plus one additional duly elected Director of this Affiliate, which shall have the authority to act on behalf of the Board of Directors in managing day to day activities and shall report to the Board of Directors any actions taken;
- (g) Dissolve or overrule any decision or action of any committee appointed by the Board of Directors;
- (h) Establish and define the rules and laws of amateur hockey for all amateur hockey competition subject to the jurisdiction of this Affiliate, as a supplement to the rules and laws of amateur hockey established and defined by USA Hockey, Inc.;
- (i) USA Hockey shall, with 14 days notice, have reasonable access during regular business hours to the articles of incorporation, bylaws, books, vouchers, receipts, records and Policies of any Member Organization. Any failure to honor such request may result in the suspension of such member organization determined by a majority of the board at the next regularly scheduled board meeting.

## **Article VI. Officers**

### **Section 6.01 Election or Appointment.**

The Board of Directors shall elect from its duly seated members a President, Vice-President, Secretary, Treasurer and such other Officers of this Affiliate as the Board of Directors may deem advisable from time to time from the elected directors. If the President of this Affiliate is elected from among the Directors, a successor Director shall be immediately elected in accordance with Section 5.03 of these Bylaws. The same person may hold the offices of Secretary and Treasurer. The regular election or appointment of Officers shall take place at each Annual Meeting of this Affiliate immediately following the seating of Directors, but election or appointment of any Officer may occur at any other meeting of the Board of Directors. A person elected or appointed to any office shall continue to hold that office until the election or appointment of their successor, resignation, removal or incapacity to fill the office. The winner of the election will be the candidate with the greatest number of votes provided such candidate carries a majority of the votes. In the case of a tie or a vote where the winning candidate does not carry a majority of the votes, if there are more than two candidates, there will be a runoff election between the two candidates with the most votes. If the runoff is tied, the President shall cast the deciding vote, if

he or she has been elected. If a President has not been elected the runoff election shall be repeated until a candidate is elected.

## **Section 6.02 President and Vice-Presidents.**

Unless otherwise specified by resolution of the Board of Directors, the President shall be the chief executive officer of this Affiliate. The President shall supervise the affairs and business of the Affiliate and the performance by all of its Officers of their respective duties, subject to the control of the Board of Directors. Any Vice-President, as designated by the Board of Directors, shall be vested with all of the powers and charged with all of the duties of the President in the event of their absence or inability to act. Unless otherwise specified by resolution of the Board of Directors, the President shall be the proper officer to represent and to cast any vote for this Affiliate at any meeting or function of USA Hockey, Inc. or any regional or district governing authority thereof which requires or allows for the representation of this Affiliate and to sign on behalf of this Affiliate all contracts, agreements, waivers, consents and other legal documents. When present, the president shall preside over all meetings of this Affiliate and all meetings of the Board of Directors.

## **Section 6.03 Secretary.**

The Secretary shall keep and distribute the minutes of all meetings of this Affiliate and of the Board of Directors and all unanimous consents of the Board of Directors and shall see that all notices relating to this Affiliate are duly given in accordance with the provisions of these Bylaws and as required by law. In case of the Secretary's absence or refusal or neglect to act, such minutes may be kept and such notices may be served by any other person designated by the President. The secretary shall be the custodian of the corporate seal and corporate records. The secretary shall certify all resolutions adopted by the Board of Directors and all Bylaws and Policies and Procedures, and all amendments or modifications thereof, adopted by the Board of Directors and shall thereupon record the same in the corporate records of this Affiliate.

## **Section 6.04 Treasurer.**

The treasurer shall keep full and accurate accounts of receipts and disbursements of this Affiliate in books belonging to this Affiliate, and shall cause all money and other valuable effects of this Affiliate to be deposited in the name of and to the credit of this Affiliate in such depositories, subject to withdrawal in such manner, as may be designated by the Board of Directors. The Treasurer shall render, at least annually, to the President, the Board of Directors and the Members of this Affiliate an account of all transactions of the Treasurer and of the financial condition of the Affiliate. The Board of Directors may hire an outside person or firm to assist the Treasurer with the duties outlined above.

## **Section 6.05 Filling of Vacancies.**

If any Officer ceases to serve as an Officer, their successor shall be elected in accordance with Section 6.01 of these Bylaws, and will serve the remainder of the original Officer's term.

## **Article VII. Meetings of the Board of Directors.**

### **Section 7.01 Regular Meetings**

A regular meeting of the Board of Directors shall be held as soon as reasonably practical after the adjournment of the Annual Meeting of the Affiliate. Additional regular meetings of the Board of Directors may be held at such times and places as the Board of Directors may determine. Once a regular meeting has been scheduled, it may not be postponed, cancelled or moved to another location without the consent of the number of Directors that would be required to constitute a quorum of the Board of Directors. The request to postpone, cancel or move the meeting may be made by any member of the Board of Directors to the Secretary, who will request the consent of the members of the Board of Directors. Such consent may be requested and given via mail, telephone or electronic mail. The secretary will then inform the Board of Directors of the outcome. Any postponement, cancellation or change of location must be confirmed no less than 48 hours prior to the original scheduled time.

### **Section 7.02 Special Meetings.**

Special Meetings of the Board of Directors may be held whenever and wherever called for by the President and Vice President or by a majority of the duly elected board of Directors that would be required to constitute a quorum of the Board of Directors. The business to be conducted at any special meeting shall be limited to the purposes specified in the notice thereof, and to such additional matters as the chairman of the special meeting may rule to be germane to such purposes.

### **Section 7.03 Notices.**

No notice need be given of any regular meeting of the Board of Directors or of any meeting of the Board of Directors which has been adjourned to a date less than forty-five (45) days after the adjournment, provided that the agenda for such meeting will not include any proposed change in or to these Bylaws. Not less than ten (10) and not more than thirty (30) days (inclusive of the date of the meeting) before the date of any other meeting of the Board of Directors, the Secretary or any other Officer of this Affiliate shall postal mail, electronically mail or personally deliver a written notice setting for the time, place and general

purpose of the meeting to each Director. All mailed notices shall be mailed first class, postage prepaid, to the Director at his or her last address as shown on the records of this Affiliate. Any change to the time, place or location of a noticeable meeting is subject to the same notice requirements.

#### **Section 7.04 Waiver of Notice.**

Any Director may waive call or notice of any meeting of the Board of Directors (or any adjournment thereof) at any time before, during or after it is held. Attendance of a director at a meeting shall constitute their waiver of call and notice of such meeting (and any adjournment thereof).

#### **Section 7.05 Quorum.**

At any meeting of the Board of Directors, the presence of a majority of the Directors entitled to vote at the meeting shall constitute a quorum of the Directors for all purposes. In the absence of a quorum, any meeting of the Board of Directors must be adjourned by the chairman without notice other than announcement thereof at the meeting, until a quorum is formed. Once a quorum has been formed at any meeting of the Board of Directors, the Directors remaining in attendance may continue to transact business until adjournment, not withstanding the departure of enough Directors to leave less than a quorum.

#### **Section 7.06 Informalities and Irregularities.**

All informalities and irregularities in the call or notice of a meeting of the Board of Directors or in the areas of credentials, voting and similar matters shall be waived if no objection is made at the meeting.

#### **Section 7.07 Power to Act Notwithstanding Vacancies.**

Pending the filling of vacancies in the Board of Directors, a majority of the current number of Directors may exercise the powers of the Board of Directors.

#### **Section 7.08 Action Without a Meeting.**

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to such action. Such consent may be executed in counterparts and shall have the same effect as a unanimous vote of the directors at a duly convened meeting.

#### **Section 7.09 Meetings by Conference Telephone.**

Any Director may participate in any meeting of the Board of Directors or any committee by means of a conference telephone or other similar communication equipment whereby all directors participating in such meeting can hear and speak to one another. Such participation shall constitute attendance in person at the meeting.

### **Section 7.10 Voting Procedures.**

Each director in attendance at a Board of Directors meeting (except for any Ex Officio or At Large Director) shall have one vote. At all meetings of the Board of Directors or any committee, voting shall be by voice vote, unless the participating Directors decide on a ballot. A decision at a meeting of the Board of Directors or a committee shall be made by a majority of votes cast, unless otherwise required by these Bylaws or any provision of the Policies and Procedures of this Affiliate. The President shall only vote in the case of a tie.

### **Section 7.11 Organization.**

At each meeting of the Board of Directors, the President shall preside as chair of such meeting. If the President is absent the Vice President shall chair the meeting. In the absence of either officer the Board may appoint a Chair to preside. The Secretary shall keep the minutes thereof. At the Annual Meeting, once a new president is elected, if present, he or she will become chairman of such meeting. At the Annual Meeting, if a new Secretary is elected, if present, he or she will assume the duties of Secretary immediately.

### **Section 7.12 Proxy Voting**

Directors may attend any Regular Meeting of the Board of Directors by Proxy to another member of his or her Member Organization. Any proxy shall be made in writing and signed by the Director giving such proxy, and shall state with specificity the person to exercise such proxy. Any proxy must contain the date of the Regular Meeting at which it is to be exercised, and shall be presented to the presiding officer prior to the meeting at which it is to be exercised. Proxy voting shall not be allowed at Special or Annual Meeting. Proxy voting shall not be permitted on any issue involving the amendment of the AAHA Bylaws. If a Director is going to miss a meeting, they must give a Proxy to a member of his or her Member Organization or to another Director of this Affiliate.

## **Article VIII. Requirements of USA Hockey, Inc.**

### **Section 8.01 USA Hockey, Inc. Preeminence.**

This Affiliate, an affiliate of USA Hockey, Inc. shall abide by and act in accordance with the Articles of Incorporation, Bylaws, Policies and Procedures, Playing Rules and decisions of the committees, councils and Board of Directors of USA Hockey, Inc., and such documents and decisions shall take precedence over and supercede all similar governing documents and, or, decisions of this Affiliate. Further, this Affiliate (a) shall assist USA Hockey, Inc., in the administration and enforcement of the provisions of the Bylaws, Policies and Procedures, Playing Rules and decisions of the Board of Directors of USA Hockey, Inc. within and upon its Members and, or, within its jurisdiction and (b) agrees to be guided by the following core values of USA Hockey, Inc.:

- (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) **INTEGRITY.** We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- (d) **PURSUIT 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 of his or her ability.
- (e) **ENJOYMENT.** It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- (f) **LOYALTY.** We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- (g) **TEAMWORK.** We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

### **Section 8.02 Indemnity.**

The Arizona Amateur Hockey Association, an Affiliate Association of USA Hockey Inc., shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the councils and committees of USA

Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorney's fees charges and expenses whatsoever, arising from the acts and omissions of this Affiliate, except to the extent (1) that USA Hockey or its above described representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (2) 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 USA Hockey. Further, this Affiliate understands and acknowledges that USA Hockey and its above described representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

### **Section 8.03 Equal Opportunity.**

This Affiliate shall provide an equal competitive opportunity, taking into account ability, size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur hockey competition without discrimination on the basis of race, color, religion, age, sex or national origin.

### **Section 8.04 Resolution of Grievances.**

- (a) This Affiliate shall adopt Policies and Procedures providing for the prompt and equitable resolution of grievances of any person or organization under the jurisdiction of this Affiliate which shall include provisions for a fair notice and opportunity for a hearing in connection therewith.
- (b) Appeals of suspensions or decision of the Board of Directors of AAHA must be in accordance with the Bylaws and rules of USA Hockey.

### **Section 8.05 Abuse.**

This Affiliate shall adopt Policies and Procedures prohibiting sexual and physical abuse which are within the guidelines of USA Hockey and meet the minimum criteria of any applicable statutory requirement.

### **Section 8.06 Tax Status.**

This Affiliate shall maintain its 501(c)3 status under the Internal Revenue Code.

## **Section 8.07 Sub-Affiliate Agreement.**

This Affiliate shall require all Member Organizations to enter into a Member Organization Agreement with the Affiliate.

## **Article IX. Indemnity and Insurance.**

### **Section 9.01 Indemnification of Directors and Officers.**

This Affiliate shall indemnify and hold harmless the Board of Directors of this Affiliate, and each member thereof, every committee of this Affiliate, and each member thereof, every Officer of this Corporation and all other elected, appointed, employed, or volunteer representatives of this Affiliate from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of this Affiliate or the performance of their respective duties in connection therewith, except to the extent (1) that any of the above described parties caused such claims, liability, judgments, costs, attorneys' fees, charges and expenses by their, its, his or her intentional neglect or default. Further, this Affiliate understands and acknowledges that the above described parties have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described by this Bylaw.

### **Section 9.02 Liability Insurance.**

This Affiliate shall at all times maintain coverage under (1) any available general liability insurance policy maintained by USA Hockey, Inc. and (2) such other policies as the Board of Directors deems advisable from time to time.

### **Section 9.03 Directors and Officers Insurance.**

This Affiliate shall purchase and maintain in full force and effect at all times Directors' and Officers' liability insurance and crime insurance, insuring its Directors and Officers and, to the extent that such insurance is not obtained through USA Hockey, Inc., naming USA Hockey Inc. as an additional insured.

**Article X. Contracts, Checks, Drafts, Bank Accounts.**

**Section 10.01 Execution of Contracts.**

Except as otherwise required by law or by these Bylaws, any contract or other instrument may be executed and delivered in the name of the Affiliate, and on its behalf by the President, or any officer or officers of the Board authorized to execute and deliver any contracts or other instrument in the name of the Affiliate and on its behalf; and such authority may be general or confined to specific instances as the Board may by resolution determine.

**Section 10.02 Loans.**

The Board shall not incur any single item of indebtedness in excess of \$10,000 without the consent of a two-thirds majority of all eligible votes at a duly noticed regular or special meeting of the Board.

**Section 10.03 Checks and Drafts.**

All checks, drafts, orders for the payment of money, and insurance certificates shall be assigned or endorsed by such officer or officers or agent or agents of the Affiliate and in such manner as shall, from time to time, be determined by resolution of the Board.

**Section 10.04 Deposits.**

All funds of the Affiliate not otherwise employed, shall be deposited, from time to time, to the credit of the Affiliate, or otherwise as the Board or the President shall direct, in such bank, trust companies, savings and loans Affiliate, or other depositories as the Board may select or as may be selected by any officer or officers of the Affiliate to whom power in that respect shall have been delegated by the Board. For the purpose of deposits and for the purpose of collection for the account of the Affiliate, checks, drafts, and other orders for the payment of monies that are payable to the order of the Affiliate may be endorsed, assigned and delivered by any officer or agent of the Affiliate.

**Section 10.05 Dealing with Interested Parties.**

This Affiliate, as an affiliate of USA Hockey, Inc. shall abide by and perform its duties in accordance with USA Hockey's bylaws, policies and rules on conflicts of interest in deciding matters of policy. No director shall have the right to vote on a matter in which he or she has a conflict of interest as defined by USA Hockey. Each director shall execute and provide to the Board a signed copy of USA Hockey's current Conflict of Interest Policy Form.

## **Section 10.06 Bank Accounts.**

No Committee may maintain a separate bank account without the prior approval of the Board. Any person or group authorized to maintain a bank account must submit to the Treasurer a monthly financial statement by the 15th of the month following and a full yearly statement for the fiscal year within 30 days after the end thereof. These shall be submitted in accordance with the Policies and Procedures as outlined by the Board.

## **Article XI. Liquidation.**

In the event of liquidation, dissolution or termination of this Affiliate, for any reason, any assets remaining after payment of creditors, shall be paid over to any organization exempt from taxation under §501(c)(3) of the Internal Revenue Code of 1986, as amended, as shall be selected by the Board of Directors, or failing such selection, as shall be selected by a Superior Court of the State of Arizona.

## **Article XII. Amendments.**

### **Section 12.01 Bylaws.**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the votes being cast by Directors at any regular or special meeting of the Board of Directors, provided that the amendment proposed is included in the notice of such meeting.

### **Section 12.02 Articles of Incorporation.**

The Articles of Incorporation of the Affiliate may be amended by a majority of the votes being cast by Directors at any regular or special meeting of the Board of Directors, provided that the amendment proposed is included in the notice of such meeting.

## **Article XIII. Effective Date.**

These amended and restated bylaws shall be effective as of December 14, 2005.

## **Article XIV. Miscellaneous**

### **Section 14.01 Successors.**

All references in the Bylaws to this Affiliate shall include all successors to this Affiliate, and all references in these bylaws to USA Hockey, Inc. shall include all successors to USA Hockey, Inc.

### **Section 14.02 Articles of Incorporation.**

All references in these Bylaws to the Articles of Incorporation of this Affiliate shall be deemed to refer to the Articles of Incorporation of this Affiliate and all amendments thereto on file with the Arizona Corporation Commission. The Articles of Incorporation of this Affiliate shall in all respects be senior and superior to these Bylaws, and in the event of any conflict or inconsistency between the Articles of Incorporation of this Affiliate and these Bylaws, the Articles of Incorporation of this Affiliate shall prevail.

### **Section 14.03 Seal.**

The Board of Directors may provide for a seal of this Affiliate, which shall have inscribed thereon the name of this Affiliate and the State and year of its incorporation.

### **Section 14.04 Publication.**

The Articles of Incorporation, Bylaws and Policies and Procedures of this Affiliate shall be published annually to the Members of this Affiliate.

### **Section 14.05 Parliamentary Authority.**

The rules contained in the current edition of The Modern Rules of Order shall govern the Affiliate in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these bylaws and any special rules of order the Affiliate may adopt.

**Certification.**

The undersigned hereby certify that the foregoing Bylaws were adopted by the Board of Directors of Arizona Amateur Hockey Association, Inc., at the regular meeting of the Board of Directors held at Scottsdale, Arizona on December 14, 2005.

By \_\_\_\_\_  
Jon Brooks , President

By \_\_\_\_\_  
Rick Van Fleet, Secretary