

Topeka Youth Hockey Association, Inc. By-Laws

Article I – Organization

Section 1: Name

The name of this corporation shall be Topeka Youth Hockey Association, Inc. (hereinafter referred to as “TYHA”).

Section 2: Registered Address

The registered address of the corporation shall be at a place selected by the Board of Directors as the affairs of the corporation require.

Section 3: Registered Agent

The registered agent shall be the Treasurer elected by the members of the corporation.

Section 4: Non-Profit Status

This corporation is organized as a State of Kansas non-profit organization upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

Section 5: Exempt Status

This corporation is organized and shall be operated exclusively as an exempt organization under the provisions of 501(c)(3) of the Internal Revenue Code of 1954, as amended and as may be amended in the future.

Section 6: Use of Funds

All funds and property of this corporation shall be used and distributed exclusively for carrying out the purposes of the corporation as set forth in Article II.

Section 7: Fiscal Year

The fiscal year of the corporation shall begin June 1 and on May 31 of the following year.

Section 8: Power to Borrow Money

The corporation may borrow money, and mortgage its property or issue a promissory note or bond for repayment with interest, at the recommendation of the Treasurer and with approval of two-thirds of the Board of Directors.

Section 9: Dissolution

In the event of liquidation or dissolution of this corporation, or in the event that it shall cease to carry out any of its purposes, all funds and property of the corporation shall be distributed to one or more non-profit corporation(s), each of which with purposes similar to those set forth in Article II and which are exempt organizations as set forth in Section 5 of this Article I, that the Board of Directors of this corporation may select, and in no event shall any of the funds or property be distributed to any member or used for any other purpose.

Section 10: Indemnification

The Corporation shall indemnify to the maximum extent legally permissible but not to the extent that the status of the Corporation as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code will be affected thereby, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

The Corporation shall similarly indemnify all other agents and representatives of the Corporation, including coaches who in good faith are acting within their authority and are not guilty of negligence or misconduct in the performance of their duties.

Section 11: Director's and Officers' Insurance

The corporation may provide liability insurance for every director and every officer of the corporation for the same purposes provided above in Section 11 and in such amounts as may be reasonable to insure against potential liability arising out of the performance of their respective duties. No director or officer shall collect for the same expense or liability under Section 11 above and under this Section 12; however, to the extent that the liability insurance provided herein to a director or officer was not waived by such director or officer and is inadequate to pay any expenses or liabilities otherwise properly indemnifiable under the terms hereof, a director or officer shall be reimbursed or indemnified only for such excess amounts under Section 11.

Article II – Purpose

Section 1: Purpose

Topeka Youth Hockey Association, Inc. (TYHA) is a non-profit organization operating amateur hockey programs for the benefit of the people in the greater Topeka metropolitan area and the surrounding region. The purposes of the corporation are:

1. To develop character, sportsmanship, and physical fitness among its participants;
2. To promote, encourage, and improve the standard of amateur hockey;
3. To associate with other hockey associations
4. To conduct an amateur hockey program consistent with the rules and regulations of the Amateur Hockey Association of the United States; and
5. To perform or participate in other activities that will aid in reaching these objectives.

In carrying out the above purpose, TYHA shall limit all its activities to the fostering of national or international amateur sports competition within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III – Membership

Section 1: Qualifications for Membership

A member is:

1. A participant in the hockey programs operated by the corporation;
2. One parent, step parent, or guardian of each minor child participating in the hockey programs operated by the corporation (e.g. if a family has two children

playing in the hockey programs, then that family will be entitled to have two parents, step parents or guardians be members of the organization); or

3. any other person

who pays the membership fee established by the Board of Directors, and is approved for membership by the Board. The term of membership is the fiscal year of the Corporation. Funds contributed to the Corporation as part of a fund raising activity does not entitle the contributor to any benefits of membership.

Section 2: Procedure for Gaining Membership

Any individual (either adult or minor child) that applies for membership in the corporation shall be admitted only after approval by a majority vote of the Board of Directors of the corporation. The applicant must submit an application for membership in the corporation in a form satisfactory to the corporation and shall pay an annual membership fee as set by the Board. All applications by a minor must be co-signed by the parent or legal guardian of said minor. Following receipt of such application, the Board of Directors shall exercise its absolute discretion which shall be conclusive upon the Corporation and said applicant, as to whether to accept or reject the applicant. This corporation, being a voluntary organization, shall have the right, through the Board of Directors, to accept or reject membership for any individual, person or group of persons, provided that such membership shall not be denied by reason of race, color, creed, sex or national origin.

Section 3: Membership in Good Standing

Membership in good standing will consist of:

1. application for membership completed and approved by the Board of Directors;
2. all financial obligations to the Corporation are met; and
3. conduct is consistent with the standards and goals of the corporation, as determined by the Board of Directors.

Section 4: Non-Voting Membership

The Board of Directors may create other types of non-voting membership as the need arises.

Section 5: Expulsion

A member may be expelled, after due notice and an opportunity for hearing, for conduct detrimental to the corporation, by the vote of two thirds of the Board of Directors. The Secretary shall provide at least ten days notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at that meeting, and to present others to testify in his or her behalf, prior to any final disposition by the Board of Directors.

Section 6: Voting Rights

Each member in good standing at least 18 years of age and in attendance at the Annual Meeting shall be entitled to one vote by secret ballot in the election of members as officers or directors on the Board of Directors.

Section 7: Right to Hold Office

Each member in good standing at least 18 years of age is entitled to run for election as an Officer of the corporation or any other position on the Board of Directors under the procedures established by these By-Laws.

Section 8: Referenda

Upon the request in writing of one quarter of the membership, the Board of Directors shall, or upon its own initiative may, submit any question to the members for a mail referendum vote.

Section 9: Activities Fund

Any person, association, partnership, corporation, or estate may establish or contribute toward an activities fund administered solely by the Board of Directors or its designate, to further the purposes of the corporation. The Board has the discretion to accept or reject any contributions toward this fund. Contributions toward such a fund shall carry with it no voting rights or other privileges of membership.

Section 10: Annual Meeting

The Annual Meeting of the membership shall be held during the month of April at a place and time determined by the Board of Directors. The new Board of Directors will assume office at the beginning of the fiscal year.

Section 11: Special Meetings of the Corporation

Within 10 days of receiving a legitimate request for a special meeting of the corporation, the President shall announce the date, time and location of a special meeting of the corporation. A request for special meeting of the corporation will be considered legitimate when: a) evidence is presented of a majority vote of the filled positions of the Board of Directors entitled to vote requesting the meeting, or b) when petitioned by one quarter of the membership of the Corporation.

Section 12: Notice and Quorum

At least fifteen days prior to the Annual Meeting, written notice of the time and place shall be mailed to the address of each member in good standing entitled to vote at the meeting. The notice of the Annual Meeting shall include the list of members who have

announced to the Board, through the Secretary or President, their intention to run for positions on the Board of Directors, and the text of any amendments to the By-Laws which will be presented for approval at that meeting. The members present at the Annual Meeting shall constitute a quorum.

Section 13: Order of Business

The order of business at the Annual Meeting, unless amended by majority vote of the members present, shall be as follows:

1. Call to Order
2. Minutes of the last Annual Meeting
3. Treasurer's Report
4. Standing Committee Reports
5. Other Committee Reports
6. Nominations for Election to the Board of Directors
7. Election of Members to the Board of Directors
8. Other Business
9. Adjournment

Article IV – Board of Directors

Section 1: Board of Directors

The property and affairs of the TYHA shall be managed by a Board of Directors composed of four elected officers (President, Vice-President, Secretary and Treasurer), not more than 12 elected Directors, two Board appointed Directors and the Past President, as defined in Article V, Section 9. The presiding officer of any meeting will be a non-voting member during that meeting except when a vote is needed to break a tie.

Section 2: Election of Officers and Directors

Officers and directors shall be elected at the Annual Meeting to a term of one year. An officer or director may succeed himself/herself for an indefinite number of terms.

When the position of President, Vice-President, Secretary, Treasurer, Director of Officials, or Director of Training and Development is vacant, the Board of Directors shall appoint a member to serve the remainder of the term.

When any position on the Board of Directors, other than those specifically designated in the above paragraph, is vacant, the Board of Directors may, in its sole discretion, appoint a member to serve the remainder of the term.

Section 3: Terms of Office

Officers and directors at the Annual Meeting serve for one year, with their terms expiring at the end of the fiscal year. Directors appointed by the Board of Director to perform special functions serve only until the next Annual Meeting.

Section 4: Duties of the Board of Directors

The duties of the Board of Directors shall include:

1. To fill any vacancies which may occur in the Board of Directors;
2. To manage the business, property and affairs of the corporation;
3. To formulate the policies and determine the overall conduct and standards of the hockey program which shall be administered by the officers;
4. To adopt a budget and set fees for the hockey programs;
5. To study for approval by the Board of Directors proposals to amend or revise the corporations By-Laws, rules or regulations;
6. To create and appoint committees; and
7. To hear and rule on appeals.

Section 5: Regular Meetings

Regular meetings of the Board of Directors shall be held monthly at a time and place determined by the Board. The Secretary shall notify all members of the Board of the date, time and place of each meeting.

Section 6: Special Meetings

Special meetings of the Board of Directors may be called by the President, or at the written request, to the President, of at least four members of the Board. The Secretary shall notify members of the Board of the date, time and place of the meeting at least five days in advance.

Section 7: Quorum

At least one person more than 50% of the filled positions of the Board eligible to vote, must be present to constitute a quorum at any regular or special meeting.

Section 8: Order of Business

The order of business for meetings of the Board of Directors shall be as follows:

1. Roll call of Board of Directors
2. Minutes of the previous meeting
3. Treasurer's report
4. Communications
5. Committee Reports
6. Old Business

7. New Business
8. Adjournment

Section 9: Parliamentary Procedure

All meetings shall be governed by rules of parliamentary procedure. Roberts Rules of Order shall govern questions of procedure. Minutes of the regular meetings of any previous Board of Directors will not be binding on the corporation and its current membership unless these proceedings are adopted and printed as Bylaws/Articles of Incorporation, Amendments to Bylaws, or General Operating Rules of the Corporation.

Section 10: Limited Liability

No officer or director shall be liable in any manner for any debts or obligations of the corporation and shall not be subject to any manner of assessment by virtue of his membership.

Section 11: Resignation

Any member of the Board of Directors may resign and/or withdraw from membership in the corporation at any time, upon written notice of his/her desire to do so delivered to the President or Secretary of the corporation.

Section 12: Expulsion

Any director or officer shall be subject to review for removal from the Board upon missing three Board meetings within a fiscal year, or for failure to discharge the normal duties of a Board member, or for conduct detrimental to the corporation, after due notice and opportunity for a hearing, by a vote of two-thirds of the Board of Directors at any regular or special meeting of the Board. The Secretary shall provide at least ten days notice to the person subject to review and to members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at the meeting, and to present others to testify in his/her behalf, prior to any final disposition by the Board.

Section 13: Compensation of Officers and Directors

No officer, director or member of the corporation shall be entitled to compensation for any work performed on behalf of the corporation.

This provision shall not prohibit the corporation from reimbursing any officer, director, member or any other person for any actual expenses expended on behalf of the corporation, provided the expense is: 1) properly documented with a written receipt, 2) reasonable in amount, as determined by the Board of Directors, and 3) was incurred in furtherance of the purpose of the corporation, as determined by the Board of Directors.

Article V – Officers and Administrators

Section 1: President

The duties of the President shall include, but be limited to, the following

1. To preside at all regular or special meetings of the membership or Board;
2. To call special meetings of the corporation or Board;
3. To make decisions on questions not provided for in the By-Laws or rules until the next regular or special meeting of the Board of Directors;
4. To represent, or designate suitable representation for this corporation at other hockey meetings;
5. To appoint Chairpersons of the standing committees of the corporation, subject to approval of the Board of Directors;
6. To provide an Annual Report of the affairs of the Corporation, to be presented to the membership at the Annual Meeting; and
7. Other duties as assigned by the Board of Directors.

Section 2: Vice-President

The duties of the Vice-President shall include, but not be limited to, the following:

1. To assume the duties and powers of the President in his/her absence; and
2. Other duties as assigned by the President or the Board of Directors.

Section 3: Secretary

The duties of the Secretary shall include, but not be limited to, the following:

1. To record the attendance and Minutes of all regular or special meetings of the Board or the membership;
2. To assume responsibility for the corporation's correspondence;
3. To maintain the corporation's official records;
4. To receive and register all memberships of the corporation;
5. To notify the membership of the Corporation of the date, time and location of the Annual Meeting or any special corporation meetings;
6. To notify the members of the Board of Directors of all regular and special meetings of the Corporation;
7. To advise the Board of Directors on a regular basis of absences of the members of the Board and any given reasons for these absences; and
8. Other duties as assigned by the Board of Directors.

Section 4: Treasurer

The duties of the Treasurer shall include, but not be limited to, the following:

1. To receive all funds due the corporation and deposit them into a chartered bank or banks. The Treasurer shall furnish a security bond as the Board of Directors shall deem necessary, the cost of which shall be paid by the corporation;

2. To pay the rightful obligations of the corporation, as approved by the Board of Directors;
3. To provide a regular quarterly report and an Annual Report as to the financial condition of the corporation to the Board of Directors. The Annual Report shall be available to any members in good standing on their request. The Treasurer shall, at the request of the Board of Directors, prepare and submit to the Board of Directors a report of financial condition for the current fiscal year;
4. To prepare and file any financial reports that may be required by state or federal regulations;
5. To keep and maintain ledgers and other books of account, which may be audited at the request of the Board of Directors;
6. To preside over meetings in the absence of the President, Vice-President and Past President;
7. To arrange for insurance with appropriate carriers as approved by the Board of Directors; and
8. Other duties as assigned by the Board of Directors.

Section 5: Division Directors

Division Directors will be elected to one year terms on the Board of Directors by the members of the corporation at the Annual Meeting, for each of the following Age Divisions (based on the age of the player as of January 1 for the year in which the season will conclude, or as amended by the Amateur Hockey Association of the United States):

1. Atoms (under age 6)
2. Mite (age 8 and under)
3. Squirt (age 10 and under)
4. Pee Wee (age 12 and under)
5. Bantam (age 14 and under)
6. Midget (age 17 and under)

If, due to insufficient registrations, the Board of Directors decides to combine the age divisions, the Division Directors will serve as Co-Directors of the Division with equal status on the Board.

Duties of the Division Directors shall include:

1. Representing their Divisions and reporting all business in meetings of the Board of Directors and the corporation;
2. Ensuring that arrangements are made for the operation of their Divisions, including but not limited to: team assignments, scheduling of games and practices, and serving as a liaison to the Board of Directors for coaches, officials and parents; and
3. Other duties as assigned by the Board of Directors.

Section 6: Director of Officials

The Director of Officials shall be appointed to the Board of Directors by the Board, with duties to include, but not be limited to, the following:

1. Ensuring that training, clinics and certification are made available for all game officials;
2. Scheduling game officials and supporting officials (score keeper, clock operator, etc.);
3. Arranging the check-in and check-out of any and all league equipment;
4. Ensuring that all participants adhere to the safety requirements of USA Hockey and any other requirements adopted by the Rules of the Corporation;
5. Acquire and distribute current playing rules of USA Hockey to all coaches and all members of the Board of Directors, and ensuring that a copy of these rules is available at all times in the playing facilities used by the corporation;
6. Informing all teams from visiting organizations of any special playing rules adopted by the corporation; and
7. Other duties as assigned by the Board of Directors.

Section 7: Director of Training and Development

The Director of Training and Development shall be appointed to the Board of Directors by the Board, with duties to include, but not be limited to, the following:

1. Ensuring that training clinics are made available for players;
2. Ensuring that training clinics and coaching certification are made available for all coaches;
3. Serving as a resource person to coaches and the Board of Directors regarding a continuing development program for players and coaches;
4. Serving as League Director for a non-competitive Instructional League for new members of the corporation, if applicable during the current year; and
5. Other duties as assigned by the Board of Directors.

Section 8: Additional Directors

Additional Directors will be elected to one year terms on the Board of Directors by the members of the corporation at the Annual Meeting for each of the following areas of responsibility:

1. Director of Marketing/Registration
2. Director of Publicity/Newsletter
3. Director of Sponsorships
4. Director of Fundraising
5. Director of Scheduling/Travel Teams

Their responsibilities will be to lead the corporation in their specific function area as well as to perform other duties as assigned by the President or Board of Directors.

Section 9: Past President

The Past President will serve on the Board of Directors as an ex officio member of the Board. If the immediate Past President holds another position on the current Board of Directors, the immediately previous election President will serve in this position. In all other instances, this position will not be filled. The responsibilities of the Past President shall include, but not be limited to, the following:

1. To serve as an advisor to the President with respect to the duties and responsibilities of the office;
2. To act as Parliamentarian for regular and special meetings of the Board of Directors and the corporation;
3. To preside over meetings in the absence of the President and Vice-President; and
4. Other duties as assigned by the Board of Directors.

Article VI – Amendments and General Operating Rules

Section 1: Amending the By-laws

The By-laws of the corporation may be amended by a 2/3 majority vote of members' votes cast at the Annual Meeting of the corporation, provided all members are given at least 15 days advance notice of the proposed change, or at a special meeting with the same notice requirements as the Annual Meeting.

Section 2: General Operating Rules and Policies

General operating rules of the corporation will establish administrative procedures, policies, playing rules and division rules particular to this Corporation which shall be consistent with the By-laws of the corporation. The Board of Directors shall have the authority to add, change or delete general operating rules and policies of the corporation by majority vote. Any administrative and playing rules of the corporation must be printed and distributed to all coaches, game officials, and members of the Board of Directors. A copy of any corporation rules must be readily available at playing facilities used by the corporation.

Section 3: Procedure for Rule Changes

Potential rule changes shall be submitted to the Board of Directors or a committee named by the Board of Directors, for screening, evaluation and recommended action. Corporation rules governing play of the game may not be made once the season has begun, except to address issues of participant safety.

Section 4: Petition for Rule Changes

A petition signed by 25 percent of the corporation's membership can require a proposed rule change be voted on by the corporation members and passed by a majority vote of the

members present. Such a petition must be read at a meeting not less than 30 days prior to being put to a vote.

Article VII – Legal Counsel

Section 1: Legal Counsel

A lawyer or legal counsel may be retained in an advisory capacity by the Board of Directors.

Article VIII – One-Time Authority to Adopt By-laws

Section 1: Procedure for Adopting By-laws

The Board of Directors is hereby given one-time power to adopt these By-laws upon incorporation of Topeka Youth Hockey Association, Inc.