

CONSTITUTION OF THE CENTRAL UPPER PENINSULA HOCKEY LEAGUE

Founding Constitution: September 1989

First Revision: October 1, 1995

Second Revision: April 16, 2011

ARTICLE I: NAME

The legal name of this organization shall be Central Upper Peninsula Hockey League. For brevity purposes on any written documents, it may be referred to as CUPHL.

ARTICLE II: PURPOSE

The purpose of the CUPHL shall be the promotion of wholesome hockey relationships among its members and to secure such other advantages as may be properly attained by a union of effort.

ARTICLE III: LEVEL OF COMPETITION

CUPHL will offer competition in the Michigan Amateur Hockey Association (MAHA) B and BB Divisions, for both boys and girls, as demand exists.

ARTICLE IV: MEMBERSHIP

Section 1. Charter Members: The charter members of the CUPHL shall be Dickinson, Escanaba, Iron Range, Manistique, Marinette-Menominee and Marquette junior hockey associations.

Section 2. Additional Members: Associations seeking admittance to the CUPHL shall be admitted upon a secret ballot approval of a majority of those members present.

Section 3. Performance Bond: Upon entry into the CUPHL, each member shall pay a \$200 fee to the CUPHL, which will function as a performance bond. Each member association must maintain its bond at the prescribed \$200 level in order to retain status as a member in good standing. Bond fees are payable to the CUPHL Vice Commissioner-Treasurer.

ARTICLE V: GOVERNMENT

Section 1. Controlling Entity: The government and control of the CUPHL shall be vested in a Board of Directors. The Board of Directors shall make all rules and regulations that it deems necessary or proper for the government of the CUPHL, the orderly conduct of its affairs and the management of its property. The Board of Directors shall elect an Executive Committee from its membership to manage its daily operational affairs.

Section 2. Income and Expenses: All funds, monies, property or income from activities of the CUPHL shall be expended for such purposes as are authorized by the Board of Directors. The Board of Directors shall authorize payment of expenses that may, from time to time, become necessary.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Composition of Board: The Board of Directors shall consist of one representative from each member association, who has been appointed to such representative positions from their associations' voting membership.

Section 2. Term of Office: Each member association shall annually appoint a representative to the CUPHL, and such representative shall serve as a member of the Board of Directors.

Section 3. Qualifications: All members of the Board of Directors shall be members in good standing in their individual home associations, MAHA, and in the CUPHL. Any Board of Directors member who becomes a member not in good standing shall be deemed to have resigned from the Board, and that particular association must appoint a new representative. In the event that a member association becomes a member not in good standing, that association, and consequently its representative Board member, shall be deemed to have resigned their membership from the CUPHL. Board of Directors approval shall be required if reinstatement of CUPHL membership is requested.

Section 4. Powers: The CUPHL's Board of Directors shall have all the usual powers as have directors of a business organization, and shall constitute the immediate government of the CUPHL and direct its affairs through an Executive Committee composed of its elected Officers.

Section 5. Duties: The primary duties of CUPHL Board of Directors members are as follows:

- a) Represent their home member associations to the CUPHL, and represent the CUPHL to their home member associations. In this liaison capacity, Directors must ensure that their home associations participating teams understand and follow CUPHL requirements and rules, and penalties involved for violation of same.
- b) Distribute copies of CUPHL By-Laws and other materials to their division directors, coordinators, coaches and team officials, and ensure they understand same.
- c) Schedule or assist their association's Schedulers in setting up CUPHL games.
- d) Generally oversee and direct their home association's participation in the CUPHL.

Section 6. Board of Directors Members as Officers and Representatives: A member of the Board of Directors may simultaneously hold position as an association representative and also hold elected position as a CUPHL Officer. A Board of Directors member who is elected a CUPHL Officer may also elect to resign as the association's representative, necessitating appointment of a new representative by the affected association.

Section 7. Voting: Each member association, which is officially represented at a CUPHL Board of Directors meeting, shall be entitled to one vote on any matter called to a vote.

Section 8. Protection of Directors: No personal contributions shall be required of any CUPHL Directors. Except as required by law, there shall be no personal liability on the part of CUPHL Directors, and the CUPHL shall indemnify its Directors as provided in this Constitution.

ARTICLE VII: OFFICERS

Section 1. Number and Selection: CUPHL Officers shall comprise the Executive Committee of the Board of Directors, which shall consist of the following three elected positions: Commissioner, Vice Commissioner-Treasurer, and Secretary-Statistician. These Officers shall be elected yearly at the Annual Meeting of the Board of Directors, by the Board of Directors, and shall assume their positions immediately.

Section 2. Commissioner: The duties of the Commissioner shall be as follows:

- a) Supervise the affairs and activities of the CUPHL;
- b) Represent the CUPHL within the hockey community;
- c) Preside over and maintain order at all CUPHL meetings;
- d) Supervise and assist, as needed, the other Officers in the performance of their duties.

Section 3. Vice Commissioner-Treasurer: The duties of the Vice Commissioner-Treasurer shall be as follows:

- a) Perform the duties of the Commissioner in his absence;
- b) Respond to and manage any inquiries, protests, or other matters directed the CUPHL Executive Committee which are not specifically designated to the Commissioner or the Secretary-Statistician;
- c) As necessary, assist other Officers with their duties;
- d) Assist in maintaining good financial structure;
- e) Report semi-annually on the financial status of the CUPHL;
- f) Issue notice of due performance bonds, fees and fines owed to the CUPHL, and be responsible for their collection and proper deposit;
- g) Maintain records of all monies owed by or to the CUPHL;
- h) Maintain a record of CUPHL assets and their location.

Section 4. Secretary-Statistician: The duties of the Secretary-Statistician shall be as follows:

- a) Keep records of CUPHL correspondence;
- b) Prepare meeting agendas with the Commissioner;
- c) Respond to and manage any inquiries, protests, or other matters directed the CUPHL Executive Committee which are not specifically designated to the Commissioner or the Vice Commissioner-Treasurer;
- d) Maintain and provide, as required, copies of CUPHL Constitution and By-Laws, membership records, attendance records, meeting notes, and calendar;
- e) Answer received correspondence promptly, and provide copies of same to Officers and Directors as necessary;
- f) Maintain and publish CUPHL game competition records and standings.

Section 5. Responsibilities: The Officers and Board of Directors members shall use their best efforts to carry out in good faith the purposes of the CUPHL, and to exercise the powers and responsibilities expressed in the CUPHL's Constitution and By-Laws in such a manner as to benefit all its members.

ARTICLE VIII: MEETINGS

Section 1. Meetings, Quorum and Voting of the Board of Directors:

- a) The Board of Directors and its Officers shall meet at least twice during a calendar year, in the spring and in the fall. The spring meeting will be the Annual Meeting and the fall meeting will be the Scheduling Meeting. The Commissioner may schedule other regular or special meetings during the year. Additionally, the Board of Directors may have special meetings at the request of a majority of its membership.
- b) The required quorum for the transaction of CUPHL Board of Directors business shall be a simple majority of the Board's membership.
- c) At all meetings of the Board of Directors, business shall be transacted by a majority vote of the Directors present, and such vote shall be deemed a unanimous action of the full Board of Directors.
- d) Each CUPHL member association may vote on issues through its representative present at such meeting, and who may be either a Director or an Officer. In the absence of such a representative, a member association may send a substitute representative who may vote at the meeting, providing the substitute meets the eligibility requirements detailed in Article VI, Section 3.

Section 2. Annual (Spring) Meeting: The CUPHL's Annual Meeting shall be held in the spring of each year to receive any newly appointed Directors, elect Officers, receive the Commissioner's annual report and transact any other necessary business.

Section 3. Scheduling (Fall) Meeting: The CUPHL's Scheduling Meeting shall be held in the fall of each year to draw up the season's playing schedule and transact any other necessary business.

Section 4. Notice of Meeting:

- a) Notice of Annual, Scheduling, Regular and Special Meetings of the CUPHL's Board of Directors shall be given by the Secretary-Statistician or Commissioner to those concerned at least 10 days prior to the meeting. It shall be each Director's responsibility to notify their association if a substitute will be required.
- b) All Officers and Directors shall file with the Secretary-Statistician their current e-mail address and preferred telephone numbers, and subsequent changes thereto. In bona-fide emergency situations, the Commissioner may authorize notice of meeting to be accomplished by telephone calls to the previously mentioned CUPHL officials.
- c) Notice of meetings shall include date/time/place of meeting and the agenda. Failure to include any item on the agenda shall not prevent its consideration at such meeting unless objected to by a majority of those present eligible to cast votes at such meeting.

ARTICLE IX: COMMITTEES

The Commissioner shall appoint, with the approval of the Board of Directors, such special committees as may be required from time to time, to assist the Board. The Commissioner and Vice Commissioner-Treasurer shall be ex-officio members of all committees.

ARTICLE X: REPORTS

At the Spring Annual Meeting, the Commissioner shall present an annual report to the CUPHL Board of Directors, reviewing the past year. This annual report shall include a financial report prepared by the Vice Commissioner-Treasurer, and a season summary provided by the Secretary-Statistician. Additional and current financial reports shall be made available to the Officers, Board of Directors members or any other legally entitled entity, in such form and at such times as may be requested.

ARTICLE XI: GIFTS

The Board of Directors of the CUPHL is empowered to accept and use donations of money, personal property or real estate, or otherwise hold title thereto, for the benefit and purposes of the CUPHL. Such accepted donations, gifts or bequests shall be used in accordance with any terms attached thereto, provided such terms are not inconsistent with the stated purposes of the CUPHL.

ARTICLE XII: AUTHORITY TO BIND

No one shall contract for or incur any debt, or enter into any agreement or otherwise obligate the CUPHL, except by authority of the Board of Directors.

ARTICLE XIII: RULES OF ORDER

Robert's Rules of Order shall govern proceedings of meetings of the CUPHL, except as specifically provided by this Constitution.

ARTICLE XIV: DELEGATIONS

The Commissioner as necessary, subject to Board of Directors approval, shall appoint delegations or special committees to represent the CUPHL at any meeting, assembly or convention. Such representative bodies shall exercise only those powers specifically vested to it by the Board of Directors.

ARTICLE XV: REMOVAL FROM OFFICE

Section 1. Cause For Removal: Any CUPHL Officer or Director may be removed from office for failure to fulfill the duties of said office, or for conduct detrimental to the best interests of the CUPHL.

Section 2. Procedure for Removal and Voting: Mandatory procedural steps are as follows:

- a) A petition stating the charge or charges, signed by at least one member of the Board of Directors, shall be filed with the Secretary-Statistician.
- b) The Secretary-Statistician shall then schedule a Special Meeting of the Board of Directors to deliberate and take action on the charges. Such Special Meeting notices shall include in the agenda what the specific charges are, and must be communicated to the Board at least 10 days prior to the meeting date. If the accused is the Secretary-Statistician, then the Vice Commissioner-Treasurer shall receive, schedule, prepare and communicate the petitions and meeting notices. The Commissioner shall chair such Special Meetings. If the accused is the Commissioner, then the Vice Commissioner-Treasurer will chair the meeting.
- c) The accusing petitioner(s) shall present their case first. The accused Officer or Director shall be heard second. Lastly, the Board of Directors shall vote on the matter by secret ballot. Even if holding a Director position, the accused shall not be eligible to vote. Of those Directors voting, a minimum 2/3 vote in favor of the petition shall be required to remove the accused Officer or Director from office. If the accused voted from office was an Officer, then the Board of Directors would be required to immediately fill such vacancy by election from its ranks, or as soon thereafter as possible. If the accused voted from the Board was not an Officer, the association must appoint a new Director.
- d) No removal preceding shall be based on the same evidence more than once.

ARTICLE XVI: COMPENSATION OF DIRECTORS AND OFFICERS

CUPHL Directors and Officers shall not receive compensation for the performance of their official duties. Exception: Directors and Officers may be reimbursed for actual expenses incurred on behalf of the CUPHL, upon approval by a majority of Directors present at any Regular or Special Meeting.

ARTICLE XVII: ACTION WITHOUT MEETING

The Board of Directors may take any required action without meeting if all Directors consent to such action in writing. The written Consents shall be filed with and become part of the minutes or notes of such meeting, and shall have the same force and effect as a vote of Directors physically present at a legal meeting.

ARTICLE XVIII: INDEMNIFICATION

Section 1. Discharge of Duties: Each Officer and Director of the CUPHL shall discharge their official duties in good faith and with the diligence, care and skill, which an ordinary prudent person would exercise under similar circumstances.

Section 2. Indemnification: Circumstances For: The CUPHL shall have the power to indemnify any person who was or is a party to, or is threatened to be made a party to any threatened, completed or pending action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the CUPHL, by reason of the fact that he/she is or was an Officer, Director, employee or agent of the CUPHL, against expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the CUPHL, and with respect to any criminal action or proceeding, that there is no reasonable cause to believe his/her conduct was unlawful.

Section 3. Indemnification: Circumstances Against: The CUPHL shall have the power to indemnify any person who was or is a party to, or is threatened to be made a party to any threatened, pending or completed action or suit, by or in the right of CUPHL, to procure a judgment in its favor by reason of the fact that he/she is or was an Officer, Director, employee or agent of the CUPHL, against expenses, including reasonable attorney's fees actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the CUPHL; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjured to be liable for negligence or misconduct in the performance of his/her official duties, unless, and only to the extent that, the Court in which action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

Section 4. Indemnification: Procedure to Implement and Limitation: To the extent that an Officer, Director, employee or agent of the CUPHL has been successful on the merits, or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including reasonable attorney's fees, actually and reasonably incurred by him/ her in connection therewith. Any indemnification hereunder shall be made by the CUPHL only as authorized in the specific case upon which a determination that indemnification of the Officer, Director, employee or agent is proper in the circumstances because he/she met the applicable standards of conduct set forth herein. Such determination shall be made either by majority vote of the Board of Directors, consisting of Directors who were not parties to said action, suit or proceeding; or if a majority of disinterested Directors is not obtainable, or if directed by a majority of disinterested Directors, by independent legal counsel in a written opinion. The liability of the CUPHL for indemnification hereunder shall be limited by the financial ability of CUPHL to provide such indemnification, and such financial ability shall be considered by the Board of Directors or independent legal counsel determining indemnification as hereinbefore provided.

Section 5. Indemnification: Payment of Expenses Prior to Determination; Repayment: Expenses incurred in defending a civil or criminal action, suit or proceeding as hereinbefore described, may be paid by CUPHL in advance of final disposition of such action, suit or proceeding, as authorized in the same manner as indemnification upon receipt of an undertaking by, or on behalf of, an Officer, Director, employee or agent, to repay such amount, unless it shall ultimately be determined that such person is entitled to indemnification by the CUPHL.

Section 6: Indemnification: Continuance; Insurance: The indemnification provided herein continues as to a person who has ceased to be an Officer, Director, employee or agent, and shall inure to the benefit of his/her heirs, executors and administrators. The CUPHL shall have the power to purchase and maintain insurance on behalf of any person who is, or was, an Officer, Director, employee or agent of the CUPHL, against any liability asserted against him/her and incurred by his/her in any such capacity or arising out of his/her status as such.

ARTICLE XIX: AMENDMENTS

This Constitution and CUPHL By-Laws may be amended by a minimum 2/3 favorable vote of the Board of Directors at either the Spring Annual Meeting or the Fall Scheduling Meeting, provided that written notice of the proposed action has been given to each Director and Officer at least 10 days prior thereto.

ARTICLE XX: DISSOLUTION

The Board of Directors may, by unanimous vote, direct that the CUPHL be liquidated or dissolved, and in such case, the assets of the CUPHL shall be used in the following manner and priority:

- a) First: Retire all outstanding debts incurred by the CUPHL;
- b) Second: Divide the remaining assets of the CUPHL equally among all remaining member associations, provided that the member associations have first met all conditions of the existing Constitution and By-Laws.

Liquidation and dissolution may also occur as provided by the State of Michigan and the United States.