

By-Laws of Missouri Amateur Ice Hockey Association (Youth Division)

April 8, 2011

Article I

Name, Status and Affiliation

- 1.1 Name** - The name of this organization shall be the Missouri Ice Hockey Association (Youth Division), hereinafter referred to as “MAIHA-YD.”
- 1.2 Status** – MAIHA-YD shall be a Missouri not-for-profit corporation.
- 1.3 Affiliation** – MAIHA-YD shall be affiliated with the “USA Hockey, Inc.,” and shall be affiliated with and a division of the Missouri Amateur Ice Hockey, Inc., hereinafter referred to as “MAIHA,”

Article II

Purpose and Objectives

- 2.1 Regulate** - To develop, encourage and regulate the game of ice hockey as an amateur sport in the State of Missouri so that the sport is made available to the most possible number of players at all levels of competition.
- 2.2 Sportsmanship and Proficiency** - To develop and encourage sportsmanship and playing proficiency by all players, persons and leagues, associations or organizations involved in the sport of ice hockey, at all levels of play, including education in the playing skills of ice hockey for the benefits of health and welfare of individual players and the

community, including such advanced programs as possibly may assist individual players in furthering their college education by scholarship aid.

2.3 Conduct and Performance - To establish uniform playing rules for amateur hockey to the greatest extent reasonable and possible, within its jurisdiction, and to encourage standards of conduct and performance for coaches, administrators, and officials within its jurisdiction.

2.3.1 To assist in the promotion and conduct of tournaments of member organizations, leagues or associations and to sanction teams participating in such tournaments.

2.3.2 To communicate with USA Hockey, Inc. and MAIHA offices as required; improving and promoting the sport of ice hockey both within and outside the State of Missouri

2.3.3 To establish such rules governing the play of ice hockey games, conduct of players, officials and persons associated with member organizations, relationships between and within member organizations, as may be required for the public assurance of high standards of skill, fair play, integrity and good sportsmanship.

2.3.4 To educate and inform the public and media, to the end that the sport of ice hockey may gain popular support and acceptance as a wholesome sport.

- 2.3.5 To encourage the establishment and development of individual organizations, autonomous for the purpose of organizing, planning, conducting, financing and administering their programs.
- 2.3.6 To arbitrate and settle disputes between member organizations and players and serve as the disciplinary body within the area of jurisdiction.
- 2.3.7 To do any and all other acts necessary or desirable in the furtherance of the foregoing purpose and objectives for the sport of ice hockey.

Article III

Membership

3.1 **Meetings of the Membership:** The membership of this organization shall have an Annual Meeting during the month of May each year for the purpose of transacting business as may come before the membership, and such other meetings as shall be designated by the Rules and Regulations or called by the President of this organization. The membership of this organization shall be composed of the following:

3.1.1 Members will consist of Member Organizations and Allied Members.

3.1.1.1 Member Organizations – Member Organizations shall be eligible for full membership in this Association upon compliance with the Constitution, By-Laws and all rules and regulations of this Association. Any Tier I or Tier II

club with a minimum of 100, individual, MAIHA-YD registered players or provide an 8 and under (Mite, Mini Mite) program and field at least one team at each of the following divisions, Squirt, Pee Wee , Bantam as of December 31 shall be eligible, upon approval of the Board of Directors to become a Member Organization for the next calendar year. Said Member Organizations must be approved by 2/3 majority of the voting members of the Board of Directors. Revocation must be approved by 3/4 majority of the voting members of the Board of Directors.

3.1.1.2 Allied Members – Any organization or person involved in or interested in the conduct of ice hockey shall be eligible, upon petitioning the Executive Committee to become an Allied Member of this Association. Allied Members shall provide non-voting members (representatives) to this Association, except in the case of the Allied Member Representative being elected to the Executive Committee whereupon the Allied Member Representative becomes a voting member of the Board of Directors. Said membership must be approved by a 2/3 majority of the voting members of the Board of Directors and may be revoked by a majority vote of the voting members of the Board of Directors.

- 3.2 **Organization** - Each Member Organization or Allied Member Organization shall be organized in compliance with the standards and guidelines set by USA Hockey, Inc. and MAIHA-YD. All Member Organizations must have a current set of by-laws on file with the Secretary of MAIHA-YD. Changes to a Member Organization's by-laws must be reported to the MAIHA-YD Secretary within 30 days of their adoption.
- 3.3 **Jurisdiction** - This MAIHA-YD shall have complete jurisdiction over all organized amateur ice hockey at the Youth Division Level in the State of Missouri, and any other area assigned to it by USA Hockey, Inc. or MAIHA and as such, sanction league or tournament play in said area, according to the Rules and Regulations as adopted, and amended from time-to-time, by the voting members of the Board of Directors. This jurisdiction shall include disciplinary matters and disputes as defined by the Rules and Regulations of this Association.
- 3.4 **Membership Application** - Any other organization actively involved in the operation of an established organization, which is associated with amateur ice hockey, may apply for membership as a Member Organization or Allied Member of this Association pursuant to the definitions in Sections 3.1.1.1 and 3.1.1.2. No organization or person shall be both a Member Organization and An Allied Member of this Association. Any election of an Allied Member to the status of Member Organization, shall upon acceptance of such voting Membership, constitute a resignation as an Allied Member. Any Member Organization which is found to have violated the By-Laws or Rules and Regulations of USA Hockey, Inc., MAIHA, Inc. or MAIHA-YD, or otherwise acts in a manner which is not in the best interests of this

Organization may be suspended by a 2/3 majority of the voting members of the Board of Directors. This suspension may be reviewed by the Member Organizations upon written request by the suspended organization. A two-thirds vote of all voting Member Organizations shall be required to uphold a suspension.

- 3.5 **Annual or Special Meetings** – An annual meeting will be held in May of each year with the Member Organization Presidents or their selected representative (proxy) in attendance. Special meetings of the Membership may be called by the president, by a majority of the Executive Committee, or a majority of the voting members of the Board of Directors.
- 3.6 **Quorum** – Fifty percent of the Member Organizations eligible to vote shall constitute a quorum at any meeting, annual or special, of Member Organizations. If a quorum is present, the affirmative vote of the majority of the voting Member Organizations with the exception of those votes where more than a majority of the voting Member Organizations is required by the By-laws will be binding upon all Member Organizations.
- 3.7 **Voting Rights** – Only Member Organizations shall be entitled to vote upon each matter submitted to vote at a meeting of Member Organizations and each organization shall be entitled to only one vote. The Member Organization's vote shall be cast by the President or his appointed representative (proxy) of the Member Organization. This appointed representative (proxy) must be defined prior to the start of the meeting by written notification from the Member Organization President.

Article IV

Executive Committee and Board of Directors

- 4.1 **General Powers** –The business and affairs will be managed by a Board of Directors (voting members) consisting of an Executive Committee and Member Organization Representatives. The Executive Committee will consist of the President, Vice President, Past President, and two additional elected members from the Member Organization Representatives or Allied Member Representatives. The Member Organization Representatives will consist of one appointee from each Member Organization. Additionally, Allied Members will provide a non-voting, unless elected to the Executive Committee, Allied Member Representative. These voting and non-voting members constitute the MAIHA-YD Board of Directors. The voting members will be known herein as the “voting members of the Board of Directors.”
- 4.2 **Executive Committee and Officer Elections and Terms of Office** – The members of the Executive Committee and additional Officers shall be elected by the voting members of the Board of Directors from within the current board. The offices of President and Vice President will carry a term of two years and shall stand of election in April of even numbered years. The offices of Treasurer and Secretary will carry a term of two years and shall stand of election in April of odd numbered years. The Member Representatives elected to the Executive Committee will carry a term of one year on the Executive Committee. All Officers and those Member Representatives elected to the Executive Committee may succeed themselves in office or as Executive Committee Members. The President may serve no more than two successive terms and upon completion of their term will serve as the Past President with the exception of section 4.2.2

below. In the event an Executive Committee position has no qualified nominee, the president or president-elect may appoint someone to fill the vacancy until such time a qualified candidate can be installed. The Member Organization Representatives shall be selected by the Member Organizations of the Association with each Member Organization having one member as a representative. These Member Organization Representatives must be chosen in consultation with the Executive Committee, yet the ultimate decision rests within the represented organization. Member Organization Representatives need not have children playing within the represented organization.

In the event there is no nominee for the office of President, the current President shall serve an additional one year term. The current President will continue to serve one year terms until there is a nominee for the office of President. Nominations will be in accordance with the current nomination process, calendar and voting procedures. If a new President is elected in an odd numbered year, term limits will start in April of even numbered years.

- 4.2.1 Procedure for Nominations – Nominations for the Executive Committee shall be made to the President, in March, for presentation to the Executive Committee for ballot preparation with the selection process described in 4.1
- 4.2.2 Voting Procedure – The Australian Ballot (secret ballot) system shall be utilized for the election of the Executive Committee. The President shall see that a ballot is prepared listing the candidates and their respective positions.

- 4.3 **Voting** – Each member of the Executive Committee, excluding the President who only votes in the case of a tie, and Member Organization Representatives (voting members of the Board of Directors) shall be permitted one vote at regular Board of Director meetings and such voting shall be by voice vote unless a motion is made for a secret ballot. The results will be recorded by the secretary. Voting by proxy shall not be permitted.
- 4.4 **Meetings** – Regular meetings of the Executive Committee shall be held at least once each month, but may be set more frequently at the request of the President or by a majority of the Executive Committee. A regular meeting of the Board of Directors shall be held at least once each month, but may be set more frequently at the request of the President or by a majority of the Board of Directors.
- 4.5 **Notice** – Notice of all meetings shall be given by written notice or e-mail at least 7 days prior to the scheduled meeting. Absence at three Board of Director meetings within a 12 month period will constitute immediate dismissal from the Board of Directors. An appeal must be made within 14 days to the remaining members of the Executive Committee for possible reinstatement. Reinstatement will require a majority vote of the remaining members of the voting members of the Board of Directors.
- 4.6 **Quorum** – Two thirds of the number of the voting members of the Board of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum of such members are present at said meeting, and thus no quorum is present, a motion to adjourn will automatically be

granted upon such a motion by a voting member of the Board of Directors.

- 4.7 **Manner of Acting** – The act of a majority of the Board of Director members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless specified otherwise elsewhere in these By-Laws, or unless specifically provided for in any specific subject in the Rules and Regulations.
- 4.8 **Other Duties** – The voting members of the Board of Directors shall hear and rule on appeals from any of the Members of this Association and shall resolve any and all disputes within the Association and its Members. (Vice-President chairs the Rules and Ethics Committee and the Past President chairs the Rules and Disciplinary Committee) The voting members of the Board of Directors shall hear and rule on all other matters as provided for elsewhere in these By-Laws or in the Rules and Regulations.
- 4.9 **Parliamentary Procedures** – Robert Rules of Order shall govern and control the conduct of all meetings of the MAIHA-YD, unless modified by these By-Laws.

Article V

Officers

5.1 Officers

- 5.1.1** The Executive Committee shall consist of a President, Vice President, Past President, and two elected members from the Member Organization Representatives or Allied Member Representatives as selected from the current Board of Directors. All

members of the Executive Committee are voting members except the President who votes only in the case of a tie. When the Vice President or Past President positions are appointed, a vote by the current Board of Directors is required for the appointed Vice President or Past President to serve as a member of the Executive Committee. When the Vice President or Past President positions are elected by vote of the current Board of Directors, the elected Vice President or Past President does not require an additional vote to serve as a member of the Executive Committee.

5.1.2 The Member Organization Representatives will consist of one member from each Member Organization. The President and elected Allied Members within the Executive Committee are the only voting positions not considered Member Organization Representatives. The Tier II Member Organization Representatives can not be the current President of a Member Organization. The Member Organization Representatives will chair the standing committees, will chair the ad-hoc committees and will act as division representatives as defined and required by the voting members of the Board of Directors.

5.1.3 Removal – Any Executive Committee member or Member Organization Representative may be removed from office by either a four-fifths majority vote of the Executive Committee, a three-fourths majority of the Board of Directors, or three-fourths majority of the Member Organizations. The Executive Committee member or Member Organization Representative subject to removal must

be notified in writing the reason for such an action at least seven days prior to the vote for removal.

5.2 Vacancies – A vacancy in any elected or appointed office (including immediate Past President), because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the voting members of the Board of Directors or by appointment by the President for the unexpired portion of the term. Member Organizations can replace their Member Organization Representatives pursuant to Section 4.2.

5.3 President – The President shall be chief executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings for the Executive Committee, Board of Directors and Member Organization meetings. He may sign, with the Secretary of any other proper officer of the Association authorized by the Executive Board, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statutes of some other officer or agent of the Association: and in general shall perform all duties instant to the office of President and such other duties that may be prescribed by the Board of Directors from time-to-time.

He shall represent the Association in any local, state or national meetings, as well as any meeting with any Member Organization where his presence is desirable, as well as be the authorized spokesman to the media for the Association. The President shall serve as an ex-officio member on all committees.

5.4 Vice President – In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to the restrictions upon the President.

5.5 Treasurer – The Treasurer shall:

5.5.1 Have charge and custody of and shall be responsible for all funds and securities of the Association; receive and give receipts for all monies due and payable to the Association from any source whatsoever, and deposit such monies in the name of the Association in such banks, trust companies or the other depositories as shall be selected in accordance with the provisions of these By-Laws;

5.5.2 At least once a year, as the Board of Directors shall designate, the Treasurer shall give a full and complete financial report of the Association; and

5.5.3 In general, perform all duties instant to the office of Treasurer and such other duties as may from time-to-time be assigned to him by the President, Executive Committee or by the Board of Directors.

5.6 Secretary – The Secretary shall:

5.6.1 Keep the minutes of the Executive Committee, Board of Directors and member Organization meetings in one or more files provided for that purpose;

5.6.2 See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

- 5.6.3** Be the custodian of the Association records and of the Seal, if any of the Association and see to it that such Seal, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provision of these By-Laws;
- 5.6.4** Keep a register of the post office and e-mail addresses for each member of the Board of Directors, all Officers of the Association and all Member Organizations and Allied Members of the Association;
- 5.6.5** And in general, perform all duties instant to the office of secretary and such other duties as may from time-to-time be assigned to them by the President, Executive Committee or by the Board of Directors.
- 5.7 Exoneration From Personal Liability** – The MAIHA-YD hereby consents and declares that each office, member of the Board of Directors , members of all committees and all elected or appointed officials in any capacity shall be deemed to have assumed office or assignment on the express understanding, agreement and condition that each one of them and his/her heirs executors and administrators, estate and effects respectively shall from time-to-time and at all times be indemnified and saved harmless out of the funds of the MAIHA-YD from and against all liabilities, judgments, costs, charges and expenses whatsoever which member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or/prosecuted against him/her for and in respect to any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except

such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

- 5.8 Directors Liability Insurance** - Each Association and MIAHA-YD will acquire annually Directors Liability Insurance through the USA Hockey, Inc. insurance provider or its equivalent.

Article VI

Finances

- 6.1 Fiscal Year** – The fiscal year of the Association shall begin the first day of July in each year and end on the last day of June in the following year.
- 6.2 Contracts** – The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association and such authority may be general or confined to specific instances.
- 6.3 Loans** – No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 6.5 Deposits** – All funds of the Association not otherwise employed shall be deposited promptly from time-to-time as they accrue to the credit of the Association in each bank, trust companies or other insured depositories as the Board of Directors may select or approve.

6.6 Checks – All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall from time-to-time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, all such instruments above \$5,000.00 shall be signed by the Treasurer, and countersigned by the President or Vice President of the Association.

6.7 Receipt of Gifts – The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the Tax Exempt purpose and objectives of this Association, or for any specific purpose of such Association. Such funds so received shall be distributed or spent by the Association in a manner which is in the best opinion of the Board of Directors for the benefit of the overall good of the sport of ice hockey in the jurisdictional area of the Association.

6.8 Books and Records – The Association shall keep proper and complete books and records of account and shall also keep minutes of all proceedings of the Executive Committee, Board of Directors, Member Organization and committee meetings having any of the authority of the Board of Directors and shall provide at the end of each fiscal year a copy of the full minutes as well as a copy of the Treasurer's annual financial report to the registered agent of the Association as a permanent record. All books and records of the Association, including minutes and financial records, may be inspected by any member of the Board of Directors or any Member Organization of the Association or its agent or attorney for any proper purpose and at any reasonable time. An annual review of the financial records by a third party

CPA must be performed at the end of each fiscal year. The voting members of the Board of Directors may at anytime by means of a motion with a simple majority vote require an official audit of the financial records.

- 6.9 Operating Funds** – The Association shall establish in its Rules and Regulations the method of assessment upon Member Organizations for funds sufficient to operate MAIHA-YD for the purposes for which it has been established. The Association may also solicit donations from outside sources, which may first be used for such operating costs as it may incur.

Article VII

Committees

- 7.1 Standing Committees** – there shall be as a standing committee, a Rules and Disciplinary Committee and Rules and Ethics Committee such other committees as may be designated from time-to-time by the President, Executive Committee or by the Board of Directors as deemed necessary and appropriate to the efficient conduct of the Association affairs.

- 7.1.1 Rules and Disciplinary Committee** – The immediate Past President shall serve as a non-voting chairman of the Rules and Disciplinary Committee with three additional members (not necessarily from the Board of Directors) from a pre-approved list of individuals approved by the Executive Committee. In no case shall the sitting Rules and Disciplinary Committee have more than one member from the same Member Organization. In the event that the

immediate Past President is unable to serve for any reason, the President shall appoint a replacement, non-voting chairman who will immediately upon a majority approval of the Executive Committee become chairman of the Rules and Disciplinary Committee, but will not serve on the Executive Committee as Past President unless pursuant to Section 5.1.1.

7.1.1.1 It shall be the duty and responsibility of this committee to continually study the playing rules of the game, the rules and regulations of the Youth Division, review proposals for changes that are proposed by various Members and Committees and make their recommendations known to the Executive Committee.

7.1.1.2 It shall also be the duty and responsibility of this committee to conduct all hearings of appeals to decisions made by commissioners or other officers relating to violations of Rules and/or Regulations committed by players, coaches, other team or organization officials or spectators or other disciplinary matters as may come before this committee in accord with the Rules and Regulations of the Association.

7.2 Rules and Ethics Committee – The Vice President shall serve as the non-voting chairman of the Rules and Ethics Committee with three additional members (not necessarily from the Board of Directors) from a list of individuals approved by the Executive Committee. In no case shall the sitting committee have more than one member from the same

Member Organization. In the event that the Vice President is unable to serve for any reason, the President shall appoint a replacement, non-voting chairman who will immediately upon a majority approval of the Executive Committee become chairman of the Rules and Ethics **Committee, but will not serve on the Executive Committee as Vice President unless pursuant to Section 5.1.1.**

7.2.1 It shall be the duty and responsibility of this committee to continually study the behavior of Member Organizations, Allied Members, members, and individuals within MAIHA-YD, and investigate unethical behavior as it pertains to the rules, regulations and policies of the MAIHA-YD.

7.2.2 It shall also be the duty and responsibility of this committee to conduct all hearings of appeals to decisions made by commissioners or other officers relating to violations of Ethics, committed by players, coaches, other team or organization officials or spectators or other disciplinary matters as may come before this committee in accord with the Rules and Regulations of the Association.

Article VIII

Resolution of Disputes

8.1 Resolution of disputes shall be handled by the Board of Directors under the appropriate By-Law of USA hockey (presently By-Law II) concerning (A) Jurisdiction; (B) Procedure for arbitration of disputes; and (C) Concerning such procedure being the Exclusive Remedy.

- 8.2 Any individual Member Organization or Allied Member which files, or causes to be filed, any civil or injunctive action in any Court of law against USA Hockey, Inc., MAIHA, or MAIHA-YD shall immediately be suspended and/or disqualified from membership in this organization.

Article IX

Disciplinary Matters

- 9.1 **Disciplinary matters** involving players, coaches, officials (referees), administrators, teams, clubs, or spectators shall be handled as set forth in the Rules and Regulations of this Association. When a disciplinary matter has been decided by the appropriate committee, the decision shall be given in writing along with a notice of the right to appeal and the appeal procedure complete with notification of time elements if there be any such elements. Such appeal shall then be dealt with in accordance with the Rules and Regulations and these By-Laws.
- 9.2 **Conflicts between Members** – In the event of any conflicts between Member Organizations of this association, upon the written request of any Member Organization to the President or the Secretary of this Association, the Executive Committee of this Association shall assign the dispute to the Rules and Disciplinary or Rules and Ethics Committees and they will follow the procedure as set out in Article VII of these By-Laws.
- 9.3 **Investigation Initiated by MAIHA-YD** – In the event that the conduct of any player, coach, official (referee), administrator, team, club or spectator is such that the interest of this Association, its members and the sport of ice hockey in general be in jeopardy this Association can conduct an

investigation on its own initiative. This Association by a majority vote of its Executive Committee shall have the right to initiate its own investigation and conduct a hearing through its Rules and Ethics or Rules and Disciplinary Committees including issuing a mandatory request for attendance to the necessary parties at such hearing and render a decision in the same manner and having the same effect as provided for under Resolution of Disputes as provided in Article VIII of these By-Laws. Failure of as party to attend such hearing, except upon request for rescheduling of this hearing to enable such party to attend, received by the President or Secretary at least 5 days prior to establishment of such date for hearing, shall not excuse such party from being bound by the decision of the Executive Committee.

Article X

Inactive Status

10.1 It is important that all Member Organizations and Allied Members be regularly active in the conduct of the affairs of this organization. Therefore, failure to attend meetings of the Member Organizations and Allied Members of this Association and/or remain current in financial obligations to this Association, both as set out in the Rules and Regulations of this Association, shall cause such Member Organization or Allied Member to be classified as inactive and no longer entitled to the benefits of membership in this Association until restored to good standing and active status by a two-thirds vote of the Board of Directors

Article XI

Distribution of Assets

11.1 The assets of this Association are permanently dedicated to exempt purposes within the meaning of Section 501c (3) of the Internal Revenue Code of 1954, or corresponding provisions of future laws.

Article XII

Amendments

12.1 These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the Presidents of the Member Organizations by a two-thirds majority of a quorum of the Member Organizations represented at the meeting. Any proposals for amendments to these By-Laws may be made by any Member Organization and shall include sufficient copies of such proposed amendment supplied to the President to provide copies to all interested parties and shall have been submitted to the President at least 30 days prior to such a meeting and published to each Member Organization at least 20 days prior to such a meeting.