



BY-LAWS  
OF  
TRI-VALLEY  
MINOR HOCKEY  
ASSOCIATION, INC.

# TRI-VALLEY MINOR HOCKEY ASSOCIATION, INC.

## BY-LAWS

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**ARTICLE I -  
NAME, FORM, AND  
OFFICES**

**SECTION 1 - NAME OF CORPORATION**

The name of this corporation is the Tri-Valley Minor Hockey Association, herein referred to as the corporation or the club.

**SECTION 2 - NON-PROFIT**

This corporation is a non-profit, public benefit corporation and is not organized for the private gain of any person. It is organized under the terms of the California Non-Profit Corporation Law.

**SECTION 3 - PRINCIPAL OFFICE**

The principal office for the transaction of business of this corporation shall be such place or places as shall, from time to time, be designated by the Board of Directors.

**SECTION 4 - OTHER OFFICES**

The corporation may have such other offices, either within or without Alameda County, California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**ARTICLE II -  
PURPOSES,  
POWERS, AND  
OBJECTIVES**

**SECTION 1 - PURPOSES**

(a) This corporation shall provide a program of competitive, amateur ice hockey for youth 19 years of age (as of December 31) and under wherein those youth may develop their ice hockey skills in a safe and enjoyable environment.

(b) This corporation shall be non-profit, non-sectarian and non-partisan.

(c) This corporation is one that does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes.

**SECTION 2 - OBJECTIVES**

The objective of this corporation shall be to provide an opportunity for youth to participate in a program of supervised amateur ice hockey as follows:

(a) To provide instruction and encouragement for participants;

(b) To complement home and school education with a practical, disciplined, and competitive, character building program for youth through the sport of ice hockey;

(c) To develop and promote the sport of ice hockey for the benefit of local youth;

(d) To associate with other clubs, leagues, and associations in the furtherance of the above-stated objectives and purposes; and,

(e) To instill in each player a sense of good sportsmanship.

**SECTION 3 - POWERS**

(a) The purposes of the corporation shall be to possess and exercise all of the powers conferred by law upon non-profit corporations and to have all other powers and to do all other acts necessary or incidental to the administration of the affairs and for the carrying out of the purposes of this corporation, including, without limitation any or all of the following acts or things:

1. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed;

2. To purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of: mortgage, pledge, or otherwise hypothecate or encumber and to deal in and with shares, bonds, notes debentures or other securities or evidences of Indebtedness of any person, firm, corporation or association, and while the owner or holder thereof, to exercise all rights, powers and privileges of ownership;

3. To purchase or otherwise acquire, own, hold, use, sell, exchange, assign,

convey, lease or otherwise dispose and mortgage or otherwise hypothecate or encumber property;

4. To borrow money, to incur indebtedness, and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

5. To carry into effect any one or more of the objectives and purposes herein above set forth provided, however, that this corporation shall not have the power to, and shall not, carry on propaganda, or otherwise attempt to influence legislation or to participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

No substantial part of the activities of this corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, or to become involved in any political activities.

### **ARTICLE III - MEMBERSHIP**

#### **SECTION 1 – MEMBERSHIP**

Membership shall be made available to persons without regard to race, color, creed, sex or national origin under such rules and regulations not in conflict with these By-Laws.

#### **SECTION 2 – REGULAR MEMBER**

All players registered with the club, fulfilling their financial obligations to the club, and for whom a playing position on a club team is available are regular members of the club. They shall have such rights and obligations as prescribed herein.

#### **SECTION 3 – VOTING MEMBERS**

All parents or legal guardians of regular members under the age of majority, but no more than two per said regular member, and all regular members of majority age, who have accepted financial responsibility for their obligation to the corporation, are voting members of the club.

(a) In order to be entitled to vote in any matter subject to a vote of membership and concerning the corporation, such voting members shall have been registered for a period of at least fifteen (15) days prior to the date on which the vote is taken and must be in good standing on the date upon which the vote is taken.

(b) No voting member has more than one vote.

(c) Each voting member of the club is eligible to vote at the general club meetings provided he or she has completely fulfilled his financial obligations to the club at the time of the meeting and has been registered for at least fifteen (15) days.

#### **SECTION 4 – MEMBERSHIP BY BOARD ACCEPTANCE**

Persons who are not regular members of the club, but have an active interest in the club may become voting members of the club by an application to, and acceptance by the Board of Directors.

(a) Such persons shall upon acceptance by the Board of Directors subject to these By-Laws, have the right to vote in any matter coming before the corporation.

#### **SECTION 5 – SUSPENSION, TERMINATION, AND SANCTIONS OF MEMBERSHIP**

##### **ALL MEMBERS ARE ACCORDED DUE PROCESS UNDER THIS ARTICLE AS FOLLOWS:**

###### **a) Grounds for Suspension, Termination, or Sanctions**

The membership of a member may be suspended or terminated upon the occurrence of any of the following events:

1. Upon notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice; the date of deposit in the mail; or the date stated in the notice.

2. For violation of USA Hockey rules, violation of Club rules (or rules of a

superseding jurisdiction) stipulating a suspension, or upon the determination by a Board appointed review committee or the Board of Directors that a member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

3. If this corporation has provided for payment of dues by members, upon the failure to renew the membership by paying the dues on or before their due date, such suspension to be effective fifteen (15) days after written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such suspension by paying the amount of delinquent dues within a fifteen (15) day period following the member's receipt of the written notification of delinquency.

**b) Procedure for Suspension, Termination, or Sanctions**

A member may be suspended, terminated or sanctioned for violation of USA Hockey, Club rules (or rules of a superseding jurisdiction), or other acts as defined in these by-laws.

1. All members may demand a hearing that will be conducted in accordance with USA Hockey By-laws Section 10, "Suspensions and Resolution of Disputes"

2. A member may appeal the decision of the review committee to the Board of Directors. Appeals must be made in writing and within 10 days from the receipt of the Review committee decision. Appeals will be heard in accordance with USA Hockey By-laws Section 10.D "Suspensions and Resolution of Disputes- Appeals"

3. The decisions of the Board of Directors shall be final. The member retains the right to appeal as set forth in the rules of the California Amateur Hockey Association (CAHA) and USA Hockey.

4. If this corporation has provided for the payment of dues by members, any person terminated from the organization shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

**c) Loss of Rights Due to Suspension or Termination**

Terminated members shall no longer have voting rights or participate in activities of the corporation. Suspended members shall no longer have voting rights or participate in activities of the corporation until reinstated by the Board of Directors.

**ARTICLE IV -  
OBLIGATIONS AND  
RIGHTS OF  
MEMBER**

**SECTION 1 - OBLIGATIONS OF MEMBERS**

All members shall support the club officers and abide by the By-Laws and rules of the club and the club Code of Conduct.

(a) Members shall pay all dues and fees established by the club and levied upon all members.

(b) Members may be assessed dues in an amount necessary to meet the ongoing financial obligation of the club.

**SECTION 2 - RIGHTS OF MEMBERS**

All members shall have the same rights accorded to members under the USA Hockey rules and regulations.

**ARTICLE V -  
REGISTRATION,  
DUES, FEES, AND  
DELINQUENCIES**

**SECTION 1 - REGISTRATION DATE**

The registration date for returning players shall be set by the Board of Directors at a date specified.

**SECTION 2 - DUES AND FEES**

The authority to levy and alter dues is hereby vested in the Board of Directors.

(a) The Board of Directors shall be empowered to change the amount of said dues and fees during the playing season, upon good cause shown.

(b) Dues and fees are due and payable in a single lump sum at the time of registration, or at the request of the member in monthly installments, as determined by the Board of Directors.

(c) The Board of Directors may change the due dates and the delinquent dates, as well as effect of said delinquencies, from time to time as they see fit.

(d) Registration fees shall be paid in full at the time of registration and shall be non-refundable unless the candidate player has not been offered a playing position on a team.

(e) Dues and fees are delinquent if not received by the due date, and suspension of membership shall be effected as per Article III, Section 5. A suspended member is ineligible to participate in the program.

**SECTION 3 - TOURNAMENT FEES**

Tournament fees shall be the responsibility of the individual team desiring to enter a tournament and shall not be the responsibility of the corporation. Local and California State playoffs are not defined to be tournaments for the purpose of this section.

**ARTICLE VI -  
BOARD OF  
DIRECTORS**

**SECTION 1 - GENERAL POWERS**

The affairs of the corporation shall be managed by a Board of Directors. The corporate powers shall be exercised by or under the authority of and the business affairs of this corporation shall be controlled by its Board of Directors.

(a) The Board of Directors shall not be less than nine (9).

(b) The Board of Directors shall consist of the following: elected and appointed officers of the corporation, one parent representative to be elected for each USA Hockey registered team (excluding Beginners), the Director of Coaches, the Director of Parent Representatives.

(c) Each member of the Board of Directors shall have one vote on any matter coming before the Board of Directors.

(d) The immediate past president of the corporation shall serve as an advisor to the Board of Directors, but he/she shall have no vote on matters coming before the Board of Directors.

(e) Any member of the Board of Directors may be recalled at any regular or specially called meeting by two-thirds (2/3) majority vote of all the members of the corporation entitled to vote at that time, and present at the meeting called for that purpose.

(f) No one person shall hold more than one position (voting) on the Board as an elected officer at the same time. Each officer shall serve until he/she resigns or is removed or until a successor has been duly elected.

**SECTION 2 - SPECIFIC POWERS**

Without prejudice to other powers granted by law or otherwise, the Board of Directors shall also have the following powers:

(a) To appoint and remove all employees of the corporation, upon cause shown to the Board of Directors; to prescribe their duties, to fix their compensation, to require from them security for faithful service and to make contracts and conditions with them as the Board of Directors may deem to be in the best interest of the corporation.

(b) To make rules and regulations not inconsistent with law or the Articles of Incorporation, or the By-Laws of the corporation for the guidance of the employees,

officers, and members in the management of the affairs of the corporation.

(c) To borrow money and incur indebtedness for the purpose of this corporation and to cause to be executed and delivered therefore for any lawful consideration in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and security therefore.

(d) No indebtedness shall be incurred by any officer or agent of the corporation except by virtue or prior general or specific authority given by the Board of Directors.

(e) To administer all property, equipment and funds of the corporation. Any use of its equipment or facilities or any expenditures of its fund shall be subject to the approval of the Board, prior to such use or expenditure. But no member of the Board, nor any other member of the corporation shall at any time have vested in him any beneficial or other interest in any of the property of the corporation, real or personal, nor shall any distribution of said property be made to any member upon dissolution of the corporation or otherwise.

(f) Except as otherwise provided by law, the Board of Directors may ratify any act performed by an officer of the corporation; and such ratification by the Board of Directors shall have the same legal effect as if said act had been previously approved and authorized by the Board of Directors.

### **SECTION 3 - NONLIABILITY OF BOARD OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **SECTION 4 - EXECUTIVE COMMITTEE**

An Executive Committee shall consist of the President, Vice Presidents, Treasurer, Secretary, the Director of Coaches, the Director of Parent Representatives and the Registrar.

(a) The Executive Committee shall be responsible for the planning and preparation of the corporation's affairs and dealing with the day-to-day management of the business affairs and activities of the corporation and shall have the following responsibilities:

1. Make recommendations to the Board of Directors of candidates for appointed positions.

2. Make recommendation to the Board of Directors for placement of players in higher divisions, player termination and upon the recommendation of the Director of Coaches, dismissal of coaches.

3. Make recommendations to the Board of Directors on matters of membership discipline on the suggestion of the Director of Parent Representatives.

(b) The said Executive Committee may be delegated any power and authority of the Board of Directors in the management of the business affairs of the corporation except as prescribed by law.

(c) The Executive Committee shall be empowered to waive in whole or part, financial or any other obligations of a limited number of members for reasons or hardship.

(d) The Board of Directors shall have the power to prescribe the manner in which the proceedings of the Executive Committee and other committees shall be conducted.

## **ARTICLE VII - ELECTED OFFICERS/DUTIES**

Unless otherwise declared herein, elected officers shall be chosen by a majority vote of the eligible voting members (as defined in Article III, Section 3), pursuant to these By-Laws governing the election of officers.

The elected officers of this corporation shall be a President and two Vice Presidents. Besides the First and Second Vice President positions described in these By-Laws, up to two other Vice President positions may become elected officers. A Vice President of Summer Program and a Vice President at Large may become elected officers as the Board of Directors determines from year to year. This requires a majority vote of the Board of Directors. Other elected officers of this corporation shall be a Treasurer and Secretary chosen by a majority vote of eligible voting members. The elected officer shall carry out their respective duties subject to control of the Board of Directors.

## **SECTION 1 – PRESIDENT**

Subject to the control of the Board of Directors, the President shall have general supervision and control of the business and affairs of the corporation. The President shall:

1. Preside at all meetings of the members and directors.
2. Call regular and special meetings of the club membership, of the Executive Committee, and of the Board of Directors.
3. Appoint standing committees and special committees as he/she deems necessary, and to sit on all committees as an ex-officio voting member.
4. Sign all contracts and agreements on behalf of the club together with one other elected officer, upon Board approval.
5. Oversee the performance of duties of all elected and appointed officers as stated herein.
6. Represent the club at NORCAL meetings, or appoint an alternate to represent him/her when necessary.
7. Exercise such other powers and perform such other duties as may be prescribed for him/her.
8. Be ultimately responsible for registering players with NORCAL.
9. Notify the Director of Coaches of any players that must be suspended by reason of rules violation or failure to meet financial obligation to the club as provided herein.
10. Delegate such powers as he/she may choose to other voting members.

## **SECTION 2 - VICE PRESIDENTS**

(a) The First Vice President is responsible for the business management of the club. It shall be the First Vice President's duty to:

1. In the absence of the President, or in the event of the President's inability to act, have and exercise all of the powers of the President with the approval of at least two of the remaining elected officers.
2. Chair a fundraising committee appointed by himself/herself together with the President, to plan and evaluate all club fundraising proposals and any proposal that would incur financial liability to the club, and present them to the Board of Directors for approval.
3. Negotiate club contracts with contract guidelines established by the Board of Directors.
4. Assist the Treasurer in the preparation of the club budget.

(b) The Second Vice President is responsible for the organization and management of the club Beginners' Program. It shall be the duty of the Second Vice President to:

1. In the absence of the President or First Vice President, or in the event of their inability to act, discharge all the duties of these offices with the approval of at least two other elected officers.
2. Assist the President and Equipment Manager in the selection of club equipment for the Beginners' Program.
3. Responsibility for collection of funds, maintenance of records, registration, and other activities related to the Beginners' Program in accordance with direction given by the Treasurer, Registrar, and President.
4. Responsibility for recruitment activities.

## **SECTION 3 – TREASURER**

The Treasurer is responsible for the collection and disbursement of all club funds. It shall be the duty of the Treasurer to:

1. Issue a written report at each Board meeting of the regular or Executive Committee.
2. Deposit all club funds in the name of the club in a bank or banks approved by the Executive Committee.
3. Make all approved disbursements by check. Each check shall require the

signatures of the Treasurer and one approved executive officer.

4. Maintain at all times a list of those voting members who are ineligible to vote for reason of not having met their financial obligation to the club as provided herein.

5. Notify the President in the Treasurer's regular report of those members who are subject to suspension by reason of failure to meet his/her financial obligation to the club as provided herein.

6. Keep proper books of accounts and make them available to the members of the club at any time, upon written request of that member to the Executive Committee.

7. Submit all accounts, once a year and prior to the expiration of his term, for audit by an auditing committee appointed by the Executive Committee.

8. Prepare an annual budget, with the assistance of the First Vice President, for submission to the Board of Directors for its approval by the last week in July.

9. Prepare and forward all necessary report forms required by the Internal Revenue Service and State Franchise Tax Board and/or any other governmental agencies are required by law and in accordance with state law.

#### **SECTION 4 - SECRETARY**

The Secretary is responsible for all club records and correspondence. It shall be the Secretary's duty to:

1. Keep the minutes of all meetings of the club and supervise all reports and documents connected with the business of the club.

2. Retain on file all official club correspondence.

3. Maintain the club inventory of stationary, secretarial supplies, and any articles bearing official club identification other than playing equipment, i.e. club pins.

4. Prepare and issue all notices of all meetings of the club.

5. By the Secretary's presence, or by means of an alternate, record the minutes of all official business conducted at each regular meeting, special meeting and Executive Committee meeting. Said minutes, with the exception of minutes from the Executive Committee meetings, are to be presented in writing at the next regular meeting, and approved by the majority of the members present.

6. Keep and maintain a current roster of members and their addresses.

7. Send to all voting members of the club in good standing, a list of all nominees for offices by position for the annual election. Receive the ballots and count and tally in accordance with Article VII, Section 6 (Method of Election).

8. Maintain a list of the club's rules.

#### **SECTION 5 - METHOD OF NOMINATION**

##### **a) Nomination Committee**

The Board of Directors shall appoint a Nominations Chairperson (who shall not be a nominee) and a nominating committee.

1. The nominating committee shall include the elected parent representatives who are members in good standing from each team.

2. The members of the nominating committee must be members in good standing.

##### **b) Nominations**

1. Nominations shall be open on February 1 and close on March 1.

2. Nominations shall be submitted to the nominating committee by (regular) voting members in good standing, and must have the approval of the nominee.

3. Only nominees shall be candidates for directorships. Nominees must be members in good standing.

##### **c) Procedure**

Upon receipt of the list of nominees from the nominating committee, but not later than March 15, the Secretary shall cause to be sent to all the voting members of the club, in good standing, a ballot containing the names of all nominees for office, by position.

1. There shall be included ballot instructions as to voting procedures and rights, as may be set by the Board of Directors from time to time.

2. The ballots shall be returned to the Secretary by April 10 (postmarked).

3. And the votes of members in good standing shall be counted and tallied by the Secretary and two other persons, not nominees, who shall be appointed by the Board of Directors for that purpose.

4. The Secretary and Nominations Chairperson shall tally the votes for each position, and shall retain all the ballots for a period of at least six (6) months.

5. The Secretary shall announce the winners upon the completion of the tally.

6. In the event of a tie for any position, the Secretary shall inform the Board of Directors of this tie and shall cause additional ballots to be sent out.

#### **SECTION 6 - METHOD OF ELECTION**

All voting members of the corporation are eligible to vote provided they have completely fulfilled their financial obligations to the club at the time of the election.

(a) Each voting member shall be entitled to one (1) vote per candidate and voting shall not be cumulative.

(b) The ballots shall be returned to the Secretary by April 10 (postmarked).

(c) The candidate receiving the greatest number of votes cast for the particular office shall be elected and shall take office on May 1st for one (1) year.

#### **SECTION 7 - VACANT OFFICES**

Whenever the President has determined that a vacancy in an elected office exists for any reason, he/she shall immediately nominate and present to the Board for their approval an interim officer to hold office for the balance of that term.

(a) If an office remains unfilled after election, it shall be considered a vacant office to be filled by majority vote of the Board of Directors.

(b) A vacancy occurring in any office shall be filled for the unexpired term by a person appointed by majority vote of the Board of Directors.

(c) Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors.

(d) A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

#### **SECTION 7 - ASSUMPTION OF TERM OF OFFICE**

All elected officers shall assume office on May 1 and their term shall expire on April 30, unless said officers' terms expire upon death, resignation, or other removal from office pursuant to these By-Laws.

### **ARTICLE VIII - APPOINTED OFFICIALS/ DUTIES**

The appointed officials shall carry out their respective duties subject to the control of the Board of Directors.

#### **SECTION 1 - DIRECTOR OF COACHES**

The Director of Coaches shall be appointed by the Board of Directors as soon as possible after the annual election. He or she shall be a member of the Board of Directors thereafter, and he or she will be responsible for the activities of the coaches of the corporation and act as chairman of any coaches committee. The Director of Coaches will have a voting right on the Board of Directors and the Executive Committee.

The following are the duties of the Director of Coaches:

1. Formulate and report to the Board of Directors the rules and regulations for the athletic program of the corporation and present a general policy for team selections.

2. Make recommendation to the Board of Directors as to the division, size and make-up of each playing team.

3. Be responsible for the selection of all head coaches and for determining the quantity of coaches for each playing division.

4. Direct and coordinate the annual evaluation clinics at the beginning of the season that will be used to assemble teams for the forthcoming year.

5. Define guidelines for adding beginners to a team.

6. Strive to ensure that a player's membership on a team shall be the sole

qualifying factor for reasonable and equitable time on the ice during the regular season but not necessarily during regional playoff or championship games. Neither player ability or game exigencies shall transcend this basic right of equal ice time.

7. Appoint an assistant or assistants to support the Director on an as needed basis.

8. At each meeting of the corporation, he or she shall report on the progress and standings of the teams and make known his requirements for further activities of the corporation.

9. Represent the coaches' views in any grievance filed against a club coach.

10. Ensure that all coaches are certified in compliance with league requirements.

11. Direct coaches to enforce terms of suspensions.

12. Organize training seminars for coaches and sportsmanship rules seminars for parents and players on an as needed basis.

13. Organize the team player evaluation forms so that they are available for assisting in team selections for the forthcoming season.

14. Assist the Vice President in administering the Summer Program.

15. Shall evaluate advisability of a coach coaching the same group of players for more than two consecutive years.

## **SECTION 2 - PARENT REPRESENTATIVE**

The Parent Representative will be elected by team members. Duties of the Parent Representative include:

1. Making arrangements for scorekeepers, timekeepers and goal judges for all of the team's home games.

2. Appointing an alternate to act in their place whenever they cannot be present for practices or games.

3. Taking responsibility for club equipment issued to their team.

4. Enforcing conditions of any suspensions by instructing the team coach.

5. Inform parents of the team of changes in the schedule of games or practices.

6. Reporting members' suggestions and grievances to the Director of Coaches and Director of Parent Representatives and reporting club information as received from the Director of Coaches and Director of Parent Representatives to team members.

## **SECTION 3 - DIRECTOR OF PARENT REPRESENTATIVES**

The Director of Parent Representatives shall be appointed by the Board of Directors and shall be a voting member of the Executive Committee and Board of Directors.

In addition to any other duties that may be assigned to him/her by the President or the Board of Directors, shall be responsible for the proper communication between the Board of Directors and the club members, and shall be responsible for the reception of all complaints about the corporation's activities and transmittal of such complaints to the proper member or members of the Board of Directors.

## **SECTION 4 - REGISTRAR**

A Registrar shall be appointed by the Board of Directors. The Registrar shall maintain an accurate role of membership, keep birth certificates or acceptable substitutes of regular members, and keep a record of all eligible or suspended members. The Registrar shall:

(a) Be responsible for all individual and club regulations.

(b) Be responsible for securing proof of age on each player who registers to play with the organization in accordance with NORCAL rules and regulations.

(c) Perform other such duties as may be prescribed in the By-Laws.

## **ARTICLE IX - TEAM COACHES, OTHER CLUB OFFICIALS/ DUTIES**

### **TEAM COACHES**

Team coaches shall:

1. Direct the activities of the players of their assigned team during all practices and games.

2. Set a positive example for his team reflecting good sportsmanship, leadership and fair play.

3. Endeavor to develop the hockey skills of all players.
4. Act in a mature and responsible manner at all times.
5. Refrain from the use of obscene language with any players, referees, parents, spectators or other coaches at any time.
6. Enforce the wearing of protective equipment as required by the club, at practices and games, and prohibit ineligible players from participating in team activities.
7. Appoint assistant coach (or coaches) subject to the approval of the Director of Coaches and Board of Directors. The Assistant coach/coaches shall report to and assist the team coach in the direction of team activities and act in his stead during his absence.
8. Carry out all pertinent club policies.
9. Attend specified meetings and clinics.
10. Communicate with parents in an open and courteous manner. If an irreconcilable problem arises, the coach should refer the matter to the Parent Representative. If the Parent Representative cannot resolve the matter, it should be brought to the Director of Parent Representatives and the Director of Coaches.
11. Endeavor to develop his assistant coach for the purpose of promoting future potential team coaches within the club.
12. Membership on a team shall be the sole qualifying factor for reasonable and equitable time on the ice. Neither player ability or game exigencies shall transcend this basic right of equal ice time. It shall be the coaches' responsibility to ensure that each player is allowed reasonable and equitable playing time during the regular season but not necessarily during regional playoff or championship games.

#### **OTHER CLUB OFFICIALS**

The Board of Directors shall appoint the following officials of the club who shall attend the Board meetings and report to the Board of Directors and the membership as set forth in these By-Laws or as determined from time to time by the Board of Directors. Other officials may be appointed also as determined by the Board of Directors.

#### **SECTION 1 - DIRECTOR OF PUBLICITY**

A Publicity Director shall be appointed by the Board of Directors and shall be responsible for all publicity of club activities. The Director will endeavor to spread knowledge of the club activities and achievements throughout the community via the public media.

#### **SECTION 2 - STATISTICIAN**

The Statistician shall be appointed by the Board of Directors and shall be responsible for keeping and publicizing all club records and statistics relating to hockey competition. He/she shall see that all club hockey records and statistics are fully entered in the Secretary's permanent record.

#### **SECTION 3 - DIRECTOR OF OFFICIALS**

The Director of Officials shall be appointed by the Board of Directors and shall be responsible for organizing, coordinating, mentoring and assigning all referees, linesmen and minor officials for all games except when those officials are assigned or appointed by a league, and act as liaison between the club and the league in matters of officiating.

#### **SECTION 4 - NEWSLETTER EDITOR**

The Newsletter Editor shall be appointed by the Board of Directors. He/she shall receive information from various sources to write a newsletter to be distributed to club membership. The newsletter frequency and timing for distribution shall be determined by the Board of Directors.

#### **SECTION 5 - SCHEDULER**

The Scheduler shall be appointed by the Board of Directors and shall schedule all practice time for the club. The Scheduler shall act as liaison between the league

Scheduler and the club.

**ARTICLE X -  
FISCAL YEAR AND  
DISBURSEMENT OF  
FUNDS**

**SECTION 1 - FISCAL YEAR**

The fiscal year of the corporation shall be from August 1 of the current calendar year through July 31 of the succeeding calendar year.

**SECTION 2 - DISBURSEMENT OF FUNDS**

Two (2) officers of the corporation shall co-sign all withdrawals of the corporation funds in excess of \$50.00 as authorized by the Board of Directors. These shall be the President and Treasurer. The Treasurer shall sign all checks, and the First Vice President, when authorized by the President, shall be delegated to countersign checks.

For all checks for corporation funds in an amount of less than \$50.00, the signature of only one officer shall be necessary, and that officer shall be the Treasurer, the President or the First Vice President.

**ARTICLE XI -  
MEETINGS OF  
MEMBERS**

**SECTION 1 - REGULAR MEETINGS**

Regular meetings of the members entitled to vote are to be held at the principal office of this corporation or another place designated by the Board of Directors. Regular meetings are to be scheduled on a monthly basis.

**SECTION 2 - SPECIAL MEETINGS**

Special meetings of the members entitled to vote may be held for any purpose or purposes whatsoever consistent with these By-Laws, and may be called by the President or by the Board of Directors or by the written direction, consent or request of forty (40) members in good standing and entitled to vote.

(a) Such special meetings may be held at the principal office of the corporation or at any other place designated by the person or persons who called said meeting; said location, however, to be within a reasonable time and distance from the principal office of the corporation.

(b) Notice of any special meeting(s) of the members shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail to each member at his/her address as shown by the records of the corporation.

1. Said notice shall include a statement of the purposes of such meeting.
2. Any member may waive notice of any meeting.

**SECTION 3 - QUORUM**

A membership meeting shall not transact business unless there are present at said meeting a representation equaling twenty-five (25) percent of the total number of members of the corporation entitled to vote and in good standing. This number shall constitute a quorum for the purpose of meetings of the members.

(a) The members present at a duly called or held meeting at which a quorum is present, may continue to do business until adjournment, notwithstanding withdrawal of enough members to leave less than a quorum.

(b) If no quorum shall exist after two (2) callings of a general membership meeting, a quorum of the Board of Directors may hold a meeting, and shall take action upon such matters as may be before them at that time, where not inconsistent with these By-Laws.

**SECTION 4 - MEMBER ACTION WITHOUT MEETING**

Any action which may be taken at a meeting of members entitled to vote, may also be taken by such members without a meeting if authorized by all of the members entitled to vote upon such action, said writing being signed by all such persons and filed with the Secretary of this corporation.

**ARTICLE XII -**

**SECTION 1 - BOARD OF DIRECTORS**

**MEETINGS OF  
BOARD OF  
DIRECTORS**

A regular annual meeting of the Board of Directors shall be held without other notice at such time and place as may be designated by the Board of Directors. Other regular meetings of the Board of Directors shall be held without other notice at the direction of the President. Said meeting shall be held at the principal office of this corporation or any other place that may be designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board.

**SECTION 2 - SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by or at the request of the President or if he or she is absent or unable or refuses to act, by any Vice President or by petition of any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of California as the place to hold said special meetings.

**SECTION 3 - NOTICE**

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or By-Laws.

**SECTION 4 - CONFIRMATION OF NOTICE**

Whenever any director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and indisputable evidence that due notice of such meeting was given to such director, as required by law and the By-Laws of this corporation.

**SECTION 5 - CONSECUTIVE ABSENCES BY DIRECTOR**

Whenever any director has been absent for three (3) regularly scheduled meetings in succession, said absence shall be brought to the attention of the President, by the Secretary, who shall take such action as he or she, or a majority of the Board of Directors, shall deem appropriate within the limits of his/her, or their powers as defined by these By-Laws.

**SECTION 6 - QUORUM**

Twenty-five (25) percent of the members of the Board of Directors who have a vote shall be necessary to constitute a quorum of the Board of Directors for the transaction of business.

**ARTICLE XII -  
ARBITRATION  
CLAUSE,  
CONSTRUCTION,  
DEFINITIONS, AND  
CONTRACTS**

In the event a controversy or dispute regarding construction, interpretation and/or application of the By-Laws, rules, regulations or decisions of this corporation, any of its members or any of its membership, by and between or involving this club, its members of this corporation, such dispute or controversy shall first be submitted to the Board of Directors of this corporation. The decision of the Board of Directors of this corporation, or the constituent member shall be final, unless either party shall, within seven (7) days from the date of the action Board of Directors of this corporation, initiate arbitration procedures as outlined by the California Amateur Hockey Association and USA Hockey, Inc.

In the event of said arbitration the parties shall proceed, and be bound by the procedures set forth by the California Amateur Hockey Association and USA Hockey, Inc.

**SECTION 1 - AMENDMENTS**

These By-Laws may be amended, repealed, and new By-Laws adopted by vote of two-thirds (2/3) of the voting members of the corporation or the vote of two-thirds (2/3) of voting members attending any regular or special general membership meeting, provided thirty (30) days written notice has been given to the membership or notice has been given at a previous regular or special meeting.

**SECTION 2 - CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-profit Corporation Law shall govern the construction of these By-Laws. Whenever these By-Laws are silent on any subject, the provisions and terms of the California Non-profit Corporation Law shall supplement the same and the statutory provisions and terms are hereby adopted and incorporated herein to such extent.

Without limited the generality of the above, the masculine gender includes the feminine and the neuter, the singular number includes the plural, the plural number includes the singular and the term person includes both a corporation and a natural person.

**SECTION 3 - CONTRACTS**

The Board of Directors, except as otherwise provided in the By-Laws, may authorize any officer or director, agent or agents, to enter into any contract or to execute any instrument in the name of and on behalf of this corporation and such authority may be general or confined to specific instances. However, unless specifically so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or agreement nor have any power or authority to pledge the credit of this corporation nor to render it liable for any purpose or in any amount.

**ARTICLE XIV -  
RULES OF ORDER**

Robert's Rules of Order (revised) shall be the governing parliament law of the corporation in all cases not provided for by these By-Laws, state law or rules of this corporation.

**APPROVED AT GENERAL BOARD OF DIRECTORS' MEETING  
NOVEMBER 17, 1994.**

**AMENDMENTS APPROVED AT GENERAL BOARD MEETING  
FEBRUARY 22, 1999.**