

**BAY AREA HOUSTON
HOCKEY ASSOCIATION**

BYLAWS

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CHAPTER I - NAME

The official name of the organization shall be "Bay Area Houston Hockey Association" hereinafter referred to as the "Association", and its official address shall be 16516 El Camino Real, Suite 167, Houston, Texas 77062.

CHAPTER II - OBJECTIVE

Section 1 - The objective of the Association shall be to develop, support and promote the sport of ice hockey for all ages in the Galveston Bay and Houston areas.

Section 2 - To achieve this objective the Association will provide a supervised program under the Rules and Regulations of USA Hockey. The Association will be guided by the following core values of USA Hockey:

Sportsmanship - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

Respect for the Individual - Treat all others as you expect to be treated.

Integrity - We seek to foster honesty and fair play beyond more strict interpretation of the rules and regulations of the game.

Pursuit of Excellence at the Individual, Team and Organizational Levels - Each member of the organization, whether, player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

Enjoyment - It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

Loyalty - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

Teamwork - We value the strength of learning together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

Section 3 - In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the Association shall operate exclusively as a non-profit educational organization, providing a supervised program for the sport of hockey. No part of the net earnings shall inure to the benefit of any member. No part of the Association shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation or becoming involved in political activity.

CHAPTER III - MEMBERSHIP

Section 1 - Eligibility - Any person sincerely interested in active participation to affect the objective of the Association shall become a Member.

Section 2 - Classes - There shall be the following classes of members:

- A. Youth Player Members - Any registered player of Midget age or younger on an Association team, and meeting the requirements of USA Hockey shall be a Youth Player Member and shall have no rights, duties or obligations in the management or in the property of the Association.
- B. Player Members - Any registered player on an Association team who does not qualify as a Youth Player Member shall be a Player Member.

- C. Regular Members - Any person who does not participate in the Association's programs and is actively interested in furthering the objective of the Association and/or is a parent or legal guardian of a Youth Player Member shall be a Regular Member.

Section 3 - Membership Period - The annual membership period is effective from the first registration for the fall season until the first registration for the following fall season.

Section 4 - Active Members - All Directors, Committee Members, Coaches and their staff and other elected or appointed officials must be active Player Members or Regular Members in good standing.

Section 5 - Member Definition - As used hereinafter, the word "Member" shall mean a Player Member or Regular Member unless otherwise stated.

Section 6 - Registration Form - Members shall complete a Registration Form and pay annual dues in the amount set by the Board of Directors.

Section 7 - Suspension or Termination - Membership may be terminated by resignation or by action of the Board of Directors.

CHAPTER IV - MEMBERSHIP MEETINGS

Section 1 - Annual Meeting - The Annual Meeting of the Members of the Association shall be held prior to July 1st of each year for the purpose of electing the Board of Directors, presenting reports and for the transaction of such business as deemed necessary.

Section 2 - Annual Election and Term of Office - At each annual meeting, the Members shall elect Members to fill vacant seats on the Board of Directors for the ensuing year.

All elections of Directors shall be by majority vote. Absentee voting will be allowed starting 2-4 weeks from the date of the Annual Meeting. There must be a minimum of ten percent (10%) of Members represented either in person, by proxy, or by absentee vote to constitute a quorum for the election of the board.

Section 3 - Special Meetings of the Association Membership - Upon the request of three (3) Board of Directors, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Section 4 - Notice of Meeting - Notice of each meeting shall be given at least seven (7) days in advance stating the place, time and purpose of the meeting in such form as may be authorized by the Board of Directors.

Section 5 - Voting - Only Player Members or Regular Members shall be entitled to vote at any meeting of the Association.

Section 6 - Proxies - Each Member shall be entitled to one (1) vote in person or by proxy. All proxies must be in an acceptable form, issued to a Member and may be withdrawn at anytime prior to the vote.

Section 7 - Rules of Order - Roberts Rules of Order shall govern the proceeding of all meetings, except where it conflicts with the Bylaws of the Association.

CHAPTER V - BOARD OF DIRECTORS

Section 1 - Board and Number - The management of the property and affairs of the Association shall be vested in the Board of Directors. The Directors shall not be less than seven (7) or more than nineteen (19). In addition to this number there will be two non elected Directors one each provided by the OHL and the Afterburners. The OHL and the Afterburners will provide the names of their representative so they may be included on the ballot for informational purposes only. These two Directors will announce along with the Directors elected at the annual meeting.

The Directors shall upon election begin performance of their duties on July 1 of each year and shall continue in office until their successors shall have been duly elected and completed any necessary training for the position. The first order of business for the newly elected Board should be the election of Officers.

Section 2 - Duties and Powers - The Board of Directors shall have the power to appoint such Standing or Ad Hoc Committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

Section 3 - Required Members - The Board Membership, at a minimum, shall consist of a President, a Vice President, a Secretary, a Registrar, a Treasurer, Director of Communications and Association Coaching and Education (ACE) Coordinator. When possible, these seven (7) specific positions shall be filled by Members who are not currently assigned a Head Coach position during the same term of office, within the Youth Player programs offered by the Association. When possible, each Officer and the ACE Coordinator should be associated with a different division of hockey within the programs offered by the Association.

Section 4 - Staggered Terms - Effective 7/1/2004 there shall be seven (7) members of the Board of Directors. Staggered terms for the Board shall be established so that at least three Director's terms expire each year (and no more than half plus one expire) with the maximum term being two (2) years. After the initial staggered terms, all Directors shall be elected for a 2-year term.

Section 5 - Vacancies - If any vacancy occurs in the Board of Directors, it may be filled by a majority vote of the remaining Directors at any regular meeting called for that purpose.

Section 6 - Term Limits - Directors may be elected to consecutive terms.

Section 7 - Meetings - A Regular Meeting of the Board of Directors shall be held quarterly at a date, time and place decided upon by the Board. The President will give reasonable notice of these meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of

business at these meetings. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 8 - Special Meetings of the Board of Directors - Upon the request of three (3) Board of Directors, the President shall call a special meeting to consider a specific subject. In addition, the Secretary, or the President at their discretion, may call Special Meetings. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Board.

Section 9 - Proxies - Each Board Member shall be entitled to one (1) vote in person or by proxy. All proxies must be in an acceptable form, issued to the President or Secretary and may be withdrawn at anytime prior to the vote.

Section 10 - Rules of Order - Roberts Rules of Order shall govern the proceeding of all meetings, except where it conflicts with the Bylaws of the Association. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Association, as it may deem proper.

CHAPTER VI - OFFICERS

Section 1 - Officers - The Officers of the Association shall consist of a President, a Vice President, the Immediate Past President, a Secretary, and a Treasurer all of whom shall hold office until their successors assume their duties.

Officers are expected to attend all Board Meetings and participate in the business matters that may come before the Board. The Association needs EVERY ONE of these positions to organize and administer a successful Hockey Program.

Section 2 - Duties and Powers - The Officers shall have such powers and shall perform such duties as may from time to time be specified in resolution or other directives of the Board of Directors.

Section 3 - President - The President shall:

- A. Preside at all meetings of the Board and shall have such other powers and duties as may be designated by the Bylaws and as may be assigned to him from time to time by the Board.
- B. Be the Chief Operating Officer and he or she shall report on the activities and the condition of the Association at the Annual Meeting or as requested by the Board of Directors.
- C. See that all orders and resolutions of the Board are carried into effect. In the absence of the President the next ranking officer present shall assume the authority and duties of the President.

Section 4 - Vice President - In the absence of the President of the Board or in the event of his inability or refusal to act, the Vice President of the Board shall preside at all meetings of the Board and shall have such other powers and duties as are conferred upon the President or as

may be otherwise designated in these Bylaws or as may be assigned from time to time by the Board.

Section 5 - Immediate Past President – The Immediate Past President shall serve as the Chairperson for the Conduct Review Committee and shall have such other powers and duties that may be designated in these Bylaws or as may be assigned from time to time by the Board.

Section 6 - Secretary - The Secretary shall keep minutes of the proceedings of the Board or any meeting of the Association. The Secretary shall keep minutes of Committees having any authority of the Board and maintain a record of the names and addresses of persons entitled to vote at Board or Membership meetings. The Secretary shall maintain a file of the forms and form letters used by the Association and make them available to the Board of Director as may be required.

Section 7 - Treasurer - The Treasurer shall keep correct and complete books and records of account and shall make such reports, as the Board shall require.

CHAPTER VII –VOLUNTEER’S APPLICATION

Section 1 - Application - As a condition of service to the Association and because of repetitive access to or contact with Youth Player Members, all Board of Directors, Coaches and their staff must annually complete and submit an official “Volunteer Application & Disclosure Statement” to the Association. Annual background screenings in accordance with USA Hockey requirements must be completed prior to the applicant assuming his/her duties for the current season. Refusal to annually submit a fully completed “Volunteer Application” will result in the applicant not being allowed a service position within the Association.

CHAPTER VIII –COMMITTEES

Section 1 - Committees of the Association - The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of no fewer than one Board Member and two Association Members, which committees, to the extent provided in such resolution, shall have and exercise the authority assigned to it by the Board of Directors. The Chairman of each committee will be duly elected by the Board of Directors and serve a term of one year unless otherwise set forth in the resolution. The Board may by a majority vote disband the committee. Also, the Board may by majority vote require the removal of any member of the committee whenever the best interest of the Association is served by such disbanding or removal.

Committees of the Association may increase the number of members of the committee up to a number necessary to carry out the duties of the committee or as set forth in the resolution which ever is less.

CHAPTER IX - AFFILIATION

Section 1 - Charter - The Association shall submit team rosters annually for participation within the USA Hockey affiliate, Texas Amateur Hockey Association (TAHA), hockey programs and shall do all things necessary to obtain and maintain such a charter.

Section 2 - Rules and Regulations - The Official Rules and Regulations as published by USA Hockey shall be binding on this Association.

Section 3 - Local Association Rules - The local rules of the Association shall be adopted by the Board at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the rules and regulations of USA Hockey.

CHAPTER X - FINANCIAL AND ACCOUNTING

Section 1 - Board Members, prepare the Association budget for the coming fiscal year.

Section 2 - The Board shall approve all non-budgeted expenditures in excess of \$100.00.

Section 3 - The Board shall not permit the solicitation of funds in the name of USA Hockey unless all funds so raised are placed in the Association treasury. The Board shall not permit the disbursement of these Association funds for other than the conduct of USA Hockey activities in accordance with the rules and policies of USA Hockey.

Section 4 - No Member of the Association shall receive, directly or indirectly, salary, compensation or emolument from the Association for services rendered as an Officer.

Section 5 - All monies received shall be deposited to the credit of the Association in a financial institution (bank, etc.) and all disbursements shall be made by check. Two Officers signatures shall be required to issue all checks.

Section 6 - The fiscal year of the Association shall begin on the first day of July and shall end on the last day of June.

Section 7 - The Association may be dissolved by a two thirds vote of the Board at any Regular or Special Meeting provided written notice of the proposed dissolution has been given at least ten calendar days prior to the meeting. Upon dissolution of the Association and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the Association to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501 (c)(3) of the Internal Revenue Code or any future corresponding provision.

CHAPTER XI - AMENDMENTS

The Bylaws may be amended, repealed or altered in whole or in part by a majority vote of any duly organized meeting of the Members. In addition to the rules stated in CHAPTER IV – Meetings, the proposed bylaw changes shall be given to all Members two (2) weeks prior to the meeting.

The Bay Area Houston Hockey Association Membership approved these Bylaws on July 1, 2004.

President - Greg Crawford

Signature: signed Date: 6/21/04

Association ID No. 800345538

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