

Puget Sound Amateur Hockey Association
Bylaws
Approved June 2016

ARTICLE I
Name

The name of the organization shall be Puget Sound Amateur Hockey Association herein referred to as PSAHA.

ARTICLE II
General Statement of Philosophy and Mission

Puget Sound Amateur Hockey Association is a Washington Non-stock Corporation organized for charitable (not for profit) and education purposes within the meaning of the Internal Revenue Code. The Corporation is governed by these bylaws and its Articles of Incorporation.

The mission of PSAHA is to teach the individuals of the community ice sports, developing team play and individual skills through clinics and team competition. By emphasizing sportsmanship, cooperation, fun, self-discipline, self-confidence and respect for others. PSAHA also will strive for the highest level of customer service to the membership to maintain and insure growth of ice sports in the Tacoma area. Upon a two-thirds (2/3) vote of the Board of Directors (referred to as the Board), PSAHA's mission statement may be revised from time to time.

Participants will be organized into divisions appropriate to their respective ice sport. Hockey players will play at the level that corresponds with their skill and age group: Initiation, Mite, Squirt, Peewee, Bantam, Midget, Junior or Adult. In all divisions and levels, Directors, Coaches, all volunteers, on and off ice officials and participating families will be expected to emphasize PSAHA's mission statement as it affects the individual players. All programs will be administered without regard to race, religion, sex or national origin.

ARTICLE III
Membership

PSAHA reserves the right to refuse membership to anyone applying at its discretion

Section 1. Non-voting Members

- A. Registered members: Registered members are those registered as participating players or coaches in accordance with rules and regulations adopted by the registered members must abide by and are subject to all rules and regulations of PSAHA. Registered members have no voting rights.
- B. Parental/Guardian members: Parental/Guardian members are entitled to represent the interests of playing members for whom they have responsibility. Parental/Guardian members in good standing are eligible for appointments to the various committees in PSAHA, subject to final approval of the Board. Parental/Guardian members have no voting rights.
- C. Life members: Life membership is available to those adult members of the community who would otherwise not be eligible to be members of PSAHA and support its activities to an unusually high degree through the following: coaching/assistant coaching, officiating, administrative assistance, financial support, or other similar contributions for the benefit of PSAHA. Life membership may be terminated by a two-thirds (2/3) vote of the Board. A list of all Life members shall be maintained along with these Bylaws on record. Life members have no voting rights.

Section 2. Voting Members: Voting members are the Directors of the Board. They are entitled to deliberate and vote on all matters submitted to a vote of the membership under these Bylaws. All disputes over the exercise of voting privileges are subject to resolution by the Board, the decision of which is final. The Executive Director shall only vote in the event of a tie.

ARTICLE IV Board of Directors

Section 1. Power and Authority: PSAHA shall be managed by a Board of Directors. The Board has full authority to manage and control the affairs of PSAHA, including but not limited to the appointment of coaches, managers, committee chairs and others necessary to conduct the operations of PSAHA the adoption of the rules and regulations necessary and appropriate to the operation and fulfillment of its purpose, the assessment of registration/membership fees, the imposition of disciplinary sanctions on members in accordance with the adopted rules and regulations, and the appointment of committees or special advisors as needed for the operation of PSAHA. Only the Board shall have the final authority to commit or obligate PSAHA in any manner whatsoever. At least one Board Member will be present at all Council meetings to act as a liaison and source of information for Council Members.

Section 2. Appointment, Term, Vacancy and Removal: The Board shall consist of at least four members plus the Executive Director. Individuals may be added or removed, pursuant to the amount of individuals needed to carry out the functions of PSAHA (the Corporation).

A. **Appointment:** Newly created Board of Director positions created out of necessity for operations of PSAHA shall be posted at the home rink and the newsletter. The Board will be responsible for soliciting interested members for said positions needed. From those nominations, the Board must have a unanimous vote in order for the new Director to be named along with the current Board of Directors. Any nominees not selected may be re-nominated the following season. The Board may reject any individuals nominated for an open slot on the board.

B. **Term:** Current and future directors shall serve a life term. Directors have the option of resignation with 15 days written notice to the Executive Director.

C. **Removal:** A Director may be removed for cause by vote at a special meeting. A two-thirds vote of the entire board is required to remove any board member.

D. **Vacancy:** Any vacancy on the Board arising from resignation, disability, removal or any other reason other than an increase in the number of the Directors provided for in the Bylaws shall be filled by the appointment of a new Director by a unanimous vote of the remaining members of the Board. This may occur at a regular or special meeting of the Board.

Section 3. Informal action: Any action required or permitted to be taken by the Board at a regular or special meeting may also be taken by unanimous written consent of the Board, through a written document which sets for the action. Each member of the Board must sign an original or duplicate of this document. All signed copies must be filed along with the minutes of the board meeting.

Section 4. Nominations: Candidates for appointment to the Board at the annual meeting shall consist of *only* the candidates approved by the Board. Appointments to the Board of PSAHA shall be open to all persons interested in promoting the purpose of PSAHA without regard to race, religion, gender, age or national origin.

- A. **Eligibility:** All candidates, for the position of member on the Board, must be either an adult, parental or life member of PSAHA (the Corporation) and in good standing. They must have previously held a Chair position with a committee with PSAHA or otherwise assisted PSAHA or a similar organization in some substantial capacity, such as coaching, assistant coaching, managing, administrative assistance or similar activity.

B. Notice to members: Anyone who wishes to be considered a candidate for membership on the Board shall notify the Executive Director and provide such information that the Board may request regarding any past positions showing his/her interests, experience and abilities as they may pertain to the purposes of PSAHA.

C. Presentation to the Board: Any person desiring to be nominated for a position on the Board may be called to appear before the Board to present his/her interest and list their qualifications. The Board, in its sole discretion, at any time prior to the annual meeting, may determine to include such a person on the list of candidates for the office of Director and have them be considered at the meeting, or may refuse to include such person on the list of candidates for the office of Director.

Section 5. Voting procedure.

A. Candidate Presentation: At the annual meeting, all candidates shall be listed. After a brief report, each candidate may briefly address the meeting. The Board of Directors may also question each candidate on any issues they deem necessary. At such time, parental/life members may submit written support for or against any candidate being considered by the Board. The Board may choose to recognize or not recognize any verbal statements by anyone other than the Board themselves.

B. Balloting: At the annual meeting, each member of the Board of Directors will vote on each candidate by means of written ballot listing the choices collected for election to the Board of Directors. The Board may elect as many new Directors as they deem necessary. The candidate who receives a unanimous vote/decision from then Board of Directors shall be elected to the board of Directors. Proxy voting is not allowed. Absentee ballots or Electronic ballots may be used as the Board of Directors sees fit.

Section 6. Officers

A. The officers of PSAHA shall be as follows President, Vice President Secretary and Treasurer of PSAHA shall be elected by the Board of Directors from the membership of the Board. The length of term for the various officers shall be two years.

B. Duties: The duties of the officers shall be as described in Robert's Rules of Order with additional duties defined/amended by the Standing Rules.

Section 7. Executive Director

An Executive Director shall be appointed by a unanimous vote of the board.

ARTICLE V Programs and Committees

In an effort to achieve effective administration and planning of the programs and activities of PSAHA, there are hereby created and established Programs and Committees. It shall be the duty and responsibility of each Program Director to administer and plan their program area within the guidelines established by the Board of Directors and pursuant to the Bylaws and Rules and Regulations of PSAHA. Program Directors are appointed by the Executive Director with the advice and consent of the Board. Furthermore, it shall be the responsibility of each Program Director to make recommendations for adoption by the Board of Directors which shall be in the best interests of the improvement of PSAHA. Additional programs can be created to represent other ice sports and Program Directors appointed by the Executive Director with the advice and consent of the Board.

Section 1. Youth Hockey Program

A. Composition

The youth hockey program shall be registered with USA Hockey, operate and be known as the Tacoma Jr. Hockey Association (TJHA). The Youth Hockey Director shall be appointed by the

Board of Directors. The Youth Hockey Director shall also serve as the PNAHA and MHL Representative.

B. Duties and Responsibilities:

It shall be the duty and responsibility of the Youth Hockey Director with respect to ice hockey to:

1. Plan, create, develop, administer and supervise all Initiation, Recreational and Travel (Rep) programs and to make the appropriate recommendations to the Board of Directors regarding player development at the youth levels.
2. Supervise and administer the following Youth Hockey Committees: Initiation Program, Managers, Coaching, Disciplinary, Membership, Tournament, Fundraising, and Communications.

Section 2. Junior Hockey Program

A. Composition

Any junior hockey program shall be registered with USA Hockey. The appointment of the following staff members will be determined by the Team Owner: General Manager, Head Coach, Asst. Coaches, Trainer and Team Secretary.

B. Duties and Responsibilities:

It shall be the duty and responsibility of the Junior Team Owner with respect to ice hockey to:

1. Plan, create, develop administer and supervise and the operations of the Junior Team
2. The Team Owner has complete authority over all representation and development of the Junior Hockey Program and its programs.

Section 3. Adult Hockey Program

A. Composition

The adult hockey program shall be registered with USA Hockey, operate and be known as the Rainier Hockey League. The Adult Hockey Director shall appoint a committee of no less than three (3) members including the League Commissioner and the Deputy Commissioner.

B. Duties and Responsibilities:

It shall be the duty and responsibility of the Adult Hockey Director with respect to ice hockey to:

1. Plan, develop, administer and supervise an adult, amateur program.

Section 4. Appointment: With the advice and consent of the Board, the Executive Director may appoint standing and ad hoc committees from time to time from among the members of PSAHA taking into account the interests, experience and the abilities of the members to be appointed. All committees shall be responsible for carrying out the programs of PSAHA under the direction and management of the Board. The following standing committees shall be appointed as needed: Initiation Programs, Managers, Tournament, Coaching, Disciplinary, Membership, Communications and Fundraising.

Section 2. Composition: Each Committee shall be composed of at least 3 members of PSAHA. Each member of the Board of Directors shall be an ex-officio member of each committee, and will attend meetings/events when deemed necessary.

Section 3. Committee Member Appointments: With the advice and consent of the Executive Director, the Committee Chair of each standing committee will be responsible for choosing their committees members from members of PSAHA to serve on each appropriate committee. All committee members are appointed to serve from May 1st to April 30th.

ARTICLE VI

Meetings

Section 1. Board Meetings:

- A. The Board shall meet quarterly. A quorum must be present in order to do any business at any meeting. A quorum of the Board is a majority of the entire Board. Decisions of the Board are to be made by majority vote of those present at regular meetings. In the event of tie vote, the Executive Director shall decide the matter.
- B. Association members are welcome to attend and present items for discussion.

Section 2. Special Board Meetings: Special meetings of the Board may be called at any time the Executive Director or by a majority of the Board, upon giving 7 days written notice to each Board member. The notice of a special meeting must state the business to be transacted at that meeting and only that business may be transacted at that meeting. A quorum must be present in order to do any business at a special meeting. A quorum of the board is a majority of the entire Board. Decisions of the board are to be made by majority vote of those present at special meetings. If the special meeting is being held for the specific purpose of removing a Director then the voting requirement is defined in Article IV, Section 2C.

Section 3. Annual Meeting: The annual meeting of PSAHA shall be held at such time and place as determined by the Board. The purpose of the annual meeting is for the Board to vote on any candidates needed to fill open positions on the Board, to go over the annual report, approve an annual operating budget and to present any other reports to the members as the Executive Director or the Board deems necessary.

- A. Annual Report: The Executive Director and the Board of Directors shall prepare an annual report setting forth the activities of PSAHA during the preceding year. The Treasurer shall review the financial report, including a balance sheet, statements of income and expenses, receivables, and any other information the Board considers appropriate. Copies of the annual report shall be circulated at the annual meeting and shall be available for inspection by interested parties upon request.
- B. Budget: The Treasurer shall present an operating budget for approval by the Board at the Annual Meeting.

Section 4. Notice: Written notice for meetings, other than special ones, shall be given to voting members at least 15 days and no more than 60 days before the meeting. Notice for the annual meeting shall be given at least 30 days and no more than 120 days in advance. The notice shall state the purpose of the meeting. Notice can be given by mail, email, or by hand delivery.

ARTICLE VII

Property and Finances

Section 1. Banking: The funds of PSAHA shall always be deposited in a FDIC bank that is approved by the Board. In the event there is ever an excess of funds over and above what is needed for the current operations of PSAHA this excess may be invested for a period of not more than 1 year with a reputable insured financial institution.

Section 2. Payables: All disbursements of funds for PSAHA shall be made by electronic funds transfer or check signed only by the Treasurer and if absent, signed by an authorized Director of the Board.

Section 3. Investment: The Board may also provide for the establishment of an Endowment fund, the purpose of which is to help defray operating expenses and thereby assist in the reduction of registration fees. This fund shall be administered separately from the other funds of PSAHA and shall be invested with a reputable, insured financial institution. Withdrawals from the Endowment fund shall only be made by 2/3-majority vote of the full Board of Directors.

Section 4. Registration: the Board shall set Registration fees for each upcoming season in the spring preceding the hockey season. The purpose of the registration fee is to pay for the sanctioning bodies being USA Hockey and PNAHA along with the administrative costs for PSAHA. This fee is not refundable.

Section 5. Membership: The Board will establish the annual membership dues. These dues are to pay the operating expenses for PSAHA including fees for ice usage. When a member joins the association after the season has started or leaves from an injury or moving out of the area, the dues will be prorated.

Section 6. Sanctions: Any members of PSAHA who fails to pay the registration fees and membership dues within 30 days after they have become due according to the set payment schedule, shall be subject to suspension from the association. Registered members (skaters) who are delinquent cannot participate in any on ice or off ice programs until their account has been made current and cleared by the Board.

Section 7. Insurance: PSAHA shall have the power to purchase insurance on behalf of directors and officers and any other indemnified person to provide for the payment of the insurance and/or indemnification as set forth in these bylaws.

Section 8. Accounts: The accounts of PSAHA shall be prepared by Executive Director working with the Treasurer in accordance with generally accepted accounting procedures and presented to the Board at each regular scheduled meeting. A financial advisor may be selected by the Board, to assure that they have been prepared fairly and accurately. The report of this review shall be presented at the annual meeting. The Financial advisor will advise the Board as to choosing an outside agency to prepare and file any or all IRS forms/reports deemed necessary. All team bank accounts must be approved by the Board of Directors, a copy of the bank statement must be submitted to the Treasurer each month. A monthly financial report must be given to each parent or adult team member listing all transactions occurring.

Section 9. Fundraising, Sponsorships and Donations: All funds received from sponsorships, donations or fundraising activities by PSAHA members/teams using the name PSAHA whether it be raised or donated, must be deposited and recorded in the name PSAHA general fund. This will protect the contributors. Tax receipt shall come from the Executive Director along with the Treasurers signature in a timely manner. The Treasurer will then administer the funds as designated by the sponsorship or donation agreement.

ARTICLE VIII

General and Miscellaneous

Section 1. Copies of the organizational documents of PSAHA and the bylaws, and any amendments to them, shall be preserved by the Board in a place of safekeeping. Minutes of all meetings of the Board and of the annual meeting shall be kept in a minute book.

Section 2. A copy of these Bylaws, or a notice briefly summarizing the organizational structure of PSAHA set forth in these Bylaws, as well as the nomination procedures of PSAHA shall be circulated to the general members by posting in PSAHA's home ice rink or posting on their web site.

Section 3. PSAHA shall designate an ice rink in Pierce County as their home ice rink and shall give notice to the designation to the general membership. Notices and information for the general membership shall be posted on a bulletin board at the home ice rink, mailed or emailed to the address given at time of registration. Any notice to be given in writing pursuant to these Bylaws shall be deemed given if mailed, first class, postage prepaid, to the last know recorded address of the intended recipient. Also if delivered to a playing member who is a family member of the intended recipient, or sent by facsimile, or via e-mail to the last known address of both.

Section 4. The Board shall resolve disputes concerning the interpretation or application of these Bylaws, the decision of which shall be final.

Section 5. These Bylaws may be amended by a 2/3 vote of the Board , provided, however that any final action on any proposed amendment to the Bylaws shall be held over until at least the second regular meeting of the Board following the meeting at which such proposal is first submitted to the Board.

Section 6. PSAHA shall indemnify any person who was or is a party or who is threatened to be made a party in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of his or her service as a director or officer or chair or a member of a committee of the Corporation, or of service in any other capacity at the express request of the Board or the Executive Director. This indemnity shall be for all expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person indemnified. This indemnity applies only where the person indemnified has acted within the scope of his or her authority, in good faith, and in a manner reasonably believed by the person indemnified to be in the best interests of PSAHA With respect to any criminal action or proceeding, this indemnity applies only where the person indemnified had no reasonable cause to believe his or her action was unlawful. It is intended that this indemnity is equivalent in scope and limitations as that permitted by the State of Washington and the provisions are hereby incorporated into these bylaws by reference.

Section 7. The indemnification provided for in the preceding Section is not exclusive of any other rights to which any person seeking Indemnification may be entitled under any bylaw, agreement, decision of the Board, or otherwise, and shall continue as to any person who has ceased to be an officer or member of the Board, and shall inure to the benefit of the Indemnified person's personal representative, heirs, administrator or assigns. The Board may, by appropriate resolution, extend the indemnification provided in the preceding Section to any other agent, servant, or employee of PSAHA.

Section 8. Anything in these bylaws to the contrary notwithstanding, no director, officer or other person shall be indemnified against any liability to PSAHA or others, including attorney's fees and expenses, to which he or she is subject by reason of his or her willful misfeasance, bad faith, gross recklessness, or reckless disregard in the duties involved in the conduct of his or her office or position.

Section 9. Standing Rules for PSAHA shall be created and reviewed for changes annually by the Board. Standing Rules for the Councils shall be created and reviewed for changes annually by each Council and approved by the Board.

Section 10. Logos: The official logos used by the three hockey programs are shown below. The youth logo, portions of the youth logo, or any likeness of the youth logo cannot be used without written permission from the Board of Directors or the Executive Director. The Junior logos, portions of the junior logos, or any likeness of the junior logos cannot be used without written permission of the Team Owner. The logo of the Rainier Hockey League has been adopted as the logo of the Adult Council. The adult logo, portions of the adult logo, or any likeness of the adult logo cannot be used without written permission of the League Commissioner or Adult Council.



Section 10. Team Names and Colors: The youth and junior teams that play within the association will only have team names and team colors that are approved by the Board of Directors.

**ARTICLE IX
Conflict of Interest**

Section 1. No contract or other transaction between PSAHA and one or more of its Executive Directors or Board , or between PSAHA and any other Corporation, Firm, Association, or other entity in which one or more of its Trustees, Officers, or Employees are directors or officers, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Board thereof if such Executive Director's, Board of Director's (hereinafter "interested party or parties") are present at the meeting of the Board thereof which authorizes such contract or transaction, nor shall his or her votes be counted for such purpose, unless:

The material facts as to such interested person's interest in such contract or transaction and as to any such common directorship, officer ship, or personal, professional, political or financial interest is disclosed in good faith or are known to the Board , and the Board authorizes such contract or transaction by unanimous written consent, proved at least one Board of Director so consenting is disinterested or by a majority vote without counting the vote or votes of such interested parties, or persons even if the disinterested Board of Directors are less than a quorum ; or

The material facts as to such party's or party's interest in such contract or transaction and as to any such common directorship, officer ship or personal, professional, political or financial interest are disclosed in good faith or are known to the Board to vote thereon, if any, and such contract or transaction is authorized by a majority vote of the Board.

Signed _____ Date _____

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