

Puget Sound Amateur Hockey Association
Bylaws
Approved on February 8, 2006

ARTICLE I
General Statement of Philosophy and Mission

Puget Sound Amateur Hockey Association (referred to as the "Corporation") 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 (the Corporation) is to teach the youth of the community the sport of ice hockey, 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 (the Corporation) also will strive for the highest level of customer service to the membership to maintain and insure growth of hockey in the Tacoma area. Upon a two-thirds (2/3) vote of the Board of Directors (referred to as "the Board"), PSAHA's (the Corporation's), mission statement may be revised from time to time.

Players will be organized into three divisions: Beginner, Recreational, and Travel (rep.). Players will play at the level that corresponds with their skill and age group: Mite, Squirt, Peewee, Bantam, Midget and Junior. In all divisions and levels, Directors, Coaches, all volunteers, on and off ice officials and participating families will be expected to emphasize PSAHA's (the Corporation's) mission statement as it affects the individual players. All programs will be administered without regard to race, religion, sex or national origin.

ARTICLE II
Membership

Section 1. PSAHA (the Corporation) reserves the right to refuse membership to anyone applying at its discretion

A. Non voting Members

1. Registered members: Registered members are those registered as participating ice hockey players or coaches in accordance with rules and regulations adopted by the Board of Directors. Registered members must abide by and are subject to all rules and regulations of PSAHA (the Corporation). Registered members have no voting rights.
2. 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 (the Corporation), subject to final approval of the Board of Directors. Parental/Guardian members have no voting rights.
3. Life members: Life membership is available to those adult members of the community who would otherwise not be eligible to be members of PSAHA (the Corporation) and support it's 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 (the Corporation). Life membership may be terminated by a two-thirds (2/3) vote of the Board of Directors. A list of all Life members shall be maintained along with these Bylaws on record. Life members have no voting rights.

B. Voting Members: Voting members 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 of Directors, the decision of which is final.

1. Executive Director: The Executive Director shall preside at the meetings for PSAHA (the Corporation) along with the Board of Directors. The Executive Director shall be the chief administrative officer of PSAHA (the Corporation) and shall perform all functions incidental to the office. The Executive Director votes only in the event of a tie.
2. Directors: All Directors of PSAHA (the Corporation) are voting members during their tenure as a Director. All disputes over the exercise of voting privileges are subject to resolution by the Board of Directors, the decision of which is final.

ARTICLE III Board of Directors

Section 1. Power and Authority: PSAHA (the Corporation) shall be managed by a Board of Directors. The Board has full authority to manage and control the affairs of PSAHA (the Corporation), including but not limited to the appointment of coaches, managers, committee chairs and others necessary to conduct the operations of PSAHA (the Corporation), 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 (the Corporation). Only the Board of Directors shall have the final authority to commit or obligate PSAHA (the Corporation) in any manner whatsoever.

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 (the Corporation) shall be posted at the home rink and the newsletter. The nominating committee will be responsible for soliciting interested members for said positions needed. The nominating committee will evaluate those interested and recommend to the Board the list of nominees. From those nominations, the Board of Directors 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 of Directors 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 of Directors.

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 the candidates approved by the nominating committee. Appointments to the Board of Directors of PSAHA (the Corporation) shall be open to all persons interested in promoting the purpose of PSAHA (the Corporation) without regard to race, religion, gender, age or national origin.

A. Eligibility: All candidates, for the position of member on the Board of Directors, must be either a 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 (the Corporation), or otherwise assisted PSAHA (the Corporation) 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 of Directors shall notify the chair of the Nominating committee and provide such information that the Nominating committee may request regarding any past positions showing his/her interests, experience and abilities as they may pertain to the purposes of PSAHA (the Corporation).

C. Presentation to the Board: Any person desiring to be nominated for a position on the Board of Directors may be called to appear before the Board of Directors to present his/her interest and list their qualifications. The Board of Directors, 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 from the Nominating committee, 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 of Directors 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 by the Nominating committee 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 elected by the Board of Directors from the membership of the Board. The length of term for the various officers shall be determined by a majority vote of the Board. The Officers of PSAHA shall be as follows: President, Vice President, Secretary and Treasurer.

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 of the Association.

ARTICLE IV Committees

Section 1. Appointment: With the advice and consent of the Board of Directors, the Executive Director may appoint standing and ad hoc committees from time to time from among the members of PSAHA (the Corporation), 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 (the Corporation) under the direction and management of the Board of Directors. Initially the following standing committees shall be appointed and shall report to the Board of Directors on the activities of each committee.

A. Recreational Program: The Recreational programs committee shall organize and conduct a recreational youth hockey program for playing members who do not seek or are not selected to participate in the travel program.

B. Travel Program: The Travel programs committee shall organize and conduct a travel youth hockey program of the highest level and broadest scope consistent with the level of interest and ability among playing members families that desire such a program. This program's teams can participate in more than one league during a season.

C. Initiation Program: The Initiation programs committee shall organize and conduct an ongoing introductory program of ice hockey and skating instruction for 4-18 year olds. This is an ongoing program broken down into 3 different sessions held throughout the year so the players can join when their family's schedules allow. Full gear is required.

D. Coaching Committee: The Coaches committee is responsible for appointing/interviewing all head coaches. They are responsible for encouraging and facilitating the further training and certification of all the coaches at all the levels in PSAHA (the Corporation). It is their responsibility to submit the team Head Coach Assignments to the Board of Directors for the final approval no later than July.

E. Disciplinary Committee: The Disciplinary Committee shall investigate and determine matters regarding player penalties within 5 days following the assessment of a Gross Misconduct penalty against a PSAHA player, or any other infractions of the Rules and Regulations that would require appropriate disciplinary action to be assessed.

F. Nominating Committee: The Nominating Committee shall have the responsibility to recruit new members interested in the purposes of PSAHA (the Corporation), to serve on the Board of Directors, under the stipulations outlined in Article III, Section 2A.

G. Fundraising Committee: The Fundraising Committee shall organize and conduct reasonable fundraising activities for the members of PSAHA (the Corporation).

H. Membership Committee: The Membership Committee shall have the responsibility of organizing and conduction a program to increase membership.

Section 2. Composition: Each Committee shall be composed of at least 3 members of PSAHA (the Corporation). Each committee shall have a chair position that is appointed by the Board of Directors. 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 Board of Directors, the Chair of each standing committee will be responsible for choosing their committees from members of PSAHA (the Corporation) to serve on each appropriate committee.

ARTICLE V

Meetings

Section 1. Regular Meetings: The Board of Directors shall meet monthly at least 8 times per year. 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 of Directors. 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.

Section 2. Special 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 of Directors. 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 III, Section 2C.

Section 3. Annual Meeting: The annual meeting of PSAHA (the Corporation) shall be held during the month of April at such time and place as the Board of Directors may determine. The purpose of the annual meeting is for the Board of Directors to vote on any candidates needed to fill open positions on the Board of Directors, to go over the annual report and to present any other reports to the members as the Executive Director or the Board of Directors deems necessary.

A. Annual Report: The Executive Director and the Board of Directors shall prepare an annual report setting forth the activities of PSAHA (the Corporation) 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.

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 VI

Property and Finances

Section 1. Banking: The funds of PSAHA (the Corporation) shall always be deposited in a FDIC bank that is approved by the Board of Directors. In the event there is ever an excess of funds over and above what is needed for the current operations of PSAHA (the Corporation), 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 (the Corporation) shall be made by 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 (the Corporation), 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 of Directors 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 of Directors will establish the annual membership dues. These dues are to pay the operating expenses for PSAHA (the Corporation) 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 (the Corporation) 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/off ice programs until their account has been made current and cleared by the Board of Directors.

Section 7. Insurance: PSAHA (the Corporation) 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 (the Corporation) 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.

Section 9. Fundraising: All funds received from fundraising activities by PSAHA (the Corporation) members/teams using the name PSAHA (the Corporation) whether it be raised or donated, must be deposited and recorded in the name PSAHA (the Corporation) general fund. This will protect the contributors. Tax receipt shall come from the Executive Director along with the Treasurers signature in a timely manner.

ARTICLE VII General and Miscellaneous

Section 1. Copies of the organizational documents of PSAHA (the Corporation) 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 (the Corporation) set forth in these Bylaws, as well as the nomination procedures of PSAHA (the Corporation), shall be circulated to the general members by posting in PSAHA's (the Corporation) home ice rink or posting on their web site.

Section 3. PSAHA (the Corporation) 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. Any notice to be given in writing pursuant to these Bylaws shall be deemed given if mailed, first class, postage prepaid, to the last known 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 of Directors 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 of Directors, 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 (the Corporation) 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 of Directors 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 (the Corporation). 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 (the Corporation).

Section 8. Anything in these bylaws to the contrary notwithstanding, no director, officer or other person shall be indemnified against any liability to PSAHA (the Corporation) 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 (the Corporation) shall be created and reviewed for changes annually by the Board of Directors.

**ARTICLE VIII
Conflict of Interest**

Section 1. No contract of other transaction between PSAHA (the Corporation) and one or more of it's Executive Directors or Board of Directors, or between PSAHA (the Corporation) 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 of Directors thereof if such Executive Director's, Board of Director's (hereinafter "interested party or parties") are present at the meeting of the Board of Directors 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, officership, or personal, professional, political or financial interest is disclosed in good faith or are known to the Board of Directors, and the Board of Directors 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, officership or personal, professional, political or financial interest are disclosed in good faith or are know to the Board of Directors to vote thereon, if any, and such contract or transaction is authorized by a majority vote of the Board of Directors.

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____