

JEFFERSON CITY YOUTH HOCKEY, INC.
ORGANIZATIONAL BY-LAWS
Adopted February 7, 2011

ARTICLE I: ORGANIZATION

Section 1: Name

The name of this corporation is the Jefferson City Youth Hockey, Inc. (JCYH).

Section 2: General Operating Status

a) Non Profit Status

This corporation is organized as a State of Missouri non-profit public benefit corporation upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

b) Office

The principal office of the Corporation in the State of Missouri shall be located in Jefferson City, Missouri and shall be located at 612 E. Capitol Avenue, Jefferson City. The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State may be, but need not be identical with the principal office in the state of Missouri, and the address of the registered office may be changed from time to time in conformity with Missouri law.

Section 3: Exempt Status

This corporation is organized and shall apply and be operated exclusively as an exempt organization under the provision of Section 501(c)(3), or as amended from time to time, of the Internal Revenue Code.

Section 4: Use of Funds

All funds and property of this corporation shall be used and distributed exclusively for carrying out the purposes of the corporation.

- a) 501(c)(3):** JCYH transactions and records shall be in accordance with the requirements of the Internal Revenue Service for 501(c)(3) corporations.
- b) Records:** JCYH finances shall be administered by the Board in accordance with generally accepted accounting practices.

- c) **Player fees:** Player fees shall be closely related to actual team and JCYH administrative expenses.
- d) **Funds Balance:** The Board shall administer the funds of JCYH in a manner so that there is an acceptable funds balance from year to year to ensure cash flow between the hockey seasons.

Section 5: Fiscal Year

The Fiscal Year for the corporation shall begin July 1 and end on June 30 of each year.

Section 6: Member Annual Dues

Member annual dues and dates of payment shall be established by the Board of the Directors and may be changed at the discretion of the Board of Directors and shall be closely related to actual team and JCYH administrative expenses plus any amount necessary to sustain a funds balance.

Section 7: Financial Statements

JCYH finances shall be administered by the Board. At least annually, the Board Directors shall have a statement of the assets and liabilities for the preceding fiscal year prepared. Financial records shall be made available to all Members upon their request.

Section 8: Dissolution

Upon the dissolution of the organization, the Board shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time, qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which is organized and operated exclusively for such purposes.

ARTICLE II: PURPOSE

Section 1: Purpose

JCYH shall be a not for profit corporation operating youth hockey programs and youth activities for the following purposes:

- a) The JCYH shall promote youth hockey, provide the opportunity for all Mid Missouri youth to play hockey and enhance their skills, and shall teach hockey skills and sports values such as teamwork, sportsmanship, respect for an opponent in a non-threatening environment.
- b) To associate with other ice hockey associations
- c) To conduct an amateur hockey program consistent with the rule and regulations of Missouri Hockey, Inc for the youth programs and MAHSL for the high school program and meeting the requirements of USA Hockey; and the requirements of Jefferson City Parks and Recreation (also referred to as the Governing Authorities).
- d) To conduct all powers authorized by Chapter 355 RSMo.

Section 2: Teams

The Board, based on available player information, shall annually determine the number of teams in each Age Group. The Board shall determine or recommend to the Governing Authorities the level of play or appropriate division for all JCYH teams. The Board determination or recommendation shall be based on the anticipated skill level of the team players and historic team performance in their division. Furthermore, the level of play and appropriate division is subject to change dependent upon subsequent declaration games.

- a) **Number of players on a team:** The number of players on a team shall not exceed that prescribed by the Governing Authorities.
- b) **Team and player ice time:** The Board shall distribute ice time between teams on as equal as reasonable basis consistent with the requirements of the Governing Authorities. The Board shall also establish rules for player ice time during regular season games, tournaments, and playoffs after considering the number of JCYH teams in the Age Group, the skill level and skill range of players on the team.
- c) **Team player selection:** When there is more than one team in an Age Group, players will be selected for the more skilled team(s) based on hockey skill evaluation and historic player demonstrated commitment to previous hockey teams (e.g. game and practice attendance and tardiness) and demonstrated conduct with respect to the best interests of the player's previous hockey teams.
- d) **Team Coaches:** The Board shall select Coaches based on demonstrated coaching ability, evaluation of available written parent feedback from the previous season and other reliable information available to the Board. Background checks shall be performed on all coaching candidates. Candidates with a history of abusive behavior and felony convictions shall not be permitted to coach.

ARTICLE III MEMBERSHIP

Section 1: Definitions of Members, Voting Members, Players in Good Standing and Player in Good Standing Family:

- a) **Members:** are all Players in Good Standing, their parents and legal guardians, and Coaches.
- b) **Voting Members:** are the parents and legal guardians of all Players in Good Standing, except there shall be no more than one vote per Family in Good Standing for all votes and elections described in these By-Laws.
- c) **Players in Good Standing:** means all properly registered players who have met all their financial and good conduct obligations to the JCYH. Between Seasons, players shall retain their Player in Good Standing status until the next season, unless their eligibility for JCYH teams has expired (e.g. older than the oldest JCYH team Age Group).
- d) **Player(s) in Good Standing Family:** refers to a unique group of people that consists of a Player in Good Standing, any and all sibling Player(s) in Good Standing and parent/parents and legal guardians.
- e) **Player/Parent Good Conduct obligation:** Players and Parents may fail to be in Good Standing by conduct detrimental to the JCYH and by vote of two-thirds of the Board of Directors.

Players who do not meet their financial and other obligations shall immediately lose their Player in Good Standing and Member status. Similarly their parents and legal guardians shall lose their Member, Voting Member and Player in Good Standing Family status.

Section 2: Expulsion

- a) **Conduct:** An active member may be expelled, after due notice and an opportunity for a hearing, for conduct detrimental to the JCYH by the vote of two thirds of the Board of Directors. The association shall provide at least ten days notice to the person to be expelled and to the members of the Board at the regular or special meeting at which the matter is to be resolved. The hearing shall take place no later than fifteen (15) days after the expulsion. The person shall be offered an opportunity to be heard at that meeting and to present others to speak in his or her behalf, before any final disposition by the Board.
- b) **Nonpayment of Dues:** An active member may be expelled for nonpayment of dues by the vote of two thirds of the Board of Directors. The association shall

provide at least ten days notice to the person to be expelled on the basis of nonpayment and if payment is made within that ten days time, then no expulsion shall take place. If payment is not made within that ten days time, then the expulsion for nonpayment of dues shall be immediately effective.

Section 3: Discipline

- a) **Discipline rules:** The Board shall adopt discipline rules for all Members and spectators.
- b) **Enforcement:** The Board shall be responsible for the discipline of all Members including enforcing the discipline requirements of the Governing Authorities when so required. Discipline shall be in accordance with the applicable requirements of the Governing Authorities. In the absence of applicable Governing Authority requirements, penalties shall be consistent with available Governing Authority guidance and recent Board actions.

Section 4: Members Meeting

A Members Meeting shall be held annually and may be at the annual end of year banquet. A Members Meeting may also be held at the discretion of the Board or upon the written request of Voting Members from not less than 25 of the Player in Good Standing Families, in which case the requesting Voting Members shall indicate the purpose of the meeting. The Board shall set the location, date and time for all Members Meetings and shall give Notice. In the event the meeting is in response to the written request of Voting Members, the meeting shall be scheduled for a time not less than 30 days after the presentation of the written request. The president of the Board shall preside at all Members Meetings, unless otherwise determined by the Board.

Section 5: Notice and Quorum

- a) **Notice:** Notice given to Members of the Members Meeting shall be via posting, email address on file or other notice. During the Season, notice shall at a minimum consist of a posted sign at the Washington Park Ice Arena that describes the event for which notice is being given, provides the date and time of the event, gives a summary of or an agenda for the event and provides names and phone numbers of who to contact for additional information. Between seasons the information shall be sent via e mail to the address of record for all Player in Good Standing Families. Parent needs to notify the club of their primary email address and any changes to their email address. Otherwise, the primary email address on file with the club will be used for “official notices.” Parents are responsible to notify the Registrar/Off Ice Director if their email address does not function.
- b) **Quorum:** A quorum for a Members Meeting shall be established by at least twenty five members.

Section 6: Voting Rights

Each member family in good standing shall be entitled to one vote per family participating in the JCYH.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Right to Hold Office

Any active member in good standing is entitled to run for a position on the Board of Directors. Any active member in good standing is entitled to be elected by a team to be a team representative. Team representatives may only be parents/legal guardians of a player in good standing.

Section 2: Board of Directors

The Board of Directors shall consist of a President, President-Elect, Registrar/Director of Off-Ice Operations, Director of On-Ice Operations, Secretary and Treasurer. Additionally, there shall be One Representative for each Age Group for which JCYH fields a team (Mite, Squirt, Pee Wee, Bantam, Midget, and High School) for a maximum of twelve positions. No One person can hold more than One Age Group Representative Position or hold a dual role as Board Member/ Age Group Representative. In addition, there shall be no more than one parent/guardian (spouses, ex-spouses, guardian, significant other, or life time partner) serving on the Board as either a Board Member or Age Group Representative at the same time.

The President-Elect shall serve a 2-year term. The first year of the 2-year term will be as President-Elect and the second year as President. A new President-Elect shall be elected annually. The Director of Off-Ice Operations, Director of On-Ice Operations, Secretary and Treasurer shall serve 2-year terms. The Registrar/Director of Off-Ice Operations and the Secretary shall be elected in even years (e.g. 2002) and the Director of On-Ice Operations and the Treasurer shall be elected in odd years. The other Board members shall be elected annually to serve 1-year terms. Board members terms shall normally coincide with the Fiscal Year. Board members shall be removed from office if they do not meet the eligibility requirements and the vacancy shall be filled as described in this Section. Consecutive terms are allowed as pursuant to the rules governed by the Board of Directors.

Section 3: Nominations Processes, Vacancies and Removal

- a) **Open Board Position nominations:** The Board shall nominate at least one person meeting the eligibility requirements for each Open Board Position. Voting Members may make additional nominations by supplying the name of the nominated individual to the President in a reasonable manner as prescribed by the

Board. A person may only be nominated if the person will meet the Board eligibility requirements for the entire term of the Open Board Position. A person may only be nominated for one Open Board Position.

- b) **Elections:** Open Board Position elections may be at a Member meeting or via an email/internet/website at the sole discretion of the Board so long as there is a procedure in place to assure that only Voting members in good standing are participating and so long as it is a secure method in the sole discretion of the Board.
Elections shall be conducted such that the election results are known before the end of the Fiscal Year.
- c) **Vacancies:** Vacant Board positions shall be filled for the balance of the position term by majority vote of the remaining Board members. The Board, at the Board's sole discretion may fill the balance of the term of any vacant position by a vote of the Voting Members, as described above.
- d) **Director removal:** A Director may be removed from office by a two-thirds majority vote by the JCYH Board of Directors for cause. The Voting Members at such a meeting may fill any vacancy in the Board of Directors. If the Voting Members do not fill all vacancies, the Board shall fill any remaining vacancy. Any Director/Board member may be subject to removal upon missing four Board meetings within a fiscal year, for failure to discharge the normal duties of a Board member, or for conduct detrimental to the Association, after due notice and opportunity for a hearing, by a vote of two-thirds of the Board of Directors at any regular or special meeting. The President or Secretary shall provide at least ten days notice to the person to be removed and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at the meeting and to present others to testify in his/her behalf, prior to any final disposition by the Board.

Section 4: Board Meetings

- a) **When:** The Board shall meet as necessary to conduct JCYH business. Regular meetings of the Board of Directors shall be held not less than fifty percent of the meetings per year at a time and place determined by the President. The President or Secretary shall notify all members of the Board of the date, time and place of each meeting. A minimum of six meetings including the annual meeting, shall be conducted per year.
- b) **Type:** The Board may conduct closed meetings when addressing matters of a personal and/or confidential nature. All other meetings shall be open to Members.
- c) **Order of Business:** The order of business for meetings of the Board of Directors shall be as follows:

- 1) Roll Call of the Board of Directors
 - 2) Approval of Minutes of the Previous Meetings
 - 3) Committee Reports
 - 4) Old Business
 - 5) New Business
 - 6) Adjournment
- d) **Special Meetings:** Special meetings of the Board of Directors may be called by the President, or at the written request to the President, of at least three (3) members of the Board. The president or Secretary shall notify members of the Board of the date, time, and place of the meeting at least five (5) days in advance.
- e) **Quorum:** Five (5) Directors being present at any meeting shall establish a Quorum.

ARTICLE V–BOARD OF DIRECTORS DUTIES

Section 1: Board role

The Board shall direct the affairs of the JCYH and establish policies for JCYH Members including but not limited to: 1) appointments to Committees; 2) selection and approval of coaches; 3) team numbers and selection; 4) conduct the JCYH financial matters; 5) manage and control the use of all JCYH Property; and, 6) other actions necessary to implement the JCYH missions and purposes.

Section 2: Duties of the Board of Directors

The duties of the Board of Directors shall include:

- 1) To manage the business property and affairs of the JCYH;
- 2) To formulate the policies and determine the overall conduct and standards of the hockey program that shall be administered;
- 3) To establish a budget and set fees for the hockey programs;
- 4) To review and act on decisions for the administration of the hockey program
- 5) To hear and rule on appeals and grievances; and
- 6) To establish such committees as may be deemed necessary to carry out the purposes and missions of JCYH.

Section 3: Code of Conduct and Ethics for Directors

- a) **Introduction:** It is the obligation of the Board of Directors to ensure that JCYH follows the highest ethical standards. Directors are expected to comply with the letter and spirit of this Code. No code of ethics or statement of policy can anticipate every situation that may arise. Accordingly this code is intended to serve as a set of guiding principles for Directors. Further, Directors are

encouraged to bring questions about particular circumstances that may involve one or more of the provisions to this Code to the attention of the President and/or the discipline committee. Each Director must read and sign a copy of these guidelines prior to their term.

- b) **Duty of Care:** To fulfill the Duty of Care, each Director should be reasonably informed, participate in Board decisions and do so in good faith, with the care of an ordinarily prudent person in similar circumstances. The Duty of Care presumes that each Director will attend meetings on a regular basis, be informed about the workings of JCYH and exercise independent judgment. In exercising independent judgment, Directors must act on behalf of the membership as a whole and not for any particular constituency group.

- c) **Duty of Loyalty:** Directors must exercise their authority in the best interest of the JCYH rather than in the interest of their own, or in the interest of another entity or group. This duty primarily relates to 1) Conflict of Interest, 2) financial conflict, and 3) confidentiality
 - 1) **Conflict of interest:** A director or a close relative is an officer, director, employee, proprietor, partner, trustee or paid consultant, or member of an organization that could be in competition with JCYH or offering programs similar to those offered by JCYH.

 - 2) **Financial Conflict:** A director or a close relative is an offer, director, employee, proprietor, partner, trustee or paid consultant, or member of an organization who seeks to do business or sell goods and/or services to JCYH.

 - 3) **Confidentiality:** In the course of the performance of their duties may have access to privileged information concerning members and/or proprietary club information which should not be disclosed to unauthorized parties except as specified by the rules or if required in the normal operation of club business, law or regulation.

- d) **Public Statement:** Directors should only speak on behalf of JCYH to the extent that he or she is confident that the statement reflects established JCYH policy and in the best interest of the organization. Any other statement(s) should be identified as his or her personal opinion.

- e) **Ethics:** Directors are to act in the best interest of the JCYH membership, striving to enhance programs, and providing the best hockey experience possible for players and their families. Directors should assist to the best of their ability to retain current membership and properly recruit new families for JCYH.

- f) **Communication:** Directors have an obligation to communicate any dispute or known issues of impropriety to the President and The JCYH Board of Directors. Further, all Directors have a duty of loyalty to the membership to immediately communicate issues which may be detrimental to JCYH, or any member thereof, to the President and the JCYH Board of Directors. Directors should realize the importance of maintaining open lines of communication with the membership regarding meetings, planning, financial condition and other routine issues. Directors should encourage members to attend monthly Board of Director meetings. They also have the responsibility to assist members with questions, complaints or ideas. Directors should make the Board of Directors aware of any complaints they receive in a timely manner.

Section 4: Limited Liability

No Board Member shall be liable in any manner for any debts or obligations of the Association and shall not be subject to any manner of assessment by virtue of his membership. The Board may obtain insurance protection of the Association, Members, Board and/or its Officers as it determines in its discretion is necessary.

Section 5: Policies and Procedural Guidelines

To carry out its duty, the Board shall draft and maintain a book of written policies and procedural guidelines. All items contained in this book shall be approved and may be further amended, by the Board with a two-thirds vote at any regular or special meeting. The book of policies and procedural guidelines shall be published and made readily available to all coaches and members for consistent observance and application.

ARTICLE VI – DISCIPLINE COMMITTEE

Section 1: Rules and Discipline

Rules and Discipline shall be determined by the Board of Directors and pursuant to the established Rules as set by the Board.

ARTICLE VII - OFFICERS DUTIES

Section 1: President

The duties of the President shall be to:

- a) Supervise and carry out the day to day operations of JCYH;
- b) Preside over and call annual and special meetings of JCYH;

- c) Makes decisions on questions not provided for in the By-Laws or rules until the next regular or special meeting of the Board of Directors;
- d) Represent or designate suitable representation for JCYH subject to approval of the Board of Directors;
- e) Notify or delegate to the Secretary and all members of the Board of all regular and special meetings of JCYH;
- f) Represents JCYH or designates a suitable replacement as primary liaison to external organizations including but not limiting to Missouri Hockey, MIHOA Referees Association, and any other Governing Authority.

Section 2: President Elect

The duties of the President Elect shall be to:

- a) Assume the duties and powers of the President in his absence;
- b) Perform other duties as specifically assigned by the Board of Directors.

Section 3: Registrar/ Director of Off Ice Management

The duties of the Registrar/Director of Off Ice Management shall be to:

- a) Receive and register all members of the Association
- b) Oversee the registration of teams, coaches and players with USA Hockey and Missouri Hockey Inc. and MAHSHL and any other Governing Authority.
- c) Perform other duties as specifically assigned by the Board of Directors

Section 4: Director of On Ice Management

The duties of the Director of On Ice Management shall be to:

- a) Supervise all ice procurement and scheduling for the club
- b) Facilitate the scheduling of all Association of games, practices, tournaments and other events
- c) Coordinate all ice scheduling with JC Parks and Recreation and facility management
- d) Schedule ice for all preseason conditioning sessions

- e) Perform other duties as specifically assigned by the Board of Directors

Section 5: Secretary

The duties of the Secretary shall be to:

- a) Receive and manage communications with the Membership
- b) Record the attendance and minutes of all regular or special meetings of the Board or the Membership
- c) Notify the membership of date, time and location of the Annual Meeting or a Special Meetings (s);
- d) Advise the Board on a regular basis regarding unexcused absences of members of the Board
- e) Author Press releases as needed
- f) Preserve and make available JCYH policies and guidelines.
- g) Facilitate Customer Service Issues, routing issues to appropriate directors
- h) Facilitate the Design, Manage and assists in maintaining the Club's web site as the main source of information and news
- i) Manage and Facilitate all communications with the team managers
- j) Assume the Responsibility for the Association's correspondence
- k) Perform other duties as specifically assigned by the Board of Directors.

Section 6: Treasurer

The duties of the Treasurer shall be to:

- a) Pay the rightful obligations as approved by the Board of Directors
- b) Keep and maintain ledgers and the books of account; which may be audited at the request of the Board of Directors.
- c) Prepare the annual budget
- d) Facilitate the preparation of the annual tax return
- e) Receive all funds due the Association

- f) Perform other duties as specifically assigned by the Board of Directors

ARTICLE VIII – DIRECTOR EMERITUS

Upon a vote of the majority of the acting Directors, a Director, retiring or past, may be elected for a period of 1 year to the position of Director Emeritus. A Director Emeritus shall be reserved only for those special Directors whom have been judged to have guided the Association through vision, loyalty, and hard work and have faithfully served the Association in an official capacity. A Director Emeritus shall have no vote on the Board. A Director of Emeritus may otherwise provide counsel; fully participate at all Board meetings and functions. A Director Emeritus may serve consecutive terms as pursuant to the rules and regulations as set by the Board of Directors.

ARTICLE IX – AMENDMENTS TO THE BY-LAWS

Section 1: Amendment Requirements

These By-Laws may be amended after notice to the membership at an annual Meeting or a Special Meeting and having the members vote on the amendment at the Annual Meeting or Special Meeting. The amendment shall pass upon a vote of two thirds of those members needed to make a quorum.

Now therefore these amendments to the By-Laws were duly voted upon, approved and adopted at the annual meeting of Members and adopted by execution of the Board this ____ Day of _____, 2010.