

# Cyclones Amateur Hockey Association

## AMENDED AND RESTATED BYLAWS

### ARTICLE I - NAME

The name of this organization shall be the Cyclones Amateur Hockey Association (hereinafter referred to as "CAHA"). CAHA is a not-for-profit organization under Section 501(c)(3) of the Internal Revenue Service code.

### ARTICLE II - AFFILIATION

CAHA shall be affiliated with USA Hockey, the Amateur Hockey Association of Illinois (AHAI), the Central States Developmental Hockey League (CSDHL), the Northern Illinois Hockey League (NIHL), the Northwest Hockey League (NWHL) and the South West Spring League (SWSL) and other affiliations as deemed necessary by the Board of Directors (as hereinafter defined) of this organization.

### ARTICLE III - PURPOSES

**Section 1** - To organize and promote competitive team play at the Tier II level.

**Section 2** - To promote, teach, foster and improve the standards and conduct of youth hockey and its participants.

**Section 3** - To encourage and assist in the development and growth of community teams so that the sport is made available to more people in all levels of competition.

**Section 4** - To teach and educate participants in the sport of hockey.

**Section 5** - To promote excellence in personal conduct among hockey players and encourage exceptional sportsmanship among players, coaches, referees and all constituents.

**Section 6** - To associate and cooperate with hockey associations that promote the development of youth hockey at all levels, including but not limited to: hockey development for youths, house, travel and elite programs. The rules and regulations promulgated by USA Hockey, AHAI, CSDHL, NIHL, NWHL and SWSL will govern team rosters, eligibility requirements and team levels.

**Section 7** - To do any and all acts necessary or desirable in the furtherance of the foregoing purposes and the sport of ice hockey.

### ARTICLE IV - MEMBERSHIP

#### Section 1 - Membership Eligibility

- a. CAHA is open to any area youth, ages eighteen (18) and under, as defined by USA Hockey, with the consent from his or her parent or legal guardian ("Player").
- b. "Member" shall be defined as each family (regardless of the number of Participants in each family) within CAHA.
- c. Membership in the organization is based on three requirements; (1) a Player signs an active team roster at the beginning of the season and is committed to that roster until the conclusion of that season; (2) each Member is in "good standing" (as defined below) with CAHA; (3) each Player and Member is compliant with AHAI rules and regulations and no disciplinary actions from USA Hockey, AHAI or other hockey associations are outstanding.

- d. "Affiliate Member" shall be defined as a person who does not have a Player in CAHA and is not a Member, but who volunteers, is appointed or employed by CAHA to carry out tasks or functions on behalf of CAHA.
- e. A Member in "good standing" is one whose financial obligations to CAHA is up-to-date and has no outstanding sanctions against him/her with USA Hockey, AHAI or other hockey associations. Payment of fees and other financial obligations of any Member are subject to the financial policies of CAHA and AHAI.

## **Section 2 - Resignation and Removal**

- a. A Member or Affiliate Member may voluntarily resign from an active season at any time by giving prior written notice to the registrar, with a copy to the president and hockey director of such resignation or by not signing an active team roster, if applicable.
- b. If a Member chooses to resign after signing an active roster for any reason other than an approved medical or a family situation (such as hardship or out-of-state relocation) acknowledged in writing by the Board of Directors, then said Member shall be responsible for full payment of that season's financial obligation.
- c. The Board of Directors shall have sole discretion on a Member or Affiliate Member's removal, which shall be done by a simple majority vote of the Board of Directors present at the then regular meeting, for any reason other than issues related to "financial obligation".
- d. An Affiliate Member shall be automatically removed from membership upon his or her termination of employment or association with CAHA.

## **Section 3 - Copy of Bylaws**

A hard copy of the Bylaws will be made available to any Member or Affiliate Member, upon prior written request, who is in good standing. Otherwise, the Bylaws will be made available on CAHA website.

# **ARTICLE V - EXECUTIVE COMMITTEE**

## **Section 1 - Officers**

- a. The "Executive Committee" ("EC") shall consist of the following officers of CAHA: one (1) president; two (2) vice presidents (vice president of business operations and vice president of hockey operations); one (1) secretary; and one (1) treasurer.

## **Section 2 - Qualifications**

- a. Each officer or potential nominee for such position must be a Member in good standing and follow the requirements as set forth in Article IV above.
- b. Must have a child rostered with CAHA for, at minimum, two (2) consecutive fall seasons.
- c. Must be a current Director.
- d. In addition, no current officer, and/or his/her spouse, during the officer's term shall:
  - (i) Take a position whether paid or unpaid with any other Tier II or Tier III youth hockey organization which may or may not be a member of AHAI.
  - (ii) Not have a child rostered on a CAHA team during the fall season. However, the Board of Directors shall have the right, but not obligation, to allow a current sitting EC member to remain on the EC provided all the following criteria are met:

- (a) Must present a written request to the Board of Directors to remain on the EC and receive a two-thirds (2/3) majority affirmative vote from the Board of Directors at its next regularly scheduled meeting.
  - (b) Must have served on the EC or Board of Directors, without interruption, for at least one (1) full two (2) year term.
  - (c) Must have been a Member in good standing when his/her child became ineligible to continue playing with CAHA.
  - (d) Must go through the same election process as more specifically set forth below.
- e. Failure of any officer to meet the above requirements will be subject to removal as outlined in Section 7 below.

### **Section 3 - Executive Committee Duties**

- a. The EC will administer the policies and procedures of CAHA.
- b. Each officer of the EC shall have one (1) vote.
- c. The EC shall report to the entire Board of Directors, either at a regular scheduled meeting of the Board of Directors or at a special meeting as deemed necessary by the Board of Directors, any decisions the EC has enacted on behalf of CAHA.
- d. The EC is hereby prohibited from enacting any decisions which concern CAHA, except for those matters authorized and established by the Board of Directors by separate resolution, without first obtaining the input of the Board of Directors. A special meeting may be called by the Board of Directors or action may wait to be decided upon at a regular scheduled meeting of the Board of Directors.
- e. The EC may rule on matters by any means of communication and such rulings shall be presented, in writing, to the Board of Directors at the next regular scheduled meeting.
- f. In the event a minimum of two-thirds (2/3) of the EC cannot be contacted regarding an urgent matter, which does not affect the organization as a whole, but which requires an immediate decision by the EC, then any officer of the EC may render a decision at such time subject to review and approval of the full EC. It will be the responsibility of that EC officer to contact the remaining EC officers as soon as possible for review and approval of the decision.
- g. The EC shall appoint a Nominating Committee (as hereinafter defined).

### **Section 4 - Election of Executive Committee Officers**

- a. The EC officers shall be elected by the Board of Directors at the first regular scheduled meeting held after the election of a class of Directors, if there are officers affected by said class election.
- b. Each officer shall be elected by a separate, secret ballot by the then current Board of Directors.
- c. The officers shall be elected in the order of President, Vice President of Business Operations, Vice President of Hockey Operations, Treasurer and Secretary.
- d. Election to each office shall require a fifty-one percent (51%) majority of the then current Board of Directors. Voting Directors must be present at the then meeting of the Board of Directors or participate via teleconference, videoconference or similar media. If participation in the vote is via teleconference, two (2) ABMs shall separately communicate with and record the vote of the missing Director and provide the separate records to the Board for verification. Should the ABMs record different votes, the missing Director shall,

via teleconference for the entire Board to hear, cast his/her vote verbally which shall then be recorded by the Secretary.

- e. Each newly elected officer will be entitled to immediately vote in the following election of any subsequent officer.
- f. Process when more than one Director is running for an open EC officer position:
  - (i) When there are two (2) candidates running for an open officer position, the candidates will separately be given ten (10) minutes to make a presentation to the full Board of Directors regarding their capabilities to fill the open position. After the presentations, with both candidates present, the votes will be cast. A seventy percent (70%) majority vote is required for a person to obtain the officer position. If one of the candidates fails to obtain seventy percent (70%) of the then current Board of Directors votes, the candidates will be asked to leave the room and an open discussion will take place among the remaining Board of Directors. The candidates will then be asked to come back into the meeting and a second vote will be cast. If the second vote fails to reach the seventy percent (70%) vote requirement, then the person with the majority vote will be elected to that open officer position.
  - (ii) When there are three (3) or more candidates running for an officer position, the candidates will separately be given ten (10) minutes to make a presentation to the full Board of Directors regarding their capabilities to fill the open position. After their presentations, with these candidates present, the votes will be cast. A seventy percent (70%) majority vote is required for a person to obtain the officer position. In a vote made where there are three (3) or more individuals running for an open officer position and a candidate fails to obtain seventy percent (70%) of the then current Board of Directors votes, the candidate receiving the least percentage of votes will step aside and a second vote will be cast. If after the second vote a seventy percent (70%) majority still cannot be achieved, the candidates will be asked to leave the room and an open discussion will take place among the remaining Board of Directors. The candidates will be asked to come back into the meeting and a third vote will be cast. If the third vote fails to reach the seventy percent (70%) vote requirement, then the person with the majority vote will be elected to that open officer position.

#### **Section 5 - Term of Office**

- a. An officer's term shall be two (2) years commencing in May, or such month when the elections occur, of any given year and be contemporaneous with his/her term as Director.
- b. Officers shall take office immediately following their election.

#### **Section 6 - Vacancies**

- a. Should there occur a vacancy in any office, other than the office of president or secretary, the vacancy shall be filled by a majority vote of the Board of Directors at the next regularly scheduled monthly meeting.
- b. Should there occur a vacancy in the office of the president the vice president of business operations shall immediately and temporarily assume the office as "Acting President" and a meeting of the Board of Directors shall be held within thirty (30) days of the vacancy to fill the office of president.
- c. Should there occur a vacancy in the office of the secretary the vice president of business operations shall immediately and temporarily assume the office as "Interim Secretary" until a new secretary can be elected by the Board of Directors.
- d. Should there occur a contemporaneous vacancy in both the office of the president and secretary then the vice president of business operations shall assume the office of "Acting

President" and the vice president of hockey operations shall assume the office of "Interim Secretary" until those offices can be filled pursuant to Section 6b and Section 6c above.

- e. In the event of the president's death, resignation, removal or any such instances that prevents him/her from discharging the office, the vice president of business operations shall immediately assume the office of "Acting President" and shall then have ten (10) business days to schedule a Special Meeting (as hereinafter defined). At such time the procedure to elect officers as detailed in Article V, Section 4 shall be followed.

## **Section 7 - Removal**

- a. Any officer may be removed by a two-thirds (2/3) majority vote of the then current Board of Directors, whenever, in their judgment, the best interest of CAHA would be served thereby. Written notice of such vote shall be delivered by the secretary, except for cases where the secretary is the officer being removed from office, in which case the president shall deliver notice, to all members of the Board of Directors no less than five (5) days prior to the date of the vote. Such notice shall state the officer(s) who are contemplated to be removed from office and the date of the meeting of the Board of Directors for such vote. Only officers named in the notice shall be eligible for removal at such meeting.
- b. Any officer shall be removed from office should said officer:
  - (i) Take a position whether paid or unpaid with any other Tier II or Tier III youth hockey organization who may or may not be a member of AHAI.
  - (ii) Not have a child rostered on a CAHA team during the fall season. However, the Board of Directors shall have the right, but not obligation, to allow a current sitting EC member to remain on the EC provided all the following criteria are met:
    - (a) Must present a written request to the Board of Directors to remain on the EC and receive a two-thirds (2/3) majority affirmative vote from the Board of Directors at its next regularly scheduled meeting.
    - (b) Must have served on the EC or Board of Directors, without interruption, for at least one (1) full two (2) year term.
    - (c) Must have been a Member in good standing when his/her child became ineligible to continue playing with CAHA.

Removal of said officer shall be as outlined in Section 7 above.

## **Section 8 - Officer Duties**

- a. The President shall:
  - (i) Be the Chief Executive Officer of the organization.
  - (ii) Supervise all business and affairs of the organization.
  - (iii) Preside at all meetings of the Board of Directors.
  - (iv) Be a member "ex-officio" of all committees except the nominating committee.
  - (v) May sign with the treasurer or any other proper officer authorized by the Board of Directors, any bonds, contracts or other such instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of CAHA, or shall be required by law to otherwise be signed or executed.
  - (vi) Perform all duties incident to the office of President and such duties as may be prescribed by the Board of Directors.

- (vii) Represent or appoint a designee to represent CAHA and its member teams in meetings with other ice hockey associations including AHAI, CSDHL, NIHL, NWHL, SWSL and IHOA.
- b.** The Vice President of Business Operations shall:
- (i) Perform the duties of the President in the absence or at the request of the President.
    - (a) When acting as such, he/she shall have all the powers of and be subject to all the restrictions upon the President.
  - (ii) Oversee and support the ice scheduler and the scheduling of ice slots for all CAHA activities and ensure that the scheduling of ice slots and cost thereof is done on a timely basis, is communicated to the managers of all teams and, regarding cost, acceptable to the Board of Directors. Perform the duties of the ice scheduler in the event there is none.
  - (iii) Act as the organization's liaison to the individual or organization selected to schedule referees for all games.
  - (iv) Perform other such duties assigned by the President, EC and Board of Directors.
- c.** The Vice President of Hockey Operations shall:
- (i) Act as a support and administrative agent to the organization's Hockey Director.
  - (ii) Ensure that the screening of all team officials, coaches, Board of Directors members, Associate Board Members (as hereinafter defined) and EC officers are up-to-date.
  - (iii) Keep track of proper level certification of all coaches.
  - (iv) Perform other such duties as assigned by the President, EC, Board of Directors and Hockey Director.
- d.** The Secretary shall:
- (i) Keep and distribute minutes of the meetings of the Board of Directors.
  - (ii) Distribute information including times, dates and locations of meetings of the Board of Directors and EC.
  - (iii) Keep a registry of all Board of Directors members and Associate Board Members pertaining to their class, term of office and contact information.
  - (iv) Keep a list of all committee chairpersons.
  - (v) Maintain a log of all issues presented to the Board of Directors and voted upon.
  - (vi) Perform all duties incident to the office of Secretary and other such duties as assigned by the President, EC or Board of Directors.
  - (vii) Sign and attest to President on all financial statements and tax returns.
  - (viii) Maintain the official documents of the organization, including bylaws, correspondence and minutes and other governing documents up-to-date with any changes made through the amendment process.
  - (ix) Record and maintain a detailed record of all decisions of the EC and provide the same to the Board of Directors at each regularly scheduled meeting.

- e. The Treasurer shall:
  - (i) Be the Chief Financial Officer of CAHA.
  - (ii) If required by the Board of Directors, give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall deem appropriate.
  - (iii) Have charge and custody of and be responsible for funds and securities of CAHA. Including, but not limited to, receive and provide receipts for monies due and payable to CAHA from any source and deposit all such monies in the name of CAHA in such bank, trust companies and/or other insured depositories as shall be selected in accordance with these bylaws.
  - (iv) Maintain an accurate and exact accounting of all receivables and payables and prepare reports in appropriate format depicting CAHA's financial status at monthly Board of Directors' meetings.
  - (v) With the approval of the Board of Directors, contract with an Accounting firm to prepare annual tax returns, and financial statements for the membership on a quarterly basis.
  - (vi) Sign and attest to President on all financial statements and tax returns.
  - (viii) Perform all duties that may be assigned by the President, EC or Board of Directors.

All officers shall:

- a. Immediately notify the Board of Directors of any potential conflict of interest.
- b. Not participate in discussions or vote on matters that are a conflict of interest (whether actual or perceived).

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1 – Board of Directors**

- a. The "Board of Directors" shall consist of not less than five (5) nor more than eleven (11) Directors, (as hereinafter defined) and also include the EC (also referred to herein as the "Board").
- b. The Directors of CAHA shall consist of Class A and Class B Directors (as more fully described below). The number of Class A Directors shall not be more than six (6) and the number of Class B Directors shall not be more than five (5).
- c. A Director's term shall be for two (2) years commencing in April.

### **Section 2 - Qualifications**

- a. Each "Director" or potential nominee for such position must be a Member in good standing and follow the requirements as set forth in Article IV above.
- b. Must have a child rostered with CAHA for, at minimum, two (2) consecutive fall seasons.
- c. Must be a current ABM, unless otherwise approved by a simple majority vote of the Board of Directors.
- d. In addition, no current Director, and/or his/her spouse, during the Director's term shall:
  - (i) Take a position whether paid or unpaid with any other Tier II or Tier III youth hockey organization which may or may not be a member of AHAI.

- (ii) Not have a child rostered on a CAHA team during the fall season. However, the Board of Directors shall have the right, but not obligation, to allow a current sitting Director to remain on the Board of Directors provided all the following criteria are met:
  - (a) Must present a written request to the Board of Directors to remain on the Board of Directors and receive a two-thirds (2/3) majority affirmative vote from the Board of Directors at its next regularly scheduled meeting.
  - (b) Must have served on the Board, without interruption, for at least one (1) full two (2) year term.
  - (c) Must have been a Member in good standing when his/her child became ineligible to continue playing with CAHA.
  - (d) Must go through the same election process as more specifically set forth below.
- e. Failure of any Director to meet the above requirements will be subject to removal as outlined in Section 13 hereof.
- f. No husband/wife, sibling or parent/child relations may serve on the Board of Directors at the same time.

**Section 3 - Director Duties**

- a. Manage the property, business and affairs of CAHA.
- b. Be entitled to one (1) vote upon each matter submitted to vote at a meeting of the Board of Directors.
- c. Immediately notify the Board of Directors of any potential conflict of interest.
- d. Not participate in discussions or vote on matters that are a conflict of interest (whether actual or perceived).
- e. Chair and/or actively participate in committees of CAHA.

**Section 4 - Setting of Class**

To determine Class A and B Directors and to ensure an orderly transition during elections, the Directors' positions will be assigned a numerical designation which will determine their Class.

<u>Position</u>	<u>Numerical Designation</u>	<u>Class</u>
President	1	A
VP of Business Operations	2	B
VP of Hockey Operations	3	A
Treasurer	4	B
Secretary	5	A
Director	6	B
Director	7	A
Director	8	B
Director	9	A
Director	10	B
Director	11	A

Once the remaining Directors have been assigned a numerical designation, those positions shall carry this numerical designation.



Class A Directors' terms shall commence and expire in odd numbered years.

Class B Directors' terms shall commence and expire in even numbered years.

### **Section 5 - Nominating Committee for Election of Directors**

- a.** In January of each election year, the EC shall appoint a "Nominating Committee", whose responsibility shall be to present qualified nominees to the Board of Directors.
- b.** The Nominating Committee shall consist of no more than five (5) and not less than three (3) Members, in good standing, as outlined in Article IV, of the organization, as follows:
  - (i) One (1) or two (2) officers from the EC;
  - (ii) One (1) or two (2) Members from the then current Board of Directors and/or Associate Board (as hereinafter defined); and
  - (iii) One (1) Member from the general membership, but not an Affiliate Member.

### **Section 6- Process for Electing Directors**

- a.** The Nominating Committee is named by the EC.
- b.** Nominating Committee communicates to the Board of Directors and provides a list of proposed candidates and advises membership on the process as well as the candidates to be considered for election to the Board of Directors.
- c.** The Secretary shall notify those Directors whose terms are due to expire on or before February 1<sup>st</sup>.
- d.** The Nominating Committee shall present for consideration their recommendations to the voting board at the March Board of Directors meeting in each applicable year.
- e.** Elections shall be held at the April Board meeting of each applicable year.
- f.** During the election meeting, an opportunity shall be given for nominations from the floor.
- g.** Each open Director position shall be voted on separately and shall require a fifty-one percent (51%) affirmative vote of all voting Directors. Voting Directors must be present at the then meeting of the Board of Directors or participate via teleconference, videoconference or similar media. If participation in the vote is via teleconference, two (2) ABMs shall separately communicate with and record the vote of the missing Director and provide the separate records to the Board for verification. Should the ABMs record different votes, the missing Director shall, via teleconference for the entire Board to hear, cast his/her vote verbally which shall then be recorded by the Secretary.
- h.** Where there is more than one (1) candidate running for an open Director position, the candidates will be given equal time to make a presentation to the full Board of Directors regarding their qualifications to fill the open position.
- i.** Process when more than one (1) candidate is running for an open Director position:
  - (i) When there are two (2) candidates running for an open Director position, the candidates will separately be given ten (10) minutes to make a presentation to the full Board of Directors regarding their capabilities to fill the open position. After the presentations, with both candidates present, the votes will be cast. A seventy percent (70%) majority vote is required for a person to obtain the Director position. If one of the candidates fails to obtain seventy percent (70%) of the then current Board of Directors votes, the candidates will be asked to leave the room and an open discussion will take place among the Board of Directors. The candidates will then be asked to come back into the meeting and a second vote will be cast. If the second vote fails to

reach the seventy percent (70%) vote requirement, then the person with the majority vote will be elected to that open Director position.

- (ii) When there are three (3) or more candidates running for an open Director position, the candidates will separately be given ten (10) minutes to make a presentation to the full Board of Directors regarding their capabilities to fill the open position. After their presentations, with these candidates present, the votes will be cast. A seventy percent (70%) majority vote is required for a person to obtain the Director position. In a vote made where there are three (3) or more individuals running for an open Director position and a candidate fails to obtain seventy percent (70%) of the then current Board of Directors votes, the candidate receiving the least percentage of votes will step aside and a second vote will be cast. If after the second vote a seventy percent (70%) majority still cannot be achieved, the candidates will be asked to leave the room and an open discussion will take place among the Board of Directors. The candidates will be asked to come back into the meeting and a third vote will be cast. If the third vote fails to reach the seventy percent (70%) vote requirement, then the person with the majority vote will be elected to that open Director position.

- j. After all presentations, the then sitting Directors shall cast their vote.

### **Section 7 – Resignation**

A Director may resign at any time by giving written notice to the EC.

### **Section 8 – Vacancies**

- a. In the event an opening or vacancy occurs in the position of a Director said Director's position shall be filled during the regular scheduled April Board of Directors meeting or at any other time as a candidate presents him/herself, unless said vacancy causes the number of Board of Directors to fall below five (5). In such instance a special meeting of the Board of Directors shall be called by the EC, notice given by the Secretary, and occur no less than five (5) days after such notice nor more than fourteen (14) days after such notice to fill the vacant Director position.
- b. The Board of Directors shall not be without the minimum number of Directors described in Section 1a hereof for more than two (2) consecutive regular scheduled meetings.
- c. Each Director elected to fill a vacancy shall hold office until the end of the term of the said Director that he/she is replacing or until such newly elected Director's resignation or removal, whichever shall first occur.
- d. The process to fill a Director vacancy shall be as follows:
  - (i) Applicants submit resumes to the Executive Committee.
  - (ii) Executive Committee presents qualified applicants to Board of Directors for nomination.
  - (iii) Approval shall be made by the Board of Directors.

### **Section 9 - Regular Meetings**

The Board of Directors shall hold regular meetings at such places and times as may be designated by resolution of the Board of Directors.

### **Section 10 - Special Meetings**

Special meetings of the Board of Directors may be called by the President or a special request of one-third (1/3) of the then current Board of Directors.

### **Section 11 - Meeting Notice/Attendance**

- a. The Secretary shall send notice to all Directors and ABMs (as hereinafter defined) no less than five (5) days prior to a regular or special meeting.
- b. The Secretary shall list any items in the notice requiring Board action.
- c. Each Director shall notify the Secretary prior to the meeting of availability to attend. If a Director is absent for three (3) consecutive regular scheduled monthly board meetings for any reason other than illness or family emergency, then said Director shall be considered to have voluntarily resigned his/her Board position. The EC shall be the sole determiner for validity of such absences.

### **Section 12 - Quorum**

Seventy percent (70%) of the then current Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The quorum of seventy percent (70%) must include a minimum of two (2) members of the Executive Committee. If the President or Secretary are not present at the meeting the Vice President of Business Operations shall act as the Acting President or "Acting Secretary" for said meeting as the case may be. If neither the President nor the Secretary are present at the meeting the Vice President of Business Operations shall act as the Acting President and the Vice President of Hockey Operations shall act as the Acting Secretary. The act of a majority of the Directors present and those participating via teleconference, videoconference or similar media shall be the act of the entire Board of Directors.

### **Section 13 - Removal**

One or more of the Directors may be removed, with or without cause at a meeting of the Board of Directors, providing there is a vote requiring a majority of fifty-one percent (51%) of the then current Board of Directors, which shall include a minimum of two (2) members of the Executive Committee, either in person or via teleconference, videoconference, or similar media. Written notice given fifteen days (15) prior to such action shall be delivered to all Directors entitled to vote on the removal of Director(s). Such notice shall state the Director(s) named in notice, and only the Director(s) named in the notice may be removed at such a meeting.

- a. Removal for Involvement with Competing Organization:

If a current Director is appointed, hired or volunteers for any position in a competing youth hockey organization (Tier II or Tier III) in the State of Illinois regardless of the circumstances or season of play, then said Director shall immediately forfeit his/her position on the Board of Directors.

- b. Director(s) with Children Participating in Competing Organizations:

If a Director has a child rostered to a Cyclones team in the fall season and has additional children participating in competing youth hockey organizations, then said Director's continued participation on the Board of Directors shall be determined by a three-fourths (3/4) majority of the Executive Committee.

- c. If a Director is involuntarily removed or asked to voluntarily remove him/herself from the Board of Directors said Director shall be forever prohibited from serving on the CAHA Executive Committee, Board of Directors and/or Associate Board.

### **Section 14 - Proxies**

CAHA shall not permit voting by proxy.

## **ARTICLE VII – ASSOCIATE BOARD MEMBERS**

### **Section 1 – Associate Board Members**

- a.** The “Associate Board” shall consist of not less than five (5) nor more than ten (10) Associate Board Members, (as hereinafter defined) at any time, unless amended by the Board of Directors.
- b.** An “Associate Board Member” (also referred to herein as an “ABM”) shall support the organization in a manner decided by the Board of Directors.
- c.** An Associate Board Member shall not have any voting privileges.
- d.** An Associate Board Member’s term shall be three (3) years from the date of their approval by the Board of Directors.
- e.** An Associate Board Member shall not serve more than two (2), three (3)-year terms.

### **Section 2 - Qualifications**

- a.** Each Associate Board Member or nominee for such position must be a Member in good standing and follow the requirements as set forth in Article IV above.
- b.** Must have a child rostered with CAHA for, at minimum, two (2) consecutive fall seasons.
- c.** In addition, no current Associate Board Member, during his/her term shall:
  - (i) Take a position whether paid or unpaid with any other Tier II or Tier III youth hockey organization which may or may not be a member of AHAI.
  - (ii) Not have a child rostered on a CAHA team during the fall season. However, the Board of Directors shall have the right, but not obligation, to allow a current sitting ABM to remain on the Associate Board provided all the following criteria are met:
    - (a) Must present a written request to the Board of Directors to remain on the Associate Board and receive a two-thirds (2/3) majority affirmative vote from the Board of Directors at its next regularly scheduled meeting.
    - (b) Must have served on the Associate Board, without interruption, for at least one (1) full three (3) year term.
    - (c) Must have been a Member in good standing when his/her child became ineligible to continue playing with CAHA.
    - (d) Must go through the same election process as more specifically set forth below.
- d.** Failure of any Associate Board Member to meet the above requirements will be subject to removal as outlined in Section 7 hereof.

### **Section 3 – Associate Board Member Duties**

Chairing or participating in one (1) committee as outlined on the Volunteer Committee Structure (as hereinafter defined) list.

- a.** Participating in all Board of Directors related activities except for any issue which requires the approval and vote of the Board of Directors.

### **Section 4 - Selection of Associate Board Members**

The ABMs will be selected by the Board of Directors by receiving a simple majority approval for election.

## **Section 5 – Resignations**

An ABM may resign at any time by giving written notice to the EC.

## **Section 6 - Vacancies**

- a. In the event an opening or vacancy occurs in the position of an ABM said ABM's position shall be filled during the next regular scheduled Board of Directors meeting or a special meeting called by the EC. Filling an opening or vacancy shall be approved by the Board of Directors.
- b. The Associate Board shall not be without the minimum number of ABMs described in Section 1a hereof for more than two (2) consecutive regular scheduled meetings.
- c. Each ABM elected to fill a vacancy shall hold office until the end of the term of the ABM that he/she is replacing or until such ABM's resignation or removal.
- d. The process to fill an ABM vacancy shall be as follows:
  - (i) Applicants submit an application to any officer of the EC.
  - (ii) Interview with the President and at least one (1) additional officer of the EC.
  - (iii) Executive Committee presents qualified applicants to Board of Directors for nomination.
  - (iv) Approval shall be made by the Board of Directors.

## **Section 7 – Removal**

One or more of the ABMs may be removed, with or without cause at a meeting of the Board of Directors, providing there is a vote requiring a majority of fifty-one percent (51%) of the then current Board of Directors, which shall include a minimum of two (2) members of the Executive Committee, either in person or via teleconference, videoconference or similar media or email communication. Written notice given fifteen days (15) prior to such action shall be delivered to all Directors entitled to vote on the removal of ABM(s). Such notice shall state the ABM(s) named in notice, and only the ABM(s) named in the notice may be removed at such a meeting.

- a. Removal for Involvement with Competing Organization:

If a current ABM is appointed, hired or volunteers for any position in a competing youth hockey organization (Tier II or Tier III) in the State of Illinois regardless of the circumstances or season of play, then said ABM shall immediately forfeit his/her position on the Associate Board.

- b. Removal for Non-Membership:

If a current ABM does not have a child rostered on a Cyclones team during the then current fall season, then said ABM shall immediately forfeit his/her position on the Associate Board.

- c. ABM(s) with Children Participating in Competing Organizations:

If an ABM has a child rostered to a Cyclones team in the fall season and has additional children participating in competing youth hockey organizations, then said ABM's continued participation on the Associate Board shall be determined by a three-fourths (3/4) majority of the Executive Committee.

## **ARTICLE VIII – FIRST PAST PRESIDENT**

### **Section 1 – Definition, Qualifications and Duties**

- a.** The position of “First Past President” shall only be filled by the individual who held the office of president immediately preceding the current president of CAHA.
- b.** The position of First Past President shall be filled by a simple majority vote of the Board of Directors.
- c.** The First Past President shall support the organization in a manner deemed by the President, EC or Board of Directors.
- d.** Responsibilities shall include, but not be limited to, participation in meetings of the Board of Directors or EC when invited by the President, serving as support for the President, with the exception of any issue which requires the approval of the Board of Directors.
- e.** The First Past President shall not have any voting privileges in matters that require Board approval.

### **Section 2 – Term**

The Term of the First Past President shall commence on the date so elected by the Board of Directors and terminate on the earlier to occur of the following:

- a.** One (1) year from the date of election; or
- b.** The date when a new president has been elected.

## **ARTICLE IX – HOCKEY DIRECTOR**

### **Section 1 – Definition, Qualifications and Duties**

- a.** The position of “Hockey Director” shall be filled by a 2/3 majority vote of the Board of Directors.
- b.** The EC shall review all potential candidates for the position of Hockey Director and present its recommendations to the Board at its regularly scheduled meeting.
- c.** Qualifications:
  - (i) At minimum, one (1) year prior experience as a hockey director at another organization; or
  - (ii) At minimum, five (5) years prior experience as a head coach. Said qualification may be waived by a simple majority of the Board of Directors.
- d.** Responsibilities shall include, but not be limited to the following:
  - (i) Player development and growth;
  - (ii) Parent and player education and interaction;
  - (iii) Hiring and supervising head coaches;
  - (iv) Tryouts and evaluations;
  - (v) Community outreach and development; and
  - (vi) Hockey related operations.

- e. Report to the EC when requested, and to the Board at its regularly scheduled meeting.

## **Section 2 – Term, Resignation and/or Removal**

- a. The term of the Hockey Director shall be as outlined in his/her employment contract with CAHA, but under no circumstances be for more than two (2) years from date of execution.
- b. The Hockey Director shall not resign his/her position unless first giving at minimum sixty (60) days prior written notice to the Board of Directors. Failure to provide the appropriate notice shall result in the Hockey Director's immediate termination and any and all benefits, including but not limited to compensation, shall cease upon his/her termination.
- c. The Hockey Director shall be removed from his/her position and employ of CAHA and any and all benefits, including but not limited to compensation, shall cease immediately upon any of the following:
  - (i) Hockey Director is unable to fulfill his/her responsibilities as delineated above and in his/her employment contract in a manner deemed acceptable by the Board of Directors.
  - (ii) Hockey Director provides like services or coaches at another youth hockey organization without the prior written consent of the Board of Directors.
  - (iii) Hockey Director acts in any way that is deemed by the EC or Board of Directors, in its sole discretion, to be harmful to the integrity, reputation and/or well-being of CAHA.

## **ARTICLE X - COMMITTEES**

### **Section 1 - Standing Committees**

- a. In general, work of the organization shall be done through Standing Committees. These committees shall be considered part of the organization.
- b. Shall be approved by the Board of Directors.
- c. The Board of Directors shall appoint the chairpersons to said committees.
- d. All chairperson positions shall be filled on by current ABMs and Directors, unless otherwise approved by a simple majority of the Board of Directors.
- d. All work must be approved by the Board of Directors.
- e. Each chairperson shall present a brief report at regular scheduled Board meetings.
- f. Minutes of all committee meetings must be taken whenever a committee meets to further the work of the organization.
- g. Shall exist in perpetuity, unless sooner dissolved by a simple majority vote of the then Board of Directors.
- h. The following shall be considered Standing Committees of CAHA:
  - (i) Marketing Committee
  - (ii) Rules & Ethics Committee
  - (iii) Player Development Committee
  - (iv) Nominating Committee
  - (v) Apparel Committee
  - (vi) Finance Committee
  - (vii) Strategic Planning Committee

## **Section 2 - Special Committees**

- a. The President or other designated EC member shall appoint special committees deemed necessary or desirable for the proper function of the organization.
- b. The EC shall make known the creation and reason(s) of such a committee to the Board of Directors at the next regular scheduled Board meeting after the creation of such committee.
- c. All chairperson positions shall be filled on by current ABMs and Directors, unless otherwise approved by a simple majority of the Board of Directors.
- d. The chairperson of such committee(s) shall give a report at regular scheduled Board meetings.
- e. Shall exist until the committee is no longer needed and/or unless dissolved by the Board of Directors.
- f. Minutes of all committee meetings must be taken whenever a committee meets to further the work of the organization.

## **ARTICLE XI – INCUREMENT OF INCOME/COMPENSATION**

### **Section 1 – Incurement of Income**

No part of net earnings of CAHA shall be used to the benefit of, or be distributed to its' Members, officers, Directors, ABMs or other private persons except that CAHA shall be authorized and empowered to pay reasonable compensations for services rendered.

### **Section 2 – Compensation**

- a. Any and all compensation, including but not limited to compensation of Members, officers, Directors, ABMs or coaches, including amounts and frequency, shall be approved by a 2/3 majority vote of the then present Board of Directors.
- b. Any Director and/or EC member who is the subject, or whose spouse is the subject, of a compensation vote, shall recuse him/herself from any and all discussions and decisions regarding compensation of any Directors and/or their respective spouses.

## **ARTICLE XII– INDEMNIFICATION OF DIRECTORS, OFFICES, EMPLOYEES AND AGENTS**

### **Section 1 – Actions Other than Actions by or in the Right of Corporation**

CAHA shall indemnify any person who was or is a party, or is threatening to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigating (other than an action by or in the right of CAHA) by reason of the fact that he or she is or was a Director, ABM, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of CAHA, and with respect to any criminal action or proceeding, has no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interest of CAHA or, with respect to any criminal actions or proceedings, that the person had a reasonable cause to believe that his or her conduct was unlawful.



## **Section 2 – Claims by or in the Right of the Corporation**

CAHA shall indemnify any person who was or is a party, or is threatening to be made a party to any threatened, pending or completed action or suit by or in the right to procure a judgment in its favor by reason of the fact that he or she is or was a Director, ABM, officer, employee or agent of CAHA, or who is or was serving at the request of CAHA as a Director, ABM, employee, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the interests of CAHA, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty to CAHA, unless and to only the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

## **Section 3 – Successful Defense**

To the extent that a Director, ABM, officer, or agent of CAHA has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 and Section 2 hereof, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

## **Section 4 – Determination of Conduct**

Any indemnification under Section 1 or Section 2 hereof (unless ordered by a court) shall be made by CAHA only as authorized in the specific case, upon determination that indemnification of the Director, ABM, officer or agent is proper in the circumstance because he or she has met the application standard of conduct set forth in Section 1 and Section 2 hereof. Such determination shall be made by a majority vote of the Board of Directors.

## **Section 5 – Article Not Exclusive: Change in Law**

The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Directors or otherwise, and shall continue as to a person who has ceased to be a Director, ABM, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **ARTICLE XIII - INSURANCE**

CAHA may purchase and maintain insurance of behalf of any person who is or was a Director, ABM, officer, employee or agent of CAHA or who was serving at the request of CAHA as a Director, ABM, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not CAHA would have the power to indemnify such person against liability under provisions of Article XII above.

## **ARTICLE XIV - LEGISLATIVE OR POLITICAL ACTIVITIES**

No substantial part of the activities of CAHA shall be the carrying on of propaganda or otherwise attempting to influence legislation and CAHA shall not participate in or intervene in, including the publishing or distribution of statements, of any political campaign on behalf of any candidate for public office.

## **ARTICLE XV – OPERATIONAL LIMITATIONS**

Notwithstanding any other provisions of these articles, CAHA shall not carry on any other activities nor be permitted to carry on any activities which are not allowed to be carried out (a) by a corporation exempt from Federal Income tax under Section 501(c) (3) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue) or (b) by a corporation, contributions, to which are deductible or the corresponding provisions of any future United States Internal Revenue law.

## **ARTICLE XVI – DISSOLUTION CLAUSE**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of CAHA, dispose of all the assets of CAHA exclusively for the purposes of CAHA in such a 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 an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any such asset not so disposed of by the Court of Common Pleas of the county in which principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XVII – CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **Section 1 – Contracts**

The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of CAHA, and such authority may be general or confined to specific instances. However, the officer, agent or other representative so authorized to enter into or execute a contract shall not be authorized to negotiate, prepare or execute a contract, on behalf of CAHA, which said officer is individually a party to.

### **Section 2 – Loans**

No loans shall be contracted on behalf of CAHA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 3 – Checks, Drafts, Etc.**

All checks, drafts or other orders for payment, notes or other evidences of indebtedness in the name of CAHA, shall be signed by two (2) officers of CAHA or in another such a manner as shall be determined by resolution of the Board of Directors. Both the President and Treasurer shall be bonded to conduct such business. Any expenses incurred as a result of this shall be paid in full by CAHA.

### **Section 4 – Deposits**

All funds of CAHA not otherwise employed shall be deposited to the credit of CAHA in such banks, trust companies, or other insured depositories as the Board of Directors may select.

### **Section 5 – Annual Audit**

An annual audit must be conducted at the conclusion of each fiscal year, and shall be available for inspection upon request of the Board of Directors.

### **ARTICLE XVIII – FISCAL YEAR**

The fiscal year for CAHA shall begin on the first day of July in each year and end on the last day of June in the following year.

### **ARTICLE XIX – NOTICE**

Except as otherwise stated herein, any notice which may be required to be given under these bylaws shall be deemed delivered whether actually received or not, when communicated telephonically, hand delivered, deposited with the United States Postal Service, postage prepaid, sent by reputable overnight courier service, electronic mail or facsimile transmission.

### **ARTICLE XIX - AMENDING BYLAWS**

These bylaws may be amended by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting upon five (5) days prior written notice to the Board of Directors.

**ADOPTED THIS 8<sup>th</sup> DAY OF AUGUST, 2011.**