

Kent Valley Hockey Association
ByLaws
Stated as of April 1, 2002

ARTICLE I
General Statement of Philosophy and Mission

Kent Valley 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 it's Articles of Incorporation.

The mission of KVHA (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. KVHA (the Corporation) also will strive for the highest level of customer service to the membership to maintain and insure growth of hockey in the Kent area. Upon a two-thirds (2/3) vote of the Board of Directors (referred to as "the Board"), KVHA's (the Corporation's), mission statement may be revised from time to time.

Players will be organized into three (3) divisions: Beginner, Recreational, and Travel (rep.). Players will play at the level that corresponds with their skill and age group: Mite, Squirt, PeeWee, Bantam, and Midget. In all divisions and levels, Directors, Coaches, all volunteers, on and off ice officials and participating families will be expected to emphasize KVHA'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. KVHA (the Corporation) reserves the right to refuse membership to anyone applying at their 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 KVHA (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 KVHA (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 KVHA (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 KVHA (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 KVHA (the Corporation) along with the Board of Directors. The Executive Director shall be the chief administrative officer of KVHA (the Corporation) and shall perform all functions incidental to the office. Only will the Executive Director's vote shall be invoked in the event of a tie vote by the Board of Directors.
 2. **Directors:** All Directors of KVHA (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: KVHA (the Corporation) shall be managed by a Board of Directors, which is currently consisting of three-four members. The Board has full authority to manage and control the affairs of KVHA (the Corporation), including but not limited to the appointment of coaches, managers, committee chairs and others necessary to conduct the operations of KVHA (the Corporation), the adoption of the rules and regulations necessary and appropriate to the operation and fulfillment of it's 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 KVHA (the Corporation). Only the Board of Directors shall have the final authority to commit or obligate KVHA (the Corporation) in any manner whatsoever.

Section 2. Appointment, Term, Vacancy and removal: The Board shall consist of three-four members plus the Executive Director who are the founding members of KVHA (the Corporation). Individuals may be added or removed, pursuant to the amount of individuals needed to carry out the functions of KVHA (the Corporation).

- A. **Appointment:** Newly created Board of Director positions created out of necessity for operations of KVHA (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 nominee 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 a unanimous vote of the entire Board at a special meeting, providing that written notice of the intended action be given to each Director 15 days in advance of the meeting.
- 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. An original or duplicate of this document must be signed by each member of the Board. 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 KVHA (the Corporation) shall be open to all persons interested in promoting the purpose of KVHA (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 a parental or life member of KVHA (the Corporation) and in good standing. They must have previously held a Chair position with a committee with KVHA (the Corporation), or otherwise assisted KVHA (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 KVHA (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 the Board of Directors shall be elected to the board of Directors. Absentee ballots or Electronic ballots may be used as the Board of Directors sees fit.

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 KVHA (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

KVHA (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 programs teams can participate in more than one league during a season.
- C. Initiation (mini-mites) Program: The Initiation programs committee shall organize and conduct an ongoing introductory program of ice hockey and skating instruction for 4-8 year olds. This committee also is to conduct all of the registration programs. This is an ongoing program broken down into 3 different sessions held throughout the year so the players can join when their families schedules allow. Full gear is required. This program does not enter into game situations, this is just basic instruction.
- 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 and certification of all the coaches at all the levels in KVHA (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 players penalties within 5 days following the assessment of a Gross Misconduct penalty against a KVHA 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 KVHA (the Corporation), to serve on the Board of Directors, under the stipulations outlined in Article III.
- G. Fundraising Committee: The Fundraising Committee shall organize and conduct reasonable fundraising activities for the members of KVHA (the Corporation).
- H. Finance Committee: The Finance Committee shall prepare and submit the annual budget for each upcoming season/year for approval by the Board of Directors no later than the month of July. In this budget will be the seasonal fees along with all other expenses and projected income needed. This committee is also responsible for arranging the annual Audit of the Treasurer's accounts, along with assisting the Treasurer in account collections, and making sure that all IRS forms/taxes are done in a timely matter for KVHA (the Corporation).

Section 2. Composition: Each Committee shall be composed of at least 3 members of KVHA (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 KVHA (the Corporation) to serve on each appropriate committee.

ARTICLE V

Meetings

Section 1. Regular Meetings: The Board of Directors shall meet monthly at least 1 times per year. They will schedule the dates at the annual meeting. If such a schedule is not adopted, or until a schedule is adopted, the meeting shall be at the time and place designated by the Executive Director. In that event, 15 days notice shall be given.

- A. Quorum: A quorum must be present in order to do any business. 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 or special meetings. In the event of tie vote, the matter shall be decided by the Executive Director.
- B. Length, Voting Member Presentations: Meetings of the Board shall be conducted so as to limit their length to 2 hours if possible. A reasonable period of time may be provided at the beginning of each regular meeting for the reasonable expression of views or concerns by members whose agenda item has been approved for presentation by the Board of Directors.

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.

Section 3. Annual Meeting: The annual meeting of KVHA (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 KVHA (the Corporation) during the preceding year. The financial report shall be reviewed by the Director responsible for Finance, 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 of any meeting shall be given to voting members at least 15 days and no more than 30 days before the meeting. The notice shall state the purpose of the meeting. Notice can be given by mail, email, or by hand delivery.

Section 5. Quorum: A Quorum for voting is 2/3 of the total number of voting members shall constitute a quorum at any meeting of members. If a quorum is not present, the decision shall be made at the next meeting, if there is not a quorum at that meeting, the Executive Director shall vote on any matter that remains deadlocked.

ARTICLE VI

Property and Finances

Section 1. Banking: The funds of KVHA (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 KVHA (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 KVHA (the Corporation) shall be made by check signed by the Treasurer and the Board of Director for Finance.

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 KVHA (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: Registration fees for each upcoming season shall be set in the spring by the Board of Directors. The purpose of the registration fee is to pay for the sanctioning bodies being USA Hockey and PNAHA along with the administrative costs for KVHA. 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 KVHA (the Corporation) including fees for ice useage. 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 over an 8 month season, starting on September 1st and ending on April 29th.

Section 6. Sanctions: Any members of KVHA (the Corporation) failing 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: The Board may assure the faithful performance of the duties of the Board of Directors for Finance, and any other Directors as appropriate, by means of a fidelity bond, at the expense of KVHA (the Corporation).

Section 8. Accounts: The accounts of KVHA (the Corporation) shall be prepared by the Board of Director for Finance working with the Treasurer in accordance with generally accepted accounting procedures and presented to the Board at each regular scheduled meeting. The accounts shall be reviewed annually by a financial advisor 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 KVHA (the Corporation) members/teams using the name KVHA (the Corporation) whether it be raised or donated, must be deposited and recorded in the name KVHA (the Corporation) general fund. This will protect the contributors. Tax receipt shall come from the Board of Director for Finance along with the Treasurers signature in a timely manner.

ARTICLE VII General and Miscellaneous

Section 1. Copies of the organizational documents of KVHA (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. The minutes of each meeting shall be signed by attending members of the Board.

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

Section 3. KVHA (the Corporation) shall designate an ice rink 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 bullentin 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 know recorded address of the intended recipient. Also if delivered to a playing

member who is a family member of the intended recipient, or sent by facsimile, or via e-mail to the last know address of both.

Section 4. Disputes concerning the interpretation or application of these Bylaws shall be resolved by the Board of Directors, 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. KVHA (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 KVHA (the Corporation). With respect to any criminal acation 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 KVHA (the Corporation).

Section 8. KVHA (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 indemnification set forth in these bylaws.

Section 9. Anything in these bylaws to the contrary notwithstanding, no director, officer or other person shall be indemnified against any liability to KVHA (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.

Signed _____ Date _____
Signed *[Signature]* Date 3/17/2014
Signed *[Signature]* Date 3/17/2014
Signed *[Signature]* Date 3/17/14