



NEW MEXICO ICE HOCKEY FOUNDATION

BYLAWS

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ARTICLE I: NAME

Section 1: Name. The name of this Corporation shall be New Mexico Ice Hockey Foundation (NMICE), a Not-For-Profit Foundation of the State of New Mexico, as organized.

Section 2: Office. NMICE may have offices at such places as the Board of Directors may from time to time determine.

Section 3: Affiliations. NMICE shall be governed by the rules of USA Hockey and the Land of Enchantment Amateur Hockey Association (LOEAHA).

ARTICLE II: PURPOSES

Section 1: Purpose. The mission of NMICE is to develop integrity, commitment, and excellence through an affordable amateur youth ice hockey program, which instills in all participants respect, sportsmanship, and self-confidence.

Section 2: Policies & Procedures. NMICE may write and abide by Policies & Procedures.

ARTICLE III: MEMBERSHIP

Section 1: Membership. NMICE shall consist of the following categories of members:

- a. **Active:** An Active member is a parent, stepparent, guardian, or other person who pays at least one dollar toward the fee of any player participating in the youth hockey programs operated by NMICE.
- b. **Affiliate:** An Affiliate member is anyone not meeting the requirements of an Active member, but the Board decides would be an asset to NMICE.

Section 2: Good Standing. An Active member is considered in good standing if all financial obligations for the current season and all past monies due to NMICE are met, and they have observed and complied with the Policies and Procedures and By-laws of this Foundation. An Affiliate member is considered in good standing if they actively participate in youth hockey as an appointee of NMICE.

Section 3: Player Participation. No player may participate in any practice or game of the NMICE if the sponsoring Active member is not in good standing.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1: Meeting of Members. NMICE shall hold at least one (1) Annual (General) Membership meeting during each fiscal year. Special meetings of the members may be called from time to time by the Secretary at the request in writing of a majority of the Board of Directors. Such a request for a special meeting shall state the purpose or purposes of the proposed meeting.

Section 2: Notice of Meeting of Members. Written notice of a General Membership meeting, stating the time and place, shall be electronically mailed to each member at such address as appears on the books of NMICE, no less than fourteen days (14) before such meeting.

Section 3: Voting. The presence of a minimum of ten (10) Active members constitutes a quorum at any meeting. A simple majority vote of such members where a quorum is present is necessary to validate a decision, except where some other number is required by law or these By-Laws. Proxy, mail, or email voting is not permitted without prior approval of the President.

Section 4: Meeting Attendance Requirements. Each Active member in good standing shall be requested to attend the Annual General Membership meetings.

ARTICLE V: BOARD OF DIRECTORS

Section 1: General Powers and Duties. The property, business, and affairs of NMICE shall be managed by its Board of Directors, and the Board of Directors may exercise all such powers of NMICE as are not by law, or by the Articles of Incorporation, or by these By-Laws, directed or required to be exercised by its members.

Section 2: Composition. The Board of Directors shall consist of not less than seven (7) Active members in good standing of NMICE. Each Director shall hold office until a successor has been elected and qualified, or until death, resignation, or removal.

Section 3: Elections. The Directors shall be elected biannually by the Active Members, to serve as Directors for a term of two (2) years, or until their successors have been elected and assume office. New board members will be elected by a simple majority of the voting members in attendance at the Annual General Meeting.

Section 4: Nominations. The Secretary shall electronically mail to the Active members at least fourteen (14) days before the annual election meeting, a notice as to the seats available for nominations. Nominations for each seat that is vacant or about to expire may be received up until the time of the election. The nominee will be informed and accept or forfeit the nomination prior to the election.

Section 5: Removal of Directors. Any member of the Board of Directors may be removed by a majority vote of the Active members, quorums excluded, whenever in the Active membership's judgment the best interests of NMICE will be served thereby.

Section 6: Resignations. Any member of the Board of Directors may resign at any time by giving written notice to the President or Secretary of NMICE. Such a resignation shall take effect at the time specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 7: Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Board of Directors then set in office at a regular meeting or a special meeting of the Board of Directors called for that purpose. Each Director/Officer so appointed to fill a vacancy shall hold office, filling the unexpired term of his/her predecessor, until the next election for members of the Board of Directors.

Section 8: Regular Board Meetings. Regular meetings of the Board of Directors shall be held quarterly at a date and time agreed upon by the Board of Directors. Written notice will be sent by the President to each Board member. The President may cancel this meeting as necessary, sending notice and explanation to the Board of Directors in advance.

Section 9: Special Board Meetings. Special meetings of the Board of Directors may be held at any time by request of the President or at the request, in writing, of a majority of the Board of Directors. Special meetings of the Board of Directors may be held at such time and place as may be designated in the request for such a meeting. Notice of special meetings shall be mailed electronically or otherwise communicated in writing to each Board of Director at least three (3) days in advance.

Section 10: Quorum. A majority of the total number of Directors (as defined in Policies and Procedures) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11: Informal Action. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors agree in writing to making such a decision through video, electronic mail, or other documented communication.

Section 12: Compensation of Directors. Directors shall not receive any direct compensation from NMICE for their services as Directors. This does not preclude any Director from serving NMICE in any other capacity and receiving compensation in that capacity.

ARTICLE VI: OFFICERS

Section 1: Elected Officers. The elected Officers of this Foundation, a subset of the Board of Directors, shall be President, Vice President, Secretary, and Treasurer. Officers are elected at the Annual General Meeting by the Active members. Officers are elected for two-year terms.

Section 2: Qualifications for Elected Officers. Only Active members, in good standing, of NMICE are eligible to be elected as Officers. President and Vice President nominees must (1) be a member in good standing; and (2) have 1 year of Board service OR approved qualifications by the current Board of Directors.

Section 3: President. The President shall be the Chief Executive Officer of NMICE and shall be responsible for all management functions. They shall have executive authority to see that all orders and resolutions of the Board of Directors are carried into effect and, subject to the control vested in the Board of Directors, shall administer and be responsible for the overall management of the business affairs of NMICE. The President does not vote unless the vote is needed to break a tie.

Section 4: Vice President. The Vice President shall discharge the duties of the President during the President's absence or disability, and other duties as assigned by the President.

Section 5: Secretary. The Secretary is responsible for providing notice of and a formal agenda for all official meetings, as directed by the President, and maintaining minutes of all official meetings.

Section 6: Treasurer. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of NMICE and shall deposit all monies or other things of value in the name and to the credit of NMICE in such bank or banks as the Board may approve from time to time. The Treasurer shall disburse NMICE funds under the direction of the Board, taking proper vouchers, and shall render a report as to the financial position of NMICE at all meetings of the Board, not less than annually. The Treasurer shall be responsible for preservation of NMICE non-profit 501(c)(3) status, the preparation of all reports, maintain all records and control all financial activities in the manner prescribed by local, state, and federal law. The Treasurer shall be responsible for arranging for the filing of all required tax returns with any governmental authorities and for providing any financial reports to LOEAHA and/or USA Hockey as required by LOEAHA's Affiliate Agreement with USA Hockey. The Treasurer shall be an authorized signatory on all NMICE disbursements, provided that, in the Board's discretion, another Board member may be designated from time to time as a signatory on NMICE accounts, either singly or jointly with the Treasurer.

Section 7: Compensation of Officers. Elected Officers shall not receive any direct compensation from this Foundation for their services as Officers. This does not preclude any Officer from serving NMICE in any other capacity and receiving compensation in that capacity.

Section 8: Elections. Election of Officers shall be held biannually with all classes of members being given at least fourteen (14) days written notice of such election meeting and the candidates for each office.

Section 9: Balloting. Balloting shall be by secret ballot by those Active members in good standing present at the Annual General Meeting and constitute a quorum.

Section 10: Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take place at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11: Vacancies. Any vacancy occurring in any office shall be filled by a majority vote of the Directors. Each Officer so appointed shall hold the office for the unexpired term of his/her predecessor, and he/she shall be appointed to hold such Office until the next election of Officers, or until his/her successor, if any, shall be similarly appointed or until his/her death, resignation, or removal.

ARTICLE VII: SPECIAL COMMITTEES

Section 1: Special Committees. The President, with the approval of the Board of Directors, shall appoint such other committees, sub-committees, or task forces as are necessary and which are not in conflict with other provisions of the By-Laws. The duties of any such committee shall be prescribed by the President with the approval of the Board of Directors. Special committees will be dissolved and reformed as necessary.

ARTICLE VIII: BOOKS AND RECORDS

Section 1: Location. The books, accounts, and records of NMICE may be kept at such a place or places as the Board of Directors may from time to time determine.

Section 2: Inspection. The books, accounts, and records of NMICE shall be always open to inspection by any member of the Board of Directors, and open to inspection by Active members at all Annual General Meetings.

ARTICLE IX: CONFLICT OF INTEREST

Section 1: Restricted Voting. If any matter before the Board of Directors could accrue a financial benefit to any Director or Officer, or to any member of the Director's or Officer's family, the matter should come to a vote, and that Director or Officer shall abstain from voting on the matter that such benefit is considered. Any such instance shall be noted in the meeting minutes.

NMICE BOD Elected Members will complete and submit a conflict-of-interest document annually at the Annual General Meeting.

ARTICLE X: MISCELLANEOUS PROVISIONS

Section 1: Fiscal Year. The fiscal year of NMICE shall end on the last day of April in each year.

Section 2: Depositories. The Board of Directors and the Treasurer shall appoint banks, trust companies, or other depositories in which shall be deposited from time to time the money or securities of NMICE.

Section 3: Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of NMICE shall be assigned by such Officer(s) or agent(s) as shall from time to time be designated by resolution of the Board of Directors or by an Officer appointed by the Board of Directors.

Section 4: Contracts and Other Instruments. Except as otherwise provided in the By-Laws, the Board of Directors may authorize any Officer, agent, or agents to enter into any contract, or execute and deliver any instrument in the name and on behalf of NMICE and such authority may be general or confined to specific instances.

Section 5: Gifts. The Board of Directors may accept on behalf of NMICE any contribution, gift, bequest, or device as deemed fit for the stated general purposes or for any specific purpose of NMICE.

Section 6: Legal Counsel. The selection of legal counsel used by NMICE will be determined by majority vote of the Board of Directors.

Section 7: Amendments. These By-Laws may be amended or repealed by majority vote of the Active members in good standing present at any annual meeting of NMICE duly called and regularly held. Notice of such a proposed change will be sent electronically to the Active members at least fourteen (14) days before such meeting. Amendments may be proposed by the Board of Directors on its own initiative, or upon written petition of the members addressed and delivered to the Board of Directors.

Section 8: Approved Associations. The Board of Directors shall review and consider for approval all contracts made with associations that are USA Hockey registered or have petitioned for individual consideration to the Board of Directors for approval.

Section 9: Rules of Procedure. The Secretary shall act as Parliamentarian. The orderly conduct of NMICE's business will be according to Roberts Rules of Parliamentary Procedure, modified as the Board may feel appropriate and necessary.

CERTIFICATION

The foregoing bylaws of the New Mexico Ice Hockey Foundation are hereby:

1. Adopted and approved
2. Replace the previous version dated 07/08/2013, 02/2024


Shana Zink, President

02/25/2025

Date

Gordon Rice, Vice-President

02/25/2025

Date