

THE SOUTHERN YOUTH TRAVEL HOCKEY LEAGUE BY-LAWS

A Tennessee Nonprofit Corporation

REVISED – August, 2025

ARTICLE I - NAME

The Name of this organization shall be THE SOUTHERN YOUTH TRAVEL HOCKEY LEAGUE (SYTHL) SYTHL.

ARTICLE II - TERRITORY

Any active amateur hockey organization located in the Southern Affiliate (SAHA) of the SOUTHEAST DISTRICT of USA HOCKEY, properly registered and in good standing with both USA HOCKEY and SAHA shall be eligible for full membership in the SYTHL. That territory includes the following states:

ALABAMA, ARKANSAS, GEORGIA
LOUISIANA, TENNESSEE &
MISSISSIPPI

ARTICLE III - PURPOSE

1. Promote hockey and develop youth hockey players.
2. Provide youth hockey competition among Southern states.
3. Instill sportsmanship.
4. Promote goodwill among players, coaches, and parents from the various organizations.

The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV - NON-PROFIT

The SYTHL shall be a nonprofit league and/or organization.

ARTICLE V - MEMBERSHIP

SECTION A: DEFINITION

The SYTHL shall be comprised of amateur ice hockey organizations that seek membership, meet the requirements of membership, and are voted by the Board of Directors into the league. This group shall be known in total as "The Membership" and each individual as "A Member".

1. By accepting membership, each organization expresses its agreement to comply with, and adhere to, the Constitution, By-Laws, Rules, and Policy Guidelines of the SYTHL.
2. The EXECUTIVE BOARD shall not unreasonably withhold acceptance of teams that meet the SYTHL criteria for membership.
3. Criteria for membership are as follows:
 - a. Each organization must have it's own USA Hockey Association Code.
 - b. Each organization must be a member in good standing with USA Hockey and SAHA.
 - c. Each organization must have a firm commitment for available home ice.
 - d. Each organization must agree to abide by the rules and regulations of USA Hockey, the Southeastern District of USA Hockey, SAHA and SYTHL.
 - e. Incumbent organizations must have fulfilled their league responsibilities, provided volunteers to assist with the webmaster and other league administrative duties, paid all league fees, participated in league meetings and votes of the Executive Board and otherwise been a member of the league in good standing in order to renew their regular membership.
4. An organization accepted for initial membership shall become a Provisional Member for the first season of its participation. A Provisional Member shall have the same rights and privileges as Regular Members, except for the right to vote on league votes.
5. Member organizations are expected to be represented at all SYTHL meetings (including votes called by email) unless otherwise notified.
6. SYTHL member organizations are required to have all teams and all players under

their administration (Tier I, Tier II, Recreational, House, Instructional, Adult, Girls, etc) appropriately registered with USA HOCKEY.

SECTION B: MEMBERSHIP MEETINGS

1. There shall be an annual meeting of the members upon such date, time, and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors and officers, approval of the annual budget proposed by the Board, approval of any amendments to the bylaws that may be proposed by the Board, and any other league matters brought forth by the Board or any voting member . Voting on all other matters is expressly reserved for the Board of Directors.
2. Special meetings of the members may be called by the Chair of the Board or upon the request of 50% of the voting members. Members shall receive not less than 30 days prior written notice of special meetings. Notice shall be given in the manner specified in Article VIII, Section 2 of these bylaws, and the notice shall state the purposes of the special meeting.
3. Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 50% of the total voting members present either in person or by proxy. A majority of the votes cast at such a meeting at which a quorum is present shall constitute the action of the members.
4. Removal. Any member may be removed from membership by a [majority vote of the [Board of Directors] only for cause, which is defined as failure to pay dues. failure to abide by league playing rules or failure to participate in league weekends as scheduled, including end of season tournament.
5. Voting By Written Ballot. Any action which may be taken at any annual or special meeting of the members (including the election of officers and directors and the amendment of the bylaws) may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed under State

Nonprofit Corporation Law, as amended (the "Act"), and shall be conducted as follows:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
 - b. The number of ballots received by the Corporation must equal or exceed the quorum that would have been required had there been a meeting (i.e., Corporation must receive a valid ballot from 50% or more of its voting members.)
 - c. Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
 - d. All solicitations for votes by written ballot shall indicate the number of the responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Corporation in order to be counted.
 - e. To the fullest extent allowed by state law, written ballots may be delivered to members and received from members by electronic mail.
6. Honorary Titles. The Directors may create such additional Classes of "Membership", such as contributing members, corporate or "Associate" members, or honorary members, as they see fit, but such persons shall not have the right of Members under the Act.

SECTION C: TERM

The term of membership shall be for the fiscal year of the organization. The fiscal year is hereby deemed to be September 1 through August 31.

ARTICLE VI - OFFICERS/APPOINTED OFFICIALS

SECTION A: ELECTION AND TERMS OF OFFICE

1. Officers shall be elected as follows:

- a. PRESIDENT - Two (2) year term (elected every odd year)
- b. VICE PRESIDENT -Two- (2) year term (elected every even year)
- c. SECRETARY -Two (2) year term with President
- d. TREASURER -Two (2) year term with Vice President
- e. ADMINISTRATIVE VICE PRESIDENT – Two (2) year term with President

The above Officers will be the EXECUTIVE BOARD

- a. REFEREE-IN-CHIEF - One (1) year term - appointed by Executive Board.
2. Candidates shall be nominated from the floor on Election Day, and officers shall be voted into office by a simple majority of the VOTING MEMBERSHIP.
3. The votes shall be cast by secret ballot, with the exception that when only one person is nominated for an office, the vote shall be governed by acclamation.
4. THE VOTING MEMBERSHIP will consist of the EXECUTIVE BOARD and one representative from each organization (the REPRESENTATIVE OF RECORD). A simple majority will be considered a quorum for meetings.
- The organization controls the votes not the individual.
 - Only the REPRESENTATIVE OF RECORD may cast the vote or votes of the organization.
5. Should the PRESIDENT become unable to perform the duties of the office, the VICE PRESIDENT shall assume the office of the PRESIDENT and fulfill the remaining term of the PRESIDENT. The EXECUTIVE BOARD shall appoint by simple majority, one of its members to complete the remaining term of the vacated VICE PRESIDENT office. Should an officer other than President become unable to complete their term in office, the EXECUTIVE BOARD shall appoint one of its members to complete the term of the vacated office. That appointment shall remain in place until their duly elected and qualified successors assume the duties of office.

SECTION B: INSTALLATION OF OFFICERS

The incoming officers shall be installed in office at the conclusion of the Annual Meeting and will assume the duties of their respective offices at that time.

SECTION C: DUTIES

1. **PRESIDENT:** Preside at all meetings of the organization and the EXECUTIVE BOARD. Represent the SYTHL at the annual and semi-annual USA Hockey National Congress. Represents the SYTHL as a member of the SAHA YOUTH COMMITTEE and at all SAHA meetings.
2. **VICE PRESIDENT:** Preside at all meetings in the absence of the PRESIDENT. Shall be the standing chair of the SYTHL Discipline & Dispute Resolution committee. Chairs and reports the progress and on issues facing the SYTHL as deemed necessary by the executive board. Maintains the suspension listing and resolution section of the association's website.
3. **SECRETARY:** Record and publish minutes of all meetings. Responsible for annual election process.
4. **TREASURER:** Handle all accounts payable and receivable to the SYTHL. Prepare financial statements and necessary tax filing information.
5. **ADMINISTRATIVE VICE PRESIDENT:** Keep team rosters on file and manage changes. Publish league standings on a timely basis. Maintain official master schedule and changes as reported. Maintain a copy of score sheets of all games. Maintain a portion of the league's official web site.
6. **REFEREE-IN-CHIEF:** Assists the Vice-President in handling all grievances and protests dealing with rules on or off the ice; publish results of such meetings. Take and exercise direction from the SAHA DISCIPLINE & DISPUTE RESOLUTION COMMITTEE and the USA HOCKEY SOUTHEAST DISTRICT REFEREE-IN-CHIEF.

SECTION D: SPECIAL CIRCUMSTANCES

Due to the geographical layout of the membership of the organization, occasions may arise whereby actions need to be taken before the EXECUTIVE BOARD can be convened in person. Under those circumstances, the PRESIDENT may use electronic methods to communicate with the EXECUTIVE BOARD to conduct the urgent business. At the conclusion of the business, the SECRETARY will be provided with all pertinent information regarding motions, seconds, and votes for recording and publishing in the organization's records. Amendments affecting the bylaws and playing regulations are excluded from this circumstance and must come before the board at a called meeting.

ARTICLE VII – RESIGNATION AND VACANCIES

1. Resignations. Any Member, Director, or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

2. Filling Vacancies.

a. If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Public Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term.

b. If the position of any Officer becomes vacant, by an increase in the number of Officers, or by reason of death, resignation, disqualification, or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

ARTICLE VIII – MEETINGS AND NOTICE

1. Place of Meetings. Meetings may be held at such place within or without Tennessee as the Board may from time to time determine.
2. Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address appearing on

the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or deposited with a courier service for delivery to such person. In the case of facsimile or electronic mail it shall be deemed to have been given when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

3. Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
4. Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE IX – LIABILITY AND INDEMNIFICATION

1. General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:
 - a. the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in the Act and any amendments and successor acts thereto; and
 - b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

2. Indemnification. The Corporation shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such 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 interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

3. Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the Officer or Director has met the applicable standard of conduct set forth under that section. Such determination shall be made:
- a. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;

- b. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
 - c. by the Members.
- 4. Advancement of Expenses. The Corporation shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
- 5. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.
- 6. Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE X – AMMENDMENTS/DISSOLUTION

- 1. Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by the Members at any duly convened meeting of Members after not less than 10 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.
- 2. Bylaws. The Bylaws may be amended by the Members at any duly convened meeting of Members or, to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.
- 3. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for exempt purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in

Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - U.S.A. HOCKEY MEMBERSHIP

All members of this organization shall comply with the USA HOCKEY CONSTITUTION AND BYLAWS as well as SOUTHERN AMATEUR HOCKEY ASSOCIATION. The organization shall make no provisions that would diminish USA HOCKEY'S position. The organization can make supplemental measures in addition to USA HOCKEY POLICIES, but not in lieu of.

ARTICLE XII - BY-LAWS AND REGULATIONS

This organization, at any annual or semi-annual meeting, may adopt, revise or repeal By-Laws and Regulations for the governance of this organization. Proposals shall be distributed to the EXECUTIVE BOARD within 30 days of the next scheduled or called meeting.

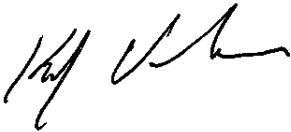
ARTICLE XIII - BY-LAWS AND REGULATIONS

1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August.
2. Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.
3. Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.
4. Corporate Seal. The corporate seal of the Corporation, if any, shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Tennessee YEAR".

CERTIFICATION

I, KJ Voorhees, Secretary of the SOUTHERN YOUTH TRAVEL HOCKEY LEAGUE, hereby certify that the foregoing is a full, true and correct copy of the revision of the Constitution and By-Laws with Addendums, as amended by the membership of said organization at its meeting held on August 17, 2025.

IN WITNESS WHEREOF, I have hereunto set my hand this July , 2025.



KJ Voorhees, Secretary



ATTEST: Russ Beatse, President