

**BYLAWS OF THE
KIRKWOOD YOUTH HOCKEY ASSOCIATION, INC.**

Revised September 2025

ARTICLE I: OBJECTIVE AND SCOPE

The Kirkwood Youth Hockey Association, Inc. (“**KYHA**”) is a not-for-profit corporation incorporated under the general Not-For-Profit Corporation Act of Missouri. KYHA is formed specifically for the benefit, moral improvement, and physical advancement of the juvenile population of the City of Kirkwood, Missouri and other municipalities and unincorporated areas within the KYHA district as set forth by the Youth Division of Missouri Hockey, Inc. (“**MO Hockey**”). KYHA shall foster good, clean, sportsmanlike conduct and fair play in the teaching of ice hockey skills as well as in individual and team competition and shall endeavor to provide a fair share of attention, teaching, and ice time for all players in the program. To these ideals, KYHA pledges its energies by acting in consonance with MO Hockey and the Amateur Hockey Association of the United States (“**USA Hockey**”). KYHA further pledges its cooperation, to the extent possible, with other organizations that may have comparable or parallel missions.

ARTICLE II: KYHA MEMBERSHIP

An active member of KYHA (each, a “**KYHA Member**”, or collectively, the “**KYHA Members**” or “**KYHA Membership**”) is a parent, step-parent or legal guardian of any youth properly registered for and participating in KYHA programs, including the Knights Central States Development Hockey League (“**Knights CSDHL**”) program as a KYHA-districted player, during the then-current hockey season (June 1-May 31) (each, a “**Hockey Year**”) and in good standing with KYHA. An active member is in good standing if he/she is current in payment with his/her organizational dues and team dues and if neither the KYHA Member nor his/her player are currently the subject of any disciplinary action. A KYHA Member is not in good standing should he/she have any amount of fees or dues past due and outstanding for a period of 30 or more consecutive days in a Hockey Year. Once the amount is paid in full, then a KYHA Member is once again in good standing for the Hockey Year for which said fees were due. The term of membership is the Hockey Year. Any KYHA Member not in good standing at the end of the Hockey Year shall not be permitted to register for the following season until he/she returns to good standing. Contributing funds to KYHA as part of a fundraising activity does not entitle the contributor to the benefits of membership.

ARTICLE III: MEETINGS

A. General Meetings. There shall be at least 1 “**General Meeting**” of the KYHA Members each calendar year on the third Thursday in May at 7:00 pm at the Off Ice Facility¹; *provided, however,* that the Board of Directors (hereinafter defined) may change the date, time and place for any time between the dates of March 1st and July 1st, and upon notice to the KYHA Membership of not less than 15 days. Any additional General Meetings of the KYHA Membership called by the Board of Directors shall also require notice to the KYHA Membership of not less than 15 days and may be held at any time during the year. Unless otherwise specified herein, all notices to be given pursuant to these Bylaws may be given by posting on the KYHA website², official social media accounts³ or via electronic mail.

B. Regular Meetings of the Board of Directors. The Board of Directors shall meet regularly, with a goal of meeting at least 1 time each month at a date, time and place agreeable to the members

¹ Located at 1840 Fenpark Drive, Fenton, MO 63026.

² www.kyha.org

³ e.g., @kirkwoodyouthhockey on Instagram

of the Board in order to conduct its general business. Such monthly Board meetings shall be deemed “**Executive Sessions**” and are closed to the general KYHA Membership; *provided, however*, that any KYHA Member may request to open a session of a Board meeting by submitting a request to the Board to place an item for discussion on the agenda in accordance with the procedures and timelines set forth in **subsection C** hereof. The President may call such additional meetings or modify regular meetings upon reasonable notice to the Board members as may be necessary or appropriate. Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting for all purposes, including but not limited to establishing quorum.

C. Agenda. Any KYHA Member may submit an item for discussion at a regularly scheduled Board of Directors’ meeting or General Meeting. Any item proposed for Board consideration must be submitted to the Board in writing at least 5 days prior to the regularly scheduled Board of Directors’ meeting or General Meeting in order to be placed on that meeting’s agenda

D. Minutes. Minutes shall be taken at each General Meeting and each Board of Directors meeting by the Secretary or his/her replacement as appointed by the President. Minutes of each such meeting shall be reviewed and approved by a vote of the Board or amended and approved at the subsequent Board meeting. All minutes approved by the Board shall be provided to any KYHA Member upon such KYHA Member’s written request.

E. Quorum. A majority of the total number of Directors (hereinafter defined) in office shall constitute a quorum at any meeting of the Board of Directors. In the absence of a quorum at any such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

F. Action at Meeting. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to take any official action of the Board of Directors, unless a different vote is specified by law or these Bylaws.

ARTICLE IV: ORGANIZATION

A. General Powers. The affairs, finances and general business of KYHA shall be managed by its Board of Directors.

B. Board of Directors. The “**Board of Directors**” (also referred to herein as the “**Board**”) shall consist of 11 members (each, a “**Director**”, and collectively, the “**Directors**”). 4 of the Directors shall be elected by KYHA Members in good standing (the “**Elected Directors**”). The elected Directors shall hold the offices of: President, Vice President, Treasurer, and Secretary. 5 of the Directors appointed by vote of the Board shall hold the offices of Director of Hockey Operations, KYHA Registrar, Director of Rink Operations, Director of Administration, and Director of Compliance and Education. 2 of the Directors appointed by vote of the Board shall be deemed to be “Board Members at Large.” All of these positions on the Board of Directors are voting positions. There may be only 1 Director from any 1 KYHA Member family. For this purpose, a KYHA Member family shall include: grandmother, grandfather, spouse, father, mother, stepfather, stepmother, brother, sister, stepsiblings, sons, or daughters.

C. Directors Elected by KYHA Members. The term and eligibility requirements of the Directors elected to the KYHA Board of Directors by the KYHA Members are as follows.

1. President. The President shall be elected for a 2-year term. To qualify to be elected President, the candidate must have previously served as a voting member of the Board for a period of not less than 12 months and must be a KYHA Member in good standing. The term of office runs from odd-numbered year to odd-numbered year and shall begin on June 1st.

2. Vice President. The Vice President shall be elected for a 2-year term. To qualify to be elected Vice President, the candidate must be a KYHA Member in good standing. The term of office runs from even-numbered year to even-numbered year and shall begin on June 1st.

3. Secretary. The Secretary shall be elected for a 2-year term. To qualify to be elected Secretary, the candidate must be a KYHA Member in good standing. The term of office runs from even-numbered year to even-numbered year and shall begin on June 1st.

4. Treasurer. The Treasurer shall be elected for a 2-year term. To qualify to be elected Treasurer, the candidate must be a KYHA Member in good standing. The term of office runs from odd-numbered year to odd-numbered year and shall begin on June 1st.

D. Directors Appointed by the Board of Directors. There shall be 7 Directors appointed by the Board of Directors (the “**Appointed Directors**”). These shall include: Director of Hockey Operations, KYHA Registrar, Director of Rink Operations, Director of Administration and Director of Compliance and Education, and 2 Board Members at Large. To qualify to be appointed as any one of these Directors, the candidate must be a KYHA Member in good standing. The term of office for any one of these additional Directors shall be 1 year and shall begin June 1st.

E. Duties and Powers of Elected Directors. The duties and powers of the Elected Directors of KYHA are as follows:

1. President. The President shall perform all duties incidental to the office of the President, including presiding at all General Meetings and Executive Sessions, deciding on questions not provided for in the Bylaws until the next meeting of the Board of Directors, appointing chairpersons and members to committees of KYHA, subject to approval of the Board of Directors, serving as an ex officio member of all committees and such other duties as may be prescribed from time-to-time by the Board of Directors.

2. Vice President. The Vice President shall report to the President and perform all duties incidental to the office of Vice President, including assuming the duties and powers of the President in his/her absence or in cases of conflict, supervising all ice contracts and arranging for the scheduling of games and practices, organizing the General Meeting and supervising the elections to the Board of Directors and such other duties as may be prescribed from time-to-time by the President and/or by the Board of Directors.

3. Treasurer. The Treasurer shall report to the President, have custody of and be responsible for all funds of KYHA and perform all duties incidental to the office of Treasurer, including payment of the rightful obligations of KYHA as approved by the Board of Directors, collecting all debts owed to KYHA, maintaining ledgers and other books of account, which shall be presented to the Board of Directors at each month’s meeting of the Board of Directors, preparing the annual budget and the annual tax return

and such other duties as may be prescribed from time-to-time by the President and/or by the Board of Directors.

4. Secretary. The Secretary shall report to the President, and perform all duties incidental to the office of Secretary, including keeping minutes of and recording the attendance for the General Meetings and Executive Sessions, ensuring registration of all KYHA Members in good standing, assuming responsibility for KYHA's correspondence to its membership and other MO Hockey organizations, assisting in keeping the KYHA website up to date, notifying KYHA Members of any material changes to membership and performing all other duties as may be prescribed from time-to-time by the President and/or by the Board of Directors.

F. Duties and Powers of Appointed Directors. The duties and powers of the Appointed Directors serving on KYHA Board of Directors are as follows:

1. Director of Hockey Operations. The Director of Hockey Operations shall report to the Board of Directors and shall be responsible for the day-to-day operation of the entire hockey side of all KYHA teams and KYHA-sponsored programs and shall be responsible for setting the standards for personal development of KYHA players, including disciplinary issues, academics, community service and shall behave as a role model and expect all KYHA players to act the same. The Director of Hockey Operations shall work along with all division representatives, coaches, and strength coaches to create a professional, educational environment in which all KYHA players may develop and excel. All division representatives shall report to the Director of Hockey Operations. The Director of Hockey Operations shall be responsible for coaching clinics, practice plans and ensuring all programs follow USA Hockey's American Development Model ("ADM") for developing players. The Director of Hockey Operations shall supervise all evaluations, as well as the assignment of teams, and shall approve all coaching selections for KYHA. The Director of Hockey Operations shall assist in the development and maintenance of educational programs for KYHA parents, step-parents, and legal guardians with emphasis in reinforcing KYHA philosophies. The Director of Hockey Operations shall be responsible for assisting all players with advancement in the game of hockey. The Director of Hockey Operations shall maintain a relationship with all clubs in MO Hockey, as well as a relationship with USA Hockey.

2. Director of Communications. The Director of Communications shall report to the Board of Directors, shall distribute all club-wide messages, including but not limited social media posts (with approval or consent of the President or Vice President) and club-wide electronic emails and such other duties as may be prescribed from time-to-time by the President and/or by the Board of Directors.

3. Director of Rink Operations. The Director of Rink Operations shall report to the Board of Directors, be responsible for allocation of ice time between teams and divisions, investigate and research information regarding ice venues to be built as they may affect KYHA, be responsible for oversight and management of any such rinks should KYHA be in the position to manage an ice rink, and perform such other duties as may be prescribed from time-to-time by the President and/or by the Board of Directors.

4. Director of Administration. The Director of Administration shall report to the Board of Directors and be responsible for all off-ice aspects of the KYHA program, including working with all division representatives, team managers, and coaches.

5. Director of Compliance and Education. The Director of Compliance and Education shall report to the Board of Directors and shall oversee SafeSport compliance and USA Hockey Coaching Education Program compliance and assist with the continuing education of KYHA coaches.

6. Board Members at Large. The Board Members at Large shall report to the Board of Directors and shall serve various and changing roles on a case-by-case basis as needed as determined by the Board of Directors and assigned by the President and/or Vice President.

G. Board Member Emeritus. The Board of Directors may, at its discretion, designate an alumnus of the KYHA Board to serve as a Board Member Emeritus. This position shall not be a voting member of the Board of Directors and may only serve in an advisory role. The term is for 1 year and starts June 1st.

H. Elections. Election of candidates for the Board of Directors shall be held at a General Meeting as set forth in **Article III**. Terms of office shall commence on June 1st.

I. Nominations. The Board of Directors shall nominate KYHA Members to be elected at a General Meeting to serve on the Board of Directors. The Board of Directors shall accept nominations for the open Board of Directors positions not less than 30 days prior to the General Meeting. Upon written request from any KYHA Member, the Board of Directors shall provide the list of candidates for the Board of Directors on the KYHA website.

J. Voting. All KYHA Members in good standing shall be entitled to 1 vote at any General Meeting election subject to the limitation of 1 vote per family. For this purpose, KYHA Member family shall include: spouse, father, mother, stepfather, and stepmother, grandmother, grandfather, and legal guardian. A simple majority of those KYHA Members in good standing present shall control. Elections shall be effected by secret ballot, unsigned, and cast in person only. Votes by proxy shall not be permitted.

K. Unfulfilled Terms. In the event that any Board member is unable or unwilling to fulfill his/her term of office, the remaining members of the Board of Directors may appoint a replacement for that position for the remaining term.

L. Method of Dismissal Pursuant to Mo. Rev. Stat. § 355.345.

1. Directors elected by the general KYHA Membership may be removed without cause only by a majority vote of all then-current KYHA Members to remove said Director. To hold such a vote, a notice must be given to the general KYHA Membership indicating that a meeting will be held and that one of the purposes of the meeting is for the removal of the Director. Notice for such a meeting shall be given to the general KYHA Membership at least 30 days prior to the date of said meeting. A majority vote of the KYHA Membership may remove said Director. This process may be initiated only by a majority of the then-current KYHA Members of the Board of Directors or by a petition signed by not less than 20% of the general, then-current KYHA Membership.

2. Directors appointed by the Board of Directors may be removed without cause by a 2/3 vote of the Directors.

ARTICLE V: COMMITTEES AND POLICIES

The Board of Directors shall, at its sole discretion, have the power to appoint ad hoc committees to assist in the carrying out of any activities of KYHA. The chairpersons of these committees shall serve in an advisory capacity only to the Board of Directors and shall not be a voting member of the Board unless such chairpersons are active Board Members already. The Board of Directors shall also have the power to formulate, prescribe, alter, or amend organizational rules and policies for the governing of KYHA (collectively, the “**KYHA Policies**”).

ARTICLE VI: CONFLICT OF INTEREST

Whenever a Director of the Board has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors present at a meeting determine that it is in the best interest of KYHA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VII: DISCIPLINE

Matters of discipline shall be considered and handled in accordance with the KYHA Policies established by the Board. The Board may establish a Disciplinary Committee to address issues that may be brought forward to the Board for consideration.

ARTICLE VIII: OPERATIONS

- A.** The Board may authorize any Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of KYHA and such authority may be general or confined to specific instances.
- B.** No loans shall be contracted on behalf of KYHA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- C.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of KYHA shall be signed by such Directors of KYHA in such manner as shall from time-to-time be determined by resolution of the Board.
- D.** All funds of KYHA not otherwise employed shall be deposited from time-to-time to the credit of KYHA in such banks, trust companies or other depositories as the Board may select.
- E.** No KYHA Member may commercialize any KYHA activity for his or her personal gain or remuneration, either directly or indirectly, without prior written approval by the Board. All KYHA Members shall adhere to Section XIII of the KYHA Policies established by the Board. Violation of this provision shall be brought to the attention of the Disciplinary Committee.
- F.** The fiscal year of KYHA shall be for the 12 consecutive months beginning May 1st and ending April 30th.
- G.** All publications or notices of any nature issued by KYHA shall have the prior approval of the President or the majority of the Board before being sent to the KYHA Members or to the public.

H. The Board shall approve by a majority vote of the Directors present for all proposed expenses or expenses submitted for reimbursement which are not already identified in the current KYHA budget or approved in KYHA written rules or policies.

I. The merger (defined for purposes of this provision as the permanent combination of two or more MO Hockey Clubs for regular season play of all teams within the merging clubs) of KYHA with any other hockey organization shall require an affirmative vote of at least 2/3 of the KYHA Members voting on the issue.

ARTICLE IX: EXONERATION FROM PERSONAL LIABILITY

KYHA hereby consents and declares that each Director, officer, chairmen and members of all committees, and all elected or appointed officials in any capacity shall be deemed to have assumed office or assignment with the express understanding, agreement and condition that each one of them and his/her heir, executors and administrators, estate and effects respectively, shall from time-to-time and at all times be indemnified and saved harmless out of the funds of KYHA from and against all liabilities, judgments, costs, charges and expenses whatsoever which member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for and in respect to any act, deed, matter or thing whatsoever made, done, or permitted by him/her in or about the execution of duties of his/her office and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about and in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

ARTICLE X: DISTRIBUTION OF ASSETS AFTER TERMINATION OF KYHA

No KYHA Member shall have, as an individual, any interest in or title to the assets of KYHA, and such assets shall be devoted exclusively to the purpose of KYHA. In the event of the dissolution of KYHA, all assets then belonging to KYHA shall be assigned to any organization which qualifies for tax exemption under Section 501(c)(3) of the Internal Revenue Code and any rules and regulations promulgated thereunder, or such other Section of the Code by which KYHA is exempt as selected by the Board.

ARTICLE XI: AMENDMENTS TO THESE BYLAWS

Any KYHA Member in good standing may propose amendments to these Bylaws by submitting the same in writing to the President. Such submission shall be considered at the Executive Session of the Board of Directors. Amendments may be approved by a 2/3 vote of the total present Board of Directors.