



RINGGOLD HOCKEY ASSOCIATION CORPORATE BYLAWS

ADOPTED April 1, 2017

AS APPROVED BY
THE BOARD OF RINGGOLD HOCKEY ASSOCIATION

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Article I. NAME AND PURPOSES 1.01 Name

The, name of this corporation is Ringgold Hockey Association (hereinafter, the "Corporation").

1.02 Purposes

The purposes of the Corporation are exclusively charitable, scientific or educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in furtherance of these purposes, the Corporation may:

1. a) Exist for the purpose of broadening the involvement of student athletes, their family and the students of the Pennsylvania Interscholastic Hockey League assigned school districts, through support of the Varsity, Junior Varsity, and Middle School Hockey Team(s),
2. b) Ringgold Hockey Association works to achieve this through active participation of as many parents/legal guardians as possible in the association and in support of the hockey team(s),
3. c) Conduct and operate amateur youth hockey programs in the Greater Pittsburgh, Pennsylvania area consistent with the rules and regulations of the Pennsylvania Interscholastic Hockey League (PIHL) and USA Hockey,
4. d) Promote and develop character, sportsmanship, and physical fitness among the youth of the Greater Pittsburgh, Pennsylvania area,
5. e) To support, promote and maintain a high standard of integrity and good sportsmanship in all athletic activities in high school
6. f) To promote and encourage better attendance to all hockey activities by parents, friends, students and faculty of the assigned school districts; and
7. g) Perform or participate in other activities that aid in reaching the goals and objectives of the Corporation including but not limited to scheduled hockey practices, hockey games, hockey clinics and summer hockey camps.

The Corporation specifically is intended to be a Section 501(c) (3) organization, operated as a non-private foundation described in Section 509(a) (1) or (2) of the Code. Under no

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circumstances can these Bylaws permit the Corporation to be operated for the benefit of, to perform the functions of, or to carry out the purposes of other than those which allow for the maintenance of such status under sections 501 and 509 of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code; and notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article II. MEMBERS 2.01 Members

The Members of the Corporation shall consist of one parent or legal guardian or other person designated by the parent or legal guardian of any child participating in the youth hockey programs operated by the Corporation. The individual designated as the Member with respect to any child participating in the youth hockey programs operated by the Corporation may be changed upon written notice from the Member.

In addition, all persons who are rostered coaches or assistant coaches in any hockey program conducted by the Corporation who are not a parent or legal guardian of any child participating in the youth hockey programs operated by the Corporation shall be a Member of the Corporation without regard to whether they are designated as the parent or legal guardian.

Any Member given expulsion or a lesser sanction in accordance with Article 2.4 is precluded from becoming a Member in any future year except by a majority vote of the Board of Directors.

2.02 Term

Members retain Membership from the date of admission as a Member until the end of the fiscal year (March 31) of the corporation during which such individual becomes a Member and may be renewed annually so long as the individual qualifies to be a Member as described in this Article.

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2.03 Fees

All Members must pay an annual fee of \$1 or other amount as determined by the Board of Directors in order to obtain or maintain membership in the Corporation. Such fee is included in fees charged by the Corporation for participation in any hockey programs operated by or sponsored by the Corporation. The fee is waived for coaches who do not have any children participating in the program. The Board of Directors may charge an administrative fee for any change in designation of Members as described in Article 2. 1.

2.04 Expulsions and Lesser Sanctions

Any Member may be expelled or otherwise sanctioned (including but not limited to suspension or probation), for conduct detrimental to the Corporation or other violations by the Member or the Member's Child of the Code of Conduct or other rules adopted by the Corporation. Expulsion may only be imposed after due notice in writing and an opportunity for a hearing before the Board of Directors.

For sanctions other than expulsion, at the sole discretion of the Board of Directors, a hearing may, but is not required, to be conducted prior to issuance of such sanctions. The time and date of a hearing under this Article shall be determined by the Board of Directors with the individual subject to expulsion or lesser sanctions notified in writing of such time and place by the Secretary of the Corporation. Such individual subject to expulsion shall be given the opportunity to be heard at the hearing and to present others to testify in his/her behalf. If the Board of Directors recommends expulsion, such decision will require a two-thirds vote of the Board of Directors.

Such individual subject to disciplinary sanctions may be given the opportunity to be heard at a special meeting of the Board of Directors and to present others to testify in his/her behalf.

Expulsion results in such Member's child being prohibited from further participation in programs conducted by the Corporation.

Except at the sole discretion of the Board of Directors, individuals expelled or otherwise sanctioned under this Article are not entitled to refunds of any fees or amounts previously paid to the Corporation but such individuals shall remain liable to pay any amounts owed to the Corporation as a result of his/her membership and participation in programs conducted by the Corporation.

2.05 Annual Meeting

The annual meeting of the Members shall be held at such time and place as may be designated by the Board of Directors.

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2.06 Special Meeting

Special meetings of the Members may be called at any time by the Board of Directors, by giving reasonable notice as provided in these Bylaws.

2.07 Place of Meetings

The Board of Directors may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any annual or special meeting.

2.08 Notice of Meetings

Written notice stating the place, day, and hour of any Annual meeting shall be delivered not less than three (3) nor more than thirty (30) days before the date of the meeting, either by

posting on a bulletin board designated by the Board of Directors, personally, by mail, by facsimile, by Corporation website, by e-mail, or through team representatives.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member as the address may appear on the books of the Corporation, with postage thereon prepaid. The notice by facsimile shall be deemed delivered when the call has been placed.

Notice of Special meetings may be given by mail, phone, e-mail, website posting, or in person at least one (1) day prior to the meeting. Such notice shall include the purpose or purposes for which the meeting is called.

2.09 Waiver of Notice

A waiver in writing signed by the person entitled to notice shall be deemed equivalent to notice. Except for a Special meeting, the nature of business to be transacted need not be stated in the waiver. Such a waiver may be made before or after the time of notice stated in the Bylaws.

2.10 Voting and Quorum

Members shall be entitled to vote prior to the annual Varsity Senior Night Game for any/all nominated persons for those positions on the Board of Directors as are designated in Article Three below and on any other matters determined by the Board of Directors to require a vote by the Members.

A majority of the voting Members are not required to be present at said meeting in order to constitute a quorum for the transaction of business.

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Article III. BOARD OF DIRECTORS 3.01 Powers

The business and affairs of the Corporation shall be managed by the Board of Directors subject to the limitations imposed by these Bylaws. The Board of Directors shall have and may exercise all powers provided under the laws of the Commonwealth of Pennsylvania, including but not limited to the power:

3.02

1. a) 3.1.1 To fill any vacancies which may occur in the Board of Directors until such time as the vacant position may be filled in accordance with the provisions of these Bylaws:
2. b) 3.1.2 To manage the business, property and affairs of the Corporation,
3. c) 3.1.3 To formulate the policies and determine the overall conduct and standards of the hockey program, which shall be administered by the Corporation;
4. d) 3.1.4 To establish a budget and set fees for the hockey programs;
5. e) 3.1.5 To review and act upon any temporary decisions of the President or Executive Directors; and
6. f) 3.1.6 To hear and rule on appeals of actions taken by any Committee of the Board of Directors.

Number and Qualifications

The Board shall be composed of five (5) Directors.

The exact position descriptions, positions title(s), and position descriptions shall be as fixed from time to time by resolution of the Board of Directors of the Corporation.

All positions have a term of one (1) year. No member of the Board of Directors shall serve more than three (3) consecutive years in any board position. This includes the fulfillment of an unexpired term of a previous board member.

Membership of the Board of Directors is limited to those Members, in good standing, who have attained at least twenty-one (21) years of age.

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Eligible candidates or appointees to the Board of Directors must be members in good financial standing; they shall owe the Corporation no monies from previous seasons and shall be current in payments for the current season.

Once elected, a member of the Board of Directors may serve the entire term as described in this Article, even if the Board member is no longer a Member of the Corporation (because, for example, the Member no longer has a child in the hockey programs sponsored by the Corporation), unless the Director who is no longer a Member has a child in another amateur hockey organization, in which case, the Member must resign as a Director of the Corporation.

In addition, qualification for a position on the Board of Directors shall be based on the following considerations:

1. a) Willingness to accept responsibility for governance,
2. b) Areas of interest and expertise beneficial to the Corporation; and
3. c) Commitment to the interests of the Corporation.

3.03 Election and Tenure

All Directors shall be elected by plurality vote of the Members. Elections to the Board of Directors shall take place annually prior to the Annual Varsity Senior Night; to allow all members the opportunity to vote. Tenure shall be as described in 3.02.

3.04 Resignation and Removal

Any Director may resign at any time by giving written notice to the President. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later time specified in the resignation notice.

Any Director may be removed from office at any time by a two-thirds vote of the members of the Board of Directors of the Corporation for just cause.

In the event of the resignation or removal of a Director a replacement will be appointed by the Board to fill the remainder of the term.

3.05 Orientation

Newly appointed members of the Board of Directors shall be given an introduction to the functions of the Corporation and its Board of Directors. This introduction should provide the new members with:

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1. a) A copy of the Bylaws of the Corporation, and other pertinent sources of information;
2. b) An opportunity to inquire further into the functions and responsibilities of the various Board positions and committees, if any,
3. c) A recap of the history of the Corporation and a review of the programs and services offered; and
4. d) An orientation to the organizational relationships between the Corporation, USA Hockey, PIHL, and other relevant organizations and their subsidiaries.

3.06 Additional Advisors

The Board or the President may invite additional individuals with expertise in a pertinent area to meet with and assist the Board.

Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the Board by a majority vote of the Directors present.

Advisors to the board can include, but are not limited to:

a) Varsity Team Manager, Junior Varsity Team Manager, Middle School Team Manager, and Developmental Team Manager.

Advisors shall be defined through a resolution passed by a majority vote of the Board of Directors, as described in Article IV, for a period no longer than the current hockey season as appointed or as directed by further resolution of the Board of Directors.

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Article IV. MEETINGS OF THE BOARD 4.01 Regular Meetings

Regular meetings of the Board shall be held no less than four (4) times a year, at a time and place fixed by the Board, for the transaction of such business as may properly come before it. The Board may, by motion at any regular meeting, dispense with the next regular meeting or meetings. Unless invited by the Board of Directors, a non-member of the Association is not entitled to attend regular meetings of the Board.

4.02 Annual Meeting

The Annual Meeting of the Members shall be held, as described above in Article 2 of these Bylaws.

4.03 Special Meetings

Special meetings shall be held on the call of any Director, at a time and place to be fixed by the President. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

4.04 Notice

Notice of all meetings other than Special Meetings shall be given to the Directors of the Board by the Secretary at least three (3) days prior to the date thereof. Notice of Special Meetings shall be given at the discretion of the President.

4.05 Quorum

More than fifty-percent (50%) of the members of the Board, then in office, shall constitute a quorum at any meeting. In addition to those Board members who are actually present at a meeting, Board members shall be deemed as present at such meeting if a telephone or similar

communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

The act of a majority of the Board members present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Board members from the meeting so as to reduce the number of Board members present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board of Directors at the meeting or any adjournment thereof.

4.06 Attendance

The Board may, at its discretion, declare vacant the office of any Director who is absent from three (3) consecutive meetings of the Board of Directors.

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Article V. EXECUTIVE OFFICERS OF THE BOARD 5.01 Officers

Members of the Board of Directors shall perform the functions of the designated Officer positions of the Corporation.

The Officer positions of the Corporation to be held by the Board of Directors shall be the President, Vice President/Registrar, Treasurer, Secretary, and Fundraising Director.

Roles, responsibilities, and powers of the Board of Director positions are described in a general sense below.

More specific and additional definition of the Board of Director positions, as well as the positions of all other advisors, including changes regarding roles, responsibilities, powers, and authority, shall be as set forth by resolution of the Board, as often as needed.

However, no Board resolution that defines a Director position, or grants or delimits powers thereof, shall conflict with the descriptions of the Executive Director positions contained in these Bylaws.

Changes thereto must be made by amendment to the Bylaws.

5.02 President

The President is the principal corporate officer of the Corporation and presides at all meetings of the Board of Directors. The President shall appoint the members and chairmen of all the

committees of the Board, if any, subject to the approval of the Board, unless the committee, its members, or its chairman are designated by the resolution forming the committee, and adopted by the Board. The President shall have the general powers and duties of supervision and management as are usually vested in the office of president of a corporation, and shall have further powers in the performance of such other duties as the Board of Directors may from time to time prescribe, including but not limited to the following:

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1. a) To preside at all regular or special meetings of the Corporation or the Board,
2. b) To call special meetings of the Corporation or the Board;
3. c) To make decisions on questions not provided for in the Bylaws or rules until the next regular or special meeting of the Board of Directors,
4. d) To represent or designate suitable representation for the Corporation at other ice hockey association meetings

5.03 Vice President/Registrar

The Vice President shall perform such duties as may be assigned by the Board of Directors or the President. The Vice President shall have the duties and powers of the President when the latter is absent, disabled or for whatever reason is unable to act. The Vice President also serves as the Registrar for the Corporation and is responsible for processing the necessary roster information with USA Hockey and the Pennsylvania Interscholastic Hockey League in order to have all players eligible for play.

5.04 Treasurer

The Treasurer is the financial steward of the organization. The Treasurer maintains an accounting system for the Corporation and prepares financial statements. Regular responsibilities include assessing charges, maintaining member accounts, issuing regular member account statements, processing/depositing payments, handling collections, preparing tax returns, and filing governmental forms associated with maintaining the Corporation's non-profit status.

5.05 Secretary/Communications

The Secretary is the official keeper of corporate records. The Secretary maintains and updates the corporate record book, by-laws, minute book, and official documents. The Secretary organizes and schedules Board meetings, keeps minutes of all Board meetings, and keeps track of corporate timelines for events. The Secretary facilitates official Board actions by ensuring that rules of order are followed, and that resolutions are accurately recorded in corporate

records. The Secretary shall organize and deliver all communications within the Corporation to its members and the public pursuant to the overall objectives of the Corporation.

5.06 Fundraising Director

The Fundraising Director shall lead the fundraising efforts of the Corporations and develop a fundraising plan based on the organizations needs and budget. The Fundraising Director is to manage all fundraising activities and determine proper member account allocation of fundraising profits to the Treasurer of the Corporation and provide a report of such to the Board of Directors.

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Article VI. FINANCIAL STATEMENTS 6.01 Financial Statements

The Treasurer shall at least once each year, or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the Corporation for the preceding fiscal year. The statement shall be made available to any Member upon their request.

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Article VII. GENERAL PROVISIONS 7.01 Fiscal Year

The fiscal year of the Corporation shall begin April 1 and end March 31 of the following year and may be changed, by the Board of Directors shall at any time determine.

7.02 Parliamentary Procedure and Order of Business

All meetings shall be governed by the rules of parliamentary procedures. Robert's Rules of Order shall govern questions of procedures. The order of business at all meetings of

the Board

1. 2. 3. 4. 5. 6. 7. 8. 9. 10. 11.

of Directors shall be as follows:

Call to Order
Roll Call

Member Comment

Consideration of Minutes of Previous Meeting President's Report

Treasurer's Report Secretary's Report Fundraising Report Old Business

New Business Adjournment

7.03

Indemnification and Insurance

1. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her-estate, or its personal representative is or was a Board member, officer or employee of the Corporation or an individual (including a medical staff appointee) acting as an agent of the Corporation or who serves or served any other corporation or other entity or organization in any capacity at the request of the Corporation while he or she is or was a Director, officer or employee or agent of the Corporation, shall be and hereby is indemnified by the Corporation.
2. Said indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner

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prescribed by the laws of the Commonwealth of Pennsylvania, as they may be amended from time to time, or such other law as may be applicable to the extent such other law or laws are not inconsistent with the laws of Pennsylvania.

c. The foregoing provisions of this Article shall be deemed to be a contract between The Corporation and each Director, officer, employee and agent of the Corporation, in such a capacity at any time while this Article is in effect. Any repeal or modification of this Article or any applicable provision of the laws of Pennsylvania shall not affect any rights or obligations then existing as they relate to any action or proceeding therefore or thereafter brought or threatened, based in whole or in part upon any such state of facts. However, the right of indemnification provided in this Article shall not be deemed exclusive of any other rights to which any Director, officer, employee or agent of the Corporation may now be or hereafter become entitled apart from this Article.

d. Limitation on Liability - No Director of this Corporation shall be personally liable for monetary damages as such for any action taken or for any failure to take any action unless:

- i. The Director has breached or failed to perform the duties of his or her office as set forth in applicable statutes (including but not limited to Subchapter B of the Non-profit Corporation Law of 1988, 15 Pa. C. S.A. 0 5712) relating to standard of care and justifiable reliance; or
- ii. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

7.04 Distribution of Assets upon Dissolution of the Corporation

In the event that the Corporation shall be dissolved or wound up at any time, then all of the assets of the Corporation remaining after provision has been made for payment of its known debts and liabilities, as provided by law, shall be distributed exclusively to and become the property of those non-profit corporations as determined by the Board of Directors with purposes similar to those of the Corporation set forth Article Two and which are exempt from federal income tax under section 501 (c) (3) of the Code. In the event that such non-profit corporations no longer exists or no longer qualify as exempt organizations under Section 501 (c) (3) of the Code, said assets shall be transferred to such non-profit funds, foundations or corporations as shall be selected and designated by the Board of Directors of the Corporation, and which shall at that time qualify as an

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exempt organization or organizations under Section 501(c) (3) of the Code. Any such assets not so disposed of shall be disposed of as directed by a court of competent jurisdiction, to non-profit, tax-exempt organizations providing for the recreation and well-being of the youth of the Commonwealth of Pennsylvania. No private individuals shall share in the distribution of any corporate assets upon dissolution of the Corporation.

References in these Bylaws to a section of the Code shall be construed to refer both to such Section and to regulations promulgated there under, as they now exist or may hereafter be amended in this or in subsequent Internal Revenue laws.

7.05 Amendments

These Bylaws, and any provisions relating to the Board of Directors of the Corporation, may be amended or repeated and/or new bylaws be adopted at any meeting of the Board of the Corporation, by a majority vote. Any amendment to, repeal of or proposed Bylaws relating to the Board of Directors may be made only by a majority vote of the Board of Directors.

7.06 Ringgold Hockey payments, refund and fundraising policy

1. Commitment fees are collected at the time of registration and there are no refunds of this fee under any circumstance.
2. Once ice fees and the PIHL fees have been determined, the season fee will be divided into six equal payments starting on July 31st and continuing each month ending on December 31st. The Board reserves the right to prohibit a player from participating in team activities if the monthly plan is not current. All players must be paid in full by January 31st or they will not be able to participate in any team activity. Players accounts can be paid in full by check for full payment as long as the payment is made before the first game of the season less any fundraising estimates. Please notify the Treasurer in advance.

If a player leaves the organization, any funds accrued cannot be transferred to any other non-profit organization or another team. The funds will remain with Ringgold Hockey.

3. If a player earns funds prior to the season starting and doesn't play for Ringgold Hockey that season, the funds earned will be kept by Ringgold Hockey in the player's account. If the player does not return to play the very next season Ringgold Hockey keeps all monies accrued.
4. Under no circumstance does fundraising monies get refunded to anyone at any time. Monies accrued can be used for season fees, apparel, tournaments, or travel for a team event.
5. Any funds earned throughout the season can be used the next season or transferred to a sibling playing for Ringgold Hockey.
6. Monies earned through fundraising are not permitted to be gifted to any other player accounts.
7. Players who are unable to participate due to injury or ineligibility will remain responsible for their season fee. At the discretion of the board of directors, financial obligations may be reduced on a case by case basis.
8. Ringgold Hockey reserves the right to forward any unpaid balance to the local Magistrate for collection.

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By-Laws as adopted 4/1/17

7.07 Non-discrimination

The Corporation does not and shall not discriminate on the basis of race, color, religious belief, sex or national origin in admitting youth to its programs.

7.08 Effective Date These Bylaws shall become effective upon the adoption by a majority of the Board of Directors of the Corporation.

By-Laws as adopted 4/1/17

7.09 Coaching/Coaches

Coaches shall be non-parent/guardian for Varsity and Junior Varsity teams. If a non-parent/guardian coach cannot be found, a parent/guardian coach may be appointed by a two-thirds (2/3) majority vote by the board. The parent/guardian coach would be appointed as a volunteer coach with no compensation, tuition discount, or reimbursement.

7.10 Amendment to 7.06 Ringgold Hockey payments, refund and fundraising policy

All players, including senior players, who have fulfilled their full seasonal tuition obligations and are subsequently granted the opportunity to participate in team fundraising activities may be eligible for reimbursement of funds raised.

Such reimbursement shall not exceed the total amount of the player's tuition for that given year. Under no circumstances shall reimbursement result in a net financial gain beyond the original tuition amount paid.

Eligible players, including senior players, must make their reimbursement decision no later than April 1st following the conclusion of the season.

All fundraising participation and reimbursement distributions must comply with existing team financial policies and be approved by the Board of Directors of the Corporation.

By-Laws as adopted 2/25/2026