

**BY-LAWS  
OF  
THE QUAD CITIES SLED HOCKEY ASSOCIATION**

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**ARTICLE I – LOCATION AND PURPOSE**

1. Offices

The principal office of The Quad Cities Sled Hockey Association, hereinafter referred to as TQCSHA, shall be located in the city of Davenport, county of Scott, State of Iowa. TQCSHA may have offices, either within or without the state of Iowa, as the Board of Directors may designate, or as the business of TQCSHA may require from time to time.

2. Purpose

The primary purpose of the Corporation shall be to support and develop recreational and national/international sled hockey competition for amateur athletes with and without disabilities.

**ARTICLE II – MEMBERS**

1. Number, Classes, and Limitations

The Corporation shall have no members.

**ARTICLE III – DIRECTORS**

1. Number

The Board of Directors of TQCSHA shall consist of at least two (2) and no more than fifteen (15) members. The initial Directors are :

|   |   |   |
|---|---|---|
| Anne Elementi<br>2625 Hawthorne Dr.<br>Bettendorf, IA 52722   | Tina Harper<br>4613 Hamilton Drive<br>Davenport IA 52807                          | Michael Hoenig<br>2012 E 38 <sup>th</sup> Street Pl.<br>Davenport IA 52807  |
| Dale McCullaugh<br>426 Mississippi Terr.<br>LeClaire IA 52753 | Joseph M. Lambert, Jr.<br>2236 East 46 <sup>th</sup> Street<br>Davenport IA 52807 | Susan L. Lambert<br>2236 East 46 <sup>th</sup> Street<br>Davenport IA 52807 |
| Patty Maiden<br>2921 Harmony Drive<br>Bettendorf IA 52722     | James V Roegiers<br>4618 Belle Avenue<br>Davenport IA 52807                       | Jeff Summers<br>3380 N. Willow Court<br>Bettendorf IA 52722                 |

2. Terms of Office

Terms of office shall be for a period of one (1) year, starting March 1 each year.

3.

## Election

The Board of Directors shall be elected by the vote of the Board, either in person or by proxy, at the annual meeting of the Board. Nominations for Directors shall be made prior to the date of the annual meeting. Qualifications for Directors are a commitment to and interest in the advancement and development of the sport of Sled Hockey. Directors fulfilling unexpired terms of office may be elected by the Board at any time.

## 3. Powers

TQCSHA shall be managed by its Board of Directors and said Board of Directors shall have such powers, subject to the limitations imposed by law, as provided in the Articles of Incorporation, or by these By-laws. All corporate powers shall be exercised by or under the authority of the Board of Directors and the business affairs of TQCSHA shall be controlled by the Board of Directors.

## 4. Committees

The Board of Directors may appoint an executive committee or special committees consisting of one or more persons and delegate to such committees the right to make recommendations to the Board. The Board of Directors shall have the power to prescribe the manner in which the proceedings of any committee shall be conducted.

## 5. Place of Meetings

Meetings of the Board of Directors shall be held at the principal office of TQCSHA or at any other place designated by the president. Such meetings may also be held by means of conference telephone or similar communication equipment by means of which all participants can be properly identified and all can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## 6. Annual Meeting

The Annual Meeting of the Board of Directors shall be held at the place and location announced by written notice. The purpose of the Annual Meeting shall be principally to appoint new officers, and transact such business as necessary for the benefit of the members and the sport of Sled Hockey.

At the Annual Meeting, it shall be the duty and responsibility of the Board to disburse expenses that will be incurred in the coming year.

## 7. Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the president or, in that person's absence, the vice president, or by any two Directors. Written notice of the time, place, and purpose of such special meetings shall be given each of the Directors by the Secretary or the President. Such notice shall be given at least five (5) days before the date on which the meeting will be held.

## 8. Quorum

At all meetings of the Board of Directors, one-third plus one of the number of Directors then serving shall constitute a quorum for the transaction of business.

## 9. Adjournment

A majority of the Directors present may adjourn and Board meeting to meet again at a stated time and place, provided that nothing in this Section shall abridge or change the special meeting provision of Section 8 of this article.

## 11. Informal Action By Directors

Any action required or permitted to be taken at a meeting of the Board of Directors of TQCSHA may be taken without a meeting if consent, in writing, setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors at a regular meeting and may be stated as such in any articles or documents filed with the Secretary of State.

## 12. Removal For Cause

A Director may be removed for cause by the vote of not less than two-thirds of the Directors present at a valid meeting of the Directors at which a quorum is present. When a motion to remove a Director is made and seconded, the Director subject to the action shall be given a full and fair opportunity to respond to the asserted factual basis for the motion. If said Director is not present at the meeting, at which such motion is made, the motion shall be tabled until that Director is given notice of the motion and subsequent action upon the motion shall be postponed until the next duly convened meeting of the Board of Directors.

## 10. Removal For Absence

Any Director who has missed two (2) consecutive meeting of the Board without notice to the Board, in advance of the meeting, that he or she would be unable to attend or without having given a statement of the reason for his or her absence to the Board subsequent to the meeting and before the next regularly scheduled meeting of the Board of Directors, then immediately and without requiring the further action of the Board, said Director shall be removed and shall cease to be a Director of TQCSHA. The Board may, at any duly called meeting, reinstate said member in the same status and capacity as he or she had prior to removal.

#### 11. Manner Of Acting

Except as otherwise set forth, all matters shall be decided by a majority of Directors present at the meeting of the Board of Directors. In the event of a tie vote, the vote of the president shall be added to resolve the tie.

### ARTICLE IV – OFFICERS

#### 1. Positions

The officers of TQCSHA shall be a president, vice-president, secretary, treasurer, each of who shall be elected by the Board of Directors.

#### 2. Election and Terms of Office

The officers of TQCSHA shall be elected by the Board of Directors at the Annual Meeting. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death, or until he/she shall resign, or shall have been removed in the manner hereinafter provided. The term of office for the President is for a minimum of three (3) years, renewable thereafter annually by vote of Board of Directors for a maximum term of 5 years, or longer with approval of Board of Directors.

#### 12. Removal

Any officer of TQCSHA may be removed from office by a majority vote of the Directors.

#### 13. President

The duties of the President include presiding at all Board of Directors meetings, performing the duties expected of the office of President and

having the authority to call special meetings pertinent to TQCSHA business. The President shall attend or designate someone to attend and represent TQCSHA in other sled hockey activities. He/she shall control all of the business and affairs of the Board. In general, he/she shall perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board.

#### 14. Vice President

The duties of the Vice President shall be designated by the President. In the absence of the President, or at end of the President's term of office, the Vice President shall perform and assume all the duties of the President and shall have the authority of and be subject to all of the restrictions placed upon the President. He/she shall also perform such other duties as from time to time may be assigned by the President. After at least a year as Vice President, this person will be elected to be President.

#### 15. Secretary

The duties of the Secretary shall be to keep the minutes of the proceeding of the Board of Directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; maintain the address of record for all Members and Directors; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

#### 16. Treasurer

The duties of the Treasurer shall be to have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payment to TQCSHA from any source whatsoever; and to deposit all moneys in the name of TQCSHA in sure banks; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President.

#### 17. Salaries

No salary for any officer shall be granted or approved by the Board of Directors.

### **ARTICLE V – CONTRACTS, LOANS, CHECKS AND DEPOSITS**

#### 1. Contracts

The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of TQCSHA and such authority may be general or confined to specific instances.

## 2. Loans

No loans shall be contracted on behalf of TQCSHA and evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

## 18. Checks and Debits

All checks, other orders for the payment of money, or other evidences of indebtedness issued in the name of TQCSHA shall be signed by such officer(s) and in such manner as from time to time shall be determined by the President. All unplanned expenses exceeding \$2500 require Board approval.

## 19. Deposits and Credits

All funds of TQCSHA not otherwise employed shall be deposited from time to time to the credit of TQCSHA in such banks as determined by the President, Vice President, or Treasurer.

## **ARTICLE VI – RULES AND REGULATIONS**

The Board of Directors of TQCSHA shall, from time to time, and as may be necessary, adopt and/or amend the rules and regulations governing and controlling the play of the sled hockey competition.

## **ARTICLE VII – FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the 31<sup>st</sup> day of December each year.

## **ARTICLE VIII – INDEMNIFICATION**

Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director or Officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim of liability, provided,

however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence. The amount paid any Officer or Director by way of indemnification shall not exceed his actual, reasonable and necessary expenses incurred in connection with the matter. The right of indemnification herein above provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law.