

BYLAWS
OF
HYLAND HILLS JUNIOR HOCKEY ASSOCIATION

Definitions

As used in these Bylaws:

- A. "HHHA" means Hyland Hills Junior Hockey Association.
- B. "Director" means an individual who is or was a director of HHHA or an individual who, while a director of HHHA, is or was serving at HHHA's request as a director, officer, partner, trustee, employee, fiduciary or agent. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- C. "Expenses" includes legal counsel fees, accounting fees and other reasonably required professional or service fees.
- D. "Official Capacity" means when used with respect to a director, the office of director in HHHA and, when used with respect to a person other than a director, the office in HHHA held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of HHHA. "Official Capacity" does not include service for any other domestic or foreign corporation.
- E. "Party" includes a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- F. "Proceeding" means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.
- G. "Majority" when used with the board of directors, means 51% or more of the current directors, not to include vacancies.
- H. "Regular season" means the hockey season which begins in September and ends in March. It does not include the summer programs.

ARTICLE ONE

Offices and Nonprofit Purpose

Section 1. Name of Organization

The name by which this non-profit organization shall be know is the **Hyland Hills Junior Hockey Association**, hereinafter referred to as HHHHA

The HHHHA's physical address is Ice Centre at the Promenade, 10710 Westminster Blvd, Westminster, Colorado 80020.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)3 of the Internal Revenue Code, including, for such purposes, the making of destructions to organizations that qualify as exempt organization under 501(c)3 of this Internal Revenue Code.

Section 2. Objective of Organization

The objectives of this organization are to:

- A. Become ambassadors of youth hockey while developing players to reach their maximum potential. Have respect and love for the game while acting with integrity, fairness, and honesty.
- B. Provide high quality, skills-based, ice hockey instruction in an atmosphere geared toward the ethical, social, mental, emotional, and physical development of the youth of Metro Denver and the neighboring communities. Emphasis will be placed on teaching both team and individual sportsmanship, fair play, knowledge of the game, and the development of both leadership and ice hockey skills. The HHHHA will ensure adherence to said philosophy by the players, coaches, managers, staff, parents, guardians and sponsors.
- C. Foster an appreciation of healthy physical activity for a lifetime of good health.
- D. Establish and operate amateur hockey ice hockey teams for the youth of Metro Denver and the neighboring communities.
- E. Promote positive behavior by parents and spectators.
- F. Become a member of, or participate with, other organizations, associations and leagues with purposes similar to those of the HHHHA and to reduce the expenses associated with youth ice hockey.
- G. To create activities such as tournaments, hockey clinics and related events that foster community spirit, support systems, community outreach, and overall growth of the HHHHA.

ARTICLE TWO

Members

Section 1. Regular Membership

Members of HHA are the parents or guardians of players who pay a fee for participation in the programs. The annual membership dues of members shall be determined by the Board of Directors. If necessary, additional fee assessments may be charged. Such assessments shall be determined by the board of directors so long as such assessment does not exceed 25% of the original fee. Should a fee assessment over 25% of the original fee be necessary, a general membership meeting shall be called to approve such assessment. Voting privileges are extended to members in good standing on the basis of one vote per player. Voting rights may be exercised during the annual election of the board of directors and to decide all issues brought to vote before HHA.

Section 2. Nonvoting Membership

Any persons not eligible for Regular Membership as defined in Section 1 above, may be granted a nonvoting membership for the purpose of supporting HHA. Fees for such membership shall be determined by the board of directors.

Section 3. Eligibility

Members shall remain in good standing subject to adherence to the Bylaws, Rules and Regulations of HHA and decisions of the board of directors. Members shall be subject to suspension or forfeiture for failure to comply with aforementioned requirements of the Bylaws, Rules and Regulations of HHA or decisions of the board of directors, subject to a 2/3 vote of the full board at any properly called or organized regular or special meeting. Voting rights for all members that have not paid their membership and/or have not fulfilled their promissory notes shall have their voting privileges automatically suspended until paid in full.

Section 4. Annual Meetings

An annual meeting of HHA members will be held at the end of the hockey season. Notice of the date, time and place of the annual meeting maybe mailed or email notice to HHA members but shall be posted on the HHA website and communicated to the membership via email notice, no less than thirty (30) nor more than fifty (50) days in advance of the meeting date. Members wishing to address the general membership shall petition the President of HHA, in writing, at least 15 days in advance of the meeting. Such information must include the topic of discussion, an outline of the presentation, and a requested time allotment. The

President shall process the petition and see the meeting agenda to accommodate such formal request.

At meetings of members, any member entitled to vote thereat may be represented and may vote by a proxy or proxies appointed by an instrument in writing, but such instrument shall be filed with the secretary of the meeting before the person holding such proxy shall be allowed to vote hereunder. Proxies shall become void eleven (11) months after the execution or upon completion of any stated purpose in the proxy, whichever is sooner.

Section 5. Special Meetings

Special meetings of the members may be called by petition to the Secretary by at least 20% of the membership. The Secretary shall verify all signatures on the petition as members in good standing. Upon such verification, notification of such meeting shall be sent to HHHH members by mail or email notice no later than thirty (30) days in advance of the meeting.

Section 6. Quorum

A quorum for the annual meeting or any special meeting of the members shall be at least 20% of the voting membership either in person or by proxy. Should such a quorum not be presented or represented at any meeting, another meeting shall be called subject to the same notice requirements, and the required quorum of the subsequent meeting shall be 1/2 of the required quorum at the proceeding meeting. Should the subsequent meeting not achieve a quorum, a 2/3 vote of the full board may conduct any business that is the subject of such meeting.

ARTICLE THREE

Board of Directors

Section 1. General Powers

All business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Number and Tenure

The Board of Directors shall consist of nine (9) regular members. Each director shall be a regular or nonvoting member of HHHH and each shall serve a two (2) year term.

Section 3. Election of Directors

HHHA shall conduct an annual election of the board of directors in February of each year. Elections held on even numbered years shall seat four (4) directors, and the elections held on odd numbered years shall seat five (5) directors. Any office not filled by election shall be appointed by the board. Any member seeking office must declare a nomination in writing or be nominated by a member. Nominations must be submitted to the current Board of Directors by January 1st of each year. All elections to the office shall be by a majority vote. Proxy cards or electronic ballots shall be sent by mail or email notice to each member family not less than thirty (30) days prior to the Annual Election.

New board members shall immediately begin attending board meetings, but shall not have a vote as a director of HHHA until his/her formal installation. Installation of new directors will occur at the regularly scheduled meeting of the Board of Directors after the Annual Meeting. Directors of HHHA shall serve until resignation, removal or their successors have been elected and qualified. Removal of a director shall be done at a special meeting of the members called for such purpose. The successor for such removed director shall be elected at said meeting. A review by an independent accountant shall be done and all the books and records are to be turned over to the new Treasurer no later than August 15 or within 60 days of the Treasurer's resignation.

The Board of Directors shall have the authority to assign committee, officer ship or other board positions within the elected members of the board if the board deems a change to be necessary.

Directors shall sign and adhere to the HHHA Code of Ethics identified as Appendix A and attached to these Bylaws. The HHHA Secretary shall keep the original signed documents. Any director who is unwilling to sign the HHHA Director's Code of Ethics shall be deemed to have resigned from the board of directors. A director may be removed by a 2/3 vote of the *FULL* board, if a formal hearing by board concludes there is substantial and verifiable evidence of a material breach.

A director may not be a member of any other hockey association with the clear exception of HHHA, other than as a representative of HHHA, USA Hockey, CCYHL, DNHL, MSGHL or Tier 1 AAA. A director may remain a member of HHHA for the remainder of their term if their child plays for a AAA hockey association or a Junior hockey association.

Section 4. Meetings

All normal business of HHHHA shall be conducted in open forum before the members of HHHHA and members are allowed to attend all regular meetings. Special meetings of the Board of Directors may be closed session at the discretion of the Board of Directors.

- A. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as shall be fixed by resolution of the board. Members of the Board of Directors shall be given no less than ten (10) days notice.
- B. Special Meetings. Special meetings of the board may be called at any time by the President, or if the President is absent or unable or refuses to act, by the Vice President or any four (4) members of the board. Members of the Board of Directors shall be given at least two (2) days notice.
- C. Order of Business. The order of business at any meeting of the members shall be determined by the presiding officer and thereof unless otherwise determined by a vote of a majority of the members present or represented at such meeting and entitled to a vote thereat.
- D. Notice of Meeting. Written, telephonic, telegraphic, electronic or email notice of the time and place of all meetings of the Board of Directors and of the purpose or purposes of all special meetings shall be given to all directors by the President or Secretary at least two (2) days prior to any such meeting, except that no notice shall be required for the annual meeting. Such notice may be waived by any director at any time in writing or by personal appearance at the meeting called. No notice of adjourned meetings need be given.
- E. Members of the Board of Directors or any committee designated by such board may participate in a meeting of the board or committee by means of telephone conference or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting.
- F. Any member of the Board of Directors, or its alternates, who miss two (2) consecutive meetings without good cause as determined by the Board of Directors may be removed as a director. Any such vacancies shall be filled in pursuant to Section 6 of Article Two.

Section 5. Quorum and Voting

A majority (51% or more) of the number of directors, not including vacancies, shall constitute a quorum for the transaction of business, and the acts of a majority of directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors.

Should a quorum not be present, a majority of those present may adjourn the meeting until a quorum is present.

Section 6. Vacancies

A vacancy occurring in the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Board of Directors and may be approved by less than a quorum of the Board of Directors, except any director removed by action of the membership which then requires a quorum be present. Remaining vacancy shall be filled pursuant to Section 3 of Article 3. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office or by Annual Election or at a special meeting of directors called for that purpose.

Section 7. Compensation

Directors that also serve in a capacity within the association that is normally a paid position (example: ice scheduler, division director, tournament directors, etc.) shall be entitled to compensation. The amount of compensation shall be limited to the ice fees of the Directors children participating in HHA. The maximum amount of compensation for the Director shall be the combined total of ice fees for two children participating in HHA, but shall not exceed the amount normally paid for the position. If a Director does not have children participating in HHA then the compensation shall be commensurate with the amount normally paid for the position. In addition, Directors may receive reimbursement for reasonable and necessary expenses as the Board of Directors may determine.

Section 8. Committees

The Board of Directors may, by resolution adopted by a majority of the full Board of Directors, designated from among its members an Executive Committee and one or more other committees, each of which, to the extent provided in the resolution, shall have all authority of the Board of Directors; except that no such committee shall have the authority to (i) fill vacancies on the Board of Directors or any committee thereof or (ii) adopt, repeal or amend the Bylaws or (iii) enter into any financial agreements and/or contracts on behalf of the association.

The Board of Directors may, by resolution adopted by the majority of the full Board of Directors, designate standing committees, including a Disciplinary Committee. The standing committees will have the authority only that is granted within their resolutions.

Section 9. Rules and Regulations

The Board of Directors shall set forth, in writing, Rules and Regulations of HHHHA and shall make available copies to all HHHHA members upon request. These Rules and Regulations may be revised, amended or repealed at the discretion of the Board of Directors by resolution at any regular meeting of the Board of Directors. All members are bound by the Rules and Regulations of HHHHA as approved by the Board of Directors.

Section 10. Alternate BOD Members

The BOD reserves the right to appoint up to two (2) Alternate BOD Members each year by a 2/3 vote of the FULL board. The Term for an Alternate BOD Member is the shorter of one (1) year or until the next Annual Election. Alternate BOD Members serve on the Hyland Hills Board of Directors and may attend all scheduled BOD Meetings but only in a NON-VOTING capacity. Alternate BOD Members may be reappointed on an annual basis by a 2/3 vote of the FULL board.

Alternate BOD Members shall sign and adhere to the HHHHA Code of Ethics identified as Appendix A and attached to these Bylaws. The HHHHA Secretary shall keep the original signed documents. Any Alternate BOD Member who is unwilling to sign the HHHHA Director's Code of Ethics shall be deemed to have resigned from the board of directors. An Alternate BOD Member may be removed by a majority vote of the *FULL* board, if a formal hearing by the board concludes there is substantial and verifiable evidence of a material breach of the HHHHA Code of Ethics or other HHHHA rule or regulation.

ARTICLE FOUR

Officers

Section 1. Officers and Various Positions

HHHA shall have four officers as determined by the Board of Directors. These shall include a President, Vice President, Secretary and Treasurer. These officers shall be elected annually by the Board of Directors at the next regularly scheduled meeting after the Annual Election. Such other officers and positions as may be deemed necessary may also be created and elected or appointed by the Board of Directors at the next regularly scheduled meeting after the Annual Election. These positions may include, but are not limited to Administrative Functions, Coaching, Managers, Recreational Hockey League, Rules and Regulations, and Tournaments. No more than two positions may be held by the same person, except for the positions of President and Secretary who can only hold those positions. All members of the Board of Directors are bound by the rules and regulations approved by the board.

Section 2. Term of Office

Each officer shall hold office until a successor is elected, or until such officer's resignation, death or removal. Each person holding one of the various positions appointed by the Board of Directors shall serve until such time as such person resigns, is no longer able to carry out the duties of the position or until the Board of Directors deems a change to be necessary.

Section 3. Removal

Any officer or person holding one of the assisting positions may be removed by the Board of Directors whenever in its judgment the best interest of HHA would be served thereby.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by a majority vote of the Board of Directors.

ARTICLE FIVE

Indemnification

Section 1. Indemnification

- A. HHA may indemnify a person made a party to a proceeding because the person is or was a director against liability incurred in the proceeding if:
 - 1. The person conducted himself or herself in good faith; and
 - 2. The person reasonably believes:
 - a. In the case of conduct in an official capacity with HHA, that his or her conduct was in HHA's best interest; and
 - b. In all other cases, that his or her conduct was at least not opposed to HHA's best interest; and
 - 3. In the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.
- B. The termination of the proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.
- C. HHA may not indemnify a director under this section if:
 - 1. In connection with a proceeding by or in the right of HHA in which the director was adjudged liable to HHA; or

2. In connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeds the director was adjusted liable on the basis that he or she derived an improper personal benefit.
- D. Indemnification permitted under this section in connection with a proceeding by or in the right of HHA is limited to reasonable expenses incurred in connection with the proceeding.

Section 2. Mandatory Indemnification of Directors

HHA shall indemnify a person who was wholly successful, on merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses incurred by him or her in connection with the proceeding.

Section 3. Advance of Expenses to Directors

- A. HHA may, at its sole and complete discretion, pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:
1. The director furnishes to HHA a written affirmation of the director's good faith belief that he or she has met the standard of conduct described in this section;
 2. The director furnishes to HHA a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct;
 3. A determination is made that the facts then known to those making the determination would not preclude indemnification under the article.
- B. The undertaking required by this section shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
- C. Determinations and authorizations of payments under this section shall be made by the Board of Directors.

Section 4. Court Ordered Indemnification of Directors

A director who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

- A. If it determines that the director is determines that the director is entitled to mandatory indemnification, the court shall order indemnification, in which case the court shall also order HHA to pay the director's reasonable expenses incurred to obtain court ordered indemnification.
- B. If it determines that the director is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not the director met the standard of conduct set forth in this section or was adjudged liable, the court may order such indemnification with respect to any proceeding in which liability shall have been adjudged is limited to reasonable expenses incurred in connection with the proceeding and reasonable expenses incurred to obtain court-ordered indemnification.

Section 5. Indemnification of Officers, Employees, Fiduciaries and Agents

- A. An officer is entitled to mandatory indemnification under this section and is entitled to apply for court-ordered indemnification, in each case to the same extent as a director.
- B. HHA may indemnify and advanced expenses to an officer, employee, fiduciary or agent of HHA to the same extent as to a Director; and
- C. HHA may also indemnify and advance expenses to an officer, employee, fiduciary or agent who is not a director to a greater extent than is provided in these Bylaws, if not consistent with public policy, and if provided for by general or specific action of its Board of Directors or members or by contract.

Section 6. Insurance

HHA shall purchase and maintain director and officer insurance. Any such insurance may be procured from any insurance designated by the Board of Director, whether such insurance company is formed under the law of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which HHA has an equity or any other interest through stock ownership or otherwise.

Section 7. Notice to Members of Indemnification of Directors

If HHA indemnifies or advances expenses to a director under this article in connection with a proceeding by or in the right of HHA, HHA shall give written notice of the indemnification or advance to the members with or before the notice of the next members' meeting. If the next member action is taken without a meeting at the instigation of the Board of Directors, such notice shall be given to the members at or before the time the first member signs a written consent to such action.

ARTICLE SIX

Corporation Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- A. Minutes of meetings of directors, committees of the board, and, if this corporation has members, of meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- C. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- D. A copy of HHHA's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the office of HHHA. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of HHHA, and shall have such other rights to inspect the books, records, and properties of HHHA as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Members' Inspection Rights

HHHA members shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- A. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of HHHA, which demand shall state the purpose for which the inspection rights are requested.
- B. To obtain from the secretary of HHHA, upon written demand on, and payment of a reasonable charge to, the secretary of HHHA, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date

specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of HHHA or after the date specified therein as of which the list is to be compiled.

- C. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of HHHA by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of HHHA as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of HHHA, to be so prepared and delivered within the time limits set by law.

ARTICLE SEVEN

IRC 501(c)3 Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of HHHA shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provide by Section 501(h) of the Internal Revenue Code), and HHHA shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or, in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, HHHA shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Probation Against Private Inurement

No part of the net earnings of HHHA shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that HHHA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of HHHA, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which HHHA is private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE EIGHT

Conflict of Interest Policy

It is in the best interest of HHHA to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the HHHA identify situations that present potential conflicts of interest and to provide HHHA with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in HHHA's operations.

Section 1. Conflict of Interest Defined

In this policy, a person with a conflict of interest is referred to as an “interested person.” For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- A. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with HHHA for goods or services.
- B. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between HHHA and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- C. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with HHHA.

Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of HHHA.

Section 2. Definitions

- A. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- B. An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of HHHA or a major donor to HHHA or anyone else who is in a position of control over HHHA who has a personal interest that is in conflict with the interests of HHHA.

- C. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- D. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- E. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to HHHA is not a Contract or Transaction.

Section 3. Procedures

- A. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- B. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- E. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of HHHA has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.

- F. Interested Persons who are not members of the Board of Directors of HHHH, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect HHHH's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

Section 4. Confidentiality

Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of HHHH. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of HHHH for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

Section 5. Review of policy

- A. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- B. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to HHHH. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- C. This policy shall be reviewed annually by each member of the Board of Directors.
Any changes to the policy shall be communicated to all staff and volunteers

ARTICLE NINE

Miscellaneous

Section 1. Wavier of Notice

When any notice is required to be given to any HHHH Member or Director of HHHH under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Corporate Laws, a waiver thereof, in writing signed by the person entitled to such notice whether before, at or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2. Gender

Whenever required by the context, the singular shall include the plural, the plural the singular and one gender shall include all genders.

Section 3. Invalid Provision

The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if invalid or unenforceable provision was omitted.

Section 4. Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado.

Section 5. Adoption or Amendment of Bylaws

These Bylaws may be revised, amended or repeal a majority vote of at least 10% of a membership vote. Votes will be accepted by members in attendance at a regular board meeting or by proxy. Proposed change(s) must be submitted to the Director of Rules and Regulations who must authenticate the change(s) and then forward the changes to the Secretary. The Secretary will present the proposed change(s) at the next Executive Board meeting. The proposed change(s) must be approved by 2/3 votes of the full board. The membership then be notified of the proposed change(s) by mail (accompanied with a proxy form) and the date of the next regular board meeting.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 18 preceding pages, as the bylaws of this corporation.

Dated & Signed: May 3, 2012 (See Original)

APPENDIX A

HHHA Board of Directors Code of Ethics

As a member of the HHHH board, I will use my best efforts to:

1. Represent the interests of the HHHH membership served by this association and not favor special interests.
2. Not use my position on this Board for my personal advantage or for the advantage of my friends or supporters.
3. Maintain confidentiality when appropriate to do so.
4. Never exercise authority as a Board member except when acting in a meeting with the full Board or as delegated by the Board.
5. Disclose all potential conflicts of interest.
6. I shall perform my duties as a director, including my duties as a member of any committee of the Board upon which I serve, in good faith, in a manner I reasonably believe to be in the best interests of HHHH, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. I shall avoid participating in discussions abstain from voting and not influence other Board members when there is a conflict of interest.

APPENDIX B

Whistleblower Policy

Section 1. General Policy

All employees, directors and officers of Hyland Hills Junior Hockey Association (HHHA) will be protected from any disadvantage caused by raising legitimate concerns and shall report suspected illegal activities within the organization.

Section 2. Purpose

HHHA encourages its employees, directors and officers to maintain high ethical standards. This whistleblower policy is meant to provide a confidential and effective means for reporting suspected violations of the law. It further serves to protect individuals who report suspected violations from retaliation in any form.

Section 3. Safeguards

- A. Confidentiality: An individual may report a suspected violation anonymously or on a confidential basis, keeping in mind that in the course of the investigation it may become necessary that the source of the complaint be identified.
- B. Retaliation: No individual who reports a suspected violation in good faith, whether or not the allegation turns out to be correct, shall be subject to any form of retaliation, including harassment, demotion, or firing, by HHHA or its employees. Anyone who retaliates against a complainant shall be subject to disciplinary action. HHHA will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of HHHA that the employee reasonably believes is in violation of a law, or a rule or regulation mandated pursuant to law, or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.
- C. Malicious Allegations: An individual is not required to prove the truth of an allegation, but is required to act in good faith. Any individual who does not act in good faith in reporting a suspected violation may be subject to disciplinary action.

Section 4. Procedure

- A. Open Door Policy: If an employee reasonably believes that some policy, practice or activity of HHHHA is in violation of the law, or a clear mandate or public policy, the employee should share their questions, concerns, suggestions, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the individual should make a formal complaint as outlined below.
- B. Reporting Violations: If an individual reasonably believes that some practice of HHHHA, a member of the board of directors or a board committee, an employee of HHHHA, or another individual or entity with whom HHHHA has a business relationship is in violation of the law, the employee must file a written complaint with the Executive Director or Board President.
- C. Handling Reported Violations: The Executive Director or Board President will contact the complainant within 10 business days and acknowledge the reported violation was received. The complainant will be notified about what actions will be taken. If no further action or investigation is to follow, an explanation for the decision will be given to the complainant. Any complainant who reasonably believes they have been retaliated against in violation of this whistle blower policy shall follow the same procedures as they did when they filed the original complaint.

APPENDIX C

Document Retention and Destruction Policy

Section 1. Purpose

This policy provides for the systematic review, retention and destruction of documents received or created by the Hyland Hills Junior Hockey Association (HHHA) in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form (including electronic documents), contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate HHHA's operations by promoting efficiency and freeing up valuable storage space.

Section 2. Document Retention

HHHA follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

Section 3. Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
By-laws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years
Accounting and Corporate Tax Records	
Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Business Expense Records	7 years
IRS 1099s	7 years

Journal Entries	7 years
Invoices	7 years
Sales Records (box office, concessions, gift shop)	5 years
Petty Cash Vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years
Bank Records	
Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years
Payroll and Employment Tax Records	
Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years
W-2 Statements	7 years
Employee Records	
Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years
I-9 Forms	3 years after termination
Time Cards	2 years
Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion
Legal, Insurance and Safety Records	
Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

Section 4. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

Section 5. Emergency Planning

HHHA’s records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping HHHA operating in an emergency will be duplicated or backed up at least every week and maintained off site.

Section 6. Document Destruction

HHHA’s Board of Directors President and Executive Director is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Section 7. Compliance

Failure on the part of employees or contract staff to follow this policy can result in possible civil and criminal sanctions against HHHA and its employees or contract staff and possible disciplinary action against responsible individuals. The Treasurer will periodically review these procedures with legal counsel or certified public accountant to ensure that they are in compliance with new or revised regulations.