

YANKTON AREA ICE ASSOCIATION BYLAWS

ARTICLE I NAME

This Association shall be known as the Yankton Area Ice Association (hereinafter YAIA).

ARTICLE II PURPOSE

The purpose of YAIA shall be:

- To organize and operate as a not-for-profit organization for social welfare, civic improvement, and other similar purposes, and be incorporated within the state/provincial statutes as such.
- To provide the youth of the Yankton area opportunities, both recreational and competitive at the lowest possible cost.
- To provide a recreational facility that will facilitate lifetime lessons in responsibility, physical fitness, discipline, cooperation, sportsmanship, teamwork, leadership, and fun with peers and family.
- To continue to improve the methods used in YAIA efforts and activities.

ARTICLE III JURISDICTION

Any member of YAIA automatically comes under the jurisdiction and control of the local, district and state associations affiliated with USA Hockey, SDAHA, ISI and/or USFS. While YAIA shares jurisdiction with those affiliated entities, any final decisions made by YAIA with respect to its members, parents of members, officers, directors or with respect to its finances or property are binding upon all said members, parents of members, officers and directors and are only subject to re-evaluation at the sole discretion of YAIA Board of Directors consistent with these bylaws.

ARTICLE IV MEMBERSHIP

There shall be two groups that comprise the membership of YAIA:

- **YOUTH MEMBERS** shall be comprised of all individuals under the age of 18 who are registered to participate in YAIA activities.
- **VOTING MEMBERS** shall be comprised of individuals 18 years and older who hold paid and approved membership in YAIA.

ARTICLE V DIRECTORS

Authority: The government and authority of YAIA shall be vested in its Board of Directors.

That Board shall:

- Establish the policies for YAIA.
- Organize and supervise all activities within YAIA.
- Have the management and control of the property and affairs of YAIA.
- Elect the officers of YAIA.
- Have all the powers that may be exercised by a Board of Directors pursuant to law, except as otherwise provided in these bylaws.

Composition: The Board of Directors shall be composed of elected members. The Board shall consist of no less than 7 and no more than 17 elected board members.

Terms of Office: Each Director shall serve a three year term beginning with the general meeting immediately following the election. A Director is limited to serve two consecutive terms (six years), but may run for re-election after an absence from the board of at least one year. No more than 1/3 of elected director positions will be up for election in any given year.

Vacancies: Vacancies of a Director shall be filled for the unexpired term by a nomination process and election among the remaining Directors.

Removal of Directors: Any Director may be removed from office by a two-thirds vote of Directors qualified at a meeting called for that purpose with proper notice to the person involved. A statement drafted by the Executive Committee of the proposed removal of such Director shall be sent by registered or certified mail to the Director at his/her last recorded address at least 15 days before action is taken. The Director shall be given an opportunity to make a presentation at the time and place mentioned in such notice.

ARTICLE VI OFFICERS

All officers shall be elected annually within the Board of Directors and will consist of President, Vice President, Secretary and Treasurer. The officers shall have such powers and duties as are prescribed in these bylaws and as delegated by the Board of Directors.

All officers shall hold office for one year or until their successors are duly elected or appointed as provided in these bylaws. In the event that any office becomes vacant for any reason, the remaining term of the vacancy shall be filled by a majority vote by the Board of Directors.

PRESIDENT: The President shall:

- Serve as the executive officer of YAIA.
- Preside at all meetings of the membership and of the Board of Directors.
- Be an ex officio member of all committees, generally supervise over YAIA affairs and perform such other duties as are ordinarily incumbent upon a president.
- Shall represent YAIA in supporting organizations (i.e. SDAHA).

VICE PRESIDENT: The Vice President shall:

- Perform such duties as are ordinarily incumbent upon the Vice President.
- Perform other duties as may be assigned by the President or Board of Directors.
- Serve as the board representative on the Disciplinary Committee.

SECRETARY: The Secretary shall:

- Keep and maintain the minutes of all meetings of the Board of Directors, business meetings and all records of voting membership and attendance in the form and manner prescribed by the Board of Directors.
- Prepare minutes of the Board of Directors meetings and make them accessible to the membership within 10 days of the meeting. The method of distribution and other correspondence will be in the form and manner prescribed annually in the handbook.

TREASURER: The Treasurer shall:

- Provide monthly financial reports to the Board of Directors.
- Manage all deposits collected.
- Disburse all payments required for the operation of YAIA.
- Prepare and file all reports required by the Board of Directors.
- Prepare an annual statement for the YAIA annual meeting.

- Perform such duties as are ordinarily incumbent upon a Treasurer.
- Chair the Finance Committee.
- Assist in the formation of the YAIA annual budget.

ARTICLE VII ELECTION PROCEDURE

Elections will be overseen by a member selected by the Board of Directors who shall act as the election official. The Board will also select an impartial individual to tally all the submitted ballots.

- Voting members will be notified of expected vacancies on the Board of Directors no later than January 15.
- Nominations will be accepted from any voting member in good standing prior to February 15.
- The slate of candidates will be announced no later than March 1.
- Upon completion of the election, announcement of the successful candidates will be made to the voting members within seven days.

Only voting members in good standing (as outlined in the current member handbook) shall be eligible to hold office or vote.

Each voting member shall be allowed only one vote. Proxies will not be recognized. Additional voting processes will be conducted in compliance with the rules set forth in the current membership handbook.

ARTICLE VIII MEETINGS

REGULAR MEETINGS of YAIA shall be held at such time and place as may be determined by the Board of Directors with 21 days notice given to the voting membership. The YAIA Board of Directors will meet a minimum of 8 times annually to conduct regular business operations of YAIA.

SPECIAL MEETINGS may be called by the President or a majority of the Board of Directors. When possible, membership will be notified of special meetings at least three days in advance of the meeting and advised what business will be considered. No other business may be conducted at the meetings. Meeting minutes will be distributed to the voting membership as stated in the secretarial duties.

The **ANNUAL MEETING** will be conducted in May. This is the month prior to the end of the fiscal year, June 30. The purpose of the annual meeting is to approve a financially responsible budget and announce officers for the upcoming year.

Roberts Rules of Order shall govern all situations not covered in these bylaws.

Quorum: The majority of the meetings conducted by the Board of Directors, unless otherwise stated, will require a simple majority present to constitute a quorum. A simple majority would be half the members plus one, or a minimum of 51% of board members present to conduct the meeting.

ARTICLE IX COMMITTEES

Standing Committees: The Standing Committees of YAIA shall be, but not limited to: Executive, Finance, Disciplinary, Coaching and Facilities. The YAIA board shall approve committee chairs by a majority vote.

Each committee will be approved by the Board of Directors based upon recommendations of the committee chair. All members of a committee, except an ex officio member and as otherwise provided in these bylaws, shall be entitled to vote on any matter before that committee. Advisors will be appointed by the YAIA Board of Directors as needed.

Executive Committee: The Executive Committee shall be chaired by the President. The Executive Committee shall consist of all of the sitting officers of YAIA. The Executive Committee shall be empowered to act on behalf of the Board of Directors between regular meetings.

Finance Committee: The Finance Committee shall be chaired by the Treasurer. The Finance Committee will be responsible for fiduciary guidance to YAIA. This committee shall meet as needed and make recommendation to the Board of Directors regarding the financial status of YAIA. This committee is expected to perform tasks as may be assigned by the President or Board of Directors.

Disciplinary Committee: The Disciplinary Committee meetings shall be attended by the Vice President but chaired by another elected individual. It shall be the duty of this committee to consider the discipline of players, performers, coaches and members as situations warrant.

- This committee shall permit the individual involved, one representative on his/her behalf, and such witnesses as the committee deems necessary the opportunity to present their versions of the incident at a hearing which shall be held within 14 days following the incident.
- This committee shall also consider the reports, oral and written, as prepared by the referee, linesmen, judge or minor officials present during the incident, together with such other evidence as it deems relevant.
- This committee shall issue its written decision within 7 days following the hearing.
- Any decision of this committee may be appealed to YAIA President within 24 hours following receipt of the written notice of the decision. Final resolution of the appeal will be determined by the Executive Committee.
- Additional discipline shall not be imposed by reason of an appeal. This committee and the Board of Directors shall constitute the "proper authorities" and "proper disciplinary authority" within South Dakota under the USA Hockey Playing and Administrative Rules or other appropriate authority.

Coaching Committee: The Coaching Committee shall be chaired by the Director of Coaching. The committee will be responsible for all matters involved in the coaching process, including but not limited to certification, selection and assignment of coaches, methods of coaching, player organization and structure. Prior to each season and contact with the players, the Coaching Committee will present a list of coaches assigned at each playing level to the Board of Directors for approval. The Coaching Committee shall also be responsible for elevating concerns to the Disciplinary Committee when warranted.

Facilities Committee: The Facilities Committee will be chaired by a Board of Director who will be responsible for care, maintenance and improvement to the shared YAIA/4-H facilities. The committee will serve as liaison between the two organizations as facility matters are concerned.

ARTICLE X FINANCES AND PROPERTY

- All income received shall be for the non-profit purposes of the organization and no part of the income shall benefit any officer or member.
- No officer, director or member of YAIA shall accept any property, contribution, gift or bequest without authorization of the Board of Directors.
- No officer, director or member of YAIA shall disburse or accept any funds or moneys without authorization of the Board of Directors.
- The Board of Directors shall decide all matters pertaining to YAIA finances. An annual financial review will be arranged with an independent party to ensure sound financial responsibility.
- YAIA owns the identity of the organization, its teams and facilities. No person shall use the name, mailing list or official insignia of YAIA without authorization of the Board of Directors, which is to be confirmed in writing by the Secretary.
- The fiscal year of YAIA shall be July 1st to June 30th of each year.
- Annual membership dues for the upcoming season shall be specified by the Board of Directors no later than June 30.
- Any fundraising activity on behalf of YAIA shall be approved by the Board of Directors.

Indemnity: YAIA hereby determines to provide for the absence of monetary liability of Officers and Directors of YAIA when the duties of said Officers and Directors are performed in good faith, with the belief that actions taken are in the best interest of YAIA, and when reasonable care is taken. YAIA may, by resolution of the Board of Directors, provide indemnification of any and all of its current or former Officers and/or Directors against expenses, fines, judgments, settlements, and other amounts actually and reasonably incurred in connection with the defense of any actions, suits, or proceedings in which any of them are made parties, or a party, by reason of having been Officers and/or Directors of the Association except in relation to matters as to which said Officer(s) and/or Director(s) shall be adjudged in such action, suit, or proceeding, to have failed those standards set forth in any applicable laws regarding the performance of any duty and to such matters as shall be settled by agreement predicated on the existence of liability pursuant to a failure to meet those standards.

Expenses incurred in defending any proceeding may be advanced by YAIA prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the Officer(s) and/or Director(s) in such capacity or arising out of the Officer's and/or Director's status as such. YAIA has the power to purchase and maintain insurance on behalf of any Officer and/or Director of the Association against any liability asserted against or incurred by the Officer and/or Directors in such capacity or arising out of the Officer's and/or Director's status as such.

Dissolution or termination: Upon the dissolution or termination of YAIA, the Board of Directors shall, after resolution of all liabilities, transfer all property and assets to another 501c3 organization(s). No part of the property of the organization or any of the proceeds shall be distributed for the benefit of any private individual. Any remaining assets shall be disposed of by the Circuit Court of Yankton County, in accordance with the above described purposes.

Governing law: The bylaws of YAIA shall be governed by and interpreted according to the laws of the State of South Dakota.

**ARTICLE XI
AMENDMENTS**

The bylaws may be altered, amended, or appealed and new bylaws adopted by a super-majority vote of the Board of Directors. For the purposes of Article XI, a super-majority is achieved with 76% approval of the entire voting Board of Directors. A minimum 30 day notice will be given to the voting membership prior to an amendment vote.

(Signed by D. Petersen, President and Deborah Javrek, Secretary)

(Amended bylaws signed _____ on _____, 20____)