

BY-LAWS OF THE OAHE HOCKEY ASSOCIATION

ARTICLE I. OFFICE

The mailing address of Oahe Hockey Association, hereinafter referred to as OHA, shall be PO Box 87, Pierre, South Dakota 57501

ARTICLE II. MEMBERSHIP

Section 1. Members. Members of OHA shall include players, players' parents or guardians, coaches, and administrators participating in the association. Such members shall agree to abide by the By-Laws, policies, and guidelines of OHA, the South Dakota Amateur Hockey Association (SDAHA), and USA Hockey, Inc. (USA Hockey).

Section 2. Removal from Membership. Members whose activities or conduct damage the interests of OHA, or which attempt to circumvent a decision of OHA, shall be subject to disciplinary action by OHA. OHA shall have the power to remove a member or take such disciplinary action as deemed appropriate. Disciplinary action shall require a motion from the Disciplinary Committee and a two-thirds majority vote of the OHA Board. No action to remove a member shall be taken unless the meeting notice has specified that such action is to be considered. A statement of the proposed removal must be sent to the member at least 15 days prior to said meeting by registered or certified mail. The notice must include the time and place of the meeting. The member shall be given the opportunity to make a presentation at the meeting.

ARTICLE III. DISSOLUTION

In the event of the dissolution of OHA, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the association from any source, after the payment of all debts and obligations of the association, shall be used or distributed exclusively for purposes within the intent of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

ARTICLE IV. MEETINGS

Section 1. Regular Meetings. Regular meetings of OHA Board shall be scheduled twelve times per year. The meetings shall be monthly or at such times as are convenient as determined by the President or the Board.

Section 2. Annual Meeting. The annual meeting of OHA shall be held within ninety days preceding the end of each fiscal year at such time and place as the Board of Directors shall designate for the purpose of election of officers and directors and transacting such other business as may properly come before the members.

Section 3. Special Meetings. There shall be such other meetings of the Board of Directors as the President or majority of the Board of Directors may call. No notice of any special meeting shall be required other than oral notice by telephone or in person to all Board members at least 24 hours prior to the meeting.

Section 4. Executive Board Meetings. The Executive Board shall consist of the Immediate Past President, President, Vice-President, Secretary, and Treasurer. The Executive Board may meet to handle emergencies which arise that affect the operation of OHA. They may take immediate action on these situations as long as it does not change existing OHA policies and guidelines. Any actions that are taken are subject to full Board approval at the next regular Board meeting. A quorum for these Executive Board meetings shall be three officers. The Executive Board may call meetings for the purpose of discussing upcoming regular Board meetings in order to make proposals and recommendations to the full Board on OHA business. They may invite any director or directors to participate in the meetings.

Section 5. Notice of Meetings. At least two days before the date of any regular meeting, the Secretary shall cause written notice thereof to be mailed, e-mailed or prominently posted at a place to be designated by the Board of Directors.

Section 6. Quorum. Fifty percent of the members of the Board shall constitute a quorum at any regular meeting or special meeting. A majority of the votes cast shall be necessary for the adoption of any matter voted upon at the meeting unless a different proportion is required by these Bylaws.

Section 7. Voting Rights. All members of the OHA Board, who are in good standing, have the right to vote on matters submitted to a vote of the Board. Each board member is limited to one vote. In shared Board positions, there is only one vote between them. No one shall vote by proxy. Any person holding more than one position is limited to a single vote.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Officers and Directors. The officers of OHA shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be voting members of the Board of Directors. The Directors shall be an Immediate Past President, Director of Players, Registrar, Director of Rink Operations, Director of Scheduling, Director of Coaching, Director of Marketing, Director of Fundraising and Director of Communications. Officers and Directors shall be elected by a majority vote of the players' parents and guardians, limited to one vote per hockey player. Officers and Directors shall assume office at the Board meeting following their election.

Section 2. Duties of the President. The President shall serve as the chief executive officer of OHA. The President shall preside at all regular, special and annual meetings. The President shall exercise general supervision over the activities of OHA, shall assure adherence to the Bylaws, shall keep the members of the Board of Directors fully informed, and shall consult with the Board concerning the business of OHA. The President shall appoint whatever committees are necessary to carry out the objectives of OHA and shall serve as *ex officio* member of all such committees. The President is a member of the Executive Board and is the OHA delegate to the SDAHA.

Section 3. Duties of the Vice President. In the absence of the President or during the President's disability (as determined by the Board of Directors), the President's duties will be assumed by the Vice-President. The Vice-President shall perform such other duties as are delegated by the President or the Board of Directors. The Vice-President shall serve as chairperson of the Nominating and Disciplinary Committees and is a member of the Executive Board.

Section 4. Duties of the Secretary. The Secretary shall record the proceedings of the meetings of OHA. The Secretary shall notify members of their election of office, maintain a roster of members, issue notices of all meetings, serve on such committees and perform such other duties as may be assigned by the President or Board of Directors. The Secretary is a member of the Executive Board.

Section 5. Duties of the Treasurer. The Treasurer shall receive and disburse the funds of OHA. The Treasurer shall keep and preserve proper vouchers and books of account which shall be open to inspection by the Board of Directors and subject to periodic audit by the Audit Committee. The Treasurer shall deposit funds of OHA in such banks as may be approved by the Board of Directors and shall disburse funds in accordance with the annual budget or as approved by the Board. The Treasurer shall submit regular financial reports to the Board of Directors and an annual report to the members. The Treasurer is a member of the Executive Board.

Section 6. Board of Directors. The Board of Directors shall consist of the officers of OHA and the following additional members: Immediate Past President, Director of Players, Registrar, Director of Rink Operations, Director of Scheduling, Director of

Coaching, Director of Marketing, Director of Fundraising and Director of Communications. Officers and Directors of the Board may not serve in more than one position and no more than one Officer or Director may be from the same household. To assist in the administration of the assigned responsibilities, each Director may appoint a committee whose members will be subject to approval of the Board.

Section 7. Duties of the Immediate Past President. The Immediate Past President acts as an advisor to the current officers and Board members. The Immediate Past President may serve on various committees and is a member of the Executive Committee.

Section 8. Duties of the Registrar. The Registrar is responsible for coordinating all aspects of player registration. The Registrar shall distribute and collect registration forms and shall receive registration fees. The Registrar shall coordinate team registrations and tournament sanctions with USA Hockey Sub-Registrar for South Dakota.

Section 9. Duties of the Rink Operations Director. The Director of Rink Operations shall oversee the management of the building and rink and may form a committee comprised of an Equipment Manager who is responsible for the inventory and procurement of all OHA equipment, and shall coordinate the distribution, collection, repair, and cleaning of equipment; a Concession Manager who is responsible for all aspects of the concession stand, including buying, pricing, paying bills, and inventory; and other managers as needed.

Section 10. Duties of the Director of Scheduling. The Director of Scheduling is responsible for all ice-time scheduling including evaluation, practices, games, tournaments and figure skating activities. The Director will also schedule ice time for referees, coaches and players clinics. The Director shall also oversee the team try-out process should two teams at any level be required. The Director is on the Tournament Committee.

Section 11. Duties of the Director of Coaching. The Director of Coaching is responsible for recruiting coaches and assistant coaches for all OHA teams and submitting the proposed roster of coaches to the Board for approval prior to the start of each season. The Director shall arrange for instruction of coaches in USA Hockey, SDAHA, and OHA rules, regulations, and guidelines. The Director shall arrange for a first aid clinic and coaches clinic.

Section 12. Duties of the Director of Marketing. The Director of Marketing is responsible for coordinating all commercial activities of OHA including all activities related to sale, billing and placement promotional signs in the rink and other commercial solicitation and sale of benefit to OHA.

Section 13. Duties of the Director of Fundraising. The Director of Fundraising is responsible for all phases of OHA fundraising efforts to meet budget requirements,

including fundraiser fees, team and tournament sponsors. The Director will chair any fundraising committee or project and will serve on the Tournament Committee.

Section 14. Duties of the Director of Communications. The Director of Communications is responsible for promotion of the OHA and its programs and activities to OHA members and the community. The Director of Communications will regularly provide information to OHA members, act as a point of contact for news media, and manage the OHA website and other online sites. Information shall be provided in a timely manner to increase awareness, facilitate participation, and encourage pride in the OHA.

Section 15. Duties of the Director of Players. The Director of Players will serve as the Board liaison to Mite/Mini-Mite, Squirt, Pee Wee, Bantam, Varsity/Junior Varsity and Girls league coordinators and represent the league coordinators at Board meetings. The Director of Players will ensure that league coordinators act as the liaison with team players, parents, coaches, and the OHA Board. The Director is responsible for the distribution and collection of OHA jerseys and for scheduling Ice Monitors and other workers necessary for open skating and open hockey and rink cleaning. The Director and coordinators insure player and team compliance with OHA policies and guidelines.

Section 15. Election and Terms. Each elected member of the Board of Directors is to serve from the time of his or her election until a qualified successor has been elected. The officers of the Board shall be the officers of the membership. No Director shall serve longer than three successive two-year terms, but may be re-elected to the Board of Directors at another open position. One-half of the Officers' and Directors' terms shall expire every year thereby establishing continuity of direction and administration. In even calendar years, the following Board positions will be up for election: President, Secretary, Director of Players, Registrar, Director of Marketing and Director of Rink Operations. In odd calendar years, the Board positions of Vice President, Treasurer, Director of League Play, Director of Fundraising, Director of Coaching and Director of Communications.

Section 16. Vacancies in Board Positions. Should a vacancy occur in the office of President, the Vice-President shall succeed to that office and perform those duties for the unexpired term. Succession to the office of President to complete the unexpired term shall not prevent a person from serving as President for the next two full terms if elected.

Section 17. Removal of Officers or Directors. Any officer or director may be removed from the OHA Board by a two-thirds vote of all Board members at a meeting called for such purpose. Proper notice shall be given to the person involved. A statement for the reason of the proposed removal of such Officer or Director may be drafted by the Board of Directors or the Executive Board for submission to the Board of Directors for a vote on the proposed removal. This statement shall be mailed by registered or certified mail to the Officer or Director at his or her last known address at least seven days before action is taken together with a notice of the time and place

where the Board of Directors is to meet. The Officer or Director shall be given an opportunity to make a presentation at the removal hearing

ARTICLE VI. COMMITTEES

Section 1. Appointed Committees. The President shall appoint the following committees and any others as the need arises.

An Audit Committee whose duty is to audit the books and financial records of OHA at the close of each fiscal year. The Committee shall be comprised of three members of OHA and shall meet not less than once each year. The Committee shall also review and comment on the adequacy of internal controls and shall perform such other duties as may be assigned by the Board of Directors.

A Disciplinary Committee whose duty is to discipline any player, coach, administrator, or parent/guardian who violates any rule or regulation of OHA, SDAHA, or USA Hockey. This Committee will offer recommendations to the Board to suspend or discipline a player, coach, administrator, or parent/guardian in accordance with the current discipline policy adopted by the Board of Directors. The Chairperson shall be the Vice-president.

Section 2. Standing Committees.

A Tournament Committee whose duty is to make arrangements for tournaments of OHA. The Vice-President shall serve as Chairperson of this Committee. Directors of Fundraising, the Concessions manager, and Scheduling along with the Manager of the League involved will serve on this committee.

A Fundraising Committee whose duty is to explore opportunities and carry out fundraising activities. The Committee shall be chaired by the Fundraising Director, and the members shall be the Marketing Director, the Treasurer, the Vice-President, and the Director of Communications.

ARTICLE VII. REGISTRATION FEES

Section 1. Player Fees. Annual fees and other assessments shall be determined by the Board of Directors.

Section 2. Fundraisers. The Board of Directors may levy additional assessment upon OHA players in the form of fundraiser fees for the sole benefit of OHA, provided such assessments are consistent with the general aims and purposes of OHA. A member's

right to vote and to hold office in OHA shall be voided or suspended by reason of his or her failure to pay such assessment.

Section 3. Payment of Annual Fees. The annual registration fees and application deadline shall be set by the Board of Directors. There shall be no applications and fees accepted after the deadline, and no new players will be accepted after the deadline each year unless the player moved to the Pierre area and was registered with USA Hockey through another association.

Section 4. Delinquency. Players who have not paid the annual fees or participated in required fund-raising activities within the time required by the Board of Directors shall cease being members of their team and will be dropped from the team roster.

ARTICLE VIII. GENERAL PROVISIONS

Section 1. Notice. Wherever any notice is required to be given to any person by these Bylaws, such notice shall be in writing and may be given personally or through prominent posting at a location designated by the Board of Directors, or by mail addressed to such person at his or her address as it appears on the records of OHA, unless the Bylaws specify differently. A waiver of notice in writing signed by the person entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice. Attendance at any meeting, except attendance for the purpose of objecting to the transaction of business because the meeting is not properly called or convened, shall constitute waiver of notice of the meeting.

Section 2. Fiscal Year. The fiscal year of OHA shall be from July 1 through June 30 of each year.

Section 3. Informal Action. Any action required or permitted to be taken at any meeting may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors or committee members present and entitled to vote. Any such consent shall have the same force and effect as a unanimous vote.

Section 4. Indemnification. Every present or former director, officer, committee member, or any person who may serve or has served at the request of OHA or by election as a director or officer shall be indemnified by OHA against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they or any of them are made parties by reason of being or having been a director, officer, or committee member except in relation to matters as to which any such present or former director, officer, or committee member shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of liability.

The Board of Directors has the power and authority to purchase and maintain insurance on behalf of any and all of its present or former directors, officers, or committee members or any person who has served at its request or by election as a director or officer against any liability or settlement based on asserted liability, incurred by them by reasons of being or having been a director, officer, or committee member, whether or not OHA would have the power and duty to indemnify them against such liability or settlement under the preceding provision of this section.

Expenses incurred in defending against any liability or asserted liability in any action, suit, or proceeding may be paid by OHA in advance of the final disposition thereof, as authorized by the Board of Directors in the specific case, upon receipt of any undertaking by or on behalf of the director, officer, or committee member in form and substance satisfactory to the Board of Directors, to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by OHA as authorized by the provisions of this section.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such present or former director, officer, or committee member may be entitled.

Section 5. The Bylaws of OHA shall be admitted and taken to be its laws subject to the governing documents of SDAHA and USA Hockey. The Bylaws may be altered, amended at a meeting called for that purpose.

The Bylaws may be amended in the following manner:

A resolution to amend the Bylaws, setting forth the full text of the proposed amendment, must be approved by a two-thirds vote of the Board of Directors.

Upon adoption of any amendment by the Board of Directors, the Bylaws shall be immediately revised incorporating said amendments. Amendments to the Bylaws shall become effective immediately, unless otherwise provided in the text of the amendment.

ARTICLE IX. GIFTS, DONATIONS, ETC.

The Board of Directors may accept on behalf of OHA any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the organization. The Board of Directors is authorized to undertake such fund raising activities as may be appropriate and authorized under the Bylaws in order to generate such contributions, gifts, bequests, and devises.

**ARTICLE X.
#5**

Each year, #5 will be placed near the Oahe Hockey Association logo at the center of game ice to memorialize Tyler Wilcox's commitment to teamwork and determination to "always do your best" in the face of personal adversity. The number 5 is retired from use on all Oahe Hockey Association game jerseys at league play levels.

CERTIFICATION OF BYLAWS

The undersigned, being the Secretary of OHA does hereby certify that the forgoing Bylaws were adopted at a meeting of the Board of Directors held on February 15, 2016 all as set forth in the minutes of that meeting.

Dated this 16th day of February, 2016.

Stephanie Jones
Secretary

