

# GREATER SAGINAW AMATEUR HOCKEY ASSOCIATION BYLAWS

## ARTICLE 1 – NAME & ADDRESS

The name of the organization shall be the Greater Saginaw Amateur Hockey Association, hereafter referred to as the GSAHA. The principal address of the association shall be 6129 Bay Road, Saginaw, Michigan 48604.

## ARTICLE 2 - PURPOSE

The purpose or purposes for which the corporation is formed are as follows:

- A. The corporation will be operated exclusively as a charitable and educational organization as set forth and described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and its assets are permanently dedicated for an exempt purpose.
- B. To promote, govern, regulate and improve organized hockey under its jurisdiction.
- C. To foster among its members, supporters and teams, a general community spirit.
- D. To maintain and increase the interest in the game of hockey.
- E. To exercise supervision and direction over the playing interest of its players, coaches, managers, referees, sponsors, and executives, with emphasis on the enhancement of good character, sportsmanship and citizenship.
- F. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. No part of the income or property of this corporation shall benefit any individual or member.
- G. MISSION STATEMENT “To provide an opportunity for youth and others to play and learn hockey while placing an emphasis on the enhancement of good character, sportsmanship, and citizenship.”
- H. The GSAHA is open to players of all ages and shall provide hockey under USA Hockey and MAHA guidelines. The GSAHA does not discriminate based on gender, race, national origin, or religious affiliations.

## ARTICLE 3 – MEMBERSHIP

- A. **Participation:** The programs instituted by the GSAHA will be offered to any player and their parents or guardians (if under 18 years old) who are willing to comply with the operating rules, by-laws, and objectives in accordance with USA Hockey and MAHA Guidelines
- B. **Player Members:** Each registered player in the Association is considered a Player Member. Only players 18 & Over are eligible to vote.
- C. **Regular Members:** Parents or guardians of any player under 18 participating in the GSAHA are members of the GSAHA. Additionally, all Executive and Operational directors, all persons appointed to positions by the board, coaches and managers have full membership privileges. Membership is nontransferable and is for the association’s fiscal year.
- D. **Supporting Members:** Supporting Membership is conferred by the Board of Directors, in its discretion, on persons who wish to serve (or continue to serve) the Association/club in some capacity. Supporting Membership is conferred on an annual basis and must be renewed each fiscal year.
- E. **Term:** Regular and Player Membership is conferred at the time a registration form for the current year, together with any fees due at that time, is received by the GSAHA. Membership ends on June 30 following the registered season unless a new registration form and any fees due for the next season are received prior to that date. Supporting Membership is effective when conferred by the Board and ends on June 30, unless renewed by the Board.
- F. **Members-in-good standing:** Members-in-Good-Standing are those members who have fully met their financial obligations with respect to payment of registration fees, team fees, and other fees assessed by the GSAHA; show proper care and return of Association property; and who follow the Association’s rules.

## ARTICLE 4 - PRIVILEGES AND OBLIGATIONS

- A. The privileges and obligations of members are provided by these By-Laws.
- B. Voting Members.
  1. Voting power, property rights and interests. The voting powers of the members shall be limited to:
    - a. Player Member (over 18) are allowed 1 vote.
    - b. Regular Member may vote once per Player Member under 18 years. For example, a family with three player members is limited to three votes total, not three votes per parent/legal guardian.
    - c. Supporting Members are allowed 1 vote.
  2. Members may vote only in person. In the case of an online meeting, online presence constitutes being “in person”.
  3. Only Members in Good Standing shall be entitled to vote.
  4. Voting members have the primary responsibility to safeguard and promote the interest and welfare of the organization.
- C. Withdrawal.

1. Any member may withdraw or resign from this organization at any time and for any reason. Upon withdrawal of membership, any and all monies owed and property of the GSAHA will be relinquished to the GSAHA.

## **ARTICLE 5 - MEETING OF THE MEMBERS**

- Member Attendance:** All meetings of the Operational Board are open to any member of the Association, except Officer meetings, which are open to Officers only.
- Agenda:** Items must be put in a written request to the President or Secretary at least twenty-four (24) hours prior to a regular meeting. The nature of the business to be discussed should be indicated so that the matter can be placed in the correct position on the meeting agenda. The President or Secretary, at their discretion, may approve or disapprove such request.
- Regular Meetings:** The Board will hold regular monthly meetings during the year, the day of which, will be posted on the GSAHA website. The meetings may be held in person or online if it is deemed necessary.
- Annual Meetings:** The annual meeting of the members shall be held between May 1 and June 30 of each year.
  1. Notice of each annual meeting of the members shall be given, stating the time and place of the meeting. A copy of such notice shall be emailed to each member at least Ten (10) days prior to the time for holding such meeting.
- Special Meetings:** Special meetings of members may be called by the President of the organization or by any Four (4) of the Board of Directors, or by Twenty-Five (25) of the members. Each such call shall be in writing and shall state the time and place and purpose of such meeting. No business shall be transacted at a special meeting other than the business stated in the call of such meeting.
  1. Notice of special meetings shall be given by posting on the association website ([www.saginawbayicearena.com](http://www.saginawbayicearena.com)) and/or social media.
- Quorum:** A majority of the Operational Board of Directors shall be necessary to and shall constitute a quorum at each regular or special meeting of the Operational Board of Directors.
- First meeting of Directors:** The Board of Directors shall meet immediately after taking office at the regular annual meeting of the members, without notice, for the purpose of organization of the Board of Directors by the election of a President, one Vice-President, a Secretary and a Treasurer, and for the transaction of any other business.
- Voting:** Questions arising at any meeting of the Operational Board shall be decided by a majority of votes of the directors. In cases of equality of votes, the President in addition to his original vote, shall have a second or casting vote. All votes at any such meetings shall be taken by ballot if so deemed by any director present, but if no demand were made, the vote shall be taken in the usual way by assent or dissent. In the absence of the President, the Vice President, then Secretary, then Treasurer and then remaining most senior Director shall conduct the vote and have the deciding second or casting vote.

## **ARTICLE 6 – EXECUTIVE BOARD OF DIRECTORS**

- The establishment of this Executive Board was required from the mortgage lender as a condition of loan forgiveness, making the GSAHA the Owner of what is currently known as the Saginaw-Bay Ice Arena. Per that agreement, this board and its purpose cannot be eliminated.
- Number:** The Executive Board consists of 5 members
- Responsibility:** The Executive Board is responsible for the facility, management, and total financial operations, including major (\$50k or more) fundraising efforts, such as seeking foundation or grant money for major renovations.
- Qualification:** Each member of the Executive Board of Directors must be a member in good standing of the organization (not currently under discipline (excluding probation) by GSAHA; and who is 18 years of age or older, and is not a convicted felon) is eligible to hold a position on the Board. Termination or expulsion of membership in the GSAHA shall automatically terminate the holding of any elective office as Director and/or officer, leaving that office vacant
- Election:** The members of the Executive Board will be appointed, not elected. All members are appointed by the elected Operational Board of Directors. A maximum of two current Operational Board members may serve on this Executive Board, with the other three being from the business community.
- Term:** Each member appointed to the Executive Board will serve a three year term. There would be no limit as to the number of terms an individual could serve on the Executive Board. Reappointment would be subject to the same process as the initial appointment.
- Meeting Frequency:** The Executive Board of Directors shall meet quarterly.
- Conflict of Interest:** Members of the Board of Directors must conduct their personal or business affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the GSAHA. All Policies regarding conflict of interest shall also be applicable to any member of one's immediate family or any person acting on his or her behalf. Directors will be required to attest annually to their familiarity with Association policies in this regard and to provide information concerning any possible conflict of interest so that disclosure by, if necessary, be made.

## **ARTICLE 7 - POWERS AND DUTIES OF EXECUTIVE DIRECTORS**

The executive directors shall have the power and it shall be their duty:

- To conduct, manage and control the affairs and business of the organization in conformity with the law and powers granted by the Articles of Incorporation; and to make rules and regulations for the guidance of the officers in the management of its affairs,

- B. To appoint and remove, at pleasure, all officers, committees, agents and employees of the organization, prescribe their duties, fix their compensation and require from them, if advisable, security for faithful service.
- C. To have the custody and control of the funds of the organization, and any Two (2) of them shall have the right to sign checks.
- D. To appoint all necessary committees, execute necessary contracts or agreements, conduct necessary negotiations and do every other act or thing necessary to effectuate the purposes of this organization in connection with its business and affairs, and to incur indebtedness with respect thereto.

## **ARTICLE 8 – OPERATIONAL BOARD OF DIRECTORS**

- A. **Number:** The Operational Board shall consist of 9 elected members who have the oversight for operations such as but not limited to: programs, promotion of programs, scheduling, players, coaches, and the raising of funds for the on-going operations of the arena which would help offset player fees. There shall be no more than 2 vacancies.
- B. **Qualification:** Each member of the Board of Directors must be a member in good standing of the organization. (not currently under discipline (excluding probation) by GSAHA, MAHA, or USA Hockey; and who is 18 years of age or older, and is not a convicted felon, is eligible to hold a position on the Board. Termination or expulsion of membership in the GSAHA shall automatically terminate the holding of any elective office as Director and/or officer, leaving that office vacant
- C. **Conflict of Interest:** Members of the Board of Directors must conduct their personal or business affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the GSAHA. All Policies regarding conflict of interest shall also be applicable to any member of one's immediate family or any person acting on his or her behalf. Directors will be required to attest annually to their familiarity with Association policies in this regard and to provide information concerning any possible conflict of interest so that disclosure by, if necessary, be made.
- D. **Election:** At each annual meeting, the membership shall elect Three (3) members of the Board of Directors to serve for a Three (3) year term. The directors shall take office at the conclusion of the Annual Meeting, and shall serve this term, unless sooner removed, or until their respective successors are elected and qualified.
  - i. **Nomination:** Any Player (18 or older), Regular Member or Supporting Member interested in running for a position on the Board may submit a request to the Board
- E. **Vacancies:**
  - a. Whenever a vacancy in the Board of Directors occurs, the directors shall fill such vacancy by an election of members nominated by the Operational Board, with majority vote. The new director shall hold office until elections at the next annual meeting. There may be no more than 2 vacancies at any time.
  - b. **Resignation.** Any Director may resign by giving a letter of resignation to the President.
- F. **Removal of Directors:** Any director who misses Three (3) consecutive meetings may be removed by Two-thirds (2/3) of the remaining Board of Directors..

## **ARTICLE 9 - POWERS AND DUTIES OF OPERATIONAL DIRECTORS**

The directors shall have the power and it shall be their duty:

- A. Oversee operations such as but not limited to: programs, promotion of programs, scheduling, players, coaches, discipline and the raising of funds for the on-going operations of the arena which would help offset player fees.
- B. To appoint committees as deemed necessary to assist in their oversight.
- C. To keep a complete record of all its acts of the proceedings of its meetings, and to present a full statement at the regular annual meetings of the members, showing in detail the condition of the affairs of the organization.
- D. To make a concise report of its activities at each annual meeting of the organization and to present said report to the organization for its vote of approval.

## **ARTICLE: 10 – OFFICERS OF THE OPERATIONAL BOARD**

- A. **Qualification:** The officers of the organization shall be a President, one Vice-President, a Treasurer and a Secretary. The officers must be members of the Operational Board of Directors.
- B. **Election and Term of office:** Said officers shall be elected by the Operational Board of Directors of the organization at the first meeting after each annual meeting of the members, and shall hold office for one year through the following annual meeting, unless sooner removed, or until their respective successors are elected and qualified. If a vacancy among said officers shall occur, the Board of Directors shall fill such vacancy, at its next regular meeting, or at a special meeting called for such purpose, who shall hold office for the remainder of the unexpired term of said office, unless sooner removed, or until his successor is elected and qualified,
- C. **Duties.**
  - 1. The power to make decisions deemed necessary by officers to maintain or further the youth hockey program during intervening time between regularly scheduled meetings of the Board of Directors.
    - i. Any action by the Officers shall not act to reverse or contravene an action previously taken by majority vote of the Board of Directors.
    - ii. Any action taken by the Officers shall be brought to the attention of the Operational Board of Directors at

the next regularly scheduled Operational Board meeting.

- iii. Any action taken by the Officers is subject to review by the Operational Board of Directors. After the review of the action, the Operational Board of Directors may vote to amend, reverse, or otherwise modify such action by majority vote.

**D. President.**

1. They may sign as President any documents as needed.
2. They shall have such other powers as the Operational Board of Directors may from time to time prescribe,
3. They shall preside at all meetings of members of the Association and of the Board of Director's. The president shall also be charged with the general management and supervision of the affairs and operations of the board of directors, subject to the By-laws.
4. Subject to the approval of the Board, appoint all standing committee chairs except as otherwise provided in these By-Laws, and be an ex-officio member of all committees. In each case they shall have a vote, and they may vote on all questions before the various committees. With approval of the Board, they may replace any appointee whom he/she feels is not fulfilling his/her duty provided such a person has had an opportunity to speak before the Board.
5. May appoint Regular or Supporting Members to any auxiliary positions deemed necessary for the function of the association (i.e., LTS/LTP, Tournament Director, Web site maintenance, Committees, etc.)
6. They shall, whenever they shall deem it necessary, call special meetings of the organization, of the Operational Board of Directors, or the various committees, as established in these By-Laws.

**E. Vice-President:** The Vice-President shall perform the duties of the office of president in the absence of the president or in case of his inability to act, and shall have such other powers and shall perform such other duties as the Operational Board of Directors shall, from time to time, specifically prescribe.

**F. Treasurer:**

1. Shall support and work under the President.
2. Shall preside in the absence of the Vice-President.
3. Shall provide oversight of the funds of the organization subject to the direction and control of the Executive Board of Directors.
4. They shall work with arena staff to review and provide internal audits of the books and advise on efficiencies relating to the financial operations of the arena.
5. Shall submit a monthly statement of financial activity for the guidance of the Board and shall deliver a financial report at all general membership meetings.
6. They shall review travel team budgets, monthly statements and approve all fundraisers, as well as providing guidance and support to house teams.
7. Shall be responsible for the oversight of preparation and filing of all documents that may be required by Federal and State laws to maintain and qualify as a nonprofit organization. Ensure annual tax returns and quarterly withholding, both state and federal, are filed in a timely manner.

**G. Secretary:**

1. The secretary shall take and keep correct and accurate minutes of the proceedings of all meetings of the organization. Such minutes will be maintained in a book, and passed down as historical records.
2. shall have such other duties as said Board of Directors may from time to time prescribe. Their books and records shall at all times be accessible to inspection by the Board of Directors or other members.

## **ARTICLE 11 - COMMITTEES**

There shall be established the following committees:

- A. **Nominating Committee:** Thirty (30) days prior to the election, the Operational Board of Directors shall appoint a nominating committee consisting of three members to inquire from the membership about intent to run for the Operational Board.
- B. **Standing Committees:** The Board of Directors may appoint standing committees, consisting of such directors or members and for such terms and with such powers and duties as it shall in its discretion determine. Such standing committees shall deal generally with the problems concerning their respective subjects but shall consider such specific matters and perform such specific functions as the Board of Directors may in its discretion prescribe.
- C. **Special committees:** The Board of Directors may from time to time appoint special committees of two or more directors or members for the performance of such duties and with such powers as it may prescribe and lawfully delegate to them.

## **ARTICLE 12 - MEMBERSHIP/PLAYER DUES AND FEES**

- A. **Fees:** The Operational Board and its designated directors shall establish dues and fees to be charged the membership, as well as the billing and collection of said fees.

## **ARTICLE 13 – FINANCES, FUNDS AND BORROWING POWER**

- A. The Executive Board of Directors shall oversee all the finances of the organization.
- B. **Fiscal year:** The fiscal year of this organization is July 1<sup>st</sup> through June 30<sup>th</sup>.
- C. **Funds:** All monies belonging to the organization shall be deposited in such bank to be designated by the Executive

Board of Directors. Said funds may be segregated into commercial and savings accounts. A limited sum of money shall be retained on deposit in the commercial account for the purpose of paying the going expenses of this organization. All monies belonging to the organization may be withdrawn in accordance with the stated purpose of the organization in Article II.

- D. The Executive Board shall designate and authorize the Arena Manager and/or other signor to draw and sign checks on organization accounts.
- E. The organization shall not purchase real estate without the consent of Seventy-five Percent (75%) of its members present at a general membership meeting.
- F. **Borrowing power:** The organization shall not have the power to incur indebtedness without a majority vote of the Executive Board of Directors.
- G. **Liability of Members:** The members shall not be liable for the debts of this organization except to the extent of any unpaid portion of their respective fee.
- H. **Tax Exemption:** It is the intention of the Association to qualify and operate as a nonprofit organization under the section 501(c)3 of the Internal Revenue Code. The Board shall be responsible for seeing the GSAHA does not conduct any activities inconsistent with this exemption. GSAHA shall have no capital stock and shall not be conducted for pecuniary profit. It is the Executive Board's responsibility to maintain the organization's tax-exempt status at the state and federal level. The board must see to it that all necessary forms and tax returns are timely filed with the appropriate state and federal authorities. The Executive Board is responsible for ensuring that all required filings and registrations are made and maintained, and any required licenses for soliciting charitable contributions are obtained, from the Charitable Trust Section of the Michigan Attorney General's Office
- I. **Financial Reporting:** As required by Michigan law, the board shall ensure that the appropriate annual reporting form is filed with the State of Michigan no later than October 1 or as otherwise required by law. The Treasurer, or designee, shall submit an annual financial report to the Executive Board after preparation by the accountant hired by the GSAHA at the end of the fiscal year. The Treasurer, or designee, shall, at least once each year, or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the Corporation for the preceding fiscal year. The statement and, if prepared by the corporation, a report of its source and application of funds, shall be available to any member upon request.

## **ARTICLE 14 - INDEMNITY OF DIRECTORS**

Every Director and their heirs, executors and administrators and estate and effects respectively, shall always from time to time and be indemnified and saved harmless out of the funds of the GSAHA from and against:

- A. All costs, charges, and expenses including attorneys' fees, judgements, fines and settlements incurred by reason of the person being an Officer or Director of the Association/club.
- B. The power to indemnify shall apply if the Officer or Director acted in good faith and a manner reasonably believed to be in or not opposed to the best interest of the GSAHA, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.
- C. The GSAHA to MAHA: The GSAHA shall indemnify and hold MAHA harmless, and each member thereof, and all other elected, appointed, employed, or volunteer representatives of MAHA from any and all claims, liability, judgments, costs, attorneys' fees charges, and expenses whatsoever, arising from the acts and omissions of the GSAHA, except to the extent that: (i) MAHA or its agents or representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default; or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of MAHA. Further, the GSAHA understands and acknowledges that MAHA and its agents or representatives have assumed such assignment, function, office, or capacity upon the express understanding, agreement, and condition that they be so indemnified and held harmless to the extent described in this bylaw. MAHA shall reasonably cooperate with the GSAHA in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request; provided, however, that such cooperation shall not require MAHA to incur any out-of-pocket expense not reimbursed by the GSAHA.

## **ARTICLE 15 - INSURANCE**

GSAHA will be covered by the general liability insurance policy and the directors and officers' liability insurance maintained by USA Hockey.

## **ARTICLE 16 - AMENDMENTS**

The following procedure shall be followed in amending and revising the By-laws:

- A. Proposed amendments and revisions must be submitted in writing to the Secretary at least sixty (60) days prior to the Annual Meeting. The proposed amendment will be presented at the annual meeting provided there is no conflict with any other governing entity (USA Hockey, MAHA, etc...).
- B. Proposed amendments and revisions will be presented to the current membership in writing, by posting on the

association website, at least thirty (30) days prior to the Annual Meeting.

C. Changes to the bylaws require a 2/3 two-thirds vote of the membership in attendance at the Annual Meeting.

**ARTICLE 17 - DISSOLUTION OF THE ASSOCIATION ASSETS**

The method of dissolution of the GSAHA shall be as follows:

- A. Upon the adoption of a resolution recommending the dissolution of the Association, the question of dissolution shall be submitted to the vote of the membership.
- B. The decision to dissolve the Association shall be approved by a resolution adopted by two-thirds of the membership present at the meeting called for the purpose.
- C. On adoption of the resolution to dissolve, the Association shall cease conducting its affairs except to the extent necessary to finalize the dissolution of the Corporation.
- D. The Association shall give appropriate notice of the proposed dissolution to each known creditor of and claimant against the Corporation.
- E. Upon confirmation of the resolution for dissolution, the Executive Board will formulate and develop and approve by resolution a plan for the distribution of assets of the Association.
- F. In accordance with the law, the assets shall be distributed in the following order:
  - a) Payment of liabilities and obligations:
    - i) All liabilities and obligations of the Association must be paid.
    - ii) If there are not sufficient assets to pay all liabilities and obligations, the liabilities and obligations must be paid on a just and equitable basis.
  - b) Assets, which are previously received by the Association on a condition that they are returned on the dissolution of the Association, must be returned to the transferor.
  - c) All the remaining assets, including those received on condition that they be held solely for "charitable" or similar purposes (and the income thereon), must be transferred to a "charitable organization", one engaged in activities substantially similar to those of the Association, pursuant to a plan of dissolution adopted by the Association Directors and members.
- G. After the assets have been distributed, the Articles of Dissolution shall be filed with the Secretary of State.

We, the undersigned, being the Board of Directors of GREATER SAGINAW AMATEUR HOCKEY ASSOCIATION, a nonprofit corporation, and together being and constituting a majority of the members thereof, do hereby assent to the foregoing By-Laws of said organization and do further certify and declare that we and each of us have read the said By-Laws and do now agree to be bound thereby.

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