

Bylaws for Utah Girls Hockey Association

Pursuant to Utah Revised Statute § 16-6a, *et sec.*, Utah Girl Hockey Association, a Utah non-profit Corporation (Identification # 84-1898223), adopts these Bylaws as follows:

Bylaw I – Organization

This organization is named Utah Girl Hockey Association dba Utah Lady Grizzlies Hockey (“UGHA” or “the Corporation”) and is a member of the Utah Amateur Hockey Association (“UAHA”), as affiliated with USA Hockey, Inc (“USA Hockey”). The name and any official logo of UGHA are proprietary and shall not be used, reproduced, or altered unless expressly authorized by the UGHA Board of Directors (the “Board”).

The Fiscal Year-- The fiscal year of this Corporation shall be June 1 and end on May 31 of the following calendar year.

Registered Address-- The registered address of the Association shall be at a place selected by the Board as the affairs of the Association require.

Bylaw II – Duration

The Corporation was formed on May 23, 2019, the “Effective Date”) and shall have a 99-year existence.

Bylaw III – Purposes and Powers

1. Purposes. The Corporation is formed exclusively to foster national or international sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, UGHA (“the Corporation”) shall foster national or international amateur sports competition (without provisions for athletic facilities or equipment) by subscribing to the stated purpose as follows:

To develop and promote of participation in girls’ and young women’s amateur hockey at youth levels for both participants and spectators in Utah in accordance with the core values of UAHA and USA Hockey,

including sportsmanship, respect for the individual, integrity, pursuit of excellence, enjoyment, loyalty and teamwork.

2. Powers. The Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Utah, except as limited by the Articles of Incorporation or Bylaws.

3. Restrictions Upon the Powers of Directors and Others.

A. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the Corporation and reasonable compensation may be paid for services rendered), and no director or officer of the Corporation, or any other private individual shall be entitled to share in any dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the purpose of this organization. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(h) of the Code. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law) or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

D. Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined in the Utah Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of by a distribution to an organization or organizations then qualified as exempt from taxation under Section 501 (c) (3) of the Code or its successor provision, or to the federal government, or to a state or local government, for a public purpose, as determined by the then acting Board. If such determination cannot be made for any reason, such determination shall be made by a court of appropriate jurisdiction in the county in which the principal office of the Corporation is then located.

Bylaw IV – Membership

Participation in the activities of the Corporation is by membership only. Membership activities, their rights, responsibilities, and authority are defined in the following sections of these Bylaws. This Corporation shall have five classes of members: Players, Parents or Individual Sponsors, Associate Members, Honorary Members, and Board Members. The various types of membership shall be obtained and shall have those rights as follows:

1. Player Members. This type of membership shall be automatic for every registered player whose registration fee(s) and tuition has been fully paid or are on the payment plan approved by the organization. This type of membership shall exist for a term of up to one year ending on June 30 of each year. Tuition for such membership shall be as established by the Board. Player Members shall have the opportunity to express views (subject to any limitations which the President may impose) at any member's meetings but shall have no right to vote.
2. Parents, Guardians, or Individual Sponsor Members. The parents of any players or any individual who sponsors a player by paying that player's charges, fees and tuition shall constitute a Parent or Individual Sponsor Member upon registration with the Corporation. This type of membership shall exist for a term of up to one year ending on June 30 of each year. Parent or Individual Sponsor Members shall be entitled to express views (subject to any limitations which the President may impose) at any meetings of the members but shall have no right to vote.
3. Associate Members. Associate membership shall be available to those contributors, referees, coaches, and other persons who donate their time, efforts, services or resources on behalf of the Corporation and who meet such qualifications as the Board establish. Associate Members shall be entitled to express their views (subject to any limitations which the President may impose) at any meeting of the members or directly to the Board in writing but shall have no right to vote.
4. Honorary Members. Honorary Members shall consist of those persons who the Board wishes to recognize for significant and extraordinary contribution to the Corporation. Honorary Members shall be publicly recognized in some form unless that person requests otherwise. This type of membership shall exist for terms as set forth by the Board. In addition, Honorary Members shall have all rights and privileges of Associate Members and shall have no right to vote.
5. Board members. All board members shall automatically be members of the Corporation for their term of office with full rights to express views and vote as a Parent or Individual Sponsor Member in addition to those rights inherent to their offices. Board members shall have the right to vote. All Board members must remain current with their fees to retain their Board roll and have the right to vote.

6. Rights and Responsibilities:

A. All persons making application to the Corporation on behalf of any youth shall present proof of player's age as required by USA Hockey and UAHA and if applicable Safe Sport Requirements to the Registrar before a player is placed on an official team roster.

B. Any player or parent who willfully gives false information regarding application to any Corporation team may be subject to immediate suspension for up to one year.

C. A player's parent or guardian must sign the annual registration form before a player is eligible to participate in any Corporation activities.

D. All persons making application to the Corporation on behalf of any youth shall present proof of player's current registration with USA Hockey and if applicable Safe Sport Completion to the Registrar before a player is admitted on the ice for any Corporation function.

E. All persons making application to the Corporation on behalf of any youth shall present to the Registrar proof of personal Health/Accident insurance including the name of the carrier and the policy number.

F. Players over the age of 18 are eligible to make application on their own behalf.

G. Any member who fails to pay registration & season dues by the set due date shall be immediately suspended until fees and tuition are paid. Said registration fees, tuition, and due dates shall be established by the Board and stated on the registration application or on periodic billings.

H. It is the duty and responsibility of each member to participate in designated and/or mandated fund-raising activities, rink maintenance or upkeep, or other activities beneficial to the Corporation as established by the Board.

7. Disciplinary Action

A. In order to preserve as far as possible, the integrity of amateur hockey, any legal action taken by a member or other individual, before all the procedures, remedies and authority of the bylaws of this Corporation has been exhausted, shall constitute inappropriate conduct and such member may be subject to immediate disqualification and indefinite suspension. Only after the exhaustion of all administrative remedies set forth herein may a member initiate mandatory arbitration before the Judicial Arbitrator Group in Salt Lake City, Utah ("JAG"), such arbitration to be the sole and binding forum for all disputes

involving a member and the Corporation (except as otherwise required by the USA Hockey bylaws). No other legal proceeding or action of any kind shall be permitted.

B. A member may be disciplined, including but not limited to suspension or expulsion from the Corporation and from any further participation in its affairs for actions or conduct detrimental to UGHA, as established by the Code of Conduct.

C. Except as otherwise required by the USA Hockey bylaws (in which event the Board shall follow the policies and procedures established by USA Hockey), any member disciplined shall have the right to appeal said discipline to the Board by submitting a written Notice of Appeal within ten (10) days of the date the Notice of Discipline is posted. The Notice of Appeal shall contain a brief statement of the basis for the appeal, a list identifying any member, player, or other individual with personal knowledge of the event(s) or circumstances relating to the conduct at issue, and whether or not an Appeal Hearing is requested. The Notice of Appeal shall be sent by mail. The discipline that is the subject of the Notice of Appeal shall remain in full force and affect throughout this appellate process. If a written Notice to Appeal is not received within the required 10-day period, the Decision shall be final.

D. If an Appeal Hearing is requested, the Board may convene a special meeting, hear the appeal at its next regularly scheduled meeting or appoint an ad-hoc committee of no fewer than 3 current Board members and/or Officers to hear the appeal. The disciplined member shall have the right to attend the Appeal hearing and present evidence, including oral, written, or video testimony from any individual identified in the Notice of Appeal. The President of the Board (or person so acting as President of the Board) shall have sole discretion in scheduling the Appeal Hearing, the decision to appoint an ad-hoc committee and in the appointment of the Hearing Officer who shall conduct the Appeal Hearing. The Hearing Officer shall be a member in good standing and not directly involved in the event(s) circumstances relating to the conduct, which is the subject of the discipline being appealed. The Hearing Officer shall be solely responsible for the order and presentation of the evidence at the Appeal Hearing, including any oral testimony or other matter relating to the conduct of the Appeal Hearing. The Hearing Officer shall not have a vote regarding the outcome of the Appeal Hearing as that authority rests exclusively with the Board.

i. If the disciplinary hearing involved a board member as a defendant and/or witness for either side, the Board may request that additional members from any organization who is in good standing with UAHA be requested to sit as the disciplinary hearing committee for the appeal. This is an exception to the rule of 10(D) and may only be used if the above criteria are met.

ii. In the event that Safe Sport has jurisdiction as to the disciplinary hearing and/or situation, then the disciplinary hearing held by this board shall wait until such investigation has been concluded. At which time if no decision or Safe Sport has suspended, dropped such resolution, those disciplinary issues not involving Safe Sport will be heard by the Disciplinary Committee. No reference of the Safe Sport issues may be brought up by either party in any of the hearing.

iii. Safe Sport Jurisdiction is outside of the jurisdiction of this Board and any of its members or Board members. The appeal process is described at Safe Sport policies and procedures. The Board shall follow and immediately implement any request from Safe Sport, USA Hockey and UAHA regarding any Safe Sport decisions.

E. Except as otherwise required by the USA Hockey bylaws (in which event the Board shall follow the policies and procedures established by USA Hockey), the Board shall render its decision on the Appeal by issuing a Notice of Decision at or before its next regularly scheduled meeting following the conclusion of the Appeal Hearing. If an Appeal Hearing is not requested, the Board may render its decision by issuance of a Notice of Decision at the meeting during which the Notice of Appeal is considered on at, or before, its next regularly scheduled meeting. The Board may affirm, rescind, modify, or otherwise address the subject discipline in its Notice of Decision. The Notice of Decision shall be sent by registered mail, return receipt requested. Any demand for Arbitration shall be made in writing to JAG within 14 days of the issuance of the Notice of Decision.

F. Arbitration shall be before one JAG arbitrator. The member and the Corporation will select the arbiter. If the member and the Corporation cannot agree on an arbiter, JAG shall appoint a qualified arbiter. The costs and expenses of the arbitration, including the fees of the arbitrator, shall be shared equally by the member and the Corporation.

G. The Corporation extends its authority for player suspension for the purpose of maintaining team discipline. Such authority provides for the disqualification or suspension of any player registered with the Corporation subject to the following provisions:

H. Any person participating in good faith in the making of a complaint or appeal, or participating in any investigative, administrative, or appellate proceeding pursuant to these Bylaws shall be immune from any liability, civil or criminal, that otherwise might result by reason of aforementioned participation.

I. Any discipline imposed pursuant to these Bylaws, as well as any information relating thereto, may be shared with, or communicated to governing organizations, including but not limited to USA Hockey and the UAHA.

8. Registration Rules

- A. Any player that has been registered with another UAHA affiliate and requests a transfer to the Corporation must present to the Corporation a written statement claiming the reason for requesting a transfer to this Corporation and a written financial release from his/her old Corporation and/or Association to the Corporation.
- B. The Corporation's Board shall have exclusive authority to accept or reject, in its absolute and sole discretion, any transfer request.
- C. Registration and tryout fees and tuition are governed by UGHA policies and must be paid by the due date(s) outlined in UGHA policies. The Corporation may charge a reasonable fee to process any returned check.
- D. Registration fees and tryout fees are not refundable.
- F. No player under suspension for non-payment of fees or tuition may participate in practices or games or any other team or Corporation event.
- G. The Board may institute additional fees, such as a "new member fee" or general assessment, to address past, present or future costs, expenses or other liabilities of the Corporation.

Bylaw V – Governance

1. Board members

- A. The Board (collectively the "Board" and individually a "Board Member") will manage the general affairs of the Corporation.
- B. **Number and Qualifications.**
The government and administration of the affairs and the property of the organization shall be vested in a Board, each of whom serve for staggered terms as hereinafter set forth. The Board may, in its discretion, change the number of Board members from time to time as it deems appropriate; provided, however, that the number of Board members shall not at any time be less than three (3) or greater than seven (7).

C. Nominating.

The Board shall appoint a current board member to send board member election notice to all members of the ULG organization on July 1 of each year. The board shall allow a minimum of two weeks for members of the organization to deliver their application / resume to the Board indicating willingness to apply for board seats. The board will notify the organization the current board members as well as board members running for reelection and or any open seats needing to be filled. The Utah Lady Grizzlies organization members will be sent an electronic ballot along with all applications received by the board for review. Members of the organization will have 7 days from the date of delivery to vote for the board applicants based on the available board seats that year.

D. Elections.

- Voting will be sent electronically
- Results will be tabulated by a third-party software (SurveyMonkey or similar)
- Elected board members will begin their first term on August 1st.
- Board members not re-elected or satisfying their board term will hold voting rights up and until 11:59PM July 31.
- The number of candidates necessary to fill the vacancies on the Board receiving the highest number of votes shall be declared elected.
- Compensation. No Director shall receive compensation for any service rendered to the Organization. However, any Board members may be reimbursed for actual expenses incurred in the performance of his or her duties as a Director.
- Vacancies. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Board members. The term of the Director so appointed shall be coincident with the term of the replaced Director.
- Term. A duly elected Director is eligible to serve not more than two consecutive two-year terms. Election for one term does not automatically confer any right or prerogative of serving a second term. A Director who has served two consecutive full terms may only seek election for additional two-year terms after a four-year hiatus.

E. The Board shall consist of
Officers – Executive Committee – President, Vice President, Secretary and Treasurer
3 Board members at Large
Ex-Officio Members – ex. Director Hockey, Fundraising Chairperson.

F. All board members shall serve for a period of one (2) year term. Current Board may run for (1) additional (2) year term but must be re-elected following the election process stated herein.

G. The Board shall select the President by majority vote of the full Board. The President shall be selected to preside over meetings. The President shall be empowered to submit an agenda and conduct all such meetings.

H. The Board shall appoint all committee chairpersons by majority vote as called for in these Bylaws or as deemed necessary by the Board.

I. Any member of the Board who misses three (3) consecutive regularly scheduled meetings without valid cause, may be removed from office with a two-thirds (2/3) majority vote of the full Board.

J. The Board may remove a director, for any reason, upon a two-thirds (2/3) majority vote of the full Board.

K. Except as provided below or otherwise herein, all Board decisions shall be determined by a majority vote of Board members in attendance (in person or by proxy) at a meeting where a quorum is present ("Majority Vote" to consider a quorum is two thirds of all Board Members). The following actions shall require a majority vote of Board members in attendance (in person or by proxy) at a meeting where a quorum is present:

- i. Any amendment to this Agreement or to the certificate of formation of the Corporation;
- ii. The settlement of any litigation by the Corporation, other than routine collection matters.
- ii. Any merger or consolidation involving the Corporation.
- iv. The sale, lease, transfer or other disposition of all or substantially all of the assets of the Corporation;
- v. Any voluntary liquidation, dissolution or termination of the Corporation;
- vi. The execution or modification of any employment or consulting agreement.
- vii. The approval of the making of any investment or capital expenditures or significant operating arrangements, in excess of five percent (5%) of such expenses as set forth in the annual budget of the Corporation during any fiscal year; and
- viii. The incurrence of Corporate debt in excess of U.S. \$5,000.00.

2. Meetings

A. All regular business of the Corporation shall be conducted in open meetings, including Executive Committee (as that term is defined below) meetings. At times, due to confidentiality, portions of meeting may be closed.

B. Special (Private or Open) meetings may be scheduled as necessary as determined by the Board. To ensure proper representation, 3 business days advance notice shall be given to the Board for scheduling a special meeting.

C. A quorum is necessary for the transaction of Corporation business. A minimum of Sixty Seven percent (67%) of the Board Members constitutes a quorum for the Board.

D. The Corporation will conduct Board meetings monthly. The meetings shall be held at a place and time determined by the President and shall be open meeting to the membership These meeting shall have minutes posted in a public place like the website for the entire general membership to be able to view.

E. The President may convene additional meetings, communicate by telephone or email as needed to assure completion of all Corporation affairs. Zoom and or Team platforms are acceptable means of holding board meetings and special meetings.

F. Proxy, absentee or e-mail votes shall be recognized and counted in any Corporation business.

G. Teleconferencing, Zoom and or Team platforms is considered in attendance.

H. All meeting minutes shall be posted in a public place like the website. These shall serve as the nonprofits requirements to post all minutes of meeting in public place as required by the State of Utah. Acceptance of such meeting by Board of Director Votes shall constitute official meeting minutes and are unable to be changed thereafter.

3. Officers

A. An officer shall be empowered to conduct business before the members as a representative to the Corporation. Such business will be limited to the office identified and/or to the special instructions of the Board. Appointment to an office is continuous until the appointment is rescinded by the Board by a majority vote, the term of the office expires (2 years) and won't exceed board term, or the appointee tenders a resignation to that office. The Corporation will provide adequate surety bonding or carry adequate fraud and theft insurance

for each of these officers in an amount to be determined by the Board. Offices chartered under this provision are identified as follows:

- i. **President:** The President of the Corporation shall be appointed by the Board of the Corporation. The term of the President shall be 2 years. Board reserves the right to extend President additional 2 years. In no case, can the appointment of Board President exceed respective board term.
- ii **Vice President:** The Vice President of this Corporation shall be appointed by the Board from the Board of the Corporation.
- iii. **Secretary:** Appointed by the Board from the Board of the Corporation.
- iv. **Treasurer:** The Board shall appoint a qualified member or acquire paid professionals to serve as the Treasurer of this Corporation. The Board shall hire paid professionals not associated with this Corporation to review or audit the books of the Corporation.

4. Duties of Officers

A. **President:** The President is the Chief Executive Officer (CEO) of the Corporation and shall preside over all meetings of the Board. The President's duties include the nominations of candidates for appointment of officers by the Board, committees, or special assistants to the Board and the President is authorized to be an additional signer on the Corporation bank accounts and provide for any other duties as assigned by the Board. In order to assure continuity of service to the entire membership, the President of the Corporation is considered assistant to all officers of this Corporation, except Treasurer, and a member of all committees.

B. **Vice President:** In the absence of the President, the Vice President (VP) shall assume all of the authority of the President and perform such functions that may be required of the CEO. The VP shall also perform such special duties as requested by the Board and any other duties assigned by the President or the Board

C. **Secretary:** Duties shall include the following activities: Transcribe and maintain a log/ book of minutes as a record of all general and special meetings of the Corporation whether closed (sealed) and/or open meetings. Post Board of Director meeting minutes in a location accessible to the general membership including but not limited to the Corporations website. Schedule meeting room for regularly scheduled and special meetings of the Board. Zoom and or Team's platforms are acceptable platforms to hold board meetings and special meetings.

Maintain the Articles of Incorporation, and Constitution and Bylaws of the Corporation. Document and file correspondence on behalf of the Corporation.

D. **Treasurer:** It is the duty of the Treasurer to act as custodian of funds for the Corporation. The Treasurer shall prepare and provide a monthly and/or quarterly Profit & Loss Statement and Balance Sheet for the Board. The treasurer shall prepare and provide a quarterly consolidated financial report to the members of the organization. The Treasurer, at least once a year, or at the request of the Board, prepare a true statement of the assets and liabilities of the Corporation for the preceding fiscal year. The statement shall be available to any member upon their request. The Treasurer shall prepare for presentation at the annual meeting a current year financial statement and budget variance report and any other duties assigned by the Board. The treasurer shall track all Corporation filing requirements and mailings as required by the State of Utah and the IRS.

E. The duties herein are intended to be a summary and may be expanded or decreased (and additional committees and their duties may be established) without necessity for amendment to the Bylaws, notwithstanding XII herein.

5. Board Members at Large

Board Members at Large may have the role/s listed below or be the board liaison for the role. These roles may change or be expanded over time.

A. **Ice scheduler:** The Board shall appoint a qualified member to serve as scheduler for the organization. The ice scheduler serves to communicate and liaison with appropriate ice facilities and secure available ice times. Scheduler will request referees and score keepers as required.

B. **Internet/social media coordinator:** The Board shall appoint a qualified member to serve as internet/ social media coordinator for the organization. The internet/social media coordinator ensures outward facing digital communications on the organization website and social media accounts are up to date, professional, and curated regularly. The coordinator should have prowess with electronic media and communications strategies, including proficient use of visual media and excellent and professional written English language proficiency.

C. **Safe Sport Coordinator:** The Board shall appoint a qualified member to serve as SafeSport Coordinator for the organization. The SafeSport Coordinator ensures ULG board members, coaches, and volunteers are up to date with Safe Sport certification required.

USA Hockey Registrar: The Board shall appoint a qualified member to serve as USA Hockey Registrar for the organization. The USA Hockey Registrar is

responsible for getting approval and maintaining the rosters for all ULG teams on the USA Hockey website. The registrar will not be a board member per USA Hockey current rules.

Director of Hockey: The Corporation may hire a Director of Hockey to run and oversee all hockey operations of the Corporation, including specifically but without limitation, the selection of coaches, camps, tryouts, tournaments, player selection, player development, and all other activities included in the Director of Hockey employment agreement. The Director of Hockey will not have voting rights and will report directly to the Board.

5. Limitation of Liability of Board Members and Officers

A. To the greatest extent provided by law, no Organization Member, Director or Officer of the Corporation shall be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or its members. Neither the amendment or repeal of this Bylaw, nor the adoption of any provision of this certificate of incorporation inconsistent with this Bylaw, shall eliminate or reduce the protection afforded by this Bylaw to a director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Bylaw would have accrued or arisen, prior to such amendment, repeal, or adoption.

B. To the greatest extent provided by the laws of the State of Utah, the Corporation shall indemnify any past or present Director or Officer of the Corporation who has been made or who is threatened to be made a party to, witness in, or participate in any civil or criminal lawsuit or any administrative, arbitral, legislative or investigative proceedings by reason of the fact that the person/organization is a Director or Officer of the corporation.

C. In addition, except as otherwise provided in U.R.C. 16-6a-Section 901 through Section 909, an officer or director shall not be liable to the Corporation or its members for monetary damages for the breach of the officer's or director's fiduciary duty. The corporation shall indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, as set forth in the bylaws. However, the Corporation shall not eliminate or limit the liability of a director to the Corporation or its members for monetary damages for any breach of the director's duty of loyalty to the corporation or its members, for any acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of the law, or any transaction from which the director directly or indirectly derived an improper personal benefit. Neither shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Internal Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time or times, no payment shall

be made under this Bylaw if such payment would constitute an act of self-dealing (as defined in Section 4941(d) or the IRS Code) or a taxable expenditure (as defined in Section 4945(d) of the IRS Code). This provision shall only apply to acts or omissions occurring after the date this bylaw is enacted.

6. Committees

A. The Board may appoint committees as deemed necessary to help carry out the business of the Corporation. A committee member of this Corporation must be a member in good standing, meaning said member has complied with all policies and procedures established by the Corporation, UAHA and USA Hockey and are current with all registration fees and dues. All Board members may serve as committee members of the Corporation in addition to an elected office.

B. A committee shall be empowered to conduct business before the members as a representative of the Corporation, and pursuant to policies and procedures published by the Board for such committees. Such business will be limited to the committee identified and/or the special instructions of the Board. Appointment to a committee is continuous until the duties of the committee are completed, the appointment is rescinded by the Corporation, the term lengths established in the committee outline expire, or the appointee tenders a resignation to that committee.

C. In order to assure continuity of service to the entire membership, the President of the Corporation is considered to be a member of all committees.

Bylaw VI – Competition

1. The Corporation is chartered to compete at various age levels and at different divisions as established by USA Hockey and may be altered as amended by USA Hockey rule changes.

2. A season constitutes all scheduled league games. All teams eligible for State, Regional, or National competition will consider such eligibility as part of and a continuation of any season.

3. Corporation teams shall not participate in any tournaments that directly conflict with any State Camp Try-outs, District, Regional or National Playoff.

4. The Corporation is an Organizational Member of the Utah Tier Hockey Association.

Bylaw VII – Teams, Parents, Players and Coaches

1. Teams

- A. Registration of teams and the placement of players on those teams shall be governed by rules established by USA Hockey and UAHA. The Corporation provides the following limits to team participation:
- i. Player may not participate on more than 1 nationally bound team.
 - ii. Players may double roster if there is a need for additional players on any one team but may not be a nationally bound team
 - iii. Players are required to stay in the proper age requirement and not “play up” unless they are double rostering with a team that “needs” more players to fill roster spots. No team may have double rostered players over 15 players including 1 goalie or 16 including 2 goalies.
 - iv. Teams registered by the Corporation will be declared/determined by the Board and Director of Hockey.

2. Players

A registered player of the Corporation must be a member and appear on an official USA Hockey registration for the Corporation. Such players are recognized during all league and post-season games. Player participation within the Corporation shall be governed by specific rules and Corporation policies. Players or members of affiliate associations are eligible to participate in Corporation sponsored activities for training, recreation and friendly exchange. Participation in Corporation sanctioned events requires the execution of all required registration documents. In addition, participation in USA Hockey sanctioned events requires that all players appear on a USA Hockey roster and accepted by UAHA Registrar.

B. Participants are expected to comply with the Corporation Players Code of Conduct as adopted by the Board.

C. Players may only double roster with written consent of the ULG head coach and under agreement with the coach of the other team. Conditions and expectations of double-rostered players must be formally detailed in writing by the ULG head coach and signed by both the player and parents.

3. Parents

All parents will be subject to the Corporation Code of Conduct as adopted by the Board. These rules cover, but are not limited to, team sanctioned and sponsored activities,

off-ice, in-stands, in-dressing room behavior and fund-raising activities, which reflect on the entire Corporation

4. Coaches

A. To the extent reasonably possible, the Corporation shall provide each team with competent and dedicated coaches. To this end, the Corporation shall establish and maintain a commitment to training, facilities and support for any member of the Corporation Coaching Staff (i.e. coaches and assistant coaches). The Corporation requires that all coaches follow uniform codes of instruction, discipline, certification, and participation, as specified by USA Hockey. In addition, all coaches must follow the USA Hockey Coaches' Code of Conduct, the Corporation Code of Conduct, and any applicable Corporation policies. Coaching terms are a one year in duration. Director of Hockey and board are responsible for choosing coaches. Coaching assignment will be prioritized to qualified female coaches when appropriate.

B. Unless otherwise approved in advance by the Board, any coach or assistant coach of the Corporation (i.e. Associate Member) may not act as a coach, advisor or volunteer for any affiliate of either UAHA or USA Hockey. Any coach or assistant coach must contribute the necessary time, expertise and ability they have available to support the Corporation and its Members. The Board, at their discretion, may establish additional duties for any coach or assistant coach.

C. Any coach or assistant coach (i.e. Associate Member), must immediately notify the Executive Director or the Board if said coach or assistant coach becomes incapable of fulfilling any required duties.

D. Any coach or assistant coach of the Corporation (i.e. Associate Member), absent approval by the Board, may not receive compensation for a position held, as coach or otherwise, with any junior or professional hockey organization.

E. The Board, at their discretion, may initiate a proceeding to remove any coach or assistant coach. The Board must give any coach or assistant coach in consideration to be removed at least three (3) days' notice of the location and time of such proceeding.

Bylaw VIII – Safety

The Corporation is committed to conducting its activities in a safe manner. To that end, the Corporation may establish any necessary rules to support the individual safety of its players, coaches, volunteers, and employees.

Bylaw IX – Statement of Discipline Policy and Intent

1. It is the policy of the Corporation that all of its Members, Employees, Coaches and any other individual participating in the activities of the Corporation exhibit the qualities of good sportsmanship and civil behavior and abide by the Code of Conduct of the Corporation.
2. It is the intent of the Corporation to provide a fair and impartial review procedure to determine whether Members have been involved in misconduct while participating in activities sponsored by the Corporation, USA Hockey, UAHA or any other participating event. An individual is participating in sponsored activity if he or she is a spectator, a volunteer minor game official (timekeeper, score keeper, penalty box supervisor or other off-ice official), a player or coach on an Association team or in attendance at any event sponsored by the Corporation.
3. When it is found that a Member has violated the Code of Conduct, the Corporation will discipline the individual in accordance with the procedures and penalties set forth by the Discipline Committee as established in the above Bylaw V Section 5.

Bylaw X Fund Raising

The Corporation is a nonprofit corporation which is managed by volunteers. The Board has the authority to institute a volunteer requirement for the interests of the Corporation, so long as it complies with all Federal, State and Local laws. Mandated Corporation-wide fundraising events must be authorized and approved by the Board.

Bylaw XI Miscellaneous

1. Transactions Involving Board members or Officers. No contract or other transaction between the Corporation and any person, firm, partnership, business or other Corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the board members or officers of the Corporation are pecuniary interested therein, or are board members or officers of such other corporation, firm, person, partnership or business. Any officer or director of the Corporation individually or any firm or Corporation of which any officer or director may be a member, may be a party to, or may be pecuniary or otherwise interested in, may contract or transact business with the Corporation, provided that the fact that such person individually or such firm or Corporation is so interested shall be disclosed in writing to the Board or shall have been known to all of the members of the Board at which action upon any such contract or transaction shall be

taken. Any director or officer of the Corporation who is also a director or officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board which shall authorize any such contract or transaction, and may vote to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other Corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated Corporation without regard to the fact that director or officer is also a director or officer of such subsidiary or affiliated corporation.

2. Waiver of Notice. Whenever any notice is required to be given by this Constitution and Bylaws, or any of the corporation laws of the State of Utah, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

3. UAHA Affiliation.

A. The Corporation agrees to abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of UAHA, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Corporation. Corporation agrees to assist UAHA in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of UAHA, within and upon its members and/or within its jurisdiction.

B. The Corporation shall indemnify and hold harmless UAHA, the Board of UAHA and each member thereof, the Executive Committee of UAHA, and each member thereof, councils and committees of UAHA and each member thereof, and all other elected, appointed, employed or volunteer representatives of UAHA from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of Corporation, except to the extent

i. that UAHA or its aforementioned 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, By-Laws, Rules and Regulations, Playing Rules or decisions of the Board of UAHA.

5. Policies. To the extent there is any conflict between these Bylaws and the Corporation's policies then in place, the policies shall control.

Bylaw XII Amendments

The Board reserve the right from time to time to amend, alter, change or repeal these adopted Bylaws as provided herein; however, no such amendment shall impair the tax-exempt or non-profit status of the Corporation.

Bylaw XIII Effect and Approval

These adopted Bylaws were approved by a vote of the Board as of the date listed hereafter. Amendments or revisions of these rules shall be effective immediately unless otherwise specified at the time of adoption.

Dated this 3 day of July, 2023.

XXXX – President

XXXX - Vice President

XXXX – Treasurer

XXXX – Secretary

XXXX (all other Board