

BYLAWS USA HOCKEY CENTRAL DISTRICT HOCKEY ASSOCIATION

Approved 19 September 2022

ARTICLE I OFFICE AND REGISTERED AGENT

The USA Hockey Central District Hockey Association, (hereinafter "Central District") shall have and continuously maintain a registered office and a registered agent in the State of Iowa, as required by the State of Iowa Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II PURPOSE

The purposes for which Central District is formed are as set forth in the Articles of Incorporation and include, to assist in the governance of members of USA Hockey, and to regulate the sport of amateur ice hockey within the Central District according to the Bylaws of USA Hockey.

ARTICLE III MEMBERSHIP

Section 1. Members. The Members of the Central District shall comprise all Registered Participant Members, as defined in the USA Hockey Bylaws and who are legal residents in one of the Affiliates within the Central District. The Central District Affiliates include the Amateur Hockey Association of Illinois (AHAI), Mid-West Amateur Hockey Association (MWAHA), Missouri Amateur Ice Hockey Association (MAIHA) and Wisconsin Amateur Hockey Association (WAHA).

Section 2. Membership Representation. The Members of Central District shall be represented through the approved Affiliate Association in which they are registered.

Section 3. District Members. The District Members of the Central District shall include; the Central District Board and Affiliated Central District Positions appointed by the Central District Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Central District (the "Board"), which shall supervise and control the business, property and affairs of the Central District, as expressly provided by law, the Articles of Incorporation of the Central District, and Specific Powers as described in these Bylaws.

Section 2. Specific Powers. The Specific Powers of the Board shall include supervision and control of the following activities as described below.

- (ii) Amending / revising Central District Bylaws, Rules and Regulations
- (iii) Election of USA Hockey Representatives to the USA Hockey Congress
- (iv) Central District Player Development
- (v) Central District Tournaments
- (vi) Recommendation of USA Hockey approved positions within the Central District (vii) Appointment of Central District Positions

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Section 3. Board Members. The Board of Directors of Central District shall be composed of;

- (i) President
- (ii) Vice President
- (iii) Treasurer
- (iv) Secretary
- (v) Central District Affiliate Presidents
- (vi) USA Hockey Central District Representatives (vii) Central District Registrar

Section 4. Voting. In matters requiring a vote the Affiliate Presidents shall cast a singular vote. In the event of a tie a second vote will be conducted and each Affiliate President will cast votes based on their respective number of Participant Members registered with the USA Hockey Registrar as of the last full registration year. In the event an Affiliate President cannot attend a meeting he / she can proxy their vote to another individual from their Affiliate by advising the District Registrar in writing prior to the meeting.

Section 5. Election and Term of Office. All elections held pursuant to this agreement shall be conducted by the USA Hockey Registrar for the Central District pursuant to, and according to, the USA Hockey Constitution, By Laws, Rules & Regulations and Rules contained within this document. The members of the Board shall be elected or appointed in the following manner and for the following terms:

- (a) Only Affiliate Presidents are eligible to hold the position of President and Vice President. The President and Vice President will serve a two (2) year term. The Vice president will assume the President position when the President's term expires. Starting September 2022, the President of AHAI will assume the position of President, the President of MWAHA will assume the position of Vice-President. After completion of the first Vice Presidents term the rotation into the Vice Presidents term will be the President of MAIHA, followed by WAHA, AHAI and MWAHA. (b) The Treasurer and Secretary of the Central District shall be elected at the annual membership meeting by the Affiliate Presidents for a two (2) year term. Elections for the Secretary shall be held in odd years, while elections for the Treasurer shall be held in even years. The Secretary and Treasurer can hold consecutive terms of office. The Treasurer and Secretary must be a member from within the Central District.
- (c) The Affiliate Presidents on the Board will assume their board position by means of being elected to the Affiliate President of their respective Affiliate.
- (d) USA Hockey District Representatives ("District Representative") are elected by the four Affiliate Presidents. All candidates for the District Representative position shall have a permanent domicile within the Central District. No Affiliate may have more than one active District Representative. At the Annual Meeting of the Board, the District Registrar shall inform the Affiliates regarding District Representative positions that are up for election at the next Annual meeting. Nominations for the District Representative shall be identified by the respective Affiliate President and submitted to the District Registrar no later than March 31st of the current playing season. Each Affiliate President shall be notified of the names of the nominees no later than April 15th. The length of term, the responsibilities and removal from the District Representative position are explained in the USA Hockey Guide. In the event an Affiliate's nomination is not ratified by the Affiliate Presidents, the respective Affiliate shall identify an alternate candidate for ratification at the next scheduled District Meeting. (e)

The Central District Registrar is recommended to the USA Hockey President and is then appointed by USA Hockey.

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Section 6. Resignation. Any Board Member may resign at any time by giving written notice to the Affiliate Presidents. Such resignation shall take effect at the time specified therein.

Section 7. Removal. Any Board Member other than an Affiliate President may be removed from such office, with cause, by a three- fourths vote of the Affiliate Presidents at any regular meeting or special meeting of the members called expressly for that purpose. "Cause" shall mean a reasonable belief that the individual has violated the Bylaws, Rules & Regulations, Policies or other applicable rules of the Central District or USA Hockey or has otherwise engaged in conduct unsuitable for the sport of ice hockey.

Section 8. Vacancies. In the event of a vacancy of the Office of the President, the Vice President shall serve as President for the unexpired term. All other vacancies shall be nominated for the unexpired term by the President, with the approval of a majority of the Affiliate Presidents.

Section 9. Scheduled Meetings. The Annual Meeting of the Board shall be held in September. The Semi-Annual meeting shall be held in conjunction with the USA Hockey Annual Meeting. The Board shall meet as often as necessary, but no less than twice annually. The Board and members in Affiliated Positions shall be notified by email of the meeting location and time at least 60 days in advance of the meeting. Any change of date to the Annual or Semi-Annual Meeting needs to be approved by the Affiliate Presidents at least 60 days in advance of the meeting.

Section 10. Special Meetings. Special meetings of the Board, including telephonic meetings, may be called if all four Affiliate Presidents agree to the special meeting. Special meetings may be limited to just Board members. The attendees need to be advised at least 7 days in advance of the meeting. The purpose for which a special meeting is called shall be stated in the notice.

Section 11. Quorum. The four Affiliate Presidents or their proxy are required to constitute a quorum for the transaction of business at any meeting of the Board.

Section 12. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Central District, or these Bylaws, the affirmative vote of a majority of Affiliate Presidents present at any meeting shall be the act of the Board of Directors.

ARTICLE V

Central District Affiliated Positions

Section 1. Affiliated Positions. USA Hockey and the Central District Board require Affiliated Positions in order to manage and supervise the Responsibilities of the Central District. The Central District Affiliated Positions include USA Hockey;

- a) Coach In Chief
- b) Referee In Chief
- c) Risk Manager
- d) High School Section Representative
- e) Player Safety Coordinator
- f) Girls Council Representative

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g) Disabled Hockey Section Representative

Section 2. Election or Appointment and Terms of Office. The Board is responsible for recommending or appointing the following Affiliated Positions.

a) The Board is responsible for recommending a Coach In Chief, Referee In Chief, Risk Manager and Player Safety Coordinator to the USA Hockey President. If any of the positions become vacant the Board will request nominations from the Affiliate Presidents and vote on a candidate at a scheduled Board meeting. USA Hockey will make the official appointment. b)

The positions of High School Section Representative, Girls/Women's Section Representative and Disabled Hockey Section Representative are appointed by the Board. The terms of office are for 3 years with no limit on the number of consecutive terms. At the end of a term of if a position becomes vacant, the Board will request nominations from the Affiliate Presidents and vote on a candidate at a scheduled Board meeting.

Section 3. Resignation. Any individual in an Affiliated Position may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 5. Removal. Any individual in an Affiliated Position may be removed from such office, with cause, by a three- fourths vote of the Affiliate Presidents at any regular meeting or special meeting of the members called expressly for that purpose. "Cause" shall mean a reasonable belief that the individual has violated the Bylaws, Rules & Regulations, Policies or other applicable rules of the Central District or USA Hockey, or has otherwise engaged in conduct unsuitable for the sport of ice hockey.

Section 6. Vacancies. All vacancies shall be nominated for the unexpired term by the President, with the approval of a majority of the Affiliate Presidents.

ARTICLE VI
OFFICERS

Section 1. Officers. The officers of the Central District shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Central District shall have such other assistant officers as the Board may deem necessary, and such officers shall have the authority prescribed by the Board.

Section 2. Election of Officers/Terms. The officers of Central District shall be elected as set forth in Article IV for the terms more particularly described therein.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 4. Removal. Any officer may be removed from such office, with cause, by a three- fourths vote of the Affiliate Presidents at any regular meeting or special meeting of the Board called expressly for that purpose. "Cause" shall mean a reasonable belief that the officer has violated the Bylaws, Rules & Regulations, Policies or other applicable rules of the Central District or USA Hockey or has otherwise engaged in conduct unsuitable for the sport of ice hockey.

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Section 5. Vacancies. In the event of a vacancy of the Office of the President, the Vice President shall serve as President for the unexpired term. All other vacancies shall be nominated for the unexpired term by the President, with the approval of a majority of the Affiliate Presidents.

Section 6. Duties of President. The duties of the President shall include, but not be limited to, the following: (a) overseeing the Central District Bylaws, Policies, Procedures or Rules; (b) serving as an ex-officio member of all committees; (c) performing such duties usual to the office of the President, including the power to call special meetings of at his / her discretion (d) the power to determine questions arising from emergencies not specifically addressed in the By-Laws, Rules and Regulations until such time as the Board may act upon the matter; (e) attend USA Hockey meetings, (f) attend and represent the Central District at other ice hockey meetings, or appointing a voting Board member to attend in his / her place; (g) providing the Executive Director of USA Hockey with an annual written report, if requested, of the operational and financial status of the Central District; and (h) and in general performing all duties incident to the office of President and such other duties as may be assigned by the Board.

Section 7. Duties of Vice President. The duties of the Vice President shall include, but not be limited to, the following: (a) performing specific duties as requested by the President or Board; (b) assuming the duties of the President in his / her absence, in which case the Vice President shall have all of the powers and duties of the President; and (c) and in general performing all duties incident to the office of Vice President and such other duties as may be assigned by the Board.

Section 8. Duties of Treasurer. The duties of the Treasurer shall include, but not be limited to, the following: (a) receiving all funds due to the Central District, depositing the funds in a chartered bank, and paying the rightful obligations of the Central District; (b) signing checks drawn on the Central District account(s); (c) rendering the annual Treasurer's report; (d) drafting a proposed budget and presenting the same at the annual meeting; (e) maintaining in full force and effect at all times directors and officers liability insurance, naming USA Hockey as an additional insured thereunder; (f) filing all necessary federal, state, and or local governmental forms to maintain the tax-exempt status of the Central District; (g) providing the President with an annual financial report of operations for use in the President's report to the Executive Director of USA Hockey; (h) assisting the President in preparing all records necessary to complete the annual audit of the Central District; and (i) and in general performing all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 9. Duties of Secretary. The duties of the Secretary shall include, but not be limited to, the following: (a) timely notifying the Officers, Directors, and Members of meetings and other important information via e-mail; (b) taking minutes of the annual membership and Board meetings and publishing the minutes on the Central District website; (c) maintaining the Bylaws, Rules and Regulations of the Central District in current condition, reflecting all modifications enacted by the Board and Members and making the same available to Members via the Central District website; (d) securing and keeping on file the current governance documents (including Articles of Incorporation, By-Laws, Rules and Regulations) of each Affiliate; (e) overseeing the Annual Guide and Corporation's website; (f) maintaining roll of the Board members and Affiliated Positions; and (g) and in general performing all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

Section 10. Bonding. If requested by the Board, any person entrusted with the handling of funds or valuable property of the Central District shall furnish, at the expense of the Central District, a fidelity bond, approved by the Board of Directors.

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ARTICLE VII
COMMITTEES

Section 1. Committees. The Board, by resolution adopted by a majority vote may designate and appoint one or more committees, each consisting of two or more members, which committees shall have and exercise the authority of the Board in the governance of the Central District. However, no committee shall have the authority to (a) authorize distributions, approve action required to be approved by the Board, (c) fill vacancies on the Board, or (d) amend or repeal these Bylaws.

Section 2. Executive Committee. Between meetings of the Board, the day-to-day affairs of the Central District may be conducted by an Executive Committee, the membership of which shall consist of the Affiliate Presidents.

Section 3. Other Committees and Task Forces . The Board may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board.

ARTICLE VIII
TREASURY

Section 1. Corporation Funds. All monies paid into the Central District to be retained by the Central District from registration fees, grants, official fees, gate receipts, subscriptions, private donations, contributions, surcharges, advertising or other sources and including refunds shall be deposited in a suitable financial account under the name of the Central District.

Section 2. Expenditures. Expenditures shall be at the discretion of the Board and/or its President and Treasurer.

Section 3. Accounts Receivable/Payable. The Central District accounts payable and accounts receivable shall be processed through the Treasurer's office.

Section 4. Checks. Checks may be signed by either the President or the Treasurer. All funds and accounts maintained by the Central District shall be identified and reported on in full, and in writing, at the annual meeting. Such reports shall include a summary of the sources of revenue and amounts of disbursements by category. At all times, the Treasurer, President and Vice President shall have real time access to account data.

Section 5. Annual Audit. The President shall see to the performance of an independent audit on an annual basis. The results of the audit shall be presented to the Board at the annual meeting.

ARTICLE IX
INDEMNIFICATION

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Unless otherwise prohibited by law, the Central District shall indemnify any Board Member, Affiliated Member or Officer, and may by resolution of the Board indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Board Member, officer, employee or volunteer. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Central District for damages arising out of his own gross negligence in the performance of a duty to the Central District.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, attorney's fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Board Member, officer, or employee. The Central District may advance expenses or where appropriate may itself undertake the defense of any Board Member, officer, employee, or volunteer. However, such Board Member, officer, employee or volunteer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board may also authorize the purchase of insurance on behalf of any Board Member, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Board Member, officer, employee, or agent, whether or not the Central District would have the power to indemnify the person against that liability under law.

ARTICLE X

BYLAWS, POLICIES, PROCEDURES, RULES AND REGULATIONS, AND ARTICLES OF INCORPORATION

Section 1. By-Laws. These By-Laws may be amended, or new Bylaws adopted upon the affirmative vote of three - fourths of the Affiliate Presidents and entitled to be cast at the annual meeting. At least thirty (30) days prior to the annual meeting at which a vote is to occur relating to amending the By-Laws, the proposed amendments shall be posted on the Central District website.

Section 2. Policies, Procedures, Rules and Regulations. The Central Districts Policies, Procedures, Rules and Regulations may be amended, or new Policies, Procedures, Rules and Regulations adopted upon the affirmative vote of three - fourths of the Affiliate Presidents. At least thirty (30) days prior to the meeting at which a vote is to occur relating to amending the Policies, Procedures, Rules or Regulations, the proposed amendments shall be posted on the Central District website.

Section 3. Articles of Incorporation. The Articles of Incorporation may be amended upon the affirmative vote of three - fourths of the Affiliate Presidents. At least thirty (30) days prior to the Annual Meeting at which a vote is to occur relating to amending the Articles of Incorporation, the proposed amendments shall be posted on the Central District website.

ARTICLE XI USA HOCKEY

Section 1. USA Hockey Preeminence. The Central District, an Affiliate of USA Hockey, shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules, and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Central District. Further, the Central

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District (a) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules, and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and (b) agrees to be guided by the core values of USA Hockey as set forth in the “Affiliate Agreement” Section of the USA Hockey Annual Guide.

Section 2. Indemnity. the Central District, an Affiliate Association of USA Hockey, shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the Councils, Sections, and Committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liabilities, judgments, costs, attorneys’ fees charges and expenses whatsoever, arising from the acts and omissions of the Central District, except to the extent (a) that USA Hockey or its afore described representatives caused such claims, liability, judgments, costs, attorneys’ fees, charges or expenses by their own intentional neglect or default or (b) 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 USA Hockey. Further, the Central District understands and acknowledges that USA Hockey and its 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 policy.

ARTICLE XII MISCELLANEOUS

Section 1. Roberts Rules of Order. Roberts Rules of Order will govern any situation not specifically covered by the Bylaws, Policies, procedures, Rules or Regulations of the Central District.

Adopted by the Central District Affiliate Presidents this 19th day of September 2022.

President Amateur Hockey Association of Illinois

President Mid-West Amateur Hockey Association

President Missouri Amateur Ice Hockey Association

President Wisconsin Amateur Hockey Association