

WEBSTER GROVES SKATESMEN HOCKEY CLUB

BYLAWS

(Amended as of June 2022)

ARTICLE I Purpose

The purpose of the Webster Groves Skatesmen Hockey Club (WGS HC) is to organize and govern high school ice hockey team(s) consisting of Webster Groves School District students who participate in the Mid-States High School Club Hockey Association (MSCHA) or other hockey associations. The Club shall not be operated for profit and no individual associated with the Club shall profit financially from the organization without prior approval of the Board.

ARTICLE II Membership

Section 1. Definition of Member. Any person who is actively involved in the organization by being a registered coach, assistant coach, officer, or player is a member of the organization. Any parent(s) or legal guardian(s) of any youth who is a registered participant in the programs of the organization shall also be a member of the organization.

Section 2. Good Standing. A member is in good standing when the member is current with their financial obligations to WGS HC and is not subject to discipline by WGS HC or Mid-States Hockey. Families with more than one youth playing must be in good standing with respect to all players in order to be in good standing. Good standing status entitles the member to participate in any activities of the organization.

ARTICLE III Meetings

Section 1: Annual Meeting. The Annual Meeting of the members of the organization will be held after the completion of the regular hockey season, on a date determined by the board, with at least 10 days' notice provided to all members in good standing. The purpose of the annual meeting shall be to discuss the election of Board members for the next season, and to address any issues that the current Board determines appropriate to present to the general membership.

Section 2: Annual Meeting. Parent members of the organization shall have one vote per player in good standing plus one vote per non-parent coach at any general meeting of the members. Annual voting will be through an online site. Ballots will be delivered to the primary email address provided at Registration.

Section 3: Special Meetings of the General Membership. Special meetings of the members may be called by the President, by three or more of the officers, or by any ten members of the organization.

Section 4: Regular Meetings of the Board of Directors. The business of the club shall be conducted in regularly scheduled meetings of its officers. There shall be at least five days' notice to officers of any meeting of the officers. Each position shall have one vote on any issue before the board.

Section 5. Open Board Meetings. All meetings of the Board of Directors shall be open to all members, except during times when the Board may choose to meet in executive session to discuss personnel, litigation, or disciplinary issues. All members in good standing have a right to attend meetings of the Board. Members do not

have a right to speak or otherwise participate in such meetings unless permission has been granted in advance by the presiding officer. The topic must be submitted in writing at least 72 hours before the meeting. Each topic will not exceed five minutes with the meeting allocating twenty minutes for topics per meeting.

Section 6. Operation of meetings. At any time, the presiding officer of a Board or Club meeting may invoke parliamentary or other procedures for operating any meeting. In such cases, the parliamentary authority for the Club shall be Robert's Rules of Order, latest edition.

ARTICLE IV Board of Directors

Section 1: General Powers. The Board of Directors shall have plenary authority over all business, hockey, and other affairs of the WGSHC.

Section 2: Specific Duties. The Officers shall act in the best interest of the WGSHC and shall have the duty to develop, implement, and enforce rules, policies, procedures, incentives, and penalties that advance those interests. Such duties include but are not limited to establishing the yearly budget, Turkey day game and potluck, end of year banquet, and all fund-raising activities.

Section 3: Officers

- a. *Number.* The officers of the organization shall be the President, Vice President, Treasurer, Secretary, Special Events Coordinator, and any other officers as may be elected or appointed by the Board. Only one member of a family may hold an office at any time. Officers of the organization shall not be less than three or more than seven.
- b. *President.* The President shall be the chief executive officer of the organization and shall in general supervise and control all the business and affairs of the organization. They shall preside at all meetings of the members and of the Board. They is responsible for the overall conduct of the organization including enforcement of the rules of WGSHC, MSCHA, and any other affiliated organizations.
- c. *Vice President.* In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board. The Vice President will be the primary contact with the coaching staff.
- d. *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds. They will receive and give receipt for monies due and payable to the organization and deposit all such monies in the name of the organization in such bank, trust company or other depository. The Treasurer shall perform all of the duty's incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The Treasurer shall see to it that all fees and expenses to MSCHA, ice arenas, equipment supplies, etc. are paid in timely fashion; and that players have paid their fees and deposits. Each month the financial statements will be presented, reviewed, and approved by the Board.

- e. *Secretary.* The Secretary shall; (a) keep the minutes of the organization and Board meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) have general charge over the release of public information, news release and dissemination of information, schedules, game times, place and other events to the media and the participants in the activities of the organization; (d) in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board; (e) responsible for maintaining current and past records of the organization, including but not limited to: birth certificates, insurance forms, grade cards, etc.
- f. *Special Events Coordinator.* The Special Events Coordinator is responsible for organizing all the club's special events, such as, the Turkey day activities, end of year banquet, purchasing the uniforms along with distribution and collection, purchasing and selling team merchandise, and coordinating all the fundraising activities.
- g. *Appointed Positions.* The Board may appoint members in good standing to positions serving the organization. Such appointments may include the positions of Varsity Coordinator, Junior Varsity Coordinator and Developmental Team Coordinator.

Section 4: Manner of Acting; Quorum and Voting. Official actions of the Board are those actions which are made at a duly noticed meeting by a quorum of the Board, unless otherwise provided for by the Board or specified in these Bylaws A quorum shall consist of a simple majority of the total number of officers elected or appointed to serve as officers. A Board member may vote in absentia on a motion but may not vote by proxy.

Section 5: Election and Terms of Office. Candidates considering a position on the Board must have child(ren) attending Webster Groves High School and rostered on a Skatesmen team during the upcoming season. Upon the creation of the Board (including current terms served) the President and Treasurer shall be elected to a three-year term, the Vice President and Secretary to a two-year term, and Special Events Chair to a one-year term. Elected officers may not serve more than four years on the Board.

Section 6: Resignations. Any resignation is to be made in writing to the President or Secretary. The resignation will be considered official when accepted by the Board at the meeting after which such resignation is tendered.

Section 7: Removal. Any officer may be removed by the Board for conduct detrimental to the club. Any motion to remove a Board member must be made at a duly noticed meeting of the Board, and the Board member subject to removal shall have the right to speak and present evidence in opposition to the motion. Removal of an officer must be by at least a vote of two-thirds of the officers attending the meeting at which a vote to remove is taken.

Section 8: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

Section 9: Compensation. Officers shall not receive any compensation for their service as Officers. Officers shall not be precluded from serving the WGS HC in any other capacity and receiving compensation therefore, provided any compensation so paid will be with the written approval of the majority of the Board, excluding said officer.

ARTICLE V Coaches

Section 1: Coaches Requirements and Accountabilities. All coaches in the WGS HC must attain the appropriate level of coaching certification and submit to a background check as mandated by MSCHA and USA Hockey, Inc. Coaches are not allowed to serve as club officers or Board members. All coaches are responsible for their

conduct on and off the ice, as well as the conduct of their teams, and are responsible and accountable to the Club's Board of Directors.

Section 2: Coaching Selection and Management. The Webster Groves High School Hockey Club Alumni Association (AA) is responsible for recruiting, interviewing, selecting, evaluating, retaining and dismissing the coaching staff for all WGS HC teams, including the maintenance and renewal of coaching contracts. The AA is responsible for ensuring that all program objectives are established and clearly communicated by the coaching staff to the players and parents or legal guardian. The AA will conduct in-season and year-end coaching evaluations. The WGS HC is responsible for payment of any agreed upon salaries. The AA will interact with the Club President throughout the season regarding all matters relevant to the coaching staff and program.

ARTICLE VI Contracts, Checks, and Deposits

Section 1: Contracts. By majority vote, the Board may authorize the President or the Treasurer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by the President or the Treasurer. All expenditures within the budget need not separately approved for payments. Organizational expenses outside the budget exceeding \$500 must be approved by the Board.

Section 3: Deposits. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board may determine appropriate.

ARTICLE VII Fines

Players and coaches are responsible for their own fines, and if fines are levied upon the club for the coach's or player's conduct, such coach or player must repay the club for such fines, fees, or other charges in order to remain in good standing and eligible to participate in games, practices, and other club activities.

ARTICLE VIII Annual Club Fees

The Club will determine and assess fees as required to cover the costs of projected ice time, league fees and other Club expenses. Each player on the Varsity/Junior Varsity or Development Team roster will be required to pay this fee in full or according to the outlined timeframe as a condition of good standing to participate in games, practices, and other club activities. The Board may approve discounted club fees upon application and showing of hardship.

ARTICLE IX Fundraising

The club may engage in fundraising to raise money for hockey, administrative, or other organizational purposes. The Board shall approve all club fundraising efforts. Once approved, all club members are required to participate or take a buy-out if one is offered in order to remain in good standing. In a fundraising event that

permits offset of individual player fees, any funds raised in excess of a player's fees will be tendered to the club, and will not be returned to the member or offset against future year fees and related hockey costs.

ARTICLE X Governing Rules

The club is governed by rules promulgated by USA Hockey, Mid-States High School Hockey Association, and the rules, regulations, and policies enacted by the Board of Directors. All club members are required to abide by these rules, and their membership may be terminated by the Board for failure of compliance. In any conflict between Club rules and MSCHA rules, the latter will take precedence. To be in good standing, each year every coach, player and at least one player's parent or legal guardian must sign and attest that they understand and agree to follow the club's policies and procedures, a copy of which will be provided to each coach, player and parent or legal guardian.

ARTICLE XI Fiscal Year

The fiscal year of the organization shall begin on the first day of May in each year and end on the last day of April in each year.

ARTICLE XII Termination

In the event of the liquidation or dissolution of the Club for whatever reason, none of the assets of the Club shall be distributed to any of the officers of the Club. In the event of such termination, all liabilities and obligations shall be resolved. Any remaining assets shall be donated to a non-profit organization engaged in ice hockey. The recipient will be chosen by the officers of the Board.

ARTICLE XIII Exoneration of Personal Liability

Each person who acts as an Officer of the WGSHC shall be indemnified by the WGSHC against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they made a party by reason of having been an Officer of the WGSHC, except or relating to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for willful misconduct of the performance or his or her duties.

The right of indemnification provided herein shall inure to each Officer, regardless of whether they are an officer at the time such costs or expenses are imposed or incurred This right shall survive the death of an officer and shall extend to his or her legal representatives.

ARTICLE XIV Amendment of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws adopted at any duly noticed meeting of the General Membership convened for such purpose. To be approved, an amendment must receive at least two thirds of the votes of all votes cast by members in good standing who are present and voting at the meeting. There shall be no proxy voting for proposed amendments to the Bylaws. Amendments go into effect immediately upon approval by the Membership, unless otherwise provided by the Amendment.