

2024

# ARIZONA AMATEUR HOCKEY ASSOCIATION

## BYLAWS



Amended and Restated April 16<sup>th</sup>, 2024

# Arizona Amateur Hockey Association

## Amended and Restated Bylaws

### Table of Contents

Article I. Organization and Purpose .....	5
Section 1.01 Name. ....	5
Section 1.02 Purpose. ....	5
Section 1.03 Place of Business. ....	5
Section 1.04 Fiscal Year. ....	5
Section 1.05 Books and Records. ....	5
Article II. Membership .....	2
Section 2.01 Defined. ....	2
Section 2.02 Application. ....	2
Section 2.03 Good Standing. ....	3
Section 2.04 Voting Rights. ....	4
Section 2.05 Suspension, Termination, or Forfeiture. ....	4
Section 2.06 Jurisdiction. ....	5
Section 2.07 Non-Transferability of Membership. ....	5
Section 2.08 Allied Member Organization.....	5
Article III. Registration Fees, Dues and Sanctions .....	6
Section 3.01 Fees. ....	6
Section 3.02 Sanctions. ....	6
Section 3.03 Fee Schedules.....	6
Article IV. Meetings of This Affiliate.....	6
Section 4.01 Regular Meetings.....	6
Section 4.02 Annual Meetings.....	7
Section 4.03 Special Meetings.....	7
Section 4.04 Notices. ....	7
Section 4.05 Waiver of Notice.....	7
Section 4.06 Quorum. ....	8
Section 4.07 Informalities and Irregularities.....	8
Section 4.08 Power to Act Notwithstanding Vacancies. ....	8
Section 4.09 Action Without a Meeting. ....	8
Section 4.10 Meeting by Conference Telephone. ....	8
Section 4.11 Voting Procedures.....	9
Section 4.12 Organization. ....	9
Section 4.13 Proxy Voting. ....	9
Section 4.14 Place of Meeting. ....	9
Article V. Board of Directors .....	9
Section 5.01 Directors. ....	9
Section 5.02 Nomination and Election of Directors. ....	11

Section 5.03	Expiration of Terms.....	12
Section 5.04	Filling of Vacancies.....	12
Section 5.05	Additional Powers of the Board. ....	13
Section 5.06	Conflicts of Interest. ....	13
Section 5.07	Contracts; Checks; Deposits; Funds. ....	14
Article VI.	Officers.....	14
Section 6.01	Election or Appointment. ....	14
Section 6.02	President.....	14
Section 6.03	Vice President. ....	15
Section 6.04	Secretary. ....	15
Section 6.05	Treasurer. ....	15
Section 6.06	Filling of Vacancies.....	16
Article VII.	Committees.....	16
Section 7.01	Executive Committee. ....	16
Section 7.02	Finance Committee. ....	17
Section 7.03	Policy Committee.....	17
Section 7.04	Nominations Committee. ....	17
Section 7.05	Disciplinary Committee.....	17
Section 7.06	Player Development Committee. ....	18
Section 7.07	Hockey Operations Committee.....	18
Section 7.08	Office of Affiliate Counsel. ....	19
Section 7.09	Girls/Female Hockey Committee. ....	20
Section 7.10	Adult Hockey Committee. ....	20
Section 7.11	Coaching Development Committee.....	20
Section 7.12	Tournament Committee.....	21
Section 7.13	Officials Committee.....	21
Section 7.14	Tier I Selection Committee. ....	21
Section 7.15	Hockey Hall of Fame Committee. ....	22
Section 7.16	Diversity, Equity, and Inclusion (DEI) Committee. ....	22
Article VIII.	Requirements of USA Hockey, Inc.....	22
Section 8.01	USA Hockey, Inc. Preeminence.....	22
Section 8.02	Indemnity. ....	23
Section 8.03	Equal Opportunity.....	24
Section 8.04	Resolution of Grievances. ....	24
Section 8.05	Abuse. ....	24
Section 8.06	Tax Status.....	24
Section 8.07	Member Agreement. ....	24
Article IX.	Indemnity and Insurance.....	24
Section 9.01	Indemnification of Directors and Officers. ....	24
Section 9.02	Liability Insurance. ....	25
Section 9.03	Directors and Officers Insurance. ....	25
Article X.	Contracts and Finances .....	25
Section 10.01	Execution of Contracts. ....	25

Section 10.02 Loans. ....	25
Section 10.03 Checks and Drafts. ....	25
Section 10.04 Deposits. ....	26
Section 10.05 Dealing with Interested Parties. ....	26
Section 10.06 Bank Accounts. ....	26
Article XI. Liquidation .....	26
Article XII. Amendments. ....	27
Section 12.01 Bylaws. ....	27
Section 12.02 Articles of Incorporation. ....	27
Article XIII. Effective Date. ....	27
Article XIV. Miscellaneous .....	27
Section 14.01 Successors. ....	27
Section 14.02 Articles of Incorporation. ....	27
Section 14.03 Seal. ....	27
Section 14.04 Publication. ....	28
Section 14.05 Parliamentary Authority. ....	28
Certification. ....	28

## **Article I. Organization and Purpose**

### **Section 1.01 Name.**

The Arizona Amateur Hockey Association, Inc, ("Affiliate" or "AAHA") is the recognized Affiliate of USA Hockey for the State of Arizona. AAHA is a non-profit corporation organized and operated under the Arizona Non-Profit Corporation Act, as codified at Arizona Revised Statutes §§ 10-3101, *et seq.* To the extent a subject matter is not covered in these Bylaws or in the AAHA Articles of Incorporation (as amended), AAHA shall follow the default provisions of the Arizona Non-Profit Corporations Act.

### **Section 1.02 Purpose.**

The purposes of the Affiliate are to govern and promote amateur ice hockey within the State of Arizona.

### **Section 1.03 Place of Business.**

The place of business of this Affiliate in the State of Arizona shall be at the address of its statutory agent for service of process or such other place as the Board of Directors shall determine from time to time. This Affiliate may have such offices, within the State of Arizona, and may conduct its business at such other places, as the Board of Directors shall determine from time to time.

### **Section 1.04 Fiscal Year.**

The fiscal year of the Affiliate shall be determined by resolution of the Board of Directors and may be changed from time to time at the discretion of the Board of Directors. After the adoption of these Amended and Restated Bylaws the fiscal year shall be a fiscal year commencing on **April 1** and ending **March 31**.

### **Section 1.05 Books and Records.**

AAHA shall keep all records required under A.R.S. § 10-11601, including but not limited to correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Members. The books and records of AAHA may be inspected for the purposes stated, and at a reasonable time and upon notice, in A.R.S. § 10-11602. In addition, the right to inspect shall be further limited and governed by A.R.S. § 10-11605.

## **Article II. Membership**

### **Section 2.01 Defined.**

The membership of the Affiliate shall be composed of the following Members,  
any class of which shall constitute a "Member" as used in these Bylaws:

Voting Member Organizations:

Ice Hockey Facility Member – any facility registered with AAHA that hosts ice hockey events sanctioned by USA Hockey.

Member Organizations – any organization conducting the sport of ice hockey at any level that registers all of its teams as Registered Member Teams of Affiliate.

Non-Voting Member Organizations:

Officiating Member Organization – any organization registered with AAHA comprised of officials who are sanctioned to officiate USA Hockey-sanctioned ice hockey events.

Registered Members/Registered Participant Members – any youth or adult registered and in good standing with USA Hockey and AAHA who resides in the State of Arizona.

Allied Member Organization – any organization conducting the sport of ice hockey at any level that registers all of its teams as Registered Member Teams of Affiliate.

### **Section 2.02 Application.**

- (a) Registered Members/Registered Participant Members. Membership may be acquired by completing the USA Hockey, Inc. registration.
- (b) Ice Hockey Facility Members/Member Organizations/Officiating Member Organizations/Allied Member Organizations. Membership in this Affiliate may be acquired by written application to the AAHA Board. The application must include:
  - (i) The membership application fee as set in the Affiliate's schedule of fees;
  - (ii) Copies of the applicant's Articles of Incorporation and current Certificate of Good Standing from the Arizona Corporation Commission (No more than one approved applicant may operate under the same Arizona Corporation Certificate of Good Standing);
  - (iii) Copies of the applicant's Bylaws;

- (iv) Copies of the applicant's Rules and Regulations and/or Policies and Procedures (This documentation must contain provisions to abide by all AAHA and USAH policies)
  - (v) 501c3 determination letter (if applicable);
  - (vi) Any other documents that describe the programs that the applicant will operate (if applicable);
  - (vii) A written statement expressing the applicant's request for membership;  
and agreement to comply with and adhere to the provisions of all Bylaws and all Rules and Regulations of USA Hockey, Inc. and this Affiliate;
  - (viii) Member Organization and Ice Hockey Facility Member applicants shall show evidence of fiscal responsibility; evidence of an adequate base of volunteers, including properly certified coaches to oversee and manage the proposed ice hockey program; adequate ice available for scheduled practices and games of the member teams; and a tentative schedule of games and practices for the teams it proposes to field, together with the requirements of this Section 2.02; and
  - (ix) A signed agreement as outlined in Section 8.07.
- (c) Action. Upon submission of an application under Section 2.02(b), the Executive Committee will review the application and, provided that it is complete, present it to the entire Board of Directors, at the next regularly scheduled Board of Directors meeting for review. The vote to approve or deny the application will be at the next regularly scheduled meeting. (I.e. If the EC presents the application to the Board in **January**, the vote will occur at the **February** BOD meeting). If the application is accepted by the Board, the new Member will be allowed to elect one (1) non-voting Director for a probationary period of one entire hockey season. At the Annual Meeting following said season if the Organization has more than 125 rostered team members and is in Good Standing, the Organization will be allowed a voting director. All current voting Member Organizations of the AAHA Board of Directors shall be grandfathered at the time of adoption of this proposal. Should the number of registered members fall below 125, the Member Organization shall be placed on a two-year probation to re-gain the minimum 125 registered members. During the two-year probation, the Member Organization shall retain voting rights privileges. The Board of Directors shall have the right to refuse any membership application for good cause.

### **Section 2.03 Good Standing.**

- (a) Unless provided otherwise herein or in the Affiliate's Policies and Procedures, any Member in good standing with this Affiliate shall be

entitled to exercise all rights and privileges as that status may accord. Notwithstanding anything to the contrary herein, in order to be a Member in good standing with this Affiliate, a Member must also be a Member in good standing with USA Hockey, Inc.

- (b) Good standing is dependent upon the full and timely payment of annual dues, fees, and other amounts required by AAHA. The Board of Directors may determine from time to time the amount of annual dues, if any, payable to AAHA by its Members as set forth in Article III. Failure to pay any such amounts may result in suspension of membership pursuant to A.R.S. § 10- 3621 or termination, and the Board of Directors may enter into payment arrangements in such circumstances and under such terms as it may deem reasonable and appropriate.
- (c) To be in good standing means the Member Organization has followed all of USA Hockey policies and procedures, as well as all of the AAHA policies and procedures and has adhered to all stipulations included in the Member Organization Agreement.

#### **Section 2.04 Voting Rights.**

Members that are in good standing with the Affiliate shall have certain voting rights in this Affiliate relating to the election of Directors as provided in Article V.

#### **Section 2.05 Suspension, Termination, or Forfeiture.**

- (a) Grounds. Membership in this Affiliate shall be subject to suspension or forfeiture in the event of a failure to comply with any of the requirements, decisions, or Playing Rules of:
  - (i) USA Hockey, Inc.;
  - (ii) Any regional or district governing authority of USA Hockey, Inc.;
  - (iii) This Affiliate;
  - (iv) The Member Organization through which a team or person is registered;
  - (v) Section 8.07 of these Bylaws; and
  - (vi) Section 10.05 of these Bylaws.
- (b) The discovery of grounds for the suspension or forfeiture of the membership of any Member, team, organization, or person subject to the jurisdiction of this Affiliate shall subject such Member, team, organization, or person to suspension, forfeiture, or termination of its membership in this Affiliate or to suspension, forfeiture, or termination of any or all of their rights and privileges to play for, participate in the affairs of, or otherwise associate with this Affiliate or any Member.

- (c) Any action taken by this Affiliate with regards to suspension or forfeiture shall be in accordance with all applicable Bylaws, Rules and Regulations, Policies and Procedures, and other governing documents of USA Hockey, Inc. and of this Affiliate. In any proceeding involving a suspension for failure to comply with or involving a violation of the Bylaws or Playing Rules of any of the above-named entities, the Board of Directors may take action by a majority vote. In any forfeiture proceeding under this Section 2.05, the Board of Directors may take action only by a two-thirds majority vote of the full Board of Directors.

#### **Section 2.06 Jurisdiction.**

Pursuant to its agreement with USA Hockey, Inc., the Affiliate shall have delegated to it jurisdiction over all USA Hockey amateur ice hockey in the State of Arizona, except Juniors and Collegiate. Except as provided by USA Hockey, Inc., all of the following are subject to the jurisdiction of this Affiliate:

- (a) USA Hockey Registered Member Teams, players, coaches and team officials of any Registered Member Team, Member Organization, and members of Member Organization.
- (b) USA Hockey amateur ice hockey games played within the State of Arizona.
- (c) USA Hockey players, team officials and off-ice officials participating in any such game.

#### **Section 2.07 Non-Transferability of Membership.**

Membership in AAHA, along with any membership rights, may not be transferred nor assigned unless approved in writing by the Board of Directors.

#### **Section 2.08 Allied Member Organization**

Allied Membership may be granted to organizations by completing a Member Organization Application and upon approval by a majority of the Board of Directors. Upon receipt of a completed application for Allied Membership, the Executive Committee shall review the application at its next regularly scheduled meeting and provide a recommendation for approval/rejection to the Board of Directors. Allied Members have no voting rights in AAHA. Allied Membership may be converted to a Voting Member Organization after a minimum of one playing season has been completed and once the following requirements have been met:

- (i) Allied Member Organization has a minimum of one hundred twenty five (125) registered rostered members,
- (ii) Teams participate in a minimum of fifteen (15) games per hockey

season.

(iii) The Allied Member Organization has followed all of the Policies, Procedures, and Bylaws of AAHA.

AAHA may charge a separate fee for an Allied Membership following the process set forth in Article III, Section 3.01. The Allied Member Organization shall execute an Allied Member Agreement prior to participating in any AAHA events or activities.

## **Article III. Registration Fees, Dues and Sanctions**

### **Section 3.01 Fees.**

The Board of Directors may establish annual reasonable registration fees for membership in this Affiliate and, in addition to any such registration fee, such other Member, individual, team travel, or membership fees/dues as the Board of Directors shall deem appropriate from time to time.

### **Section 3.02 Sanctions.**

Any Member that fails to pay the established registration fees or dues within thirty (30) days after they have become due and payable shall become subject to suspension from this Affiliate. The continuing failure to pay the required registration fees or dues within ninety (90) days after they have become due and payable will result in an automatic loss of membership in this Affiliate.

### **Section 3.03 Fee Schedules.**

On or before May 1st of each year, or at such other times as may be requested by USA Hockey, the Treasurer shall report in writing to the Executive Director of USA Hockey the complete schedule of all fees and dues charged by this Affiliate. All fees and dues charged by this Affiliate shall be subject to the approval of USA Hockey.

## **Article IV. Meetings of This Affiliate**

### **Section 4.01 Regular Meetings.**

A regular meeting of the Board of Directors shall be held as soon as reasonably practical after the adjournment of the Annual Meeting of the Affiliate. Additional regular meetings of the Board of Directors may be held at such times and places as the Board of Directors may determine. Once a regular meeting has been scheduled, it may not be postponed, cancelled, or moved to another location without the consent of the number of Directors that would be required to constitute a quorum of the Board of Directors. The request to postpone, cancel, or move the

meeting may be made by any member of the Board of Directors to the Secretary, who will request the consent of the members of the Board of Directors. Such consent may be requested and given via mail, telephone, or electronic mail. The Secretary will then inform the Board of Directors of the outcome. Any postponement, cancellation or change of location must be confirmed no less than 48 hours prior to the original scheduled time.

#### **Section 4.02 Annual Meetings.**

This Affiliate shall have an Annual Meeting during the month of **April** at a time and place set by the Board of Directors. At the Annual Meeting, the Members shall seat Directors as described in Article V. The newly seated

Board of Directors will elect officers for the corporation as described in Article VI.

#### **Section 4.03 Special Meetings.**

Special Meetings of this Affiliate may be held whenever and wherever called for by the President, the Vice President acting in the absence of the President, or by any two of the executive Officers. Special Meetings may also be called by a written request from a majority of the Board of Directors or from a majority of the Registered Members. Any written demand by for a special meeting shall state the purpose or purposes of the proposed meeting and shall be provided to the Board sufficiently before the proposed meeting date so as to allow the Secretary to provide notice as is required by Section 4.04. The business to be conducted at any Special Meeting of this Affiliate shall be limited to the purposes specified in the notice thereof, and to such additional matters as the chairman of the Special Meeting of this Affiliate may rule to be germane to such purposes.

#### **Section 4.04 Notices.**

Not less than fifteen (15) and not more than forty-five (45) days (inclusive of the date of the meeting) before the date of any meetings of this Affiliate, the Secretary or any other Officer of this Affiliate shall post on the AAHA website setting forth the time, place, and general purpose of the meeting. All notices shall be sent electronically to all of the Board of Directors of this Affiliate, at their last email address as shown on the records of this Affiliate. Any notice transmitted to a Member Organization Director shall constitute notice to all Registered Members registered with USA Hockey, Inc. through that Members Organization.

#### **Section 4.05 Waiver of Notice.**

Any Member or Director may waive notice of any Meeting of this Affiliate (or any adjournment thereof) at any time before, during, or after it is held provided such waiver is in writing. Attendance of a

Member or Director at a meeting of this Affiliate shall constitute its waiver of call and notice of such meeting (and any adjournment thereof).

#### **Section 4.06 Quorum.**

At any meeting of this Affiliate, the presence of a majority of the duly elected Directors at the meeting shall constitute a quorum. In the absence of a quorum, any regular or special of this Affiliate may be adjourned by the chairman without notice other than announcement thereof at the meeting, until a quorum is formed. Once a quorum has been formed at any regular or special meeting of this Affiliate, the Directors remaining in attendance may continue to transact business until adjournment, notwithstanding the departure of enough Directors to leave less than a quorum. If an adjournment is for more than thirty (30) days, a new notice of the meeting shall be given. A quorum of Members need not be present or represented by proxy in order

to conduct the Annual Meeting provided that each Ice Hockey Facility Member and Member Organization certify that its Directors were elected in a process compliant with both Article V of these Bylaws and any governing documents of such Ice Hockey Facility Member and Member Organization.

#### **Section 4.07 Informalities and Irregularities.**

All informalities and irregularities in the call or notice of a meeting of this Affiliate or in the areas of credentials, quorums, voting, and similar matters shall be waived if no objection is made at the meeting.

#### **Section 4.08 Power to Act Notwithstanding Vacancies.**

Pending the filling of vacancies in the Board of Directors, a majority of the current number of Directors may exercise the powers of the Board of Directors.

#### **Section 4.09 Action Without a Meeting.**

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to such action. Such consent may be executed in counterparts and shall have the same effect as a unanimous vote of the Directors at a duly convened meeting.

#### **Section 4.10 Meeting by Conference Telephone.**

Any Director may participate in **up to two meetings** of the Board of Directors by means of a conference telephone, video conferencing, or other similar communication equipment whereby all Directors participating in such meeting can hear and speak to one another. **If the**

full board meets via video conference, or if a Member Organization is greater than 75 miles distance away, it will not count against the Member's or Director's video attendance count.

#### **Section 4.11 Voting Procedures.**

Each Director in attendance at a Board of Directors meeting (except for any Ex Officio, At Large, or other non-voting Director) shall have one (1) vote. At all meetings of the Board of Directors or any committee, voting shall be by voice vote, unless the participating Directors decide on a ballot. A decision at a meeting of the Board of Directors or a committee shall be made by a majority of votes cast, unless otherwise required by these Bylaws or any provision of the Policies and Procedures of this Affiliate. The President shall only vote in the case of a tie.

#### **Section 4.12 Organization.**

At each meeting of the Affiliate, the President shall preside as chair of such meeting. If the President is absent the Vice President shall chair the meeting. In the absence of either officer the Board may appoint a Chair to preside. The Secretary shall keep the minutes thereof. At the Annual Meeting, once a new President is elected, if present, he or she will become chairman of such meeting. At the Annual Meeting, if a new Secretary is elected, if present, he or she will assume the duties of Secretary immediately.

#### **Section 4.13 Proxy Voting.**

Directors may attend meetings of the Board of Directors by proxy to another voting Director of the Board. Any proxy shall be made in writing and signed by the Director giving such proxy and shall state with specificity the person to exercise such proxy. Any proxy must contain the date of the meeting at which it is to be exercised and shall be presented to the presiding officer prior to the meeting at which it is to be exercised. Proxy voting shall not be allowed at Special or Annual meetings. Proxy voting shall not be permitted on any issue involving the amendment of the AAHA Bylaws. A Director may only have one proxy per meeting. A Director may only vote by proxy for two (2) consecutive meetings, after which that Director will have no vote and will be removed as a Director.

#### **Section 4.14 Place of Meeting.**

All meetings shall take place at such times and places as the Board of Directors may determine.

### **Article V. Board of Directors**

#### **Section 5.01 Directors.**

The affairs of this Affiliate shall be governed by a Board of Directors

who, once seated, represents all of the Members. There shall be no less than three (3) Directors. The Directors shall be appointed or elected, as provided below, to serve terms of two (2) years commencing/ending upon the date of the Annual Meeting. All Directors shall abide by Section 10.05 of these Bylaws. The Board of Directors shall be constituted as follows:

- (a) Facility Directors. Each Ice Hockey Facility Member, regardless of the number of its sheets of ice, shall be represented by one (1) Facility Director. Facility Directors shall be voting directors. The number of voting Facility Directors shall not be adjusted during the season, but newly approved Ice Hockey Facility Members may seat a non-voting Director as described in Section 2.02(c). Each Facility Director shall be appointed by the subject Ice Hockey Facility Member. Notwithstanding the foregoing, in the event the Ice Hockey Facility Member also conducts hockey operations with enrolled participant members of USA Hockey, the Ice Hockey Facility Member must elect its Facility Director in a representative democratic election process pursuant to the then operative USA Hockey Bylaws and any consistent AAHA Bylaws.
- (b) Member Organization Directors. Each approved Member Organization registering more than 125 rostered (a team member is registered by a team) team members shall be represented by one (1) Member Organization Director who shall represent the members of the Member Organization. Member Organization Directors shall be voting directors. All current voting Member Organizations of the AAHA Board of Directors shall be grandfathered at the time of adoption of this proposal. Should the number of registered members fall below 125, the Member Organization shall be placed on a two-year probation to re-gain the minimum 125 registered members. During the two-year probation, the Member Organization shall retain voting rights privileges. The number of voting Member Organization Directors shall not be adjusted during the season, but newly approved Member Organizations may seat a non-voting Director for a period of one entire hockey season, as described in Section 2.02(c). Each Member Organization Director shall be elected by the members of that Member Organization in a representative democratic election process pursuant to the then operative USA Hockey Bylaws and any consistent AAHA Bylaws. For purposes of electing a Member Organization Director, each Member who has registered and paid for on-ice and scheduled activities within such Member Organization shall be entitled to one (1) vote, regardless of how many registered activities that Member has participated in with the subject Member Organization. A Member who has registered and paid for on-ice and scheduled activities within multiple Member Organizations shall be entitled to one (1) vote in the election conducted by each such Member Organization.
- (c) Each Member Organization or Ice Hockey Facility Member may also elect an additional non-voting representative who will assist the voting Director and be subject to the rules as outlined in subsection (f) below pertaining to At- Large Directors.

- (d) Officiating Directors. Each Officiating Member Organization, regardless of its number of constituent officials, shall be represented by one (1) Officiating Director. Officiating Directors shall be non-voting directors. Each Officiating Director shall be appointed by the subject Officiating Member Organization.
- (e) Ex Officio Directors. All USA Hockey, Inc. officials and representatives appointed, elected, or employed by or through USA Hockey, Inc. for the primary purpose of assisting this Affiliate and its Members in carrying out the purposes of USA Hockey, Inc. shall be Ex Officio Directors. Ex Officio Directors shall not be entitled to vote on any matter and shall not be counted for purposes of determining a quorum or the result of any vote. However, Ex Officio Directors concurrently serving as a voting Director for a Member Organization shall be allowed to vote on behalf of that Member Organization as its Member Organization Director. By way of example, such Ex Officio persons shall include but are not limited to:
  - (i) Arizona Associate Registrar;
  - (ii) Arizona Supervisor of Officials;
  - (iii) Arizona Coaching Education Program Director;
  - (iv) Arizona ADM Program Administrator; and
  - (v) Arizona Safesport Coordinator.
- (f) At Large Directors. The Board of Directors of this Affiliate may appoint At Large Directors. The immediate Past President of AAHA shall be among the At Large Directors. At Large Directors are people from the community whom the Board determines would be able to provide assistance in the governing of the affairs of this Affiliate but would not otherwise be eligible to be a member of the Board of Directors. At Large Directors shall not be entitled to vote on any matter or be counted for purposes of determining a quorum. At Large Directors shall have a term of one (1) year, commencing on the date of their appointment.
- (g) Allied Member Directors. Each Allied Member Organization, regardless of its number of constituent members, shall be represented by one (1) Director. Allied Member Directors shall be non-voting directors. Each Allied Member Director must elect its Allied Member Director in a representative democratic election process pursuant to the then operative USA Hockey Bylaws and any consistent AAHA Bylaws.

## **Section 5.02 Nomination and Election of Directors.**

Unless appointment is permitted under Section 5.01, each Member that qualifies for a voting Director as determined by Section 5.01 shall conduct a representative democratic election process to elect its Director. The election shall be held prior to the Annual Meeting.

Although each Member is required to establish its own specific election process, AAHA considers democratic elections to generally conform to the following rules:

- (a) **Announcement of Candidates.** A slate of candidates must be announced in writing to the membership at least two (2) weeks prior to the election.
- (b) **Election.** The candidates for Directors shall be elected as Directors in descending order according to the number of votes received by each candidate.
- (c) **Voting Eligibility.** Each Registered Member registered with USA Hockey through a Member Organization shall be eligible to vote for the Director of that Member Organization. Each Registered Member shall have one (1) vote.
- (d) **Manner of Casting Votes.** Each vote is cast by Registered Members. Written ballots signed by the Registered Members or electronically cast ballots must be presented so that a verifiable count of the votes cast can occur as requested by this Board.

### **Section 5.03 Expiration of Terms.**

- (a) The terms of the Directors shall begin and end upon the dates of Annual Meetings. Upon confirmation of newly elected Directors, the outgoing Directors are no longer considered a voting Director.
- (b) If a Director fails to maintain good standing in the membership of its constituent during his/her term, such Director shall be removed, and the vacancy filled pursuant to Section 5.04.
- (c) A Director who does not attend more than two (2) consecutive Board meetings and/or appoints a proxy for more than two (2) consecutive Board meetings shall be removed as a Director and the vacancy filled pursuant to Section 5.04.
- (d) A Director who does not attend three (3) Board meetings (whether consecutive or not) within their two-year elected term shall be removed as a Director and the vacancy filled pursuant to Section 5.04.
- (e) Notwithstanding the above, the Executive Committee may excuse a Director for non-compliance with subsections (c) and (d) for good cause shown.

### **Section 5.04 Filling of Vacancies.**

If an elected Director ceases to serve as a Director, his/her successor shall be the candidate receiving the next highest number of votes in descending order in accordance with Section 5.02(b) of these Bylaws and will serve the remainder of the original Director's term. In the

event that the vacancy cannot be filled pursuant to 5.02(b), a new election shall be held in accordance with 5.03. If an appointed Director ceases to serve as a Director, his/her successor shall be appointed and will serve the remainder of the original Director's term.

#### **Section 5.05 Additional Powers of the Board.**

In addition to the other powers stated herein or provided for by law, the Board of Directors by majority vote shall have the power to:

- (a) Exercise all power, authority, rights, privileges, and jurisdiction vested in or delegated to this Affiliate by USA Hockey, Inc.
- (b) Formulate, prescribe, alter, and amend these Bylaws and the Policies and Procedures for the government of this Affiliate.
- (c) Appoint and remove any Officer of this Affiliate and define, restrict, enlarge or otherwise modify the powers and duties of any Officer of this Affiliate at any time.
- (d) Appoint committees or otherwise employ individuals for the handling of special or specified business.
- (e) Appoint an Executive Committee, which shall consist of the Officers of this Affiliate, which shall have the authority to act on behalf of the Board of Directors in managing day-to-day activities and shall report to the Board of Directors any actions taken.
- (f) Dissolve or overrule any decision or action of any committee appointed by the Board of Directors.
- (g) Establish and define the rules and laws of amateur hockey for all amateur hockey competition subject to the jurisdiction of this Affiliate, as a supplement to the rules and laws of amateur hockey established and defined by USA Hockey, Inc.; and
- (h) Upon at least 14 days' notice, have reasonable access during regular business hours to the Articles of Incorporation, Bylaws, books, vouchers, receipts, records, and Policies of any Member Organization for purposes consistent with the Affiliate's responsibilities under USA Hockey's rules and policies.

#### **Section 5.06 Conflicts of Interest.**

As set forth more fully in a separate policy, the Board of Directors shall avoid entering into transactions under a conflict of interest whenever another reasonable alternative is available. The Board may not, in any event, enter into a conflicted party transaction as defined in Arizona Non-Profit Corporations Act unless it is approved by at least two-thirds (2/3) of the non- conflicted Directors with notice of the transaction and the nature of the conflict(s). The Board of Directors must find (taking into account their duties under the law) that the conflicted party transaction is in the best interests of AAHA notwithstanding the conflict.

In doing so, the Board must document in the AAHA minutes the due diligence it undertook, including the facts and circumstances considered at the time of the Board's decision.

### **Section 5.07 Contracts; Checks; Deposits; Funds.**

The Board of Directors may authorize any officer(s) or agent(s), in addition to the officers so authorized under these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AAHA, and such authority may be general or confined to specific instances. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of AAHA shall be signed by such officer(s) or agent(s) of AAHA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President. All funds of AAHA are to be deposited to the credit of AAHA in such banks, trust companies, or other depositories as the Board of Directors may select.

## **Article VI. Officers**

### **Section 6.01 Election or Appointment.**

Immediately after the seating of new Directors at the Annual Meeting, the Board of Directors, by majority vote, shall elect a President, Vice-President, Secretary, Treasurer, and such other Offices as may be vacant at such time from among the seated voting Directors. Upon election of the President of this Affiliate, the President shall vacate his/her seat as Director, and a successor Director shall be immediately seated in accordance with Section 5.04 of these Bylaws. All other Officers shall continue serving as Director concurrently with the term of the Office. The term of all Offices shall be two (2) years and staggered as noted below and commencing and concluding at the Annual Meeting. Beginning in 2020, the President and Treasurer shall be elected to a 2-year term and thereafter shall be elected in all even numbered years. In 2020, the Vice-President and Secretary shall be elected to a 1-year term and beginning in 2021, these two officer positions shall be elected to 2-year terms in all odd numbered years. Notwithstanding such term, except for the President, no Officer may continue serving in an Office if such Officer ceases to be a voting Director, for any reason, during the term of Office. No person may hold more than one Office. All Officers are eligible for reelection provided that such individual is a seated and voting Director at the time of election.

In the case of a tie, if there are more than two candidates, there will be a runoff election between the two candidates with the most votes. If the runoff is tied, the President shall cast the deciding vote, if he or she has been elected. If a President has not been elected, the runoff election shall be repeated until a candidate is elected.

### **Section 6.02 President.**

The President shall supervise the affairs and business of the Affiliate and the performance by all of its Officers of their respective duties, subject to the control of the Board of Directors. Unless otherwise specified by resolution of the Board of Directors, the President shall be the proper officer to represent and to cast any vote for this Affiliate at any meeting or function of USA Hockey, Inc. or any regional or district governing authority thereof which requires or allows for the representation of this Affiliate. The President shall sign all contracts, agreements, waivers, consents, and other legal documents on behalf of this Affiliate. When present, the President shall preside over all meetings of this Affiliate and all meetings of the Board of Directors.

### **Section 6.03 Vice President.**

The Vice President shall be vested with all the powers and charged with all of the duties of the President in the event of their absence or inability to act.

### **Section 6.04 Secretary.**

The Secretary shall keep and distribute the minutes of all meetings of this Affiliate and of the Board of Directors and all unanimous consents of the Board of Directors and shall see that all notices relating to this Affiliate are duly given in accordance with the provisions of these Bylaws and as required by law. In case of the Secretary's absence or refusal or neglect to act, such minutes may be kept and such notices may be served by any other person designated by the President. The Secretary shall be the custodian of the corporate seal, corporate records, and any other records designated by the President. All records shall be stored on an electronic hard drive belonging to the Affiliate. The Secretary shall certify all resolutions adopted by the Board of Directors, all Bylaws and Policies and Procedures, and all amendments or modifications thereof adopted by the Board of Directors and shall thereupon record the same in the corporate records of this Affiliate.

### **Section 6.05 Treasurer.**

The Treasurer shall keep full and accurate accounts of receipts and disbursements of this Affiliate in books belonging to this Affiliate and shall cause all money and other valuable effects of this Affiliate to be deposited in the name of and to the credit of this Affiliate in such depositories, subject to withdrawal in such manner, as may be designated by the Board of Directors. Monthly financial statements and records shall be reconciled by both the Treasurer and another party as designated by the President or Executive Committee. The Treasurer shall render, at least annually, to the President, the Board of Directors and the Members of this Affiliate an account of all transactions of the Treasurer and of the financial condition of the Affiliate. The Board of

Directors may hire an outside person or firm to assist the Treasurer with the duties outlined above.

### **Section 6.06 Filling of Vacancies.**

If any Officer ceases to serve as an Officer, their successor shall be elected in accordance with Section 6.01 of these Bylaws and will serve the remainder of the original Officer's term.

## **Article VII. Committees**

The Board of Directors may establish standing committees to serve at the direction of the Board of Directors and to further the goals and purposes outlined for each committee.

The committee Chairpersons shall be appointed by the President and their appointments shall be ratified by the AAHA Board at the Annual Meeting.

These committees may propose changes to the Policies and Bylaws for review and consideration by the Board of Directors at any regular or special meeting of the Board noticed for such purpose. Any recommended changes shall be voted upon by the Board of Directors for final approval. No committee may bind AAHA without having such final approval from the Board of Directors.

Any actions taken by a committee are appealable to the AAHA Board as outlined in the AAHA policies.

All voting Directors of the Board must actively participate in at least one (1) of the standing committees in order to maintain their good standing and voting privileges on the Board of Directors. Members and Chairpersons of the committees are not required to be Directors unless otherwise indicated.

Standing committees are established as follows:

### **Section 7.01 Executive Committee.**

- (a) Purpose: To serve as the leadership officers of the AAHA Board. This committee will review any major issues facing the organization and provide strategic direction as well as make preliminary decisions that may be reviewed and ratified by the Board of Directors.
- (b) Membership: This committee shall be comprised of: President, Vice President, Secretary, and Treasurer.

Authority: This committee shall manage all matters as specifically outlined for them by AAHA Policies and Bylaws. Additionally, this committee shall act on behalf of the Board of Directors in managing day to day activities and shall report any actions taken to the Board of

Directors. Matters that arise which are not subject to existing Policy or Bylaws shall be handled by this committee serving in the best interests of all of the AAHA membership. The President shall serve as the Chairperson of this committee.

**Section 7.02 Finance Committee.**

- (a) Purpose: To provide financial oversight for the AAHA Board of Directors.
- (b) Membership: This committee shall be comprised of the AAHA Treasurer, AAHA President, and a minimum of two (2) other AAHA Directors.
- (c) Authority: This committee will collect information from the committees of the AAHA Board. They will analyze the financial needs and prepare a budget to be presented to the AAHA Board for approval and implementation for the next fiscal year. The committee will be responsible for the creation and monitoring of internal controls and accountability procedures.

**Section 7.03 Policy Committee.**

- (a) Purpose: To serve the Board by proposing Policy and Bylaw changes as necessary in response to changes in the law, changes enacted by USA Hockey, and changes requested by committees and Members.
- (b) Membership: This committee shall be comprised of the Chairperson and a minimum of two (2) other AAHA Directors.
- (c) Authority: This committee will prepare and review all proposed policy and Bylaw changes, to confirm compliance with existing AAHA and USA Hockey policies and rules, prior to submission to the AAHA Board for final consideration and vote.

**Section 7.04 Nominations Committee.**

- (a) Purpose: To establish the slate of candidates for vacant Officer positions.
- (b) Membership: This committee shall be comprised of the current Board Secretary and at least two (2) other AAHA Directors.
- (c) Authority: This committee will verify the eligibility of the proposed candidates and collect and distribute that information to the AAHA Board for voting purposes.

**Section 7.05 Disciplinary Committee.**

- (a) Purpose: To investigate disciplinary actions and impose discipline upon any Member to the extent of AAHA's jurisdiction.

- (b) Membership: This committee will be led by the Chairperson and additional committee members will be comprised of at least (3) representatives from Member Organizations. Additional committee members not affiliated with a Member Organization may be appointed to this committee by the Chairperson.
- (c) Authority: This committee shall impose disciplinary action in the form of fines and/or suspensions as outlined by the rules of USA Hockey and AAHA. The Committee, through its Chairperson, is directly responsible to the AAHA Board of Directors in performing its functions, and this committee's decisions may be subject to review by the Board of Directors as provided in the rules and procedures of USA Hockey and AAHA.

#### **Section 7.06 Player Development Committee.**

- (a) Purpose: To serve all of the AAHA membership by working to increase the skill of existing players in addition to promoting the growth of hockey within AAHA and the State of Arizona.
- (b) Membership: This committee shall be a subcommittee of the Hockey Operations Committee and shall be comprised of the Chairperson, a minimum of two (2) other AAHA Directors, and a minimum of two (2) coaches as selected by the Chairperson.
- (c) Authority: This committee shall create an annual player development plan for Arizona that will then be presented to the Hockey Operations Committee and ultimately approved by the AAHA Board of Directors. In addition, this committee shall create an instructional curriculum for the Arizona Player Development/Selection Camp(s).

#### **Section 7.07 Hockey Operations Committee.**

- (a) Purpose: To organize and oversee competitive youth hockey for the State of Arizona and to encourage a continuing drive for the highest standards of excellence and sportsmanship in youth hockey play among AAHA Member Organizations.
- (b) Membership: The Chairperson will be the current AAHA President. The Vice- Chairperson will be the current AAHA Vice President who will act as the secretary of this committee for the purposes of compiling minutes and documenting meetings. Additionally, this committee shall include one Hockey Director representing each AAHA Member Organization plus any additional representatives as determined by the Chairperson. Any Member Organization that does not send a representative (or provide a proxy) to a committee meeting shall forfeit their right to protest any decisions made at that meeting. The committee shall hold a meeting in **June** of each year at which time all Member Organizations will make a final declaration of their Tier I, Tier II, and AZYHL teams. A regular meeting schedule for the upcoming year shall also be established at said **June** meeting. Any changes or additions

to the established schedule shall be communicated to all committee members.

- (c) Authority: The committee shall manage all matters concerning Tier I, Tier II, and the AZYHL.

### **Section 7.08 Office of Affiliate Counsel.**

- (a) As Counsel for AAHA.

The Office of Affiliate Counsel serves as the Chief Legal Officer of AAHA. The Office of Affiliate Counsel represents AAHA in legal proceedings, attends meetings of the Board of Directors and certain committee meetings, has direct access to the Executive Committee, including but not limited to the President, and undertakes such other related tasks as are requested by the Board of Directors and/or President. The Office of Affiliate Counsel functions as an independent authority providing advice and counsel to AAHA, and its officers and directors (to the extent permitted by the governing rules of professional responsibility), regarding all legal matters, including but not limited to regulatory developments and requirements from USA Hockey. The Office of Affiliate Counsel advises the officers and directors on AAHA's governing documents, rules, and other policies and procedures pertaining to the operation of AAHA, including rules, policies, and procedures promulgated by USA Hockey. The Office of Affiliate Counsel reports to the Board of Directors and to the President. The Office of Affiliate Counsel serves at the pleasure of the Board of Directors. The Office of Affiliate Counsel is expected to report to the Board of Directors any concerns regarding the President and other officers to the extent required by the governing rules of professional responsibility. With regard to audits and/or investigations of the President, the Office of Affiliate Counsel reports solely and exclusively to the Board of Directors.

Consistent with the Office of Affiliate Counsel's role in providing advice concerning the rules, policies, and procedures of AAHA and USA Hockey, any Member Organization with a question concerning AAHA's interpretation and/or application of any rules, policies, or procedures promulgated by AAHA or USA Hockey may submit such question, in writing, directly to the President for distribution to the Executive Committee. If the President, after consultation with the Executive Committee, is unable to provide a definitive written answer, the President shall submit the question to the Office of Affiliate Counsel. In such instance, the Office of Affiliate Counsel will respond to the question in writing on behalf of AAHA subject to the governing rules of professional responsibility.

- (b) As Counsel for Member Organizations.

Subject to the governing rules of professional responsibility concerning conflicts of interest, a Member Organization may separately retain the Office of Affiliate Counsel to represent the Member Organization in any

legal matter. If an unanticipated conflict of interest between AAHA and the Member Organization arises thereafter, the Office of Affiliate Counsel shall remain as counsel for AAHA, and the Member Organization shall waive the conflict created by the continued representation of AAHA in the matter. In the event of separate representation of the Member Organization by the Office of Affiliate Counsel, the Member Organization shall be responsible for any incurred fees. In no event will AAHA be financially responsible for any services provided by the Office of Affiliate Counsel to any such Member Organization under this Section 7.08(b).

#### **Section 7.09 Girls/Female Hockey Committee.**

- (a) Purpose: To serve all of the AAHA membership by working to increase the skill of existing female players and also to increase the number of female players within AAHA and the State of Arizona.
- (b) Membership: This committee shall be comprised of a Chairperson together with other appointed members and volunteer members.
- (c) Authority: This committee shall create an annual female player development plan for Arizona that will then be presented to and approved by the AAHA Board of Directors. This committee will make recommendations to the AAHA Board for programs that benefit female hockey players.

#### **Section 7.10 Adult Hockey Committee.**

- (a) Purpose: To serve the AAHA adult membership by working to increase the skill of existing adult players and also to increase the number of adult players within AAHA and the State of Arizona.
- (b) Membership: This committee shall be comprised of the AAHA Adult Hockey Director who serves as Chairperson and a representative from each USA Hockey sanctioned adult hockey program in Arizona.
- (c) Authority: This committee shall create an annual adult player development plan for Arizona that will then be presented to and approved by the AAHA Board of Directors. This committee will make recommendations to the AAHA Board for programs that benefit adult hockey players.

#### **Section 7.11 Coaching Development Committee.**

- (a) Purpose: To serve the AAHA coaches by creating programs that support the training and development of coaches of all levels throughout Arizona.
- (b) Membership: The AAHA Board will submit candidates to USA Hockey who shall then appoint a Coaching CEP Coordinator to lead this committee. This Coaching CEP Coordinator shall be responsible for

choosing additional AAHA Board Directors together with coaching instructors for participation in this committee.

- (c) Authority: This committee will be in charge of coordinating, scheduling, and conducting USA Hockey sanctioned Coaching Education Clinics along with other coaching educational programs as approved by AAHA.

### **Section 7.12 Tournament Committee.**

- (a) Purpose: To organize the annual tournaments for Tier I, Tier II, AZYHL, and Arizona High School Hockey Association (AHSOA) together with periodic USA Hockey District and/or National tournaments held within the State of Arizona.
- (b) Membership: This committee shall be a subcommittee of the Hockey Operations Committee and shall be comprised of a Chairperson and representatives from the Tier I league, Tier II league, AZYHL, and AHSOA for the purposes of planning, scheduling, and executing the tournaments.
- (c) Authority: This committee will be in charge of the execution of the AAHA State Championships and any pre-seeding tournaments. This committee will report to the Hockey Operations Committee and ultimately the AAHA Board with respect to submission of bids to host Rocky Mountain District or USA Hockey National tournaments and all other matters.

### **Section 7.13 Officials Committee.**

- (a) Purpose: To serve as a working group between Arizona Hockey Referees Association (AHRA) and the AAHA Board of Directors.
- (b) Membership: This committee shall be comprised of a Chairperson in addition to a minimum of two (2) other AAHA Directors plus at least three (3) AHRA Directors.
- (c) Authority: This committee will make recommendations to the AAHA Board of Directors.

### **Section 7.14 Tier I Selection Committee.**

- (a) Purpose: To review AAHA Member Organization Applications for Tier I program authorization.
- (b) Membership: This committee shall be determined through the AAHA Voting Director nomination process held by **September 1<sup>st</sup>** of each year in accordance with AAHA policy 13.2.3,
- (c) Authority: This committee will review applications and all pertinent information provided and/or available in order to authorize Member

Organization(s) to operate a Tier I program in the state of Arizona.

**Section 7.15 Hockey Hall of Fame Committee.**

- (a) Purpose: To nominate to the AAHA Board of Directors, individuals and team(s) that meet the criteria to be selected to the Arizona Amateur Hockey Association Hockey Hall of Fame.
- (b) Membership: There shall be at least seven (7) members of the AAHA Hall of Fame Committee, comprised of the Chairmen, the President, and at least five (5) more members appointed by the President.
- (c) Authority: This committee shall be responsible for preparing and presenting to the full AAHA Board of Directors for ratification a body of governing regulations which shall, at a minimum, set out the: (1) the honored categories; (2) the nomination process; (3) the selection criteria; (4) the selection process; and (5) the announcement timing and form of honor, such as permanent location, tangible award, including physical location and web presence.

**Section 7.16 Diversity, Equity, and Inclusion (DEI) Committee.**

- (a) Purpose: To serve the AAHA Membership and the larger hockey community in Arizona by working to make diversity and inclusiveness a habit that is implemented and practiced consistently by AAHA and throughout its member organizations. Diversity, equity, and inclusion are core values of AAHA and offer a competitive advantage in attracting players, coaches, referees, etc. from a broader and more representative population and will better prepare our athletes to be leaders in their communities and beyond the sport of hockey.
- (b) Membership: This committee shall be comprised of a Chairperson, current voting director or EC member, together with other appointed members and volunteer members.
- (c) Authority: This committee shall create an annual DEI development plan for Arizona that will then be presented to and approved by the AAHA Board of Directors. This committee will make recommendations to the AAHA Board of Directors consisting of developed strategies and tactics that align with the AAHA mission and strategic view of developing and supporting the Arizona hockey community.

**Article VIII. Requirements of USA Hockey, Inc.**

**Section 8.01 USA Hockey, Inc. Preeminence.**

AAHA, as an Affiliate of USA Hockey, Inc., shall abide by and act in accordance with the Articles of Incorporation, Bylaws, Policies and Procedures, Playing Rules, and decisions of the committees, councils,

and Board of Directors of USA Hockey, Inc., and such documents and decisions shall take precedence over and supersede all similar governing documents and, or, decisions of this Affiliate. Further, this Affiliate (i) shall assist USA Hockey, Inc., in the administration and enforcement of the provisions of the Bylaws, Policies and Procedures, Playing Rules, and decisions of the Board of Directors of USA Hockey, Inc. within and upon its Members and, or, within its jurisdiction and (ii) agrees to be guided by the following core values of USA Hockey, Inc.:

- (a) SPORTSMANSHIP. Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
- (b) RESPECT FOR THE INDIVIDUAL. Treat all others as you expect to be treated.
- (c) INTEGRITY. We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- (d) PURSUIT OF EXCELLENCE AT THE INDIVIDUAL TEAM AND ORGANIZATIONAL LEVELS. Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest of his or her ability.
- (e) ENJOYMENT. It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- (f) LOYALTY. We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- (g) TEAMWORK. We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

### **Section 8.02 Indemnity.**

AAHA, as an Affiliate of USA Hockey, shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each Director thereof, the Executive Committee of USA Hockey and each Committee member thereof, the councils 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, liability, judgments, costs, attorney's fees charges and expenses whatsoever, arising from the acts and omissions of this Affiliate, except to the extent (1) that USA Hockey or its above-described representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (2) 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. Furthermore, this

Affiliate understands and acknowledges that USA Hockey and its above-described 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.

### **Section 8.03 Equal Opportunity.**

This Affiliate shall provide an equal competitive opportunity, taking into account ability, size, and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur hockey competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

### **Section 8.04 Resolution of Grievances.**

- (a) This Affiliate shall adopt Policies and Procedures providing for the prompt and equitable resolution of grievances of any person or organization under the jurisdiction of this Affiliate which shall include provisions for a fair notice and opportunity for a hearing in connection therewith.
- (b) Appeals of suspensions or decision of the Board of Directors of AAHA must be in accordance with the Bylaws and rules of USA Hockey.

### **Section 8.05 Abuse.**

This Affiliate shall adopt Policies and Procedures prohibiting sexual and physical abuse which are within the guidelines of USA Hockey and meet the minimum criteria of any applicable statutory requirement.

### **Section 8.06 Tax Status.**

This Affiliate shall maintain its 501c3 status under the Internal Revenue Code.

### **Section 8.07 Member Agreement.**

This Affiliate shall require all Ice Hockey Facility Members, Member Organizations, and Officiating Member Organizations to enter into an Agreement with the Affiliate that is in compliance with any guidelines, rules, or policies of USA Hockey.

## **Article IX. Indemnity and Insurance**

### **Section 9.01 Indemnification of Directors and Officers.**

This Affiliate shall indemnify and hold harmless the Board of Directors of this Affiliate, and each member thereof, every committee of this

Affiliate, and each member thereof, every Officer of this Corporation and all other elected, appointed, employed, or volunteer representative of this Affiliate from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of this Affiliate or the performance of their respective duties in connection therewith, except to the extent that any of the above-described parties cause such claims, liability, judgments, costs, attorneys' fees, charges and expenses by their, its, his or her gross negligence or intentional misconduct. Further, this Affiliate understands and acknowledges that the above-described parties 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 by the Bylaw.

### **Section 9.02 Liability Insurance.**

This Affiliate shall at all times maintain coverage under (1) any available general liability insurance policy maintained by USA Hockey, Inc. and (2) such other policies as the Board of Directors deems advisable from time to time.

### **Section 9.03 Directors and Officers Insurance.**

This Affiliate shall purchase and maintain in full force and effect at all times Directors' and Officers' liability insurance and crime insurance, insuring its Directors and Officers and, to the extent that such insurance is not obtained through USA Hockey, Inc., if permissible under the policy obtained naming USA Hockey, Inc. as an additional insured.

## **Article X. Contracts and Finances**

### **Section 10.01 Execution of Contracts.**

Except as otherwise required by law or by these Bylaws, any contract or other instrument may be executed and delivered in the name of the Affiliate, and on its behalf, by the President, or any officer or officers of the Board authorized to execute and deliver any contracts or other instrument in the name of the Affiliate and on its behalf; and such authority may be general or confined to specific instances as the Board may by resolution determine.

### **Section 10.02 Loans.**

The Board shall not incur any single item of indebtedness in excess of \$10,000 without the consent of a two-thirds majority of all eligible votes at a duly noticed regular or special meeting of the Board.

### **Section 10.03 Checks and Drafts.**

All checks, drafts, orders for the payment of money, and insurance certificates shall be assigned or endorsed by such officer or officers or agent or agents of the Affiliate and in such manner as shall, from time to time, be determined by resolution of the Board.

#### **Section 10.04 Deposits.**

All funds of the Affiliate not otherwise employed, shall be deposited, from time to time, to the credit of the Affiliate, or otherwise as the Board shall direct, in such bank, trust companies, savings and loans affiliates, or other depositories as the Board may select. For the purpose of deposits and for the purpose of collection for the account of the Affiliate, checks, drafts, and other orders for the payment of monies that are payable to the order of the Affiliate may be endorsed, assigned, and delivered by any officer or agent of the Affiliate to whom the Board has delegated such authority.

#### **Section 10.05 Dealing with Interested Parties.**

This Affiliate, as an Affiliate of USA Hockey, Inc., shall abide by and perform its duties in accordance with USA Hockey's bylaws, policies, and rules on conflicts of interest in deciding matter of policy. No Director shall have the right to vote on a matter in which he or she has a conflict of interest as defined by USA Hockey. Each Director shall execute and provide to the Board a signed copy of USA Hockey's current Conflict of Interest Policy Form and/or any similar forms promulgated by AAHA. The Board of Directors may adopt such policies as it deems prudent, or as may be required by USA Hockey, to effectuate this Section 10.05.

#### **Section 10.06 Bank Accounts.**

No committee may maintain a separate bank account without the prior approval of the Board. Any person or group authorized to maintain a bank account must submit to the Treasurer a monthly financial statement by the 15<sup>th</sup> of the month following and a full yearly statement for the fiscal year within thirty (30) days after the end thereof. These shall be submitted in accordance with the Policies and Procedures as outlined by the Board.

### **Article XI. Liquidation**

In the event of liquidation, dissolution, or termination of this Affiliate, for any reason, any assets remaining after payment of creditors, shall be paid over to any organization exempt from Taxation under 501c3 of the Internal Revenue Code of 1986, as amended, as shall be selected by the Board of Directors, or failing such selections, as shall be selected by a Superior Court of the State of Arizona.

## **Article XII. Amendments.**

### **Section 12.01 Bylaws.**

Except as otherwise provided in the Amended and Restated Articles of Incorporation, these Bylaws may be altered, amended, or repealed, in whole or in part, by a majority of the Board of Directors at any regular or special meeting, provided that the amendment proposed is included in the notice of such meeting at which such action is to take place. These Bylaws also may be altered, amended, or repealed, in whole or in part, by a super majority of the Members.

### **Section 12.02 Articles of Incorporation.**

The Articles of Incorporation of the Affiliate may be amended as provided by Arizona law.

## **Article XIII. Effective Date**

These amended and restated Bylaws shall be effective as of **April 16<sup>th</sup>, 2024.**

## **Article XIV. Miscellaneous**

### **Section 14.01 Successors.**

All reference in the Bylaws to this Affiliate shall include all successors to this Affiliate, and all reference in the Bylaws to USA Hockey, Inc., shall include all successors to USA Hockey, Inc.

### **Section 14.02 Articles of Incorporation.**

All references in these Bylaws to the Articles of Incorporation of this Affiliate shall be deemed to refer to the Amended and Restated Articles of Incorporation of this Affiliate and all amendments thereto on file with the Arizona Corporation Commission. The Articles of Incorporation of this Affiliate shall in all respects be senior and superior to these Bylaws, and in the event of any conflict or inconsistency between the Articles of incorporation of this Affiliate and these Bylaws, the Articles of Incorporation of this Affiliate shall prevail, and these Bylaws shall be deemed automatically amended from time to time to eliminate any inconsistencies that may exist.

### **Section 14.03 Seal.**

The Board of Directors may provide for a seal of this Affiliate, which shall have inscribed thereon the name of this Affiliate and the State and year of its incorporation.

**Section 14.04 Publication.**

The Articles of Incorporation, Bylaws, and Policies and Procedures of this Affiliate shall be published online to the Members of this Affiliate. Copies shall also be available upon request.

**Section 14.05 Parliamentary Authority.**

The rules contained in the current edition of Robert's Rules of Order shall govern the Affiliate in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, and any special rules of order the Affiliate may adopt.

**Certification.**

The undersigned hereby certify that the foregoing Bylaws were adopted by the Board of Directors of Arizona Amateur Hockey Association, Inc. at the regular meeting of the Board of Directors held at Scottsdale, Arizona on **April 16<sup>th</sup>, 2024.**

BY: \_\_\_\_\_  
Tim Reckell, President

BY: \_\_\_\_\_  
Kristy Aguirre, Secretary