

**BYLAWS OF THE
UTAH AMATEUR HOCKEY ASSOCIATION**

Article 1--Name

The name of the organization shall be the Utah Amateur Hockey Association. The organization is referred to in these Bylaws as the Association or UAHA.

Article 2--Office

The Association shall maintain a mailing address within the State of Utah. The Association may maintain an office for the transaction of its business, which shall be designated by the Board of Directors and which shall be located within the State of Utah. The Association's mailing address and/or its principal office may be changed by vote of the Board of Directors.

Article 3--Purposes

Section 1. The principal purpose of the Association shall be to foster, promote and improve amateur hockey for charitable, educational and recreational purposes. To further that purpose, the Association shall:

- A. Affiliate with USA Hockey and encourage registration of all teams at all levels of play with USA Hockey.
- B. Cooperate with and participate in programs of the USA Hockey Rocky Mountain District.
- C. Encourage, assist and administer the development of local and regional programs, leagues and teams to promote good sportsmanship, competition and player development within the Association's geographical area.
- D. Administer hockey tournaments for teams within its geographical area leading to national tournaments of USA Hockey, conduct development camps and other selection processes for selection of players for tryouts for Rocky Mountain District and USA Hockey development teams, and may issue travel permits to teams of its Members certifying their eligibility to compete outside of UAHA's geographical area.
- E. Administer all levels of hockey allowable within UAHA consistent with USA Hockey.
- F. Do and perform any other acts necessary or desirable in fulfilling its purposes.

Section 2. The Association shall be incorporated as a not-for-profit organization or Utah Body Politic (City, County, or Special District), and shall take all actions necessary to maintain its

status as an organization exempt from taxation under Section 501(c) of the Internal Revenue Code, as amended. The Association is one that does not contemplate pecuniary gain or profit to its members and is organized solely for the non-profit purposes set forth above. No substantial part of the activities of this Association shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation or becoming involved in political activity.

Article 4—USA Hockey Preeminence and Indemnity

Section 1. The association, in affiliation with USA Hockey, Inc., the national governing body for the sport of amateur ice hockey in the in the United States, is authorized to regulate the sport of amateur ice hockey within the State of Utah or within such other geographical area as UAHA's Affiliate Agreement with USA Hockey, Inc. may designate from time to time.

Section 2. UAHA, as an Affiliate Association of USA Hockey, Inc., 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 UAHA. Further, UAHA (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 bound by the core values of USA Hockey: Sportsmanship, Respect for the Individual, Integrity, Pursuit of Excellence at the Individual, Team and Organizational Levels, Enjoyment, Loyalty and Teamwork, as set forth and amplified in UAHA's Affiliate Agreement with USA Hockey, or as the same may be amended by USA Hockey from time to time.

Section 3. UAHA, as an Affiliate Association of USA Hockey, Inc. 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, 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, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of UAHA, except to the extent (a) that USA Hockey or its 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, UAHA understands 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 Section.

Article 5--Membership

Section 1. Members—Associations or other entities as defined in Article 3, Section 2, and located within UAHA's geographical area which register amateur hockey teams with USA Hockey are eligible to become Members of UAHA. Any such association or entity must apply for Member

status with UAHA under rules and regulations adopted and published by UAHA's Board of Directors from time to time and be approved for membership by a majority of the Board of Directors at a meeting called for the purpose of considering applications for Membership.

Section 2. If approved for membership, Associations or entities will be required to execute a Member Agreement committing their intention to abide by current or future rules as may be implemented from time to time. Member Agreements will be one year in duration, renewable annually by UAHA on a common renewal date (each April 15th). Member Agreements establish the contractual terms of membership and can be voluntarily non-renewed by the Member Association or other entities with sixty (60) days' notice prior to the renewal date. Member Agreements may be updated periodically and must be executed annually in order for Associations or other entities to maintain membership in UAHA.

Section 3. Members are entitled to one vote per registered USA Hockey player claimed from the USA Hockey Annual PPR report for the period of April 1st through March 31st of the preceding season and on Member's team(s) on all matters on which a Membership vote is required or permitted by these Bylaws or submitted by the Board of Directors for a vote of Members, provided, however, that no Member shall be entitled to cast votes which would aggregate to more than 30% of the total Member votes (without regard to whether Members are present and voting), regardless of the number of registered USA Hockey players rostered with such Member. Each Member shall designate in writing to the Secretary of UAHA one representative from among its membership to be its Member Representative for purposes of all UAHA voting.

Section 4. Associate Members--All persons who are members of a UAHA Member, and all players rostered on a team registered with USA Hockey by a UAHA Member, are automatically Associate Members of UAHA. Upon approval by a majority of UAHA's Board of Directors, Associate Membership may be extended to other organizations or individuals, such as rinks, officials' organizations or other persons or groups that have an interest in amateur hockey in UAHA's geographical area. Associate Members have no voting rights in UAHA.

Section 5. Members of the Association shall have the responsibility to elect persons to the Board of Director positions set forth in these bylaws and to vote on proposed amendments to these bylaws as outlined below. Members shall be responsible for the payment of dues, fees and assessments established by the Board of Directors and for conducting themselves, and assuring that their respective Associate Members conduct themselves, in accordance with the rules of UAHA and USA Hockey and in keeping with the purposes of UAHA. Failure to pay any amounts due to UAHA will result in suspension of the Member, Associate Member or other entity once the delinquency reaches 90 days. All rights and protections afforded UAHA Member organizations (and teams) will be suspended until all amounts owed to UAHA are brought current.

Section 6. Failure to abide by duly adopted rules or regulations of UAHA are grounds for terminating a Member's status as a UAHA Member. Termination of membership for any breach reason shall occur only upon a majority vote of the Board of Directors taken after the Member has had a reasonable opportunity to be heard before the Board of Directors at a meeting called for that purpose.

Section 7. Associate Members are responsible for ensuring that they, and their family members and guests, conduct themselves in a mature and sportsmanlike manner at all times during which players are participating in USA Hockey or UAHA sanctioned activities, and that coaches, players and officials are at all times treated in a respectful and non-abusive manner. If an Associate Member, their family member(s) or guest(s) fail to conduct themselves as required herein, the Board of Directors shall have the authority to take appropriate action, including but not limited to requiring that the offending person(s) be precluded for a stated period from attending or participating in USA Hockey or UAHA sanctioned activities. Such action by the Board of Directors shall be taken only after all concerned parties have been given a reasonable opportunity to be heard by the Board or the Disciplinary Committee established in these bylaws. Nothing in this section shall be construed to alter or limit the authority of referees or rink management to deal with any unruly or inappropriate behavior when it occurs.

Section 8. The books and records of the Association, both financial and non-financial, are the property of the Association and not of any Member. It is the responsibility of the Board of Directors to obtain the return of any Association records in the possession of a Board Member, officer or other Member of the Association at the conclusion of the term of office of any such person or whenever such person no longer has need of the records in working on matters for the Association. Members and Associate Members of the Association shall have the right to inspect the books and records of the association upon written request to the Board, provided, however, that the requested inspection shall be reasonable in scope and purpose, shall be scheduled not less than ten days after the request is made, and provided further that the Board may establish reasonable limits on the time, place and manner of making the records available.

Article 6--Board of Directors

Section 1. Except for the matters reserved for a vote of the Members in Article 5, Section 3, the affairs of UAHA shall be managed by a Board of Directors. The Board of Directors shall have final authority over all matters pertaining to the administration of UAHA. The Board of Directors may, in its discretion and consistent with these bylaws, delegate authority as to particular matters to any officer(s), committee(s) appointed by the Board of Directors or other individual member(s) designated by the Board. In its discretion, the Board may present any matter on which it would otherwise pass as a Board to the Members for a vote of the membership. Matters requiring a vote of the Board shall be by a majority vote of those present, except as otherwise specified in these bylaws. Alternative methods for Board members to participate in the administration of UAHA include conference call or video conference.

Section 2. The Board of Directors shall consist of 11 members, including the President, the Executive Vice-President, the Secretary, the Treasurer, the Youth Vice-President (representing non-Tier), the High School Section Vice-President, the Girl's Section Vice-President, the Tier Section Vice-President (representing Tier I & Tier II), the Adult Section Vice-President (representing all non-youth players), Vice-President of Discipline/Appeals, , and beginning with the 2023 elections; Vice President of Growth and Retention. The President and Executive Vice-President shall be elected to two-year terms in alternate years; the Secretary and Treasurer shall be elected to two-year terms in alternate years; Section Vice-Presidents and any other Director shall

be elected to two-year terms. The Immediate Past President’s term shall commence when a new UAHA President is elected or appointed, and shall continue until that President does not seek re-election or is not re-elected and is a non-voting member. In the case of a President being removed under Article 11, Section 3, or in the case that the President resigns, the position of the Past President shall be vacant during the following election cycle.

Board Members

President	Elected
Executive VP	Elected
Secretary	Elected
Treasurer	Elected
Youth VP	Elected
Tier VP	Elected
Adult VP	Elected
Discipline/Appeals VP	Elected
High School VP	Elected
Girls VP	Elected
Growth and Retention VP	Elected

Section 3. All elected members of the Board of Directors must be current or former Associate Members of UAHA. In order to be eligible for election to the office of President, a nominee must have served on the Board of UAHA or as an Officer of UAHA within the previous two years; provided, however, the Board may waive this requirement by a majority vote, if a candidate for President is highly qualified in the opinion of the Board.

Section 4. Directors of the Association shall receive no compensation or remuneration for serving as Directors, other than reimbursement, upon presentation of proper vouchers, of actual expenditures incurred on behalf of and approved by the Association. No one who is a vendor of goods or services to the Association or who otherwise would profit pecuniarily from his or her position as a Director of the Association may be elected to the Board of Directors, notwithstanding that such person may be a Member or Associate Member of UAHA. Member Association leaders (including board members, directors and employees of government entities) may not serve as the Board President or VP of Discipline, however, each organization may have one person per Association serve in one of the other Board of Directors positions.

Section 5. Directors shall take office on June 1st of the year they are elected. Newly elected Directors should attend meetings of the Board between being elected and June 1st, but shall not have a vote.

Article 7—Ex Officio Board Members (non-voting)

Ex Officio positions include the Safe Sport Coordinator, State Registrar, Past President, State Coaching Education Program (CEP) Coordinator, State Goalie in Chief and the Disabled Coordinator.

Ex officio Board Members

Safe Sport Coordinator	Assigned by USA Hockey
State Registrar	Assigned by USA Hockey
Past President	Filled by outgoing President
State Coaching Education Program Coordinator	Assigned by USA Hockey
State Goalie in Chief	Assigned by USA Hockey
Disabled Coordinator	Assigned by Board

Article 8--Officers

Section 1. The President of the Association shall be elected by all of the Member Representatives. The President shall preside at all meetings of the Board and of the Members, shall be charged with the general management and supervision of the affairs and operations of the Association and shall be *ex officio* a member of all committees of the Association. The President shall be the representative of the Association at, and shall have the authority to cast votes to which the Association is entitled, at all Rocky Mountain District and USA Hockey meetings. The President shall also attend all USA Hockey meetings on behalf of UAHA. The President shall report all decisions, expenditures not previously approved by the Board of Directors, and significant activities related to the affairs and operations of the Association at the next regular or special meeting called for the Board of Directors. Except in the case of a tied vote by the remaining voting members of the, the President shall not have a vote on matters before the Board.

Section 2. The Executive Vice-President of the Association shall be elected by all of the Member Representatives. The Executive Vice-President shall preside at any meetings in the absence of the President and shall be responsible to organize and supervise the general and special elections of UAHA, and perform such other duties as delegated by the President or the Board of Directors.

Section 3. The Secretary of the Association shall be elected by all of the Member Representatives. The Secretary shall attend all meetings of the Board and of the Members, shall keep a record of all proceedings at such meetings and maintain such records, and shall be the custodian of the Association’s records other than the financial records maintained by the Treasurer.

Section 4. The Treasurer of the Association shall be elected by all of the Member Representatives. The Treasurer shall attend all meetings of the Board, shall keep full and accurate accounts of all receipts and disbursements of the Association and shall deposit all monies or other things of value in the name and to the credit of the Association in such bank or banks as the Board may approve from time to time. The Treasurer shall disburse the Association’s funds under the

direction of the Board, taking proper vouchers therefore, and shall render a report as to the financial position of the Association at all meetings of the Board and of the Members, not less than annually. The Treasurer shall be responsible for arranging for the filing of all required tax returns with any governmental authorities and for providing any financial reports to USA Hockey required by UAHA's Affiliate Agreement with USA Hockey. The Treasurer shall be an authorized signatory on all Association disbursements, provided that, in the Board's discretion, another Board member may be designated from time to time as a signatory on the Association's accounts, either singly or jointly with the Treasurer. Unless the Board of Directors determines that bonding is not available at a reasonable cost, the Treasurer shall obtain a fidelity bond at the expense of the Association.

Section 5. Section Vice-Presidents shall be elected by the Member Representatives whom they represent and shall be responsible for the development and administration of participants, teams and/or leagues of Member teams within their respective levels of play and act as the Chair for their respective Section Committee.

Section 6. The Vice President of Discipline/Appeals shall be elected by all of the Member Representatives, shall act as Chair of the Disciplinary Committee (See Article 8) and be responsible for the administration of any UAHA disciplinary proceedings, including appeals, as required by USA Hockey Bylaw 10.

Section 7. The State Registrar shall be appointed by and shall serve at the pleasure of USA Hockey. The State Registrar may be an Associate Member at the time of his or her appointment, but need not be so. The State Registrar is responsible for working with the District Registrar, USA Hockey and the Registrars of UAHA Members to assure compliance with all rostering requirements of USA Hockey and the District Registrar. The State Registrar is responsible for determining eligibility issues within UAHA and for determining eligibility for competition outside of UAHA's geographical area when required. The State Registrar and/or President is responsible for approving travel permits.

Section 8. The State Safe Sport Coordinator shall be appointed by and shall serve at the pleasure of USA Hockey. The State Safe Sport Coordinator may be an Associate Member at the time of his or her appointment, but need not be so. The Safe Sport Coordinator will work with USA Hockey and District Safe Sport coordinators responding to Safe Sport complaints and violations. The Safe Sport Coordinator will also review and respond to background check concerns as reported by USA Hockey.

Section 9. The State CEP Coordinator shall be appointed by and shall serve at the pleasure of USA Hockey. The State CEP Coordinator may be an Associate Member at the time of his or her appointment, but need not be so. The State CEP Coordinator is responsible for working with USA Hockey and District CEP Coordinators to provide training and development activities to persons who are or wish to become coaches of Member teams, and for assuring that the coaching credentials of Member team coaches are in order and are at the levels required by USA Hockey for the competition level of the particular team.

Section 10. The State Goalie in Chief shall be appointed by and shall serve at the pleasure of USA Hockey. The State Goalie in Chief may be an Associate Member at the time of his or her appointment, but need not be so. The State Goalie in Chief is responsible for working with USA

Hockey and District Goalie in Chief to provide training and development activities to persons who are or wish to become coaches of Member teams, and for assuring that the goalie coaching credentials of Member team coaches are in order and are at the levels required by USA Hockey for the competition level of the particular team.

Article 9--Committees

Section 1. The Board of Directors shall provide for the appointment of and supervise the operations of committees that are not established as Section Committees. Section Committees shall be selected per Article 8, Section 2(C). Committee members may be members of the Board, but need not be, except in the case of the Audit Committee.

Section 2. In addition to any other committees that may be established by the Board from time to time as necessary, the Board shall appoint the following committees:

A. Disciplinary Committee—Responsible for hearing and determining disciplinary action related to match penalties when referred by the Member Association, suspensions related to Rule 411, failure to pay Member Association or other entity fees or other suspensions of players, or Associate Members resulting from rules violations imposed by local associations or leagues or which occur in tournament play. The Vice-President of Discipline/Appeals shall act as Chair and the remaining committee members shall consist of persons appointed by majority vote of the Board of Directors. Any hearing held by the Disciplinary Committee shall include a review and determination of the facts, review of the local suspending authority's hearing process and the making of findings and conclusions in a written report or determination of the appeal, which shall state the penalty to be imposed and include or attach any written materials or statements relevant to the determination and all game sheets, game reports, game Officials' incident reports and any written reports or determinations of the local suspending authority regarding the matter. The Disciplinary Committee's determination shall be prepared by the Committee or a designee of the Committee and circulated to the UAHA Board of Directors and all other interested parties as soon as practicable following the hearing. The Disciplinary Committee may, but is not required to, hear oral presentations or testimony at hearings. The Disciplinary Committee may, but is not required to, utilize parts or all of the Dispute Resolution Procedures of Article 14 in carrying out its business.

B. Audit Committee--Responsible for the oversight and management of the Association's finances. This committee must be made up of two members of the Board and the Treasurer.

C. Section Committees—Each Section Vice President may form a Committee made up of member Representatives from each Member Association who shall be responsible for the development and administration of each Section.

Article 10--Procedures for Elections and Member Voting

Section 1. At a meeting of Member Representatives in April of each year, the Board of Directors shall conduct the election for members of the Board of Directors. The Board shall distribute to the Member Representatives and Associate Members registered with USA as a Player, Coach, Official, or Volunteer at least thirty days prior to the date of the meeting a notice of the date, time and place of the meeting, a description of the positions up for election in that year and a request for nominations for those positions. The Notice shall specify a deadline not less than two weeks after the date of the Notice for receipt of nominations and information as to how nominations are to be made.

Section 2. Following receipt of the nominations, the Board shall meet to develop the slates of nominees. The Board will assure that each person nominated is eligible for the office sought. In the Event that no nominations of eligible persons are timely received for one or more of the positions up for election, the Board shall act as a nominating committee to place one or more names in nomination for such position.

Section 3. Voting by Member Representatives shall be conducted by written ballot at the meeting of the Member Representatives, provided that, in its discretion, on an annual basis and by majority vote, the Board may permit, under procedures established and published in advance of the meeting, email voting, or voice voting via conference call. Each Member Representative shall be entitled to cast one vote for each registered USA Hockey player claimed by the Member Association, or other entity and reported by USA Hockey as being claimed by that Member as shown on the USA Hockey Annual PPR report for the period beginning April 1st and ending March 1st, subject to the provisions of Article 5, Section 1, for whom they represent. The person receiving the highest number votes for each position shall be elected. In the event of a tie, a run-off election between the two persons with the most votes will be held by those Member Representatives present, including conference call or video conference.

Section 4. Except in the case of voting on the issue of voluntary dissolution of the Association, the procedures for written balloting set forth above may be used in the event the Board decides to conduct a membership vote on other matters, provided that the Board may shorten the period for notice and change the methods of receiving ballots if the circumstances of the matter on which the vote is being taken so require. The Board may determine in the alternative that the membership vote on any other matter will be taken by voice vote, a show of hands or by secret ballot at a meeting of Members whether called for the purpose of taking such vote or otherwise.

Section 5. Each elected member of the Board of Directors is elected to a two (2) year term in alternating years as follows:

1st Year

President
Secretary
Youth Section Vice-President
Adult Section Vice-President
High School Section Vice-President

2nd Year

Executive Vice President
Treasurer
Discipline/Appeals Vice President
Tier Section Vice President
Girls Section Vice President
Growth and Retention Vice-President

Section 6. The Girls Section Vice-President is elected by the following procedure. Each organization approved by UAHA to field Girl's Teams is entitled to vote the PPR votes calculated for the period of April 1st through March 31st of the previous season for the Girls Section Vice President and all other positions on the Board of Directors open to the general election from those nominated for the position.

Section 7. The Disabled Section Vice-President is elected by the following procedure. Each organization approved by UAHA to field Disabled teams is entitled to vote the PPR votes calculated for the period of April 1st through March 31st of the previous season for the Disabled Section Vice-President and all other positions on the Board of Directors open to the general election from those nominated for the position.

Section 8. The High School Section shall elect the High School Section Vice-President by the following procedure. At least fourteen (14) days prior to the date established by UAHA for the general election, each Trustee within the Section shall meet at a time and place established by the High School Section President for the purpose of electing a Representative to cast the votes of the Section for the general election of UAHA. The elected Representative shall be responsible to vote the PPR votes calculated for the period of April 1st through March 31st of the previous season for the High School Section Vice President and all other positions on the Board of Directors open to the general election from those nominated for the position. The Representative is required to vote the PPR votes as determined by a majority vote of the High School Section Trustees. Each Trustee shall have one vote for the Representative. Notice of the Section meeting shall be sent to each Trustee by the High School Section Secretary via electronic mail at least 30 days prior to the general election. The Section Representative voting in the general election shall not also be nominated for this or any other position on the Board of Directors.

Section 9. The Adult Section Vice-President is elected by the following procedure. Each organization approved by UAHA to field Adult teams is entitled to vote the USA Hockey PPR votes calculated for the period of April 1st through March 31st of the previous season for the Adult Section Vice President and all other positions on the Board of Directors open to the general election from those nominated for the position.

Section 10. Members having House or Youth (non-Tier) and/or Tier (Tier I & II) teams rostered within their Association shall elect the Youth and/or Tier Section Vice-President (as applicable) by the following procedure. Members having both House/Youth (non-Tier) and Tier (Tier I & II) teams rostered within their Association shall divide the votes they are entitled to from the USA Hockey Annual PPR report for the period of April 1st through March 31st of the preceding season. Youth Section VP votes are calculated by taking the number of total rostered Tier Players (based on the final approved roster of the previous season provided by the State Registrar) subtracted from the PPR value provided by USA Hockey. Tier Section VP votes are the total rostered Tier Players (based on the final approved roster of the previous season provided by the State Registrar). Organizations having only Tier Players will vote the PPR value, and organizations having only House/Youth players will vote the PPR value.

Article 11--Meetings

Section 1. The annual meeting of the Members is to be held in July of each year, at a location within the State of Utah specified by the Board of Directors. Copies of these Bylaws and UAHA's other governing documents and written policies shall be made available to Members at the annual meeting.

Section 2. Regular meetings of the Board of Directors shall be held as determined by the President. Special meetings of the Board may be called by the President or by five (5) or more Members of the Board. The Business to be conducted at any Special Meeting shall be limited to the purposes specified in the notice thereof, and to such additional matters as the Chair of the Special Meeting may rule to be germane to such purposes. The Board may meet by telephone conference call, by video or internet conferencing or by any other means that the Board determines.

Section 3. Notice of meetings of the Members or the Board shall be provided as far in advance as practicable, and may be by any means calculated to reach the attendees, including telephone or email. Email notice to a Member or members of the Board will be considered complete upon the sending of the email message to the Member Representative at the Representative's email address appearing on the records of UAHA. Each Member and/or Member Representative is responsible for supplying the UAHA Secretary current contact information for that Member's Member Representative. Unless the President declares that an emergency exists requiring a shorter notice period, the minimum notice for a Members' meeting is ten days prior to the date of the meeting and the minimum notice period for a special meeting of the Board is two days.

Article 12--Vacancies and Removal

Section 1. Vacancies on the Board of Directors shall be filled by appointment of the Board, by a majority vote of the remaining members of the Board present at the meeting called to fill the vacancies. The appointed replacement shall serve until an election for the position can be held.

Section 2. Vacancies in committee positions shall be filled by appointment of the President of the Association. In the event that the vacant position is not a Committee Chair, the President shall consult with the Chair of the committee on the appointment to be made.

Section 3. If a member of the Board of Directors fails or refuses to carry out the responsibilities of his or her position, or if in carrying out those responsibilities the Board member takes action(s) detrimental to the interests or operations of the Association, that Board member may be removed from office. Removal by the Board of Directors requires that a written statement of the reasons for the proposed removal be signed by a minimum of two members of the Board of Directors. The Board shall consider the statement and vote on the proposed removal at a meeting at which the person proposed to be removed shall have the right to be heard by the Board. Removal requires a 2/3rd's vote of all Directors.

Section 4. If a member of the Board of Directors becomes sick, ill, or otherwise disabled for an extended period of time (3 to 9 months), that member shall notify the President of the Board

of their situation and prognosis for returning to their duties. Provided the temporally disabled member of the Board can return within 9 months, the Board of Directors shall temporarily fill the position by appointment, by a majority vote of the remaining members of the Board present at the meeting called for this purpose. The appointed replacement shall serve in the stead of the temporarily disabled member of the Board until their return to duty, or up to remaining term of the member whichever is less.

Article 13--Amendment of Bylaws

Section 1. Amendments to these bylaws must be proposed by 3 members of the Board of Directors by majority vote.

Section 2. Proposed amendments to these bylaws must be distributed to Members through their Member Representative for review at least 30 days before any vote on the proposed amendments for comments. The distribution of proposed amendments shall announce a date for a meeting at which the amendments will be voted on by the -Board of Directors.

Section 3. The Board of Directors may decide that the proposed amendments shall be voted on by the Members. In such a case, proposed amendments to these bylaws must be distributed to Members through their Member Representative for review at least 30 days before any vote on the proposed amendments. The distribution of proposed amendments for Member vote shall either announce a date for a meeting at which the amendments will be voted on by the Member Representatives or shall include a written ballot to be filled in and returned by the Members. The decision whether to conduct the voting at a meeting or by written ballot, is to be determined by the Board.

Section 4. Approval of amendments to these bylaws requires a 60% super-majority vote of those voting.

Article 14--Dissolution

Section 1. Any voluntary dissolution of the Association shall be governed by and conducted according to the requirements of the Utah Revised Nonprofit Corporation Act, including any amendatory or successor legislation in effect at the time the issue of voluntary dissolution is considered.

Section 2. Any vote of the Members of the Association taken in connection with consideration of the voluntary dissolution of the Association must be taken at a meeting of the Membership called for that purpose.

Article 15--Dispute Resolution Procedures

Section 1. Dispute Resolution and Disciplinary Procedures arising between any UAHA Member, Association, Director, Officer, teams, parents, guardians, financial sponsors or any other member will follow the procedures in the UAHA Policies and Arbitration provisions of the Bylaws of USA Hockey.

Section 2. Disciplinary matters against UAHA Members, Association, Director, Officer, teams, parents, guardians, financial sponsors or any other member will follow the procedures in the UAHA Policies and Procedures and USA Hockey Bylaw 10.

Article 16--Miscellaneous Provisions

Section 1. In the event that questions of procedure arise at meetings of the Members or the Board of Directors that are not covered in these bylaws, the President (or a person designated as Parliamentarian of the meeting by the President) shall rule on such questions by reference to Robert's Rules of Order.

Section 2. Members of the Board of Directors of the Association, its officers and committee members, and/or any other person acting on behalf of the Association by delegation of the Board of Directors, shall be indemnified and saved harmless out of the funds of the Association to the fullest extent permitted by the Utah Revised Nonprofit Corporation Act, or any amendatory or successor legislation thereto, for any act or failure to act in connection with their activities on behalf of the Association. The Board of Directors shall make commercially reasonable efforts to obtain such coverage and is authorized to expend Association funds to purchase insurance covering any such persons against such liability. USA Hockey is to be named as an additional insured under any such policy.

Section 3. UAHA shall maintain general liability insurance coverage under the general liability insurance policy maintained by USA Hockey. UAHA may purchase, acquire or provide any additional insurance deemed appropriate by the Board of Directors.

