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**AMENDED AND RESTATED BYLAWS OF
GRAND RAPIDS AMATEUR HOCKEY ASSOCIATION**
A Michigan Nonprofit Corporation

Article I. ORGANIZATION

Section 1.01 *Name*. The name of this corporation shall be the Grand Rapids Amateur Hockey Association, hereinafter referred to as "GRAHA."

Section 1.02 *Purpose*. The purposes of GRAHA adopted by the membership in the Articles of Incorporation as amended July 9, 1985 are as follows:

To promote, organize and supervise the growth of recreational ice hockey in the Grand Rapids area; to instruct and teach children in the fundamentals of ice skating and ice hockey; organize supervised programs for amateur ice skating and hockey; to provide recreational opportunities in the form of ice skating and ice hockey to children of the Grand Rapids area, including the extending of such opportunities to children of poverty bred families and to other such children not financially able to provide their own funds to participate; and to do all such things in connection with or incident to the foregoing including the acquisition, holding managing and disposal of property of every kind and description not prohibited by the laws of the State of Michigan; and with all the powers conferred upon nonprofit corporations by the laws of the State of Michigan.

Section 1.03 *Non-Discrimination Policy*. It is the policy of the Grand Rapids Amateur Hockey Association (GRAHA) that no person, on the basis of race, color, religion, national origin or ancestry, socioeconomic status or other inappropriate criteria as prescribed by law, shall be discriminated against in participating in any GRAHA sanctioned activity.

Section 1.04 *Nonprofit Status*. This Corporation is organized as a State of Michigan nonprofit corporation upon a non-stock membership basis not involving pecuniary gain or profit for any of its members or directors for a term of perpetual existence.

Section 1.05 *Principal Office*. The principal office of the corporation shall be at such place within Kent County Michigan as the board of directors may determine from time to time.

Section 1.06 *Other Offices*. The board of directors may establish other offices in the State of Michigan.

Section 1.07 *Exempt Status.* This Corporation is organized and shall be operated exclusively as a tax-exempt organization under the provisions of section 501(c)(3) of the Internal Revenue Code of 1986 (“IRC”), as amended and as may be amended in the future, or the corresponding section of any future federal tax code.

Section 1.08 *Use of Funds.* All funds and property of this Corporation shall be used and distributed exclusively for carrying out the purposes of the Corporation as set forth in the Articles of Incorporation and in these Bylaws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its tax-exempt purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future tax code or (2) by a corporation whose contributions are deductible under IRC 170(c)(2) or the corresponding section of any future federal tax code. In no event shall any of the funds or property of the Corporation be distributed to any of the members, directors, or used for any other purpose not permissible under IRC 501(c)(3).

Section 1.09 *Affiliation.* The corporation shall be affiliated with the Michigan Amateur Hockey Association (“MAHA”) and USA Hockey, and shall comply with all of the rules, regulations and guidelines associated with such affiliations. GRAHA has a duty of loyalty to USA Hockey and MAHA and follows all rules regarding player payment policies, USA Hockey Bylaw 10 (see grievance) and all Safesport policies.

Article II. MEMBERS

Section 2.01 *Eligibility for Membership.* Any person who subscribes to the tenets of this organization as espoused in the Articles of Incorporation, abides by the association’s policies, rules and regulations, and complies with the eligibility requirements of our affiliates MAHA and USA Hockey, shall be eligible for membership in GRAHA.

Section 2.02 *Classes of Membership.*

(a) Regular Members: One (1) parent or guardian of a registered player shall be designated a Regular Member for purposes of voting in elections and at annual and special membership meetings. The Regular Member must be designated each year for each player at the time of player registration on the registration form.

(b) Player Members: Each registered player in the Association is considered a Player Member.

(c) Supporting Members: Supporting (Sustaining) Membership is conferred by the Board of Directors, in its discretion, on persons who wish to serve (or continue to serve) the Association in some capacity, such as, but not limited to, a coach, commissioner, or board member, but who are not eligible for Regular Membership. Supporting Membership is conferred on an annual basis and must be renewed each year.

Section 2.03 *Usage*. Throughout these bylaws, unless the specific class of membership is designated, the terms “member” or “membership” refer to all classes.

Section 2.04 *Responsibilities of Membership*. While active participation in the administration of GRAHA is not a requirement for membership, the importance of volunteer members as coaches, team parents, or committee/project participants cannot be overstated. It is not the player fees nor fundraising that keep GRAHA viable, it is the volunteer efforts of elected and non-elected parents and hockey enthusiasts.

Section 2.05 *Membership Dues/Fees*. The Board of Directors shall establish annual dues and fees to be charged the membership, the billing and collection of which shall be in a manner prescribed by the Board and communicated to the membership on a yearly registration form.

Other assessments necessary for the operation of this Association may, from time to time, be established by the Board of Directors. All such assessments, etc., shall be payable as directed by said Board. Failure to comply with either Section 2.05 of this by-law and any rules promulgated hereunder shall result in the immediate suspension of said non-complying association, team and /or individual(s) and said suspension shall remain in full force and effect until such time as there is full compliance.

Section 2.06 *Term and Termination of Membership*.

(a) *Term*. Regular and Player Membership is conferred at the time a registration form for the current year, together with any fees due at that time, is received by the Treasurer. Membership ends on the August 31 following the registered season unless a new registration form and any fees due for the next season are received prior to that date. Supporting Membership is effective when conferred by the Board and ends on the one-year anniversary date thereof unless renewed by the Board.

(b) *Termination of Membership*. Termination of membership shall occur upon death, resignation, expulsion or expiration of term of membership.

(c) *Expulsion.* A member may be expelled for failure to pay dues or fees, failing to meet the eligibility requirements of section 2.01 above or for conduct detrimental to the association, by vote of (2/3) two thirds of the Board of Directors. The Secretary shall provide at least ten (10) days notice to the member to be expelled and to the members of the Board prior to the regular or special meeting of the Board at which the matter is to be resolved. The member shall be offered an opportunity to be heard at that meeting and to present others to testify on his/her behalf, prior to any final disposition by the Board. USA Hockey Bylaw 10 will be followed for suspension and discipline of any member.

Section 2.07 *Annual Meeting.*

(a) *Date and Time.* The annual meeting of the Regular and Supporting Members shall be held on the third Sunday in March unless otherwise determined by the board of directors at a time and location to be determined by the board of directors. Notwithstanding the meeting must be scheduled prior to April 1.

(b) *Agenda.* The agenda for each annual meeting of the members shall include (1) the election of directors/officers, (2) the submission by the Board to the membership of a report on business done during the current fiscal year, together with a year-end financial statement of assets and liabilities, including trust funds, and the principal change in assets and liabilities during the year preceding the date of the report and, if prepared by the corporation, its source and application of funds and other such information as may be required by law, and (3) any other business that may properly come before the meeting.

Section 2.08 *Special Meetings.* Special meetings of the Regular and Supporting Members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 25 percent of the Regular and Supporting Members.

Section 2.09 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

Section 2.10 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting, including the text of any proposed amendments to the Articles of Incorporation or the Bylaws and, for the annual meeting of members, the list of nominees selected by the Nominating Committee to run for positions on the Board of Directors, shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each Regular and Supporting Member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the Regular and Supporting Members entitled to vote at the meeting not less than 10 days nor

more than 60 days before the date of the meeting.

Section 2.11 *Rules of Order.* The President shall preside at all annual and special meetings and shall act as Chairman of such meetings. The Secretary shall act as secretary of any such meeting, but in his/her absence, the Chairman may appoint a person to act as secretary for that meeting. Roberts Rules of Order shall govern and control the conduct of all membership meetings unless modified by these bylaws.

Section 2.12 *Record Dates.* The board of directors may fix in advance a record date for the purpose of determining Regular and Supporting Members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action. If a record date is not fixed, the record date for determination of Regular and Supporting Members entitled to notice of or to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given.

Section 2.13 *List of Members.* The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the Regular and Supporting Members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each Regular and Supporting Member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting and be prima facie evidence of the Regular and Supporting Members entitled to examine the list or vote at the meeting.

Section 2.14 *Quorum.* Unless a greater or lesser quorum is required by statute, Regular and Supporting Members present in person or by proxy who, as of the record date, represent 10 percent of the total number of Regular and Supporting Members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the Regular and Supporting Members present. If no quorum is present at the annual meeting the Regular and Supporting Members may elect to continue the meeting for the purpose of receiving the annual report and the yearend financial statement, however the Board shall reschedule the annual meeting for the purpose of electing directors and conducting other business that may properly come before the meeting, for a date no later than May 1, that will be in accordance with the notice requirements in Section 2.10.

Section 2.15 *Proxies.* A Regular or Supporting Member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize another person to act for the member by directed proxy only. A proxy shall be signed and dated by the member and is revocable at the pleasure of the member executing it except as otherwise provided by law.

Section 2.16 *Voting*. Each Regular Member is entitled to one vote per player member and each Supporting Member is entitled to one vote, on each matter submitted to a vote of the members. Player Members shall not be entitled to vote on any matters submitted to a vote of the members, including the election of directors. All voting by Regular Members and Supporting Members shall be consolidated without distinction by or between classes of voting membership. A vote may be cast either orally or in writing, as determined by the Chair. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute or these by-laws. Directors/officers shall be elected by a majority of votes cast at any election.

Article III. BOARD OF DIRECTORS

Section 3.01 *General Powers*. The business, property, and affairs of the corporation shall be managed by the board of directors.

Section 3.02 *Validity of Board Actions*. The acts of a majority of the directors present at any meeting at which a quorum of the Board is present shall constitute official acts of the Board. Additionally, any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

Section 3.03 *Number*. There shall be Nine (9) directors on the Board of Directors. The Board shall consist of the following officers:

- (a) President
- (b) Vice President
- (c) Treasurer
- (d) Secretary
- (e) Member at Large #1
- (f) Member at Large #2
- (g) Member at Large #3
- (h) Member at Large #4
- (i) Member at Large #5

Section 3.04 *Tenure*. Directors shall be elected by the members at the annual membership meeting to two-year terms and until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

Section 3.05 *Election*

(a) *Eligibility.* Any Regular or Supporting Member in good standing (not currently under discipline by GRAHA, MAHA, or USA Hockey) who is 18 years of age or older, and is not a convicted felon, is eligible to be nominated for, to run for election to, the Board. Termination of membership in GRAHA pursuant to Section 2.06(b), or expulsion from membership pursuant to Section 2.06(c), shall automatically terminate the holding of any elective office as Director and/or officer, leaving that office vacant.

(b) *Nomination.* At the last board meeting prior to February 1 of each election year, the Nominating Committee consisting of the Vice President as chair, the Secretary and the Member at Large, shall recommend candidates to be placed before the membership for possible election. If a Board Member on this committee is running for election, that Board Member, for that election, will be replaced on the committee by a Board Member to be appointed by the Board. The Nominating Committee shall attempt to nominate eligible Regular or Supporting Members that shall be representative of all divisions and levels of play within the Association. The Nominating Committee shall also attempt to nominate half again as many candidates as there are positions up for election. Any Regular or Supporting Member interested in running for a position on the board, not nominated by the committee, may submit a request to the Board in writing at least two weeks prior to the Annual Meeting to elect directors. Any Regular or Supporting Member so requesting, that meets the eligibility requirements under (a) above, shall be placed before the membership together with the nominees, at the membership meeting for possible election to the Board.

(c) *Election.* The election of directors and officers shall take place at the annual meeting of the members.

(d) *Election of Officers.* A candidate for position of officer shall be elected by a vote of the board of directors. A candidate must receive a majority of the present eligible votes in order to be elected. In the event no one receives a majority of the eligible votes upon the first ballot, the candidate having the least number of votes shall be deleted from the ballot and subsequent ballots shall be taken until one candidate receives the majority of the eligible votes. The election of officers' vote shall take place at the next board of directors meeting following the annual meeting in March. Refer to section 304 in regard to tenure of officers.

(e) *Assumption of Office.* Newly elected directors/officers take office on April 1 of the election year, except the Treasurer who shall take office as a director and officer on August 1 of the election year. The four-month period from April 1 to July 31 is intended to serve as a transition period to allow the Treasurer elect to work with the outgoing Treasurer prior to taking office at the end of the corporation's fiscal year. During this transition period, the newly elected Treasurer shall be given notice of and be entitled to attend all meetings of the Board of Directors, and may participate in Board discussions, but shall not be entitled to a vote and shall not be counted for purposes of establishing quorum.

Section 3.06 *Resignation.* A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. An individual who resigns as a director of the corporation shall be deemed to have concurrently resigned as an officer of the corporation as well. A successor director/officer shall be appointed as provided in section 3.08 of these bylaws.

Section 3.07 *Removal.* Any director may be removed:

- (a) With or without cause, by a majority vote of all of the members; or
- (b) With cause, by a (2/3) two-thirds vote of all of the directors other than the director potentially subject to removal.

Section 3.08 *Board Vacancies.* A vacancy on the Board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors. Each person so elected shall be a director for a term of office continuing until the next annual meeting and until his or her successor is elected and qualified. If the initial vacancy occurs in the final year of a two year term, then the Board-elected person shall complete the second year of the term. If the initial vacancy occurs in the first year of a two year term, then the Nominating Committee shall submit nominations to the members at the annual meeting of members, and the membership shall elect a replacement from among those nominees to complete the final year of that term.

Section 3.09 *Annual Meeting.* An annual meeting of the Board shall be held each year on the third Sunday in March immediately after the annual membership meeting. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

Section 3.10 *Regular Meetings.* Regular meetings of the board shall be held on the Third Thursday of every month at the time and place as determined by a board resolution without notice other than the resolution. Regular meetings may only be cancelled or rescheduled by a proper resolution of the board at a Regular or Special meeting or by unanimous consent five (5) days prior to the meeting date. Written notice of the times and places of the Regular board meetings shall be sent to the membership in the association newsletter, posted on the association website or by prominently posting at the ice facilities predominantly used by the Association five (5) days before the meeting.

Section 3.11 *Special Meetings.* Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

Section 3.12 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

Section 3.13 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice, either before or after the meeting, that shall constitute a waiver of notice of the meeting.

Section 3.14 *Voting.* At all board meetings, each board member shall have one vote on any and all matters which come before the Board. In matters that require a simple majority, the President shall vote only in the event of a tie. In all other matters which require more than a simple majority of those voting, the president shall have a vote.

Section 3.15 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 3.16 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. The president's attendance at a Board meeting shall be counted for purposes of establishing a quorum. Actions voted on by a majority of directors present and voting at a meeting where a quorum is present shall constitute authorized actions of the board.

Section 3.17 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

Article IV. COMMITTEES

Section 4.01 *General Powers.* Except as otherwise provided in these Bylaws, the Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees and the chairperson for each such committee. Each committee shall consist of one or more directors. The President shall be an ex-officio voting member of all committees appointed by the Board of Directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. All committees designated by the board shall serve at the pleasure of the board. A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;

- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- (g) recommend to the members a dissolution of the corporation or a revocation of a dissolution;
- (h) terminate memberships; or
- (i) reverse, contravene or take any action inconsistent with an existing resolution, policy or directive of the Board.

Section 4.02 *Meetings*. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article III of these Bylaws for meetings of the board. Minutes shall be recorded at each committee meeting and a copy thereof promptly provided to the Secretary. The Secretary shall circulate copies of those minutes to all Board Members at or prior to next regular Board meeting. All actions of a committee are subject to review by the Board of Directors and the Board reserves to itself, at any time, the power to amend, reverse, or otherwise modify the action or decision of a committee.

Section 4.03 *Consent to Committee Actions*. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the Committee's proceedings.

Section 4.04 *Standing Committees*. Standing committees are defined as committees of the corporation that shall at all times be in existence and shall not require any action on the part of the Board for their establishment. The standing committees of GRAHA shall be the following:

(a) *Executive Committee*. The Executive Committee shall consist of the President and three other members of the Board rotating every calendar quarter as follows:

- 1st Quarter- Vice President, Treasurer, Member at Large
- 2nd Quarter- Secretary, Member at Large, Member at Large
- 3rd Quarter- Vice President, Treasurer, Member at Large
- 4th Quarter- Secretary, Member at Large, Member at Large

The Executive Committee shall possess and exercise all powers and authorities of the Board, except those outlined in Section 4.01 above, in the management of the affairs of GRAHA between meetings of the Board. Notice of any Executive Committee meeting must be given to all members of the Board.

(b) *Disciplinary Committee*. The Disciplinary Committee shall review and act upon all disputes regarding infractions of the GRAHA Rules and Regulations. The Committee shall be comprised of Regular Members, Board Members, and Coaches as designated by the board. Decisions of the Committee shall be final, subject only to review by the full Board of Directors at the next regular or special meeting.

(c) *Coaches Selection Committee.* The Coaches Selection Committee shall be created to interview and rate each candidate as either an acceptable coach or non-acceptable coach for each team at each division level. The committee will forward candidate qualifications to the Board of Directors for final approval of the coach candidates for each team, at each division. The Coaches Selection Committee will be comprised of the Director of Coaching and Player Development and individuals recommended by the President and approved by the Board of Directors.

(d) *Nominating Committee.* The Nominating Committee shall have such composition, and shall exercise such powers and have such authority, as is set forth in Section 3.05(b) of these Bylaws.

Section 4.05 *Special Committees.* Special committees shall be committees with a limited purpose and limited term of existence. Special committees may be established from time to time by the Board. At the time of establishment, the Board shall specify the purpose of the committee, its term of existence, its composition and membership, and the identity of its chairperson. The Board shall also, at the time the special committee is formed, specify the duties and responsibilities, and scope of authority, of the committee. Special committees shall be accountable to the Board.

Article V. OFFICERS

Section 5.01 *Number.* The officers of the corporation are the (9) elected directors identified in Section 3.03 of these Bylaws. No two or more offices may be held by the same person, and no person shall execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the board or these bylaws to be executed, acknowledged, or verified by two or more officers.

Section 5.02 *Qualification, Nomination and Election.* Any Regular or Supporting Member in good standing (not currently under discipline) is eligible to be nominated for, and to run for election to, an officer position, except that an individual shall not be qualified to serve as a president or a vice president of the corporation unless the individual has previously completed at least one full year of a two year term as a member of the Board of Directors of the corporation. Officers shall be nominated and elected in accordance with the procedures set forth in Section 3.05 of these bylaws. Each elected individual shall be elected simultaneously and concurrently to a director position.

Section 5.03 *Term of Office.* Each officer's term of office shall at all times run concurrently with his or her term as a director.

Section 5.04 *Resignation*. An officer may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. An individual who resigns as an officer of the corporation shall be deemed to have concurrently resigned as a director of the corporation as well. A successor director/officer shall be appointed as provided in Section 3.08 of these bylaws.

Section 5.05 *Removal*. Any officer elected by the membership may be removed, with or without cause, only by a vote of the members. Any Officer appointed by the Board may be removed by the Board with or without cause.

Section 5.06 *Suspension*. The authority of an officer to act as an officer may be temporarily suspended by the Board for cause.

Section 5.07 *Vacancies*. Any officer vacancy will be filled by the corresponding director elected in the manner described in Section 3.08 of these Bylaws.

Section 5.08 *President*. The president shall preside at all meetings of the membership, the board and the executive committee. He or she shall have the power to call special meetings of the board and meetings of the Executive committee. The president shall be an ex-officio voting member of all committees. The president shall not vote at Board of Director meetings where he or she presides, on matters requiring a simple majority, except to break a tie vote. The president shall present the annual report for presentation to the general membership at the annual meeting (see Section 2.07(b)). The president shall sign all corporate documents and agreements on behalf of the corporation, unless the board instructs that the signing be done with or by some other officer, agent, or employee of the corporation. The president shall be the official spokesperson for the corporation and for all actions taken by the board, unless the board shall direct otherwise. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office.

Section 5.09 *Vice President*. The vice president shall have the power to perform duties that may be assigned by the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

Section 5.10 *Secretary*. The secretary shall

- (a) keep minutes of board meetings;
- (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws;
- (c) be the custodian of corporate records and the minutes of the corporation's committees;
- (d) keep a register of the names and addresses of each member, officer and director; and
- (e) perform all duties incident to the office and other duties assigned by the board.

Section 5.11 *Treasurer*. The treasurer shall

- (a) have charge and custody over corporate funds and securities;
- (b) keep accurate books and records of corporate receipts and disbursements;
- (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board;
- (d) complete all required corporate filings;
- (e) prepare annual operating budget,
- (f) prepare financial statement for distribution to the Board at monthly board meetings;
- (g) provide copies of all cancelled checks from the previous month for inspection by the board at the monthly board meeting;
- (h) prepare the annual report to be presented at the annual meeting;
- (i) sign all checks distributed by the corporation;
- (j) prepare all financial documents requested by the Board; and
- (k) perform all duties incident to the office and other duties assigned by the board.

Section 5.12 *Members at Large*. The Members-at-Large shall serve as liaisons with the constituency of the general membership that they are assigned to, shall attempt to keep themselves informed as to the opinions and interests of the members and the state of the corporation's program(s), and shall regularly advise the Board accordingly. The Members-at-Large will also perform other duties from time to time as may be delegated by the Board.

- (a) Member at Large #1
- (b) Member at Large #2
- (c) Member at Large #3
- (d) Member at Large #4
- (e) Member at Large #5

Article VI. CORPORATE DOCUMENT PROCEDURE

Section 6.01 *Authorization*. All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, agent, or attorney-in-fact unless authorized by the board or by these bylaws.

Article VII. INDEMNIFICATION

Section 7.01 *Non-derivative Actions*. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at

the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 7.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 7.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 8.01 or 8.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Section 7.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 8.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

Section 7.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 8.01 or 8.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 8.01 or 8.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding; or
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors; or
- (c) By independent legal counsel in a written opinion; or
- (d) By the members.

Section 7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 8.01 or 8.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.01 or 8.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 7.08 *Non-exclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 7.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

Section 7.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 7.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

Section 7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

Article VIII. COMPENSATION

Section 8.01 *Directors and Officers.* No Director or Officer of GRAHA shall receive any compensation from GRAHA for time or services rendered, except that Directors and Officers may be reimbursed for expenses actually incurred by them incidental to activities on behalf of GRAHA and only then at the discretion of the Board.

Section 8.02 *Others.* When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an employee, agent, or independent contractor, except as prohibited by these bylaws.

Article IX. DISPUTE RESOLUTION PROCEDURE

Section 9.01 *MAHA Procedures.* Any dispute between members or involving the interpretation or application of these Bylaws shall be submitted to the dispute resolution procedure set forth by MAHA and USA Hockey and follows USA Hockey Bylaw 10. In the event that procedure fails to resolve the matter, the dispute shall be submitted to arbitration in Kent County, Michigan, pursuant to

the rules of the American Arbitration Association. The fees and expenses of the arbitrator, and any American Arbitration Association fees, shall be allocated equally between the parties. Judgment upon the award rendered by the arbitrator shall be final and binding and may be entered in any court of competent jurisdiction.

Article X. CONFLICTS OF INTEREST

Section 10.01 *In General.* At any meeting of the Board of Directors, any director who has a financial or uniquely personal interest in the action being discussed or taken by the Board of Directors shall be excused from at least part of the discussion of that matter, and shall not be entitled to vote on the proposed action. In situations where a director is so excused, the excused director shall be counted for purposes of determining whether a quorum is present, but shall not be counted for purposes of determining the majority necessary to approve the action.

Section 10.02 *Vendors.* Individuals who are vendors or employees of vendors who receive payment from the Corporation for goods or services are precluded from serving as an officer member of the Executive Committee. They may serve on the Board of Directors as a general member of the Corporation with voting rights; however, they must disqualify themselves and abstain from voting on any issue from which they may derive personal benefit.

Section 10.03 *Ice Rinks.* Individuals involved with the management of any ice rink or are employees of any ice rink are precluded from serving as an officer or member of the Executive Committee. They may serve on the Board of Directors as a general member of the Corporation with voting rights; however, they must disqualify themselves and abstain from voting on any issue from which they may derive personal benefit.

Article XI. CONFIDENTIALITY

Section 11.01 *Nondisclosure Policy.* Each Board Member, Officer, staff member, Committee member or other person entrusted with confidential information (Responsible Person) shall exercise care not to disclose confidential information acquired in connection with such status or information, the disclosure of which might be adverse to the interests of GRAHA. No responsible person shall use confidential information for his or her personal gain.

Section 11.02 *Types of Confidential Information.* The following types of information received by a Responsible Person in the performance of his or her responsibilities as a Responsible Person shall be treated as confidential unless otherwise determined by the Board:

- (a) Information regarding the appointment or termination of employees;
- (b) Employees evaluations and compensation;
- (c) Information about contractual relationships with third parties; and

- (d) Anything that the Board determines should be kept confidential in the best interests of GRAHA so long as disclosure of such information is not otherwise required by law or these by-laws.

Section 11.03 *Failure to Comply.* Any Director, Officer, or committee person who fails to comply with the provisions of this Article shall be subject to such sanction as the Board of Directors determines is appropriate. Any other Responsible Person who is subject to this policy and who fails to comply with it shall be subject to discipline, termination of employment, or other such sanction as the Board of Directors determines is appropriate.

Article XII. DISSOLUTION

Section 12.01 *Dissolution.* In the event of liquidation or on dissolution of the Corporation, or in the event that it shall cease to carry out any of its purposes, after paying or providing for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed by the directors (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code, or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations that the court shall determine and that are organized and operated exclusively for such purposes. In no event shall any of the funds or property of the Corporation be distributed to any of the members, directors, or used for any other purpose not permissible under IRC 501(c)(3).

Article XIII. COMMUNICATIONS

Section 13.01 *Website.* GRAHA business and affairs shall be communicated regularly to the membership by means of the GRAHA official website. The website URL is www.GRAHA.org. The content of the website shall be controlled by the board of directors. The GRAHA staff shall be responsible for maintaining the website and recommending the website webmaster and host, to the Board for approval. The Board shall appropriately budget for the website.

Article XIV. FISCAL YEAR, FINANCES, FILINGS AND REPORTS

Section 14.01 *Fiscal Year.* The fiscal year shall end on July 31 of each year.

Section 14.02 *Fiscal Year Budget.* The Treasurer shall prepare and the board shall approve a budget for the upcoming fiscal year prior to establishing the finalized registration fees and prior to the start of the upcoming hockey season. Fees shall be finalized before the start of the upcoming season.

Section 14.03 *Tax Exempt Status.* It is the Board's responsibility to maintain the organization's tax exempt status at the state and federal level. The board must see to it that all necessary forms and tax returns are timely filed with the appropriate state and federal authorities.

Section 14.04 *Attorney General Registration for Charities.* The Board is responsible for ensuring that all required filings and registrations are made and maintained, and any required licenses for soliciting charitable contributions are obtained, from the Charitable Trust Section of the Michigan Attorney General's Office.

Section 14.05 *Michigan Annual Information Update Form.* As required by Michigan law, the board shall ensure that the appropriate annual reporting form is filed with the State of Michigan no later than October 1 or as otherwise required by law.

Section 14.06 *Financial Statements.* The Treasurer shall, at least once each year, or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the Corporation for the preceding fiscal year. The statement and, if prepared by the corporation, a report of its source and application of funds, shall be available to any member upon request.

Section 14.07 *Insurance.* The Board shall maintain Directors and Officers Liability insurance and a Crime Insurance Policy to insure GRAHA's assets from theft or embezzlement.

Article XV. NOTICES

Section 15.01 *Sufficient Notice.* Any notice required by statute or these bylaws to be given to GRAHA's members or directors, unless otherwise specifically provided in such statute or Bylaw, shall be deemed sufficient if given by depositing the same in a U.S. Post Office collection box, postage prepaid, addressed to such member or director at his/her last known address. Such notice shall be deemed to have been given at the time such mailing is officially cancelled by the U.S. Post Office.

Section 15.02 *Waiver.* Whenever any notice whatsoever is required to be given under the provision of these bylaws, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article XVI. AMENDMENTS

Section 16.01 *By the Membership.* These Bylaws may only be amended or repealed by a majority vote of the membership present and voting at an Annual or Special meeting of the members and only if such proposed amendment or repeal is included in the notice of such meeting.