

**BY-LAWS**  
**ANCHORAGE WOMENS' HOCKEY LEAGUE, INC.**

**ARTICLE I**

- Section 1. Name.** The name of the corporation is Anchorage Women's Hockey League, Inc. (AWHL).
- Section 2. Registered Office and Agent.** The address of the registered office and of the registered agent shall be updated as required by the State of Alaska Corporations Division.
- Section 3. Affiliation.** This organization shall be affiliated with and conform to all the Rules prescribed by USA Hockey (USAH) and the Alaska State Hockey Association (ASHA).

**ARTICLE II**

- Section 1. Fiscal year.** The fiscal year of this corporation shall begin on June 1<sup>st</sup> of each year.

**ARTICLE III- MEMBERS**

- Section 1. Membership.** The Membership of this organization shall be composed of the following:
- Section 1.1. Members.** Any female ice hockey player who remains in compliance with all provision of the By-Laws and all Rules and Regulations of this League shall be deemed a Member in good standing and entitled to exercise all rights and privileges as the status may accord.
- Section 1.2. Associate Members.** Any person or organization interested in or involved in the conduct of ice hockey competition for women in the greater Anchorage area shall be eligible to become an Associate Member of the League, including, but not limited to, the following: coaches, officials, and patrons of active Members. Associate Members shall be non-voting Members of this League and shall be eligible for election to the Board of Directors.
- Section 2. Registration Fees.** The Board of Directors shall establish an annual registration fee for Membership in the League and the applicant shall forward the amount of the fee to the League along with the Annual Membership Application.
- Section 3. Application for Membership.** Individuals may acquire annual membership in the Anchorage Women's Hockey League by submitting to AWHL an official Annual Membership Application form, or other official form, as designated by the Board of Directors. The official application form or forms are to be announced by the President at the Annual Meeting of Members and made available within one hundred and twenty (120) days of the Annual Meeting. Through the act of acquiring Membership, each new Member or Associate member expresses their willingness to comply with and adhere to the By-Laws and Rules and Regulations of this League. The prescribed fee must accompany application for Membership or Associate Membership.
- Section 4. Suspension or Forfeiture.** Membership or Associate Membership shall be subject to suspension or forfeiture in the event of a failure to comply with any of the requirements of the By- Laws, Rules and Regulations, or decisions of the Board of Directors of this Corporation, USAH and ASHA as hereinafter provided. However, before any action may be taken, a hearing must be held by the Board of Directors during which the alleged offender shall have the right to be present and to present

witnesses or any information she/he deems pertinent. Following the hearing the board of Directors may take action to suspend the offender by a two-thirds (2/3) majority vote. Any suspended Member or Associate Member shall have the right to appeal to the Board of Directors at its next meeting for its review and action. Pending the decision of the Board of Directors on the appeal, the suspension shall be held in abeyance. To sustain the suspension, a two-thirds (2/3) majority vote of the Board of Directors is required.

**Section 5. Competition.** All games played by a Member, and the qualification of all persons competing in such games as members of its team, shall be in conformity with the By-Laws, Rules and Regulations and decisions of the Board of Directors of this Corporation, USA Hockey and ASHA.

**Section 6. Rejection.** The Board of Directors reserves the right to refuse any Membership or Associate Membership application at their discretion.

**Section 7. Sanction.** Members failing to pay the established registration fee or return AWHL property within thirty (30) days after it becomes due and payable, shall be subject to suspension from this Corporation. The continued failure to pay the required registration fee or returned AWHL property for period of ninety (90) days will result in automatic loss of Membership standing.

#### **ARTICLE IV –MEETINGS OF MEMBERS**

**Section 1. Place of Meetings.** Meetings of the Members shall be held at the registered office of the corporation or at any other place within or without the State of Alaska the board of Directors or Members may from time to time select.

**Section 2. Annual Meeting.** An Annual Meeting of the Members shall be held within three (3) weeks following the end of the season each year.

**Section 3. Regular Meetings.** The Meetings of this Corporation shall be called by the Vice President of Operations or Vice President of Membership on the order of the President. Meetings of the Committees shall be called by the President or Chairperson of the Committee.

**Section 4. Special meetings.** Special meetings of this Corporation may be called on a favorable vote of two-thirds (2/3) majority vote of the Board of Directors or by the Members having not less than one-twentieth (1/20) of the votes entitled to be cast at the meeting by notice, in writing, to the President with not less than seven (7) days notice to all Directors. The notice of such meeting must contain the date and place of the Meeting and the object thereof.

**Section 5. Notice of Meetings.** Notice of all meetings of this Corporation shall be sent in person, in writing or by telephone by the Vice President through Division Coordinator to each Team Representative not less than seven (7) days prior to Meeting.

**Section 6. Voting.** Each Member in good standing is entitled to one vote on each matter submitted subject to membership approval. The board determines how voting will be conducted.

**Section 7. Quorum.** The presence, in person or by proxy, of Members holding one-tenth (1/10) of the votes entitles to be cast shall constitute a quorum at meetings of Members. At a duly organized meeting, Members present can continue to do business until adjournment even though enough Members withdraw to leave less than a quorum.

**Section 8. Informal Action by Members.** Any action that may be taken at a Meeting of Members may be taken without a Meeting if consent in writing setting forth the action shall be signed by all of the members entitled to vote the action and shall be filed with the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a Membership Meeting.

## **ARTICLE V – OFFICES OF THE CORPORATION**

### **Section 1. Board of Directors.**

**Section 1.1. Officers.** The Officers of this Corporation shall be members of the Board of Directors and shall constitute the Executive committee which shall be as follows:

- A. President
- B. Vice President- Operations
- C. Vice President- Membership
- D. Secretary; and
- E. Treasurer

**Section 1.2. Members at Large.** Two Members at Large shall be elected from the Corporation's Membership.

**Section 1.3. Tier Coordinators.** Teams may, at the discretion of the Board of Directors, be divided into one or more Tiers. Each Tier will be entitled to be represented by one Tier Coordinator. Tiers with 4 or more teams may be further organized into divisions at the Board's discretion.

### **Section 2. Representatives, Agents, and Other Officers.**

**Section 2.1. Team Representatives.** Each team registered with the Corporation shall be entitled to be represented by one Team Representative.

**Section 2.2. Representative to ASHA Board of Directors.** The Board of Directors shall appoint a representative to the ASHA Board of Directors from the Corporation Membership.

**Section 2.3. Advisory Board.** All past Board members who ended their terms in good standing with the league are considered de facto Advisory Board members. The Board of Directors shall have the authority to name, at its discretion, additional members of an Advisory board, in recognition of outstanding service to the Corporation, who shall have no vote but shall be able to advise the Board of Directors on any matters pertaining to the Corporation.

**Section 2.4. Other Officers.** Other Officers, assistant Officers, and agents that the Board of Directors from time to time may deem necessary may be elected by the Board or be appointed in a manner prescribed by the board.

### **Section 3. Election**

**Section 3.1. Board of Directors.** All Members of the Board of Directors shall be elected by the general membership of the Corporation in a democratic election process. An annual election shall be held with all Members eligible to vote. All officers (President, Vice President-Operations, Vice President-Membership, Secretary, Treasurer, Members at Large, and Tier Coordinators) shall be assigned by and within the elected board.

**Section 3.2. Team Representatives.** Each team shall have one Representative from its active Membership. A Team Representative may volunteer for this role or be appointed by the Board.

**Section 3.3 Terms** The full term of a Board Directors is three (3) years. A Board Director shall serve no more than two (2) full consecutive terms. After a phase in

period, the Board elections will be staggered so that no more than 3 seats will be open for voting each year.

**Section 3.4. Vacancies.** In the event that a Member of the Board of Directors shall be unable, for any reason, to serve the full term, the Executive Committee shall appoint an interim replacement who shall serve as an Officer until the next Meeting of the Board of Directors, at which time the Board shall elect a replacement who shall serve the unexpired term. In the event of a temporary vacancy, an interim replacement will be designated by the Board of Directors and have all powers and perform all duties of the Office being temporarily replaced.

**Section 4. Salaries.** Officers shall not receive a salary for their services as Officers. An Officer may, however, serve the Corporation in a capacity other than that of Officer and receive compensation for the services rendered in that other capacity.

**Section 5. Service Honorarium** After completion of a full term, the President, Vice Presidents, Treasurer and Secretary shall be given a credit of up to one half (1/2) of the individual registration fees for the season immediately following the completed term. Honoraria amounts shall be determined by the Board in each budget cycle prior to the season start. Credit hinges on successful completion of term and is subject to board approval. Reduction is non-transferable. This policy is based on financial solvency of the league.

**Section 6. Loans Prohibited.** The Corporation may not make loans to its Members of the Board of Directors, Representatives, Officers, and Agents of the Corporation. A Director or Officer who assents to or participates in the making of such a loan shall be liable to the Corporation for the amount of the loan until its repayment.

**Section 7. Removal of Officers or Agents.** Members of the Board of Directors, Representatives, Officers, and Agents of the Corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interest of the Corporation will be served by removal. The removal shall be without prejudice to contract rights, if any, of the person so removed.

## **ARTICLE VI - MEETINGS OF THE BOARD**

**Section 1. Place of the Meetings.** The Meeting of the Board of Directors may be held at the registered office of the Corporation or in any place within or without the State of Alaska that a majority of the Board of Directors may from time to time by resolution appoint.

**Section 2. Annual Meeting.** The Board of Directors-Elect shall meet within thirty (30) days following the Annual meeting of the Members to elect Officers and consider other business. The outgoing Board shall conclude business prior to May 31<sup>st</sup> of any given year. Outgoing Board members are responsible for training incoming Board Members for their roles.

**Section 3. Special meetings.** Special Meeting of the Board of Directors may be called at any time by the President or by any Member of the Board.

**Section 4. Notice of Meetings.** -Notice of each Special meeting shall be given to each Member of the Board of Directors at least five (5) days before the Meeting. This notice may be given either personally, by telephone, by e- mail, by sending a copy of the notice though the United States mail, or by telegram, charges prepaid, to the address of each Director appearing on the records of the Corporation.

**Section 5. Procedure for Agenda Items.** Anyone wishing to place an item on the agenda of the Board of Directors Meeting must do so by presenting it to the Board, in writing, or by telephone, not later than 24 hours before a scheduled Meeting. Items

must be submitted with a specific proposal.

**Section 6. Quorum.** At all Meeting of the Board of Directors a simple majority of the Board shall constitute a Quorum.

**Section 7. Rules of Order.** Roberts Rules of Orders shall govern and control the conduct of all meeting of the Board of Directors unless modified by these By-Laws.

**Section 8. Waiver of Notice.** Meetings may be held without seven (7) days advance notice, providing waivers of notice are given, in writing, by all Directors.

**Section 9. Minutes.** The Secretary shall distribute copies of the minutes of all the Meetings of this Corporation, its Committees and the Board of Directors within twenty (20) days of such Meetings to the Board of Directors.

**Section 10. Adjournment.** A Meeting of the Board of Directors may be adjourned. Notice of the adjournment of Meeting or of the business to be transacted there, other than by announcement at the Meeting at which the adjournment is taken, shall not be necessary. At an adjourned Meeting at which a quorum is present, any business may be transacted which could have been transacted at the Meeting originally called.

**Section 11. Informal Action.** If all the Directors severally or collectively consent in writing to any action taken by the Corporation and the writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a Meeting of the Board.

**Section 12. Voting.** Each Member of the Board of Directors in attendance shall have one vote. Decision shall be by the majority of the votes cast, unless the favorable vote of the larger proportion of the votes is required by the Constitution and the By-Laws.

## **ARTICLE VII – POWERS AND DUTIES**

**Section 1. Board of Directors.** The Board of Directors of this Corporation shall have the power to:

- A. Amend By-Laws/Rules and Regulations;
- B. Enforce penalties;
- C. Remove or remit suspensions or penalties previously imposed;
- D. Remove any Officer or member of the Board by a two-thirds (2/3) majority vote;
- E. Temporarily fill vacancy caused by resignation or expulsion;
- F. Appoint subcommittees;
- G. Establish and collect fees and funds of the Corporation so long as they conform to those of USA Hockey and ASHA;
- H. Establish and define Rules of women's hockey in the Corporation so long as they conform to those of USA Hockey and ASHA;
- I. Interpret, define and explain all of the provisions of the By-Laws and Rules and Regulations;
- J. Call any necessary Special meetings of the Corporation and fix the time and place of Special meetings not fixed by the By-Laws;
- K. Have immediate access through a qualified auditor on demand or on demand of the President to all books, vouchers, receipts and records generally pertaining to the finance and operation of the Corporation and any program or project of this Corporation; and
- L. The Board of Directors shall receive a copy of the financial statement (Balance Sheet and Operating Statement) of the Corporation.
- M.

**Section 2. President.** The President shall be Chief Executive Director of the Corporation and shall have general supervision of the business of the Corporation. President shall preside at all Meetings of Members and discharge duties of a presiding Officer, shall present at each Annual Meeting of the Membership a report of the business of the Corporation for the previous fiscal year, and shall perform whatever other duties the Board of Directors may from time to time prescribe. The President shall call and preside at Meetings of the Board of Directors. The President shall generally perform the duties usual to the office of President and may, upon discretion, order the calling of Meetings of the Board of Directors or of the Committees of the Corporation. It shall also be the duty of the president immediately at the close of each Annual General Meeting to convoke a Meeting of the Board of Directors in order to discuss business of the forthcoming year. The President shall be a non-voting Member of the Board of Directors except in the case of a tie vote.

**Section 3. Vice President-Operations.** The Vice President-Operations shall preside at all Meetings at which the President is not present and shall also undertake all duties assigned by the President or the Board of Directors. The President may designate the Vice President to have all powers and to perform duties of the office of the President during temporary periods of absence.

**Section 4. Vice President-Membership.** The Vice President- Membership shall attend all Meetings of the Board of Directors and of the members. Position shall be responsible for the recruitment, education, and retention of Members. Position will manage and coordinate Member, Associate Member, or Team registrations; Player and Team Insurance; and board communications with members. Vice President-Membership will work in coordination with AWHL Tier Coordinators and the State or Regional Registrar for USA Hockey.

**Section 5. Secretary.** The Secretary shall attend all Meetings of the Board of Directors and of the Members and shall keep or cause to be kept a true and complete record of the proceedings of those Meetings. Secretary shall keep the corporate seal of the Corporation, and when directed by the Board of Directors shall affix it to any instrument requiring it. Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors or of the Members and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

**Section 6. Treasurer.** The Treasurer shall at each Annual meeting submit a written report to the Board of Directors regarding the financial affairs of this Corporation including all monies of the Corporation and shall deposit same in a chartered bank selected by the Board of Directors. The President and/or Treasurer of the Corporation shall sign checks. The Vice President-Operations shall be alternate signing Officer for the Corporation. Both must be bonded for not less than \$5,000.00. The Treasurer shall prepare the annual financial statement each year, which shall be presented to the Members of the Board of Directors for presentation at the Annual Meeting. The Treasurer shall also, upon the orders of the President, prepare financial statements to be presented at any Meeting of the Board of Directors. The Treasurer shall prepare any financial statements necessary for the filing of tax returns or applying for grants. The Treasurer shall prepare the books for an annual audit.

**Section 6. Tier Coordinators.** Tier Coordinators coordinates all activities within their

Tier and is the official liaison between the Board of Directors and the Team Representatives within their own Tier. Tier Coordinators shall be present at all Meetings of the full Board of Directors called by the President. Tier Coordinator will inform Team Representatives within their Tier of all relevant agenda items and obtain one vote for each team through their Representatives and report these votes at the Board of Directors Meetings.

**Section 7. Team Representatives.** Team Representatives shall be the official liaison between the Board of Directors and the Members of her team through the Tier Coordinators.

**Section 8. Powers and Duties of ASHA Representative.** Shall be the official liaison between the AWHL, Inc. board and the Alaska State Hockey Association Board of Directors. Will be responsible for attending all AWHL and ASHA State Board meetings and fulfilling the duties of a voting member of the State Board at those meetings. Shall report back to AWHL any information that pertains to AWHL and will advise the Board on upcoming business and voting issues. Shall represent AWHL and vote according to Board direction at any ASHA Board meeting.

**Section 9. Delegation of Duties.** Whenever an Officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an Officer to any other Officer(s) or to any Director(s).

#### **ARTICLE VIII – COMMITTEES**

**Section 1. Committees.** In an effort to achieve administration and planning of programs and activities of the Corporation, the President may appoint whatever committees may be necessary, subject to the approval of the Board of Directors

#### **ARTICLE IX – SHARES OF STOCK AND DIVIDENDS PROHIBITED**

**Section 1. Shares of Stock and Dividends.** The Corporation may not have or issue shares of stock. No dividend may be paid and no part of the income or profit of the Corporation may be distributed to its Members, Directors or Officers.

#### **ARTICLE X – SPECIAL CORPORATE ACTS**

**Section 1. Execution of Written Instruments.** Contracts, deeds, documents and instruments shall be executed by at least one Officer of the Corporation unless the Board of Directors shall in a particular situation designated another procedure for their execution.

**Section 2. Signing of Checks and Notes.** The Officer shall sign checks, notes, drafts, and demands for money from time to time designated by the Board of Directors.

#### **ARTICLE XI – AMENDMENTS**

**Section 1. Amendments.** Amendments or alterations to the Articles of Incorporation shall be made only at the Annual Meeting or at a Special meeting of the Corporation after special notice to AWHL Board of Directors, in writing, no later than two weeks before said Meeting. Two-thirds (2/3) majority vote of the Board of Directors is required for the adoption of any amendments or alterations to the Articles of Incorporation.

**Section 2. Bylaws** This Corporation, at any Annual Meeting or the full Board of Directors Meeting may adopt, amend, revise or repeal the Bylaws and Regulation for governance of this Corporation. Amendments or alterations to the By-Laws shall be made by simple majority vote of the Board of Directors or by the affirmative vote of

not less than one-half (1/2) of the members present at the Annual Meeting.

**Section 3. Notice of Amendment.** The President shall notify all Directors of any changes in the By- Laws or Rules and Regulations of this Corporation within thirty (30) days of the date of the change.

#### **ARTICLE XII – NOT-FOR-PROFIT STATUS**

**Section 1.** Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 503(c)(4) of the Internal Revenue Code.

**Section 2.** This organization is exclusively for educational purposes within the meaning of Section 503(c)(4) of the Internal Revenue Code.

**Section 3.** Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by and organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Dated this 2<sup>nd</sup> day of May, 1989

APPROVED:

Michele Vacca  
Tina Wright

Amended: May 14, 2002

Amended: May 19, 2006

Amended: March 5, 2019