

North Alabama Hockey Association BYLAWS

1 NAME

- 1.1 The name of this nonprofit corporation is the North Alabama Hockey Association, Inc. (hereinafter called "NAHA").

2 PURPOSE

- 2.1 The purpose of NAHA, in addition to any purposes set forth in the Articles of Incorporation of the organization, is as follows:
- a. To promote the sport ice hockey among the youth of Huntsville, North Alabama, the Tennessee Valley, and beyond.
 - b. To organize for this purpose a body for carrying out the aims of promoting the sport of hockey and for obtaining facilities for a program of promotion, training, and playing of hockey and any and all other activities relating or beneficial in any way to the sport of hockey.
 - c. To organize participants in the sport of hockey into teams and leagues and to provide coaching, officiating, and all other activities necessary for the orderly participation in the sport of hockey.
 - d. "Notwithstanding any other provision of the articles of incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code 1954 or the corresponding provision of any future United States Internal Revenue Law of (b) by a cooperation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law."
 - e. To develop, implement, and maintain a Screening and Abuse Policy, and other such policies as required by USA Hockey which assures NAHA participants that its coaches and administrators comply with principles and standards of conduct established by NAHA.
 - f. To develop one of the best hockey programs in the United States.
 - g. To integrate into the community.
 - h. To provide opportunities for the development of NCAA Collegiate level players from within the youth program.
 - i. To maintain an active adult recreational program.
 - j. To manage programs that are highly competitive but very affordable.

3 NON-PROFIT STATEMENT

- 3.1 NAHA is and shall remain nonprofit, nonsectarian and nonpartisan.
- 3.2 NAHA does not contemplate pecuniary gain or profit to any member thereof and is organized solely for nonprofit purposes.
- 3.3 No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any

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other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

- 3.4 No part of any net earnings of NAHA shall inure to the benefit of any Registered Team Member or any individual, except that the Corporation shall be authorized and empowered to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Director or Officer of the Corporation.

4 MEMBERSHIP

- 4.1 NAHA is open to anyone desiring to promote ice hockey for youth and adult recreational. For purposes of voting each family shall be considered one member and, regardless of the number in the family each family shall have one vote. Only one member per family will be on the Board of Directors at any given time.
- 4.2 **Member Compliance:** All registered members with NAHA shall, by their registration, be deemed to have indicated their willingness to comply with the Bylaws and the policies, guidelines, rules and regulations of NAHA and USA Hockey, and shall be subject to the policies, guidelines, rules and regulations thereof.
- 4.3 **Participation Exclusion**
- 4.3.1 A player or coach who is registered to an association that is Tier 1 and/or Girls/Womens, then that player or coach will be allowed to participate in a NAHA Program. This condition shall only apply as long as NAHA is not competing at the Tier 1 Level and/or Girls/Womens.
- 4.3.2 If a player or coach is registered or participates in another organized hockey league or association, not to include Tier 1 or women's/girls leagues, then that player or coach will not be allowed to participate in the same capacity with any and all NAHA functions concurrent with that particular season.
- 4.3.3 A player may participate on a Tournament Team with the permission of Coach and League Director.
- 4.4 **Right of Membership Refusal:**
- 4.4.1 The NAHA Board of Directors shall have the right and discretion to refuse membership in NAHA.

5 MEETING OF THE MEMBERSHIP

- 5.1 Removed

6 BOARD OF DIRECTORS

- 6.1 **The Board of Directors:** the Association shall consist of up to thirteen (13) Board members, including the twelve (12) directors to be elected by the membership. The Board of Directors shall elect a President, Vice-President, Treasurer and Secretary at the first meeting following the election of the Board of Directors. The term of office of such Directors shall be two (2) years. Each year six (6) members of the Board of Directors shall be elected.

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- 6.2 **Duties of the Board of Directors:** Without restricting or limiting the duties imposed by law, by the NAHA Articles of Incorporation, or by the Constitution and governing documents of USA Hockey, the duties of the Board of Directors shall include, but are not limited to, the following:
- a. Elect the officers of NAHA.
 - b. Review, approve, remove or revise a Member's status in NAHA.
 - c. Adopt, amend, revise or repeal the Bylaws, Policies and Guidelines of NAHA.
 - d. Affirm or remove suspensions in accordance with the policies and guidelines of NAHA and USA Hockey.
 - e. Enforce the Bylaws, policies and guidelines of NAHA and USA Hockey.
 - f. Remove from office any Officer by two-thirds (2/3)-majority vote.
 - g. Temporarily fill the vacancy of any office caused by any reason.
 - h. Establish and collect fees.
 - i. Ratify any temporary ruling by the President, Officers or Standing Committee(s) acting on the authority of the Board of Directors.
 - j. Have access to all NAHA financial records; review all NAHA expenditures and collections.
 - k. Any other such powers granted by the Alabama Corporation Code, and these Bylaws.
- 63 **Election of Directors:** Mailing ballots to the membership during the month of February each year shall elect the Directors. Such ballots, when returned by the membership, shall be counted by the Secretary and a minimum of one other member of the Association and the results of the election announced at the annual meeting. In case of a tie for the last Director's slot, a runoff election shall be held. Ballots shall be retained for the calendar year. Alternates shall be the candidates not elected to the Board and shall be eligible to fill vacancies on the Board ranked according to votes received. In the case of a tie among the next alternate the existing Board will cast a secret ballot to determine the next alternate to fill a board vacancy. If the number of applicants is less than the number of openings, no election will take place. In this event, the Board will be notified and applicants will be seated at the beginning of the next term.
- 64 **Nomination and election of Board Officers:** Officers will be nominated, with the approval of the nominee, and voted on at the April meeting.
- 65 **Director Terms:** Each Director shall serve until his successor is duly elected and qualified to serve in his place, or until his death, whichever occurs first.
- 66 **Vacancies:** In the case of any vacancies caused by death, dismissal, disability, resignation, or other inability to serve the remaining directors may choose to fill the vacancy with the next alternate by vote of two thirds of the directors present at a meeting. If the alternate does not receive two thirds the remaining directors can present the next alternate for vote or choose not to fill the vacancy. The alternate must be willing to accept the position if elected by the remaining directors.
- 67 **Voting by Directors:** Each Director shall be entitled to one (1) vote. In the event of a tie vote, the NAHA President shall cast the tie-breaking vote; provided, however, that he or she may not cast a vote both as President and as a Director on any matter coming before the Board.

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- 68 **Powers:** The Board of Directors shall have the entire management of the business of the Association and is vested with all the power assessed by the Association itself. The Board may, at its discretion, hire or contract any individual, company, or organization to operate or support NAHA programs and/or events. The Board of Directors shall have the power to determine and resolve disputes, and the determination of the Board shall be final and conclusive.
- 69 **Conflict of Interest:** A Board Officer shall be removed or prevented from serving as an officer of the NAHA for a conflict of interest for simultaneously being a NAHA officer, a member of an Ice Complex Board of Control, and/or an employee of an ice facility or subcontractor utilized by NAHA.
- 610 **Removal:** A Director may be removed for cause at any time by a vote of the majority of the elected membership of the Board at any special meeting of the membership of the Board called for that purpose. The NAHA Board may replace the removed Director per Section 6.6 of these By-Laws.

7 MEETINGS

- 7.1 The Directors' regular meetings shall be scheduled each month. The President may cancel scheduled meetings with cause.
- 7.2 Special meetings of the Board of Directors may be held at any time when called by the President. All meetings of the Board of Directors shall be open to the general membership.
- 7.3 A quorum shall consist of one more than half the number of Directors.
- 7.4 All members of the Board are required to attend at least nine (9) regular meetings. With concurrence of the President, Board members may teleconference into the regular meetings if out-of-town and be counted as present for meetings. It is the expectation that if a Board member is in town that they will attend in person. Upon the third regular meeting absence, the Board Member will be notified, and at the next absence, the name will be brought before the Board for action.

8 OFFICERS

- 8.1 **Election:** Officers of the Association shall be elected at the April meeting of the Board of Directors and shall consist of a President, Vice-President, Secretary, and Treasurer. The Vice-President from the Board of Directors. The President, Treasurer and Secretary may be elected from the Board of Directors or from the general membership. If the President is elected from within the board of directors an alternate may be voted in to fill his or her vacancy on the board since the President does not vote except in the case of ties. The Board of Directors may, from time to time, elect any such other officers from the general membership, as required, but there shall never be more than 12 voting board members plus the President.
- 8.2 **Officers Term:** All officers must be members of the Association and shall serve from the time of his election until his successor has been elected and qualified to serve in his place or he has been removed from the Board.
- 8.3 **NAHA Officer Roles and Responsibilities**
- 8.3.1 President

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- 83.1.1 The President shall be the principal Standing officer of NAHA and shall, in general, supervise and control all of the business and affairs of NAHA. The President shall have, but is not limited to, the following powers and duties:
- a. Presiding at all meetings of the Registered Members and of the Board of Directors at which he/she is present.
 - b. The power to call special meetings of NAHA, at his/her discretion.
 - c. The power to determine questions arising from emergencies not provided for in the Bylaws or Rules and Regulations of NAHA until such time as they may be acted upon by the appropriate NAHA Standing Committee or the NAHA Board of Directors.
 - d. Attending and representing NAHA in other hockey meetings, including the USA Hockey Annual Meeting, SYHL meeting and Southeastern District meetings.
 - e. Shall be an ex-officio member of all Standing Committees unless he/she otherwise qualifies to be a member of any such committee.
 - f. Shall sign, with the Secretary or other proper officer of NAHA as authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of NAHA.
 - g. Shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 83.1.2 The President shall be allowed all of his/her out-of-pocket expenses for all NAHA business. These expenses shall include, but are not limited to, economy class air travel when necessary, automobile rental, lodging and meals when traveling on NAHA business. He/she shall also be reimbursed for phone calls, postage and copying costs incurred in the performance of his/her duties.

8.3.2 Vice President

- 8.3.2.1 The Vice President shall have the following powers and duties:
- a. In the absence of the President or in the event of the President's inability or written abstention, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions upon the President.
 - b. Shall serve as the chairman of the NAHA Disciplinary Committee.
 - c. Perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

8.3.3 Secretary

- 8.3.3.1 The Secretary shall have, but is not limited to, the following powers and duties:
- a. Shall be custodian of the corporate records of the seal of NAHA.
 - b. Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.
- 8.3.3.2 The Secretary shall be allowed his or her reasonable and necessary expenses.

8.3.4 Treasurer

- 8.3.4.1 The Treasurer shall have, but is not limited to, the following powers and duties:

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- a. If required by the Board of Directors, he/she shall give a bond for the faithful discharge of Treasurer's duties in the sum and with such surety or sureties as the Board of Directors may determine.
 - b. Shall have charge and custody of and be responsible for all funds and securities of NAHA.
 - c. Shall be responsible for receivables and receipts from monies due and payable to NAHA from any source whatsoever, and deposit all such monies in the name of NAHA in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
 - d. Shall be responsible for filing all required financial statements, returns or other documents as may be required by government agencies to which NAHA has responsibility.
 - e. Shall be responsible for facilitating the preparation, maintaining and distribution of monthly NAHA financial reports to the Board of Directors and Officers.
 - f. Prepare and submit an annual operating budget to the Board of Directors.
 - g. Ensure an audit of NAHA's financial records is completed as required by law or as requested by action of the Board of Directors
 - h. Ensure that NAHA's nonprofit status with Federal and State authorities is maintained.
 - i. Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.
- 8.3.4.2 The Treasurer shall be allowed his or her reasonable and necessary expenses.
- 8.4 **Compensation:** Officers shall receive no compensation for their services.
- 8.5 The President shall act as chairman of the Board of Directors but shall have no vote except in the event of a tie vote by the Directors, in which case he/she shall cast the tie-breaking vote. All other Officers shall serve a term of one (1) year. Nothing contained herein shall prohibit an Officer from being re-elected for consecutive terms. Of the offices established above, no two (2) or more offices may be held by the same person at the same time within NAHA.
- 8.6 The following order of succession shall apply in the event the President is unable or unwilling to perform his/her duties during a meeting:
- Vice President
 - Treasurer
 - Secretary
- 9 CONTRACTS, CHECKS, DEPOSITS, FUNDS AND FISCAL YEAR**
- 9.1 **Contracts:** All contracts, conveyances, and other instruments to be executed in the name of the Association shall be signed by the President, attested by the Secretary, and approved by the Board.
- 9.2 **Checks, Drafts, etc.:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NAHA shall be signed by the NAHA Treasurer.

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- 9.3 **Deposits:** All funds of NAHA shall be deposited from time to time to the credit of NAHA in such banks, trust companies or other depositories as the Board of Directors may select.
- 9.4 **Gifts:** The Board of Directors may accept on behalf of NAHA any contribution, gift, bequest or devise for the general purposes or for any special purpose of NAHA.
- 9.5 **Reporting:** The NAHA Treasurer shall provide the Board of Directors upon request with an itemized listing of all checks issued and deposits made on a quarterly basis.
- 9.6 **Fiscal Year:** The fiscal year of NAHA shall begin on September 1 and end on August 31 of the following year.

10 FEES

- 10.1 The NAHA Board of Directors shall establish fees to be paid by each Registered Member. Such fees shall be based upon an approved annual budget, which will be established by directors and presented and accepted at a NAHA Board of Directors meeting scheduled by the Board.
- 10.2 Dues and fees shall be paid in full by midnight December 31 of the playing year.
- 10.3 Failure to pay fees as prescribed shall cause the loss of good standing of the Registered Member and may result in suspension or expulsion from NAHA and USA Hockey.

11 PROGRAMS

- 11.1 The program shall consist, of four parts: House League Program, High School League Program, Travel League Program and the Senior Open League Program. All teams and league organizations shall be based upon registered participants.

11.2 House League Program

11.2.1 House League Objectives:

- a. Provide the opportunity for all youth ages 18 and below to play hockey.
- b. Provide training for the players of all skill levels to enhance the players' abilities, understanding, and enjoyment of the game.
- c. Provide an opportunity for youth from all North Alabama and South Tennessee to participate in a central program and to form new and lasting friendships.
- d. Provide mature adult leadership to assure the development of good sportsmanship and individual self-confidence.

11.2.2 House League Structure:

- a. The House League is a recreational league and will be organized into divisions, following USA Hockey's age group classifications as specified in current USA Hockey rulebooks and policy handbooks.
- b. Play-up/Play-down requests shall be approved by both coaches, House League Director. The NAHA Board shall have final approval of all play-up/play-down requests.

11.3 High School League

11.3.1 High School Objectives:

- a. Provide the opportunity for High School students, Grades 9 through 12, to play hockey.

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- b. Provide training for the players of all skill levels to enhance the players' abilities, understanding, and enjoyment of the game.
- c. Provide mature adult leadership to assure the development of good sportsmanship and individual self-confidence.

11.3.2 High School League Structure:

- a. The High School League will be organized into Varsity and Junior Varsity Teams.

11.4 Travel League Program

11.4.1 Travel League Program Objectives:

- a. Provide the opportunity for the most skilled players to compete against players of equivalent capability from other parts of the country;
- b. Operate in accordance and compliance to all USA Hockey programs (such ADM Model directives), and governing Affiliate Programs.

11.4.2 Travel League Divisions:

- a. The Travel League Program shall follow USA Hockey age group classifications as specified in current USA Hockey rule book and policy handbooks.
- b. Play-up/Play-down requests shall be approved by both coaches, and Travel League Director. The NAHA Board shall have final approval of all play-up/play-down requests.

11.5 Senior Open League

11.5.1 Senior Open League Objectives:

- a. Provide the opportunity for all seniors 18 years of age and older to play hockey.

11.5.2 Senior League Structure:

- a. The league will be organized into skill divisions. The number and size of divisions will be determined by the Senior League Director.

11.5.3 Senior League Director:

- a. The President with the approval of the Board of Directors shall appoint the Senior League Director.

12 SAFE SPORT

- 12.1 NAHA shall comply with Safe Sport policies per the implementation and guidance of USA Hockey and the Southern Amateur Hockey Association (SAHA).

13 Committees

13.1 Removed

13.2 Removed

13.3 Removed

13.4 The President, with the acknowledgment of the Board, shall appoint such committees as may be necessary for the efficient operation of the Association.

14 Exoneration from Personal Liability

14.1 NAHA hereby consents and declares that each Officer, members of the Standing Committees, chairman and members of all other committees, and all elected or appointed officers, agents, administrators, and officials in any capacity, shall be deemed to have assumed office or assignment on the express understanding, agreement and

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condition that each one of them and his/her heirs, executors and administrators, estate and effects respectively, shall from time-to-time and at all times be indemnified and saved harmless out of the funds of the NAHA from and against all liabilities, judgments, costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, or suit or proceeding which is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his/her office and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/ her own willful neglect, intentional wrongful act or fraudulent act.

15 Documentation Preeminence

- 151 Per SAHA Bylaw 10.6(a), NAHA, and an Association of SAHA, an Affiliate of USA Hockey, shall abide by and act in accord with the Articles of Incorporation, By-laws 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 SAHA. Further, SAHA (i) shall assist USA Hockey in the administration and enforcement 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 (ii) agrees to be guided by the core values of USA Hockey as set forth in the Affiliate Agreement signed by SAHA and USA Hockey.
- 152 Per SAHA Bylaw 8.1, in the event of conflict with the charter, bylaws, or other operating procedures of any Registered Team Member or Association Member, these Bylaws shall take precedence over and shall govern all SAHA's Registered Team Members and Association Members.
- 153 Nothing contained herein, however, shall be construed to delegate the duties or responsibilities of NAHA's Directors or Officers to SAHA, its officers, directors, agents or employees, USA Hockey, its officers, directors, agents or employees, nor shall this provision be construed to prevent NAHA from implementing rules, policies and procedures which may be more stringent than those of USA Hockey providing such rules, policies or procedures do not conflict with those of USA Hockey.
- 154 In the event of a conflict between this document and NAHA Policies and Guidelines or any House, Travel or Senior Open League documentation, this document shall take precedence.

16 Amendments and Modifications

- 16.1 **Bylaw Amendments and Modifications:** Unless the action would materially or adversely affect the rights of Registered Members to voting, these Bylaws may be adopted, amended, or repealed by the Board of Directors by a vote of two-thirds (2/3) of the Directors present at a NAHA Board of Directors meeting.
- 16.2 **Bylaw Amendments Affecting Registered Member Voting Rights:** Amendments or alterations to these Bylaws affecting the voting rights of Registered Members shall be made only at the Annual Meeting of NAHA after specific notice to the President and

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Secretary of NAHA has been given, in writing, not later than thirty (30) days prior to the scheduled date of said meeting. The Secretary shall communicate such proposed amendments or alterations to each member of the Board of Directors and the Registered Members no later than May 1st of any year in which such amendment is proposed.

- 16.3 **Approval of the Registered Members:** A majority vote of the Registered Members entitled to vote and present at a meeting duly called and held is required for the adoption of any amendment or alteration to these Bylaws that affect the voting rights of a Registered Member.
- 16.4 **Distribution of Bylaws and Rules:** Prior to December 31st of each playing season, NAHA shall make available a copy of its current Bylaws and Policies and Guidelines to each Registered Member registered with NAHA.
- 16.5 **Removed**

Adopted: September 24, 1974

Amended: April 12, 1989

Amended: March 25, 1993

Amended: April 20, 1993

Amended: August 20, 1996

Amended: August 9, 1999

Revised: November 27, 2011

Revised: April 10, 2013

Revised: November 13, 2019

17 **Addenda**

- 17.1 None