



## COLORADO SPRINGS AMATEUR HOCKEY ASSOCIATION (“CSAHA”)

**Amended & Re-Stated Bylaws (Revised 5-25-05, 5-24-06, 5-16-07, 5-7-08, & 5-7-09 & 5-5-10)**

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### Article I

#### Name and Address

The name of this corporation is Colorado Springs Amateur Hockey Association and may be referred to as “CSAHA”, the Corporation, or the “Association”. The address of the Corporation shall be Attn: Randle W. Case II, Esq, 102 E. Pikes Peak Ave., Suite 201, Colorado Springs, CO 80903, or such other place within El Paso County, Colorado, as the Board of Directors may determine from time-to-time.

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### Article II

#### Purpose

A. The Corporation shall have as its purpose the promotion and encouragement of youth amateur ice hockey in the greater Colorado Springs metropolitan area. The Corporation is an affiliate of the Colorado Amateur Hockey Association (“CAHA”), Colorado Competitive Youth Hockey League (“CCYHL”) and USA Hockey, Inc. (“USA Hockey”). As such, the Association abides by all CAHA, CCYHL and USA Hockey rules and regulations.

B. Contained within such purpose are the following objectives:

1. To foster, develop and promote advanced competitive youth ice hockey Travel program providing opportunities for players to reach their maximum potential;
2. To foster, develop and promote a developmental House program which stresses yearly measurable improvement in the areas of individual skills and team play;
3. To provide a fun and encouraging environment for all youth under the direction of qualified adult leadership;
4. To promote sportsmanship amongst coaches, players and parents;
5. To develop the technical and teaching skills of the coaches;
6. To use fund-raising and volunteer resources to minimize cost to individual participants;
7. To develop character, sportsmanship, and physical fitness among the youth;
8. To promote, encourage, and improve the standards of youth amateur ice hockey and to introduce the sport of ice hockey to the youth of the metropolitan area;
9. To foster, develop, promote and sustain a mutually beneficial relationship between CSAHA, CAHA, CCYHL and The Colorado College (“CC”) Hockey program.
10. To conduct an amateur hockey program consistent with the rules and regulations of the CAHA, CCYHL, and USA Hockey.

## **Article III**

### **Non-Profit - Tax Exempt Status**

A. The Corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the previous paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

E. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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## **Article IV**

### **Membership**

A. One parent or legal guardian who presently has, or within the past 24 months has had, a child registered to play hockey for a team that is a recognized team of the Corporation, and who is in good financial standing, is a member of this non-profit corporation. Any non-parent coach who is, or has been within the past 24 months, rostered for a team that is a recognized team of the Corporation and who is in good financial standing, is a member of this non-profit corporation.

B. Each member is entitled to cast a vote for each player in that member's family who is presently registered, or has been within the past 24 months registered, to play hockey for a team that is a recognized team of the Corporation, and who is in good financial standing. A non-parent coach that qualifies as a member in this Article IV, subsection A above shall be entitled to one vote. In order for a parent or legal guardian member to cast a vote, he or she must meet the qualifications as defined in

Article IV, subsection A above and have been designated as the “voting member” on such qualified player’s last registration form filed with the Corporation or designated as the voting member most recently designated in writing to the Corporation. In the event any “voting member” is unable to cast his or her vote, he or she may assign such right, by a written assignment, to any other adult.

C. The failure to pay any fee or other sum of money as determined to be due by the Board of Directors shall suspend the membership of a member, including all voting rights and privileges, and shall also suspend the opportunity of such member's child to participate in practices or games. Membership, including all voting rights and privileges, and participation in practices and games by the member's child, shall be reinstated upon fulfillment of the member's financial obligations and any other criteria imposed as part of the suspension by the Board of Directors.

D. A member may be suspended or expelled, after due notice and an opportunity for a hearing, for conduct detrimental to the Corporation, by the vote of two thirds of the Board of Directors. The Secretary shall provide at least ten (10) days notice to such member and to the members of the Board prior to the meeting at which such matter is to be considered. Such member shall be offered an opportunity to be heard at such meeting and to present testimony and other evidence in response to the charge or charges against him/her prior to any final disposition by the Board.

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## **Article V**

### **Membership Meetings**

A. The Annual Meeting of the members of the Corporation for the election of officers and directors of the Corporation and the transaction of such business as may properly come before the meeting shall be held in April or May of each year at a place and time determined by the Board of Directors. (Rev 5-25-06)

B. Special Meetings of the members of the Corporation for any purpose may be called at any time by the President or two-thirds of the Board of Directors. Such meetings may be held electronically, at the discretion of the Board.

C. Notice of the date, place and time of the Annual Meeting, and, in the case of a Special Meeting, the general nature of the business to be transacted, shall be given or caused to be given by the Secretary to each member household by electronic mail (commonly known as “e-mail”) at least ten (10) days prior to such meeting. If a proposed amendment to these Bylaws is to be determined at such meeting, such proposed amendment shall be included with such notice or otherwise be made available to the members on the Corporation’s internet web site. Such notice shall be given in writing via e-mail unless the President or a majority of the Board of Directors shall otherwise direct.

D. The members present at the Annual Meeting or Special Meeting shall constitute a quorum. Except as otherwise provided by these Bylaws, all elections and all issues voted upon at the Annual Meeting or Special Meeting shall be decided by a simple majority of votes cast.

E. The rules contained in the current edition of Robert’s Rules of Order, as Revised, shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these Bylaws and any special rules of order the Corporation may adopt.

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## Article VI

### Board of Directors

A. The number of Directors shall be ten (10) to be elected from the membership of the Corporation of which only nine (9) will be voting Directors according to these Bylaws. All Directors shall also serve as Officers of the Corporation and shall be elected as such. In the event a full slate of Directors is not elected by the membership, or in the event vacancies are created by resignation or otherwise, the Board of Directors may nominate and elect additional Directors to fill such vacancies for the remaining term of such vacant office. Directors shall cease to be qualified to occupy a position on the CSAHA Board of Directors if such Director has registered his/her child or ward in a program with another hockey organization where such program is competing with the programs offered by CSAHA.

B. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

C. Meetings of the Board of Directors shall be held monthly and may be called by the President or, on request of any three Directors, shall be called by the Secretary. Notice of the date, place and time of such meetings shall be given, or cause to be given, to each Director, by the Secretary or the President. Such notice need not be in writing unless the President, or three Directors calling the meeting, shall otherwise direct.

D. The term of office of each member of the Board of Directors shall be two (2) years, except for the President when the President moves into the position of Past President. The terms of office for the President, Vice-President of House Hockey, Rink Relations & Scheduling Director, and Fundraising Director & Games Manager shall expire when the end of the season falls in an odd numbered year. Should the President not run for re-election for the position of President, then that individual shall be automatically elected as part of the President's position to move to the position of Past President for a two-year term on the Board. The remaining positions of Business Manager, Vice President of Travel Hockey, Vice President of Operations/Secretary, Publicity/Marketing Director, and Legal Advisor shall expire when the end of season falls in an even numbered year, with the goal to have less than (5) Directors running for election each year and to ensure continuity of the Board.

E. (i) The Secretary shall, at least thirty (30) days prior to the Annual Membership Meeting by e-mail and publication on the Corporation's internet web site, invite the membership to submit nominations for Directors to be elected at such meeting. The names of any nominees submitted shall be set forth on the Notice of such Annual Membership Meeting. Additional nominations may be made from the floor by members in good standing of the Corporation. Floor nominations must be seconded by at least three (3) members in good standing of the Corporation.

(ii) All nominations for Directors must meet minimum requirements for the position being sought pursuant to the Job Descriptions for each position as set, and amended from time to time, by these Bylaws and the Board of Directors.

(iii) During the Annual Membership Meeting or any Special Membership Meeting, no election materials shall be distributed within the election facility of such meeting by a candidate or proponent of a corporate document change. The candidate receiving the greatest number of votes shall be elected to the position on the Board for which such election is held. In the event of proposed changes to the corporate documents of the Corporation, changes may be acted upon as a whole, unless a specific item is called for discussion by a Board Member or there is a motion from a qualified voting member of the Membership at such meeting requesting a separate vote on any one item. (Any items called up for separate consideration shall be acted upon following the vote on the other Amendments as a whole.)

(iv) In the case of a candidate election, the candidate receiving the greatest number of votes shall be elected in the case of a candidate to the position on the Board for which such election is held. In the case of a corporate document change ballot proposal, should the proposal receive more votes for the proposal than against, the proposal shall be deemed approved by the Membership and shall take effect immediately upon close of the election unless the proposal otherwise dictated.

F. During the intervals between the meetings of the members of the Corporation, the Board of Directors shall have, and may exercise, all of the powers of the Corporation in the management of the business and affairs of the Corporation in such manner as the Board may deem as being in the best interests of the Corporation and the youth hockey community. Without limiting the generality of the foregoing, the Board shall have the power to fill vacancies in any office in the Corporation.

G. The Board of Directors shall, among other things, be responsible for the overall Association program, the job descriptions, and the policies and procedures of the Corporation.

H. Meetings of the Board of Directors may be held by conference call or other electronic means.

I. Any member of the Board of Directors who has failed to attend at least one-half of the regularly scheduled Board meetings, or misses more than 3 consecutive Board meetings, shall be subject to removal from the Board. Removal shall take place only after the Secretary has provided such Director with due notice, and the Board shall provide the Director with an opportunity for a hearing at a regularly scheduled or special Board meeting prior to disposition of the matter. A majority vote of the Board of Directors (excluding the offending Director) shall be required for removal of a Director under this section.

J. Any member of the Board of Directors who, in the opinion of the Board of Directors, has failed to adequately fulfill the duties of his or her position shall be subject to removal from the Board. Removal shall take place only after the Secretary has provided such Director with due notice, and the Board shall provide such Director with an opportunity for a hearing at a regularly scheduled or special Board meeting prior to disposition of the matter. A 2/3 vote of the Board of Directors present at such meeting (excluding the offending Director) shall be required for removal of a Director under this subsection.

K. The Corporation may retain independent contractors, vendors, consultants, coaches and/or employees for conduct the business of the Corporation and all Corporation business not handled by the Directors, Officers, and/or volunteers. All control over the activities relating to the terms of agreements with independent contractors, vendors, consultants, coaches and/or employees shall be retained by the Board of Directors as a whole and shall not be granted to any particular member of the Board or to any officer of the Corporation. Annually, the Board of Directors may review and approve limited stipends or reimbursements to volunteers.

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## Article VII

### Officers

A. The Officers of the Association shall be as follows: President, Past President, Business Manager, Vice-President of House Hockey, Vice President of Travel Hockey, Vice President of Operations/Secretary, Rink Relations and Scheduling Director, Fundraising Director & Games Manager, Publicity/Marketing Director, Legal Advisor. All Officers shall also serve as Directors of the Corporation and the minimum duties of these positions noted below shall be maintained by the member holding such office together with the requirements of the Job Descriptions and Policy & Procedures as amended from time-to-time by the Membership or the Board of Directors.

B. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by an affirmative vote of a majority of the whole Board of Directors for the unexpired portion of the term of office.

C. The President shall be the principal Executive Officer of the Board and shall in general supervise and control all business and affairs of the Board. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary and any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. In general, the President 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. In the absence of the President or in the event of the President's inability or refusal to act, the Past President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President. At the time of nomination and election, a candidate for President must have been a member of the Corporation in good standing for two years.

D. The Past President, sometimes known as the Immediate Past President, shall provide the Board with the benefit of his or her experience and shall, in the absence of the President, perform the duties of the President and fill the President's position until a new President is appointed or elected.

E. The Business Manager shall have the responsibility for planning, monitoring and adjusting the overall CSAHA calendar plan, financial plan, risk (insurance) plan, procurement processes, accounts receivable process, payments process, and other assignments delegated by the President. The Business Manager shall supervise and oversee the accounting consultant(s). In the event of the concurrent absence of the President, Past President, and Vice President of Operations, the Business Manager shall be responsible for the duties of the President on an interim basis with all authority and responsibility of the position of President.

F. The Vice President of House Hockey shall have responsibility for the House Division program and shall oversee, with the President and the Vice President of Travel Hockey, any Director of Hockey hired by the Corporation, in addition to such other duties as assigned by the President or by the Board of Directors.

G. The Vice President of Travel Hockey shall have responsibility for the Travel Division program and shall oversee, with the President and the Vice President of House Hockey, any Director of Hockey hired by the Corporation, in addition to such other duties as assigned by the President or by the Board of Directors.

H. The Vice President of Operations/Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office and e-mail addresses of each member which shall be furnished to the secretary by such members; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Vice President of Operations/Secretary shall also serve as the Registrar of the Association and shall oversee any Director of Operations hired by the Corporation. In the event of the concurrent absence of the President and Past President, the Vice President of Operations shall be responsible for the duties of the President on an interim basis with all authority and responsibility of the position of President.

I. The Rink Relations and Scheduling Director shall be responsible for all ice schedules for the Corporation; shall act as a liaison between the Association and personnel of the various ice rinks utilized by the Corporation; and shall develop ice schedules and certify ice bills to the Business Manager, in addition to such other duties as assigned by the President or by the Board of Directors.

J. The Fundraising Director & Games Manager shall support the Corporation in its efforts to provide an economical hockey program that will benefit all players, in addition to such other duties as assigned by the President or by the Board of Directors; shall oversee the Corporation's fundraising efforts through the conduct of raffles and state-licensed fundraising activities, and such other duties as assigned by the President or by the Board of Directors.

K. The Publicity/Marketing Director shall promote youth amateur hockey in the Colorado Springs/Pikes Peak region, in addition to such other duties as assigned by the President or by the Board of Directors.

L. The Legal Advisor shall provide general legal counsel to the Corporation; shall be the registered agent of the Corporation; shall be custodian of the Corporate records; and shall oversee any third-party attorneys or other professionals retained by the Corporation for the purposes, including, but not limited to, contracts and legal matters. At the time of nomination and election, a candidate for Legal Advisor must be a Colorado Licensed Attorney and shall be a non-voting Board member.

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## **Article VIII**

### **Indemnification**

A. Every director, officer or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed against him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer, or agent of the Association, whether or not he/she is a Director, Officer or agent at the time such expenses are incurred, except in any case wherein the Director, Officer or agent is adjudged guilty of willful misfeasance, malfeasance, or fraud in the performance of his duties.

B. In the event of a settlement, the indemnification provided herein shall apply only when the Board of Directors approves such settlement as being in the best interests of the Corporation.

C. Any indemnification by the Corporation shall be allowed only to the extent permissible under applicable law.

D. The Board of Directors shall purchase liability insurance in order to implement the provisions of this Article.

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## **Article IX**

### **Fiscal Year**

The fiscal year of the Corporation shall be from July 1 through June 30 of each year.

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## **Article X**

### **Amendments to Bylaws**

These Bylaws may only be amended at the Annual Meeting of the membership or at a Special Meeting of the membership called for the purpose of determining such amendment(s). In order for any such amendment to pass, at least  $2/3$  of the ballots cast must favor such amendment.