

Cedar Rapids Hockey Association

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ARTICLE 1 OFFICES

Section 1: Principal Office in Iowa. The principal office of the Cedar Rapids Hockey Association (hereinafter called the “Corporation”) in the State of Iowa shall be located at 1100 Rockford Road SW, Cedar Rapids, IA, County of Linn.

Section 2: Registered Offices: The registered office of the Corporation is located as specified in section 1.

Section 3: Other Offices. The Corporation may have other offices as such as other place or places, either within or without the State of Iowa, as the Board of Directors may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the Corporation.

ARTICLE II MEMBERS AND VOTING RIGHTS

Section 1: Membership. The Members of the Corporation shall be individuals who are the parents or legal guardians of all youths registered all adult registered referees and all registered coaches. The Corporation requires all players, referees, and coaches to be registered with the Corporation and USA Hockey. “Registered” for purposes of this section shall mean registered at the time of voting. A list will be maintained of the registered members.

Section 2: Voting Rights. All Members described in Section 1 shall be entitled to vote for the election of the Board of Directors at the Annual Meeting of the Members and shall be entitled to vote on any other matters submitted to the vote of the membership by the Board of Directors. A maximum of two votes per family are allowed.

Section 3 Annual Meetings. The Annual Meeting of the Members of the Corporation shall be held each year in March at such place, day, and hour as may be designated by the Board of Directors. The Annual Meeting shall be held for the purposes of electing directors and for the transaction of other business as may come before the meeting.

Section 4 Special Meetings. Special meetings of the Members for any purpose or purposes may be called by the majority of the Board of Directors or the request of the President and any two (2) directors or as required by law.

Section 5: Web Site Posting. For purpose of these by-laws, “notice” shall mean written notice by web site or distribution list- to include e-mail. Notice shall be given no less than seven (7) days prior to regular meetings and no less than two (2) days notice is required by emergency circumstances.

Section 6: Quorum. A quorum shall consist of a simple majority of the total number of Directors being present.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers: The affairs and management of this Corporation, including the control and distribution of its property and funds, are vested in the Board of Directors.

Section 2. Number, Term of Office, and Qualifications. The number of Directors shall be determined by the Board of Directors from time to time, but shall not be less than nine (9) and no more than thirteen (13), and shall include the Corporation's President, Vice President, Secretary, and Treasurer. Directors shall be elected annually by the members at the regular Annual Meeting of the Members. New Directors shall take responsibility at the regular meeting or the 2nd month following the Annual Meeting. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. All members are elected for a term of two (2) years.

Section 3. Vacancies. If a Director is absent from four (4) consecutive regular meetings of the Board of Directors without an acceptable excuse as determined by the Board, or otherwise fails to perform any of the duties devolving upon the position as director, that Director's term of office may be declared vacant. If a Director resigns, dies, or a Director's term of office ends as provided above, the President shall then recommend to the Board a replacement person to fill that vacancy. Such replacement person shall be appointed as a Director upon affirmative vote of a majority of the Directors present at such meeting.

Section 4. Quorum. A simple majority of the directors shall constitute a quorum for the transaction of business; but if less that such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Notice of any adjourned meeting need not be given. At all meetings of directors, a quorum being present, the act of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the act of a great number is required by law, the Articles of Incorporation or these By-laws.

Section 5. Place of Meetings, etc. Except as provided in Section 7 of this Article, the Board of Directors may hold its meetings and keep the books and records of the Corporation at such place or places, with the State of Iowa, as the Board may from time to time determine.

Section 6. Regular Meetings. The Board of Directors shall provide for the holding of regular meetings of the Board of Directors. Notice of such meetings shall be given to each new director.

Section 7 Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President or Secretary or upon request of members

representing a simple majority of the directors or membership. Notice of such meetings shall be given to each director.

Section 8. Informal Action by Directors. Any action required to be taken at meeting of the Directors of the Corporation, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

Section 9. Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors shall appoint individuals to fill each of the following positions: coaching director, referee in chief, and registrar. These individuals will serve as committee chairs on the respective committees. The Board of Directors by resolution adopted by affirmative vote of a majority of the number of directors shall establish a Disciplinary Committee. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors may establish one or more other committees. Each committee shall consist of at least two (2) or more appointed individuals selected by the Board of Directors. Any such committee shall serve at the will of the Board of Directors. Each such committee shall have the powers and duties delegated to it by the Board of Directors. Committee chairs, unless selected by the Board of Directors, shall be selected by the Committees and such chairs shall report to the board.

Section 10. Compensation. By resolution of the Board of Directors, each director may be paid his/her reasonable expenses, if any. However no director shall receive any salary or compensation for services rendered to the Corporation for the duties and services performed as a Director.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. Two or more offices, except those of President and Vice President, may be filled by the same person. In its discretion, the Board of Directors, by a vote of a majority thereof, may leave unfilled for any such period as it may fix, any office except those of President, Vice President, Secretary and Treasurer.

Section 2. Election, Term of Office and Qualifications. Newly elected Board Members shall take affect at the first regularly scheduled meeting following installation.

Section 3. Subordinate Officers and Agents. The Board of Directors may appoint such other officers or agents as it may deem necessary or advisable, from time to tome, to hold office for such period, have such authority to perform such duties as the Board of Directors, from time to time, may determine. The Board of Directors may delegate to

any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties.

Section 4. Removal. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interest of the corporation will be served thereby.

Section 5. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Vice- President. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. The Board of Directors for the unexpired portion of the term shall fill a vacancy in any office by reason of death, resignation, removal, disqualification or other cause.

Section 7 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has 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 to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general 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.

Section 8. Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. Secretary. The Secretary shall: a) keep the minutes of the Corporation and the Board of Directors' meetings in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these by laws or as required by law; c) be custodian of all corporate records and of the seal of the Corporation, if any, and see that the seal of the Corporation, if said Corporation has a seal, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine, the premium for which shall be a corporate expense. The Treasurer shall: a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with provisions of these Bylaws; and b) in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE V
ACCEPTANCE OF BEQUESTS, DEVISES AND DONATIONS, EXECUTION
OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSITS OF
CORPORATE FUNDS

Section 1. Acceptance of Bequests, Devises and Donations. The Board of Directors may accept any and all bequests, devises and donations of money and property made to the Corporation whether unconditional/conditional or unrestricted/restricted with the prior approval of the Board of Directors.

Section 2. Execution of Instruments. All instruments of assignment, transfer, conveyance, release and contract requiring execution by the corporation, shall be signed by any elected officer if authorized to do so by vote of the Board of Directors.

Section 3. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to its credit in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of the Corporation whatsoever shall be signed by such officer or officers of the Corporation and in such manner as the Board of Directors, from time to time, may determine. Endorsements for deposit to the credit of the Corporation, in any of its duly authorized depositories, shall be made in such manner as the Board of Directors may from time to time determine.

ARTICLE VI

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence July 1 and shall end June 30 of each year.

Section 2. Nonliability. A director, officer, employee, member or other volunteer of the corporation is not liable on the corporation's debts or obligations and a director, officer, employee, member or other volunteer is not personally liable in that capacity, for a claim based upon an actor omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives in improper personal benefit.

If this limitation of liability is too broad, then the above provisions shall be enforced to the fullest extent as provided by law.

If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors, officers, employees, members or other volunteers for monetary damages to the Corporation, then the liability of such director, officer, employee, member or other volunteer of this Corporation shall be eliminated or limited to the full extent then permitted. The directors, officer, employees, members, or other volunteers of this Corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

Section 3. Indemnification. This Corporation shall indemnify directors, officers, employees, members or other volunteers of this Corporation, and each director, officer, employee, member or other volunteer of this Corporation who is a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director, officer, employee, member or other volunteer relating to such persons conduct as a director, officer, employee or other agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan except that the mandatory indemnification required by this sentence shall not apply (a) to a breach of such director's, officer's, employee's, member's or other volunteer's duty of loyalty to the corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (c) for a transaction from which such director, officer, employee, member or other volunteer derived an improper personal benefit or against judgments, penalties, fines and settlements arising from any proceedings by or in the right of the corporation, or against expenses in any such case where such director, officer, employee, member or other volunteer shall be adjudged liable to the corporation.

Section 4. Corporate Powers and Purposes. The Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which corporations may be organized under the provisions of the Iowa Nonprofit Corporation Act, Chapter 504A Code of Iowa, as amended.

This Corporation is organized and shall be operated exclusively and irrevocably for educational opportunities in the sport of Ice Hockey at recreational, instructional and competitive levels; and to promote good sportsmanship and teamwork by offering hockey related activities for youth and other interested individuals.

Section 5. Prohibited Transactions. No part of the net earnings of this Corporation shall inure to the benefit of any individual and no part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Upon the dissolution or termination of the Corporation, whether voluntary or involuntary, all property of the Corporation shall be distributed exclusively for charitable, scientific, literary, religious and educational purposes, only to organizations which have been granted exemption from Federal Income Tax under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the appropriate provisions of the Internal Revenue Code then in effect, or to a local, state, or Federal Government for exclusively public purposes, and cannot be districted to any individual member, officer or director of the Corporation, or to any other person or persons whomever, except those who come within the purposes of the corporation as above set forth; provided, however, that the Corporation shall have the right to pay and discharge such reasonable costs, expenses and liabilities as may be incurred in furthering such purposes.

The Corporation shall make no loans to its directors, officers or members. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

This Corporation shall not engage in a prohibited transaction, as defined in the Internal Revenue Code of the United State, or any amendment thereto.

This Corporation shall not: (a) lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest, to (b) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to; (c) make any part of its services available on a preferential basis, to; (d) make any substantial purchases of securities or any other property, for less than an adequate consideration in money or money's worth, to; or (e) engage in any other transaction which results in a substantial diversion of its income or corpus, to; any person who has made a substantial contribution to this Corporation.

ARTICLE VII
Amendments to Bylaws

All Bylaws of the Corporation shall be subject to amendment, alteration or repeal and the new Bylaws or amendments, alterations or repeals may be made by the affirmative vote of at least a majority of the whole Board of Directors given at any meeting, the notice or waiver of notice of which shall have summarized or set forth in full the proposed amendment.

Date: _____

Signature: _____,
_____, Secretary