

HOMER HOCKEY ASSOCIATION
CONSTITUTION & BY – LAWS

CONSTITUTION

Article I: NAME

The name of this organization shall be Homer Hockey Association.

Article II: PURPOSE

The purpose of this organization shall be to provide hockey and on ice programs for youth and adults. This organization is organized exclusively for charitable purpose within the meaning of section 501(c) (3) of the Internal Revenue Code.

Article III: OBJECTIVES

The objectives of this organization shall be:

1. To provide wholesome recreation and competition for all skill levels and age levels in the southern Kenai Peninsula area through the sport of ice hockey and other on ice sports and activities.
2. To establish teams, leagues, rules and regulations governing the operations of the same.
3. To foster, encourage and promote the principles of sportsmanship and fair play for all who participate in the sport of ice hockey and other on ice sports and activities.
4. To associate with other ice hockey and on ice organizations.
5. To operate an ice arena as directed by the board of directors.
6. To do all such things as are incidental or conducive to the attainment of the above objectives.

BY-LAWS

Article I: DEFINITIONS

- Section 1. Whenever the initials HHA are used in these By-Laws, they shall mean Homer Hockey Association.
- Section 2. Whenever the initials HIR/BELL are used in these By-Laws, they shall mean Homer Ice Rink/Kevin Bell Arena.
- Section 3. Whenever the word BOARD is used, it shall mean the elected officials described in Article IV, Section 1.
- Section 4. Whenever a masculine gender noun or pronoun is used, it shall include female. Singular terms where necessary shall include the plural.
- Section 5. Whenever the term GENERAL MEMBER is used, it shall mean a person who has obtained General Membership in the HHA according to Article II, Section 1.
- Section 6. Whenever the term ASSOCIATE MEMBER is used, it shall mean a person who has obtained Associate Membership in the HHA according to Article II, Section 1.

Section 7. Whenever the term MEMBER is used, it shall mean either a General or Associate Member of the HHA.

Article II: MEMBERSHIP

Section 1. Eligibility

- a. General membership shall be open to all persons eighteen (18) years of age and older upon approval by the majority vote of the board of directors. General members may participate in all the programs and projects of the association and will be allowed to vote on the management of association affairs and to vote and hold office.
- b. The families of duly registered participants are automatically considered general members of the HHA, but each family will be limited to one vote **for all participants under the age of 18** regardless of the number of participants registered by said family. Voting rights must be exercised by an adult family member (aged 18 and older). The registration of participants and the payment of registration fees shall fulfill the requirements for qualified general membership.
- c. General membership with full rights to vote and hold office shall be open to all other interested adults (aged 18 and older), subject to approval of the Board of Directors, upon the submittal of application and payment of annual registration fees.
- d. A non-voting associate membership may be issued for the current membership year to any deserving person or organization including sponsors, by a majority vote of the board. There is no registration fee for associate membership.

Section 2. Registration fees

- a. Membership registration fees shall be in such amount set by the Board of Directors. Anniversary date for the payment of membership registration fees is August.

Section 3. Termination of Membership

- a. By resignation: Any member in good standing whose registration fees and assessments are paid in full may resign at any time that individual may desire.
- b. By lapsing: The Board of Directors may terminate any individual's membership for the reason of the individual's failure to pay his registration fees within ninety (90) days after same have become due.
- c. By expulsion: A member may be terminated by expulsion as provided in Article VII, Section 1 of these by-laws.

Article III: MEETINGS

Section 1. General Membership Meeting

- a. Meetings of the association shall be held on the Kenai Peninsula, Alaska, at such times and places as may be designated by the President but no fewer than one General Membership Meeting annually. Ten percent of the active regular membership, but in no case fewer than five (5) members, shall constitute a quorum for the transaction of business.

Section 2. Board of Directors Meeting

- a. Meetings of the Board of Directors shall be held at the call of the President at such time and place as may be designated by the President. Five (5) members of the board shall constitute a quorum for the transaction of business.

Article IV: BOARD OF DIRECTORS

Section 1. Board of Directors

- a. The association officers, consisting of the President, Vice President, Secretary/Treasurer, HHA Advisory Chairman, HIR/BELL Advisory Chairman and Registrar together with two (2) HHA Advisory Board Directors and two (2) HIR/BELL Advisory Board Directors, shall serve in their respective capacities with regard to both the association and its meetings and the Board of Directors and its meetings, and shall be members of the Board of Directors, duly elected by the General Membership at the Annual Meeting.
- b. The President shall preside at all meetings of the association and of the Board of Directors and Executive Committee, and shall have the duties and powers normally appurtenant to the office of the President, in addition to those particularly specified by these by-laws. The term for election shall be two (2) years with election during even numbered years.
- c. The Vice President shall have the powers and exercise the duties of the President in the event of the President's absence or incapacity. The term for election shall be two (2) years with election during odd numbered years.
- d. The Secretary/Treasurer shall keep a record of all meetings of the association, Board of Directors and Executive Committee, and shall have all the duties and powers normally appurtenant to the office of Secretary. The Secretary/ Treasurer shall keep all finance records of the association, and shall have all the duties and powers normally appurtenant to the office of Treasurer, and shall keep all such records as would normally be associated with standard business practice. The term for election shall be two (2) years with election during even numbered years.
- e. An Executive Officer may be appointed by the Board of Directors, whose duties shall include those set forth for the Secretary/Treasurer with the exception of the making of and authorization of binding agreements.

- f. The Registrar shall administer the annual player and team registrations, maintain player records including but not limited to birth certificates, registration forms, team rosters, and ensure that all registrations comply with regulations of USA Hockey, USA Broomball and any other national governing body for other on ice sports and activities. The registrar shall administer insurance providing for adequate player coverage, and be available to assist members with insurance procedures, questions and forms. The Registrar shall ensure that statistics are compiled and retained. The term for election shall be two (2) years with election during ~~even-odd~~ numbered years.
- g. The HHA Advisory Board Chairman shall be duly appointed at the first meeting of the Board of Directors following the annual elections from the three seats elected. The Chairman shall preside over meetings of the HHA Advisory Board and shall direct the Advisory Board to carry out the functions relating to the association as set forth in the attached Addendum. The term for election shall be two (2) years with election during ~~odd-even~~ numbered years.
- h. The HIR/BELL Advisory Chairman shall be duly appointed at the first meeting of the Board of Directors following the annual elections from the three seats elected. The Chairman shall preside over meetings of the HIR/BELL Advisory Board and shall direct the Advisory Board to carry out the functions relating to the operation and maintenance of the facility as set forth in the attached Addendum. The term for election shall be two (2) years with election during odd numbered years.
- i. The HHA Advisory Board Directors (2) shall attend meetings of the HHA Advisory Board in addition to the Board of Directors Meetings and shall carry out the functions relating to the association as set forth in the attached addendum. The term for election shall be one (1) year.
- j. The HIR/BELL Advisory Board Directors (2) shall attend meetings of the HIR/BELL Advisory Board in addition to the Board of Directors Meetings and shall carry out the functions relating to the operation and maintenance of the facility as set forth in the attached addendum. The term for election shall be one (1) year.

Section 2. Advisory Boards

- a. The HHA Advisory Board shall consist of three (3) directors, the Chairman plus two (2) additional directors and the Registrar. This advisory board shall focus on the success and wellbeing of the association, its players and property as set out in the attached Addendum. It is incumbent upon the advisory board to make regular reports and recommendations to the Board of Directors at meetings and to carry out the directives of the Board of Directors.
- b. The HIR/BELL Advisory Board shall consist of three (3) directors, the Chairman plus two (2) additional directors and the Secretary/Treasurer. This advisory board shall focus on the operation and maintenance of the ice rink facility as set forth in the attached

Addendum. It is incumbent upon the advisory board to make regular reports and recommendations to the Board of Directors at meetings and to carry out the directives of the Board of Directors.

Section 3. Executive Committee

- a. An Executive Committee of six (6) members consisting of the President, Vice President, Secretary/Treasurer, HHA Advisory Chairman, HIR Advisory Chairman, and Registrar shall exist to take such actions, make such recommendations, and formulate such policies as may be delegated to it by the Board of Directors. The President shall serve as chairman of the Executive Committee. Actions taken by the Executive Committee on behalf of the Association must be ratified by the Board of Directors. Three (3) members shall constitute a quorum for the transaction of business of the Executive Committee.

Section 4. Vacancies

- a. Vacancies in the offices or on the Advisory Boards shall be filled by a majority vote of the entire Board of Directors for the unexpired term of the office within 90 days.

Article V: FISCAL YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Fiscal Year

- a. The fiscal year shall run from May 1st to April 30th.

Section 2. Annual Meeting

- a. The annual meeting shall be held in the month of April of each year, at the call of the President, at which meeting newly elected members of the Board of Directors shall be seated. Those seated shall take office immediately at the close of the meeting, and each outgoing director shall turn over to his successor in office all properties and records relating to the directorship.

Section 3. Nominations & Elections

- a. Elections for specific officers and advisory board member seats as set forth in Article IV, Section 1 shall be held once each year during the Annual Meeting.
- b. Nominations shall be open no earlier than sixty (60) days before the announced date of the election. Nominations shall close at the time of voting.
- c. Nominations for officers and advisory board seats shall be received from the floor at all elections. Any general member in good standing is eligible to be nominated provided his name is placed in nomination by a general member of the HHA.

- d. The candidate receiving the highest number of votes shall be elected. Election shall be by secret ballot.
- e. No member may vote for any candidate more than once.
- f. The announcement of those elected must be posted by the end of the Annual Meeting.

Article VI: COMMITTEES

Section 1. Committee Appointments

- a. The President shall appoint such committees as he shall deem necessary to carry on the functions of the association. The president shall be an ex-officio member of all committees, and may serve as he chooses.
- b. There shall be standing committees of the board. All committees shall be appointed by the President, subject to approval of the board of directors, to serve under the chairmanship of a member of the board of directors. Standing committees may appoint sub-committees for specific purposes. Members of sub-committees shall be appointed by the committee chair.

Section 2. Standing Committees

- a. Finance Committee: The Finance Committee shall prepare an annual budget of the Association, and will submit said report to the board no later than the first meeting of March. The Finance Committee shall also conduct any special costs study or financial examination required by the board. The Finance Committee shall be chaired by the Treasurer, and shall consist of no less than two (2) additional members and shall work closely with the HIR/BELL Advisory Board.
- b. Fundraising Committee: The Fundraising Committee shall raise funds as required for the current and future operations of the HHA and HIR/BELL. It shall submit a report to the general membership at the Annual Meeting. The fundraising committee shall be chaired by a member appointed by the President and shall consist of not less than two (2) additional members. This committee shall work closely with both the HHA and HIR/BELL Advisory Boards.

Article VII: DISCIPLINE

Section 1. Expulsion

- a. A member may be expelled from the association only after charges are brought before the board of directors, at a regular meeting or at a special meeting called by the President for the purpose. Charges must be made in writing, and a copy given to each member of the board of directors and to the defendant. Five (5) members of the board must be present at any meeting called to hear such charges, and a two-thirds vote of those present at the meeting shall be required for expulsion. In the event that there are five or fewer active board

members, a full seating of the board shall be required to hear charges.

Article VIII: TRANSACTION OF BUSINESS

Section 1. Contracts & Agreements

- a. The Executive board shall have the sole authority to enter into contracts and agreements in the name of the HHA and shall be approved by a majority vote of the board. Such contracts and agreements must bear the signatures of any two of the following, President, Vice President and Secretary/Treasurer in order to make such contracts or agreements binding upon the HHA.

Section 2. Finances

- a. One signature is required on all Association checks with the President, Vice President, Secretary/Treasurer and Rink Manager authorized to sign. For each meeting as called by the President the Secretary/Treasurer or Executive Officer shall prepare a financial report for review by the Board of Directors and presentation to the members at the annual meeting.

Section 3. Expenses

- a. Any member, at the direction of the board, is to be reimbursed for all prior approved expenses incurred in the name of the HHA, provided they are presented for payment to the treasurer no later than sixty (60) days after the expense was incurred. A receipt for goods or services must accompany the request for payment. A certified statement may be accepted in lieu of a receipt for unusual circumstances. The HHA shall not be liable for unauthorized expenses. Anyone making unauthorized purchases may not be reimbursed.
- b. All expenses are subject to the approval of the Board of Directors with the exception of reoccurring operating expenses for the ice rink.

Article IX: CONFLICT OF INTEREST POLICY

Section 1. Conflict of Interest Defined

- a. **A conflict of interest is defined as an actual or perceived interest by a staff member or board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. A conflict of interest occurs when an employee or Board member has a direct fiduciary interest in another relationship.**
- b. The definition of conflict of interest includes any bias or the appearance of bias in a decision-making process that would reflect a dual role played by a member of the organization or group.

Section 2. Employee Responsibilities

- a. **It is in the interest of HHA, individual staff, and Board members to strengthen trust and confidence in each other, to expedite resolution of problems, to mitigate the effect and to minimize organizational and individual stress that can be caused by a conflict of interest.**
- b. **Employees and Board members are to avoid any conflict of interest, or any appearance of a conflict of interest. HHA serves the community as a whole rather than only serving a special interest group. The appearance of a conflict of interest can cause embarrassment to HHA and jeopardize its credibility. Any conflict of interest, potential conflict of interest, or the appearance of a conflict of interest is to be reported to the Board of Directors.**
- c. **Employees and Board members are to maintain independence and objectivity with customers, general members, affiliate members, the community and organization. Employees and Board members are called to maintain a sense of fairness, civility, ethics and personal integrity.**

Section 3. Acceptance of Gifts

- a. **Employees, members of employee's immediate family, and members of the Board are prohibited from accepting gifts, money or gratuities from the following:**
 - i. Persons receiving benefits or services from HHA;
 - ii. Any person or organization performing or seeking to perform services under contract with HHA; and
 - iii. Persons who are otherwise in a position to benefit from the actions of any employee of HHA

Article IX: POLICY

Section 1. Changes

- a. Policy changes and temporary rulings, as approved by a majority vote of the board of directors, shall be in the form of announcements issued by the HHA secretary. These policy changes and temporary rulings shall be considered to be in force immediately upon date of issuance, by all members.

Section 2. Announcements

- a. It is the responsibility of all members to read any announcements issued by the HHA secretary.

Section 3. Order of Business

- a. The order of business and/or procedures of any board meeting or annual meeting called, or any subject not covered by these by-laws or noted in board minutes, shall be subject to “Robert’s Rules of Order Revised” which shall serve as the official “guide.” However, should there be a conflict with these by-laws and/or “Robert’s Rules of Order Revised”, these by-laws shall prevail.

Section 4. Prohibited Activities

- a. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Article XI: ASSOCIATION SEAL

Section 1. Association Seal

- a. The Board of Directors may select and adopt a seal which shall be the seal of this association.

Article XII: AMENDMENTS

Section 1. Amendments

- a. These by-laws may be amended by a majority vote of the Board of Directors.

Article XIII: INDEMNIFICATION OF OFFICERS & DIRECTORS

Section 1. Indemnification

- a. The association shall indemnify any person made a party to an action, suit, or proceeding, whether civil or criminal, by reason of the fact that he is or was an officer or director of the HHA, or served in such a capacity upon reasonable costs of settlement of any action, suit, or proceeding that the officer or director is liable for gross negligence or willful misconduct in performance of duty of this association.

Article XIV: DISSOLUTION

Section 1. Dissolution

- a. Upon the dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future 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 by the Court of Common Pleas of the borough in which the principal office of the association 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, and further.

- b. The association may be dissolved at any time by the written consent of not less than three-fourths of the members. After payment of all debts of the association, its remaining property and assets shall be disposed of by the board of directors in existence at the time of dissolution to a successor hockey organization, municipal corporation, or other non-profit organization, who in the judgment of the board or directors, will best continue the objectives of the association.

| *Amended and adopted by HHA Board of Directors ~~4/15/08~~ 4/7/10.*