

BY- LAWS OF MAMMOTH LAKES YOUTH HOCKEY ASSOCIATION,
A NOT-FOR-PROFIT CORPORATION

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ARTICLE I ORGANIZATION

- A. The name of this organization shall be Mammoth Lakes Youth Hockey Association.
- B. Such name may be referred to as MLYH, MLYHA, or the Mammoth Stars in informal communication and other events.
- C. The organization shall be a 501 (c) 3 non-profit corporation.
- D. The organization may, by a vote of the membership, change its name at any time.

ARTICLE II PURPOSE

- A. The purpose of the organization is to provide access to, instruction in, and to foster a love for, the game of ice hockey for youth in Mammoth Lakes, and greater Mono and Inyo county, California.
- B. The organization may carry on any activity that promotes this purpose, included, but not limited to, hosting hockey tournaments, hosting hockey camps, creating travel hockey teams, creating in-house leagues, or partnering with other organizations.

ARTICLE III MEMBERSHIP

- A. A member of the organization shall be any volunteer or participant age 18 or older, or the parent or guardian of a minor participant, who was active in the organization at any time during the prior twelve months.
- B. A member in good standing is one who has paid all activity registration fees and has no outstanding balance due to the organization.
- C. Voting privileges will be given only to members who are in good standing prior to the meeting at which a vote is taken; provided however each physical address will be entitled to no more than one vote.
- D. The dues for membership to this organization shall be zero dollars (\$0) per annum.
- E. Membership may not be purchased and shall only be granted as outlined above.

ARTICLE IV GOVERNMENT

A. BOARD OF DIRECTORS

- a. The Association shall be governed by a seven (7) member Board of Directors consisting of the elected three (3) member Executive Board, two (2) appointed Program Directors, and two (2) appointed At Large Directors.
- b. The elected officers of this organization shall serve for a term of three (3) years. Terms shall be staggered to promote continuity in the Executive Board as follows: Secretary, Vice President,

President.

- c. The Program Directors for the ensuing year shall be appointed by the President and approved by the Executive Board and they shall serve for a term of two (2) years. Appointments shall take place prior to the upcoming season.
- d. The Board of Directors shall have control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairman after due notice to all of the members of the Board of Directors of such meeting.
- e. Each member of the Board of Directors shall have one vote and such voting may not be done by proxy. In the event that there is an even number of Board members present for a vote the President shall abstain from voting.
- f. No more than one family member may serve on the Board of Directors at any given time.
- g. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- h. Vacancies in the Executive Board shall be filled at the next annual election. The Board of Directors at their discretion may also appoint a member to the vacant position or hold a special meeting to elect a member to the vacancy for the remainder of the term if the Board of Directors deems this to be in the best interest of the organization.
- i. Any Director absent from three (3) consecutive meetings may receive notice from the Board of Directors concerning the absence. Failure to appear at the fourth (4th) meeting may result in the position being declared vacant and a successor being appointed by the Board of Directors for the remainder of said Director's term.
- j. The Board of Directors shall ensure that all policies required by the organization are in force. These policies may include, but are not limited to, Financial Operations, Fund Raising and Concessions, Conduct and Discipline, Safety, and compliance with USA Hockey. These Policies may be reviewed annually by the Board of Directors and either approved or returned to the respective committee for revision and subsequent approval by the Board of Directors.
- k. All board members, including elected officers and appointed directors, upon acceptance of their position, must sign an agreement stating that they will fulfill the duties as outlined in the organization's bylaws, for the position to which they were elected or appointed. The board member will have up to seven (7) days to return a signed copy of the agreement. Failure to sign and return

this agreement will nullify the election or appointment and the position will be declared vacant.

1. Any board member who fails to fulfill their duties, as outlined in the organization's bylaws and their position agreement will be notified of the failure by the Board of Directors. If the board member fails to correct the shortcomings, or to begin a process to correct the shortcomings, they will be subject to removal from office by the Board of Directors. Repeated failure to perform assigned duties within thirty (30) days after notification by the board will be viewed as a resignation by the board member. Positions that become vacant through this process will be subject to the rules of vacant offices contained in these By-laws.

B. EXECUTIVE BOARD

- a. The Executive Board may also be referred to as the Officers of the organization.
- b. No officer shall for reason of their office be entitled to receive any salary or compensation. Reimbursement of expenses, and/or expenses covered by the organization shall not be considered compensation.

1. PRESIDENT

- i. The President shall preside at all membership meetings.
- ii. The President shall be Chairman of the Board of Directors.
- iii. At each meeting of the organization, the President shall present a report of the work done by the organization.
- iv. The President shall appoint all committees, temporary or permanent.
- v. The President shall see that all books, reports and certificates required by law are properly kept or filed
- vi. The President shall be one of the officers who may sign the checks or drafts of the organization.
- vii. The President shall nominate Program Directors and At Large Directors, subject to approval by the Executive Board
- viii. The President shall carry out the will of the Board of Directors in accordance with the By-laws of the organization.
- ix. The President shall be responsible for maintaining (or causing to be maintained) non-profit corporate status as required by the Internal Revenue Service and the State of California.
- x. The President shall ensure that all necessary insurance requirements for the organization are met and current.
- xi. The President shall serve as the main point of contact with the

Town of Mammoth Lakes (TOML) and any other Town committees.

- xii. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- xiii. The President shall serve as the organization representative to the public, potential partners, and other organizations. The President may assign this duty as necessary.

2. VICE PRESIDENT

- i. The Vice President shall, in the event of the absence or inability of the President to exercise the duties of the office, become acting president of the organization with all the rights, privileges and powers as if this person had been the duly elected president.
- ii. The Vice President shall oversee the work done by the Program Directors.
- iii. The Vice President shall be one of the officers who may sign the checks or drafts of the organization.
- iv. The Vice President shall coordinate with outside vendors to procure equipment and supplies as required by the organization.
- v. The Vice President shall serve as Treasurer for the organization.
- vi. The Vice President shall prepare an annual budget for review and approval by the Board of Directors.
- vii. The Vice President shall be the collector, custodian and disbursing officer of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
- viii. The Vice President shall be responsible for ensuring that all Federal, State, and Local tax requirements are met and that all required forms are filed in a timely manner.
- ix. The Vice President shall render at each general meeting a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- x. The Vice President shall appoint an outside accounting firm to prepare end-of-year financial statements for presentation to the board.

3. SECRETARY

- i. The Secretary shall be responsible for the recording of the minutes of all Board of Directors meetings and general meetings.
- ii. The Secretary shall keep the minutes and records of the organization in appropriate books.
- iii. The Secretary shall file any necessary compliance statements as required by any statute, federal or state.
- iv. The Secretary shall give and serve all notices to members of the organization. These include, but are not limited to, meeting announcements, meeting agendas, and proposals requiring the attention of the members.
- v. The Secretary shall be the official custodian of the records of this organization.
- vi. The Secretary shall be one of the officers who may sign the checks or drafts of the organization.
- vii. The Secretary shall submit to the Board of Directors and membership any communications which shall be addressed to the Secretary of the organization.
- viii. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- ix. The Secretary shall serve as Assistant Treasurer for the organization.

C. PROGRAM DIRECTORS

1. COACHING DIRECTOR

- i. The Coaching Director shall be responsible for all aspects of player development and training.
- ii. The Coaching Director shall prepare and present a roster of coaches for review and approval by the Board of Directors.
- iii. The Coaching Director shall vet and review background checks for any potential coaches.
- iv. The Coaching director shall ensure that all coaches comply with USA Hockey requirements including, but not limited to, SafeSport certification, age-specific training, and safety protocols.
- v. The Coaching Director shall conduct regular meetings with individual coaches to review player progress and evaluate coaching effectiveness, and shall report these findings to the Board of Directors.
- vi. The Coaching Director shall be responsible for ensuring

player safety, and for staying up to date on changes in concussion protocols and other player safety-related matters.

- vii. The Coaching Director shall create a practice schedule for review and approval by the Board of Directors.
- viii. The Coaching Director shall oversee all development camps or additional events the organization hosts.

2. ADMINISTRATION DIRECTOR

- i. The Administration Director shall oversee all activities associated with player recruitment, registration, retention, and off-ice operations.
- ii. The Administration Director shall ensure all player information is kept confidential.
- iii. The Administration Director shall provide the Secretary with any necessary paperwork as requested for the archives.
- iv. The Administration Director shall oversee marketing and public relation efforts for the organization. This includes, but is not limited to, recruitment events, important town events, promotional opportunities, and sponsorships.
- v. The Administration Director shall oversee and coordinate volunteers for tournaments, camps, and events as required.
- vi. The Administration Director shall assist the officers of the organization as necessary.

3. AT-LARGE DIRECTORS

- i. At-Large Directors shall assist in fundraising, public relations, and hockey operations.
- ii. At-Large Directors shall make recommendations to the Board of Directors with regards to concerns, improvements, and/or changes in approach.
- iii. At-Large Directors shall serve as parent liaisons and ambassadors.

ARTICLE V RULES AND REGULATIONS

A. MEETINGS

- a. The General membership (Annual) meeting shall be held on the second or third Tuesday of February at a location to be chosen by the Board of Directors. The meeting and purpose shall be as follows: to discuss annual reports and for officer elections. Other regular business of the organization may also be conducted at these meetings.
- b. The Board of Directors shall, at their discretion and with sufficient

notice, be allowed to move the date of the meeting if it is deemed beneficial to the organization. The proposed date shall not be more than two weeks from the date fixed by these By-Laws.

- c. The Board of Directors shall meet at least four times per year on a date that is agreed upon by the members of the Board of Directors.
- d. Special meetings may be called from time to time at the discretion of the President, with approval of the Board of Directors. Every member shall be notified of every special meeting and notification shall include the purpose of the meetings. Notice shall be made at least four days prior to the meeting time. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. Only business covered by the notification shall be conducted during special meetings.
- e. At Special meetings and General meetings, a quorum shall consist of seven (7) members in good standing unless otherwise stipulated, such as in the case of meetings where there is a vote on a proposed amendment to the bylaws. At Board of Directors meetings, a quorum shall consist of four (4) members. If a quorum is not present at any Special or General meeting, then a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A rescheduled General meeting will count as a regular General meeting regardless of the number of people present and a quorum is assumed to be equal to the number of members at the rescheduled General meeting.
- f. Notification telling the time and place of all general meetings will be made electronically via email, or through other electronic means, to all members in good standing and will be posted on the organization's website seven (7) days prior to the meeting. Notification of regularly scheduled board meetings will be posted on the website. Emergency board meetings may be convened without notice to the general membership and may be closed to the public for privacy issues if needed.
- g. All General meetings and regularly scheduled Board meetings shall be held at a location accessible by the public and at a time that would be deemed convenient to a majority of the members.
- h. An agenda for all General meetings and all regularly scheduled Board meetings must be posted on the publicly accessible, official web site of the organization at least seven (7) days prior to the meeting. Any member may also request a hard copy of the agenda by contacting the secretary at least five (5) business days prior to the meeting.

- i. Minutes of all regularly scheduled board meetings and general meetings will be posted on the publicly accessible, official web site of the organization no later than ten (10) days after the meeting. Any member may also request a hard copy of the minutes by contacting the secretary after the meeting. The secretary shall have at least ten (10) business days to produce said minutes. The minutes will also be attached to the official transcript of the organization. Due to privacy concerns the minutes of emergency board meetings may be kept confidential.
- j. Roberts Rules of Order shall govern all meetings.
- k. Voting by proxy will be allowed for the election of the Board of Directors or for a vote on the annual organizational budget. The proxy vote must be in writing and either delivered by hand to a member of the Board of Directors or mailed to the MYHA general mailbox at least three (3) days in advance of the meeting at which the vote is to take place, or by email as part of an email ballot that must be returned to the Inspectors of Election the manner, and within the time frame, that is specified by the Inspectors of Election.

B. VOTING

- a. At all meetings, except for the election of Officers, all votes shall be by show of hands. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- b. At any General or Special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers.
- c. At all votes by ballot the Chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
- d. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

C. ORDER OF BUSINESS

- a. The President or the pro tempore shall call all meetings to order, at the appointed time.
- b. Order of Business
- c. Call to Order
 - i. Approval of the Minutes of the preceding meeting.
 - ii. Vice President's Report

- iii. Reports of Committees (if applicable)
- iv. Reports of Officers and other members of the Board of Directors
- v. Unfinished Business
- vi. New Business
- vii. Adjournment

ARTICLE VI FINANCIAL OPERATIONS

- A. The Board of Directors may hire and fix the compensation of any and all employees that they in their discretion may determine to be necessary for the conduct of the business of the organization.
- B. An annual budget shall be prepared by the Board of Directors and presented for approval by the membership at the General membership meeting. Appropriations shall, except in the case of an emergency, be held within the structure of the budget. The Finance Committee shall be responsible for evaluating budget versus actual performance and documenting discrepancies.
- C. All appropriations outside of the approved budget must have a majority vote of members present at the meeting at which the appropriations are acted upon.
- D. An outside public accounting agency will be retained to conduct an annual review of the financial statements. The results of the financial review will be presented to the Board of Directors.
- E. All filings required by law will be prepared by an outside public accounting agency. Examples include filings with the California Secretary of State and the IRS.
- F. All financial transactions in excess of \$500 must be approved by two (2) members of the Board of Directors.
- G. Any checks (or electronic authorizations) drawn on the organization's checking account shall require the signature of both the President and the Treasurer.

ARTICLE VII COMMITTEES

- A. The Board of Directors shall approve all committee appointments of this organization and their term of office shall be for a period of one year, or less, if sooner terminated by the action of the Board of Directors.
- B. A permanent committee shall exist to oversee the financial operations of the organization. The Treasurer will be the chair of the Finance Committee. The committee members will be appointed by the Treasurer and are subject to annual approval by the Board of Directors. This committee shall review and approve or reject the annual budget. The committee will be responsible for reviewing, revising, setting, and documenting the Financial Policy of the organization. The resulting policy is subject to the approval of the Board of Directors.
- C. A permanent committee shall exist to oversee the fund-raising, concessions, and community outreach operations of the organization. The Administration

Director will be the chair of the Fundraising Committee. The committee members will be appointed by the Administration Director and are subject to annual approval by the Board of Directors. This committee shall oversee special events, such as tournaments, camps, and ceremonies, held by the organization. The committee will be responsible for reviewing, revising, setting, and documenting the Fundraising and Concession Policy of the organization. The resulting policy is subject to the approval of the Board of Directors.

- D. A committee shall be appointed by the Board of Directors prior to the February General Meeting to manage the election process. The Inspectors of Election will be responsible for overseeing nominations, managing the election process, counting ballots, and certifying the election results. The signed copy of the election results will be affixed to the minutes of the February General Meeting. The committee will disband after the election has been completed.
- E. A committee shall be appointed by the Board of Directors every third year, or sooner if the Board of Directors deems necessary, to review the Bylaws. The Bylaws Committee shall present any changes or modifications of the Bylaws to the membership for approval following the accepted rules for amendments.

ARTICLE VIII AMENDMENTS

- A. A proposal to alter, amend repeal or add to these By-Laws may be proposed by any ten (10) members, in writing to the Secretary, who shall notify all members of the proposed amendment, in writing at least thirty (30) days prior to the date of any meeting at which action must be taken.
- B. The proposal must be voted on at a meeting that is within sixty (60) days of the notification.
- C. Voting members from at least five (5) households, in addition to the Board of Directors, must be present at any meeting where an amendment will be voted on. A two-thirds vote of the members present and voting shall be necessary for adoption of the amendment.
- D. In the event that the minimum number of members required to vote on a proposed amendment is not present then the proposed amendment will be considered to have failed to be adopted.
- E. Any proposed amendment that fails to pass will be considered null and void and will not automatically carry to the next meeting, nor will it cause another special meeting to be required. If the sponsors of the proposed amendment wish to continue to pursue the amendment they will need to begin the process anew.

ARTICLE IX INDEMNIFICATION

- A. For the purposes of this Article 9, "Agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 9.D. or 9.E.(2).
- B. Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
- C. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 9.C.:

1. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
 2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 3. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.
- D. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 9.B. or 9.C. or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- E. Required Determinations. Except as provided in Section 9.D., any indemnification under this Article 9 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 9.B. or 9.C. of this Article 9, by:
1. A majority vote of a quorum consisting of directors who are not parties to such.
 2. The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.
- F. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 9.
- G. Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article 9. Nothing contained in this Article 9 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.
- H. Forms of Indemnification Not Permitted. No indemnification or advance shall

be made under this Article 9, except as provided in Section 9.D. or 9.E(2), in any circumstances where it appears:

1. That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 2. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- I. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article 9, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE X COMPLIANCE WITH INTERNAL REVENUE CODE

- A. Any other provision of law notwithstanding, the Corporation, during any period or periods the Corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1954 as amended from time to time (all references in this section to the Internal Revenue Code shall refer to such code as amended), shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject such corporation to tax under Section 4942 of such code, and the Corporation shall not engage in any act of self-dealing as defined in subsection (d) of Section 4941 of such code, retain any excess business holdings as defined in subsection (c) of Section 4943 of such code, make any investments in such manner as to subject this corporation to tax under Section 4944 of such code, or make any taxable expenditure as defined in subsection 9(d) of Section 4945 of such code.