



Glacier Avalanche Youth Hockey Association  
Whitefish, Montana

## **Glacier Avalanche Youth Hockey Association Bylaws**

### ARTICLE 1 NAME

This organization shall be known as Glacier Avalanche Youth Hockey Association (GHA, hereinafter "GHA") and shall be affiliated with the Montana Amateur Hockey Association (MAHA, hereinafter "MAHA"), the British Columbia East Kootenay Amateur Hockey Association (hereinafter "EKL") and the United States Hockey Association (hereinafter "USA HOCKEY").

### ARTICLE 2 PURPOSE

GHA shall develop, promote and administer a youth hockey club for players residing primarily within the greater Flathead Valley Area on behalf of teams, players, coaches, referees, parents, and administrators consistent with the bylaws, GHA policies (e.g., GHA Policy Manual), and procedures of the MAHA and USA HOCKEY.

### ARTICLE 3 OFFICES

The principal office of MAHA shall be located in the State of Montana. The address of the resident agent of GHA required by the Not-For-Profit Corporation Act of said state may be, but need not be, identical with the principal office of GHA. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

### ARTICLE 4 SEASONAL PLAYING YEAR AND FISCAL YEAR

The seasonal playing year of GHA shall begin on the first day of September in each year and end on the last day of August in the following year.

Regular season practices in team play for league participation in the EKL and MAHA (Treasure State League) begins in October and ends in March of the following year.

The fiscal year shall be July 1 through June 30.

## ARTICLE 5 MEMBERSHIP

GHA will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

### 5.1 Types of Members/Memberships

Membership in GHA consists of two types of Members.

1. Members who are Parent(s), Guardians, or Representatives of Players, Coaches.
2. Players

### 5.2 Members who are Parent(s), Guardians or Representatives of Players, Coaches and Affiliated Referees

#### 5.2-1 Definition

Members who are Parent(s), Guardians or Representatives of a Player(s) registered with GHA, and coaches and Referees who are affiliated with GHA.

#### 5.2-2 Adherence to Standards

Each Member who is a Parent(s), Guardians or Representatives of a Player(s), and/or Coach will adhere to the Bylaws, policies, GHA Policy Manual, GHA Code of Conduct, and procedures of GHA and MAHA, and USA HOCKEY where applicable.

Referees are held to their own procedure of standard and policies also upheld by USA Hockey. All Referees hired by GHA must be USA Hockey Certified.

#### 5.2-3 Voting Rights

Members who are Parent(s), Guardians or Representatives of Players, Coaches and affiliated Referees that are in good standing with GHA shall have the right to vote at the Annual General Meeting and any special meeting of the membership of GHA. Members who are Parent(s), Guardians or Representatives of Players, coaches and may attend and vote by proxy.

### 5.3 Members who are Players

#### 5.3-1 Definition

Players who are properly registered in USA Hockey and in a GHA program during the seasonal playing year.

#### 5.3-2 Adherence to Standards

Each Member who is a player will adhere to the Bylaws, policies, GHA Policy Manual, GHA Code of Conduct, and procedures of GHA and MAHA, and USA HOCKEY where applicable.

#### 5.3-3 Voting Rights

Members who are players will have a non-voting status.

#### 5.3-4 Quorum

A quorum shall consist of the smaller, ten (10) Members or ten percent (10%) of the total number of Members, in regards to Annual General Meeting voting rights.

5.3-5 Majority Vote Requirements Action of the membership shall be by majority vote, unless otherwise provided by these bylaws.

## ARTICLE 6 BOARD OF DIRECTORS

### 6.1 General Authority

The business property and affairs of GHA shall be managed and controlled by a Board of Directors. All authority of GHA shall be vested in a Board of Directors unless specified otherwise in these bylaws. The Board of Directors is responsible for developing and enforcing the bylaws, policies, and activities of GHA, including but not limited to decisions affecting membership status and appeals procedures. The Board of Directors may delegate responsibility for day-to-day operations associated with these activities.

### 6.2 Board Composition

There shall be nine (9) Directors of GHA, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitations that the Board of Directors shall always be an odd number and never be reduced to less than five (5) (President, Vice President of Administration, Vice President of Hockey Operations, Secretary, and Treasurer) nor increased to more than eleven (11) directors; except otherwise provided in the Bylaws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations, and restrictions. The Board shall strive to maintain a balanced Board composition of members across youth hockey levels.

### 6.3 Restrictions on Service on Board of Directors

A. No person convicted of felony within the previous ten (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member for the Board if her or she has been convicted of any convicted felonious criminal act. Any person who is charged with a criminal act shall be suspended from the pending outcome of the charges.

B. Any person missing 4 consecutive regularly scheduled Board meetings or 6 regularly scheduled Board meetings in any preceding 12 months shall be deemed to have immediately resigned as a member of the Board. Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these Bylaws and subject to the rules of the MAHA and USA HOCKEY.

C. The authority to determine breaches of duties of care, loyalty or candor shall rest with the Board. Generally, no Board member may be financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with GHA in any form, unless the Board member provided full disclosure and received is authorized, approved or ratified by a majority of non-interested members of the Board.

## 6.4 Meetings

### 6.4-1 Regular Meetings

The Board shall hold regular meetings at 1 time per month and no less than 9 times per calendar year. The President shall determine the date, time, and location of these meetings and give reasonable notice of the meetings. Reasonable notice as it relates to regular meetings shall mean not less than five business days. Such notice shall include but not be limited to the agenda, date, time, and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the membership may observe the meeting.

### 6.4-1A Annual General Meeting

GHA's Annual General Meeting, hereafter referred as AGM, will be held no less than once a year to discuss policy manual updates, bylaw modifications, mission statement alignment, approval of budgets, board of director's seat vacancies and appointments, professional service agreements/contracts, or any major programming news.

GHA's AGM will be held in May..

### 6.4-2 Special Meetings

Meetings for a special purpose may be called by the President or by one quarter of the directors. A minimum 24-hour notice of meetings for a special purpose shall be given and this notice shall state the purpose.

### 6.4-3 Written Consents in Lieu of Meetings

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such a action, a written consent thereto is signed by two-thirds (2/3) of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

### 6.4-4 Teleconferencing

A Board member may participate in any meeting by, or conduct any meeting the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

### 6.4-5 Meeting Minutes

Minutes of all meetings shall be maintained in the corporate minute books.

## 6.5 Quorum and Voting Requirements

### 6.5-1 Quorum

A quorum consisting of the majority of the Board must be present at all times during Board meetings in order to conduct business or vote on any policy action items.

### 6.5-2 Votes

A member of the Board shall have one (1) vote.

### 6.5-3 Vote required

A majority vote of the Board shall be required for any action of the Board, unless otherwise specified in these Bylaws.

## 6.6 Officers

The officers of GHA shall consist of President, Vice President of Administration, Vice President of Hockey Operations, Secretary, and Treasurer. Officers shall be elected by the vote of the Board. All officers of GHA shall be residents of the state of Montana, unless otherwise specified in these Bylaws.

#### 6.6-1 President

The President of GHA shall have the following duties:

- A. To oversee and coordinate the activities of GHA, the Board of directors, and designee(s) of the Board of directors.
- B. To preside at all Board and membership meetings.
- C. To serve as an ex-officio member of all committees or delegate other Board members.
- D. To appoint special or ad hoc committees, subject to Board approval.
- E. May sign money disbursements made in the name of GHA.
- F. To appoint chairs and other members of standing committees, except where otherwise provided.
- G. To represent GHA at required MAHA and EKL stated meetings or appoint these duties to the Vice President of Operations and/or Hockey Director.
- H. To perform all other duties as shall be necessary to promote and uphold the welfare of youth hockey and to positively affect "the good of the game" within the State of Montana and Canada.

#### 6.6-2 Vice President of Administration

The Vice President of Administration of GHA shall have the following duties:

- A. To be responsible for the registration of GHA'S members and the certification thereof.
- B. To be responsible for enforcing all State and national rules, bylaws, and policies and procedures governing player registration and team assignment.
- C. To be responsible for registration of teams and players within GHA, and ensure the confidentiality of player information.
- D. Inform GHA of activities of the MAHA and EKL as it related to tournaments, clinics, rule changes, and other matters of interest to GHA.
- E. Coordinate all aspects of GHA's Risk management and Safe Sport; including annual background checks on all coaches, managers, Board members, and primary committee members. Review GHA's operations and brings attention of the Board any potential risks and liability. Provide safety guidelines for each league for inclusion in coaching materials including Safe Sport and first aid.
- F. Work with Treasurer to ensure GHA's assets are adequately insured and liability exposure is limited.
- G. To be responsible for management of team managers in coordination with GHA's Team Manager.
- H. Help oversee referee issues; acquire and help assign referees for all scheduled games, pay referees, provide opportunities for referee courses, both by GHA and licensed programs.

#### 6.6-3 Vice President of Hockey Operations

The Vice President of Operations of GHA shall have the following duties:

- A. To be responsible for providing guidance and support to Hockey Director for hockey program development, team formations, player development, coaching assignments, and evaluations.
- B. To serve as chair of the advisory committee.
- C. To represent GHA at required MAHA and EKL stated meetings, unless represented by Hockey Director.
- D. Along with the designee, represent GHA on the Whitefish Sports Facilities Foundation Board and negotiate ice times for all Glacier Hockey Association programs.
- E. To assume the duties of President in case of resignation of the President or during a temporary absence, or during the inability of the President to perform the functions of that office.

#### 6.6-4 Secretary

The secretary of GHA shall have the following duties:

- A. To oversee communication between GHA and its members to insure that all are kept informed of the activities of GHA.
- B. To maintain the official records of GHA.
- C. To be responsible for recording minutes of GHA'S meetings except for committee meetings and to report such actions taken at these meetings to all GHA Members.
- D. To be responsible for informing members of meeting, handling correspondence of GHA, and carrying out such other duties as shall be delegated. Correspondence duties may be delegated to a Correspondence Secretary.

#### 6.6-5 Treasurer

The treasurer of GHA shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of GHA.
- B. To oversee the financial policies and procedures for GHA.
- C. May sign money disbursements made in the name of GHA.
- D. To present a statement of account at every regular meeting of GHA or the Board and at other times requested by the Board.
- E. To serve as chair of the finance committee.

6.6-6 Additional duties filled by members of the Board or by designee(s) of the Board of Directors, ie. Hockey Director, Registrar, or other professional service designee.

- A. Team Management – Coordinate and oversee all Team Managers for GHA hockey and ensure timely and proper team management, including scheduling league and tournament games, team rosters, and team communication and coordination.
- B. Communications – Assist with communications to parents, players, and potential members. Coordinate player registration select dates/locations and enlist

- volunteers to conduct registration; maintain website, publish newsletter. Review all forms, letterhead, and public documents to ensure consistencies and compliance with sponsorship agreements.
- C. Uniforms & Equipment – Responsible to purchase and maintain uniforms and hockey equipment. Ensure uniform and equipment deposit fees are collected from players. Order/manage playing and training equipment. Review team uniforms every two years. Responsible for maintenance and management of the on and off-ice hockey training facilities owned by GHA.
- D. Fundraising – Assist the Hockey Director with development and implementation with fundraising and sponsorship programs. Solicit logo sponsorships on uniforms, solicit major sponsorships (e.g., raffles, to underwrite GHA costs, including programs, director and coaching salaries, uniforms, equipment, and referee expenses.
- E. Whitefish Sports Facility Foundation (WSFF) Board Representative – Serve as an active member and GHA representative on the WSFF Board and provide status reports to, and gather input from the Board of Directors.

## 6.7 Staff

### 6.7-1 Hockey Director

The Hockey Director is a non-voting ex-officio member of the Board. The Hockey Director is expected to attend all Board meetings exclusive of any meeting or portion of a meeting where the topic of the meeting is hockey director, unless the Board invites the hockey director to said meeting.

- A. Oversee and develop all annual GHA programs.
- B. Execute the Board's vision and directives of GHA's program and report directly to the Board.
- C. Oversee GHA Communications, including website. Serve as Chair of the Communications Committee.
- D. Oversee and develop recruitment programs, including Learn to Skate and Learn to Play Hockey programs.
- E. Oversee and hire annual coaching staff. Ensure all coaches are qualified to coach per USA Hockey with proper CEP Levels, Modules, Background checks and Safe Sport. Provide educational opportunities and practice plans for coaching staff to help insure they are successful at their level.
- F. Follow GHA curriculum and USA Hockey's American Development Model (ADM) and monitor success.
- G. Create a successful and positive learning environment for players.
- H. Develop rosters with guidance from advisory committee and coaches.
- I. Continue to look for opportunities to enhance and develop new programs.
- J. Represent GHA at MAHA and/or EKL meetings per request of the President.
- K. Attend a majority of Board meetings.
- L. Develop and Present master budget to GHA by April date of AGM of each year for approval in coordination with the Administrative Director.
- M. Support website development and communication, including a monthly

- newsletter.
- N. Serve as GHA's primary communication liaison for coaches, players, and parents who have any concerns with GHA.
  - O. Oversee all scheduling for GHA programs, including practices, games, tournaments, and referees.
  - P. Administer all player and coach registration for USA Hockey, MAHA, EKL and tournaments.
  - Q. Oversee all aspects of GHA Fundraising, including fundraising programs, sponsorships, donations, and grant applications. Serve as Chair of the Fundraising Committee.
  - R. Represent GHA for Safe Sport and insure compliance with USA Hockey.

#### 6.8 Terms of Office

Nominations for election of Board of Director positions shall occur at the annual meeting. A complete profile of each candidate shall be forwarded to the Board for a majority vote. Directors of GHA shall take office at the close of the meeting at which they are elected by the Board, or immediately upon appointment by the Board in order to fill a vacancy. Directors shall serve three-year staggered terms of office, with one third of the members elected each year. Directors may not serve more than three (3) consecutive full terms.

#### 6.9 Vacancies

Vacancies during the term of any Director shall be filled by appointment by the President, subject to ratification by a majority vote by the Board. However, the Vice President of Hockey Operations shall fill a vacancy in the Office of the President and Board will then elect a new Vice President of Hockey Operations. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacating Director.

#### 6.10 Committees

GHA shall have standing committees and may establish special committees. The Board President shall appoint all standing and special committee chairs, subject to Board approval, except that the Treasurer shall serve as chair of the Finance Committee. The Chair of the committee may select other members of the committee. The chair of the committee serves at the pleasure of the President of GHA. GHA has the following standing committees.

- A. Finance – The Treasurer is chair of the finance committee. The finance committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board members. The Board must approve the budget, and expenditures must be written within the budget. The Board must approve any change in budget. Annual reports required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be available to the membership, Board members, and the public. The Finance Committee will also recommend the selection of the outside auditor and/or tax accountant, if needed,



to oversee the relationship with auditor/accountant, including responding to the auditor's/accountants recommendations.

B. Communications – The communications and marketing division shall have at a minimum 1 Board member and maximum of 3. The Hockey Director is Chair of the Communications Committee. This committee shall be responsible for implementing and maintaining all GHA communication, promotion and brand image. Duties include maintaining website, social media, program promotion, email campaigns, and managing contacts.

C. Uniforms/Equipment/Facilities – The uniforms/apparel committee shall be composed of minimum of 1 Board member and a maximum of 3 Board members. The committee shall be responsible for managing all GHA uniforms and hockey equipment. This includes: checking out and in all uniforms sets, checking out and in all hockey equipment under the loan program; maintaining inventory levels to sufficiently supply players with uniforms; up-date the Board on uniform needs; order and distribute GHA fan apparel; and record all inventory levels.

D. Fundraising – The fundraising committee shall be composed of minimum of 2 Board members and a maximum of 3 Board members, and is open to other members who are outside of The Board. The Hockey Director is Chair of the Fundraising Committee. This committee is responsible for implementing and maintaining GHA fundraising efforts and meet annual fundraising goals.

E. Advisory – The Advisory Committee shall consist of a minimum of 3 Board members and a maximum of 5. The Vice President of Operations is the chair of the advisory committee. This committee is composed of Board members with a heightened knowledge of the game and experience with coaching, and youth development. The purpose of this committee is to provide guidance and support to the Technical Director on program development, team formations, player development, coaching assignments, and hockey-related aspects of the running of GHA.

The Board of Directors may create special committees or task forces as needed for the effective oversight of GHA'S operations.

#### ARTICLE 7 INDEMNIFICATION

To the extent not consistent with the laws of the State of Montana, every person (and the heirs estate, executors, administrators, and personal representatives of such person) who is or was a Director, officer of paid staff of the Corporation shall be indemnified by the Corporation as provided in the act.

#### ARTICLE 8 PARLIAMENTARY AUTHORITY

“ROBERT’S RULES OF ORDER NEWLY REVISED,” most recent edition, shall govern GHA in all cases where they are not inconsistent with these Bylaws and any special rules of order GHA may adopt, as well as State Law.

## ARTICLE 9 AMENDMENTS TO BYLAWS AND THE CONSTITUTION

A. Any proposed amendments of GHA's Bylaws or constitution shall be submitted in writing to the Board at least 60 days prior to the regular Board meeting at which the proposed amendments will be submitted for a vote.

B. Public notice of any proper Bylaw amendment must then be made available to members at least thirty days prior to a regular Board called or held to consider such proposed amendment. In order to adopt the proposed bylaw, two-thirds (2/3) of the votes cast at said meeting must vote in favor of the proposed modifications.

C. Any proposed Bylaw or Constitutional amendment which is approved in accordance these bylaws will become effective on the date specified by the Board in the notice made available to members, or at such later date as the Board may propose at the time of the vote (but not earlier) taken by the Board, unless as otherwise adopted by amendment and approved at the time of the vote by the Board.

## ARTICLE 10 EXEMPT STATUS

Any and all assets of GHA are permanently dedicated to exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws.) GHA shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividend to its members, Directors, officer or persons having private interest in the activities of GHA, except that GHA 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 these Bylaws.

No substantial part of the activities of GHA shall be the carrying of propaganda, or otherwise attempting to influence legislation, and GHA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event GHA is dissolved the Board shall pay, satisfy, and discharge all liabilities and obligations of GHA or make adequate provisions therefore and distribute all remaining assets of GHA to an organization or organizations engaged in activities substantially similar to those of GHA and organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws.)

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President of Glacier Hockey Association

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Secretary of Glacier Hockey Association