

**Muskegon Chiefs Bylaws
Spring 2008 Revision**

NAME	2
Logo Name/Usage	2
GENERAL GOALS AND OBJECTIVES	2
Purpose	2
Participation	2
Organization	2
Representation	2
MEMBERSHIP	3
Regular Members	3
Player Members	3
Supporting Members	3
Term	3
Members-in-good standing	3
MEMBERSHIP/PLAYER DUES AND FEES	3
BOARD OF DIRECTORS	3
General Powers	3
Validity of Board Actions	3
Number	3
Executive Committee	4
Tenure	4
ELECTIONS	4
Eligibility	4
Nomination	4
Election	4
Team Directors	4
Appointed Positions	4
RESIGNATION (MOVED TO HERE)	4
DUTIES OF THE PRESIDENT	5
DUTIES OF THE VICE PRESIDENT	5
DUTIES OF THE PAST PRESIDENT	5
DUTIES OF THE SECRETARY	6
DUTIES OF THE TREASURER	6
DUTIES OF THE MEMBER AT LARGE	6
DUTIES OF TEAM DIRECTORS	6
ACE DIRECTOR	7
VACANCY	7
REENUMERTION OF DIRECTORS	7
INDEMNITY OF DIRECTORS	7
BOARD OF DIRECTORS MEETINGS AND PROCEDURES	7
MEETINGS	7
PLACE	7
GENERAL MEETINGS	7
SPECIAL MEETINGS	7
NOTICE TO MEMBERSHIP	8
QUORUM	8
MEMBER ATTENDANCE AT DIRECTORS MEETINGS	8
PROCEDURE	8
VOTING	8
RIGHT TO VOTE	8
EFFECT OF VOTE AT GENERAL MEMBERSHIP MEETINGS	8
AMENDMENTS TO THE BY-LAWS	9
GENERAL OPERATING PROCEDURES	9
FISCAL MATTERS AND MISCELLANEOUS	9
FISCAL YEAR	9
HOCKEY SEASON	9
TAX EXEMPTION	9
CONTRACTS	10
DISSOLUTION OF THE ASSOCIATION	10

Muskegon Chiefs By-Laws

Spring 2008 Revision

NAME

The name of the organization shall be the Muskegon County Amateur Hockey Association Inc., (MCAHA) hereafter referred to as the Association.

Logo Name/Usage

The Muskegon County Amateur Hockey Association (M.C.A.H.A.) has a trade marked and registered name and logo. No unauthorized use of the logo, equipment, uniforms without written consent of the Executive Board of Directors. All written correspondence pertaining to Muskegon Chiefs teams will be required to utilize and use trade marked logo. No reproduction in any form will be allowed without Board approval. Clothing agreements, banners and any other related material must be produced by an authorized agent that has been awarded the authorization agreement by the Executive Board. No jersey usage will be allowed for any other teams (spring, 3-3 etc.) with out approval.

GENERAL GOALS AND OBJECTIVES

Purpose

The purposes of this Association are:

- A. To develop and encourage sportsmanship between all players for the betterment of physical and social well being.
- B. To encourage and improve the quality of ice hockey in Western Michigan.
- C. To provide both instructional and competitive ice hockey opportunities to its members.
- D. To associate with the Michigan Amateur Hockey Association (MAHA), USA Hockey and other hockey associations.
- E. To help defray the expense associated with ice hockey and team events through fundraisers.
- F. To do any and all acts desirable in the furtherance of the foregoing purposes.

Participation

The programs instituted by the Association will be offered to any youth and his/ her parents or guardians who are willing to comply with the operating rules, bylaws and objectives.

Organization

The affairs of the Association shall be managed by the board of directors in compliance with the guidelines established by MAHA and USA Hockey.

Representation

Only those appointed by the Board of Directors will officially represent the Muskegon County Amateur Hockey Association and only for the reasons specified by the board. Furthermore, there will be no written or verbal communication claiming representation of or by the Muskegon Chiefs unless authorized by the Board of Directors.

Muskegon Chiefs By-Laws Spring 2008 Revision

MEMBERSHIP

Regular Members: One (1) parent or guardian of a registered player shall be designated a Regular Member for purposes of voting in elections and at annual and special membership meetings. The Regular Member must be designated each year for each player at the time of player registration on the registration form.

Player Members: Each registered player in the Association is considered a Player Member. (no eligible for vote)

Supporting Members: Supporting (Sustaining) Membership is conferred by the Board of Directors, in its discretion, on persons who wish to serve (or continue to serve) the Association in some capacity, such as, but not limited to, a coach, team manager, commissioner, or board member, but who are not eligible for Regular Membership. Supporting Membership is conferred on an annual basis and must be renewed each year.

Term: Regular and Player Membership is conferred at the time a registration form for the current year, together with any fees due at that time, is received by the Treasurer. Membership ends on June 30 following the registered season unless a new registration form and any fees due for the next season are received prior to that date. Supporting Membership is effective when conferred by the Board and ends on the one-year anniversary date thereof unless renewed by the Board.

Members-in-good standing: Members-in-Good-Standing are those members who have fully met their financial obligations with respect to payment of registration fees, insurance fees, team fees, and other fees assessed by the Association; show proper care and return of Association property; and who are in compliance with the Association's rules.

MEMBERSHIP/PLAYER DUES AND FEES

The Board of Directors shall establish annual dues and fees to be charged the membership, the billing and collection of which shall be in a manner prescribed by the Board, and communicated to the membership on a yearly registration and/or contract form.

Other assessments necessary for the operation of this Association may, from time to time, be established by the Board of Directors, even after the start of the season. All such assessments, shall be payable as directed by said Board. This includes mandatory fundraisers, or additional fees deemed necessary by the Board.

BOARD OF DIRECTORS

General Powers: The business, property, and affairs of the corporation shall be managed by the Board of Directors.

Validity of Board Actions: The acts of a majority of the directors present at any meeting at which a quorum of the Board is present shall constitute official acts of the Board. Additionally any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceedings.

Number: The Board shall consist of the following officers:

1. President
2. Vice President
3. Past President
4. Treasurer
5. Secretary
6. Member at Large
7. ACE Director
8. Team Directors

Muskegon Chiefs By-Laws Spring 2008 Revision

Executive Committee: The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and Member at Large. The Executive Board shall possess and exercise all powers and authorities of the Board in the management of the affairs of MCAHA between meetings of the Board. Notice of any Executive Committee meeting must be given to all members of the Board.

Tenure: Directors on the Executive Committee shall be elected by the members at the Spring Membership Meeting to alternating two-year terms and until the director's successor is elected and qualified, or until the director's death, resignation, or removal. The ACE Director will be appointed to a one year term by the Executive Committee. Team Directors will be elected to one year terms beginning at the first Board of Directors meeting in October, and continuing through the last Board of Directors meeting in September of the following year, or until otherwise replaced.

ELECTIONS

Eligibility: Any Regular or Supporting Member in good standing (not currently under discipline by MCAHA, MAHA, or USA Hockey; and have met their financial obligations to MCAHA) who is 18 years of age or older, and is not a convicted felon, is eligible to run for election to, the Board. Termination or expulsion of membership in MCAHA shall automatically terminate the holding of any elective office as Director and/or officer, leaving that office vacation. Executive Committee position will also be limited to one per family.

Nomination: Any Regular or Supporting Member interested in running for a position on the Board, may submit a request to the Board in writing at least two weeks prior to the General Membership Meeting where elections will take place.

Election: The election of Executive Committee directors and shall take place at the Spring General Membership Meeting. Each open office shall be voted upon by the members separately, and the election shall be decided by majority vote of Members present at the meeting.

Team Directors: The election of Team Directors shall take place at a team meeting held within the first two weeks after the start of the respective team or program season. Election shall be decided by majority vote of Regular Members from the respective team or program.

Appointed Positions: Any supporting positions deemed necessary by the Board, will be appointed on an annual basis by the Executive Committee. These positions will be filled by Regular or Supporting Members, and will not be part of the Board.

RESIGNATION

Any Director may resign by giving proper notification to the President. In addition, the Board of Directors may, upon Majority vote of the entire Board, remove any Director before the expiration of their term of office, provided a thirty day notice is given to the Board of the impending action. In addition, any board member who misses three fourth (3/4) of the Board Meetings or who misses three consecutive meetings may be brought before the Board for dismissal at the Board's option.

Muskegon Chiefs By-Laws
Spring 2008 Revision

DUTIES OF THE EXECUTIVE COMMITTEE

- A. The power to make decisions deemed necessary by at least three officers of this Association to maintain or further the youth hockey program during intervening time between regularly scheduled meetings of the Board of Directors.
- B. Any action by the Executive board shall not act to reverse or contravene an action previously taken by majority vote of the Board of Directors.
- C. Any action taken by the Executive Board shall be brought to the attention of the Board of Directors at the next regularly scheduled Board of Directors meeting subsequent to the action.
- D. Any action taken by the Executive Board is subject to review by the Board of Directors. Subsequent to the review of the Executive Board's action by the Board of Directors, the Board of Directors may vote to amend, reverse, or otherwise modify such action by majority vote.
- E. Shall appoint Regular or Supporting Members to any auxiliary positions deemed necessary for the function of the association (i.e. Tournament Director, Newsletter Chairperson, Fundraising Chairperson, etc.)

DUTIES OF THE PRESIDENT

- A. Preside at all meetings of members of the Association and of the Board of Director's. The president shall also be charged with the general management and supervision of the affairs and operations of the Association, subject to the By-laws and the power of the Board to restrict the powers of the President in the regard.
- B. Subject to the approval of the Board of Directors, appoint all standing committees and be an ex-officio member of all committees.
- C. Present to the Association an Annual Report at the Spring General Membership meeting.
- D. Subject to the approval of the Board of Directors, to replace any appointee whom he/she feels is not fulfilling his/her duty provided such person has had an opportunity of a hearing before the Board of Directors.
- E. Has the power in cooperation with the vice-president to determine questions arising from emergencies not provided for in these Articles until such time as they may be acted upon by the entire Board of Directors at the next regular board meeting.
- F. Has the power to call special meetings of the Board of Directors.
- G. Has the power in cooperation with respective Committee Chairperson, to appoint the members of the Associations Standing Committees and special committees unless otherwise provided in the Articles.
- H. In conjunction with the Treasurer, has the right to sign or endorse checks to satisfy the indebtedness of MCAHA.
- I. Oversee ice schedule, referees, and act as liaison with rink management to address any issues, as directed by the Board of Directors.

DUTIES OF THE VICE PRESIDENT

- A. Shall perform specific duties as may be directed by the President.
- B. Shall preside in the absence of the President.
- C. Shall perform all duties of the President for the unexpired term in case of inability of the President to act.
- D. Work with office staff to conduct annual Team Manager and Coaches meetings at the beginning of the season. The purpose of the meeting is to convey the policies and procedures that will be enforced during the current year. Also to provide introductory training to those in the position for the first time.
- E. Shall obtain the necessary insurance policies to cover players' injury, equipment and public liability, such purchases being subject to approval of the Board of Directors.

DUTIES OF THE PAST PRESIDENT

- A. Shall be a member of executive committee
- B. Shall advise and council the President.
- C. Shall have those duties assigned by the Executive Committee.

Muskegon Chiefs By-Laws Spring 2008 Revision

DUTIES OF THE SECRETARY

- A. Shall keep a record of the proceedings of all meetings. Such minutes will be maintained a book kept for this purpose and a copy of such minutes will be sent to each Director.
- B. Shall be the custodian of all books, recordings, contracts and other documents belonging to the Association excepting those under the jurisdiction of the Treasurer and the Registrar.
- C. Shall issue notice of all meetings.

DUTIES OF THE TREASURER

- A. Will ensure accurate record of receipts and disbursements of the Association are kept in proper books of account and shall supervise the deposit of all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may be required from time to time by the Board of Directors.
- B. Will supervise the disbursement of the funds of the Association under the direction of the Board of Directors. Rendered to the Board of Directors, whenever required of him/her, an account of all his/her transactions as Treasurer and of the financial position of the Association.
- C. Shall be one of the Association's signing officers for all Association financial disbursements, together with the President and the Office Manager.
- D. Shall submit a monthly statement of financial activity compared to budget for the guidance of the Board of Directors and shall deliver a financial report at all general membership meetings.
- E. Shall be responsible to prepare and file all documents that may be required by Federal and State laws to maintain and qualify as a nonprofit association.
- F. Ensure annual tax returns and quarterly withholding, both state and federal, are filed in a timely manner.
- G. Shall process insurance claims.
- H. Shall be Fidelity Bonded at the Board's discretion. Persons whom the Directors may deem necessary from time to time shall also be bonded.
- I. Shall be a member of the Finance Committee, whose members shall include but not be limited to the Treasurer and the Sponsorship Chairman, if one is appointed.
- J. In conjunction with the Financial Committee prepare the annual budget for the association and present it for approval to the Board of Directors.
- K. If the Treasurer is temporarily unable or unwilling to act, a member of the Board of Directors, designated by the Board of Directors, shall act in his/her place.
- L. Administer licensed merchandise programs and ensure all royalties and fees are collected annually.
- M. Administer delinquent player accounts. Ensure player account are kept current and take appropriate action to collect delinquent accounts.
- N. Work in conjunction with Fundraising Chairperson to supervise yearly fundraising events.
- O. Shall be responsible to appoint yearbook chairperson to produce the annual association yearbook.

DUTIES OF THE MEMBER AT LARGE

The Director-at-Large is intended to increase representation on the Executive Committee. The experience gained in this position will help prepare for further leadership roles within the organization.

- A. Shall be a member of executive committee
- B. Shall have those duties assigned by the executive board.

DUTIES OF TEAM DIRECTORS

Each team within the MCAHA, and each age group in the Shoreline Hockey program, will be allowed to elect one Regular or Supporting member to be the Team Director for their respective team or age group. This Team Director will be said team's Board of Directors representative, and all communications from this team are to be communicated through this person. While attendance is encouraged for all Members of the association, only the elected Team Director will have Board voting privileges.

Muskegon Chiefs By-Laws Spring 2008 Revision

ACE Director

The ACE Director leads the Association Coaching Education (ACE) program for the association. They shall work with the USA Hockey Coaching program staff and attend necessary meetings at the District level. They will also perform other duties as outlined in the Operating Procedures.

VACANCY

A vacancy on the Board shall be filled with a person appointed by the remaining directors of the board, with a majority vote. Each person so elected shall be a director for a term of office continuing until the next General Membership meeting and until his or her successor is elected and qualified. If the initial vacancy occurs in the final year of a two year term, then the Board-appointed person shall complete the second year of the term. If the initial vacancy occurs in the first year of a two year term, then there shall be an election at the next General Membership meeting to select a person to complete the final year of that term.

REENUMERTION OF DIRECTORS

The MCAHA Board of Directors shall receive no remuneration for acting as such.

INDEMNITY OF DIRECTORS

Every Director and their heirs, executors and administrators and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- A. All costs, charges, and expenses whatsoever which such Director sustains or incurs in or about any action suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by him/her in or about the execution of the duties of his/her office; and
- B. All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges, or expenses as are occasioned by his own willful neglect or default.

BOARD OF DIRECTORS MEETINGS AND PROCEDURES

A majority of the Directors shall form a quorum for the transaction of business. Directors meetings may be called by the President or by the Secretary on direction in writing of two (2) directors. Notice of such meeting shall be, e-mailed, telephoned or faxed to each Director not less than twenty four (24) hours before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at any hour to named and of such regular meeting no notice need be sent.

MEETINGS

PLACE

The general membership meetings of the Association shall be held in the Muskegon area at a place determined by the Board of Directors.

GENERAL MEETINGS

Two general membership meetings of members shall be held each year. The fall General Membership meeting will be held in the fall within six (6) weeks of the start of the hockey season. The spring general membership meeting will be held with sixty (60) days after the close of the hockey season. Elections shall be held only at general membership meeting.

SPECIAL MEETINGS

Muskegon Chiefs By-Laws Spring 2008 Revision

The Board of Directors may call a special meeting of the general membership at any time for the purpose of acting on any matter.

NOTICE TO MEMBERSHIP

Written notice of the times and places of the Regular Board meetings shall be sent to the membership in the association newsletter, posted on the association website, or by prominently posting at the ice facilities predominantly used by the Association (5) days before the meeting.

QUORUM

Each association meeting will be considered to be in quorum for purposes of transacting any proper business, provided the notice to membership has been complied with.

MEMBER ATTENDANCE AT DIRECTORS MEETINGS

All meetings of the Board of Directors are open to any member of the Association who has business to place before the Board. Attendance by a representative of each team is highly encouraged. Any agenda items must be put in a written request to the President or one of the Vice-Presidents at least twenty-four (24) hours prior to a regular meeting. The nature of the business to be discussed should be indicated so that the matter can be placed in the correct position on the meeting agenda. The President or either Vice-president, at his/her discretion, may approve or disapprove such request. All Executive Committee Meetings are open to members of the Executive board only.

PROCEDURE

Procedural questions will be determined by rules set out in the latest edition of "Robert's Rules of Order"

VOTING

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes in cases of equality of votes, the President in addition to his original vote, shall have a second or casting vote. All votes at any such meetings shall be taken by ballot if so deemed by any director present, but if no demand were made, the vote shall be taken in the usual way by assent or dissent. In the absence of the President, the next senior Officer and Director shall perform his duties.

RIGHT TO VOTE

Each Regular Member is entitled to one vote per player member and each Supporting Member is entitled to one vote, on each matter submitted to a vote of the members. Player Members shall not be entitled to vote on any matters.

EFFECT OF VOTE AT GENERAL MEMBERSHIP MEETINGS

All other questions, except elections, shall be decided by a simple majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands. Every member having voting rights shall have one (1) vote, and unless a poll be demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as proof. In case of the equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

Muskegon Chiefs By-Laws Spring 2008 Revision

AMENDMENTS TO THE BY-LAWS

The following procedure shall be followed in amending and revising the By-laws:

- A. Proposed amendments and revisions must be submitted in writing to the Secretary at least sixty (60) days prior to a general meeting.
- B. Proposed amendments and revisions must be presented in writing, by being posted in local ice arenas currently being used by the Association, by posting on the association website, or by inclusion in a newsletter, at least thirty (30) days prior to a general meeting, to the general membership.
- C. Changes to the bylaws require a 2/3 two-thirds vote of the membership in attendance at a General Membership Meeting.

GENERAL OPERATING PROCEDURES

The Board of Directors shall establish Operating Rules of the Association pursuant to fair play and sportsmanship for the benefit of the members involved in the program. These rules shall be reviewed at least one month prior to the beginning of the season and shall be made available to the membership at the first general membership meeting of the year. Operating rules shall include but not be limited to the following:

Job Description of Directors / Chairpersons and Administrators

Committee Responsibilities

General Playing Rules

Code of Conduct

Discipline

Equipment Care and Responsibilities

Financial Obligations

Fundraising and Player Credit Process

FISCAL MATTERS AND MISCELLANEOUS

FISCAL YEAR

The fiscal year of the Association shall be from July 1st to June 30th.

HOCKEY SEASON

For purposes of these by-laws, the hockey season shall commence on a date to be established by the Board of Directors and shall end with the final game or practice session, also established by the Board of Directors.

TAX EXEMPTION

It is the intention of the Association to qualify and operate as a nonprofit organization under the section 501(c)3 of the Internal Revenue Code. The Board of Directors shall be responsible for seeing the Association does not conduct any activities inconsistent with this exemption. MACHA shall have no capital stock and shall not be conducted for pecuniary profit.

Muskegon Chiefs By-Laws Spring 2008 Revision

CONTRACTS

All contracts and employee's agreements must contain a clause exonerating the Association, its Directors, members & employees from all liability arising from accident or injury, however caused. All contracts & agreements related to this, need to be signed by the President and at Least one other Executive Board Member and must have approval of the Board of Directors.

DISSOLUTION OF THE ASSOCIATION

The method of dissolution of the Association shall be as follows:

- 1) Upon the adoption of a resolution recommending the dissolution of the Association, the question of dissolution shall be submitted to the vote of the membership.
- 2) The decision to dissolve the Association shall be approved by a resolution adopted by two-thirds of the membership present at the meeting called for the purpose.
- 3) On adoption of the resolution to dissolve, the Association shall cease conducting its affairs except to the extent necessary to finalize the dissolution of the Corporation.
- 4) The Association shall give notice of the proposed dissolution to each known creditor of and claimant against the Corporation.
- 5) Upon confirmation of the resolution for dissolution, the Board of Directors will formulate and develop and approve by resolution a plan for the distribution of assets of the Association.
- 6) The plan of distribution of assets shall be approved by a resolution adopted by two-thirds of the members present at the meeting called for the purpose.
- 7) In accordance with the law, the assets shall be distributed in the following order:
 - a) Payment of liabilities and obligations:
 - i) All liabilities and obligations of the Association must be paid.
 - ii) If there are not sufficient assets to pay all liabilities and obligations, the liabilities and obligations must be paid on a just and equitable basis.
 - b) Assets, which are previously received by the Association on a condition that they are returned on the dissolution of the Association, must be returned to the transferor.
 - c) All of the remaining assets, including those received on condition that they be held solely for "charitable" or similar purposes (and the income thereon), must be transferred to a "charitable organization", one engaged in activities substantially similar to those of the Association, pursuant to a plan of dissolution adopted by the Association's Directors and members.
- 8) After the assets have been distributed, the Articles of Dissolution shall be filed with the Secretary of State.