

CHESTERFIELD HOCKEY ASSOCIATION, INC.
ORGANIZATIONAL BY-LAWS

AMENDED APRIL 21, 2009

ARTICLE I - ORGANIZATION

Section 1: Name

The name of this corporation shall be the CHESTERFIELD HOCKEY ASSOCIATION, INC. ("CHA" or "the Association").

Section 2: Non-Profit Status

This corporation is organized as a State of Missouri non-profit public benefit corporation upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

Section 3: Exempt Status

This corporation is organized and shall apply and be operated exclusively as an exempt organization under the provisions of Section 501(c)(3), or as amended from time to time, of the Internal Revenue Code of 1954, as amended and as may be amended in the future.

Section 4: Use of Funds

All funds and property of this corporation shall be used and distributed exclusively for carrying out the purposes of the corporation as set forth in Article II.

Section 5: Fiscal Year

The fiscal year of the corporation shall begin June 1 and end on May 31 of the year.

Section 6: Annual Dues

Members' annual dues and dates of payment shall be established by the Board of Directors and may be changed at the discretion of the Board of Directors.

Section 7: Financial Statements

At least once each year or at the request of the Board of Directors, a true statement of the assets and liabilities of the corporation for the preceding fiscal year will be prepared. The statement shall be available to any member on their request.

Section 8: Dissolution

Upon the dissolution of the organization, the Board shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such

organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time, qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as the Board shall determine.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which is organized and operated exclusively for such purposes.

ARTICLE II - PURPOSE

CHA shall be a not for profit corporation operating youth hockey programs and youth activities for the benefit of people in the greater St. Louis metropolitan area. Notwithstanding the purpose clause of the Articles of Incorporation, the purposes of the corporation are:

1. To develop character, sportsmanship and physical fitness among the youth of the metropolitan area;
2. To promote, encourage and improve the standard of amateur ice hockey;
3. To associate with other ice hockey associations;
4. To conduct an amateur hockey program consistent with the rules and regulations of Missouri Hockey, Inc. (MO-Am) and USA Hockey (USAH); and
5. To perform or participate in other activities that will aid in reaching these objectives.
6. To conduct all powers authorized by Chapter 355 Revised Statutes of the State of Missouri, as amended and as may be amended in the future.
7. To perform all other duties and have all powers deemed necessary by the Board of Directors.

ARTICLE III - MEMBERSHIP

Section 1: Active Member

An active member is: (1) a parent, step-parent or legal guardian of any youth participating in the most recent CHA regular season program (on a MOHockey roster), and (2) in good standing (one is in good standing if current with payment of all dues and fees, one who is not subject to any disciplinary action, and in compliance with member districting guidelines specified by Missouri Hockey, Inc.), and (3) has at least one (1) player districted to CHA. The term of membership is the fiscal year of the Association. Funds contributed to CHA as part of a fund-raising activity do not entitle the contributor to the benefits of memberships.

Section 2: Expulsion

An active member may be expelled, after due notice and an opportunity for a hearing, for conduct detrimental to the CHA, or from non-payment of dues, by the vote of two-thirds of the Board of Directors. The Association shall provide at least ten days notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. Said hearing shall take place no later than fifteen days after the expulsion. The person shall be offered an opportunity to be heard at that meeting, and to present others to speak in his or her behalf, prior to any final disposition by the Board.

Section 3: Annual Meeting

Except as provided in Article III the Annual Meeting of the active members shall be held no later than May 31st of the current fiscal year or a date mutually agreeable to two-thirds (2/3rds) of the Board, for the purpose of electing the new Board of Directors, at a place and time determined by the Board of Directors.

Section 4: Notice and Quorum

No earlier than ninety days, nor later than forty five days prior to the Annual Meeting or any other Special Meeting of the membership, written notice of the time and place shall be mailed to the address as recorded by the Vice-President of each active member entitled to vote at the meeting (the written notice may be contained within the Association's newsletter, web site, e-mail or other like document).

At least thirty days prior to the meeting an agenda of the meeting shall be posted. In the case of the Annual Meeting, this posting shall include those individuals whose names have been placed into nomination. In the case of proposed amendments to the by-laws, this posting shall include all proposed amendments to the by-laws.

A quorum for a Meeting shall be established by a total number of members present, including Directors, equal to a majority of the total number of all Directors positions.

Section 5: Order of Business

The order of business at the Annual Meeting, unless amended by majority vote of those present, shall be as follows:

1. Call to Order
2. Roll Call
3. Minutes of the Last Board of Director's Meeting
4. List of Names of Individuals the requested their names be put in Nomination for the Board of Directors.
5. Election of Members to the Board of Directors
6. Other business, if any
7. Adjournment

Section 6: Voting Rights

Each member family in good standing shall be entitled to one vote per child participating in the Association for each Directors position up for election. No cumulative voting shall be permitted. The vote shall be by secret ballot. The Vice-President shall make available an absentee ballot for those members unable to attend the annual meeting. The absentee ballot would require the vote to be cast in person by the member at a designated time and place to be arranged by the Vice-President.

Section 7. Right to Hold Office

Any active member, in good standing, is entitled to run for a position on the Board of Directors under the procedures established herein by these By-Laws. No family may have more than one member on the Board of Directors during any one-time period.

Section 8. Activities Fund

Any person, association, partnership, corporation or estate may establish or participate in an activities fund administered by the Board of Directors or its designate, to further the purposes of the Association. Participation in such a fund shall carry with it no voting rights or other privileges of membership in the Association.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board of Directors

A Board of Directors, composed of nine (9) elected directors, shall manage the property and affairs of the Chesterfield Hockey Association. The positions filled will include the 1) President, 2) Vice President and Treasurer, 3) Director of Communications and Secretary, 4) Director of Ice Management, and 5) Director of Coaching and Player Development. The remaining four (4) positions have responsibilities which may change from year to year at the discretion of the board and as such, these titles and duties will be documented in the Policies and Procedural Guidelines as referenced in Article IV Section 15.

Section 2: Number of Directors and Election of Directors:

a. Those eligible members wanting to place a name into nomination for election to the Board of Directors must supply in writing the name and address of the nominated individual to the Vice President no later than 5:00 P.M. forty-five days prior to the date of the Annual Meeting. No names may be nominated after this time deadline for that year's election.

b. A Director may succeed himself.

c. When a position is vacant due to resignation or expulsion of an officer or Director, the Board of Directors shall vote and appoint a member to serve the remainder of the term. A majority of all current directors must vote in favor of the replacement.

Section 3: Terms of Office

Except as provided in Article III or Article IV Section 12 and 13, Directors elected at the Annual Meeting shall serve for three (3) years.

Section 4: Duties of the Board of Directors

The duties of the Board of Directors shall include:

- a. To elect the officers of the Association from within the Board of Directors;
- b. To manage the business, property and affairs of the Association;
- c. To formulate the policies and determine the overall conduct and standards of the hockey program which shall be administered by the officers;
- d. To establish a budget and set fees for the hockey programs;
- e. To study for approval proposals to amend or revise the Association's By-Laws, rules or regulations;
- f. To review and act upon any temporary decisions by the President; and
- g. To hear and rule on appeals and grievances;
- h. To establish and appoint as needed, for each fiscal year, up to five non-voting positions (known as "Coordinators") to assist with specific aspects of the management of the business, property and affairs of the Association. Each coordinator will report into a specifically designated Board member.

Section 5: Regular Meetings

Regular meetings of the Board of Directors shall be held at a time and place determined by the President. The President or Secretary shall notify all members of the Board of the date, time and place of each meeting. A minimum of six meetings, including the annual meeting, shall be conducted per year.

Section 6: Special Meetings

Special meetings of the Board of Directors may be called by the President, or at the written request, to the President, of at least three (3) members of the Board. The President or Secretary shall notify members of the Board of the date, time and place of the meeting at least five (5) days in advance.

Section 7: Quorum

Five (5) Directors being present at any meeting shall establish a Quorum.

Section 8: Election of Officers

At the first regular meeting or special meeting of the Board of Directors following the election of new Directors, the Board as then constituted shall elect its officers.

Section 9. Order of Business

The order of business for meetings of the Board of Directors shall be as follows:

1. Roll Call of the Board of Directors
2. Approval of Minutes of the Previous Meetings
3. Committee Reports
4. Old Business
5. New Business
6. Adjournment

Section 10: Parliamentary Procedures

All meetings shall be governed by rules of parliamentary procedure.

Section 11: Limited Liability

No Director shall be liable in any manner for any debts or obligations of the Association and shall not be subject to any manner of assessment by virtue of his membership. The Board may obtain insurance protection of the Association, Members, Board and/or its Officers as it determines in its discretion is necessary.

Section 12: Resignation of Board Member

Any member of the Board of Directors may resign from the Board any time, upon written notice to do so delivered to the President or Secretary of Association. Upon resignation of a Board Member, the remaining Board shall at the next regular or special meeting of the Board, elect a new Board Member to fill the remaining term of the Board Member that resigned. If a board member resigns , the board may decide not to allow the resigning board member to run again in the future.

Section 13: Removal From Board

Any Director may be subject to removal upon missing four Board meetings within a fiscal year, for failure to discharge the normal duties of a Board member, or for conduct detrimental to the Association, after due notice and opportunity for a hearing, by a vote of two-thirds of the Board of Directors at any regular or special meeting. The President or Secretary shall provide at least ten days notice to the person to be removed and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at the meeting, and to present others to testify in his/her behalf, prior to any final disposition by the Board. If a

board member is removed from the board, the board may decide not to allow him/her to run again in the future.

Section 14: Indemnification

The Board shall indemnify any Director from liability and the cost of defense for any act arising out of their position as Director or Officer of the Association. This indemnification shall apply to all current and former Board or Officer who acted in good faith in carrying out his or her duties while a Director for the Association. Good faith shall be defined for the purposes of this section as all acts that are devoid of malice or deviate acts. This indemnification shall be provided irrespective of insurance coverage that may have been purchased, but coverage denied. The indemnification shall include the amount of the judgment and all associated cost related to the defense of the action.

Section 15: Policies and Procedural Guidelines

To carry out its duty as provided in Article IV Section 4, the Board shall draft and maintain documented policies and procedural guidelines. All items contained in this book shall be approved, and may be further amended, by the Board with a two-thirds vote at any at any regular or special meeting. These documented policies and procedural guidelines shall be published and made readily available to all coaches and members for consistent observance and application.

Section 16: Coordinators

The Board shall appoint coordinators to a specified position or duty for one year at a time. A person may be appointed for any Coordinator position in successive years, but may only hold one position at a time in a given fiscal year. The specific duties of the Coordinators may vary from year to year depending on specific need, but shall never exceed a total number of five in any fiscal year. The most relevant Board Director shall serve a liaison to each Coordinator, providing direction and communication to, and from, the Board. Coordinators should not be expected to attend meetings of the Board unless specifically requested by their designated Board member, the President, or any three members of the Board. No Coordinator shall be from the same immediate family as a Board Member.

ARTICLE V - DISCIPLINE COMMITTEE

Section 1: Rules and Disciplinary Committee

A Board-appointed Disciplinary Committee shall be created to review and act upon all disputes regarding infractions of CHA/MO-Am/USAH rules and regulations. The committee shall consist of four persons that are selected from a list of twelve to sixteen Association members in good standing, and/or Board members that are annually pre-approved by the Board to serve on this Committee. Rules and Disciplinary Committee decisions shall become final upon approval of the Board at its regular monthly, or special, meeting. The Board may overrule the Disciplinary Committee by a two-thirds vote.

ARTICLE VI - DIRECTORS (VICE - PRESIDENTS) / OFFICERS DUTIES

Section 1: President

The duties of the President shall include, but not be limited to, the following:

- a. Supervise and carry out the day to day operations of the Association;
- b. Presides over and calls annual and special meetings of the Association or the Board;
- c. Makes decisions on questions not provided for in the By-Laws or rules until the next regular or special meeting of the Board of Directors;
- d. Represents, or designates suitable representation for, this Association, subject to approval of the Board of Directors;
- e. Appoints and monitors the activities of chairpersons of standing committees of the Association
- f. Serves as an ex officio member of all committees;
- g. Notifies or delegates to the Secretary and all members of the Board of all regular and special meetings of the Association; and
- h. Performs other duties as specifically assigned by the Board of Directors.

Section 2: Vice President and Treasurer

The duties of the Vice President shall include but not be limited to the following:

- a. Assume the duties and powers of the President in his absence;
- b. Serves as Treasurer of the Association;
- c. Prepares the annual budget and the annual tax return;
- d. Oversee the duties of the Registrar/Business Manager;
- e. Oversee and conduct the elections of Directors and Officers;
- f. Serves as Chairman of the Rules and Disciplinary Committee;
- g. Represents the Association, or designates a suitable replacement, as primary liaison to external organizations including but not limited to Missouri Hockey, Central States Development League, YD Gateway Recreational Hockey League, AAA Amateur Blues, MIHOA Referees Association and St. Louis Blues Alumni;
- h. Primarily responsible for managing the association's physical assets (new equipment and uniforms, repairs/replacements);
- i. Negotiates preferred outside vendor agreements and licensing of CHA merchandise, subject to Board approval;
- j. Performs other duties as specifically assigned by the Board of Directors.

Section 3: Director of Communications & Secretary:

The duties of the Director of Communications & Secretary shall include, but not be limited to, the following:

- a. Serves as Secretary to the Association;
- b. Receives and manages all communications with the membership;
- c. Records the attendance and minutes of all regular or special meetings of the Board or the membership;

- d. Notifies the Association's membership of date, time and location of the Annual Meeting or any Special Meeting(s);
- e. Advises the Board on a regular basis regarding unexcused absences of members of the Board;
- f. Authors press releases as needed;
- g. Preserves and makes available CHA's policies and guidelines;
- h. Resolves Customer Service issues, routing issues to appropriate directors;
- i. Designs, manages and maintains the Association's web site as the Association's main source of information and news;
- j. Assumes the responsibility for the Association's correspondence;
- k. Develops and supervises all forms of technological communications forms and devices to communicate with the membership; and
- l. Performs other duties as specifically assigned by the Board of Directors.

Section 4: Director of Ice Management:

The duties of the Director of Ice Management shall include but not be limited to, the following:

- a. Supervises all ice procurement and scheduling for the Association
- b. Facilitates the scheduling of all Association games, practices, tournaments and other events;
- c. Coordinates all ice scheduling with Hardee's IcePlex and other facility management;
- d. Schedules ice for all preseason conditioning sessions;
- e. Performs other duties as specifically assigned by the board of Directors.

Section 5: Director of Coaching & Player Development:

The duties of the Director of Coaching & Player Development shall include, but not be limited to, the following:

- a. In cooperation with the President and appropriate divisional Director of Operations, supervises the selection of coaches for recommendation and approval of the Board;
- b. Serves as Training & Development chairman for the Association, including coordination of clinics, certifications and other forums to educate the coaching staffs;
- c. Serves as Director of Player Development for the Association, to develop and implement Player and Skill Development Initiatives (clinics) for the Association.
- d. Coordinates collection of coach and player evaluations;
- e. Performs other duties as specifically assigned by the Board of Directors.

Section 6: Revisions to Duties of Directors/Officers

Notwithstanding anything contained herein, the Board, at its discretion, may revise/restructure the duties and responsibilities of each Director's position as it sees fit to effectively manage the affairs of CHA, without further amendment to these by-laws. Details

of all duties and responsibilities can be found in the Policies and Procedural Guidelines as referenced in Article V Section 15.

ARTICLE VII – RECOGNITION OF DIRECTORS AND COORDINATORS

In recognition of the time, effort, commitment and dedication to the Association, all active Board Members shall receive a waiver of CHA dues and fees for one, and only one, child. This waiver shall apply to CHA's regular season hockey program, CHA's off-season hockey programs, and any CHA program-related fees. This waiver does not apply to a family's financial obligation to individual team expenses, such as tournament fees, extra icetime, etc. All coordinators shall receive a waiver of 50% of CHA dues and fees for one, and only one, child. This waiver shall apply to the CHA regular season only, and is calculated based on the cost for participation on a MOHockey League team. The Registrar/Business Manager is a non-Board, salaried position, and will report to the Vice-President and Treasurer.

ARTICLE VIII - DIRECTOR EMERITUS

Upon a vote of the majority of the acting Directors, a Director, retiring or past, may be permanently elected to the position of Director Emeritus. A Director Emeritus shall be reserved only for those special Directors whom have been judged to have guided the Association through vision, loyalty, and hard work and have faithfully served the Association in an official capacity for a minimum of six years. A Director Emeritus shall have no vote on the Board. A Director of Emeritus may provide counsel; fully participate at all Board meetings and functions. In recognition of the time, effort, commitment and dedication to the Association, past and present, a Director Emeritus shall be entitled to the privileges of active Directors, except that the Director Emeritus shall receive a waiver and not pay the regular season fees for only one of their children participating in the Association.

ARTICLE IX - AMENDMENTS TO THE BY-LAWS

Section 1: Amendment Requirements

These By-Laws may be amended after notice to the membership at an Annual Meeting or a Special Meeting and having the members vote on the amendment by secret ballot at the Annual Meeting or Special Meeting. The amendment shall pass upon a vote of two thirds of those members needed to make a quorum.

NOW THEREFORE these amendments to the By-Laws were duly voted upon, approved and adopted at the annual meeting of Members and adopted by execution of the Board this 21st day of April, 2009 by the following:
