

**HOMER HOCKEY ASSOCIATION
CONSTITUTION & BYLAWS**

CONSTITUTION

Section I: NAME

The name of this organization shall be Homer Hockey Association, Inc.

Section II: PURPOSE

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

Section III: OBJECTIVES

The objectives of this organization shall be:

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

BY-LAWS

Article I: DEFINITIONS

Section 1. Whenever the initials HHA are used in these By-Laws, they shall mean Homer Hockey Association, Inc.

Section 2. Whenever the initials HIR/BELL are used in these By-Laws, they shall mean Homer Ice Rink/Kevin Bell Arena.

Section 3. Whenever the word BOARD is used, it shall mean the elected officials described in Article IV, Section 1.

Section 4. Whenever a masculine gender noun or pronoun is used, it shall include female. Singular terms where necessary shall include the plural.

Section 5. Whenever the term GENERAL MEMBER is used, it shall mean a person who has obtained General Membership in the HHA according to Article II, Section 1.

Section 6. Whenever the term ASSOCIATE MEMBER is used, it shall mean a person who has obtained Associate Membership in the HHA according to Article II, Section 1.d.

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

Article II: MEMBERSHIP

Section 1. Eligibility

1. General membership shall be open to all persons eighteen (18) years of age and older upon payment of annual HHA or KBA Support registration fees. General members may participate in all the programs and projects of the association and will be allowed to vote on matters raised at the Annual Membership Meeting, including voting for board of directors or officers, and are qualified to hold office.
2. Duly registered participants aged seventeen (17) years of age and younger are automatically considered general members of the HHA, however voting rights and the ability to hold office on the HHA Board may only be exercised by an adult family member (aged 18 or older), and if that adult family member has more than one registered participant under the age of 18, then each family will be limited to one vote for all participants under the age of 18 regardless of the number of participants registered by said family.
3. Requirements for HHA membership include: Payment of registration fees and the revenue generated by the sale of a board approved annual membership fundraising obligation. At the board's discretion, members may be excluded from the fundraising obligation. Examples of exclusion may include, but are not limited to: volunteer efforts, family limits, or comparable revenue generation. If a member does not meet their fundraising obligation, the member is not considered in good standing for the remainder of the season, or until restitution is made. Members not in good standing shall not enjoy discounts in ice fees or other benefits afforded members in good standing.
4. A non-voting Associate membership may be issued for the current membership year to any deserving person or organization including sponsors, by a majority vote of the board. There is no registration fee for associate membership.

Section 2. Registration fees

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

Section 3. Termination of Membership

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

Article III: MEETINGS

Section 1. General Annual Membership Meeting

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

Section 2. Board of Directors Meeting

1. Meetings of the Board of Directors shall be held at the call of the President at such time and place as may be designated by the President. A number comprising more than 50% of the number of members of the board shall constitute a quorum for the transaction of business.

Article IV: BOARD OF DIRECTORS

Section 1. Board of Directors

1. In accordance with the Articles, the number of Directors shall not be less than three (3) and may consist of such officers as, the President, Vice President, Secretary, Treasurer, HHA Advisory Chairman, HIR/BELL Advisory Chairman and Coach/Manager Coordinator together with up to two (2) HHA Advisory Board Directors and up to two (2) HIR/BELL Advisory Board Directors, who shall serve in their respective capacities with regard to both the association and its meetings and the Board of Directors and its meetings, and shall be members of the Board of Directors, duly elected by the General Membership at the Annual Meeting. Ideally, the number of officers and Directors would be an odd number to avoid any deadlocked vote. Each year, before the Annual Meeting, the Board of Directors shall define the number and title of Directors to be elected at the following Annual Meeting. Directors shall utilize reasonable care and act in good

faith for the best interests of the association. The Board of Directors is responsible for the management of the association's business and legal affairs. Towards this end, the Board will exercise all powers to do such lawful acts which are not prohibited by law or the Articles of Incorporation.

2. The President shall preside at all meetings of the association and of the Board of Directors and Executive Committee, and shall have the duties and powers normally appurtenant to the office of the President, in addition to those particularly specified by these by-laws. The President shall be ex-officio member of all committees except any nominating committee, and shall have authority to appoint committee chairpersons and create committees not herein provided, subject to the approval by the Board of Directors. The term for election shall be two (2) years with election during even numbered years.
3. The Vice President shall have the powers and exercise the duties of the President in the event of the President's absence or incapacity. The Vice President shall assist in the coordination of HIR/BELL operations, including appointing a Registrar, referee coordinator, equipment coordinator, special events coordinator, webmaster, and volunteer coordinator. The term for election shall be two (2) years with election during odd numbered years.
4. The Secretary shall keep a record of all meetings of the association, Board of Directors and Executive Committee, and shall have all the duties and powers normally appurtenant to the office of Secretary. The Secretary shall be the Fundraising Committee Chairperson and shall appoint committee members to be approved by the Board. The term for election shall be two (2) years with election during odd numbered years.
5. The Treasurer shall keep all finance records of the association, and shall have all the duties and powers normally appurtenant to the office of Treasurer, and shall keep all such records as would normally be associated with standard business practice. The term for election shall be two (2) years with election during even numbered years.
6. An Executive Officer may be appointed by the Board of Directors, whose duties shall include those set forth for the Secretary/Treasurer with the exception of the making of and authorization of binding agreements.
7. The Coach/Manager Coordinator shall administer the Coach/Manager program, including but not limited to recruiting and recommending youth team coaches for Board approval, ensuring that all coaches and managers have obtained proper certifications and comply with the regulations of USA Hockey and any other national governing body for other relevant on-ice sports and activities, and acting as the liaison between coaches and the Board. The Coach/Manager Coordinator shall be the Disciplinary/Grievance Committee Chairperson and shall appoint members to be approved by the Board. The term for election shall be two (2) years with election during odd numbered years.
8. The HHA Advisory Board Chairman shall be duly appointed at the first meeting of the Board of Directors following the annual election. The Chairman shall preside over meetings of the HHA Advisory Board and shall direct the Advisory Board to carry out the functions relating to the association as set forth in the attached Addendum. The term for election shall be two (2) years with election during even numbered years.
9. The HIR/BELL Advisory Chairman shall be duly appointed at the first meeting of the Board of Directors following the annual election. The Chairman shall preside over meetings of the HIR/BELL Advisory Board and shall direct the Advisory Board to carry out the functions relating to the operation and maintenance of the

facility as set forth in the attached Addendum. The term for election shall be two (2) years with election during odd numbered years.

10. The HHA Advisory Board Directors (2) shall attend meetings of the HHA Advisory Board in addition to the Board of Directors Meetings and shall carry out the functions relating to the association as set forth in the attached addendum. The term for election shall be two (2) years with election during odd numbered years.
11. The HIR/BELL Advisory Board Directors (2) shall attend meetings of the HIR/BELL Advisory Board in addition to the Board of Directors Meetings and shall carry out the functions relating to the operation and maintenance of the facility as set forth in the attached addendum. The term for election shall be two (2) years with election during even numbered years.

Section 2. Advisory Boards

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

Section 3. Executive Committee

1. An Executive Committee of up to seven (7) members consisting of the President, Vice President, Secretary, Treasurer, HHA Advisory Chairman, HIR Advisory Chairman, and Coach/Manager Coordinator shall exist to take such actions, make such recommendations, and formulate such policies as may be delegated to it by the Board of Directors. The President shall serve as chairman of the Executive Committee. Actions taken by the Executive Committee on behalf of the Association must be ratified by the Board of Directors. A number comprising more than 50% of the number of members shall constitute a quorum for the transaction of business of the Executive Committee.

Section 4. Vacancies

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

Article V: FISCAL YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Fiscal Year

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

Section 2. Annual Membership Meeting

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

Section 3. Nominations & Elections

1. Elections for specific officers and advisory board member seats as set forth in Article IV, Section 1 shall be held once each year during the Annual Membership Meeting.
2. Nominations shall be open no earlier than sixty (60) days before the announced date of the election. Nominations shall close at the time of voting.
3. Nominations for officers and advisory board seats shall be received from the floor at all elections. Any general member in good standing is eligible to be nominated provided his name is placed in nomination by a general member of the HHA.
4. The candidate receiving the highest number of votes shall be elected. Election shall be by secret ballot.
5. No member may vote for any candidate more than once.
6. The announcement of those elected must be announced by the end of the Annual Membership Meeting.

Article VI: COMMITTEES

Section 1. Committee Appointments

1. The President shall appoint such committees as he shall deem necessary to carry on the functions of the association.
2. There shall be standing committees of the board. All committees shall be appointed by the President, except as otherwise noted, subject to approval of the board of directors, to serve under the chairmanship of a member

of the board of directors. Standing committees may appoint sub-committees for specific purposes. Members of sub-committees shall be appointed by the committee chair.

Section 2. Standing Committees

1. Finance Committee: The Finance Committee shall prepare an annual budget of the Association, and will submit said report to the board no later than the first meeting of March. The Finance Committee shall also conduct any special costs study or financial examination required by the board. The Finance Committee shall be chaired by the Treasurer, and shall consist of no less than two (2) additional members and shall work closely with the HIR/BELL Advisory Board.
2. Fundraising Committee: The Fundraising Committee shall raise funds as required for the current and future operations of the HHA and HIR/BELL. It shall submit a report to the general membership at the Annual Meeting. The fundraising committee shall be chaired by the Secretary and shall consist of not less than two (2) additional members. This committee shall work closely with both the HHA and HIR/BELL Advisory Boards.
3. Operations/Advisory Committee: The Operations/Advisory Committee shall provide the Board with key services and advice critical to the operation of HHA and HIR/BELL. The Operations/Advisory Committee shall be chaired by the President, and shall consist of up to six additional members, Registrar, Referee Coordinator, Equipment Coordinator, Special Events Coordinator, Webmaster, and Volunteer Coordinator.
 - a) The Registrar shall administer the annual player and team registrations, maintain player records including but not limited to birth certificates, registration forms, team rosters, and ensure that all registrations comply with regulations of USA Hockey, and any other national governing body for other on ice sports and activities. The Registrar shall administer insurance providing for adequate player coverage, and be available to assist members with insurance procedures, questions and forms. The Registrar shall ensure that statistics are compiled and retained.
 - b) The Referee Coordinator shall administer the Referee Program, including but not limited to recruiting new referees, ensuring that all referees have obtained proper certifications and comply with the regulations of USA Hockey and any other national governing body for referees, and scheduling referees for all USA Hockey sanctioned events at the HIR/BELL.
 - c) The Equipment Coordinator shall maintain an inventory of all uniform jerseys and ice-sport related equipment owned by HHA and shall assure that it is maintained in good condition.
 - d) The Special Events Coordinator shall plan and administer annual HHA events including but not limited to Kevin Bell Day and the Awards Ceremony.
 - e) The Webmaster shall maintain and update the HHA website so it remains a useful resource for obtaining current HHA and HIR/BELL related information including, but not limited to ice schedules, current and upcoming events at HIR/BELL, Team/Program information, and contact information for the HHA Board.

- f) The Volunteer Coordinator shall recruit and manage volunteers to assist in key HHA and HIR/KBA activities.

Article VII: DISCIPLINE

Section 1. Expulsion

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

Article VIII: TRANSACTION OF BUSINESS

Section 1. Contracts & Agreements

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

Section 2. Finances

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

Section 3. Expenses

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

2. All expenses are subject to the approval of the Board of Directors with the exception of reoccurring operating expenses for the ice rink.

Article IX: CONFLICT OF INTEREST POLICY

Section 1. Conflict of Interest Defined

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

Section 2. Employee Responsibilities

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

Section 3. Acceptance of Gifts

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

Article X: POLICY

Section 1. Changes

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

Section 2. Announcements

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

Section 3. Order of Business

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

Section 4. Prohibited Activities

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

Article XI: ASSOCIATION SEAL

Section 1. Association Seal

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

Article XII: AMENDMENTS

Section 1. Amendments

1. These by-laws may be amended by a recommendation of the Board of Directors and the affirmative majority vote of the general membership attending the Annual Membership Meeting.

Article XIII: INDEMNIFICATION OF OFFICERS & DIRECTORS

Section 1. Indemnification

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

Article XIV: DISSOLUTION

Section 1. Dissolution

1. Upon the dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the borough in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, and further.
2. The association may be dissolved at any time by the written consent of not less than three-fourths of the members. After payment of all debts of the association, its remaining property and assets shall be disposed of by the board of directors in existence at the time of dissolution to a successor hockey organization, municipal corporation, or other non-profit organization, who in the judgment of the board or directors, will best continue the objectives of the association.

Amended and adopted by HHA Board of Directors 4/11/19. Amendments recommended by the HHA Board of Directors and adopted by the general membership 4/17/19.