

Fairbanks Youth Hockey Association, Incorporated

d.b.a. Fairbanks Amateur Hockey Association

d.b.a. FAHA

Adopted this 14th day of May 1998

Amended on this 10th day of June 2002

Amended on this 21st day of January 2009

**By-Law 1
Membership**

A. General Member

1. A general member is defined as any adult(s) who has a child or is individually registered (as a player or a coach) in FAHA.
2. A membership year shall run from May 1st of one year thru April 30th of the following year when membership shall terminate, unless renewed thru registration.
3. Each general member will have one (1) vote at the General Membership meeting; restricted to one (1) vote per family regardless of the number of children registered in FAHA.
4. General membership may be terminated by two-thirds (2/3) majority vote of the Board of Directors.

B. Special Member

1. A special member may be solicited from the community and may be charged a nominal fee. These individuals are interested in FAHA for what it provides our youth and the community.
2. They are not voting members at the annual meeting.
3. Their length of membership is the same as A-2.
4. They are not active participants in the organization.

C. Advisory Members

1. Advisory members are nominated by FAHA General Board and approved at a Board of Directors' meeting by majority of those present.
2. Advisory members are people, organizations or groups who are actively working within the FAHA org. or are financial supporters of FAHA.
3. Each individual or group will have one (1) vote at the annual General Membership meeting.
4. The Board of Directors will review the list of advisory members for their activity and association with FAHA in January of each year.

By-Law 2
Board of Directors

A. The Board of Directors shall be a working board.

B. **Number of Directors**

The Board of Directors shall be composed of sixteen (16) voting members, but not more than twenty-one (21), allocated as follows: sixteen (16) members-at-large, and the Coaching Coordinator. See by-law 3A.

C. **Election of Directors**

1. Directors shall be elected at the Annual General Membership meeting for three (3) year terms by the voting membership. See by-law 8C.
2. In the event a vacancy occurs, a replacement shall be elected by the remaining Directors to complete the portion of the term. Directors may only vote on a person(s) whose letter of intent is on file (by-law 2G). Replacement directors may be elected by majority vote of those directors present at any regular meeting, following the announcement of the vacancy in the FAHA newsletter or posting on the FAHA website at least 15 days in advance.
3. Nothing herein shall be constructed to prevent the election of directors to succeed themselves.

D. **Quorum**

A quorum shall consist of nine (9) directors including any 2 of the following, President, sitting VPs of AIB, NKs, or House programs, Secretary or Treasure.

E. **Vacancies**

A vacancy in the Board of Directors shall be recognized by resignation, death, removal for failure to discharge the normal duties of membership of the Board, or by appointment as covered in by-law 2C.

F. **Power and Responsibility of the Board**

The Board of Directors of this Association shall have the power to:

1. Formulate, prescribe, alter and amend these by-laws, or rules or regulations for the government of this association not inconsistent with the scope and provisions of the Charter.
2. Impose and enforce penalties or disciplinary actions for any violation of its Charter, by-laws, and/or rules and regulations.
3. Remove or remit any suspension of penalty or disciplinary action that has been imposed by its officer(s) or committee(s).

4. Forthwith remove for reasonable cause from office any officer by a two-thirds (2/3) majority vote.
5. Fill a vacancy on this Board caused by resignation, expulsion, withdrawal or appointment of any director at the next regular meeting after publication of the vacancy appears either in the FAHA newsletter or FAHA website and giving at least 15 days notice.
6. Appoint subcommittees from its membership or otherwise employ individuals for the handling of special or specific business.
7. Establish and collect fees/funds of the Association and direct the expenditures of moneys.
8. Interpret, define and explain all of the provisions of the Charter, by-laws, rules and regulations.
9. Call any necessary special meetings not fixed by the Charter,
10. Have immediate access on demand of the President, to all books, vouchers, receipts, and records generally pertaining to the finance and operation of the Association.
11. The Board of Directors shall receive a copy of the financial statement (balance sheet and operational statement) of the Association monthly or have it posted/stored where the directors can access it publicly. The Board of Directors shall also receive a copy of the Association's proposed operating budget within sixty (60) days, or have it posted/stored where directors can access it publicly, following the annual meeting.
12. Adoption of a program to screen coaches, assistant coaches and volunteers for fitness.
13. Attendance for Board Meetings is required and could cause removal from the Board if 3 consecutive meetings are missed.

G. Nominations

Nominations for elections to the Board shall be by written expression of interest and directed to either the secretary or chairman of the nominating committee. Nominations must be received prior to the start of the meeting in which an election is to be held. A nomination is valid until the next annual meeting.

H. Conduct of Meeting

The FAHA secretary's current edition of Robert's Rules of Order shall govern and control the conduct of all meetings of the Board of Directors, unless modified by these by-laws.

By-law 3
Election, Powers, and Duties of Officers

A. Election

At its regular meeting during the month of March nominations of officers shall be submitted to the Board with an election of officers at the regular board meeting in April. The Board of Directors shall elect for the ensuing year a President, Vice President-Northern Knights, Vice President-Alaska Ice Breakers, Vice President-House, Secretary, Treasurer and any other officers as determined by the Board of Directors to be officially seated at the annual meeting in May. All officers must be members of the Board of Directors. Any officer who is not re-elected to the Board at the annual meeting will automatically receive a one (1) year term.

B. President

The President shall preside at meetings of the Board of Directors and the Executive Committee. S/he shall generally perform the duties usual to the office of President and may, at his/her discretion, order the calling of meeting of the Board or of the committees of the Association. It shall be the duty of the President immediately at the close of each annual general meeting to convoke a meeting of the Board in order to discuss the business of the forthcoming year. The President shall exercise, in addition to the powers conferred upon him/her by the Charter, all duties and powers of the Board of Directors, and Executive Committee. S/he shall be an ex-officio member of all committees except the Nomination Committee.

C. Vice President Northern Knights(NK)

The VP NK shall be the Competition Committee Chairperson and may appoint coordinators to assist in the off-ice activities which pertain to competition teams. The VP NK will be a voting member of the Finance and Executive Committee.

D. Vice President Alaska Ice Breakers(AIB)

The VP AIB shall be the AIB Committee Chairperson and may appoint coordinators to assist in the off-ice activities which pertain to girls teams. The VP AIB will be a voting member of the Finance and Executive Committee.

E. Vice President House

The VP House shall be the House Committee Chairperson and may appoint coordinators to assist in the off-ice activities which pertain to house teams. The VP House will be a voting member of the Finance and Executive Committee.

F. Secretary

The Secretary shall keep the official records of the Association including updated by-laws, current rules and regulations, and the key inventory: Robert's Rules of Order manual, direct correspondence, issues of all meeting in accordance with the by-laws, and perform the duties usual to this office. The secretary shall also keep a file and maintain that file of all non profit paperwork and business licenses.

G. Treasurer

The Treasurer shall have the responsibility of receiving funds due the Association, depositing them in the appropriate account, and paying rightful obligations of the Association. S/he shall maintain signatory authority on accounts with four (4) signatures approved by the Finance Committee, of which any two (2) must sign checks. Those who sign checks will be held personally responsible for the financial amount of the check if it is signed without a designated payee. The treasurer shall, at regular General Board meetings submit a written report to the membership regarding the financial affairs of the Association and a summary at the Annual General Membership Meeting. S/he shall furnish a surety bond on the members of this Association if the Board of Directors deems necessary, and the cost thereof will be paid by the Association. The treasurer shall provide all information for the yearly income tax statement to the association's retained accountant. The treasurer shall provide all information and file the yearly gaming permits with the state.

H. Replacement Officers

In event that any officer is unable to serve, for any reason, an interim replacement shall be designated from the Board of Directors by the Executive Committee and s/he shall have all of the powers and perform all of the duties of the officer for up to sixty (60) days during which time the vacancy shall be announced and an election held by the Board of Directors.

**By-Law 4
Committees**

Except as otherwise provide in these by-laws, Committee Members shall be nominated by the President and approved by the Board of Directors.

A. Executive Committee

The Executive Committee shall consist of at least six(6) members (President, VP of NK, VP of AIB, VP of House, Secretary, Treasure and any Co Officer or Co Staff) as elected or appointed. A quorum shall consist of at least four (4) members. The Executive Committee shall be empowered to act on behalf of the Board of Directors between meetings of the Board. However, on substantial financial and contractual matters, the Executive Committee must come to the Board for approval prior to entering into any commitment. Actions and decisions of the Executive Committee shall be referred to the Board at its next meetings for review and/or approval. Any vacancy to the Executive Committee other than officers shall be filled by appointment by the President.

B. Finance Committee

The Finance Committee shall be chaired by the Secretary. The Finance Committee shall consist of the Treasurer, VP of NK, VP of AIB, VP of House, and two (2) members of the Board of Directors nominated by the President and approved by the Board of Directors. The Finance Committee's responsibility

shall also be to regulate and control all funds and fund raising activities of the Association including, but not limited to Association fund raisers, sponsorships, registrations, and individual team fund raisers. The Finance Committee shall also monitor and regulate all accounts of the Association, subject to the approval of the Board. Furthermore, it shall be the duty of the Finance Committee to examine any questions arising out of the finances of FAHA and recommend to the Board any course of actions relating to the financial matters which may be deemed advisable. Finally, it shall be the duty of the Finance Committee to prepare and submit an operational budget for the upcoming year to the Board of Directors.

C. **Northern Knights Committee**

The NK Committee shall administer this program as outlined in the approved NK Handbook. All members will have voting rights and the chair will be the VP Comp. Members shall serve from May 1st to April 30th of the following year. This committee will be approved by the FAHA Executive Committee. The NK Committee meeting minutes will be sent to FAHA's Secretary for inclusion in the general board meetings minutes. A monthly financial statement will be submitted to the Finance Committee.

D. **Alaska Ice Breakers Committee**

The AIB Committee shall administer this program as outlined in the approved AIB Handbook. All members will have voting rights and the chair will be VP Girls. Members shall serve from May 1st to April 30th of the following year. This committee will be approved by the FAHA Executive Committee. The AIB Committee meeting minutes will be sent to FAHA's Secretary for inclusion in the general board meetings minutes. A monthly financial statement will be submitted to the Finance Committee.

E. **House Committee**

The House Committee shall administer this program as outlined in the approved House Handbook. This committee will be approved by the FAHA Executive Committee. The House Committee meeting minutes will be sent to FAHA's Secretary for inclusion in the general meeting minutes. A monthly financial statement will be submitted to the Finance Committee.

F. **Nominating Committee**

The Nominating Committee shall consist of three (3) members of the Board of Directors nominated by the President, who shall also designate the Chairman. It shall be the duty and the responsibility of the Nominating Committee to nominate candidates for the officers of the Association and the Directors at Large. Additional nominations may be made by any member of the Board, such nominations from the floor, must be seconded by not less than two (2) other members of the Board.

The Nominating Committee shall: 1) solicit from those holding positions at the current time whose term will expire at the annual meeting an indication of their

interest in continuing to hold their current position; 2) advise the directors of the slate of officers in writing, by the March general Board Meeting; 3) provide a list of candidates for the vacant Board of Director seats for the annual membership meeting in May at the regular April General Board Meeting.

All interested in an(a) officer and Board of Director positions must submit in writing a letter of intent to be placed on file with the FAHA Secretary or Chairman of the Nominating Committee.

G. State Board Committee

FAHA's state representatives will be elected from its current directors at its regular meeting during the month of April or after all comp tryouts have been held. Each state rep will hold a three (3) year term. Reps will be elected on alternating years. No rep can immediately be reelected for the same seat. In the event that any rep is unable to serve, for any reason, a replacement shall be designated from the Board of Directors by the Executive Committee for the remainder of the vacated term. FAHA state board reps, if they have a child skating, must not have a child skating in any other junior and/or youth hockey organization within the State of Alaska other than FAHA.

H. By-Laws Committee

The members of the By-law Committee shall be nominated by the President and approved by the Board of Directors. The President shall also designate the Chairman of the committee.

**By-Law 5
Staff**

The staff appointed by the President and approved by the Board shall serve until the next annual general meeting. These will include a Coaching Coordinator, Concession Stand Manager, Referee Liaison, and other staff as needed for the operation of the FAHA program. Coaches shall be recruited by the individual programs coaching selection committees and approved by the Executive Committee.

1. The Coaching Coordinator will assist in the selection of coaches and will coordinate coaches' training programs and certifications. S/he will also supervise the ordering and maintenance of training materials.
2. The Concession Stand Manager will oversee the management of the FAHA concession stand(s) including records of purchasing, inventory and cash flow.
3. The Referee Liaison will be the contact within FAHA of all matters concerning the referees scheduled by the IAHOA (Interior AK Hockey Officials Association) for FAHA games or games sponsored by FAHA. The Referee Liaison will work with the proper contacts in the IAHOA organization to bring all matters to a satisfactory conclusion for everyone involved. S/he will attend IAHOA meetings and report pertinent information to the FAHA Board. S/he will use its FAHA contacts to help recruit, educate, and monitor the referees that are scheduled for FAHA games.

By-Law 6 Financial

A. **Fiscal Year**

The fiscal year of the Association shall end May 31st of each year.

B. **Fees**

All fees, and the payment thereof, shall be determined by the Board of Directors.

C. **Power to Borrow Money**

Whenever two-thirds (2/3) of the Board of Directors determine that the general interest of the Association so require, the Association may borrow money in amounts to be determined by the two-thirds (2/3) of the Board, and issue its promissory note or bond for repayment thereof with interest and may in like case, mortgage its property, if any as security for its debts or other lawful engagements.

D. **Financial Statements**

See By-law 3- Treasurer

The House, Northern Knights, and Alaska Ice Breakers Committees shall file monthly financial statements with the Finance Committee; upon approval of the Finance Committee these statements will be filed with the monthly official records by the Finance Committee Chair.

E. **Audit Committee**

An audit committee will be appointed by the President with one (1) Board of Director member and three (3) others. The Chairman is appointed by the committee. The Treasurer will not be a member. The committee may audit the books from time to time as ordered by the President of the Board. The committee shall determine if the financial record keeping system is being maintained and operated in a sound and fiscally responsible manner. It will report on its activities to the President and Board of Directors. An annual audit shall be conducted of all accounts by July of every year.

By-Law 7 Meetings of the Association

A. **Annual Membership Meeting**

The annual meeting of the membership will be held in May of each year.

1. Special meetings of the Association may be called by simple majority of the Board of Directors, by phone, or by notice (in writing) to the President with not less than fifteen (15) days notice to all members. The notice of such meetings must contain the date, place of the meeting and the object thereof.
2. Notice of the annual meeting of FAHA shall be printed in the prior month's newsletter and posted on the FAHA website.

3. A quorum is one-twentieth (1/20) of the members.

B. **Meeting of the Board of Directors**

Meetings of the Board of Directors shall be held at least quarterly as established at the Annual Meeting.

1. Notices of all meetings shall be sent by the Secretary no less than seven (7) days prior to the meeting.

C. **Open Meetings**

All meetings of FAHA including Board of Directors, Executive Committee and all other committees, shall be open to the public with the exception of an executive session is called for by a majority vote of those entitled to vote. The Board of Committee must first convene in public session before calling for an executive session. Reason for executive sessions must be noted in the minutes. No binding action may be taken at the executive session.

**By-Law 8
Voting**

A. **Director's Meeting**

Each director in attendance at the board meeting shall have one (1) vote.

B. **Method**

At all meetings of the Board of Directors, or its committees, voting shall be by a show of hands, unless the meeting decides upon a ballot.

Elections of the Directors and officers shall be by written ballot.

C. **Alternative Methods of Voting**

Alternative methods of voting allowed are proxy, email and telephonically. All votes must be directed to the active Secretary to be recorded, not to the board as a whole. If extra discussion is required on an agenda by a Director and a quorum can't be reached otherwise the agenda must be tabled to discuss at a meeting. The Board must pass a motion to allow alternative voting to apply on case by case bases, prior to the alternative voting taking place. The annual meeting is exempt from any type of alternative voting methods.

D. **Annual Meeting**

Individuals with registered player(s) or registered themselves must be have reached the age of majority, shall each have one (1) vote at the annual membership meeting. The member must be present to vote.

Approved advisory members shall each have one (1) vote.

E. **Favorable Majority**

Decisions shall be by the majority of the votes casts, unless the favorable vote of a larger proportion of the votes is required by the Charter and/or By-Laws.

F. Special Meetings

1. A special meeting of this Association may be called by a quorum (1/20th) of the general membership by notice either written or by phone to the President with not less than fifteen (15) days notice to all Board Members. The notice must contain the date, place and must have an agenda.
2. A special meeting of the Board may be call by simple majority of the Board, by phone or by written notice to the President with not less than fifteen (15) days notice to all of the membership. The notice must contain the date, place and must have an agenda.

**By-Law 9
Amendments**

A. Amendments

Any proposed amendments or alterations to these By-Laws will be presented by the By-Laws Committee at the meeting of the Board of Directors. The proposed changes will be voted on at the next meeting following the presentation.

Amendments or alterations to these By-Laws shall be made only by a two-thirds (2/3) majority vote by the Board under the authority granted in By Law 2 Section F (1).

B. Notification

The President shall notify all directors of any changes in the By-laws or Rules and Regulations of this Association within thirty (30) days of the date of the change.

The original signed copy of these By-Laws and Amendments is on file with all the other Fairbanks Amateur Hockey Association records.

By-Law 10

Indemnification of Officers, Directors and Employees

FAHA shall indemnify any Director or employee of FAHA and who was or is a party or is threatened to be made a party to any proceeding (which shall include for the purposes of this by-law any threatened, pending or completed action, or other proceeding whether civil, criminal, administrative, or investigative (other than action by or in the right of FAHA)) by reason of the fact that such person was or is an authorized representative of FAHA against expenses (which shall included for purpose of this by-law attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by such person reasonably believed to be in, or not opposed to, the best interest of FAHA and , with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

