

MOON AREA HOCKEY ASSOCIATION

BY - LAWS

2003 - 2004 Revision

ARTICLE I - NAME AND DEFINITION

1:01 NAME: The name of the organization shall be Moon Area Hockey Association, Inc. (herein referred to as "MAHA " or the " Association").

1:02 LOCATION: The principal office of the Association shall be located in the Township of Moon, the County of Allegheny, Pennsylvania. The mailing address is P. O. Box 789, Moon Township, Pennsylvania 15108.

1:03 DEFINITION: MAHA shall be a voluntary organization of individuals interested in an association with youth ice hockey. The ultimate goal of the organization is to have a competitive sanctioned Varsity team that represents Moon Area School District. To that end, the organization may be comprised of sanctioned Freshman, Junior Varsity and Varsity teams.

1:04 AFFILIATION: MAHA shall be affiliated with the Pennsylvania Interscholastic Hockey League (PIHL), and the Amateur Hockey Association of the United States (USA Hockey), and subject to the rules and regulations specified in the constitutions and charters of said Associations.

1:05 SEAL: The corporate seal of the Association shall have inscribed thereon the name of the Corporation, the year of its organization and the words, "Corporate Seal, Pennsylvania."

ARTICLE II - PURPOSE

2:01 STATEMENT OF PURPOSE: As provided in its Articles of Incorporation, MAHA is incorporated exclusively for the charitable, educational and other purposes included within Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

2:02 MISSION STATEMENT: MAHA shall promote the ideals and aims of high school hockey, to cooperate with USA Hockey and all other agencies, private and public, which are committed to the cause of youth hockey. MAHA shall strive to provide opportunities to educate and train individual players, coaches, and officials in the game and instill good sportsmanship, fair play, and respect for their fellow players and officials.

ARTICLE III - MEMBERSHIP

3:01 GENERAL MEMBERS: Membership in MAHA shall be open to all regardless of race, color, handicap, creed, sex or national origin. Membership shall be considered on an individual or family basis and open on an annual basis. Members of MAHA shall be defined as the parent(s) or legal guardian(s) of a registered/committed participant (player) currently active within the Association.

3:02 REGISTERED/COMMITTED PARTICIPANT: A registered/committed participant is a hockey player who has been selected via a tryout process and who has satisfied the registration requirements and has signed a commitment form to participate and abide by all governing rules of the organization.

3:03 WAIVER: In specific cases the Board may waive, reduce, or extend payment terms of dues when such payment shall constitute a hardship to the member. The financial status of the organization will be evaluated before any request for a waiver can be considered. Each request will be handled on a case-by-

case basis and all personal information will be confidential.

3:04 GOOD STANDING: A General member in good standing is one whose membership dues are not delinquent or have been waived. If a player quits MAHA, all membership rights are terminated.

3:05 VOTING RIGHTS: At General membership meetings each General member, as defined in 3:01, that is in good standing shall be entitled to one (1) vote with a limit of one (1) vote per family. Voting by proxy is not allowed.

3:06 HOLDING OFFICE: All General members in good standing as defined in 3:04 shall be eligible to hold office on the Board of Directors. A General member must have a player enrolled in the program in the year he/she would hold office. The existing Board must do a background check on each person seeking to hold a Board position or a coaching position before that person can fill a position on the Board or be part of the coaching staff.

ARTICLE IV - GENERAL MEMBERSHIP MEETINGS

4:01 MEETINGS: Regular meetings of MAHA General membership shall be scheduled in advance and held monthly. Members shall be given reasonable advance notice of all meeting changes.

4:02 ELECTION MEETINGS: A required membership meeting shall be held for the election of officers to serve on the Board of Directors. Said election shall take place during the March General membership meeting.

4:03 SPECIAL MEETINGS: Special meetings of the General membership may be called by the President or on written application of fifteen (15) percent of the general members in good standing made to the Secretary, who shall mail or email notices to all members not less than one (1) week prior to the meeting, stating the purpose of the meeting. No other business may be transacted at a special meeting.

4:04 VOTING: All issues to be determined by the General membership shall be determined by a simple majority of the votes cast in person at the meeting. See section 3:04.

ARTICLE V - BOARD OF DIRECTORS

5:01 AUTHORITY: Subject to the rights of the members and any limitations set forth elsewhere in these By-laws, or the Articles of Incorporation of MAHA, the affairs of MAHA shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the mission and the property of MAHA. No compensation shall be paid to any officer or director for any services rendered to MAHA.

5:02 MEMBERS OF THE BOARD: The Board shall be composed of the following officers: President, Vice President, Secretary, and Treasurer. Others serving on the Board shall include: Three (3) member at large positions, one (1) representative from each team (called a Team Representative), and the immediate past-president. The immediate past president shall be a non-voting member. Each General member's family may have only one family member serving on the Board as an officer or member at large position at one time.

5:03 TERM OF THE BOARD: The Officers and three (3) at large members of the Board of Directors shall serve a term of one year, beginning April 1 of the same calendar year as the election and ending March 31 of the following year. At the September General membership meeting, the slate for team representatives shall be presented to the Board and voted upon by the General membership. The term of

office for the team representatives shall commence upon being elected and shall conclude at the same time as the existing Board.

5:04 VACANCIES: All vacancies on the Board, with the exception of the President and the Past-President, shall be filled for the duration of the remaining term by persons elected by the Board.

5:05 MEETINGS: The Board shall meet monthly unless otherwise designated by the President with the prior approval of a majority of the Board. This meeting should be routinely held at the same time each month, established by the Board, to facilitate General member attendance. Although General members may not participate in the Board meeting, they are welcome to attend.

5:06 SPECIAL MEETINGS: Special meetings of the Board may be called by the President on one (1) day's notice to each Board member given personally or by mail, e-mail, telephone or telefax, which notice shall state the time, date, place and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) Board members.

5:07 QUORUM: A quorum must be present at all Board meetings to conduct business. A quorum shall be seven (7) members of the Board from September 30 to March 31. A quorum shall be five (5) members of the Board of Directors from April 1 until September 30 as per section 5:02.

5:08 VOTING: A quorum must be present to conduct official business of the organization. At each meeting of the Board, each Board member shall have one (1) vote. All issues to be determined by the Board shall be determined by a simple majority of the votes actually cast (No proxy).

5:09 REMOVAL: A Board member may be removed from the Board "for cause" by a three-fourths vote of the entire Board provided that the Board member is given reasonable advance notice of the specific reason for removal and after a hearing in which the Board member has an opportunity to speak and present evidence on his/her own behalf. Cause shall mean any action or inaction that, at the sole discretion of the Board or General members, as the case may be, shall have a material and adverse affect on MAHA.

5:10 POLICIES and PROCEDURES: The Board may adopt policies and procedures consistent with these By-Laws for the administration and conduct of the affairs of MAHA and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be altered, amended or repealed by a majority vote of the Board present and qualified to vote at a meeting of the Board at which a quorum is present.

5:11 WAIVER OF NOTICE: Whenever notice is required to be given under the provisions of applicable law, the Articles of Incorporation of MAHA, or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such due notice.

ARTICLE VI - OFFICERS AND MEMBERS OF THE BOARD

6:01 OFFICERS: The officers shall be President, Vice President, Secretary, Treasurer, and Immediate Past President.

a. The President shall be bonded and preside at all meetings of the Board. He/she shall have general authority for management of the affairs of MAHA. He/she shall have all of the general powers and duties

that are usually vested in the office of President. He/she shall be authorized by resolution of the Board of Directors to execute contracts and other documents on behalf of the MAHA.

b. The Vice President will assume the duties and responsibilities of the President in his/her absence at all MAHA meetings. When there is a permanent vacancy of the President, the Vice President shall accept full Presidency of the Board for the remainder of the term. The Vice President shall also be empowered by the Board of Directors to execute contracts and other documents on behalf of MAHA. The Vice President or his/her designee shall serve as MAHA' s representative to PIHL. The Vice President or his/her designee shall serve as registrar for MAHA.

c. The Secretary shall keep the minutes of all proceedings at meetings of the Board and the General membership. The Secretary shall have custody of the Corporate Seal and other books and records of MAHA as the Board may provide. The Secretary shall perform the duties and functions customarily performed by the secretary of a corporation together with such duties as the Board may prescribe. The Secretary shall distribute or post minutes of all proceedings for General membership review. The secretary, upon written request and approval of the Board, shall make printed copies of requested minutes available to those providing the written request. The Secretary or his/her designee shall provide an informational newsletter to all General members. The frequency of the newsletter will be determined on a yearly basis by the Board.

d. The Treasurer shall be bonded and have custody of MAHA funds and securities and shall keep full and accurate receipts and disbursements in books belonging to MAHA. The Treasurer shall also deposit all monies and other valuable effects in the name of MAHA and to the credit of MAHA in such depositories as may be designated by the Board. The Treasurer shall disperse funds of MAHA as may be ordered by the Board, taking proper vouchers for such disbursements and shall render an account of all the transactions as Treasurer and of the financial condition of MAHA. The Treasurer shall present a written financial report of the prior month at the regular Board meetings. The Treasurer shall also prepare all books, statements, etc. for an annual audit done at the end of the fiscal year. An independent accountant(s) or a committee of three (3) MAHA General members shall perform this audit.

e. The Immediate Past-President shall serve as an Ex officio non-voting member of the Board, and shall serve as the chairman of the Nomination Committee.

6:02 MEMBERS OF THE BOARD: The other members of the Board shall be three (3) Members at Large and one (1) Team Representative from each team.

a. The Members at Large will perform duties as assigned by the Board.

b. The Team Representative will act as a liaison between Board members, players, parents and coaches for the team he/she represents. The Team Representative will represent his/her team's interests at Board meetings. The Team Representative will also perform duties as assigned by the Board and as defined by MAHA and PIHL policies.

6:03 HOLD OFFICE: An officer of MAHA shall hold only one (1) office in MAHA at anyone time.

ARTICLE VII – ELECTIONS

7:01 NOMINATIONS: The President shall appoint a nominating committee for the approval of the Board by the January meeting. The Committee shall consist of the Immediate Past President and two (2) members of the Board.

Duties of the Nomination Committee shall be:

a. To inform the membership of the offices to be filled at the election.

- b. To seek and identify candidates for Board positions, and to fully inform all candidates of a position's responsibilities. A person may be a candidate for only one (1) office at a time.
- c. In February provide a slate of nominees to the Board and post for the General membership.
- d. Conduct the voting process at the March meeting and post the names of the newly elected officials on the information board at the Airport Ice Arena.

7:02 ELECTIONS: The annual election of Officers and Board members shall be held at the March General membership meeting. The nominating committee shall present its slate of nominees at the February meeting. At the March meeting the nominating committee will take nominations from the floor before conducting the vote. Those nominated from the floor must be present to accept nomination.

ARTICLE VIII - COMMITTEES

8:01 At the beginning of each term for newly elected Officers and/or Board Members, these Officers and/or Board Members shall determine if specific committees are needed to support the organization. Such committees are/ but are not limited to: Fund raising, public relations, school support team, equipment and apparel inventory and replacements, By Laws review and update, etc. Each committee will have a Chairman, appointed by the Board, who will be responsible for coordination of committee tasks and provide updates of committee activities at the monthly meetings.

ARTICLE IX - PERSONAL LIABILITY OF BOARD MEMBERS

9:01 BOARD MEMBERS' PERSONAL LIABILITY: A Board member of MAHA shall not be personally liable for monetary damages for any action taken or any failure to take action, provided however, that this provision shall not eliminate or limit the liability of a Board member to the extent that such elimination or limitation is expressly prohibited by applicable law as is in effect at the time of the alleged action or failure to take action of such Board member.

9:02 PRESERVATION OF RIGHTS: Any repeal or modification of this Article by MAHA shall not adversely affect any right or protection existing at the time of such a repeal or modification to which any Board Member or former Board Member may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Board Member of MAHA and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X - BOOKS AND RECORDS

10:01 RECORD KEEPING: The Secretary of MAHA shall keep for permanent record the following: Minutes of the proceedings of all meetings, the original of the By-laws including all amendments thereto, certified by the Secretary, and a register of the Officers and Board members showing their respective addresses and other pertinent information. The MAHA Treasurer shall keep for permanent record appropriate, complete and accurate records and books of account, to include a general ledger.

10:02 EXAMINATION OF RECORDS: All General members in good standing or their agent shall have a right to examine, at an appropriate time, the books and records of MAHA and to make copies thereof. In every instance where an attorney or other agent shall be the person who seeks the right of inspection, the request shall be under oath and accompanied by a power of attorney or other written authorization, to so act on behalf of the requesting party. The request shall be directed to the President of MAHA.

ARTICLE XI - TRANSACTION OF BUSINESS AND FISCAL MANAGEMENT

11:01 PROPERTY: MAHA shall make no purchase of real property nor sell, mortgage, lease or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the Board.

11:02 PROFITS: Whenever the activities of MAHA involve the charging of fees for its services or products, it shall have the right to receive such income, and, in doing so, is entitled to make an incidental profit. All such incidental profit shall be applied to the maintenance and operation of the activities of MAHA, and in no case, shall be divided or distributed in any manner whatsoever among the Members, Directors, or Officers of MAHA.

11:03 FISCAL YEAR: The fiscal year of MAHA shall begin April 1 and end March 31.

11:04 NOTES: With prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of MAHA by the President or, if unavailable, the Vice President, and countersigned by the Treasurer.

11:05 CHECKS: All checks shall be executed on behalf of MAHA by either the President or the Vice President and countersigned by the Treasurer.

11:06 BOND: The Board of Directors may require that all officers of MAHA having custody or control of corporate funds furnish adequate fidelity bonds. The premiums for such bonds shall be paid by MAHA.

ARTICLE XII - AMENDMENTS

12:01 AMENDMENTS: An amendment or change to the By-laws may be proposed by any general member in good standing of MAHA. Proposed amendments or changes must be presented to the Board. Any changes to the By laws must be announced at a Board of Directors meeting and then posted on the MAHA information board at the Airport Ice Arena at least thirty (30) days prior to the final vote. The General membership shall receive specific notice of the meeting date on which By-laws changes will be addressed. These By-laws must be amended by a majority vote of the General members present at said General membership meeting.

ARTICLE XIII - DISBURSEMENT OF MAHA'S ASSETS

13:01 DISBURSEMENT: At any point in time that MAHA ceases to exist, all remaining assets, i.e., monies, equipment, uniforms, etc. shall revert to the Moon Area School District Athletic department. MAHA shall be deemed to not exist when it shall have no active youth hockey program in existence, or by resolution, duly enacted, ceases to do business.

ARTICLE XIV - DISCIPLINARY ACTIONS AND APPEALS

14:01 DISCIPLINARY ACTION AND APPEALS: The Board shall have the right and authority to suspend, expel or otherwise discipline any individuals (player, coach, member, manager or assistant) of any member teams. The Board shall also have the right and authority to refuse application for membership in MAHA. The right and authority of the Board to take such actions shall apply where any individual or member of MAHA has violated any of the By-laws or Policies and Procedures of MAHA. Such action may be based either on an original complaint or upon the Board's own action. The majority of the Board whose decision shall be final and non-appealable should adjudicate misconduct or violations of the By-Laws or Policies and Procedures.

ARTICLE XV - MISCELLANEOUS

15:01 CONDUCT OF MEETINGS: Except to the extent specifically governed by the By-laws, all meetings of the Board of Directors and any other committee shall be conducted in accordance with the Roberts Rules of Order.

15:02 PLAYING RULES: The operational Policies and Procedures of MAHA shall be enacted as a separate document within the framework of this organization and with the approval of the Board of Directors.

Approved by the Board of Directors on this 7th day of March, 2004.

D. Kost, President

S. Yakovich, Vice President

M. Hertweck, Secretary

J. Slifkin, Treasurer

Ratified by the membership of MAHA on this 7th day of March, 2004.