

# Arctic Foxes Hockey Association Bylaws and Constitution

Ratified on this 5<sup>th</sup> day of May, 2022

## Article A. – Organization

### Mission Statement.

The Arctic Foxes Hockey Association (“AFHA”) is an organization dedicated to the development and promotion of the sport of youth ice hockey. The purpose of AFHA is to educate, train, and instill good sportsmanship in the skills and applications associated with the highly competitive sport of ice hockey as well as fair play and respect for their fellow players, coaches, and officials. AFHA will cooperate with Mid Am/USA Hockey, Inc. and the Pennsylvania Amateur Hockey League (“PAHL”) as well as all other governing agencies, private and public, which are committed to the cause of youth ice hockey.

### A.01 Name.

The Association shall be incorporated as a non-profit corporation under the laws of the Commonwealth of Pennsylvania and shall be named the Airport Arctic Foxes Youth Hockey Association, also-known-as **ARCTIC FOXES HOCKEY ASSOCIATION** hereinafter referred to as “AFHA”.

### A.02 Registered Address.

The registered address of the AFHA shall be at a place selected by the Board of Directors as the affairs of the AFHA require. For purposes of the normal business affairs of the AFHA the place of business shall be located at: 7600 Grand Avenue, Pittsburgh, PA 15225. The AFHA shall hold a P.O. Box at P.O. Box 11144, PA 15237, for the purpose of receiving mail and other informational materials pertaining to the sport of ice hockey and for the purpose of written communications or payment of player’s fees from members of the AFHA to the Board of Directors.

### A.03 Non-Profit Status.

The AFHA is organized as a non-profit corporation in the Commonwealth of Pennsylvania on a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

### A.04 Exempt Status.

The AFHA shall be organized and shall operate exclusively as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as may be amended in the future, and shall cooperate with USA Hockey Inc., a non-profit District of Columbia corporation (hereinafter “USA Hockey”) in the event that USA Hockey deem it advisable for the AFHA to be included in a group exemption letter.

### A.05 Use of Funds.

All funds and property of the AFHA shall be used and distributed exclusively for the purposes of the AFHA as set forth in Article A.2., hereunder.

### A.06 Fiscal Year.

The fiscal year of the AFHA shall begin May 1st and end on April 30 of the following year.



### A.07 Authority to Conduct Business.

Subject to any limitations of Subchapter F, "Exempt Organizations," Subtitle A, Chapter 1, of the Internal Revenue, Code of 1986, as amended, the AFHA shall be authorized to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with, or incidental to the accomplishment of the purposes of the AFHA.

### A.08 Financial Statements.

The Treasurer shall prepare a true statement of the assets and liabilities and of operations of the AFHA to be presented annually to the Board of Directors. Such Financial statement shall be made available to any Member upon request.

The Treasurer shall provide an annual financial report of operations to the Executive Director of USA Hockey, and upon request to any affiliate of USA Hockey (e.g., MidAm Hockey).

### A.09 Trademark Protection.

All use of the AFHA name, team nickname, and AFHA team logo shall only be as allowed by the Board of Directors. Any unapproved use by Members shall be subject to review by the Board of Directors with any infractions subject to possible suspension and/or termination of membership at the discretion of the Board of Directors.

### A.10 Dissolution.

The AFHA may be dissolved only by two-thirds written, referendum vote of the Board of Directors.

In the event of liquidation or dissolution of the AFHA, or in the event that it shall cease to carry out any of its purposes, all funds and property of the AFHA shall be distributed to non-profit corporations with purposes similar to those as set forth in Article II, hereunder, and which are exempt organizations as set forth in the preceding Section 3 of this Article I, that the Directors of the AFHA may select, and in no event shall any of the funds or property be distributed to any members or used for any other purpose.

## Article B. – Purpose

### B.01 Purpose.

The AFHA is a non-profit organization operating youth hockey programs for the benefit of the youth in and around western Pennsylvania. The express purposes of the AFHA are:

- a. to develop character, sportsmanship, and physical fitness among the youth of the area while promoting and encouraging both educational and cultural experiences;
- b. to promote, encourage, and improve the standard of amateur ice hockey on a local state and national level and to support and develop amateur athletics for local, state, and national competition;
- c. to associate with other amateur ice hockey associations;
- d. to affiliate with USA Hockey per the Affiliate Agreement found in the USA Hockey Annual Guide;
- e. to create, implement, modify, and conduct an amateur hockey program consistent with the rules and regulations of USA Hockey, Inc., the Mid-American District Hockey Association, Inc. ("MIDAM"), the State Amateur Hockey Association and the Pittsburgh Amateur Hockey League ("PAHL"), or any successor(s) to the above.
- f. To operate the AFHA consistent with the purpose of a public benefit, non-profit corporation organized under Internal Revenue Code Section 501(c)(3) and the non-profit corporation laws of the Commonwealth of Pennsylvania.



- g. To remain non-profit, nonsectarian and nonpartisan. The AFHA does not contemplate pecuniary gain or profit to any member and is organized solely for non-profit purposes. No substantial part of the activities of the AFHA shall be devoted to carrying on propaganda or otherwise attempting to influence legislation or to become involved in any political activities.
- h. The AFHA was founded to achieve these purposes and to provide the maximum opportunity for all eligible individuals to participate.

## B.02 USA Hockey Preeminence.

AFHA is an Affiliate Association of USA Hockey, and shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the AFHA. Further, AFHA (i) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, within and upon its Members and/or within its jurisdiction, and (ii) agrees to be guided by the following core values of USA Hockey:

- a. **Sportsmanship** - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
- b. **Respect for the Individual** – Treat all others as you expect to be treated.
- c. **Integrity** – We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- d. **Pursuit of Excellence at the Individual, Team & Organizational Levels** – Each Member of the AFHA, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.
- e. **Enjoyment** – It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- f. **Loyalty** – We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- g. **Teamwork** – We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

## Article C. – Membership

### C.01 Active Member.

An Active Member or (“Member”) shall be defined as:

- a. any parent/legal guardian of any child who (1) is registered and participating in AFHA programs, (2) is in good standing with the AFHA, (3) is one whose dues, if any, are not delinquent, (4) meets the eligibility criterion of PAHL, and (5) is a registered, participating member of USA Hockey in good standing; or
- b. any other interested party admitted, for a one year period as a Member by affirmative action of the Board of Directors

The term of membership is the fiscal year of the Association. All Active Members shall adhere to the By Laws, Policies and Player/Parent handbook as set forth by the AFHA.

All Active Members, as maintained on the records of the AFHA from time to time, shall constitute the General Membership.

The AFHA shall not discriminate on the basis of race, color, religion, age, sex, or national origin as it pertains to General Membership approval or participation in amateur athletic competition. The Corporation shall provide equal competitive



opportunity to amateur athletes, trainers, managers, administrators, and officials to participate in amateur athletic competition, consistent with the requirements of the Amateur Sports Act of 1978, as amended.

### C.02 Expulsion.

Any Active Member may be expelled, after due notification and upon conduct of an informal hearing before the Board of Directors, such hearing to be open to the General Membership, by vote of two-thirds of the Board of Directors. The Secretary shall provide at least ten days' notice to the Active Member in question and the Active Member shall be afforded the opportunity to speak and be heard, present witnesses to testify and to question other witnesses on his behalf prior to any final disposition by the Board. There will be no refunds as a result of suspension or expulsion. Grievances by Members shall be directed in writing to the Board of Directors, who shall meet promptly to address the problems, and a written answer shall be given to the Member.

The disciplinary jurisdiction of the Board of Directors shall be limited to issues, which surround the playing of the game of hockey. These events shall include, but are not limited to, games, time in the locker room and the rink (including the parking lot), on and off ice practices, travel time to and from games and any other events requiring a player to be present for a hockey related activities. Incidents that occur outside the scope of the game shall not be considered for action by the Board of Directors. Any events occurring outside the playing of the game shall be handled by the school, the police, or other designated authority with proper jurisdiction. Hockey related discipline should be the responsibility of the team coach with the support of the Board of Directors. Discipline shall be reasonable, fair, and consistently applied to each member of the team.

### C.03 Resignation of Membership.

Any member may resign from the AFHA by mailing or emailing a written notice of resignation to the Secretary (info@arcticfoxeshockey.org) accompanied by payment of all monies then owed to the AFHA. If the Board shall determine by a unanimous vote of the Board of Directors that any member has discontinued the activities which qualified him/her for membership, the membership of that member thereupon shall be terminated.

All matters respecting censure, suspension and expulsion of members and termination of membership shall be within the exclusive control and direction of the Board.

### C.04 Voting and Quorum.

Each Registered Participant Member of the AFHA shall be entitled to one vote in the process adopted by the AFHA for the election of its Board of Directors. The process adopted by the AFHA for the election of its Board of Directors shall be based upon the premise that each Registered Participant Member of Affiliate shall be entitled to one vote. The Active Members present at the Annual Meeting shall constitute a quorum, with a majority required of those present to pass a motion. Proxy voting shall not be permitted by the General Membership. Cumulative Voting shall not be permitted.

### C.05 Right to Hold Office.

Any Active Member in good standing may be considered for office (i.e. Director, Committees, Coach, Team Manager, etc...). However, to be eligible for office, a member in good standing must hold a fiduciary position for at least one year. An Active Member may only be a candidate for one (1) position or office at a time.

### C.06 Annual Meeting.

An annual meeting of the General Membership shall be the first order of business each Fiscal Year and shall be open to all Active Members of the AFHA. The Annual Meeting shall be held at a reasonable point in time following tryouts for the subsequent season. The Secretary shall notify the General Membership of the time and place of such meetings at least fifteen (15) days in advance. Board of Directors elections by the General Membership will be held at the Annual Meeting.



### C.07 Dispute Resolution.

All claims, demands, discipline or disputes (“Disputes”) arising by and between Members, as defined in the USA Hockey Annual Guide Bylaw Section 10 (“Bylaw 10”), shall be subject to the provisions of Bylaw 10 and shall constitute the sole and exclusive remedy for dispute resolution. All Members are required to utilize that process. In the event that a controversy or dispute arises regarding the construction, interpretation, or application of these Bylaws, Rules and Regulations, or decisions of the Board of Directors, the dispute shall first be submitted to the AFHA’s Disciplinary Committee, or its designee for resolution.

### C.08 Membership Fees.

All dues, fees, and/or assessments required to be paid in order to obtain General Membership status shall be reasonable in relation to the programs offered by the AFHA to such members.

### C.09 Dues Waiver.

Dues may be waived by the Board of Directors in specific cases when such payment shall constitute a hardship.

### C.10 Publication of Bylaws.

The Bylaws shall be published on AFHA’s website or distributed annually to the General Membership.



## Article D. Board of Directors

### D.01 Board of Directors.

The government and authority of the property and affairs of the AFHA shall be vested in the Board of Directors composed of no less than four (4) and no more than nine (9) persons (each a “Director,” and collectively the “Board of Directors”). The Board of Directors shall have the power to set the number of Directors at its discretion in accordance with these limits. The Board of Directors shall consist of the following positions:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Registrar/SafeSport Coordinator
- f. Ice Scheduler
- g. ACE Coordinator
- h. Fundraising Director
- i. Director of Team Managers

At all times and without exception, the majority of the Board of Directors shall be composed of elected Directors. At all times and at a minimum, the Board of Directors must maintain a President, a Vice President, a Secretary, and a Treasurer.

### D.02 Board of Directors Qualifications.

Any Active Member, who is not the President of another area hockey association shall be eligible for election to the Board of Directors. The Director Elect must have served one year in a fiduciary position for the AFHA prior to nomination. Each Director must adhere to and comply with USA Hockey Abuse and Screening Policies for an Administrative Volunteer Position.

All members of the Board of Directors shall be Active Members and must be a parent/legal guardian of a child whom is registered and participating in AFHA programs with the exception of appointed Committee members.

### D.03 Election Of Directors.

Active Members shall be elected to fill vacancies on the Board of Directors at the Annual Meeting. A notice of the Annual Meeting will be sent via electronic communication or a mobile organization management application to all Active Members (as more fully set forth in Article C.06), after tryouts for the applicable year, containing a specific instruction regarding Board of Director nominations. An Active Member may nominate themselves or another Active Member for consideration for a Board of Director seat. A Director may succeed himself/herself for an indefinite number of years so long as that Director maintains his status as an Active Member and is duly elected, as more fully set forth in Article A.4.04. In the event of a vacancy due to resignation, expulsion or any other reason, the Board of Directors shall by majority vote of the Board of Directors appoint an Active Member to fill the vacancy for the remainder of the Fiscal Year.

Nominations for Board positions

Nominations of an Active Member must be received by the Board of Directors via written communication at least 7 days prior to the Annual Meeting.

### D.04 Term Of Office.

Terms of office shall be for one (1) year each; provided, however, any Director may fill the same position for two (2) consecutive years without re-election by the General Membership in the second (2nd) of the two years.



#### D.05 The Immediate Past President.

The immediate Past President of the AFHA shall be an ex-officio member of the Board of Directors unless removed pursuant to the provisions of Article D.13 hereof. The immediate Past President shall have no voting proxy.

#### D.06 Duties of the Board of Directors.

The duties of the Board of Directors shall include:

- a. To fill any vacancies which may occur in the Executive Committee or on the Board of Directors;
- b. To manage the business, property and affairs of the Organization in a prudent manner and in accordance with its stated purpose;
- c. To formulate the policies and determine the overall conduct and standards of the hockey programs to be administered by the Organization;
- d. To establish budgets and set fees for the hockey programs;
- e. To study and approve all proposals to amend or revise the Bylaws, rules or regulations;
- f. To review and act upon any temporary decision of the President;
- g. To hear and rule on any appeals.

#### D.07 Regular Meetings.

Regular meetings of the Board of Directors shall be held not less than six (6) times per Fiscal Year at times and places to be determined by the President. The AFHA may hold virtual meetings in the form of audio and/or video calls. The Secretary shall notify all Directors of the time and place of such meeting in advance.

All meetings of the Board of Directors are closed to the general membership as many confidential and/or sensitive matters may be considered during the course of discussion. Any member who has an issue should bring it up to a current Director so that they may relay to the Board. Under certain circumstances, requests to attend may be sent to specific volunteer(s) or individual(s) as deemed necessary and they may be asked to leave at the appropriate time.

Minutes of all meetings are kept by the Secretary and publicly posted to the Arctic Foxes website within 7 days of the meetings conclusion or directly sent to any individual upon request.

#### D.08 Special Meetings.

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

#### D.09 Voting and Quorum.

Each Director shall be entitled to one (1) vote. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, and except as otherwise provided herein, the acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors.

#### D.10 Parliamentary Procedures.

All meetings shall be governed by rules of parliamentary procedure. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Organization may adopt.



## D.11 Personal Liability Of Directors And Officers.

No Director shall be liable in any manner for any debts or obligations of the Organization and shall not be subject to any manner of assessment by virtue of his/her membership in the Organization or on the Board of Directors. The Organization will indemnify and hold harmless any Director against any claim of liability by or to any person other than the Organization, in respect of any act or failure to act so long as such or failure to act was performed in such manner determined by him/her to be in the best interest of the Organization, and so long as he/she was not guilty of gross negligence, willful misconduct or breach of a fiduciary obligation in the course of such action or such failure to act. It is the intent of the Organization that this provision of the Bylaws comply with 15 Pa. C.S.A. § 5713. At all times while the Director is serving as a member of the Board, and following any such Director's death, resignation, removal or other cessation as a Director in such former Director's capacity as a former director, each Director shall be entitled to all rights to indemnification and exculpation."

## D.12 Resignation.

Any member of the Board may resign as an officer of the Organization, member of the Board and/or withdraw from Active Membership in the Organization at any time, upon written notice of his or her desire to do so, delivered to the President of the Organization.

## D.13 Expulsion.

Any Director may be subject to removal upon missing four (4) meetings within a Fiscal Year, or for failure to discharge the normal duties of a Director, or for conduct detrimental to the Organization, 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 Secretary shall provide at least ten (10) days' notice to the Director in question and to the members of the Board of Directors prior to the regular or special meeting at which the matter is to be resolved. The Director shall be afforded the opportunity to be heard at the meeting.

# Article E. Committees

## E.01 Creation of Committees

The President, with the approval of the Board of Directors, may create and empower Committees from the Board of Directors and/or General Membership to address requirements or the operations of the Organization.

# Article F. Amendments To The Bylaws

## F.01. Amendments To The Bylaws.

The Board of Directors may amend these Bylaws by presenting the amendment at a regular or special meeting of the Board of Directors, and voting on the amendment at such meeting (or a subsequent meeting thereafter). The approval of a majority of the Directors present and voting at a meeting at which a quorum is present is required to pass any amendment to the Bylaws.

# Article G. Program Funding

## G.01 Active Member Funding

A financial commitment will be made by each Active Member supporting a youth participating in an AFHA sanctioned team to be paid in accordance with a funding schedule provided by the Treasurer and approved by the Board of



Directors. Funds paid to satisfy this financial commitment are subject to change from year-to-year and refundable at the discretion of the Board of Directors, as more fully set forth in Article C.08.

Active Members not meeting financial commitments may be expelled in accordance with the provisions of Article C.02 herein.

## Article H. Team Membership

### H.01 Team Selection

Team Members shall be selected by the evaluation committee through open tryouts. All amateur hockey players who meet the requirements as set forth by USA Hockey, Inc., the Mid-American District Hockey Association may try out.

Alternate Team Members may be selected to replace any Team Member unable to continue to compete or meet financial commitments. Alternate Team Members do not qualify as Active Members until such time as an offer of a permanent position on a team is made and the criteria for Active Membership are met.

### H.02 Team Rules And Conduct

All team members must adhere to all team rules and policies as established by the applicable coaching staff, the Board of Directors, and USA Hockey. Failure to comply with any team rules or policies may subject the team member to discipline per this Article H. and/or other remedies as decided in the Board of Directors' sole, but reasonable discretion.

### H.03 Temporary Suspension

A team member or guardians of a team member may be temporarily suspended by the AFHA Disciplinary Committee due to disciplinary problems adversely affecting the morale of the remainder of the team, and/or code of conduct or social media policy violations, in all scenarios for a period not to exceed ten (10) days. Team members or guardians of a team member may be suspended for a period in excess of ten (10) days for cause based upon recommendation of the AFHA Disciplinary Committee and approval by a simple majority vote of said Committee.

Any Active Member whose child or legal dependent is subject to temporary suspension is not excused from the financial commitments to the program.

### H.04 Review Of Suspension

Team members or guardians of a team member subject to temporary suspension may appeal the decision by written request submitted to the respective Team Manager within five (5) days of the original decision. The request shall be informally reviewed by the AFHA Disciplinary Committee who may ratify, reverse or amend the temporary suspension by unanimous decision. A team member may seek further review at the next regularly scheduled Board of Directors meeting where the Board of Directors may ratify, reverse or amend the temporary suspension by simple majority vote of the Board of Directors (a quorum of the Board of Directors is not necessary to review a player suspension).

### H.05 Permanent Expulsion Of Team Member

Team members or guardians of team members may be permanently excluded from the team as a result of continued discipline problems provided that the team member is afforded the rights as set forth in Article C.02 and C.06.



Any Active Member whose child or legal dependent is subject permanent expulsion is not excused from the financial commitments to the program.

## H.06 Good Standing Requirement

All team members, in order to be considered in good standing with the AFHA, shall also be a registered, participating member in good standing with USA Hockey.

# Article I. USA Hockey Insurance and Indemnity

## I.01 Insurance

AFHA agrees, at all times throughout the term of its Affiliate Agreement with USA Hockey, to be covered by the general liability insurance policy and the Directors and Officers and Crime insurance policy maintained by USA Hockey. USA Hockey shall inform the AFHA of the limits of that policy, and of the changes to those limits which may be made by USA Hockey at its sole prerogative. AFHA retains the right to obtain whatever additional insurance coverages it may desire, at its own expense, but agrees to name USA Hockey as an additional insured thereof. By purchasing and maintaining the aforementioned insurance policies, USA Hockey does not assume, and indeed disclaims, any liability for any actions or omissions of AFHA.

## I.02 Indemnification

AFHA, an affiliate association of USA Hockey, shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of AFHA, except to the extent (i) that USA Hockey or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey. Further, AFHA understands and acknowledges that USA Hockey and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described herein.

