Fairbanks Amateur Hockey Association, Inc.

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

Amended on June 2010

Last Amended on this 17th day of April 2012

**By-Law 1**

**Membership**

1. **General Member**
   1. A general member is defined as the following: any adult(s) who has a child registered with FAHA, a player who is individually registered in FAHA having reached the age of 18, or any individual who is a volunteer with FAHA in the following capacities: Head Coach, Assistant Coach, Team Manager, Division Director, ACD Director/Coaching Coordinator, Tournament Director, Concession Stand Manager, or Referee Liaison.
   2. A membership year shall run from June 1st of one year thru May 31st 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.
2. **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 organization 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 May of each year.

**By-Law 2**

**Board of Directors**

1. The Board of Directors shall be a working board.
2. **Number of Directors**

The Board of Directors shall normally be composed of twelve (12) voting members, allocated as follows: 6 officers and 6 members-at-large. See by-law 3A. All board members must also be members of FAHA, except that not more than three members-at-large may be non-FAHA members.

1. **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.
2. **Quorum**

A quorum shall consist of seven (7) directors including any 2 of the following: President, sitting VPs, Secretary, or Treasurer.

1. **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.

* + - 1. Any Director may resign at any time by giving written notice to the Board of Directors, President, or Board Secretary.
      2. Any Director may be removed with or without cause, by a majority vote at any time by the membership at a special meeting called for that purpose. At any Board meeting any Director may be removed with or without cause, by a vote of nine (9) Directors. A Director who misses three (3) consecutive regularly scheduled meetings of the Board or misses four (4) meetings in one year without delivering an explanation to the President or Secretary prior to such meetings may be removed by a vote of seven (7) Directors.

1. **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 receive and approve the Association’s proposed operating budget within sixty (60) days, following the annual meeting. The approved budget will be posted or stored where directors can access it.
    12. Adoption of a program to screen coaches, assistant coaches and volunteers for fitness.
    13. Attendance for Board Meetings is required.

1. **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.

1. **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. If the President is unable to attend a meeting or when the President has to step down from the chair for any reason (ex. conflict of interest). The succession to chair the meeting is as follows: 1. Vice President, 2. Vice President House, 3. Vice President Northern Knights, 4. Secretary, 5. Treasurer.

**By-law 3**

**Election, Powers, and Duties of Officers**

1. **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, Vice President-House, Vice President-Northern Knights, 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.

1. **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 a meeting of the Board or of the committees of the Association in accordance with By-Law 7. 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. Unless otherwise designated by the Board of Directors, paid and unpaid staff members shall report to and be supervised by the President.

1. **Vice President**

The Vice President shall be the Disciplinary Committee chairperson and shall appoint disciplinary committee members to be approved by the Board. In the absence of the President, the Vice President shall assume the duties of the President. The Vice President will be a voting member of the Finance and Executive Committees.

1. **Vice President House**

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

1. **Vice President Northern Knights(NK)**

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

1. **Secretary**

The Secretary shall keep the official records of the Association including updated by-laws, current rules and regulations, the key inventory; Robert’s Rules of Order manual, direct correspondence, and issues notice of all meeting in accordance with the by-laws. The Secretary shall also draft meeting agendas, prepare meeting minutes and Board Resolutions for approval by the Board and perform the duties usual to this office unless otherwise delegated. The secretary shall also maintain a file of all non profit paperwork and business licenses.

1. **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 all accounts of the association 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 Board regarding the financial affairs of the Association and a summary at the Annual General Membership Meeting. The Treasurer shall submit budgets as requested by the Board or required by these By-Laws. 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.

1. **Replacement Officers**

In the 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.

1. **Executive Committee**

The Executive Committee shall consist of at least six (6) members (President, VP, VP of House, VP of NK, Secretary, Treasurer and any other members as elected or appointed by the Board. A quorum shall consist of a majority of the members of the committee. The Executive Committee shall be empowered to act on behalf of the Board of Directors between meetings of the Board. However, on financial and contractual matters in excess of $1000.00, 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 Board. The Executive Committee shall be charged with interviewing and recommending individuals for Board approval to fill all paid and unpaid staff positions.

1. **Finance Committee**

The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall consist of the Treasurer, VP of House, VP of NK, and two (2) members nominated 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 submit an operational budget for the upcoming year to the Board of Directors.

1. **Disciplinary Committee**

The committee will be composed of seven members, at least two of who will be neutral parties with no children playing in the organization at the present time. The other five will be from the general membership and will be nominated and approved by the Board. The FAHA Vice President of the program to which the player/s are registered under and a member of the referee association will serve as non-voting advisory members. Terms will be 1-year (May-April). The Vice President shall be the chairperson.

Five members of the committee are required to constitute a quorum. Meetings will be held once a month or as deemed necessary by the chairperson. Voting will be by verbal yea/nay. A majority is required for a formal decision. Infractions involving players, coaches, (parents/guardians/family members, etc.) will be heard and ruled upon. The committee will review and/or act upon any disciplinary actions since the last meeting. All actions taken by the disciplinary committee will be verbally relayed to the involved parties within 48 hours of the actions and a follow-up letter sent. Actions taken by the disciplinary committee will stand unless appealed to the state disciplinary committee within 7 days from verbal notification. The committee will make other general recommendations to the Executive Board.

The Chairman of the disciplinary committee is responsible for seeing that all data involving an action taken by the committee is collected, recorded, and sent to the FAHA secretary, all hockey associations within the Fairbanks North Star Borough, and the state disciplinary committee when required in a timely manner.

**Guidelines for Hearings**

First Game Misconduct - A game misconduct, the first in a season, will require a hearing only if directed by the Vice President of the program to which the player(s) are registered, the Chairman of the Disciplinary Committee, or the player involved. Hearing requests must be made to either the FAHA Vice President of the program to which the player is registered or the Chairman of the Disciplinary Committee within 48 hours of the infraction.

Second Game Misconduct - FAHA requires any player receiving two game misconducts in a season to appear before the disciplinary committee. A minimum of three game suspensions and the player placed on probation will be enacted. A copy of the Discipline Committee’s report may be sent to the Men’s League, Women’s League, or other hockey association. The committee may deem further action appropriate.

Match Penalties – All match penalties will require a hearing. Any individual involved in the infraction will be required to attend the hearing. Other parties wishing to speak for or against the incident must receive permission from the chairman of the Disciplinary Committee and/or the FAHA Vice President of the program where the player(s) is registered.

1. **House Committee**

The House Committee shall administer the Tier III and Tier IV programs as outlined in the Board approved House Handbook. The chair will be the VP House. 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.

1. **Northern Knights Committee**

The NK Committee shall administer the Tier I and Tier II programs as outlined in the Board approved NK Handbook. All members will have voting rights and the chair will be the VP Northern Knights. 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 meeting minutes. A monthly financial statement will be submitted to the Finance Committee.

1. **Nominating Committee**

The Nominating Committee shall consist of three (3) members of the Board of Directors nominated and approved by the Board; the President shall designate the Chair. 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 officer and/or Board of Director positions must submit in writing a letter of intent to be placed on file with the FAHA Secretary. This letter may be set to the Chairman of the Nominating Committee or the FAHA Secretary.

1. **State Board Committee**

FAHA’s state representatives will be elected from its current directors at its regular meeting during the month of April. Each state rep will hold a one (1) year term. 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 Board of Directors 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.

1. **By-Laws Committee**

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

**By-Law 5**

**Staff**

The staff recommended by the Executive Committee and approved by the Board shall serve until the next annual general meeting, unless otherwise approved by the Board. These may include an ACE Director/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 ACE Director/Coaching Coordinator may, at the request of the individual programs, assist in the selection of coaches, disseminates coaching information and may coordinate coaches’ training programs and/or meetings. 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 his or her FAHA contacts to help recruit, educate, and monitor the referees that are scheduled for FAHA games.

**By-Law 6**

**Financial**

1. **Fiscal Year**

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

1. **Fees**

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

1. **Depositories**

All funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may elect.

1. **Contracts**

The Board of Directors will be responsible for adopting prudent contracting and purchasing policies. The Board of Directors may authorize staff, any officer(s) or agent(s) of the Association, in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

1. **Checks, Drafts, Etc.**

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall require a minimum of two signatures, unless otherwise approved by resolution of the Board and shall be signed by such persons as determined by resolution of the Board.

1. **Investment**

Any funds of the Association which are not needed currently for the activities of the Association may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

1. **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.

1. **Books and Records**

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The Association shall keep a record and update such record giving the name and addresses of the members entitled to vote. With the approval of the Board, members (either through their agent or attorney) may inspect all books and records of the Association. All books and records shall be kept for a period of seven years or as statute requires, whichever is more.

1. **Financial Statements**

See By-law 3- Treasurer

The House and Northern Knights Committees shall file monthly financial statements with the Finance Committee. Upon approval of the Finance Committee these statements will be forwarded to the Board Secretary for inclusion and approval at the next regularly scheduled Board meeting.

1. **Audit Committee**

An Audit Committee will be appointed and approved by the Board of Directors. The Audit Committee shall consist of four (4) members, one of which must be a Board Member and none of which may be the Association Treasurer. The Chair is appointed by the committee. The committee may audit the books from time to time as ordered by 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 August of every year.

**By-Law 7**

**Meetings of the Association**

1. **Annual Membership Meeting**
   1. The annual meeting of the membership will be held in May of each year. Notice of the annual meeting of FAHA shall be printed in the prior month’s newsletter and/or posted on the FAHA website.

Order of business (Annual Meeting)

Call to Order

Seating of Board Members

Minutes

Correspondence

Persons to be Heard

Reports:

Officers’ Reports

Questions on Officers’ Reports

Committee Reports

Questions on Committee Reports

Old business

New Business

Board Members’ Comments

Review the time and place for next meeting

Adjournment

1. **Meeting of the Board of Directors**
   1. Meetings of the Board of Directors shall be held at least quarterly as established at the Annual Meeting. Notices of all meetings shall be posted on the FAHA website and sent to the Board of Directors by the Secretary no less than seven (7) days prior to the meeting.
   2. Special meetings of the Association may be called by 1/20th of the general membership or by a 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, time, and place of the meeting, and must have an agenda.
2. **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 called for by a majority vote of those entitled to vote. The Board or 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**

1. **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.

1. **Alternative Methods of Voting**

Alternative methods of voting allowed are: proxy, email and telephonically. Designation of a proxy must be delivered in writing to the Board Secretary prior to the start of the meeting. 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 a case by case basis, prior to the alternative voting taking place. The annual meeting is exempt from any type of alternative voting methods.

1. **Favorable Majority**

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

1. **Director’s Meeting**

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

1. **Annual Meeting**

Individuals with registered player(s), or registered players themselves having 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.

**By-Law 9**

**Amendments**

1. **Amendments**
   1. 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 regularly scheduled 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).
   2. Any other proposed amendments or alterations to these By-Laws may be presented at the meeting of the Board of Directors. The proposed changes will be voted on at the next regularly scheduled 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).
2. **Notification**

The Secretary shall notify all members 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 copy of these By-Laws and Amendments signed by the President and Secretary shall be 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.