

**Miami Youth Hockey
By-Laws
Adopted August, 2017**

Article I. Name

The name of the organization shall be Miami Youth Hockey, hereinafter referred to as the “MYH”.

Article II. Purpose and Powers

Section 1. Purpose: The purpose of the MYH shall be to provide developmental and competitive youth hockey, emphasizing skating and skill development in a safe and supportive atmosphere, while fostering sportsmanship, respect, teamwork, leadership, friendship, competitiveness and academic achievement.

Section 2. MYH’s Management: The business and affairs of MYH shall be managed by or under the direction of the Director of Hockey who will also serve as President.

Section 3. Powers: MYH shall enjoy all of the rights powers and privileges conferred, or which may hereinafter be conferred by the State of Ohio on corporations without capital stock.

Article III. Mailing Address

The offices and/ or the mailing address of MYH will be 610 S. Oak St. Oxford, Ohio 45056

The mailing address of MYH is in care of Goggin Ice Center, Miami University, 610 S. Oak Street, Oxford, Ohio 45056

Article IV. Miscellaneous

Section 1. Fiscal Year: MYH will operate on a July 1 to June 30 Fiscal Year.

Section 2. Prohibited Transactions: MYH is a non-profit organization and shall not have, issue, or redeem stock or pay dividends. No part of the net earnings of MYH shall inure to the benefit of any director, officer or member, except for the payment of reasonable compensation for services rendered as determined by a majority of those directors who are not receiving compensation from MYH.

Section 3. Dissolution: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 4. Waivers of Notices: Whenever any notice, time place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or these By-Laws, or of a resolution of the Director of Hockey, a written or an electronic (email or text) waiver of notice by the person or persons entitled to such notice, whether before or after time stated therein, shall be equivalent to the giving of such notice. The Secretary of MYH shall file any such waiver with the records of the meeting. Notwithstanding the lack of proper notice, the attendance of any person at a meeting shall be deemed to be a waiver of such person of notice of such a meeting.

Section 5. Contracts and Debts: Contracts and debts in the ordinary course of business at ordinary and customary commercial terms may be entered into, the President, or Treasurer of MYH. Contracts that are not in the ordinary course of business or are not consistent with ordinary and customary commercial terms must be approved by the MYH Director of Hockey.

Section 6. Depositories: All funds of MYH shall be deposited to the credit of Miami Youth Hockey in such banks or depositories and under such terms as determined by Miami University.

Section 7. Property: All MYH property shall be held in the name of MYH.

Section 8. Indemnification and Advancement: MYH shall indemnify its Officers and Directors to the fullest extent permissible by law, and shall advance the payment of litigation expenses for any and all costs arising out of litigation that is brought by reason of the fact that a person was a MYH officer or director without regard to the person's motivation for engaging in the conduct, upon a written undertaking that: (a) litigation expenses are or may be incurred as a result of one's service to the MYH; (b) that the officer or director requesting advancement has not breached any fiduciary, contractual, or other duties to the corporation; and that advancement must be repaid if there is a final judgment that the officer or director has breached a fiduciary duty to MYH.

Article V. Meetings of MYH

Section 1. Special Meeting: Special Meetings of MYH may be held at the call of the President, or any three (3) members of the Board of Directors.

Section 2. Notices:

- A. The Secretary or the President shall issue a call for all meetings of the Corporation.
- B. Notices of all meetings shall be sent by U.S. Mail, Federal Express, UPS, Courier and/or email no later than seven (7) days prior to the date of such meetings.
- C. Meetings of the Board of Directors shall be held at such places in Butler County as may be designated in the Notice.

Section 3. Quorum of MYH: At any meeting of MYH, a quorum shall consist of the lesser of: (a) fifty (50) MYH Members or (b) 20 percent of members with voting rights (Parent Member, Volunteer Member or Honorary Member) present in person.

Article VI. MYH Membership

Section 1. Parent Members – Parents or Legal Guardians of any player duly registered with MYH for the current hockey season, as may be defined by the Board of Directors, from time to time.

Section 2. Volunteer Members – Individuals serving in various MYH volunteer capacities including coaching and administrative, appointed by the Board of Directors during the current hockey season, who are not Parent Members.

Section 3. Honorary Members – Individuals designated by the MYH Board of Directors for conspicuous and meritorious service to MYH, the sport of ice hockey, youth athletics and/or youth advocacy. Honorary Members shall have all the rights and obligations of a Volunteer Member. Honorary Members shall continue from year to year until such time as the designation is repealed by the Board of Directors.

Section 4. Player Members – Any child who is duly registered as a MYH Player during the current hockey season. Player Members shall have no rights or obligations in the management or in the property of MYH, shall have no voting rights and shall not serve on the Board of Directors.

Section 5. Voting membership will be from player registration to player registration and shall automatically terminate upon failure to re-register or be reappointed.

Article VII. Board of Directors

Section 1. MYH shall be governed by the Director of Hockey. The Board shall have input on all matters pertaining to the administration of the MYH.

Section 2. The Board of Directors shall consist of no more than twelve (12) Members. Each Member shall have equal voting power.

Section 3. In order to implement the Updated By-Laws, and to insure an orderly transition in the governance of MYH, initially four (4) members shall be elected to the Board of Directors to two-year terms (New Members), and three (3) current Officers (President, Treasurer and Secretary (Legacy directors)) will remain in their current Officers and Board of Directors positions for a minimum of (1) year.

Section 4. No husband and wife shall serve concurrently as officers or members of the Board of Directors.

Section 5. Directors shall upon their election, immediately enter upon the performance of their duties, and shall continue until their successors shall have been duly elected, or they have resigned or been removed by the Board of Directors as provided herein.

Section 6. Candidates for Board positions will be identified by the Director of Hockey.

Section 7. Vacancies occurring on the Board may be filled by the Board. Such vacancies must be permanently filled for the remaining term.

Section 8. A quorum of the Board shall consist of a majority of members.

Section 9. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Meetings of the Board of Directors, or of any committee designated by the Board, may participate in a meeting of such board, or of such committee by means of telephone or other communications medium provided that all persons participating in the meeting can hear each other. Participation by any person, by telephone or other communications medium, shall constitute presence in person at the meeting.

Section 10. The Board of Directors may act by Unanimous Written Consent. Written records of actions taken by UWC shall be maintained by the Secretary together with the minutes of the MYH Board of Directors.

Section 11. The Board of Directors shall serve without compensation.

Article VIII. Officers

The officers of the MYH shall be the President, the Secretary, and the Treasurer. The Director of Hockey has the authority to appoint other such officers as the Board may deem necessary. The officers of the Association need not be members of the Board of Directors. It is permissible for a single person to serve in no more than two officer positions.

Article IX. Selection of Officers

Officers will be determined by the Board of Directors and will generally serve for a term of one (1) year or such other term as determined by the Board of Directors.

Article X. Duties and Terms of Office of Selected Officers

Section 1. Terms of Office: The term for Board members shall begin immediately after the annual meeting at which the director is elected.

Section 2. President: The President shall:

1. Be the official representative of the Association.
2. Call and preside at all Association meetings.
3. Appoint special committees and officials for any purpose deemed necessary by the Board of Directors.
4. Recommend all committee appointments to the Board.
5. Monitor the assignment of ice time between the different functional divisions.

Section 3. The Secretary: The secretary shall:

1. Publicly announce all meetings of the Association.
2. Diligently prepare the minutes and maintain these and the other documents and records of MYH and the Board.
3. Have general responsibility for all correspondence and notices.

Section 4. The Treasurer: The treasurer shall:

1. Have charge of the finances of the Taylor Metcalf Fund under the direction of the Board.
2. Diligently maintain the records of all funds received and disbursed, pay via check or online banking all accounts, and provide financial reports to the Board of Directors at each Regular Meeting of MYH, including a MYH Annual Financial Statement.
3. Be responsible for the preparation and filing of such annual returns and reports as required by federal, state, and local authorities.
4. Make payment for all expenses relating to the Taylor Metcalf Tournament.
5. Be responsible for seeing that thank-you notes and acknowledgements are written to donors and contributors who make gifts of any kind to the Taylor Metcalf Fund.

Article XI. Administrators & Commissioners

Section 1. League Representatives (BTHL and MYHL): Shall be the President of the Board of Directors, or a person selected by the President of the Board of Directors to a one (1) year term, at any Regular Meeting of the Board of Directors. The League Representatives shall be responsible for representing MYH at all League Meetings, and keeping the Board of Directors informed as to matters discussed or voted on at all Meetings. The League Representatives shall be responsible for filing the required documents with the Leagues regarding MYH players, teams, and programs, and for keeping the Board of Directors informed of League rule changes that affect MYH.

Section 2. Registrar: Shall be appointed by the President to a one (1) year term, at any Regular Meeting of the Board of Directors. The Registrar shall be responsible for maintaining all player records, including player registration documents, player release documents, all MYH team registration documents, directing the administrative activities during the registration of players at MYH Tryout Sessions and Commitment Sessions, and coordinating with the various MYH Level Program Administrators.

Section 3: SafeSport Coordinator: Shall be appointed by the President to a one (1) year term, at any regular meeting of the Board of Directors. The SafeSport Coordinator shall be responsible for monitoring the training of local program administrators and others within the Affiliate, serving as the Affiliate's initial contact for persons reporting suspected abuse, misconduct or other violations, compiling information on disciplinary issues within the Affiliate and, when appropriate, reporting such information to USA Hockey.

Under USA Hockey's Reporting Policy, reports of suspected abuse or actual or perceived violations of the USA Hockey SafeSport Policies may be made to USA Hockey or to the appropriate Affiliate SafeSport Coordinator.

Article XII. Committees of the Board of Directors

Special committees may be appointed as deemed appropriate by the President of the MYH.

Article XIII. Meetings – Board of Directors

Section 1: Regular meetings of the Board of Directors shall be held at minimum, once per quarter at such times as determined by the President of the Board of Directors.

Section 2: Special Meetings may be held at the call of the President, the Secretary, or any four (4) members of the Board of Directors.

Section 3: Members are welcome to attend Board meetings and present items for discussion.

Article XIV. Amendments to the By-Laws

These bylaws may be altered, amended, or repealed and new bylaws adopted by the Director of Hockey with assistance from the Board of Directors.

Article XV. Removal of members of the Board of Directors and Officers

Any Officer, Administrator, or Coach may be removed by the Director of Hockey.

Article XVI. Conduct

Association members shall be responsible for insuring that they, their spouses, their family members, their guests and player(s) conduct themselves and behave in a mature and sportsmanlike manner at all times during which players are participating in Association activities, and that coaches, players, and officials are at all times treated in a respectful and non-abusive manner. In the event that an Association member or their spouse, their family members, their guests or player(s) fail to conduct themselves in the proper manner as required by these By-Laws, the Director of Hockey shall have the authority and power to take appropriate disciplinary action, which action may include but not be limited to, the requirement that the offending party be precluded for a stated period from attending and/or participating in Association games, practices, and other activities. Except in emergency situations, such disciplinary action shall be taken only after all parties concerned shall have been given a reasonable opportunity to be heard before the Director of Hockey. In situations deemed to be an emergency by the Director of Hockey, temporary disciplinary action may be taken immediately, after which the Director of Hockey shall endeavor to provide all parties concerned with the opportunity to be heard before further disciplinary action is taken.

Article XVII. Zero Tolerance

MYH adopts and endorses all policies contained in USA Hockey's SafeSport Program Handbook which contains the Organizations policies and programs related to training, screening and background checks, reporting response and monitoring, and Supervision as well as the USA Hockey Zero Tolerance Policy.