

**BYLAWS**  
**Everett Women's Ice Hockey Association**

**Article I Name**

Section I – Name: The name of the Association is the Everett Women's Ice Hockey Association (hereafter referred to as the "Association").

**Article II Status**

Section I – Incorporation: The Association is incorporated as a nonprofit 501(c) 4 Association in the State of Washington.

Section II: Location: The Association was founded in Everett, Washington on March 8, 2005 and incorporated in the State of Washington.

**Article III Purpose**

Section I: Purpose: The purpose of the Association is to conduct activities which are exclusively for charitable, educational, and athletic purposes including the following:

- a. Proactively encouraging, supporting and coaching women of all ethnic, economic and social backgrounds in such a manner that they can participate in and actively compete with other women in the sport of ice hockey, developing a good sense of sportsmanship, self-confidence, social interaction and team building skills.
- b. Providing training and monies to and for women to continue their education and training in the sport of ice hockey regardless of their ethnic, economic or social background, with an emphasis upon those women who would not normally have access to the game of hockey.
- c. Providing a place for women to learn, grow and excel in the sport of ice hockey.

**Article IV Membership**

Section 1 – Association Full Member: "Full members" is open to everyone who pays dues, travels and participates in hockey practices, competitive tournaments, games and scrimmages (home and away), and who are learning the arts, rules and skills of ice hockey as a sporting activity.

Section 2 – Practice Only Members: "Practice Only Members" is open to everyone who pays dues to participate in hockey practices, but do not travel and participate in competitive away tournaments and games. Practice Only Members are also eligible to play intramural games and scrimmages, and may be eligible to participate in a home tournament or game, should the team be unable to field a complete roster with Full Members, and those learning the arts, rules and skills of ice hockey as a sporting activity.

Section 3 – Association Game Only Members: “Game Only Members” are those who pay a per diem fee to participate in competitive hockey tournaments, games and scrimmages, both home and away should the team be unable to field a complete roster with Full Members and/or Practice Only Members.

Section 4 – Associate Member: Associate members are those who join the association with a desire to support the team in a capacity such as team management; financial supporters, sponsors, and contributors; or those who wish to support the advancement of women’s ice hockey among those ethnic, economic and social groups not normally having easy access to the sport.

Section 5 – Dues and Fees: Except for Associate Members, all membership categories are required to pay dues and/or fees as established by the Board of Directors (e.g., tournament/game fees, Association membership fees, USA Hockey Registration fees, etc.).

Section 6 – Non-Payment: Members who fail to pay their dues as established by the Board of Directors within 30 days of their renewal date shall be dropped. Payment of overdue membership fees will reinstate that member in the Association.

Section 7 – Voting Privileges: Except for Associate Members, paid up members may vote at called business meetings.

## **Article V Fiscal Year**

Section 1 – Fiscal Year: The Association’s fiscal year will be September 1 through August 31 for purposes of membership dues and annual financial statements.

## **Article VI Business Meeting**

Section 1 – Business Meeting: The business meeting of the Association’s membership shall be held at a time and place as deemed appropriate by the Board of Directors, not less than once per fiscal year. The Board of Directors may call a business meeting using written, telephonic and/or electronic notification at which time fiduciary matters may be addressed and brought to the attention of the entire membership and/or action taken as deemed appropriate. Such matters may be dealt with via written response, telephonic and/or electronic means.

Section 2 – Business Meeting Purpose: The purpose of this meeting is to act on such matters as may be presented and to elect board members as deemed necessary.

Section 3 – Meeting Order: The conduct of the annual meeting shall be in accordance with Robert’s Rules of Order Revised.

Section 4 – Quorum: For purposes of conducting business, a quorum will be a majority of the membership (50% plus 1), which includes all membership categories. For voting purposes, a quorum will be a majority of those members present. Voting on association business may take place at a called meeting or via written, telephonic and/or electronic means.

Section 5 – Voting: Except as specified elsewhere in these Bylaws, the majority vote of those members in attendance shall determine passage of the matters under consideration.

Section 6 – Special Meetings: As appropriate, the Board of Directors may call from time to time a special meeting of the membership in order to conduct specific Association business. These meetings may be at a time and place called by the Board or via written, telephonic and/or electronic means.

## **Article VII Board of Directors**

Section 1 – Duties: The Board of Directors is charged with the fiduciary responsibilities for the Association's health and welfare. The Board of Directors shall encourage and nurture communications among its members and prospective constituents, and shall guide and oversee the Association's activities as deemed appropriate by the Board of Directors including but not limited to the following:

- a. Transact the business and activities of the Association.
- b. Establish policies governing the affairs of the Association.
- c. Provide for maintenance of records and files; proper care of materials, funds, equipment and payment of legitimate expenses of the Association.
- d. Appoint or nominate officers of the Association and define duties.
- e. Fill vacancies on the Board of Directors.
- f. Oversee fundraising activities and educational scholarship for women and female youth as stipulated in Article III.

Section 2 – Board Composition: The Board of Directors will be comprised of at least five (5) members, except from the Associate Member category, elected by the membership. An alternate to the Board of Directors may also be elected if such is deemed appropriate by the Board of Directors.

Section 3 – Terms of Office: Board members will serve a two-year term. At least 50% of the board membership should be staggered terms (e.g., two or three members initially elected for one-year terms, the balance elected initially for two year terms).

Section 4 – Re-election: Members elected and serving on the Board of Directors must be a member in good standing. There are no restrictions on the number of terms a Board member may serve.

Section 5 – Removal of Board Members: If an elected member of the Board fails to properly fulfill the requirements and obligations of their office or if they are charged with dishonest conduct, that situation shall be brought before the Board of Directors for investigation. The Board of Directors, through the President, unless the President is the individual in question, shall notify the accused Board member and/or appointed officer or chairman and afford them the opportunity to offer testimony/evidence to disprove the allegations. Should the testimony/evidence or subsequent performance not support continuance in office, the President, or the convening board person, with concurrence of the remaining members of the Board of Directors, shall remove that officer or Board member from office. If the President is the object of the allegations, the Vice President shall chair the Board of Directors procedures.

## **Article VIII Board Nominations and Elections**

Section 1 – Nomination Committee: The Nominating Committee shall be comprised of no more than three (3) current members in good standing, of which no more than one (1) will be currently serving on the Board of Directors.

Section 2 – Board Elections: Election of appropriate candidates for the Board of Director shall take place at the annual membership meeting or be held as stipulated under Article VI.

Section 3 – Nomination Procedures: Members in good standing may submit nominations in writing to the Nomination Committee. All nominations must have the concurring statement of the nominee, signifying willingness to serve and the ability to communicate via electronic media.

Section 4 – Board Elections: Elections will be held at the annual membership meeting, or via written, telephonic or electronic means. The Nomination Committee will submit the list of candidates for consideration to the membership.

Section 5 – Board Vacancy: In the event a vacancy occurs on the Board of Directors, the Board of Directors may appoint a member to fulfill the unexpired term of that board member.

## **Article IX Association Officers**

Section 1 – Officers: The Association's officers are the President, Vice President, Treasurer, Secretary and Player Representative.

Section 2 – Election of Officers: Officers are elected by the membership.

Section 3 – Terms of Office: Officers shall serve at a two-year term as outlined in Article VII sections 3 and 4.

## **Article X Duties of Officers**

Section 1 – President: The President shall serve as the Association's Chief elected officer; shall be responsible for the conduct of and preside over all Association business meeting; shall make appropriate appointments as outlined in the Bylaws and/or shall make such other committee appointments as deemed appropriate for the Association; shall be a co-signature on all contracts or other documents on behalf of the Association as appropriate, along with the Association Treasurer, with the full approval of the Board of Directors in accordance with Article XIII, Section 1, and on all bank accounts in accordance with Article XIII, Section 2; shall perform such other duties and responsibilities commensurate with the position and/or deemed appropriate by the Board of Directors.

Section 2 – Vice President: The Vice President shall fulfill all duties of the President in the event of the President's absence and/or incapacity; shall maintain all membership records; prepare membership reports for the Association's membership; shall serve as a co-signer on contracts and/or bank accounts in accordance with Article XIII, Sections 1 and 2; and/or shall perform such other duties and responsibilities as deemed appropriate by the Board of Directors.

Section 3 – Treasurer: The Treasurer shall serve as the Association’s chief elected financial officer; shall be responsible for the financial integrity of the Association; shall be responsible for providing information to the Association’s membership regarding the financial integrity and health of the Association; shall be responsible for maintaining all financial records including bank statements and audits; shall be responsible for filing all appropriate financial documentation as required; shall be a co-signer on all contracts and bank accounts in accordance with Article XIII, Sections 1 and 2 and such other documents as approved by the full Board of Directors; shall be responsible for all disbursements and related documentation; shall be responsible for receiving membership dues, overseeing fundraising activities and development programs and receiving contributions; shall be responsible for maintaining separate accounts for disbursing scholarships for qualified women and female youth (as outlined in Article III); shall provide the Board of Directors the financial status of the Association including a balance sheet and membership status report at board meetings; shall communicate the Association’s financial status at least once per year to the membership using written, telephonic and/or electronic means; shall oversee a financial audit as deemed appropriate by the Board of Directors; and/or oversee other financial matters as prescribed by the Board of Directors and/or file all necessary financial reports as may be required by other appropriate financial/legal authorities/agencies.

Section 4 – Secretary: The Secretary is responsible for maintaining all records of the Association other than financial records; shall document all Board of Directors Meetings and association business meetings; shall provide written minutes and reports to the Board of Directors and to the membership using written, telephonic and/or electronic means; shall respond to appropriate correspondence; and shall conduct such other business on behalf of the Association as deemed appropriate by the Board of Directors.

Section 5 – Player Representative: The Player Representative shall assist with programs that support sportsmanship including but not limited to overseeing discipline issues, new player orientation, overseeing compliance with tournament rules and regulations, assisting with actively incorporating women and female youth not having easy accessibility to the sport of ice hockey, assist with the education of such members to the sport of ice hockey, and/or such other duties as may be outlined by the Board of Directors.

## **Article XI            Committees**

Section 1 – Committees: The Board of Directors may establish committees as appropriate to carry out the business of the Association. Such committees will serve at the discretion of the Board of Directors and for a period not to exceed guidelines established by the Board of Directors. All committee activities and/or recommended actions must be approved by the Board of Directors.

Section 2 – Standing Committees: the Board of Directors will establish key Standing Committees as appropriate. The Nomination Committee serves as a standing committee.

Section 3 – Committee Chairperson: The Board of Directors will appoint the Chairperson of each Committee or Standing Committee. The Committee Chairperson must be a member in good standing and will serve a one-year term, and may be reappointed on a fiscal year basis. There are no restrictions on the numbers of terms a Chairperson may serve.

## **Article XII            Duties of the Nomination Committee**

Section 1 – Nomination Committee: Concurrent with Article VIII section 3, the Nomination Committee will be responsible for soliciting and qualifying members who have expressed a desire to serve on the Board of Directors. The Nomination Committee Chairperson will provide a report annually of the candidates that are willing to serve on the Board at the membership business meeting, or by written, telephonic and/or electronic means, for consideration by the membership.

## **Article XIII            Financial**

Section 1 – Contracts: All contracts and other documents approved by the full Board of Directors shall contain at least two signatures (co-signers) including the Treasurer and President or Vice President.

Section 2 – Bank Accounts: All bank accounts approved by the full Board of Directors shall carry at least two signatures (co-signers) including the Treasurer and President or Vice President.

Section 3 – Audit Personnel: The Association's President, with the approval of the Board of Directors, will appoint two regular members, not serving on the Board of Directors, with financial and/or association management backgrounds to serve as the Association's auditors. The Board of Directors may also opt to contract with a third party auditing business for a fee to conduct its annual audit.

Section 4 – Audit Frequency: A financial audit shall be conducted annually with the audit findings submitted to the Board of Directors and subsequently a formal report made to the Association's membership.

## **Article XIV            Compensation of Directors or Officers**

No director or officer of the Association, a nonprofit 501(c) 4, shall receive, directly or indirectly, any salary or emolument from the Association either as an officer or director.

## **Article XV            Indemnification**

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association, of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been directors or a director of office of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence, or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

## **Article XVI        Amendments of Bylaws**

Section 1 – Amendments: These Association Bylaws may be amended at any subsequent business meeting by at least two-thirds of the members in attendance, or via written, telephonic and/or electronic means by two-thirds of the total membership.

Section 2 – Process: All proposed amendments and reasons shall be submitted to the Board of Directors prior to the business meeting. Proposed Amendments or Changes to the Bylaws must be distributed to the full membership prior to the business meeting. Adoption of amendments must conform to Article XVI, Section 1 above.

*The above Bylaws were amended and approved by more than two-thirds of the Association Members, effective August 24, 2009.*