

# Parma Hockey Association (PHA)



## Bylaws

**Bylaws/Standing Rules Revision Committee:**

Nicholas Kashi: *Chairman*

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# PARMA HOCKEY ASSOCIATION (PHA)

<http://www.parmaflyershockey.org>

**MISSION STATEMENT:** The Mission of **Parma Hockey** is to develop and maintain the love of hockey in all of its stakeholders; players, coaches, parents, and fans.

We will accomplish this while also providing a safe, secure, and friendly environment that allows the development of each athlete to their greatest potential.

## CONSTITUTION

### Article 1

#### ORGANIZATION

- Section 1. This organization shall be incorporated as a nonprofit corporation, in the State of Ohio and shall be known as the Parma Hockey Association, Inc. hereinafter referred to as the Association.
- Section 2. The principle office of the association shall be located in Parma, Ohio.
- Section 3. Parma Hockey Association shall not discriminate against race, color, creed, sex, or national origin.

### Article 2

#### AFFILIATION

- Section 1. The Association shall be and hereby is affiliated with U.S.A. Hockey, Inc., MidAm District and the Cleveland Suburban Hockey League (CSHL).

### Article 3

#### PURPOSE

- Section 1. The purposes of the Association are:
- a. To encourage good sportsmanship and player confidence through the development of a well-rounded hockey program.

b. To promote and improve the standard of ice hockey in the Parma area and in the state of Ohio.

Encourage youth participation in ice hockey and growth within the community.

## BY-LAWS

**Definitions:** **Executive Committee** - Includes the President, Vice President, Treasurer, Registrar and Secretary

**Board of Directors** - Includes the five (5) Executive Committee members and seven (7) Board members

**Corporate Governance Committee**- Consists of the compliance officer who oversees the committee consisting of (4) board members and (4) general members representing each level, mite, squirt, peewee and bantam.

**General Membership**- All coaches, players, hockey directors, parents and/or legal guardians.

**Associate Membership**- An interested youth hockey supporter, over age 18, in a non-coaching role and without children in the association.

### Article 1

#### MEMBERSHIP

Section 1. Membership may be given to any person prescribing to the purpose of the Association,-providing sections 2-4 are met.

Section 2 Voting members must be in good financial standing with the association in order to vote by ballot in the general election.

Section 3 Good financial standing shall be defined as either all assessments and other charges are paid in full; or financial arrangements, acceptable to and approved by the Executive Board, have been made and are current.

Section 4 An annual membership shall commence on the first day of try-outs to be concluded following the first day of try-outs in the successive season, or upon a player being granted a release from the association.

Section 5 All association rostered coaches shall be considered general members with full privileges.

Section 6 Any interested youth hockey supporter, over age 18, in a non-coaching role without children in the association can become a non-voting associate member for a pre-determined fee as listed in the standing rules.

Section 7. An honorary life membership may be granted to any person approved by

the Board of Directors. This shall include paid up dues and all privileges.

Section 8. Should any member conduct himself/herself in a manner unbecoming to the Association, he/she is subject to review and possible suspension or expulsion by a majority vote of all members present at the Board of Directors meeting in compliance with article 7 section 2. This will be determined via a formal written complaint, which is presented to the Board of Directors by the compliance officer; all reinstatements shall be handled by the Board of Directors.

Section 9. No member shall claim rights in this Association or assets.

## Article 2

### **FEES**

Section 1. Membership fees shall be determined annually by the Board of Directors. The fee structure will be determined via the projected financial statement, which is prepared annually by the treasurer and reviewed and approved by the Board of Directors.

Section 2. Players, upon payment of registration fees , shall receive a family membership including both parents and/or guardians and all players under eighteen. Membership shall conclude following the first day of try outs for the successive season or following release by the Board of Directors.

Section 3. Any person 18 and over interested in youth hockey and in furthering the goals and objectives of the association who is not eligible to join as a voting member is encouraged to participate as an associate member. They are eligible to express opinions and participate in discussions at meetings.

## Article 3

### **GOVERNMENT**

Section 1. The governing body of the Association shall be the Board of Directors and a compliance officer. The Board of Directors of the Association shall consist of five officers and seven directors. The Executive Committee is comprised of the President, Vice President, Secretary, Treasurer, and Registrar.

Section 2. The Board of Directors, acting as a body and not as individuals, has charge of all funds and properties of the Association and shall have general control and supervision of all affairs of the Association.

Section 3 The Board of Directors shall comply with all applicable publicly disclosed Corporate Governance, Code of Business Conduct and Ethics, Conflict of Interest and Confidentiality Policies and Guidelines of the Association.

Section 4 The Compliance Officer shall provide guidance to the Board of Directors and business affairs of the Association, as described in Article 4, Section 6.

Section 5 Any member holding position in the Association, which shall include, but not be limited to, Board of Directors, Executive Officer, Hockey Director, Compliance Officer, Coach, Assistant Coach or Manager, found in violation of the Code of Conduct, shall be subject to immediate disciplinary action by the board of directors. Said action shall be handled on a case by case basis but is likely to result in dismissal from the position that they currently hold.

Section 6. The Board of Directors of the current term shall:

- a. be responsible for appointing three general members annually to the Auditing Committee. They may not be members of the Board of Directors. The annual report of the Auditing Committee shall be completed prior to the new budget and may be reviewed by the membership after the completion. The Auditing Committee will be responsible for verification of the final treasurer's report of the previous fiscal year by following the annual financial audit procedures.
- b. form committees, monitor their progress and select a chairperson of each committee. Committee chairperson has final say in selection of committee membership.
- c. on or about the February Board meeting, which will be announced via written notice to the general membership, accept and review and interview applicants for hockey director.
- d. at the April board meeting the position of Hockey Director will be filled.
- e. beginning April 1<sup>st</sup>, coaching applications will be made available and advertised via written notice to the general membership.
- f. accept applications, review, and select team coaches on a yearly basis.
- g. approve the seasonal developmental plan of the Hockey Directors.
- h. enforce Association principles of good sportsmanship and good conduct when necessary.
- i. assume responsibility of at least one standing committee.
- j. maintain records of committee activity and provide to successor with the understanding that they are association property.
- k. provide any requested records to the audit committee upon request. Failure to comply within 30 days shall result in revocation of board position. Further, said individual will be placed as a member not in good standing revoking all voting privileges until said records are produced.
- l. if necessary, select a board member, who is a Parma resident, to represent the Parma Hockey Association.

#### Article 4

### **EXECUTIVE COMMITTEE AND COMPLIANCE OFFICER**

Section 1. The President, as chief executive of the Association shall:

- a. supervise the Association's affairs and activities.
- b. set priorities and goals for the Board of Directors on an annual basis.

- c. preside at all general and executive meetings.
- d. enforce and up hold the By-laws, and Standing Rules of the Association.
- e. vote only in case of a tie at both executive and general meetings; with the exception of the Board of Director annual elections.
- f. give written approval to League for person or persons voting rights.
- g. control the use of the trademarked association logo.

Section 2. The Vice President shall:

- a. in the event of the absence or inability of the President to exercise his/her office, becomes acting President of the Association with all the rights, privileges and powers, as if he/she had been the duly elected President.
- b. serve as ex-officio of all committees.

Section 3. The Secretary shall:

- a. give notice of all regular and special meetings and shall keep a permanent record of minutes of such meetings.
- b. be the custodian of all official record and correspondence.
- c. manage the Association archives both manually and electronically.
- d. send an electronic draft of the meeting minutes to all members of the board of directors no less than one week prior to the following regular scheduled board meeting.
- e. present the minutes of the previous meeting in writing for approval by the Board of Directors.

Section 4. The Treasurer shall:

- a. be responsible for the Association's funds and keeping of accounts by generally accepted method of accounting practices in such a manner that the financial condition of the Association can be determined with accuracy at all times.
- b. be responsible for timely payments and deposits as required.
- c. prepare current written financial reports to be presented to the board or directors at each regularly scheduled meeting. This report will be made available to members upon request.
- d. prepare an annual budget proposal prior to the June meeting to be reviewed and revised by the Board of Directors.
- e. maintain nonprofit status by filing federal and state requirements.
- f. on a quarterly basis, meet with the registrar, to compare and reconcile all membership receipts and records.
- g. be bonded for a sum, to be determined by the Board of Directors, should USA hockey discontinue this service.

Section 5. The Registrar shall

- a. be responsible for player and team registration as required by governing bodies.
- b. be responsible for the timely documentation of membership fees
- c. be responsible for compiling official USA Hockey Rosters for submission to CSHL officials for purposes of pre-season, regular

- season, spring season and tournament play so as to maintain USA hockey insurance requirements for all players and coaches.
- d. maintain permanent records of all rosters produced by the association. Said records should be kept as both paper and electronic copies.
- e. on a quarterly basis, meet with the treasurer, to compare and reconcile all membership receipts and records.
- f. be bonded for a sum, to be determined by the Board of Directors, should USA hockey discontinue this service.

Section 6      The Compliance Officer shall provide guidance on the activities of the Board of Directors and business affairs of the Association, including but not limited to:

- a. oversee the Audit, Nominating and Teller committees of the Association; as well as Chair the Corporate Governance Committee.
- b. coordinate internal investigations and any resulting corrective actions by coordinating said investigations with either the President or Vice President. Should such investigation involve both officers, then the entire compliance committee should be called to establish how to proceed.
- c. develop policies that encourage Directors and Membership to report suspected fraud and other improprieties without fear of retaliation.
- d. maintain current knowledge of Federal, State and Local laws and regulations, keeping abreast of recent changes.
- e. respond to government investigations and queries as the principal point of contact as guided by the executive board and/or the board of directors.
- f. provide guidance to the board of directors and Association membership on compliance issues.
- g. coordinate internal compliance review and monitoring activities.
- h. monitor external audit review processes, maintaining awareness of compliance issues, and in conjunction with the Board of Directors, respond to Membership inquiries related to compliance issues or audits.
- i. the compliance officer has no voting privilege for any board decision at any time.

## Article 5

### **HOCKEY DIRECTOR**

Section 1.      The term for Hockey Director will be for two (2) years with one (1) position open for appointment, by the Board of Directors, on a yearly basis.

Section 2.      Candidates for the position shall have experience as a hockey coach, hockey player or youth hockey administrator. Candidates shall submit their desire to serve as a Hockey Director in writing to the President and/or Vice President no later than Fourteen (14) days prior to the February board meeting.

- Section 3. He/she shall accept applications for coaching positions, review qualifications, direct the interview process in conjunction with the Board of Directors and certify that all coaching candidates are appropriately certified to USA Hockey.
- Section 4. The Hockey Director(s) shall present the candidates and his/her coaching recommendations for approval to the Board of Directors.
- Section 5. No member of the current Board of Directors shall serve as the Hockey Director.
- Section 6. The Hockey Director(s) shall be the Association Coaching Education (ACE) directors for the association, per USA Hockey guidelines.
- Section 7. The Hockey Directors shall present a tryout plan to the Board of Directors, for approval, at least 30 days prior to the beginning of tryouts.
- Section 8. The Hockey Directors shall coordinate the programs of PHA for all levels of play. The Hockey Director will also work with the coaches to assess skill levels for each team and shall recommend the team's level of play.
- Section 9. The Hockey Directors will present a season developmental plan at least thirty (30) days before tryouts. The Board of Directors will work with the Hockey Director to accomplish their goals.
- Section 10. The Hockey Directors shall be required to attend all board meetings in accordance with the Board of Directors attendance requirements.
- Section 11. The Hockey Director position is separate from the Board of Directors and as such shall have no board voting privileges.

Article 6  
**NOMINATIONS AND ELECTIONS**

- Section 1. At the January board meeting, not less than thirty (30) days prior to the annual election, the Board of Directors shall appoint a Nominating Committee consisting of three (3) general members in good standing. Their responsibility is to compile a list of qualified candidates. No candidate shall be eligible for the Nominating Committee.
- Section 2. The nominating committee shall require the Registrar to have available for inspection a list of eligible (dues/fees have been paid in full) voting members not less than fifteen (15) days prior to the annual election.
- Section 3. Not less than two (2) weeks prior to annual election the nominating committee shall prepare a ballot, in writing and posted on the association website, the list of nominees seeking office in the Association. The Nominating Committee will be responsible for the distribution and



collection of all absentee ballots as per the By-Laws.

- Section 4. At the time of the annual election the President shall appoint a Teller's Committee consisting of three (3) members. No member on the Teller's Committee shall be a member of the Board of Directors or the Nominating Committee, or be a nominee. No family member of a candidate shall be eligible for appointment to the Teller's committee. The Nominating Committee shall furnish a printed list of candidates to the eligible voters present and this list shall be the official ballot. Floor nominations may be added to the official ballot, as a write in, prior to the elections. No member shall be listed on this ballot more than once. Spouses shall not be eligible to serve on the board of directors simultaneously. The Teller's Committee shall inspect all ballots and announce the winners. No numerical total shall be given and this information shall be kept confidential (See Section 8). It shall be the duty of the Teller's Committee to keep the ballots, for thirty (30) days after the election.
- Section 5. At the annual election there shall be elected officers, a President, Secretary, Registrar during odd years and the Vice President and Treasurer the even years. Terms of office for these officers shall be for two (2) years. To complete the Board of Directors there shall be elected seven (7) Directors, to be elected in the following manner: four (4) Directors shall be elected in the even years and three (3) Directors shall be elected in the odd years. The Compliance Officer shall be elected in the odd years, with a term of office to be for two (2) years.
- Section 6. Voting shall be by any member, 18 years or older, that is eligible, (dues/fees have been paid in full). No person shall cast more than one ballot. No family shall cast more than two ballots. Proxies will not be recognized. Absentee ballots must be turned in to the Chairperson of the Nominating Committee no later than five (5) days prior to the election. Such ballots are to be in the hands of the Teller's Committee, in a sealed envelope, the day of the election.
- Section 7. Officers and Directors shall take office at the May general meeting. The term of office shall be two (2) years, All Officers and Directors shall agree to the terms and sign an individual Officer or Director Agreement with the Association, no later than the May general meeting at which they take office.
- Section 8. Full election results of the annual election will be tabulated, sealed by the Teller Committee and held in confidence until the following General Election. In case of vacancy on the Board of Directors, with the exception of the President, the Teller Committee will convene, review the results from the most recent election and notify the Board of the next eligible candidate who earned the highest vote count to fill the vacant position. The appointee shall fill the unexpired term. In the event there are no further eligible candidates, from previous General Elections will be sought. In this situation, the President shall present to the Board of Directors for the selection of majority vote a list of no fewer than three (3) candidates based on nominees from previous general elections. The appointee shall

fill the unexpired term. Should a vacancy occur in the Presidency, the Vice President shall fulfill his/her term. The Board can vote to leave a position open as long as the entire Board does not fall below nine (9) members and the remainder of said term does not exceed sixty days.

- Section 9. To be eligible for the office of President, a person must have served nine (9) months on the Board of Directors or as a Hockey Director and be a resident of the city of Parma, if the Vice President is NOT a resident of Parma.
- ~~Section 10. To be eligible for the office of Vice President, a person must be a resident of the city of Parma~~
- Section 10. To be eligible for the office of Vice President, a person must be a resident of the city of Parma if the President is NOT a resident of Parma..
- Section 11. To be eligible for the office of Treasurer, a person must be a general member of the Parma Hockey Association, in good standing; the previous year, have an accounting background and computer experience.
- Section 12. To be eligible for the office of Registrar, a person must be a general member of the Parma Hockey Association, in good standing; the previous year, have computer experience and be well organized.
- Section 13. In case of a tie in the election of any Board Member, new ballots will be mailed only to those members that voted in the aforementioned election. Said ballots should be returned to the nominating committee on specified dates. Any member who is mailed a ballot may return ballot in sealed envelope with their signature affixed by another voting family member in good standing in the case of work obligations or personal illness.
- Section 14 The annual election of the Association shall be held no later than February 28<sup>th</sup>. Thirty (30) days notice of the election date will be given, in writing and on the association website. Run-off elections should be completed no less than three weeks following the general election.
- Section 15 All individuals seeking a position on the Board of Directors will be subject to a background check. Any individual found to have a criminal background will be ineligible for election.

## Article 7 **MEETINGS**

- Section 1. General meetings shall be held monthly during the calendar year. Meetings of the Board of Directors shall be held the first week of each month. An additional meeting, if necessary, shall be held at the call of the President. At all meetings of the Board of Directors, two-thirds (2/3) of the Board of Directors must be present to constitute a quorum. A segment of the Board of Director's meeting may be closed to the general membership by a two-third (2/3) vote of the Board of Directors present for discussion of the matters best kept confidential. The

minutes of this segment of the meeting shall be kept confidential.

- Section 2. Special meetings of the membership or the Board of Directors, or Executive Board may be called at the President or acting president's request.
- Section 3. Any member of the Board of Directors who shall fail to attend three (3) regularly scheduled board meetings (May through April) may be suspended from the Board of Directors. Within thirty (30) days after the date of the suspension, said member shall show reasonable cause as determined and agreed upon by the Board of Directors, for failure to attend any one or more of the said three (3) meetings or his/her name shall be removed from the Board of Directors. He/She shall be notified of any action in writing by the Secretary.
- Section 5. Any member of the Board of Directors shall be exempt from attendance rule in the instance of a league sanctioned game (not to include exhibition games) so long as said member returns to the meeting immediately following a home game.

Article 8  
**RULES OF ORDER**

- Section 1. Robert's Rules of Order shall govern the proceedings of all meetings of the Association and its constituted parts except as provided by these Bylaws.

Article 9  
**DELEGATIONS**

- Section 1. Delegations or special committees shall be appointed by the President, subject to the approval of the Board of Directors, to represent the Association at any convention, meeting or assembly. Such delegations or committees shall exercise those duties as considered in the best interest of the Parma Hockey Association.

Article 10  
**DISSOLUTION**

- Section 1. Upon dissolution, all assets will be distributed to a tax exempt charity, per board approval, pursuant to Section 501 (C)(3) of the Internal Revenue Code of 1954 amended.

Article 11  
**AMENDMENTS**

- Section 1. These By-laws may be amended by a vote of two-thirds (2/3) of the

members present at any general or special meeting provided written notice of the proposed action has been given each member at his last known address/email address at least fifteen (15) days prior thereto. Amendments and/or changes shall become effective upon the adjournment of the meeting at which they were adopted.