



**BYLAWS
OF
MID-SOUTH AMATEUR HOCKEY ASSOCIATION**

ARTICLE I

1. NAME

1.1. The name of this Association shall be the “Mid-South Amateur Hockey Association”, hereinafter called the “Association”. The official abbreviation shall be “MAHA”.

ARTICLE II

2. PURPOSE

2.1. The purpose of MAHA, in addition to any purposes set forth in the Articles of Incorporation of the organization, is as follows:

- a.** To help foster the personal growth of the youth in the Mid-south region through the sport of hockey.
- b.** To promote the sport of ice hockey among the youth of the greater Mid-South region (Northern Mississippi, Western Tennessee, and Eastern Arkansas).
- c.** To organize, for this purpose, a body for carrying out the aims of promoting the sport of hockey and for obtaining facilities for a program of promotion, training, and playing of hockey and all other activities relating or beneficial in any way to the sport of hockey.
- d.** To organize participants in the sport of hockey into teams and leagues and to provide coaching, officiating, and all other activities necessary for the orderly participation in the sport of hockey.
- e.** To develop, implement, and maintain a Screening and Abuse Policy, and other such policies as required by USA Hockey which assures MAHA participants that its coaches and administrators comply with principles and standards of conduct established by MAHA.
- f.** To develop one of the best hockey programs in the United States.
- g.** To manage programs that are highly competitive and affordable.
- h.** “Notwithstanding any other provision of the articles of incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code 1954 or the corresponding provision of any future United States Internal Revenue Law of (b) by a cooperation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.”

ARTICLE III

3. NON-PROFIT STATEMENT

3.1. This Association shall be a non-profit corporation, shall have no capital stock, and shall not be conducted for financial gain.

ARTICLE IV

4. MEETINGS

- 4.1. **Adverse Interest:** In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his/her vote.
- 4.2. **Regular Meeting:** The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.
- 4.3. **Special Meeting:** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days notice by email.
- 4.4. **Informal Action:** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.
- 4.5. **Removal/Vacancies:** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his/her predecessor, or until a successor has been elected and qualified.
- 4.6. **Committees:** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

ARTICLE V

5. BOARD OF DIRECTORS

- 5.1. **Number of Directors:** The Association's Board of Directors shall consist of up to thirteen (13) Board members ((12) Directors and the President) with the twelve (12) directors elected by the membership. The Board of Directors shall elect a President, Vice-President, Treasurer and Secretary at the first meeting following the election of the Board of Directors.
- 5.2. **Duties:** Without restricting or limiting the duties imposed by law, by the MAHA Articles of Incorporation, or by the Constitution and governing documents of USA Hockey, the duties of the Board of Directors shall include, but are not limited to, the following:
 - a. Elect the officers of MAHA.
 - b. Review, approve, remove or revise a Member's status in MAHA.
 - c. Adopt, amend, revise, or repeal the Bylaws, Policies and Guidelines of MAHA.
 - d. Affirm or remove suspensions in accordance with the policies and guidelines of MAHA and USA Hockey.
 - e. Enforce the Bylaws, policies and guidelines of MAHA and USA Hockey.
 - f. Remove from office any Officer by majority vote.
 - g. Temporarily fill the vacancy of any office caused by any reason.
 - h. Establish and collect fees.

- i. Ratify any temporary ruling by the President, Officers or Standing Committee(s) acting on the authority of the Board of Directors.
 - j. Have access to all MAHA financial records; review all MAHA expenditures and collections.
- 5.3. Election and Term of Office:** Mailed/Electronic ballots sent to the membership during the month of May each year shall elect the Directors for the following year. Such ballots, when returned by the membership, shall be counted by the Secretary and a minimum of one other member of the Association and the results of the election announced at the annual meeting. In case of a tie for the last Director's slot, a runoff election shall be held. Ballots shall be retained for the calendar year. Alternates shall be the candidates not elected to the Board and shall be eligible to fill vacancies on the Board ranked according to votes received. In the case of a tie among the next alternate the existing Board will cast a secret ballot to determine the next alternate to fill a board vacancy. If the number of applicants is less than the number of openings, no election will take place. In this event, the Board will be notified and applicants will be seated at the beginning of the next term. The term of office of such Directors shall be two (2) years. Each year six (6) members of the Board of Directors shall be elected.
- 5.4. Voting:** Each Director shall be entitled to one (1) vote. In the event of a tie, the MAHA President shall cast the tie-breaking vote; provided, however, that he/she may not cast a vote both as the President and as a Director on any matter coming before the Board. Only one member per family will be on the Board of Directors at any given time.
- 5.5. Removal or Vacancy:** The Membership shall have the power to remove a Board member of the corporation with a majority vote. Any vacancy that occurs for any reason may be filled by a majority vote of the Membership.

ARTICLE VI

6. OFFICERS

- 6.1. Number of Officers:** The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. No one person may hold more than one office.
- 6.2. Duties:** Without restricting or limiting the duties imposed by law, by the MAHA Articles of Incorporation, or by the Constitution and governing documents of USA Hockey, the duties of the Officers shall include, but are not limited to, the following:
- a. **The President** shall be the principal Standing officer of MAHA and shall, in general, supervise and control all the business and affairs of MAHA. The President shall have, but is not limited to, the following powers and duties:
 - i. Presiding at all meetings of the Registered Members and of the Board of Directors at which he/she is present.
 - ii. The power to call special meetings of MAHA, at his/her discretion.
 - iii. The power to determine questions arising from emergencies not provided for in the Bylaws or Rules and Regulations of MAHA until such time as they may be acted upon by the appropriate MAHA Standing Committee or the MAHA Board of Directors.
 - iv. Attending and representing MAHA in other hockey meetings, including the USA Hockey Annual Meeting, SYTHL (Southern Youth Travel Hockey League) meeting and Southeastern District meetings.

- v. Shall be an ex-officio member of all Standing Committees unless he/she otherwise qualifies to be a member of any such committee.
 - vi. Shall sign, with the Secretary or other proper officer of MAHA as authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of MAHA.
 - vii. Shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- b. **The Vice-President** shall have the following powers and duties:
- i. In the absence of the President or in the event of the President's inability or written abstention, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
 - ii. Shall serve as the chairman of the MAHA Disciplinary Committee.
 - iii. Perform such other duties as may be prescribed by the Board of Directors or the President from time to time.
- c. **The Secretary** shall have, but is not limited to, the following powers and duties:
- i. Shall be custodian of the corporate records of MAHA.
 - ii. Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.
- d. **Treasurer** shall have, but is not limited to, the following powers and duties:
- i. If required by the Board of Directors, he/she shall give a bond for the faithful discharge of Treasurer's duties in the sum and with such surety or sureties as the Board of Directors may determine.
 - ii. Shall have charge and custody of and be responsible for all funds and securities of MAHA.
 - iii. Shall be responsible for receivables and receipts from monies due and payable to MAHA from any source whatsoever, and deposit all such monies in the name of MAHA in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
 - iv. Shall be responsible for filing all required financial statements, returns or other documents as may be required by government agencies to which MAHA has responsibility.
 - v. Shall be responsible for facilitating the preparation, maintaining and distribution of monthly MAHA financial reports to the Board of Directors and Officers.
 - vi. Prepare and submit an annual operating budget to the Board of Directors.
 - vii. Ensure an audit of MAHA's financial records is completed as required by law or as requested by action of the Board of Directors.
 - viii. Ensure that MAHA's nonprofit status with Federal and State authorities is maintained.
 - ix. Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

- 6.3. Election and Term of Office:** The officers shall be elected annually by the Board of Directors. Each officer shall serve a two-year term or until a successor has been elected and qualified, with the terms of officers scheduled to expire on alternating years. Terms of office for all officers and directors shall coincide with the Association's fiscal year - January 1st through December 31st. The President and Secretary will expire on even numbered years, with the Vice-President and Treasurer expiring on odd numbered years.
- 6.4. Removal or Vacancy:** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by a majority vote of the Board of Directors.

ARTICLE VII

7. MEMBERSHIP

- 7.1. General:** MAHA is open to any adult persons, 18 years of age or older, who desires to promote ice hockey in the Mid-South region and having enrolled in at least one hockey program conducted at the Mid-South Ice House (MSIH) for the registration year, either individually or for one or more dependents. Membership fees shall be paid directly or may be included in the registration fee of a player.
- a. Example:** Family of 4; three total votes.
- i. Parent 1:** 35 years old and registered for the Adult Novice league for the registration year. **(1 individual vote awarded)**
 - ii. Parent 2:** 37 years old and not registered for any hockey programs conducted at the MSIH for the registration year. **(No individual vote awarded)**
 - iii. Child 1:** 12 years old and registered for the 12U travel program for the registration year. **(1 dependent vote awarded; submitted by either parent 1 or 2)**
 - iv. Child 1:** 6 years old and registered for the Learn to Play program for the registration year. **(1 dependent vote awarded; submitted by either parent 1 or 2)**
- 7.2. Fees:** The MAHA Board of Directors shall establish fees to be paid by each Registered Member. Such fees shall be based upon an approved annual budget, which will be established by directors and presented and accepted at a MAHA Board of Directors meeting scheduled by the Board. Dues and fees shall be paid in full by midnight December 31 of the playing year. Failure to pay fees as prescribed shall cause the loss of good standing of the Registered Member and may result in suspension or expulsion from MAHA.
- 7.3. Status of Membership:** Membership in the Association shall be personal and shall not survive the death of any individual person. Membership shall not be transferable by any means.
- 7.4. Voting Allocation:**
- 7.5.** For purposes of voting, each registered member shall have one vote.
- 7.6.** All registered members with MAHA shall, by their registration, be deemed to have indicated their willingness to comply with the Bylaws and the policies, guidelines, rules, and regulations of MAHA and USA Hockey, and shall be subject to the policies, guidelines, rules, and regulations thereof.
- 7.7.** The MAHA Board of Directors shall have the right and discretion to refuse membership in MAHA.

ARTICLE VIII

8. CORPORATE SEAL

8.1. The Association shall not have a corporate seal.

ARTICLE IX

9. AMMENDMENT TO BYLAWS

9.1. The bylaws may be amended, altered, or replaced by the Board of Directors by a majority quorum vote at any regular or special meeting.

ARTICLE X

10. INDEMNIFICATION

10.1. Any Director or Officer who is involved in litigation by reason of his/her position as a Director or Officer of this corporation shall be indemnified and held harmless by the Association to the fullest extent authorized by law as it now exists or to the extent that it may subsequently be amended.

ARTICLE XI

11. CONFLICT OF INTEREST

11.1. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

- a.** The interest of such Officer or Director is fully disclosed to the Board of Directors.
- b.** No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- c.** Any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
- d.** Payments to the interested Officer or Director shall be reasonable and shall not exceed fair market value.
- e.** The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XII

12. DISSOLUTION

12.1. Dissolution of the Association will require a 2/3rd's majority vote of the Board of Directors. Upon dissolution, all Association liabilities will be paid, and all remaining assets distributed to one or more local non-profit programs promoting amateur sports of youth causes which have been recognized as a 501(c)(3) organization(s) by the Internal Revenue Service. The Board of Directors will distribute the remaining assets of the Association at the final meeting.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on _____.

_____, Secretary