



# **LAHA Constitution & Bylaws**

Updated July 2018

## Article I – USA Hockey Preeminence

Lane Amateur Hockey Association (“LAHA” or Association”), an Association of the Association Oregon Hockey Association under USA Hockey, Inc., shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of LAHA. Further, LAHA (i) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of USA Hockey:

1. **Sportsmanship.** Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
2. **Respect for the Individual.** Treat all others as you expect to be treated.
3. **Integrity.** We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
4. **Pursuit of Excellence at the Individual, Team and Organizational Levels.** Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.
5. **Enjoyment.** It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
6. **Loyalty.** We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
7. **Teamwork.** We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

## Article 2 – Indemnity

Lane Amateur Hockey Association (LAHA), an Association of the Affiliate Oregon State Hockey Association under USA Hockey, Inc., shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys’ fees charges and

expenses whatsoever, arising from the acts and omissions of LAHA, except to the extent (i) that USA Hockey or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey.

Further, LAHA understands and acknowledges that USA Hockey and its representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

USA Hockey shall reasonably cooperate with the Association in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request; provided, however, that such cooperation shall not require USA Hockey to incur any out of pocket expense not reimbursed by the Association.

### **Article 3 – USA Hockey Required Principles**

**A. Membership.** All Registered Participant Members of LAHA (players and coaches), as a condition of membership in good standing with LAHA, shall also be required to be Registered Participant Members in good standing with USA Hockey. "Registered Participant Members" is a defined term in USA Hockey Bylaw 1 and LAHA incorporates that definition, as amended from time to time, into these Bylaws.

**B. Government.** The government and authority of LAHA shall be vested in a Board of Directors composed of at least three representatives, as determined by LAHA, selected through an annual democratic election process. A majority of the Board must always be composed of representatives selected by such election process. The officers of LAHA, selected by the Registered Participant Members or the Board of Directors, shall include at least a president, vice president and secretary-treasurer. It is recommended that the terms of directors and officers be staggered.

**C. Voting.** Each Registered Participant Member of LAHA shall be entitled to one vote in the process adopted by the Association for the election of its Board of Directors. The process adopted by the Association for the election of its Board of Directors shall be based upon the premise that each Registered Participant Member of LAHA shall be entitled to one vote. The manner of any voting by proxy shall be stated in writing and shall be subject to the approval of the Executive Committee of USA Hockey.

**D. Annual Meetings.** Any action(s) or policy(s) adopted or requested to be adopted by the Board of Directors or the officers of LAHA shall be reported to its membership, or their duly authorized representatives, at least once each year at a meeting called for such purpose, with notice and agenda of such meeting being given to all members of LAHA no less than fifteen (15)

days in advance of the holding of the meeting, which meeting shall be open to all members of LAHA.

**E. Financial Reports Dues and Assessments.** When requested, LAHA shall provide to the Executive Director of USA Hockey a financial report of operations, and all dues and assessments by LAHA shall be reasonable in relation to the programs it offers to its members.

**F. Publication of Constitution and Bylaws.** LAHA shall annually distribute, or make available online, to its members, copies of its constitution, bylaws and other governing documents, and all amendments thereto. Copies shall also be available upon request.

**G. Equal Opportunity/Suspension of Registered Participant Members and/or Others Without a Hearing.** LAHA must provide an equal competitive opportunity taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin. LAHA shall provide for the prompt and equitable resolution of grievances of its members, including fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate, in accordance with USA Hockey Bylaw 10. LAHA may impose a summary suspension only in those circumstances permitted by USA Hockey Bylaw 10. Any hearing following a summary suspension shall be conducted in accordance with USA Hockey Bylaw 10.

**H. Insurance.** LAHA agrees, at all times throughout the term of this Agreement, to be covered by the general liability insurance policy and any other policies maintained by USA Hockey. USA Hockey shall inform LAHA of the limits of that policy, and of the changes to those limits which may be made by USA Hockey at its sole prerogative. LAHA retains the right to obtain whatever additional insurance coverages it may desire, at its own expense, but agrees to name USA Hockey as an additional insured thereof.

**I. 501(c)(3) Status.** LAHA shall at all times during the term of this Agreement maintain its tax exempt status under Section 501(c) (3) of the Internal Revenue Code, and shall cooperate with USA Hockey in the event that USA Hockey and LAHA deem it advisable for LAHA to be included in a group exemption letter.

**J. Abuse.** LAHA shall adopt policies prohibiting sexual, physical and emotional abuse which meet certain minimum criteria established by USA Hockey (subject to any contrary requirements contained in state or local law applicable to LAHA).

## **Article 4 – USAH Association Name**

The name of this USA Hockey Association organization shall be THE LANE AMATEUR HOCKEY ASSOCIATION, INC., d.b.a. LANE AMATEUR HOCKEY ASSOCIATION AND/OR EUGENE JR. GENERALS (LAHA), and shall be referred to hereafter as the "ASSOCIATION" or "LAHA".

## **Article 5 – Purpose**

The purpose of LAHA shall be to:

1. Promote the sport of amateur ice hockey in the State of Oregon in compliance with the USA Hockey Bylaws, Rules and Regulations and Policies.
2. Make the sport of ice hockey available to all amateur participants, regardless of race, sexual orientation, gender or religious affiliation as defined by USA Hockey at an affordable cost at all levels of participation.
3. Develop and encourage sportsmanship and fellowship among players for the betterment of their physical and social well being.
4. Supports expectations in recruiting, player development, coaches training, officials training, communication and overall governance of the sport of amateur ice hockey in the State of Oregon as defined in the LAHA Guidebook and within the guidelines, rules and regulations set forth by Oregon State Hockey Association, the Pacific District and USA Hockey.
5. Do any and all things as are incidental or conducive to the attainment of the above purposes and objectives.

## **Article 6 – Office**

The location of the principal office of this Association shall be located at the Rink Exchange in Eugene, OR unless otherwise approved by the Board of Directors.

## **Article 7 – Non-Profit Status**

This Association shall have no capital stock and shall not be conducted for profit. Furthermore, this Association shall maintain its nonprofit status registration in the State of Oregon pursuant to Internal Revenue Code Section 501 (c) (3) of 1954 (or corresponding provisions of future laws), and such other State law applicable to non-profit corporations.

## **Article 8 – Membership**

### **SECTION 1: QUALIFICATIONS FOR MEMBERSHIP**

For the purpose of regular membership, an active amateur ice hockey association must be duly incorporated as a non-profit entity within the State of Oregon. For-profit ice sports facility associations must be registered business entities within the State of Oregon.

### **SECTION 2: MEMBERSHIP**

NON-PROFIT MEMBER ASSOCIATION: Must be duly incorporated in the State of Oregon as a non-profit entity, and designated as either a 501(c)3 or 501(c)(7) organization.

### **SECTION 3: MEMBER REQUIREMENTS**

LAHA must properly register its teams with USA Hockey and comply with the Bylaws, Constitution, Policies and Rules and Regulations of LAHA and USA Hockey. LAHA shall maintain the criteria of a Member Organization. Such criteria shall include, but are not limited to the following:

1. Non-profit organizations must have a board of directors.
2. The organization's operations must be consistent with and follow the Bylaws, Rules and Regulations, and Policies of USA Hockey and OSHA.
3. The organization must demonstrate the financial capacity to operate the programs as presented in their application.
4. The organization must be able to provide or access sufficient ice consistent with the size of its program.
5. Non-profit organizations must maintain director and officer (D&O) and liability insurance, and name LAHA as an additional insured. Organizations serving youth players must be able to demonstrate an internal development program for current and future players consistent with USA Hockey's American Development Model (ADM).
6. The Member must be a Member in Good Standing.
7. Member associations must submit annual proof of good standing as a registered Oregon business entity (non-profit or for-profit). Non-profit member organizations must submit governing documents (bylaws, constitutions, rules/guides, etc.) and annual Form 990

filings, and are subject to periodic review and audit with any associated cost born by the Member.

#### **SECTION 4: CONTINUANCE OF MEMBERSHIP**

Membership in the Affiliate requires submission of an annual membership report due prior to the annual meeting.

### **Article 9 – Suspension and Expulsion of Members**

Any violations of the Constitution and Bylaws, Rules and Regulations of this Association or decisions of the Board of Directors of this Association as defined in the LAHA Guidebook by any member shall render such member subject to suspension pursuant to the procedures set forth in USA Hockey Bylaw 10.

### **Article 10 – Board of Directors**

The regular management of LAHA shall be vested in the Board of Directors (hereafter called the Board), and the Board shall have the authority to do all things necessary for the orderly management of the Association, including, but not limited to, establishing committees, signing contracts, hiring personnel, and establishing reasonable rules and regulations to implement the purpose of the Association. It shall be incumbent upon the Board to enforce all Bylaws, and rules and regulations of LAHA, OSHA, Pacific District and USA Hockey at all times.

#### **SECTION 1: BOARD OF DIRECTORS**

The voting members of the Board shall be comprised of a President, Vice President, Treasurer, and Secretary and an at-large member/Registrar, with two-year staggered terms

1. **President:** The President shall preside at all meetings of the Board and the Association. The President shall make an annual report on the activities of the Association to the membership at the annual meeting. The President shall represent the Association at all meetings (or shall appoint someone to serve in his/her place) at associated or unassociated hockey organizations at all levels. The President shall be empowered to do all things necessary to accomplish the orderly operation of this Association between meetings of the Board, subject to approval at the next meeting of the Board. The President or his/her designee shall attend all meetings of the Oregon State Hockey Association. The President heads the Coaches Committee for the Association

2. **Vice President:** The Vice President shall discharge the duties of the President during the President's absence or disability, and other duties as assigned by the President. The Vice President heads the Disciplinary Committee for the Association.
3. **Secretary:** The Secretary of the Association is responsible for providing a formal agenda at all official meetings, as directed by the President, and maintaining minutes of all official meetings.
4. **Treasurer:** The Treasurer shall maintain all financial records of the Association in a current state, and shall provide the Board with a complete financial statement, detailing all financial activities and status at each scheduled board meeting, in writing. The Treasurer shall be responsible for preservation of the Association's non-profit 501(c)(3) status, the preparation of all reports, maintain all records and control all financial activities in the manner prescribed by local, state and federal law.
5. **Member-at-Large/Registrar:** The Member-at-Large shall be assigned the Registrar position. Due to personal and sensitive information received as Registrar, this position warrants an active Board position. The Member-at-Large shall perform other such duties as required by the President of the Board.

## **SECTION 2: ELIGIBILITY**

1. The President, Vice President, Treasurer, and Secretary shall not hold a similar board position within any USA Hockey Association or Affiliate.
2. To be eligible for election as President or Vice-President for the Board, an individual must have a minimum of one year experience on a USA Hockey or LAHA board or organization.

## **SECTION 3: TERM**

1. Each of the Board members shall serve two (2) year terms, with two positions being elected in even years, and two positions elected in odd numbered years.
2. The President may appoint a person to fill a vacancy of the Board, for reasons other than an expired term of office. The appointed Board member shall serve the remainder of the term of office for the position. In the event that the President's position becomes available during the term, the Vice President will take over and appoint someone to fill that role for the remainder of the term.



# **Article 11 – Appointments and Committees**

## **SECTION 1: APPOINTED POSITIONS**

Appointed positions required by USA Hockey (American Development Model and Safe Sport Coordinators) are made by the LAHA President.

## **SECTION 2: STANDING COMMITTEES**

The Standing committees for LAHA shall be Discipline and Coaching. The chairperson and general members of standing committees shall be appointed by the President. A member of the Board of Directors must chair these committees.

1. The Chairperson of each committee, with input and assistance of the committee members shall carry out the duties of the committee and provide a written report to the Board of Directors as needed and/or requested. Decisions or recommendations of the Committee shall be made by majority vote of the Committee Members. The President of LAHA is a member of all committees, but shall vote only in the event of a tie.
2. The duties and authority of all standing committees shall be as set forth in the LAHA Guidebook, which shall in any case be subject to the Constitution of the Association and the USA Hockey Bylaws, Rules & Regulations and Policies.

## **SECTION 3: AD-HOC COMMITTEES**

Ad-hoc committees (e.g., Tournament Committee, Communication, Fundraising, etc.) may be established by the President or by a majority vote of the Board. The selection process of chairperson and general members of ad hoc committees shall be the same as for standing committees except members need not be ratified by the Board and a Board member may be selected as a chair, but not required.

1. The Chairperson of each committee, with input and assistance of the committee members shall carry out the duties of the committee and provide a written report to the Board of Directors as needed and/or requested. Decisions or recommendations of the Committee shall be made by majority vote of the Committee Members. The President of LAHA is a member of all committees, but shall vote only in the event of a tie.
2. The duties and authority of ad hoc committees shall be as set forth in the Annual Guidebook of Association, which shall in any case be subject to the Constitution of the Association and the USA Hockey Bylaws, Rules & Regulations and Policies.

## **SECTION 4: REMOVAL OF BOARD MEMBER**

The Board may remove a member by a majority vote of the Board of Directors.

## **Article 12 – Meetings of the Board**

### **SECTION 1: MEETINGS**

1. Regular meetings of the Board shall be held at such times and at such places as fixed by the President. Alternative methods for Board members to participate in the administration of LAHA include conference call or video conference.
2. Regular Board meetings shall be open to all members. However, such members shall not participate in, or in any way interfere with the conduct of the board meeting unless the item for discussion has been submitted to the LAHA President and is a topic of discussion on the meeting agenda. The Board may allow for a closed session as it deems necessary.
3. Agenda topics must be submitted to the LAHA Secretary no later than seven (7) days prior to a Regular meeting, 20 days prior to the Annual Meeting and 48 hours prior to a special meeting.
4. Non-agenda items. A time limit of three (3) minutes shall be allowed for participant members to state their business on non-agenda items, unless the Board provides for a longer period of time. The Board may request further discussion at a future meeting.

### **SECTION 2: QUORUM**

A quorum is defined as the presence of a simple majority of the Board at the commencement of a meeting.

## **Article 13 – Annual and Special Meetings**

### **SECTION 1: ANNUAL MEETING**

The Annual Meeting, which is open to all participant members, shall be held in March at a place and time designated by the Board.

### **SECTION 2: SPECIAL MEETINGS**

Special meetings of the membership may be called by the (1) LAHA President, or (2) a simple majority of the Board.

### **SECTION 3: MEETING NOTICE AND AGENDA**

1. Notice and agenda of regular and Annual meetings: There shall be no less than a ten (10) day notice for a regular meeting and 60 day notice for the Annual Meeting. Agendas shall be available no less than five (5) days for a regular meeting and 15 days for the Annual Meeting.
2. Special meetings may be conducted by video conference or conference call for topics with urgency that require a resolution prior to a regularly scheduled meeting. A 48-hour notice period is required for special meetings unless a Special Meeting is called to amend the Bylaws. A Special Meeting to amend the Bylaws requires a 15 day notice.

## **Article 14 – Elections**

### **SECTION 1: RESULTS & ASSUMPTION OF OFFICE**

The results of the election of the Board Members (President, Vice President, Treasurer, Secretary, At-Large Member) shall be the last item on the agenda of the Annual Meeting of the Association, and the newly elected Board Members shall assume office at the conclusion of the Annual Meeting. Seating by position will be determined at the following meeting. Those individuals appointed to complete a remaining term of a vacated position assume office upon appointment.

### **SECTION 2: ELECTIONS PROCESS**

Nominations and biographies for open positions of the Executive Committee must be received by the non-expiring Board members 45 days prior to the Annual Meeting. Candidates may run for a stated position up for election, subject to eligibility requirements for positions. Ballots will be distributed to participants no less than 30 days prior to the scheduled Annual Meeting, and are due no less than ten (10) days before the scheduled Annual meeting. When a biography is submitted, it must be included with the ballot. Once the nominations have been submitted, the ballot will be closed and only those names will be distributed to registered participants of member associations in good standing.

Voting is done by team. Each USA Hockey registered member within the Association shall receive ONE vote per open position. Votes will be collected and tallied by a designated team representative, who will submit ONE vote per position on behalf of the team. Current seated board members, with the exception of either the President or Vice President (whichever one is not running), will carry ONE vote which will be added to the team votes to complete the voting. Unopposed candidates shall not appear on the ballot and are declared elected. No write-in candidates are permitted.

### **SECTION 3: TIES**

In the case of a tie during an election of officers, the current President, or Vice President, will vote to break the tie between two or more candidates.

## **Article 15 – Conduct of Meetings**

### **SECTION 1: ROBERT’S RULES OF ORDER**

All meetings of the membership and the Board shall be conducted in accordance with the most recent edition of "Robert's Rules of Order."

### **SECTION 2: LEADERSHIP**

In the case of the President taking a leave of absence from his/her position, the Vice President shall immediately become President during such leave of absence, or for the remainder of the President's term if the President has resigned. In the event there is no Vice President to succeed to the Presidency, then the Secretary shall be empowered to conduct a Board Meeting for the sole purpose of electing a new or interim President.

## **Article 16 – Dispute Resolution, Discipline and Arbitration**

1. General. All claims, demands, discipline or disputes (“Disputes”) arising by and between Parties, as defined in USA Hockey Bylaw Section 10, shall be subject to the provisions of this Article and USA Hockey Bylaw 10 and constitute the sole and exclusive remedy for dispute resolution.
2. Purpose. It is the specific purpose of this Article and USA Hockey Bylaw 10 to provide a uniform method of resolving Disputes that is a full and complete substitute for any court proceedings and that utilizes the specific skills, expertise and background of individuals experienced in the sport of hockey and sports administration. The procedures set forth in USA Hockey Bylaw 10 are referred to collectively as the “Dispute Resolution Procedure.”

### **FAILURE TO FOLLOW PROCEDURE**

All Parties agree to abide by this Dispute Resolution Procedure. Failure to abide by the Dispute Resolution Procedure shall, in addition to any other sanctions allowed by these Articles:

1. Make a Party and any person or entity representing, participating with or aiding such Party liable for any and all costs and expenses, direct or indirect, including reasonable court costs and attorneys’ fees and the value of volunteer time incurred by USA Hockey, its Association Associations, directors, officers and/or agents; and

2. Subject such Party to Summary Suspension and/or disqualification from membership and any right to participate in USA Hockey or its Association Associations' sanctioned events in the sole discretion of USA Hockey or its Association Associations.

## **Article 17 – Amendments**

The Constitution and Bylaws of the LAHA Association may be amended as follows:

1. Such proposed amendments shall be provided to all Board Members at least fifteen (15) days prior to any Annual or Special Meeting where such amendments are to be voted upon.
2. To be approved, any amendment must receive the affirmative vote of at least two-thirds (2/3) vote of Board Members voting in person at any Annual or Special Meeting.

## **Article 18 – Distribution of Assets Upon Dissolution**

### **SECTION 1: IRS SECTION 501(c)3 REQUIREMENT**

The assets of LAHA are permanently dedicated to exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws), LAHA shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, directors, officers or persons having a private interest in the activities of the corporation.

### **SECTION 2: DISSOLUTION**

In the event LAHA is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of LAHA or make adequate provisions therefore and distribute all remaining assets of LAHA to an organization or organizations engaged in activities substantially similar to those of LAHA and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws).