

BY-LAWS
OF THE
IRON RANGE HOCKEY ASSOCIATION

SUBMITTED BY THE
BY-LAWS COMMITTEE

Amended December 2nd, 2020

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OF THE
IRON RANGE HOCKEY ASSOCIATION
P.O. BOX 105
NEGAUNEE MI 49866

ARTICLE I
NAME

SECTION 1. The name of this organization shall be the Iron Range Hockey Association And will be referred to as IRHA. The governing body of the IRHA shall be called the Board of Directors and may be referred to as the Board.

ARTICLE II
OFFICE

SECTION 1. The office of this association shall be located in the home of the president.

ARTICLE III
PURPOSE

SECTION 1. The IRHA is a non-profit organization operated for the purposes beneficial to the public by sponsoring a youth program of ice hockey. The purposes of the association are:

- A. To provide an affordable opportunity for youth of all abilities to learn the skills of skating and playing hockey in a positive atmosphere. In doing so, youth will learn sportsmanship and build character while staying physically active. IRHA primarily serves the youth of five school districts in west and south Marquette County.
- B. To promote, encourage and improve the standards of ice hockey.
- C. To provide such assistance as coaching, and to organize association funding and planning so as to make it a worthwhile community endeavor.
- D. To conduct an amateur ice hockey program consistent with the rules and regulations of USA Hockey and the Michigan Amateur Hockey Association (MAHA), both of which the IRHA shall be affiliated.
- E. To do any and all acts desirable in the furtherance of the foregoing purposes.

ARTICLE IV MEMBERSHIP

SECTION 1. Players registered for the current season and their parent or legal guardians shall be considered member of IRHA.

- A. Based on the numerical needs of IRHA, membership may be granted to players and their families from other areas on a first come first served basis.
- B. Adults, who do not have children playing in the IRHA, who desire to participate as coaches, assistant coaches, managers, volunteer workers, or members of the Board may be granted full membership in the IRHA by the Board of Directors. Membership may be granted for a period of time to be determined by the Board.
- C. Any member who shall fail to pay dues or any properly levied assessment or who shall engage in activities which jeopardize the tax exempt status of the corporation shall be expelled from membership or have such other action taken against him/her as the Association Board of Directors, in its discretion, determine to be reasonable necessary.
- D. Membership Fees, annual registration fees and/or dues may be established by the Board of Directors for team registration or for membership in Iron Range Hockey Association.
- E. Other assessments necessary for the operation of this Association may, from time to time, be determined by the Board of Directors. All such assessments, etc., shall be payable as directed by the said Board. Failure to comply with either Section D or E of this by-law and any rules promulgated hereunder shall result in the immediate suspension of said non-complying team and/or individual(s) and shall remain in full force and effect until such time as there is full compliance.

ARTICLE V ANNUAL ELECTIONS

SECTION 1. The annual meeting for the election of Directors shall be held each year at the February Board meeting. At the December Board meeting prior to the annual election, the President shall appoint, with the approval of the Board, an election committee of not less than three (3) members. Members of the Election committee may not be candidate in this annual election. The Election committee shall accept letters of intent to run for the Board from all eligible candidates to fill the vacancies on the Board. Prospective candidates must submit a letter of intent to run for a Board

position to the Election committee after the December Board meeting and not later than 15 days prior to the February board meeting. Names of people meeting this requirement shall be placed on the ballot.

- SECTION 2. Each member who is at least 18 years of age at the time of the annual election shall be eligible to vote in the annual election.
- SECTION 3. The Election Committee shall post on the IRHA bulletin board at the Negaunee Ice Arena those names of eligible members who have submitted letters of intent to run for vacancies on the Board not less than ten (10) days prior to the annual election.
- A. Only IRHA members who have attended a minimum of four (4) regularly scheduled monthly meetings of the Board during the previous twelve (12) months are eligible to run for election to the Board. If this results in too few persons who are eligible, or willing to serve if eligible, to fill the vacancies on the Board, any member of the association shall be eligible to run in descending order of less than four meetings in the election.
- SECTION 4. Additional names may be placed in nomination at the time of balloting provided ten (10) IRHA members sign a petition for the prospective candidate to run as a write-in candidate and if the prospective candidate meets the eligibility requirements to run for election.
- SECTION 5. At the annual election, there shall be persons elected to fill the number of vacancies on the Board. They shall serve for a full three (3) year term, unless elected to fill a term with less than three (3) years remaining, in which case they shall serve the time remaining for the vacancy they are elected to fill. The candidate(s) among those elected to the Board who receives the fewest votes shall fill the partial term(s), if any. Beginning in the 1996 annual election, Board positions will be numbered sequentially from one (1) through thirteen (13). Board positions five (5) through eight (8) will be up for re-election in 1997. Board positions nine (9) through eleven (11) will be up for re-election in 1998. This re-election sequence will continue indefinitely. The 2 members added in 2019 will be up for re-election in 2022.
- SECTION 6. Vacancies on the Board of Directors occurring between annual elections may be filled, for the balance of the term, by appointment by the President at the next regular meeting following the Board meeting where the vacancy(s) is recognized. This appointment must be confirmed by a majority vote of the Board members in attendance at the meeting.
- A. Only IRHA members who have attended a minimum of four (4) regularly scheduled meetings of the Board of Directors during the previous twelve (12) months are eligible for appointment to the Board. If this results in too few persons who are eligible, to fill the vacancy(s)

on the Board, any member of the association in the descending order of less than four (4) meeting may be appointed.

- SECTION 7. Voting shall be by IRHA members and no person shall cast more than one ballot. Voting shall be secret, be non-cumulative, and shall exclude proxies and absentee ballots.
- SECTION 8. The election committee will count the ballots at the end of voting, and shall orally announce those elected. Additionally, the names of the Board of Directors shall be posted on the IRHA bulletin board.
- SECTION 9. In the event of a tie between two or more of the vote recipients for the last available positions, a run-off vote shall be conducted immediately following the announcement of a tie for those candidates involved in the tie.
- A. If more than six (6) candidates run for the positions available, a primary ballot shall be conducted to reduce the number of candidates down to six (6). If there are less than six (6) vacancies to be filled, three shall be no primary ballot.
- SECTION 10. The newly elected members to the Board of Directors shall take office April 1st. The first order of business at the April Board meeting, the Organizational Meeting, shall be the election of officers of the Board of Directors. This meeting shall be presided over by the ranking Board officer remaining on the Board after the preceding annual election. In the absence of any officers remaining on the Board, the board member whose name appears first alphabetically shall conduct the meeting.
- SECTION 11. Immediately following the election of officers, the Board of Directors shall address the following organizational agenda items:
- A. Designate the depositories for IRHA Funds and investments.
- B. Designate those persons authorized to sign checks, contracts and agreements.
- C. Designate those firms that will perform yearly tax obligations
- D. Designate a day, place and time for regular meetings per Article VI, Section 1.
- E. If applicable, designate a bookkeeper to assume specified responsibilities of the Treasurer. The bookkeeper position filled by an administrator, a contracted service or an individual person would assume only specified responsibilities of the Treasurer. This specification of responsibilities shall not contradict those responsibilities set forth in these By-laws. A bookkeeper policy shall be established and approved by the Board of Directors in the event of the need for a bookkeeper.

ARTICLE VI MEETINGS OF THE IRHA

- SECTION 1. The IRHA shall hold a regularly scheduled meeting of the Board of Directors each month except for the month of June. Attendance by seven (7) board members shall constitute a quorum.
- A. Board meetings shall be defined as the regular meeting or special meeting of the association's Board of Directors. Work sessions, such as, coaches or parent's meeting shall not be considered as Board meetings.
 - B. At each regularly scheduled monthly Board meeting the secretary shall pass a "sign-in" sheet for the purpose of attendance records. It will be the responsibility of the member to affix his/her signature on the sign-in sheet. Any member who fails to sign the sheet for that meeting shall forfeit that meeting(s) as one of the required four (4).
- SECTION 2. Special meetings of the Board of Directors can be called by the President or the Secretary at the request of at least four (4) members of the Board of Directors.
- A. Upon receipt of a petition requesting a special Board meeting, which is signed by at least twenty (20) association members, the President shall call a special Board meeting to be held within ten (10) working days of the President's receipt of the petition.
 - B. Special meetings of the Board do not count as one of the four meetings required to establish eligibility to become a candidate in the annual election for the Board.
- SECTION 3. Voting on any motion may be delayed for a minimum of 48 hours by request of three (3) Directors. However, a vote on the motion must be taken at the next special or regularly scheduled monthly Board meeting, or by telephone vote conducted by the President or Secretary.
- SECTION 4. Roberts Rules of Order shall govern the proceedings of all meetings of the association except as provided by these by-laws.
- SECTION 5. Action by Unanimous Written Consent. Any action required or permitted to be taken at a regular or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors consent in writing, including by electronic transmission such as electronic mail, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.
- SECTION 6. Participation by Remote Communication. A Director may participate in a meeting of Directors by conference telephone or other means of remote communication by which all persons participating in the meeting may

communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE VII GOVERNMENT

- SECTION 1. The government of the IRHA shall be vested in the Board of Directors consisting of a President, Vice President, Secretary, Treasurer, and nine (9) Directors-at-Large.
- SECTION 2. The board of Directors shall have control and management of the property and the affairs of the IRHA, funds of the IRHA shall be withdrawn from financial institutions by the signature of the Treasurer/Bookkeeper for team tournament entry fee advances, payroll or for individual operating expenses. These withdrawals will be submitted to the Board at the next scheduled monthly board meeting. The IRHA will have a corporate credit card for the purpose of IRHA business. Funds of the IRHA shall be withdrawn from financial institutions by the signature of the Treasurer/Bookkeeper. If it is desired, the President can sign a check in the absence of the Treasurer.
- SECTION 3. No member of the Board of Directors shall miss more than five (5) total or three (3) consecutive regularly scheduled meeting of the Board between April 1st and March 31st of the next calendar year. Any Board member who misses a fourth (4th) consecutive meeting or a sixth (6th) non-consecutive meeting during the April to March twelve (12) month period shall be deemed, for all purposes, to have resigned from the Board, and shall be immediately replaced by the President in accordance with Article V, Section 6 of these by-laws.
- SECTION 4. Only those members who are designated as the Board of Directors may vote on motions coming before the Board. However, all members may voice their opinions and address issues before the Board during periods designated for public comment.
- SECTION 5. No member of this association shall contact for or incur any debt or entry into any agreement or otherwise obligate the organization except by authority of the Board.
- SECTION 6. No team or individual or the agent of any team or individual shall solicit monies in the name of IRHA or its member teams without the expressed consent of the Board. All funds, monies, and other property or income from activities of the IRHA, its teams or individuals serving as agents of IRHA or its teams shall be expended for such purposes as are authorized

by the Board of Directors. Team sponsors will not be approached for merchandise or money for any tournaments or fundraisers unless authorized by the Board of Directors and voted on at a regular scheduled meeting of the Board.

SECTION 7. In the event of liquidation or dissolution of the IRHA, all funds or properties of the IRHA shall be distributed to such non-profit corporations or organizations that have as their purpose the development of youth and are located in Marquette County, State of Michigan. The Board of Directors of the IRHA shall select and designate those organizations. In no event, neither shall any of the said funds or properties be distributed to any member or members, except to pay a just debt, nor shall the funds be used for any other purpose.

ARTICLE VIII BOARD OF DIRECTORS

SECTION 1. Duties of the Board of Directors.

- A. To elect the officers of this association from within the Board of Directors.
- B. To manage the business, property, and affairs of the IRHA.
- C. To formulate the policies and determine the overall conduct and standards of the hockey program.
- D. To amend or revise the by-laws, rules and regulations.
- E. To review and act upon any temporary ruling or decision as provided for in the rules, regulations, or by-laws.
- F. To hear and rule on appeals.

SECTION 2. The Board will insure that the standing committees are formed and staffed and staff various ad hoc committees as required.

- A. The following are the standing committees of the IRHA and may be amended as needed by the Board: By-laws and Rules, Budget, Draft and Evaluations, Fund Raising, Director of Team Parents, Director of Timekeepers/Referee, Equipment, Tournaments, Ice Time Scheduler, Director of Concessions, District 8 MAHA Representative, Central Upper Peninsula League Representative, Discipline Committee, and ACE Director.

SECTION 3. No director shall be liable in any manner for any debts or obligations of the IRHA and shall not be subject to any manner or assessment by virtue of their directorship. No director shall be held liable for any monetary expense or settlement due to litigation against the IRHA or its board members as a result of the IRHA business.

SECTION 4. No director shall receive reimbursement for approved expenses without providing the board valid receipts for those expenses.

SECTION 5. An audit of IRHA financial records will be conducted annually by an independent auditing agency.

ARTICLE IX OFFICERS

SECTION 1. The officers of the IRHA shall be elected in accordance with these By-laws, and shall consist of: President, Vice President, Secretary and Treasurer.

SECTION 2. The officers of the IRHA shall be elected by the Board of Directors at the April Board meeting by the directors and will assume their position at the April meeting. All officers will hold office for a period of one year, or until their successors are duly elected and qualified.

SECTION 3. Duties and responsibilities of the PRESIDENT shall include, but not be limited to the following:

- A. To preside over all board meetings.
- B. The President is granted executive privilege and authority to act in emergency matters of either policy or financial nature. Such actions must be presented to the Board at or before next regularly scheduled Board meeting, where the decision shall be affirmed, modified or repealed.
- C. To represent or designate suitable representation for the IRHA at other ice hockey or similar meetings.
- D. To appoint needed ad hoc committees.
- E. To serve as an ex-officio member of all committees.
- F. To supervise the affairs and activities of the association.
- G. To prepare the meeting agenda.
- H. To handle publicity and to represent IRHA.
- I. Such other duties as may be specifically assigned by the Board of Directors.

SECTION 4. Duties and responsibilities of the VICE PRESIDENT shall include, but not be limited to the following:

- A. In the absence of the President, have all powers and perform all the duties of the President.
- B. Be an ex-officio member of any committee as directed by the President.
- C. To chair the Discipline committee.

D. Such other duties as may be specifically assigned by the Board of Directors.

SECTION 5. Duties and responsibilities of the SECRETARY shall include, but not be limited to the following:

- A. Recording the minutes and attendance of board meetings.
- B. Posting of minutes on the web site and bulletin board at rink.
- C. Notifying the membership of board meetings.
- D. To assume the responsibility of the Association's correspondence.
- E. In the absence of the President and Vice President, have all the powers and perform all duties of the President.
- F. Such other duties as may be specifically assigned by the Board of Directors.

SECTION 6. Duties and responsibilities of the TREASURER shall include, but not be limited to the following:

- A. The receiving of all funds due the IRHA and depositing them in financial institutions
- B. Paying the rightful obligations of this Association after approval by the Board of Directors
- C. Providing a regular monthly report and an annual report as to the financial condition of the IRHA at the close of the fiscal year.
- D. To perform the registration duties for this Association.
- E. In the absence of the President and Vice President, and Secretary have all the powers and perform all duties of the President.
- F. Such other duties as may be specifically assigned by the Board of Directors.
- G. In the absence of the Treasurer, the President, Vice President, Secretary or a Director at Large have all the powers and perform all duties of the Treasurer.

ARTICLE X REMOVAL FROM OFFICE

SECTION 1. A director may resign at any time by providing a written notice to the President or Secretary. Notice of resignation will effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in the by-laws.

SECTION 2. A director may be removed with or without cause, after notice and opportunity for a hearing, provided eight (8) members of the Board of Directors vote in favor of the removal. A request for such a hearing and vote may be made by the President or by any four (4) Board of Directors. The request and subsequent vote need not include the cause, if any for

removal, however, any cause for removal or not, shall be deemed conclusive within the sole judgment and discretion of the Board of Directors. Request for a hearing and vote shall be made no later than ten (10) days before the date of the hearing and notice, including opportunity to be heard, shall be sent in writing by the President or Secretary, to the members last known address by first class mail. Provided however, in the event of a reduction in the ten (10) day request requirement, reasonable effort shall promptly be made to give verbal notice, including an opportunity to be heard, to the member subject to removal, by the President or his designee.

ARTICLE XI EXONERATION FROM PERSONEL LIABILITY

SECTION 1. As a non-profit Association regulating amateur hockey in Michigan, the IRHA, its Officers, Directors, and Officials assume no responsibility for injury or damage to players under any circumstances.

ARTICLE XII AMENDMENTS

SECTION 1. These by-laws can be amended at any Board meeting provided the amendment was submitted in writing at the Previous Board meeting. For and amendment to be adopted, it must receive eight (8) yes votes from the Board of Directors.