

Plum Hockey Association, Inc.

A Pennsylvania Non-Profit Corporation

By-Laws

Approved April 11, 2005
Amended December 6, 2007

ARTICLE I

Introduction

Section 1.01 – Name

This organization shall be known as Plum Hockey Association (hereinafter, PHA).

Section 1.02 – Headquarters

The official headquarters of PHA shall be the current Treasurer's address, or any other location as determined by the Board of Directors.

Section 1.03 – Definition of By-Laws

These by-laws constitute the rules adopted by PHA for regulation and management of its affairs.

ARTICLE II

Statement of Purpose

Section 2.01 – Introduction

The Corporation is a non-profit corporation organized solely for educational and charitable purposes pursuant to the Pennsylvania Non-Profit Corporation Law of 1988. The Corporation is not organized for private benefit of any person.

Section 2.02 – Purposes

The primary and specific purposes for which this Corporation is formed are as follows:

- (a) To advance charity, community development, and any other related charitable purposes;
- (b) To lessen the burdens of government through promotion of social, economic, and community development through athletic competition and education;
- (c) To educate the players on the importance of teamwork and proper use of safety equipment;
- (d) To raise funds for the promotion and training costs of competitive hockey;
- (e) To provide an opportunity for students within the Plum Borough School District (hereinafter, PBSB) to play competitive hockey as a member of an interscholastic hockey league (hereinafter, League);
- (f) To promote and support hockey while adhering to the guidelines established by the League;
- (g) To organize and maintain a Freshman team for entry level hockey. The objective at this level is to encourage good sportsmanship and teach basic hockey fundamentals as training for entry to Jr. Varsity and Varsity levels;

- (h) To organize and maintain a Jr. Varsity team that provides an opportunity to enhance skills and further develop fundamentals. The objective at this level is to provide the Varsity team with trained and qualified players capable of competing at the Varsity level; and
- (i) To organize and maintain a Varsity team that is comprised of the most qualified players available to compete and win at the Varsity level.

Section 2.03 – Limitations

- (a) Notwithstanding any other provision of the by-laws, the Corporation shall not promote or carry on any activities not permitted to be carried on:
 - 1. by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, and
 - 2. by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (b) Such activities that are prohibited in subsection (a) are deemed to be outside of the purpose of this Corporation.

ARTICLE III

Membership

Section 3.01 – Types of Memberships and Definitions Thereof

The membership shall be registered and be known as PHA.

- (a) PLAYER MEMBER – any player meeting the requirements of the League, as stated in its Player Eligibility Rules, regardless of race, sex, color, or creed shall be eligible for PHA membership.
 - 1. Active Player Member – any Player Member who has met the League requirements and whose PHA membership fee is current.
 - 2. Inactive Player Member – any Player Member whose PHA membership fee is not current. Inactive members are not permitted to participate in practice or games.
- (b) VOTING MEMBER(S) - the one (1) or two (2) parents or legal guardians identified on the registration form as being financially responsible for paying the Player Member's membership fee and having a player on one of these three teams Varsity, JV and/or Freshman.

Section 3.02 Membership Fee

An annual membership fee will be assessed to each Player Member. This yearly membership fee will be set annually by the Board of Directors. A review of the existing fee structure will be done at the beginning of the Board of Directors' current term.

ARTICLE IV

Government

Section 4.01 Two (2) Governing Bodies

PHA shall be composed of two (2) governing bodies: the Voting Membership and the Board of Directors.

Section 4.02 Voting Membership

Voting Members are defined in Section 3.01(b).

- (a) Only Voting Members in attendance are permitted to vote at PHA Membership Meetings and Special Meetings.
- (b) Each Voting Member will have one (1) vote per active Player Member.

Section 4.03 Elections

- (a) Members of the Board of Directors shall be elected to their positions;
- (b) The Board shall be comprised of the President, Vice President, Secretary, Treasurer, League Representative, Program Director, Equipment Director, Ways and Means Director, and Communications Director;
- (c) The election of PHA Board of Directors shall occur annually prior to April 30 on a date and at a time and place determined by the Board of Directors;
- (d) Prior to the annual election, Voting Members may submit nominations of Voting Members for Board of Directors' positions to the Communications Director;
- (e) Voting shall occur via secret written ballot; or, in the event a Voting Member cannot be present to vote, the Voting Member may vote via e-mail to the Communications Director, League Representative and Secretary prior to midnight on the night before the election.
- (f) All elected Board of Directors will assume duties beginning May 1 and will serve a term of one (1) year from May 1 through April 30, being eligible for re-election; and
- (g) An individual may assume the duties of only one (1) elected position at a time.

Section 4.04 Board of Directors' Duties

Duties shall include but are not limited to the following. The Board of Directors shall:

- (a) Be responsible for daily operations of PHA;
- (b) Control the disbursement of all PHA funds;
- (c) Determine annual membership fee;
- (d) Handle all parent, player, or coach grievances;
- (e) Administer discipline;
- (f) Release official communications of PHA;
- (g) Appoint person to fill vacancy created on the Board in the event that a Director does not finish his term;
- (h) Determine Missed Time Policy, Disciplinary Guidelines, and any other policies deemed necessary;
- (i) Hire coaches;
- (j) Negotiate ice contracts;
- (k) Schedule practices;
- (l) Appoint all team managers;
- (m) Organize fundraisers;
- (n) Promote PHA;
- (o) Interact with PBSB;
- (p) Keep statistics; and
- (q)** Purchase equipment.

Section 4.05 President

The duties for this position shall include but are not limited to the following. The President shall:

- (a) Serve as Chairman of the Board of Directors;
- (b) Preside over all Board of Directors' Meetings;
- (c) Supervise conduct at all Meetings;

- (d) Call Special Meetings at his discretion;
- (e) Sign PHA checks, if the Treasurer is unavailable;
- (f) Assist the Treasurer in preparing proposed budget for upcoming season;
- (g) Ensure that PHA operates within its by-laws;
- (h) Appoint Standing Committees and delegate the governing of these Committees;
- (i) Attend League Meeting if League Representative is unavailable; and
- (j) Attend all Standing Committee Meetings established by the Board of Directors, at his discretion.

Section 4.06 Vice President

The duties for this position shall include but are not limited to the following. The Vice President shall:

- (a) Assume the duties of the President during his absence, and
- (b) Serve as Chairman of the Disciplinary Committee.

Section 4.07 Secretary

The duties for this position shall include but are not limited to the following. The Secretary shall:

- (a) Record the minutes at all Meetings, and
- (b) Prepare and distribute registration packets.
- (c) Serve on the Disciplinary Committee.

Section 4.08 Treasurer

The duties for this position shall include but are not limited to the following. The Treasurer shall:

- (a) Receive information pertaining to all PHA financial transactions and publish the following reports on the status of PHA funds:
 - 1. Status of Player Member accounts,
 - 2. Summary of receipts and disbursements, and
 - 3. Check register;
- (b) Prepare a PHA budget prior to June 1;
- (c) Prepare periodic statements of Player Member accounts;
- (d) Be responsible for PHA checking account; and
- (e) Prepare tax returns annually.

Section 4.09 League Representative

The duties for this position shall include but are not limited to the following. The League Representative shall:

- (a) Attend all League Meetings and provide a report to the Board of Directors;
- (b) Notify Board of Directors of any changes to the League by-laws or rules;
- (c) Register all players and coaches with the appropriate League and USA Hockey;
- (d) Complete all official League and USA Hockey forms and correspondence;
- (e) Serve on the Disciplinary Committee;
- (f) Prepare and maintain team books; and
- (g) Obtain patches at end of year from League.**

Section 4.10 Program Director

The duties for this position shall include but are not limited to the following. The Program Director shall:

- (a) Schedule all practice ice;
- (b) Verify coach certification;

- (c) Appoint Team Managers;
- (d) Notify all Team Managers and Communications Director of practice times, game times, and any changes thereto;
- (e) Act as the initial respondent to all parent, player, or coach grievances; and
- (f) Notify the Chairman of Disciplinary Committee if unable to resolve grievance.
- (g) Serve on the Disciplinary Committee.

Section 4.11 Equipment Director

The duties for this position shall include but are not limited to the following. The Equipment Director shall:

- (a) Maintain inventory of all PHA equipment (blood jerseys, pucks, old jerseys, etc.);
- (b) Determine what items (jerseys, pucks, goalie equipment, etc.) need to be ordered; and
- (c) Maintain list of jersey numbers (issued, retired, etc.).

Section 4.12 Ways and Means Director

The duties for this position shall include but are not limited to the following. The Ways and Means Director shall:

- (a) Develop and implement a comprehensive fundraising plan, subject to approval of the Board of Directors;
- (b) Coordinate purchase and resale of PHA promotional items (jackets, sweats, etc.); and
- (c) Coordinate production of a yearly ad book.

Section 4.13 Communications Director

The duties for this position shall include but are not limited to the following. The Communications Director shall:

- (a) Represent PHA in all matters with PBSB;
- (b) Verify eligibility for Varsity letters with the Varsity Coach;
- (c) Act as liaison between PHA and Plum Senior High School for distribution of PBSB athletic and academic awards;
- (d) Serve on the Disciplinary Committee;
- (e) Assist the Program Director in communication with Team Managers;
- (f) Prepare and distribute PHA correspondence;
- (g) Act as liaison with Plum Senior High School as to players' eligibility to participate in games;
- (h) Maintain and update PHA website;
- (i) Maintain and distribute PHA Directory; and
- (j) Utilize print media and other means available to promote, advertise, or otherwise further advance the accomplishments of PHA.

ARTICLE V

Meetings

Section 5.01 Membership Meetings

Membership Meetings shall be held at least once every two (2) months with notice given to all Voting Members, if possible, at least seven (7) days in advance thereof.

Section 5.02 Special Meetings

Special Meetings may be called by the President with notice given to all Voting Members, if possible, at least seven (7) days in advance thereof.

Section 5.03 Administration

The Board of Directors may act or decide a fact in the interest of PHA during the intervals between Membership Meetings.

Section 5.04 Board of Directors' Meetings

- (a) Meetings of the Board of Directors shall be called by the President;
- (b) The members of the Board of Directors may request a meeting through the President;
- (c) Notice of Board of Directors' Meetings shall be given as much in advance as possible;
- (d) A majority of the members of the Board of Directors shall constitute a quorum; and
- (e) All members of the Board of Directors vote on all issues. In the event of a tie, the issue will be tabled until a future meeting where all members are present, or sufficient members constituting a quorum are present, thus precluding a tie.

Section 5.05 Procedure for Meetings

Parliamentary procedure shall govern the proceeding of all Meetings, except where they conflict with the by-laws of PHA. Robert's Rules of Order shall govern questions of procedure.

ARTICLE VI

Committees

Section 6.01 Standing Committee

The following Committee shall be established and comprised of designated members of the Board of Directors.

Section 6.02 Disciplinary Committee

- (a) The Disciplinary Committee will be chaired by the Vice President and consist of the League Representative, Communications Director, Program Director, and Secretary.
- (b) Duties. The duties for this position shall include but are not limited to the following. The Disciplinary Committee shall:
 - 1. Enforce rules for player conduct at all PHA functions;
 - 2. Oversee the coaches' discipline of players;
 - 3. Conduct any hearings necessary for disciplinary matters; and
 - 4. Impose penalties in accordance with PHA's Disciplinary Guidelines.

ARTICLE VII

Dissolution

Section 7.01 Dissolution

Upon the dissolution of the organization, assets shall be distributed, at the discretion of the Board of Directors, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

Indemnification

Section 8.01 Indemnification

This corporation may, by resolution of the Board of Directors, provide for indemnification by the corporation of any and all of its directors and officers or former directors and 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 officers of the corporation, 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 his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The corporation may purchase insurance for such indemnification. Indemnification will not be offered when such director or officer breaches his or her fiduciary duty or acts in bad faith.

ARTICLE IX

Amendments

Section 9.01 By-Law Amendments

- (a) These by-laws, or any section thereof, may be amended with approval of two-thirds (2/3) of the Voting Members present at any Meeting called for that purpose;
- (b) The proposed amendment will be provided to all Voting Members prior to any Meeting called for the purpose of approving said amendment; and
- (c) Meeting date for approval of a proposed amendment will be provided to all Voting Members, if possible, at least seven (7) days in advance thereof.