

**BY-LAWS
OF
WESTFIELD HOCKEY CLUB**

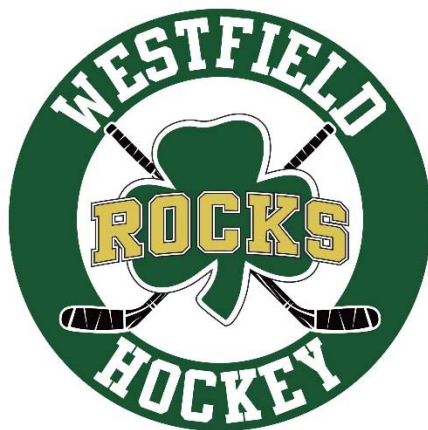




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AMENDED AND RESTATED BY-LAWS OF WESTFIELD HOCKEY CLUB

Article 1 **Identification**

Section 1.01. Name.

The name of the organization is Lawrence Hockey Club, Inc. d/b/a Westfield Hockey Club (the "Club").

Section 1.02. Nonprofit Status.

The Club shall be a nonprofit organization. The Board of Directors or any registered member of the Club shall not engage in any activities prohibited by Section 501(c)(3) of the Internal Revenue Code, as amended, any rules or regulations promulgated thereunder, or the Indiana Nonprofit Corporation Act of 1991, as amended.

Section 1.03. Organization Purpose.

The purpose of this organization is to provide an organized environment in which area Varsity and Junior Varsity aged eligible hockey players can continue to develop individual hockey skills, team hockey skills, good sportsmanship, and leadership skills, and enhance the overall character of the participants.

Section 1.04. Eligibility.

The age of player participants will be Bantam and Midget ages as designated by USA Hockey. The team will be registered as a USA Hockey Midget Team. The Club will field an "A" ("Varsity") squad to play at a higher competitive level. The Club may also field a "B" ("JV") squad to play at a lower competitive level if the number of interested players and resources allow for more than one squad. The Club will primarily compete against teams with similar abilities and will participate within the appropriate division designated by the Indiana State High School Hockey Association ("ISHSHA"). Each player must be in good standing with membership dues and have passing grades at the end of their last grading period or achieve eligibility using the standards as set by the Player Code of Conduct and the player participant's high school athletic department in conjunction with Indiana High School Athletic Association ("IHSAA") and ISHSHA.

Article 2 **Club Membership**

Section 2.01. Membership.

Membership in the Club shall be open to players from the high schools districted to the Club by ISHSHA, the parents/guardians/custodians of the players, the Head Coach(es), and assistant



coaches of the Club (the “Member(s)”). Additionally, membership will be open to a designated high school faculty advisor, as approved by the Board of Directors.

Section 2.02. Voting Rights.

Each player’s family shall have one (1) vote per player, which can be exercised at any meeting of the Members if they are in good financial standing with the Club. A simple majority (50%+1) vote will be used to decide all issues being considered by the Members, unless expressly stated elsewhere in these By-Laws.

Section 2.03. Obligations.

The Members shall abide by the Player Code of Conduct, Parent Code of Conduct, Coaches Code of Conduct, Parent Financial Agreement, and other rules or policies adopted by the Club.

Article 3 **Board of Directors**

Section 3.01. Functions.

The business, property, affairs, and operations of the Club shall be managed and controlled by a Board of Directors (the “Board”) as elected from time to time.

Section 3.02. Board Members.

The Board shall be composed of no more than seven (7) members. The Board shall consist of a President, a Vice-President, a Treasurer, a Secretary, and up to three (3) Members At-Large (the “Board Members”). If in any given year, there are not an adequate number of nominees to fill all seven (7) Board positions, the Board shall be composed of no less than five (5) members.

Section 3.03. Term.

Each Board Member, except for the Vice-President, will serve a term of one (1) year with the option to stay on for a second consecutive year. Each Board Member in their first year must notify the Board of their intention to stay on for the second year by February 15th of their first year. The current-year Vice-President is an automatic two (2) year term with the Vice-President becoming President the following year. The term years for each Board position shall correspond with the fiscal year defined in Section 6.01. Any Board Member wishing to remain in their position beyond two (2) years must be reelected to the position by the Members.

Section 3.04. Nomination/Election.

Candidates for Board positions can be self-nominated or nominated by a Member. Board Members shall be elected by the Members as defined in Section 2.02. At no time will there be two (2) of the same player’s family unit on the Board.



Section 3.05. Removal.

Any Board Member may be removed for just cause, by a two-third (2/3) supermajority vote of the Members present at an official Board meeting. There must be a quorum of the Members present as defined in Section 7.06 to conduct this vote and votes will be cast by secret ballot.

Section 3.06. Resignation.

Any Board Member may resign at any time by giving written notice of such resignation to the Board, the President, or the Secretary of the Club. A resignation is effective upon delivery unless the notice specifies a later effective date. Acceptance of a resignation is not necessary for it to become effective.

Section 3.07. Vacancy.

Any Board position vacancy shall be filled promptly. The President will nominate a Member to fill each vacancy and the nomination must be approved by a simple majority of the current Board members present for the nomination. The replacement Board Member must be a Member in good standing and will serve the balance of the current term.

Article 4 **Powers and Duties of Board Members**

Section 4.01. Power and Duties.

The Board shall be the governing body of the Club with the responsibility of managing the business, property, affairs, and operations of the Club and establishing streams of income necessary to support its operation. The Board will prepare the annual budget, approve coaches and other staff, set participation fees, and with the recommendations of the Head Coach(es) and Director of Hockey, enact a Player Code of Conduct, Parent Code of Conduct, Coaches Code of Conduct, Parent Financial Agreement, and other rules or policies necessary to carry out the stated purpose of the Club.

Section 4.02. President.

The President must have served at least one term as Vice-President before becoming President, unless otherwise approved by the Board. The President will preside over all Board and General meetings, discharge all duties as the presiding officer at all Club functions, perform any such duties as prescribed by the Board, and have any powers as may be reasonably construed as belonging to the chief executive officer of any organization. The President shall prepare the agenda for all Board meetings. Any Member may propose agenda items for Board or General meetings. The President shall determine the time and place of all meetings.

Section 4.03. Vice-President.

The Vice-President acts as the Club's parliamentarian and performs duties as designated by the Board. When the President is not present, the Vice-President performs the duties of the President. The Vice-President will hold the position for one term and commits to becoming the



President the following year. If the Vice-President is unable or unwilling to assume the office of President, the Board shall nominate a replacement candidate subject to election by the Members.

Section 4.04. Treasurer.

The Treasurer shall keep correct and complete written records of account that always show the accurate financial condition of the Club. The Treasurer will be the legal custodian of all funds and valuables which may from time to time come into possession of the Club. All Club funds received by the Treasurer shall be promptly deposited in a reliable bank or other depository institution designated by the Board. The account(s) shall be kept in the Club's name.

Disbursement of funds, other than approved disbursements or those under \$100.00, shall be made only with prior approval of the Board. The Treasurer shall provide a statement of the financial condition of the Club at Board Meetings or whenever requested, and perform other duties required by these By-Laws or as may be assigned by the Board. The Treasurer is responsible for completing and managing all federal or state tax requirements of the Club.

Section 4.05. Secretary.

The Secretary shall take minutes at all regular or special meetings of the Board, reduce the minutes to writing, in either print or electronic format, and preserve them in a permanent record. Copies of this record shall be made available to the Members and to the Board. If the Secretary is not present, the President shall appoint another Board Member to take the meeting minutes. If both the President and Vice-President are not present at meetings or functions, the Secretary shall perform the President's duties.

Section 4.06. Board Members At-Large.

There shall be no more than three (3) Members At-Large elected to the Board. Members At-Large shall perform any duties as assigned by the Board. One (1) Member At-Large will serve as the Safe Sport Coordinator and is responsible for ensuring that all rules and regulations required by Safe Sport are followed by the Club during all team activities.

Section 4.07. Head Coach(es).

The Director of Hockey Operations will assist the Board with the selection of the Head Coach(es). The Board will approve the final candidate for Head Coach. All matters concerning the role of Head Coach (other than removal) shall be decided by a two-third (2/3) supermajority vote of the Board Members. The Board may delegate any duties to the Head Coach. The Head Coach shall only be removed for cause by vote of a two-third (2/3) supermajority of all Board Members. All Board Members must be present or accounted for by written absentee vote or the vote for removal shall not take place. The Head Coach may not vote on any issues or business before the Board and may not hold any executive position on the Board (see Section 5.01).

Section 4.08. Director of Hockey Operations.

The Director of Hockey Operations (the "Director") shall oversee coaching selection and development, structure, and communication across all levels of the program, for both Varsity and JV. The Director will serve as a liaison between parents, coaches, and the Board, ensuring



consistency, accountability, and a clear focus on player development and program growth. The Director may not vote on issues or business before the Board and may not hold any executive position on the Board. The Director shall be appointed by the board annually.

Section 4.09. Team Manager.

Each team, Varsity and JV, shall have a team manager (the “Team Manager”). Along with the Director, the Team Manager will be the primary point of contact between the parents, coaches, and the Board for all off-ice matters. The Team Manager’s duties shall include scheduling games, referees, and ice; securing hotel blocks and other necessary travel arrangements for away games and tournaments; registering their team for participation in any tournaments, coordinating volunteers for score keeping roles for all home games; periodically collecting, reviewing, and submitting player grades as required by IHSA, ISHSHA, HSHA, and USA Hockey; maintaining the official USA Hockey roster; creating and submitting all forms, data, and other information required by ISHSHA, HSHA, and USA Hockey; and any other duties assigned by the Board. The Team Manager may delegate certain duties as necessary for efficient management of their team. The Team Manager may not vote on issues or business before the Board and may not hold any executive position on the Board.

Section 4.10. Committees.

The President shall have the sole discretion to establish and appoint Members to committees. The Board, by simple majority, shall have the power to establish committee guidelines and to disband any committee. Each committee must have at least three (3) Members, one (1) of which shall be a Board Member. There shall be a standing committee on discipline called the Disciplinary Committee. As directed by the Board and in collaboration with the coaches, the Disciplinary Committee shall be involved in the player discipline process as advisers, decision makers, and record keepers for the disciplinary process. The Disciplinary Committee will be comprised of the Vice-President as chair, the Director, and the Team Manager. In the event of a conflict for the Vice-President or Team Manager with a specific disciplinary issue, a Member from the other team (JV for Varsity or Varsity for JV) shall be appointed for the specific disciplinary issue only. The Safe Sport Coordinator is not required to be a member of the Disciplinary Committee but must be involved in disciplinary issues to ensure Safe Sport compliance.

Section 4.11. Indemnification.

The Club shall indemnify any Board Member acting in good faith and within the scope of their duties against any claims or liabilities arising from their service to the Club.

Section 4.12. Conflict of Interest.

Board Members must disclose any financial or personal interest in a matter before the Board. Any Board Member with a conflict must abstain from discussion and voting on matters in which they have a financial or personal interest.



Article 5

Coaching Appointments

Section 5.01. Coaching Appointments.

Upon recommendation of the Director, the Board shall select and approve the final candidate for Head Coach(es). The Board has final authority concerning the approval and termination of the Head Coach. Head Coach appointments shall be confirmed by a two-thirds (2/3) supermajority vote of all Board Members. The Head Coach shall select, and the Board shall approve assistant coach appointments. Any individual selected as a coach (either Head Coach or assistant) may not hold any position on the Board.

Article 6

Fiscal Year

Section 6.01. Fiscal Year.

The Club's fiscal year shall begin with the notice of the elected Board Members and will run from June 1st of each year through May 31st of the following year.

Article 7

Meetings

Section 7.01. Board Meetings.

A minimum of four (4) regular Board Meetings will be held per year ("Board Meetings"). The President or Vice-President may call additional special meetings when deemed necessary ("Special Meetings"). Special Meetings may also be called at the request of four (4) Board Members. The beginning of each Board Meeting shall be open to the Members. Once general Club business is concluded, the Board Meeting will be closed so that an executive session can be held.

Section 7.02. Roster Size.

A Board Meeting will be held within one (1) week after Club tryouts to determine roster size(s). Roster size(s) will be recommended by the Head Coach(es) and approved by the Board. The Head Coach shall have full discretion to select the roster based on player performance at try outs. Roster size may vary from year to year and can affect participant fees.

Section 7.03. Meeting Notice.

No official notice of a Board Meeting being held for the administration of routine Club business needs to be given to the Members.



Section 7.04. Member Meetings.

There shall be a general meeting of the Members (“Member Meeting(s)”) held during the month of April to conduct elections for the following open Board positions: President, Vice-President, Treasurer, Secretary, and one (1) Member At-Large. There shall be another Member Meeting held during the month of August to approve the fiscal year’s budget and participant fees, elect the two (2) remaining Members At-Large, and conduct any other business deemed necessary by the President. Each player’s family unit will have one (1) vote per player at Member Meetings. Other Member Meetings may be called at the discretion of the Board.

Section 7.05. Meeting Protocol and General Rules.

All business meetings of the Club shall be conducted in accordance with “Roberts Rules of Order” unless otherwise described in these By- Laws or suspended in part by simple majority at any single meeting. A simple majority suspension shall be in effect only for the duration of that meeting. Approval of any motion or business item shall be by simple majority of the present eligible voters unless expressly described in these By-Laws. The President should not vote on any motion or business item presented to the Board for vote. In the case of a tie, the President shall vote to break the tie.

Section 7.06. Meeting Quorum.

One-half (1/2) of the Board Members must be present at a Board Meeting to constitute a quorum and conduct official Board business. One-half (1/2) of the eligible player voting units must be present at a Member Meeting to constitute a quorum and conduct official general Club business.

Article 8 **Amendments**

Section 8.01. Amendments.

The power to make, alter, amend, or repeal these By-Laws vests in the Board. Proposed amendments to these By-Laws must be presented in writing (printed or by email) to all Board Members prior to a Board Meeting. A quorum of Board Members must be present to vote on changes to the By-Laws. Any amendment(s) recommended by an affirmative simple majority vote of all Board Members shall be presented to the Members for a final vote. The proposed amendment(s) will be made available to the Members (printed, email or website) at least one (1) week prior to the called Members Meeting. A quorum of the Members can approve the amendment by a two-third (2/3) supermajority vote in favor of the amendment(s).

Article 9 **Policy, Guidelines and Rules**

Section 9.01. Policy, Guidelines, and Rules.

The Board shall state in writing certain codes of conduct, policies, guidelines, and rules that the



Club will follow. All coaches and Members shall be provided with copies annually via print, email, or website. The codes of conduct, policies, guidelines, and rules may be reviewed from time to time and amended as deemed necessary by the Board. The Board will be responsible for communicating any such changes in writing to all Members via print, email or website.

Section 9.02. Suspension and Expulsion.

The Board, by a two-thirds (2/3) supermajority vote taken at any duly constituted Board Meeting, shall have the right, with just cause, to suspend or expel from all Club activities any Member, player, parent, or other adult involved in the Club, if the conduct of that person is considered by the Board to be detrimental to the best interest of the Club. All Board Members must be present or accounted for by written absentee vote for a suspension or expulsion under this section to be contemplated. In any such meeting of the Board, the person under consideration for suspension or expulsion shall have the right to appear in person and address the Board. Any Member or Committee considered relevant to the situation surrounding the proposed suspension or expulsion by the Board may also appear at this meeting and address the Board.

Article 10 **Contracts, Bank Accounts, Etceteras**

Section 10.01. Financial Commitment.

No person shall make a financial commitment on behalf of the Club without Board or Members approval. Budgeted line items approved by the Members do not require additional approval if they do not exceed 110% of the budgeted amount. Non-budgeted items under \$250.00 can be approved by simple majority vote of the Board. Other items require Members approval.

Section 10.02. Contracts.

Execution of contracts shall require both the President and Treasurer's signatures.

Section 10.03. Checks.

All checks, drafts, or other orders of payment of money shall be signed by the Treasurer or such other officer as designated by the Board.

Section 10.04. Deposits.

All funds received by the Club must be deposited weekly. The Treasurer must supply Board Members regularly updated financial reports and provide a detailed quarterly financial report to all Members via print, email or website.

Section 10.05. Bank Accounts.

The Board authorizes the Treasurer to operate a Club account with all deposits going into this designated checking account or other bank/financial accounts (i.e. interest-bearing savings).



Section 10.06. Audits.

The President and the Vice-President shall review the Club's financial statements quarterly and attest to their accuracy. Any Member may request an audit to be performed by a C.P.A. at the Member's own expense.

Section 10.07. Anti-Discrimination.

The Club shall not discriminate based on race, color, religion, national origin, gender, disability, or other protected status.

Article 11 **Club Revenue**

Section 11.01. Sponsorships and Fund-Raising.

The Board shall approve all sponsorship and fund-raising activities.

Section 11.02. Additional Player Fees.

Non-budgeted mandatory player fees or assessments under \$50.00 may be approved by the Board. However, the annual total of such ad-hoc assessments shall not exceed \$100.00 without a vote of the Members, at which time the Members may vote to increase the current annual player fee(s).

Section 11.03. Player Hardship.

The Board may reduce a player's fees in the event of extreme financial hardship. However, if a player quits or resigns for any reason, including but not limited to, change of residence or injury, the total remaining unpaid annual assessment will still be due and any paid-to-date annual assessment will be non-refundable.

Article 12 **USA Hockey Annual Guide and Safe Sport Policies**

Section 12.01. USA Hockey Annual Guide and Safe Sport Policies.

It is the policy of the Club and of USA Hockey, Inc. that there shall be no physical or sexual abuse or hazing of any participant as defined by USA Hockey under its Annual Guide and Safe Sport Guidelines. These Policies, as written in the then current USA Hockey's Annual Guide and other communications issued from time to time, pertaining to Zero Tolerance; Sexual Abuse; Physical Abuse; Locker Room Supervision; Gender Equity; Hazing; and Consumption/Use/Abuse of Mood-Altering Substances are incorporated herein by reference.