

1 4-21-07

2
3 BY-LAWS OF
4 MID WEST AMATEUR HOCKEY ASSOCIATION

5
6 **ARTICLE I**

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8 NAME AND AFFILIATION

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10 The name of this organization shall be the Mid West Amateur Hockey Association
11 (referred to hereinafter as "MWA"). MWA shall be affiliated with USA Hockey, Inc.

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13 **ARTICLE II**

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15 USA HOCKEY PREEMINENCE

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17 MWA, an Affiliate Association of USA Hockey, Inc., shall abide by and act in accord
18 with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and
19 decisions of the Board of Directors of USA Hockey, and such
20 documents and decisions shall take precedence over and supersede all similar governing
21 documents and/or decisions of MWA. Further, MWA (i) shall assist USA Hockey in
22 the administration and enforcement of the provisions of the
23 By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors
24 of USA Hockey, within and upon its members and/or within its jurisdiction and (ii)
25 agrees to be guided by the following core values of USA
26 Hockey:

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28 SPORTSMANSHIP-Foremost of all values is to learn a sense of fair play. Become
29 humble in victory, gracious in defeat. We will foster friendship with teammates and
30 opponents alike.

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32 RESPECT FOR THE INDIVIDUAL-Treat all others as you expect to be treated.

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34 INTEGRITY-We seek to foster honesty and fair play beyond mere strict interpretation of
35 the rules and regulations of the game.

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37 PURSUIT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND
38 ORGANIZATIONAL LEVELS-Each member of the organization, whether player,
39 volunteer or staff, should seek to perform each aspect of the game to the highest level of
40 his or her ability.

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43 ENJOYMENT-It is important for the hockey experience to be fun, satisfying and
44 rewarding for the participant.

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46 LOYALTY-We aspire to teach loyalty to the ideals and fellow members of the sport of

47 hockey.

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49 TEAMWORK-We value the strength of learning to work together. The use of teamwork
50 is reinforced and

51 rewarded by success in the hockey experience.

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53 **ARTICLE III**

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55 **OFFICES**

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57 The principal office of MWA shall be in the State of Iowa. MWA may have such
58 other offices, either within or without the State of Iowa, as the business of the
59 organization may require from time to time.

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61 The registered office of MWA required by the General Not-For-Profit Corporation Act
62 to be maintained in the State of Iowa may be, but need not be, identical with the principal
63 office in the State of Iowa, and the address of the registered office may be changed from
64 time to time by the Board of Directors.

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66 **ARTICLE IV**

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68 **PURPOSES**

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70 SECTION 1-To encourage and improve the standards and conduct of ice hockey in the
71 states of Iowa, Nebraska, Kansas, and portions of Missouri. To encourage and assist in
72 the development and growth of community and regional leagues, associations,
73 programs and teams so that the sport is made available to more people in all levels of
74 competition at the lowest possible cost.

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76 SECTION 2-To develop and encourage sportsmanship and playing proficiency by all
77 players and persons involved in the sport of ice hockey within the geographic jurisdiction
78 of MWA.

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80 SECTION 3-To affiliate with USA Hockey and encourage registration of all teams at all
81 levels of play with USA Hockey

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83 SECTION 4-To conduct ice hockey tournaments and to sanction youth hockey
84 associations with MWA and to encourage their membership and participation in the
85 Mid-West Amateur Hockey League and the Mid West High School Hockey League.

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87 SECTION 5-To communicate with USA Hockey, the Central District office of USA
88 Hockey and other affiliates so as to improve and promote the sport of ice
89 hockey within and outside of MWA.

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91 SECTION 6-To do any and all acts necessary or desirable in the furtherance of the
92 foregoing purposes and the sport of ice hockey.

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ARTICLE V

MEMBERS

SECTION I-MEMBERSHIP-The members of MWAHA shall be comprised of the participants (as defined by USAH) of all the amateur hockey associations within the jurisdiction of the MWAHA and such other participants as may be designated by the board as being under the jurisdiction of the MWAHA as the Sanctioned Affiliate of USA Hockey. Posting of these By-Laws on the MWAHA web site shall constitute delivery of and notice to the members and they shall be governed accordingly.

SECTION 2-JURISDICTION-MWAHA shall have complete jurisdiction over all amateur hockey in the states of Iowa, Nebraska, Kansas, and portions of western Missouri. The Board of Directors of MWAHA shall promulgate general policies under a set of Rules and Regulations to designate how corporate policies shall be followed.

ARTICLE VI

BOARD OF DIRECTORS

SECTION I-GOVERNANCE-The business and affairs of MWAHA shall be managed by the a Board of Directors. This Board of Directors shall consist of an Executive Committee (referred to as the Officers) and Directors that are elected by and designated to represent each recognized local organization within the geographic boundaries of MWAHA. Directors, other than officers, shall be elected annually by the participants of the association or organization they represent and shall be certified by their association by posting on the MWAHA web site as the Affiliate Representative.

SECTION 2-EXECUTIVE COMMITTEE-The Executive Committee shall consist of those voting Officers (President, two At-Large Vice-Presidents, and one Vice-President from each league that is recognized and sanctioned by MWAHA, Treasurer and Secretary. The President, Secretary and an At-Large Vice President will be elected in even numbered years. The Treasurer, and the other At-Large Vice President will be elected in odd numbered years beginning in the year 2000). The officers shall be elected by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Removal of any officer or agent elected or appointed by the Board of Directors may be removed by said Board in accordance with the non-profit statutes of the state of Iowa whenever, in the board's judgment, the best interests of MWAHA would be served.

138 Members of the EXECUTIVE COMMITTEE shall be individuals exclusive of the
139 aforementioned Directors which represent local organizations. The Executive Committee
140 shall consist of the following offices with their duties as described:

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142 PRESIDENT: The President shall be the chief executive officer of MWHHA and shall in
143 general supervise and control all of the business and affairs of MWHHA. He shall preside
144 at all meetings of MWHHA. He shall serve as an ex-officio member on all committees.
145 He may sign, with the secretary or any other proper officer of MWHHA thereunto
146 authorized by the Board of Directors, any bonds, contracts, or other instruments which
147 the Board of Directors has authorized to be executed, except in the cases where the
148 signing and execution thereof shall be expressly delegated by the Board of Directors or
149 by these by-laws to some other officer or agent of MWHHA, or shall be required by the
150 law to be otherwise signed or executed; and in general shall perform other duties as may
151 be prescribed by the Board of Directors from time to time. In addition, the President or
152 his designee(s) shall represent MWHHA and its member teams in meetings with other ice
153 hockey associations and USA Hockey, Inc.

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155 VICE-PRESIDENTS-In the absence of the President or in the event of his inability or
156 refusal to act, the Vice-President (or in the event there be more than one Vice-President,
157 the Vice-Presidents in the order designated, or in the absence of any designation, then in
158 the order of their election) shall have all the powers of and be subject to all the
159 restrictions upon the
160 President. Additionally, the Vice-President(s) shall perform such other duties as from
161 time to time may be assigned to him by the President or the Board of Directors.

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163 TREASURER-If required by the Board of Directors, the Treasurer shall give bond for the
164 faithful discharge of his duties in such sum and with such surety or sureties as the Board
165 of Directors shall determine. He shall: (a) have charge and custody of and be responsible
166 for funds and securities of MWHHA, receive and give receipts for moneys due and payable
167 to MWHHA from any
168 source whatsoever, and deposit all such moneys in the name of MWHHA in such banks,
169 trust companies and other insured depositories as shall be selected in accordance with
170 these by-laws; (b) in general perform all duties incident to the office of Treasurer and
171 such other duties as from time to time may be assigned to him by the President or by the
172 Board of Directors.

173

174 SECRETARY-The Secretary shall: (a) keep the minutes of all meetings of MWHHA in
175 one or more books provided for the purpose; (b) see that all notices are duly given in
176 accordance with the provisions of these by-laws or as required by
177 law; (c) be custodian of the corporate records and of the seal of MWHHA and see that the
178 seal of the corporation is affixed to all documents, the execution of which on behalf of
179 the corporation under its seal is duly authorized in accordance with the provisions of
180 these by-laws; (d) keep a register of the post-office address of each member; (e) in
181 general perform all duties as from time to time may be assigned to him by the President
182 or by the Board of Directors.

183

184 In addition to the aforementioned Directors and Executive Committee, the Board shall
185 include the non-voting positions of immediate past president of MWHHA, the MWHHA
186 Supervisor of Officials and the Affiliate District Representatives to USA Hockey, i.e.
187 Registrar.

188
189 SECTION 3-ANNUAL MEETING-The annual meeting of the Board of Directors shall
190 be held each year, beginning with the year 1985 and each meeting shall be conducted in
191 accordance with Robert's Rules of Order. The meeting will be held within
192 sixty (60) days prior to June 30 for the purpose of electing officers according to the by-
193 laws and for the transaction of such other business as may come before the meeting.

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195 SECTION 4-SPECIAL MEETINGS- Special meetings of the MWHHA may be called by
196 the President or by a majority of the Board of Directors.

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198 SECTION 5-PLACE OF MEETING-The President or the Board of Directors may
199 designate any place within the geographic jurisdiction of the MWHHA as the place of
200 meeting for any annual meeting or for any special meeting.

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202 SECTION 6-NOTICE OF MEETINGS-Notice, mailed or emailed to the Affiliate
203 Representative of each member association, stating the place, day and hour of the
204 meeting, and in the case of a special meeting, the purpose for which the meeting is called,
205 shall be delivered not less than ten nor more than forty days before the date of the
206 meeting, to each association on behalf of its participants entitled to vote at such meeting.
207 If mailed, such notice shall be deemed to be delivered when deposited in the United
208 States mail, addressed to the member association at its address as it appears on the
209 records of MWHHA with postage thereon paid. Such notice may, alternatively, be
210 electronically delivered by posting on the MWHHA web site.

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212 SECTION 7-QUORUM-Forty (40) percent of the directors eligible to vote must be
213 represented to constitute a quorum at any meeting of the Board of Directors.

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215 SECTION 8-VOTING RIGHTS-Each member participant shall be represented at the
216 MWHHA by the Affiliate Representative elected within and by their local association.

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218 SECTION 9-OTHER DUTIES-The Board of Directors shall hear and rule on appeals
219 from any of the corporation committees and shall resolve any and all disputes within the
220 corporation following the USA Hockey procedure included in the USA
221 Hockey Annual Guide.

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223 **ARTICLE VII**

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225 **COMMITTEES**

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227 SECTION I-STANDING COMMITTEES-The president shall designate and appoint the
228 membership to such committees deemed necessary or appropriate to the efficient conduct
229 of MWHHA affairs, provided however, that the Chairman must be a member of the Board

230 of Directors of MWAH. Standing committees may included but are not limited to the
231 following: tournament, suspension, nominating, youth, high school, rules and ethics.

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233 **ARTICLE VIII**

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235 **FISCAL YEAR**

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237 SECTION 1-The fiscal year of MWAH shall begin on the first day of July in each year
238 and end on the last day of June in each year.

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240 **ARTICLE IX**

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242 **DISPUTES**

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244 SECTION I-The By-Laws (Art. VI, Sec. 8) and Rules and Regulations of MWAH
245 provide a procedure and forum for the settlement of all disputes and presents the
246 opportunity to be heard. It is contrary to the purposes of MWAH and detrimental to
247 hockey and the youth which MWAH serves to resort to court action or the threat thereof
248 unless all other avenues of relief
249 through MWAH have been foreclosed. Accordingly, any recourse to the courts of any
250 jurisdiction by any member or individual before all of the rights and remedies provided
251 by the By-Laws and Rules and Regulations of MWAH shall have
252 been exhausted shall be "conduct detrimental to hockey" within the meaning of the By-
253 Laws and a violation thereof entailing the immediate suspension of any person
254 responsible for seeking such recourse or of such individual.

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256 SECTION 2-At any meeting, any question or dispute shall be submitted to the Board of
257 Directors for a determination and decision of the majority of the Board present, provided
258 a quorum of the Board is present, shall be binding on all parties.

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260 **ARTICLE X**

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262 **PLAYOFFS**

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264 SECTION 1-Refer to Rules and Regulations of MWAH for the playoff procedure.

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266 **ARTICLE XI**

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268 **DISTRIBUTION OF ASSETS**

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

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276 SECTION 2-In the event MWHHA is dissolved, the Board of Directors shall pay, satisfy
277 and discharge all liabilities and obligations of MWHHA or make adequate provisions
278 therefor and distribute all remaining assets of MWHHA to an organization or organizations
279 engaged in activities substantially similar to those of MWHHA and organized and operated
280 exclusively for charitable, educational, religious or scientific purposes as shall at that
281 time qualify as an expempt organization under Section 501(c)(3) of the Internal Revenue
282 Code 1954 (or corresponding provisions of future laws).

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284 **ARTICLE XII**

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286 AMENDMENTS

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288 SECTION I-These By-Laws may be altered, amended or repealed and new By-Laws may
289 be adopted at the annual meeting of MWHHA by a two-thirds vote of member teams as
290 outlined in ARTICLE V, SECTIONS 1,6 and 7. No amendment shall be
291 eligible for presentation at a meeting unless it shall have been submitted to the President
292 at least thirty (30) days prior to such meeting or published at least fourteen (14) days
293 prior to such meeting.

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295 **ARTICLE XIII**

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297 INDEMNITY

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299 SECTION 1-MWHHA, an Affiliate Association of USA Hockey, Inc., shall indemnify and
300 hold harmless USA Hockey, the Board of Directors of USA Hockey and each member
301 thereof, the Executive Committee of USA Hockey and each member thereof, councils
302 and committees of USA Hockey and each member thereof, and all other elected,
303 appointed, employed or volunteer representatives of USA Hockey from any and all
304 claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever,
305 arising from the acts and omissions of MWHHA, except to the extent (i) that USA Hockey
306 or its aforescribed representatives caused such claims, liability, judgments, costs
307 attorneys, fees, charges or expenses by their own intentional neglect or default or (ii) that
308 such acts or omissions were the direct result of compliance with the Articles of
309 Incorporation, By-Laws, Rules and Regulations, Playing Rules or decisions of the Board
310 of Directors of USA Hockey. Further, MWHHA understands and acknowledges that USA
311 Hockey and its aforescribed representatives have assumed understanding, agreement
312 and condition that they be so indemnified and held harmless to the extent described in
313 this by-law.

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315 SECTION 2-USA Hockey shall reasonably cooperate with Affiliates in any litigation and
316 provide reasonable support in connection therewith, including by not limited to advice
317 and testimony upon reasonable request; provided, however, that such cooperation shall
318 not require USA Hockey to incur any out of pocket expense not reimbursed by Affiliate.

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