



OREGON STATE HOCKEY

OREGON STATE HOCKEY ASSOCIATION, INC. CONSTITUTION AND BYLAWS

ARTICLE 1 - USA HOCKEY PREEMINENCE

The Oregon State Hockey Association (“OSHA” or Affiliate”), an Affiliate Association of 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 OSHA. Further, OSHA (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:

- A. 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.
- B. Respect for the Individual. Treat all others as you expect to be treated.
- C. Integrity. We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- D. 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.
- E. Enjoyment. It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- F. Loyalty. We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- G. 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

The Oregon State Hockey Association (OSHA), an Affiliate Association of 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 OSHA, 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, OSHA 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 Affiliate 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 Affiliate.

ARTICLE 3 - USA HOCKEY REQUIRED PRINCIPLES

A. Membership. All Registered Participant Members of OSHA (players and coaches), as a condition of membership in good standing with OSHA, 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 OSHA incorporates that definition, as amended from time to time, into these Bylaws.

B. Government. The government and authority of OSHA shall be vested in a Board of Directors composed of at least three representatives, as determined by OSHA, 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 OSHA, 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 OSHA shall be entitled to one vote in the process adopted by Affiliate for the election of its Board of Directors. The process adopted by Affiliate for the election of its Board of Directors shall be based upon the premise that each Registered Participant Member of OSHA 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 OSHA 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 OSHA no less than fifteen (15) days in advance of the holding of the meeting, which meeting shall be open to all members of OSHA.

E. Financial Reports Due and Assessments. OSHA shall provide to the Executive Director of USA Hockey an annual financial report of operations, and all dues and assessments by OSHA shall be reasonable in relation to the programs it offers to its members.

F. Publication of Constitution and Bylaws. OSHA 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. OSHA 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. OSHA 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. OSHA 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. OSHA 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 OSHA of the limits of that policy, and of the changes to those limits which may be made by USA Hockey at its sole prerogative. OSHA 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. OSHA 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 OSHA deem it advisable for OSHA to be included in a group exemption letter.

J. Abuse. OSHA 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 OSHA).

ARTICLE 4 - USAH AFFILIATE NAME

The name of this USA Hockey Affiliate organization shall be THE OREGON STATE HOCKEY ASSOCIATION, INC., d.b.a. OREGON STATE HOCKEY ASSOCIATION (OSHA), and shall be referred to hereafter as the "AFFILIATE" or "OSHA".

ARTICLE 5 - PURPOSE

The purpose of OSHA shall be to:

- A. Promote the sport of amateur ice hockey in the State of Oregon in compliance with the USA Hockey Bylaws, Rules and Regulations and Policies.
- B. Make the sport of ice hockey available to amateur participants as defined by USA Hockey at an affordable cost at all levels of participation.
- C. Develop and encourage sportsmanship and fellowship among players for the betterment of their physical and social well-being.
- D. Bring together the various ice hockey associations, organizations, arenas, and independent teams in the State of Oregon under a single statewide association, as an "Affiliate" of USA Hockey, to represent the interests of the participants in the sport of amateur ice hockey within the State of Oregon.
- E. Encourage and support the holding of tournaments in the State of Oregon for the purpose of selecting Oregon's State Champion at the non-tiered level and for selecting Oregon's entries in District and National competitions at the Tiered I and/or II levels in accordance with OSHA, Pacific District and USA Hockey By-laws and Rules and Regulations.
- F. Provide leadership 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 OSHA Guidebook and within the guidelines, rules and regulations set forth by Pacific District and USA Hockey.
- G. 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 Affiliate shall be as approved by the Board of Directors.

ARTICLE 7 - NON-PROFIT STATUS

This Affiliate shall have no capital stock and shall not be conducted for profit. Furthermore, this Affiliate 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

Any active, amateur ice hockey association located in the State of Oregon shall be eligible for full membership in this Affiliate, and upon compliance with all provisions of the Affiliate Constitution

and Bylaws, the Pacific District Guidebook, USA Hockey Bylaws, all Rules and Regulations of this Affiliate, Pacific District and USA Hockey shall be deemed a Member in good standing.

The membership of this Association shall be composed of non-profit ice hockey associations, and for-profit ice sports facility organizations.

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

A. There shall be two (2) classes of membership (“Member Organizations”):

- (1) 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.
- (2) FOR-PROFIT MEMBER ASSOCIATION:** Must be registered as a corporation with the State of Oregon, and agrees to abide by USA Hockey Bylaw 10 for dispute resolution, and must follow all USA Hockey rules and regulations, and exclusively use USA Hockey certified referees.

SECTION 3: MEMBER REQUIREMENTS

All Member Organizations must properly register its teams with USA Hockey and comply with the Bylaws, Constitution, Policies and Rules and Regulations of OSHA and USA Hockey.

The Board of Directors of OSHA shall establish the criteria to become a Member Organization. Such criteria shall include, but are not limited to the following:

- A. Non-profit organizations must have a board of directors; for-profit organizations have a designated Director of Hockey.
- B. The organization’s operations must be consistent with and follow the Bylaws, Rules and Regulations, and Policies of USA Hockey and OSHA.
- C. The organization must demonstrate the financial capacity to operate the programs as presented in their application.
- D. The organization must be able to provide or access sufficient ice consistent with the size of its program.
- E. Non-profit organizations must maintain director and officer (D&O) and liability insurance, and name OSHA as an additional insured. For-profit organizations must maintain liability insurance. 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).
- F. The Member must be a Member in Good Standing per Section 4.A.
- G. 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: VOTING

Each Member Organization shall be represented by one (1) representative who shall have one (1) vote, as elected by the Registered Participant Members of the Member Organization.

A. Membership in Good Standing. All Member Organizations must be “Members in Good Standing” with OSHA and USA Hockey. Each Member Organization shall submit to OSHA each year a copy of its Constitution, Articles of Incorporation, Bylaws, Rules and Regulations (if any), a list of their current officers, and a membership compliance checklist using OSHA’s current form, prior to OSHA’s Annual Meeting. Membership within OSHA is non-transferable without the written consent of OSHA, which shall require at a minimum certification that the organization continues to satisfy the membership requirements and is a Member in Good Standing.

Members who conduct themselves in such a manner as to cause harm to the credibility of OSHA and youth hockey put their “Membership in Good Standing” at risk. Conduct of this nature includes, but is not limited to, organizational recruitment of players from other members, failure to pay ice rinks, failure to pay leagues, suppliers and officials, knowingly rostering a player not in good standing with his/her previous USA Hockey organization, and providing false information to donors. Members who are alleged by OSHA or its Board of Directors to have conducted themselves in a manner which violates this Membership in Good Standing guidelines are required to respond to the OSHA Board of Directors or such committee as the Board delegates, and to informational requests from such parties, to review potential disciplinary actions.

In the event any Member Organization is alleged by the OSHA Board of Directors or a committee designated by the Board to have violated the Membership in Good Standing guidelines, they may be suspended by OSHA, or OSHA may impose other disciplinary action, following a hearing held in accordance with USA Hockey Bylaw 10 unless, under the USA Hockey Bylaws, no such hearing is required.

SECTION 5: APPLICATION

Membership in the Affiliate may be acquired by application on an OSHA application form. A fee, as may be established by the Board of Directors, must accompany applications for membership, and as appropriate a certified copy of the applicant's Constitution and/or Bylaws. All membership applications must be submitted to OSHA by the January meeting. The Board will vote on the application during the following Annual Meeting, or at a special meeting called for that purpose, if necessary.

Current members that do not meet the qualifications set forth in Article 8 for their current membership classification in a given regular season shall automatically forfeit its membership, unless the member qualifies for a different classification, in which case the member shall continue

as a member in that classification. Any member that completely forfeits its membership for failing to meet the qualifications set forth in Article 8 must reapply for membership as outlined herein.

SECTION 6: MEMBERSHIP COMMITTEE

The OSHA President shall appoint a Membership Committee whose role shall be to review Membership Application Forms for completeness, provide applicants with assistance with completing the applications according to the Membership Application Procedure, reviewing the applications and making recommendations to the OSHA Board of Directors on whether the Member Organization(s) have satisfied the membership requirements for the applicable membership classification.

ARTICLE 9 - FEES, DUES & SANCTIONS

SECTION 1: FEES

The Board of Directors may establish a membership fee for association membership in this Affiliate. This fee shall be established in January by the Board of Directors on an annual basis and published in official minutes and included on the application form. This will be a one-time only fee.

SECTION 2: DUES

Each member association, club, league, team or other organization will pay annual team dues. The amount of the team dues will be determined by the Board during the January meeting. These team dues are for the upcoming season and are due by March 31st of that playing season and will be published in the official minutes. All participant dues shall be established during the January meeting and collected during the registration process with USA Hockey. All participants must register online with USA Hockey.

SECTION 3: SANCTIONS

Each Member association, club, or team failing to pay the established dues and/or fines, when payable, may be subject to suspension of membership from OSHA. The continued failure to pay the required registration fees and/or dues for a period of thirty (30) days shall result in the loss of membership. The Treasurer will monitor the payment of these fees and notify the Board of Directors of any violation.

ARTICLE 10 - SUSPENSION AND EXPULSION OF MEMBERS

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

ARTICLE 11 - BOARD OF DIRECTORS

The regular management of OSHA 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 Affiliate, including, but not limited to, establishing committees, signing contracts, hiring personnel, and establishing reasonable rules and regulations to implement the purpose of the Affiliate. It shall be incumbent upon the Board to enforce all bylaws, and rules and regulations of OSHA, Pacific District and USA Hockey at all times.

SECTION 1: BOARD OF DIRECTORS

The Board shall be comprised of an Executive Committee (President, Vice President, Treasurer, and Secretary) plus Representatives from Member Associations in good standing. Each member of the Board is entitled to one vote and proxy voting shall not be permitted. The Referee's Association shall appoint one member to the Board, but is a non-voting member of the Affiliate.

The voting participant members of OSHA's Member Associations shall elect a President, Vice President, Treasurer and Secretary, with two-year terms staggered as follows:

- . President and Secretary: Even-numbered years
 - . Vice President and Treasurer: Odd-numbered years
- A. **President:** The President shall preside at all meetings of the Board and the Affiliate. The President shall make an annual report on the activities of the Affiliate to the membership at the annual meeting. The President shall represent the Affiliate at all meetings (or shall appoint someone to serve in his/her place) at affiliated or unaffiliated hockey organizations at all levels. The President shall be empowered to do all things necessary to accomplish the orderly operation of this Affiliate 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 Pacific District of USA Hockey and the Annual Congress of USA Hockey. In matters which only require a majority, the President shall vote only in the event of a tie. In all other matters which require more than a majority of those voting, the President shall have a vote. The President shall vote in all election of Officers.
- B. **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.
- C. **Secretary:** The Secretary of the Affiliate is responsible for providing a formal agenda at all official meetings, as directed by the President, and maintaining minutes of all official meetings.
- D. **Treasurer:** The Treasurer shall maintain all financial records of the Affiliate 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 Affiliate'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.

SECTION 2: ELIGIBILITY

- A. The President shall not be a voting member of any Member Association.
- B. The Vice President, Treasurer, and Secretary shall not hold a similar board position within any USA Hockey Affiliate or Member Association.
- C. 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 OSHA board or organization.

SECTION 3: TERM

- A. Each of the Executive Committee members shall serve two (2) year terms, with two positions (President and Secretary) being elected in even years, and two positions (Vice President and Treasurer) elected in odd numbered years.
- B. The Board may fill a vacancy of the Executive Committee at its discretion, for reasons other than an expired term of office. Candidates nominated for a vacant position on the Executive Committee shall be elected by a majority vote of the Board (President, Vice President, Secretary, Treasurer, and Member Associations' designated Voting Representative). The elected Executive Committee member shall serve the remainder of the term of office for the position. Vacancies in the Voting Representative position of the member shall be filled according to the individual member association Bylaws.

ARTICLE 12 - APPOINTMENTS & COMMITTEES

SECTION 1: APPOINTED POSITIONS

Appointed positions required by USA Hockey (American Development Model and Safe Sport Coordinators) are made by the OSHA President. Additional appointments made by the OSHA President are Coach in Chief (CIC), Player Development Coordinator, High School Commissioner and any other appointments that may be required by USA Hockey.

SECTION 2: STANDING COMMITTEES

The Standing committees for OSHA shall be Discipline, Audit, Membership and Nominating. The chairperson and general members of standing committees shall be appointed by the President and ratified by majority vote of the Board.

- 1) A member of the Board of Directors will chair all standing committees.
- 2) 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. Each committee chairperson shall present a written Annual Report to the President at least one week prior to the Annual Meeting.
- 3) The President of OSHA is a member of all committees, but shall vote only in the event of a tie.

- 4) The duties and authority of all standing committees shall be as set forth in the Annual Guidebook of Affiliate, which shall in any case be subject to the Constitution of the Affiliate and the USA Hockey Bylaws, Rules & Regulations and Policies.

SECTION 3: AD-HOC COMMITTEES

Ad-hoc committees (e.g., Tournament Committee, Coaching Program, 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. Each committee chairperson shall present a written Annual Report to the President at least one week prior to the Annual Meeting.
2. The President of OSHA is a member of all committees, but shall vote only in the event of a tie.
3. The duties and authority of ad hoc committees shall be as set forth in the Annual Guidebook of Affiliate, which shall in any case be subject to the Constitution of the Affiliate and the USA Hockey Bylaws, Rules & Regulations and Policies.

SECTION 4: REMOVAL OF BOARD MEMBER

The Board (President, Vice President, Secretary, Treasurer, and Voting Representatives of Member Associations in good standing) may remove an Executive Committee Member by a two-thirds majority vote of the Board of Directors. The Board may require the replacement of a Voting Representative of a Member Association after a Bylaw 10 hearing has been held. This removal requires a two-thirds majority vote of the Board of Directors.

ARTICLE 13 - MEETINGS OF THE BOARD

SECTION 1: MEETINGS

- A. 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 OSHA include conference call or video conference.
- B. 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 OSHA President and is a topic of discussion on the meeting agenda. The Board may allow for a closed session as it deems necessary.
- C. Agenda topics must be submitted to the OSHA 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.

- D. 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 14 - ANNUAL & SPECIAL MEETINGS

SECTION 1: ANNUAL MEETING

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

SECTION 2: SPECIAL MEETINGS

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

SECTION 3: MEETING NOTICE AND AGENDA

- A. 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.
- B. 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 15 - ELECTIONS

SECTION 1: RESULTS & ASSUMPTION OF OFFICE

The results of the election of the Executive Committee Members (President, Vice President, Treasurer and Secretary) shall be the last item on the agenda of the Annual Meeting of the Affiliate, and the newly elected Executive Committee Members shall assume office at the conclusion of the Annual Meeting. Newly elected/newly appointed Affiliate positions shall also assume office at the conclusion of the Annual 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 Nominating Committee 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 fifteen (15) 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. 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, voting members of the current seated board will vote to break the tie between two or more candidates.

ARTICLE 16 - 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 17 - DISPUTE RESOLUTION, DISCIPLINE, ARBITRATION

SECTION 1: Dispute Resolution

- A. **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.
- B. **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."

- C. **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 :
- a. 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 Affiliate Associations, directors, officers and/or agents; and
 - b. Subject such Party to Summary Suspension and/or disqualification from membership and any right to participate in USA Hockey or its Affiliate Associations' sanctioned events in the sole discretion of USA Hockey or its Affiliate Associations.

ARTICLE 18 - AMENDMENTS

SECTION 1: CONSTITUTION & BY-LAW AMENDMENTS

The Constitution and Bylaws of the OSHA Affiliate may be amended as follows:

- A. 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.
- B. 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 19 - DISTRIBUTION OF ASSETS UPON DISSOLUTION

SECTION 1: IRS SECTION 501(c)3 REQUIREMENT

The assets of OSHA 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), OSHA 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 OSHA is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of OSHA or make adequate provisions therefore and distribute all remaining assets of OSHA to an organization or organizations engaged in activities substantially similar to those of OSHA 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).