

# **CASCADE HOCKEY OFFICIALS ASSOCIATION, INC.**

## ***BYLAWS***

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***By-laws of the Cascade Hockey Officials Association, Inc.,  
A non-profit corporation of the State of Washington***

### Article 1 – Name

Section 1.1 – Name

### Article 2 – Purpose

Section 2.1 – Purpose

Section 2.2 – Responsibility

### Article 3 – Membership in CHOA

Section 3.1 – Membership

Section 3.2 – Active Members

Section 3.3 – Allied Members

Section 3.4 – Honorary Members

Section 3.5 – Resignation

Section 3.6 – Reinstatements

Section 3.7 – Voting Rights

Section 3.8 – Membership Fees

Section 3.9 – Membership Status

### Article 4 – General Meetings

Section 4.1 – Meeting of the Membership

Section 4.2 – Special Meetings

Section 4.3 – Quorum

Section 4.4 – Procedures

### Article 5 – Board of Directors

Section 5.1 – Configuration

Section 5.2 – Power and Duties

Section 5.3 – Meetings

Section 5.4 – Voting

Section 5.5 – Resignation, Removal from Office

Section 5.6 – Vacancies

### Article 6 – Officers

Section 6.1 – General

Section 6.2 – Powers and Duties

### Article 7 – Standing Committees

Section 7.1 – General

Section 7.2 – Disciplinary Committee

### Article 8 – Election Procedure

Section 8.1 – General

Section 8.2 – Nomination Procedure

Section 8.3 – Election Procedure

### Article 9 – Discipline of Members

Section 9.1 – Grounds for Discipline

Section 9.2 – Notification of Charges

Section 9.3 – Right of Hearing

Section 9.4 – Appeal

### Article 10 – Indemnification of Officers and Directors

Section 10.1 – General

### Article 11 – Amendments and Changes

Section 11.1 – Procedures

Section 11.2 – Adoption

### Article 12 – Miscellaneous Provisions

Section 12.1 – Fiscal Year

Section 12.2 – Not for Profit

Section 12.3 – Directors and Officers Insurance

Section 12.4 – Depositories

Section 12.5 – Checks, Drafts, and Notes

Section 12.6 – Contracts, and Other Information

Section 12.7 – Dissolution

Section 12.8 – Disposition of Assets

### Article 13 – Adoption and Amendment History

Section 13.1 – Adoption of By-Laws

Section 13.2 – Amendments

## **ARTICLE 1 - NAME**

### **Section 1.1 - Name**

The name of this corporation shall be the Cascade Hockey Officials Association, Inc. (hereinafter called CHOA), a non-profit corporation of the State of Washington.

The official website shall be <http://www.choaref.org>.

## **ARTICLE 2 - PURPOSE**

### **Section 2.1 – Purpose**

CHOA is formed for the purposes of improving the quality of amateur and professional hockey by:

- a) Ensuring uniformity of rule interpretation;
- b) Creating better understanding between officials, coaches, players, and other persons for the development of more proficient officiating;
- c) Maintaining the highest standards of officiating;
- d) Monitoring and constructively critique officials;
- e) Provide a forum for the discussion and dissemination of information on hockey rules, procedures and interpretations; and,
- f) Doing any and all things desirable in furthering the forgoing purposes.

### **Section 2.2 – Responsibility**

The responsibility of this Association shall be to fulfill requests for ice hockey officials for any amateur ice hockey organization whose coaches and players are registered with and sanctioned by USA Hockey, Inc., or to any amateur ice hockey teams registered to a member of the International Ice Hockey Federation, the American Collegiate Hockey Association, or the Washington State Interscholastic Athletic Federation.

It shall also be the responsibility of this Association to fulfill requests for ice hockey officials for any affiliated state, district, or regional playoff tournament and any USA Hockey national championship.

## **ARTICLE 3 – MEMBERSHIP IN CHOA**

### **Section 3.1 – Membership**

Membership shall be open to those persons who are in compliance with all provisions of these By-laws and all Policies of CHOA. Individual shall be deemed as a member in good standing once the criteria have been met. Applicants may apply for membership in CHOA pursuant to criteria set forth herein. Such applications for membership may be rejected by a majority vote of the Board of Directors at any meeting they may hold in accordance with these By-laws.

Membership shall be renewed annually. Membership for the current season shall begin no earlier than August 1<sup>st</sup> and will automatically expire on July 31<sup>st</sup> of the following year.

### **Section 3.2 – Active Members**

Active Members of CHOA are individuals who have completed the registration requirements of the governing body that they will officiate and have complied with all membership requirements of CHOA. Members who are considered inactive by CHOA must apply for 'Active Member' status a minimum of 30 days prior to any CHOA General Election or Special Meeting.

### **Section 3.3 – Allied Members**

Allied Members are comprised of individuals or organizations, as approved by the Board of Directors, which have a special interest in the purposes of CHOA.

### **Section 3.4 – Honorary Members**

Honorary Members are comprised of individuals upon whom CHOA desires to confer such status, as approved by the Board of Directors. Membership fees shall be waived for Honorary Members.

### **Section 3.5 – Resignation**

Any member may resign by filing a written resignation with the Secretary or President. The Secretary or President shall present said resignation to the Board of Directors at the first meeting after its receipt. Such resignation shall not relieve the resigning member of the obligation to pay any fees owed, assessments, or other charges previously accrued and unpaid prior to the receipt of such resignation.

### **Section 3.6 – Reinstatements**

The Board of Directors may reinstate a former member to the membership upon receipt of a written request signed by said former member and filed with the Secretary.

### **Section 3.7 – Voting rights**

Each Active Member shall be entitled to one vote on any issue requiring the consent of the general membership as long as they are in good standing. The President will cast a vote only when a majority has not been reached.

### **Section 3.8 – Membership fees**

The Board of Directors shall determine the membership fees for Active and Allied members of CHOA on a year-by-year basis.

### **Section 3.9 – Membership status**

All members of CHOA are considered independent contractors in their officiating capacities and are not employees of CHOA. As independent contractors, members are not required to accept assignments from CHOA. All members of CHOA recognize this status and understand that CHOA nor its officers or directors are employers and therefore, not eligible to receive benefits or protections reserved for employees. This shall include any and all claims to worker's compensation, any and all claims of damage to personal property, and any and all claims to injuries sustained while officiating. This is in accordance with The Internal Revenue Code 501 (c) 3 and Washington State Law under RCW 24.03.035 and RCW 23A.08.025 as amended.

## **ARTICLE 4 - GENERAL MEETINGS**

### **Section 4.1 – Meetings of the Membership**

A general membership meeting shall be held during the month of April and shall be considered the Annual Meeting. The Board of Directors shall set the date and time. The membership shall be given 14 days notice prior to the date of the meeting. An agenda for the meeting shall be posted when the notice of the general membership meeting is posted.

The Annual Meeting shall be open to the public. No executive session will be permitted during the Annual Meeting (see Section 5-3).

### **Section 4.2 – Special Meetings**

Special meetings may be called by petition filed with the President and signed by ten (10) percent of the membership (Active members in good standing). Transactions at a special meeting shall be limited to the purposes listed in the call for the special meeting.

### **Section 4.3 – Quorum**

Fifteen (15) percent of the membership (Active members in good standing) at the Annual meeting shall constitute a quorum. A majority vote of the quorum is necessary to make a decision, except where some other number is required by law or these By-laws.

### **Section 4.4 – Procedures**

Meetings shall be conducted in accordance with parliamentary procedures as set forth in Robert's Rules of Order Newly Revised. By majority vote of those Active Members present, Robert's Rules of Order may be suspended for all or part of the current meeting.

## **ARTICLE 5 – BOARD OF DIRECTORS**

### **Section 5.1 – Configuration**

The Board of Directors shall consist of the Officers of CHOA and five (5) At Large Members.

No one may hold office if engaged in a position where a conflict of interest, as determined by the Board of Directors, may exist.

### **Section 5.2 – Powers and Duties**

The powers and duties of the Board of Directors shall be to:

- a) Govern, in concert with the By-laws of the governing body of which officials are assigned to;
- b) Formulate, prescribe, alter and amend the By-laws and Policies for the government of CHOA;
- c) Impose and enforce penalties for any violation of the By-laws or Policies of CHOA;
- d) Remove or remit any suspension or penalty that has been imposed by its Officers or committee;
- e) Forthwith, remove from office any Officer or At Large Member by a two-thirds majority vote of the Board of Directors;
- f) Fill a vacancy on the Board of Directors caused by the resignation, expulsion or withdrawal of any Officer or At Large Member;
- g) Appoint committees from the membership or otherwise employ individuals for the handling of special or specified business. Including, but not limited to Assignor, Registrar, Development Coordinator, and Webmaster;
- h) Establish and collect fees and funds of CHOA and direct the expenditure of monies;
- i) Interpret, define and explain all the provisions of the By-laws and Policies of CHOA;
- j) Call any necessary special meetings of CHOA and fix the time and place of special meetings not fixed by the By-laws;
- k) Have immediate access through a qualified auditor on demand, or on the demand of the President, to all books, vouchers, receipts, and records generally pertaining to the finances and operation of CHOA;
- l) Receive a copy of the financial statement (balance sheet and operating statement) of CHOA;
- m) Act upon temporary rulings by the President on emergencies not provided in the By-laws of Policies of CHOA;
- n) Hear and rule on appeals; and,
- o) Maintain, in force, comprehensive general liability insurance coverage as required by the governing bodies

### **Section 5.3 – Meetings**

The Board of Directors shall meet at a minimum of ten (10) times per fiscal year. Date, time and location shall be set within sixty (60) days after the Annual Meeting.

Special meetings of the Board of Directors may be called by the President or by a written request to the President from a majority of the Board of Directors. The President must hold such meeting within fourteen (14) days after receipt of the request. Written notification of the meeting time and location must be provided to the Board of Directors at least seven (7) days prior to the meeting.

All meetings of the Board of Directors shall be open to the public. However, the Board of Directors may adjourn into executive session for discussion of an agenda item covering personal action or for the purpose of conducting a hearing on an appeal to a prior action of the Board of Directors. No formal or binding action on CHOA or any member may be taken in executive session.

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.

#### **Section 5.4 – Voting**

Each Board of Director (except the President) shall have one (1) vote in the conduct of business. The President shall vote only to break a tie vote.

A majority vote of the Board of Directors present will carry or defeat motions of normal business.

#### **Section 5.5 – Resignation, Removal from Office**

Resignations from the Board of Directors shall be in writing and received by the Secretary. The Secretary shall present said resignation to the Board of Directors at the first meeting after its receipt. Such resignation shall not relieve the resigning member of the obligation to pay any fees owed, assessments, or other charges previously accrued and unpaid prior to the receipt of such resignation.

A member of the Board of Directors may be removed from their Board of Director position if member has three unexcused absences from Board meetings during the fiscal year or for other reasons by a three-fourths-majority vote of the Board of Directors.

#### **Section 5.6 – Vacancies**

A vacancy occurring in any Board of Director position may be filled by a majority vote of the Board of Directors. Each Officer or At-Large member so appointed shall hold the appointed office until the normal expiration of that position.

## **ARTICLE 6 – OFFICERS**

### **Section 6.1 – General**

The Officers of CHOA shall consist of the President, Vice President, Treasurer, and Secretary. Only an Active Member of CHOA may be an Officer.

### **Section 6.2 – Powers and Duties**

The powers and duties of the Officers shall be as follows:

a) The President shall:

- 1) Preside at all meetings of CHOA and generally perform the duties assigned to the office of President;
- 2) Determine questions arising from emergencies not provided for in the By-laws or Policies of CHOA until such time as said questions may be acted upon by the Board of Directors;
- 3) Represent CHOA at meetings as required;
- 4) See that all requirements of the By-laws and the Policies of CHOA are carried out;
- 5) Be an ex officio member of all committees;
- 6) Be responsible for coordinating activities with the governing bodies as needed;
- 7) Cause to be prepared the annual financial statement relative to the prior year; and,
- 8) Cause to be prepared an annual operating budget.

b) The Vice-President shall:

- 1) Perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act; and,
- 2) Chair the Discipline committee.

c) The Treasurer shall:

- 1) Have the responsibility of receiving all funds due CHOA, depositing them in a chartered bank selected by the Board of Directors;
- 2) Be liaison to any entity that provides any financial services to CHOA;
- 3) Be responsible for CHOA's federal and state status as a "Not-for-Profit" organization;
- 4) provide a copy of the financial statement to the Board of Directors at each meeting;
- 5) Ensure the required income tax statements are completed and filed with the IRS and other required agencies upon approval of the tax statements by the Board of Directors;

- 6) Submit to the Board of Directors at the Annual Meeting a financial statement relative to the prior year's operating budget; and,
  - 7) Perform other duties usually associated with the position of Treasurer and as established by the Board of Directors and the Policies of CHOA.
- d) The Secretary shall:
- 1) Have the responsibility of recording the minutes of the meeting of CHOA;
  - 2) Provide notices to the Board of Directors relative to meeting and other important information;
  - 3) Maintain in good standing CHOA's Affiliate Agreement with governing bodies;
  - 4) Certify eligible voting members; and,
  - 5) Perform other duties as is customary to the position of Secretary and as established by the Board of Directors and the Policies of CHOA.

## **ARTICLE 7 - STANDING COMMITTEES**

### **Section 7.1 – General**

CHOA shall have a Disciplinary Committee at all times. Ad hoc committees may be established by the action of the Board of Directors. Committees such formed shall have a minimum of three (3) members with a Board of Directors serving as Chairperson. The Board of Directors will select committee members. Committees shall terminate at the Annual Meeting and may be put back into place once the new Board of Directors is selected.

### **Section 7.2 – Disciplinary Committee**

The Board of Directors shall appoint a Disciplinary Committee. The committee shall be chaired by the Vice-President and have a minimum of two (2) other members selected from the membership. This committee shall hear all charges brought against any member and provide a recommendation for action to the Board of Directors.

## **ARTICLE 8 – ELECTION PROCEDURE**

### **Section 8.1 – General**

The Officers and At Large Members shall be voted upon at the Annual Meeting.

No Board of Director may remain in that position without an election for more than two (2) years.

In odd number years, the President and Treasurer positions shall be on the ballot. In even number years, the Vice-President and Secretary positions shall be on the ballot. All At-Large positions shall be presented each year on the ballot.

Only Active Members in good standing shall be permitted on the ballot.

### **Section 8.2 – Nomination Procedure**

The Board of Directors shall appoint a Nominating and Elections Committee and the Chairman of the committee. The Nominating and Elections Committee shall:

- a) Be responsible for monitoring the Election process;
- b) Be appointed no later than 60 days prior to the date set for the Annual Meeting;
- c) Solicit the membership for nominations;
- d) Ensure that a nomination list of the candidates is properly posted to all Active Members prior to the Annual Meeting; and,
- e) Produce and make available enough viable ballots at the Annual Meeting.

Nominations must be submitted no later than thirty (30) days prior to the Annual Meeting in order to be on the pre-printed ballot.

### **Section 8.3 – Election Procedure**

Initial voting shall be by pre-printed ballot only. Ballots will be available at the Annual Meeting for all Active Members eligible to vote.

Active Members in attendance at the Annual Meeting who are in good standing may vote. All eligible members must sign in on the "eligibility list", which shall be provided by the Secretary, prior to receiving a ballot. Proxy ballots shall not be permitted.

Absentee Voting will be allowed using the following guidelines: a member in good standing who wishes to vote by absentee ballot must contact the Chairman of the Election Committee and make arrangements to vote. The member must sign in on the "eligibility list". Upon completing their ballot, they will place their ballot into a sealed envelope which their name will be written onto the envelope. The ballot will be held and verified by the Election Committee during the Annual Election.

Write-in candidates shall be allowed.

A non-partisan committee shall tally ballots and the results announced when complete.

The Nomination & election procedures shall be placed into effect for the 2010 Annual Meeting

A recount of the results is permitted provided there is no more than a ten (10) percent difference between those wishing to have a recount.

The candidate with the most votes shall be declared the winner.

In the event of a tie vote for any position, there shall be a run-off election between those tied candidates receiving the most votes in the first balloting. The Active Members present at the meeting will vote on a written ballot. If a tie vote results in the second balloting, a majority vote by the Board of Directors shall decide upon a winner.

In the event that no one is elected to fill a position, that position will remain vacant until the other Board of Directors are elected, who will then fill the vacancy as defined in Section 5.6.

The elections shall be certified prior to the conclusion of the Annual Meeting. Once certified, the newly elected Board of Directors shall assume their responsibilities.

## **ARTICLE 9 – DISCIPLINE OF MEMBERS**

### **Section 9.1 – Grounds for Discipline**

Members of CHOA are liable to be fined, placed on probation, suspended or expelled for any of the following reasons:

- a) A violation of these By-law's;
- b) A violation of the Policies of CHOA;
- c) Decisions of the Board of Directors; or,
- d) Conduct conclusively established to be contrary to the best interests of CHOA.

### **Section 9.2 – Notification of Charges**

A member charged with a serious violation shall receive written notification by certified return receipt mail of the charges indicating the alleged violation. Such member shall also be provided with copies of all documents related to the charges.

### **Section 9.3 – Right of Hearing**

A member charged with a serious violation shall have the right to appear in person or by written statement made before the Disciplinary Committee. Such right shall be afforded prior to the imposition of any fine, penalty or other disciplinary action. A member may be placed on "temporary leave" prior to such hearing. This action will not violate the member's right to a hearing. A member may seek a hearing within ten (10) days of the date of the written notification. A hearing will be scheduled within ten (10) days of receipt of the request for hearing. A written decision shall be made and sent to the member by certified return receipt mail, within ten (10) days after the hearing date. A majority vote of the members of the Disciplinary Committee shall determine its decision. CHOA is not responsible for any possible legal fees incurred by the member.

### **Section 9.4 – Appeal**

Any member suspended by the Disciplinary Committee shall have the right to appeal to the Board of Directors by giving written notice within seven (7) days of receipt of the Disciplinary Committee's decision. The Board of Directors shall decide the appeal on the record before the Disciplinary Committee and on its review of any further written arguments to be submitted by both parties and received by the Chairman no later than seven (7) days prior to the date set for oral argument. Notice of the date for oral argument shall be sent by the Chairman no later than ten (10) days before the date for oral argument. Legal counsel may participate, provided CHOA is notified at least three (3) days prior to the date of the hearing. A written decision shall be made by majority vote of the Board of Directors, and sent by certified return receipt mail, within ten (10) days of the date on which oral argument was heard.

## **ARTICLE 10 – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### **Section 10.1 – General**

Since ice hockey, by its very nature is defined as a collision sport and it bears with it the possibility of injury the following disclaimer is instituted as a guideline in the pursuit of a damage claim not covered by the medical and liability insurance each member is entitled to as a member of USA Hockey and exemption under the laws of incorporation in Washington State.

Each Officer, Director, Appointee now or hereafter serving the duties of elected or appointed office of this Association and each person who at the request of or on behalf of this Association is now serving or hereafter serves, and their respective heirs, executors and administrators of each of them shall be indemnified and held harmless to the fullest extent provided by law against all costs, expenses, judgments and liabilities, including attorney fees, reasonably incurred by or imposed upon him/her arising or in connection with, or resulting from any claim, action, suit or proceeding, civil or criminal, in which he/she is or may be made a party by reason of his/her connection with, or resulting from his/her having been such Officer, Director or Appointee at the time of incurring such costs, expenses, judgments and liabilities, provided that in his/her connection in his/her official capacity as a member of CHOA Inc, he/she acted in good faith and in a manner he/she reasonably believed not opposed to the best interests of CHOA Inc. and in any case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of "nolo contendere" or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she believed to be in or not opposed to the best interests of CHOA Inc or had reasonable cause to believe his/her conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which an Officer, Director or Appointee may be entitled as a matter of law. Such indemnification shall be governed by and consistent with Washington State laws titled RCW 24.03.035 (14) and RCW 23A.08.025

## **ARTICLE 11 – AMENDMENTS AND CHANGES TO THE BY-LAWS**

### **Section 11.1 – Procedures**

Proposed amendments or alterations to the by-laws must be submitted at a regular meeting of the Board of Directors and discussed as a regular agenda item. The Board may then consider action on the proposed amendments or alterations no sooner than twenty-one (21) days following the meeting at which the proposed amendment or alteration was advanced.

### **Section 11.2 – Adoption**

Amendments or alterations to these by-laws shall be made only by a two-thirds majority vote of the membership quorum.

Voting may be done by a show of hands or a written ballot.

## **ARTICLE 12 - MISCELLANEOUS PROVISIONS**

### **Section 12.1 – Fiscal year**

The fiscal year of CHOA shall end on the \_\_\_\_\_ day of \_\_\_\_\_ each year.

### **Section 12.2 – Not for Profit**

This association is one that does not contemplate pecuniary gain or profits to the members thereof and is organized for not-for-profit purposes. No part of any net earnings thereof shall inure to the benefit of any member or any individual. The association shall have no capital stock.

### **Section 12.3 – Directors and Officers Insurance**

Directors and Officers (D&O) insurance shall be obtained and maintained by CHOA.

### **Section 12.4 – Depositories**

The Board of Directors may appoint banks, trust companies or other depositories in which CHOA monies or securities shall be deposited.

### **Section 12.5 – Checks, Drafts, and Notes**

All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of CHOA shall be signed by two (2) such officers or agents as designated by resolution of the Board of Directors.

### **Section 12.6 – Contracts and Other Information**

Except as otherwise provided in these By-laws, the Board of Directors may authorize any officer or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of CHOA. Such authority may be general or confined to specific instances as approved by the Board of Directors.

### **Section 12.7 – Dissolution**

A resolution to dissolve this corporation may be adopted by the Board of Directors, directing that the question of such dissolution be submitted to a vote at a meeting of members, which may be either a regular or special meeting. Written notice stating that a purpose of the meeting is to consider the dissolution of the corporation shall be given to each member entitled to vote not less than 20 days prior to the date set for the meeting. At such meeting, the resolution for dissolution shall be adopted by the affirmative vote of at least two-thirds of the members present and voting.

### **Section 12.8 – Disposition of assets**

Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation. The Board of Directors shall then convey all of the remaining assets of the corporation to one or more organizations engaged in substantially similar activities to this corporation. Such organization or organizations shall be operated exclusively for charitable or educational purposes as shall at the time qualify as exempt organization or organizations under the Internal Revenue Code.

## **ARTICLE 13 – ADOPTION AND AMENDMENT HISTORY**

### **Section 13.1 – Adoption of By-Laws**

Adopted at the Annual Membership meeting of CHOA on April 7, 2009.

### **Section 13.2 – Amendments**