

# **Bylaws for Aces Hockey Colordao, LLC**

Pursuant to Colorado Revised Statute § 7-130-101, *et sec.*, Aces Hockey Colorado, LLC, a Colorado Limited Liability Corporation, adopts these Bylaws as follows:

## **Bylaw I – Name**

This organization is named Aces Hockey Colorado, LLC (“ACES” or “the Corporation”) and is a member of the Colorado Amateur Hockey Association (“CAHA”), as affiliated with the Amateur Hockey Association of the United States (“AHAUS”), which is also known as USA Hockey.

The name and any official logo of Aces Hockey Colorado, LLC are proprietary and shall not be used, reproduced or altered unless expressly authorized by the Aces Hockey Colorado, LLC Board of Directors (the “Board”).

## **Bylaw II – Duration**

The Corporation was formed on April 4, 2019 with a newly formed collaboration with Okanagan Hockey Colorado (the “Effective Date”) and shall have perpetual existence.

## **Bylaw III – Purposes and Powers**

1. Purposes. The Corporation is formed exclusively to foster national or international sports skill development. Specifically, Colorado and USA Hockey's Program. (“the Corporation”) shall foster national or international amateur sports schooling (without provisions for athletic facilities or equipment) by subscribing to the stated purpose as follows:

To develop and promote amateur hockey at youth levels for both participants and spectators in Colorado in accordance with the core values of CAHA and AHAUS, including sportsmanship, respect for the individual, integrity, pursuit of excellence, enjoyment, loyalty and teamwork.

2. Powers. In furtherance of the foregoing purposes, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon an LLC organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation or Bylaws and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefore; provided, however, that such use be exclusively and irrevocably applied to the purpose of the Corporation.

3. Restrictions Upon the Powers of Directors and Others.

A. ACES is unique in that we are not filed as a 501(c)(3), rather an LLC. However, our commitment and responsibility to honor youth sport is entirely aligned. ACES believes in full transparency and we will commit to the same type open sharing as our counterparts.

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the Corporation and reasonable compensation may be paid for services rendered). Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the purpose of this organization. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(h) of the Code. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax.

#### **Bylaw IV – Membership**

Participation in the activities of the Corporation is by membership only. Membership activities, their rights, responsibilities and authority are defined in the following sections of these Bylaws. This Corporation shall have five classes of members: Players, Parents or Individual Sponsors, Associate Members, Honorary Members, and Directors. The various types of membership shall be obtained and shall have those rights as follows:

1. Player Members. This type of membership shall be automatic for every registered player whose registration fee(s) and tuition has been fully paid. This type of membership shall exist for a term of up to one year ending on June 30 of each year. Tuition for such membership shall be as established by the Board of Directors. Player Members shall have the opportunity to express views (subject to any limitations which the President may impose) at any member's meetings but shall have no right to vote.

2. Parents, Guardians or Individual Sponsor Members. The parents of any players or any individual who sponsors a player by paying that player's charges, fees and tuition shall constitute a Parent or Individual Sponsor Member upon registration with the Corporation. This type of membership shall exist for a term of up to one year ending on June 30 of each year. Parent or Individual Sponsor Members shall be entitled to express views (subject to any limitations which the President may impose) at any meetings of the members but shall have no right to vote.

3. Associate Members. Associate membership shall be available to those contributors, referees, coaches, and other persons who donate their time, efforts, services or resources on behalf of the Corporation and who meet such qualifications as the Board of Directors establish. Associate Members shall be entitled to express their views (subject to any limitations which the President may impose) at any meeting of the members or directly to the Board of Directors and/or Advisory Committee in writing but shall have no right to vote.

4. Honorary Members. Honorary Members shall consist of those persons who the Board of Directors wishes to recognize for significant and extraordinary contribution to the Corporation. Honorary Members shall be publicly recognized in some form unless that person requests otherwise. This type of membership shall exist for terms as set forth by the Board of Directors. In addition, Honorary Members shall have all rights and privileges of Associate Members and shall have no right to vote.

5. Directors. All directors shall automatically be members of the Corporation for their term of office with full rights to express views and vote as a Parent or Individual Sponsor Member in addition to those rights inherent to their offices. Directors shall have the right to vote.

6. Reserved.

#### 7. Rights and Responsibilities

A. All persons making application to the Corporation on behalf of any youth shall present proof of player's age as required by USA Hockey and CAHA to the Registrar before a player is placed on a team.

B. Any player or parent who willfully gives false information regarding application to any Corporation team may be subject to immediate suspension for up to one year.

C. A player's parent or guardian must sign the annual registration form before a player is eligible to participate in any Corporation activities.

D. All persons making application to the Corporation on behalf of any youth shall present proof of player's current registration with USA Hockey to the Registrar before a player is admitted on the ice for any Corporation function.

E. All persons making application to the Corporation on behalf of any youth shall present to the Registrar proof of personal Health/Accident insurance including the name of the carrier and the policy number.

F. Players over the age of 18 are eligible to make application on their own behalf.

G. Any member who fails to pay registration fees and/or tuition by the set due date shall be immediately suspended until fees and tuition are paid. Said registration fees, tuition and due dates shall be established by the Board of Directors and stated on the registration application or on periodic billings.

H. It is the duty and responsibility of each and every member to participate in designated and/or mandated fund raising activities, rink maintenance or upkeep, or other activities beneficial to the Corporation as established by the Board of Directors.

## 8. Disciplinary Action

A. In order to preserve as far as possible the integrity of amateur hockey, any legal action taken by a member or other individual, before all of the procedures, remedies and authority of the bylaws of this Corporation has been exhausted, shall constitute inappropriate conduct and such member may be subject to immediate disqualification and indefinite suspension. Only after the exhaustion of all administrative remedies set forth herein may a member initiate mandatory arbitration before the Judicial Arbitrator Group in Denver, Colorado ("JAG"), such arbitration to be the sole and binding forum for any and all disputes involving a member and the Corporation (except as otherwise required by the USA Hockey bylaws). No other legal proceeding or action of any kind shall be permitted.

B. A member may be disciplined, including but not limited to suspension or expulsion from the Corporation and from any further participation in its affairs for actions or conduct detrimental to ACES, as established by the Code of Conduct.

C. Except as otherwise required by the USA Hockey bylaws (in which event the Board shall follow the policies and procedures established by USA Hockey), any member disciplined shall have the right to appeal said discipline to the Board of Directors by submitting a written Notice of Appeal within ten (10) days of the date the Notice of Discipline is posted. The Notice of Appeal shall contain a brief statement of the basis for the appeal, a list identifying any member, player or other individual with personal knowledge of the event(s) or circumstances relating to the conduct at issue, and whether or not an Appeal Hearing is requested. The Notice of Appeal shall be sent by mail. The discipline that is the subject of the Notice of Appeal shall remain in full force and affect throughout this appellate process. If a written Notice to Appeal is not received within the required 10 day period, the Decision shall be final.

D. If an Appeal Hearing is requested, the Board of Directors may convene a special meeting, hear the appeal at its next regularly scheduled meeting or appoint an ad-hoc committee of no fewer than 3 current Directors and/or Officers to hear the appeal. The disciplined member shall have the right to attend the Appeal hearing and present evidence, including oral testimony from any individual identified in the Notice of Appeal. The President of the Board (or person so acting as President of the Board) shall have sole discretion in scheduling the Appeal Hearing, the decision to appoint an ad-hoc committee and in the appointment of the Hearing Officer who shall conduct the Appeal Hearing. The Hearing Officer shall be a member in good standing and not directly involved in the event(s) circumstances relating to the conduct, which is the subject of the discipline being appealed. The Hearing Officer shall be solely responsible for the order and presentation of the evidence at the Appeal Hearing, including any oral testimony or other matter relating to the conduct of the Appeal Hearing. The Hearing Officer shall not have a vote regarding the outcome of the Appeal Hearing as that authority rests exclusively with the Board.

E. Except as otherwise required by the USA Hockey bylaws (in which event the Board shall follow the policies and procedures established by USA Hockey), the Board shall render its decision on the Appeal by issuing a Notice of Decision at or before its next regularly scheduled meeting following the conclusion of the Appeal Hearing. If an Appeal Hearing is not requested, the Board may render its decision by issuance of a Notice of Decision at the meeting during which the Notice of Appeal is considered or at, or before, its next regularly scheduled meeting. The Board may affirm, rescind, modify or otherwise address the subject discipline in its Notice of Decision. The Notice of Decision shall be sent by registered mail, return receipt requested. Any demand for Arbitration shall be made in writing to JAG within 14 days of the issuance of the Notice of Decision.

F. Arbitration shall be before one JAG arbitrator. The member and the Corporation will select the arbiter. If the member and the Corporation cannot agree on an arbiter, JAG shall appoint a qualified arbiter. The costs and expenses of the arbitration, including the fees of the arbitrator, shall be shared equally by the member and the Corporation.

G. The Corporation extends its authority for player suspension for the purpose of maintaining team discipline. Such authority provides for the disqualification or suspension of any player registered with the Corporation subject to the following provisions:

H. Any person participating in good faith in the making of a complaint or appeal, or participating in any investigative, administrative or appellate proceeding pursuant to these Bylaws shall be immune from any liability, civil or criminal, that otherwise might result by reason of aforementioned participation.

I. Any discipline imposed pursuant to these Bylaws, as well as any information relating thereto, may be shared with or communicated to governing organizations, including but not limited to USA Hockey and the CAHA.

## 9. Registration Rules

A. Any player that has been registered with another CAHA affiliate and requests a transfer to the Corporation must present to the Corporation a written statement claiming the reason for requesting a transfer to this Corporation and a written financial release from his/her old Corporation and/or Association to the Corporation.

B. The Corporation's Board of Directors shall have exclusive authority to accept or reject, in its absolute and sole discretion, any transfer request.

C. Registration fees and tuition must be paid by the due date(s) set by the Board. The Corporation may charge a reasonable fee to process any returned check.

D. Registration fees and tryout fees are not refundable and are not considered part of the tuition.

E. Prorated refund of total tuition will be graded upon receipt of written program withdraw request resulting in removal from USA Hockey Roster according to a schedule determined and posted by the Board as part of the Corporation's policies and procedures. If a separate schedule is not posted by the Board in its policies and procedures, the following schedule shall apply:

80% refund if withdraw request received before September 15  
60% refund if withdraw request received before October 15  
40% refund if withdraw request received before November 15  
20% refund if withdraw request received before December 15  
0% refund if withdraw request received on or after December 15

F. No player under suspension for non-payment of fees or tuition may participate in practices or games or any other team or Corporation event.

G. The Board may institute additional fees, such as a "new member fee" or general assessment, to address past, present or future costs, expenses or other liabilities of the Corporation.

## **Bylaw V – Governance**

### 1. Directors

A. The Board of Directors (collectively the "Board" or "Board of Directors" and individually a "Director or Board Member") will manage the general affairs of the Corporation. There shall not be less than seven (7) Board Members.

B. Board Members shall be elected by majority approval of the full existing Board. The Board will accept nominations for empty positions, based on criteria established by the Board.

C. In the event there are no directors appointed to the Board, the Parents, Guardians or Individual

Sponsor Members of the corporation shall appoint the minimum required directors by secret ballot. The persons receiving the highest total of votes shall be appointed as directors.

D. All directors shall serve for a period of three (3) years. Each elected member Director shall hold office with no limitation on the number of terms served.

E. The Board of Directors shall select the President by majority vote of the full Board. The President shall be selected from among the Board members to preside over meetings. The President shall be empowered to submit an agenda and conduct all such meetings.

F. The Board of Directors shall appoint all committee chairpersons by majority vote as called for in these Bylaws or as deemed necessary by the Board of Directors.

G. Any member of the Board of Directors who misses three (3) consecutive regularly scheduled meetings without valid cause, may be removed from office with a two-thirds (2/3) super-majority vote of the full Board. Upon removal of a director, a new director ("New Director") must be appointed within seven (7) days. A member of the Board may request reinstatement if approved by 2/3 super-majority vote of the full Board.

H. The Board of Directors may remove a director, for any reason, upon a two-thirds (2/3) super-majority vote of the full Board. Upon removal of a director, a New Director must be appointed within seven (7) days.

I. Except as provided below or otherwise herein, all Board decisions shall be determined by a majority vote of fifty-one percent (51%) of Board members in attendance (in person or by proxy) at a meeting where a quorum is present ("Majority Vote"). The following actions shall require a vote of sixty seven percent (67%) of Board members in attendance (in person or by proxy) at a meeting where a quorum is present ("Super Majority Vote"):

- i. Any amendment to this Agreement or to the certificate of formation of the Corporation;
- ii. The settlement of any litigation by the Corporation, other than routine collection matters;
- iii. Any merger or consolidation involving the Corporation;
- iv. The sale, lease, transfer or other disposition of all or substantially all of the assets of the Corporation;
- v. Any voluntary liquidation, dissolution or termination of the Corporation; vi. The execution or modification of any employment or consulting agreement;
- vii. The approval of the making of any investment or capital expenditures or significant operating arrangements, in excess of five percent (5%) of such expenses as set forth in the annual budget of the Corporation during any fiscal year; and
- viii. The incurrence of Corporate debt in excess of U.S. \$5,000.00.

## 2. Meetings

A. All regular business of the Corporation shall be conducted in closed meetings, including Executive Committee (as that term is defined below) meetings.

B. Special meetings may be scheduled as necessary as determined by the Board of Directors. To ensure proper representation, fifteen days advance notice shall be given to the Board for scheduling a special meeting unless in the essence of time, all Board Directors can attend a special meeting at an agreed upon date that is earlier than seven days.

C. A quorum is necessary for the transaction of Corporation business. A minimum of fifty percent (50%) of the Board Directors constitutes a quorum for the Board of Directors.

D. The Corporation will conduct Board of Directors meetings monthly. The meetings shall be held at a place and time determined by the President.

E. The President may convene additional meetings, communicate by telephone or email as needed to assure completion of all Corporation affairs.

F. Proxy, absentee or e-mail votes shall be recognized and counted in any Corporation business.

### 3. Officers

A. An officer shall be empowered to conduct business before the members as a representative to the Corporation. Such business will be limited to the office identified and/or to the special instructions of the Board of Directors. Appointment to an office is continuous until the appointment is rescinded by the Board of Directors by a majority vote, the term of the office expires, or the appointee tenders a resignation to that office. The Corporation will provide adequate surety bonding or carry adequate fraud and theft insurance for each of these officers in an amount to be determined by the Board of Directors. Offices chartered under this provision are identified as follows:

i. **President:** The President of the Corporation shall be appointed by the Board of Directors from the Board of Directors of the Corporation.

ii. **Vice President:** The Vice President of this Corporation shall be appointed by the Board of Directors from the Board of Directors of the Corporation.

iii. **Secretary:** Appointed by the Board of Directors from the Board of Directors of the Corporation.

iv. **Treasurer:** The Board of Directors shall appoint a qualified member or acquire paid professionals to serve as the Treasurer of this Corporation. The Board of Directors may hire paid professionals to review or audit the books of the Corporation. If not a member of the Board, this Officer will not have voting rights.

v. **Hockey Director:** The Corporation may hire a hockey director to run and oversee all hockey operations of the Corporation, including specifically but without limitation, the selection of coaches, camps, tryouts, tournaments, player selection, player development, and all other activities included in the Hockey Director's employment agreement. The Hockey Director will not have voting rights and will report directly to the President and the Hockey Operations Committee (as that term is defined below).

B. In order to assure continuity of service to the entire membership, the President of the Corporation is considered assistant to all officers of this Corporation, except Treasurer, and a member of all committees.

### 4. Duties of Officers

A. **President:** The President is the Chief Executive Officer (CEO) of the Corporation and shall preside over all meetings of the Board of Directors. The President's duties include the nominations of candidates for appointment of officers by the Board of Directors, committees, or special assistants to the Board and the President is authorized to be an additional signer on the Corporation bank accounts and provide for any other duties as assigned by the Board. The President will not vote unless there is a tie, at which time, the President's vote will serve as the tie breaking vote. The President may sign these Bylaws on behalf of the Board of Directors.

B. **Vice President:** In the absence of the President, the Vice President (VP) shall assume all of the authority of the President and perform such functions that may be required of the CEO. The VP shall also perform such special duties as requested by the Board of Directors and any other duties assigned by the President or the Board.

C. **Secretary:** Duties shall include the following activities:

i. Transcribe and maintain a book of minutes as a record of all general meetings of the Corporation.

ii. Post Board of Director meeting minutes in a location accessible to the general membership.

- iii. Schedule meeting room for regularly scheduled and special meetings of the Board.
- iv. Maintain the Articles of Incorporation, and Constitution and Bylaws of the Corporation.
- v. Document and file correspondence on behalf of the Corporation.
- vi. Any other duties assigned by the Board.

**D. Treasurer:** It is the duty of the Treasurer to act as custodian of funds for the Corporation. The Treasurer shall prepare and provide a monthly and/or quarterly Profit & Loss Statement and Balance Sheet for the Board. The Treasurer shall prepare for presentation at the annual meeting a current year financial statement and budget variance report and any other duties assigned by the Board and shall provide membership a financial report of operations.

E. The duties herein are intended to be a summary and may be expanded or decreased (and additional committees and their duties may be established) without necessity for amendment to the Bylaws, notwithstanding XII herein.

#### 5. Limitation of Liability of Directors and Officers

A. To the greatest extent provided by law, no Organization Member, Director or Officer of the Corporation shall be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or its members. Neither the amendment or repeal of this Bylaw, nor the adoption of any provision of this certificate of incorporation inconsistent with this Bylaw, shall eliminate or reduce the protection afforded by this Bylaw to a director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Bylaw would have accrued or arisen, prior to such amendment, repeal or adoption.

B. To the greatest extent provided by the laws of the State of Colorado, the Corporation shall indemnify any past or present Director or Officer of the Corporation who has been made or who is threatened to be made a party to, witness in, or participate in any civil or criminal law suit or any administrative, arbitrative, legislative or investigative proceedings by reason of the fact that the person/organization is a Director or Officer of the corporation.

C. In addition, except as otherwise provided in C.R.S. 7-128-402, an officer or director shall not be liable to the Corporation or its members for monetary damages for the breach of the officer's or director's fiduciary duty. The corporation shall indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, as set forth in the bylaws. In no case, however, shall the corporation eliminate or limit the liability of a director to the Corporation or its members for monetary damages for any breach of the director's duty of loyalty to the corporation or its members, acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of the law, acts specified in C.R.S. 7-128-403 or 7-128-501(2) or any transaction from which the director directly or indirectly derived an improper personal benefit. Neither shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Internal Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time or times, no payment shall be made under this Bylaw if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code). This provision shall only apply to acts or omissions occurring after the date this bylaw is enacted.

#### 6. Committees

A. The Board of Directors may appoint committees as deemed necessary to help carry out the business of the Corporation, including specifically but without limitation, an executive committee (the "Executive Committee"), a hockey operations committee (the "Hockey Operations Committee"), an advisory committee/board (the "Advisory Committee"), a discipline committee, and a fundraising/sponsorship committee. A committee member of this Corporation must be a member in good standing, meaning said member has complied with all policies and procedures established by the Corporation, CAHA and USA Hockey. All Board members may serve as committee members of the Corporation in addition to an elected office.

B. A committee shall be empowered to conduct business before the members as a representative of the Corporation, and pursuant to policies and procedures published by the Board for such committees. Such business will be limited to the committee identified and/or the special instructions of the Board of Directors. Appointment

to a committee is continuous until the duties of the committee are completed, the appointment is rescinded by the Corporation, the term lengths established in the committee outline expire, or the appointee tenders a resignation to that committee.

C. In order to assure continuity of service to the entire membership, the President of the Corporation is considered to be a member of all committees.

### **Bylaw VI – Competition**

1. The Corporation is chartered to compete at various age levels and at different divisions as established by USA Hockey and may be altered as amended by USA Hockey rule changes.
2. A season constitutes all scheduled league games. All teams eligible for State, Regional, or National competition will consider such eligibility as part of and a continuation of any season.
3. Corporation teams shall not participate in any tournaments that directly conflict with any CAHA league game, or State, District, Regional or National Playoff.
4. Any player failing to attend two consecutive scheduled games may be subject to disciplinary action by the Head Coach and/or Director. Coaches may also establish rules regarding practice attendance or other team matters that are consistent with these Bylaws.
5. The Corporation is an Organizational Member of the Colorado Tier Hockey Association.

### **Bylaw VII – Teams, Parents, Players and Coaches**

#### 1. Teams

A. Registration of teams and the placement of players on those teams shall be governed by rules established by USA Hockey and CAHA. The Corporation provides the following limits to team participation:

B. Teams registered by the Corporation will be declared/determined by the Board of Directors.

C. The team selection criteria will be determined by the Head Coach and Director subject to approval by the Corporation Board of Directors.

#### 2. Players

A. A registered player of the Corporation must be a member and appear on an official USA Hockey registration for the Corporation. Such players are recognized during all league and post-season games. Player participation within the Corporation shall be governed by specific rules and Corporation policies. Players or members of affiliate associations are eligible to participate in Corporation sponsored activities for training, recreation and friendly exchange. Participation in Corporation sanctioned events requires the execution of all required registration documents. In addition, participation in CAHA sanctioned events requires that all players appear on a USA Hockey roster, and accepted by CAHA. Participation in a non-CAHA sanctioned, but USA Hockey sanctioned event is subject to CAHA approval and acceptance by the USA Hockey recognized affiliate.

B. Participants are expected to comply with the Corporation Players Code of Conduct as adopted by the Board of Directors.

C. ACES will require a release for participating players that will be rostered and competing in tournaments through the process required by CAHA and USA Hockey and through the provided player release forms.

#### 3. Parents

All parents will be subject to the Corporation Code of Conduct as adopted by the Board of Directors. These rules cover, but are not limited to, team sanctioned and sponsored activities, off-ice, in stands, in-dressing room behavior and fund raising activities, which reflect on the entire Corporation

#### 4. Coaches



A. To the extent reasonably possible, the Corporation shall provide each team with competent and dedicated coaches. To this end, the Corporation shall establish and maintain a commitment to training, facilities and support for any member of the Corporation Coaching Staff (i.e. coaches and assistant coaches). The Corporation requires that all coaches follow uniform codes of instruction, discipline, certification, and participation, as specified by USA Hockey. In addition, all coaches must follow the USA Hockey Coaches' Code of Conduct, the Corporation Code of Conduct, and any applicable Corporation policies.

B. Unless otherwise approved in advance by the Board of Directors, any coach or assistant coach of the Corporation (i.e. Associate Member) may not act as a coach, advisor or volunteer for any affiliate of either CAHA or USA Hockey. Any coach or assistant coach must contribute the necessary time, expertise and ability they have available to support the Corporation and its Members. The Board of Directors, at their discretion, may establish additional duties for any coach or assistant coach.

C. Any coach or assistant coach (i.e. Associate Member), must immediately notify the Hockey Director or the Board of Directors if said coach or assistant coach becomes incapable of fulfilling any required duties.

D. Any coach or assistant coach of the Corporation (i.e. Associate Member), absent approval by the Board of Directors, may not receive compensation for a position held, as coach or otherwise, with any junior or professional hockey organization.

E. The Board of Directors, at their discretion, may initiate a proceeding to remove any coach or assistant coach. The Board of Directors must give any coach or assistant coach in consideration to be removed at least three (3) days notice of the location and time of such proceeding.

#### **Bylaw VIII – Safety**

The Corporation is committed to conducting its activities in a safe manner. To that end, the Corporation may establish any necessary rules to support the individual safety of its players, coaches, volunteers and employees. It is mandatory that all Coaches, Staff, Volunteers, Billets and Board Members complete USA Hockey's SafeSport Training and adhere to the policies provided in the Aces Policies and Procedures/SafeSport Compliance and background checks and screening.

#### **Bylaw IX – Statement of Discipline Policy and Intent**

1. It is the policy of the Corporation that all of its Members, Employees, Coaches and any other individual participating in the activities of the Corporation exhibit the qualities of good sportsmanship and civil behavior and abide by the Code of Conduct of the Corporation.

2. It is the intent of the Corporation to provide a fair and impartial review procedure to determine whether Members have been involved in misconduct while participating in activities sponsored by the Corporation, USA Hockey, CAHA or any other participating event. An individual is participating in sponsored activity if he or she is a spectator, a volunteer minor game official (time-keeper, score keeper, penalty box supervisor or other off-ice official), a player or coach on an Association team or in attendance at any event sponsored by the Corporation.

3. When it is found that a Member has violated the Code of Conduct, the Corporation will discipline the individual in accordance with the procedures and penalties set forth by the Discipline Committee as established in the above Bylaw V Section 5.

#### **Bylaw X Fund Raising**

The Corporation is an LLC which is managed by employees and volunteers. The Board of Directors has the authority to institute a volunteer requirement for the interests of the Corporation, so long as it complies with all Federal, State and Local laws. Mandated Corporation-wide fundraising events must be authorized and approved by the Board of Directors and dedicated to a non-profit non for profit division.

#### **Bylaw XI Miscellaneous**

1. Transactions Involving Directors or Officers. No contract or other transaction between the Corporation and any person, firm, partnership, business or other Corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors or officers of the Corporation are pecuniarily interested therein, or are directors or officers of such other corporation, firm, person, partnership or business. Any officer or director of the Corporation individually or any firm or Corporation of which any officer or director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, may contract or transact business with the Corporation, provided that the fact that such person individually or such firm or Corporation is so interested shall be disclosed in writing to the Board of Directors or shall have been known to all of the members of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director or officer of the Corporation who is also a director or officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other Corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated Corporation without regard to the fact that director or officer is also a director or officer of such subsidiary or affiliated corporation.

2. Waiver of Notice. Whenever any notice is required to be given by this Constitution and Bylaws, or any of the corporation laws of the State of Colorado, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

3. Fiscal Year. The fiscal year shall end at the end of April of each year.

4. CAHA Affiliation.

A. The Corporation agrees to abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of CAHA, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Corporation. Corporation agrees to assist CAHA in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of CAHA, within and upon its members and/or within its jurisdiction.

B. The Corporation shall indemnify and hold harmless CAHA, the Board of Directors of CAHA and each member thereof, the Executive Committee of CAHA, and each member thereof, councils and committees of CAHA and each member thereof, and all other elected, appointed, employed or volunteer representatives of CAHA from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of Corporation, except to the extent (i) that CAHA 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, By-Laws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of CAHA.

5. Policies. To the extent there is any conflict between these Bylaws and the Corporation's policies then in place, the policies shall control.

**Bylaw XII  
Amendments**

The Board of Directors reserve the right from time to time to amend, alter, change or repeal these adopted Bylaws as provided herein; however, no such amendment shall impair the tax-exempt or non-profit status of the Corporation.

**Bylaw XIII  
Effect and Approval**

These adopted Bylaws were approved by a vote of the Board of Directors as of the date listed hereafter. Amendments or revisions of these rules shall be effective immediately unless otherwise specified at the time of adoption.

Dated this   2   day of   August  , 2023.

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By: Brooke Cedars-Wilfley