

# **GREATER NASHVILLE AREA SCHOLASTIC HOCKEY ASSOCIATION**

## **BYLAWS**

Drawn, June 2001, by the By-laws committee representing the Members of the Greater Nashville Area Scholastic Hockey Association.

Approved by the Board of Directors on June 25th, 2001. Revised and approved by the Board of Directors on May 20th, 2008.

### **ARTICLE I - NAME**

The name of the organization shall be the Greater Nashville Area Scholastic Hockey Association (“the Association”).

### **ARTICLE II - OBJECTIVES**

- A. To promote the welfare of student athletes.
- B. To encourage, foster and promote the growth and development of high school hockey in the greater middle Tennessee area.
- C. To stimulate exchange of ideas between parents, players, educators, hockey organizations and the general public to provide the best hockey experience and opportunities for the high school student.
- D. To encourage and develop the mental knowledge, skills, ability, and sportsmanship of all participants with respect to the sport of high school ice hockey.
- E. To promote closer ties between the Administration of middle Tennessee high schools, other youth hockey leagues, this Association and parents.
- F. To follow as closely as possible the rules and determinations of Tennessee Secondary School Athletic Association (“TSSAA”) until ice hockey is accepted by TSSAA as a high school sponsored or sanctioned activity.
- G. To encourage the development of additional ice rink facilities in the middle Tennessee region.

### **ARTICLE III - POLICIES**

- A. This Association shall be an amateur sports association limited to the sponsorship and operation of the Greater Nashville Area Scholastic Hockey League (“the League”), participation in which shall be limited to high school students.
- B. This association shall be non-profit, non-commercial, non-sectarian and non-partisan. Neither the name of the association nor the names of its officers in their official capacities shall be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the association. The

primary use of funds, dues, and proceeds derived by this association shall be for the benefit and improvement of high school hockey.

- C. A Board of Directors consisting of the elected Representative(s) from each Member and the elected Officers shall govern this Association.
- D. This Association shall cooperate with all area youth hockey associations to promote the growth and improve the quality of youth ice hockey, including but not limited to minimizing schedule conflicts with travel and house league hockey programs.

#### **ARTICLE IV - MEMBERSHIP AND DUES**

- A. Member of the Association shall be a school-based ice hockey Team approved by the Board of Directors for participation in the League. The terms Member, Member Team, and Team may be used interchangeably.
- B. Team is composed of the players, coaches, parents, school officials, and required Team Officials that meet all eligibility requirements of the League. Team Officials shall include, as a minimum, the Team Manager, the Head Coach, and Team Representatives.
- C. Team Manager shall have the duty of fulfilling all Team responsibilities to the Association and the League. These responsibilities shall include, at a minimum, payment of dues and fees, registration, stat reporting, communication and other documentation as required by the Association.
- D. The Board of Directors shall establish the annual dues on approval of the annual budget.
- E. Membership in the Association is conditioned upon compliance with the Bylaws of the Association and the rules, policies, and procedures as adopted from time to time by the Association. Failure to comply may result in immediate suspension or termination of membership, the right to participate in scheduled ice hockey competitions and/or activities, and/or the forfeiture of all fees, charges, and assessments paid, at the sole discretion of the Board.

#### **ARTICLE V - BOARD OF DIRECTORS**

- A. The Members shall elect the Board of Directors at the April meeting for a term of one year. Each Member shall nominate two Representatives who are each elected to the Board by majority affirmative vote of the standing Directors. If the nominee does not receive a majority affirmative vote, then the nominee is not elected to Board. The Member may then nominate another Representative for election to the Board. When a sitting Team Director is elected to the office of President, the Member shall nominate a replacement for the seat vacated by the new President.
- B. Representatives are selected by the Member and nominated to the Board of Directors. The Representatives shall consist of a Director and an Alternate of the Board. A Director shall have all voting power of the Member. A Director may not be a Team Head coach. The Alternate shall vote in the absence of the Director.

- C. Unless otherwise stipulated in these By-laws, voting protocol is founded on a simple majority, whereby a tie will be broken by the vote of the President.
- D. If there is a vacancy on the Board of Directors, the position shall be filled through the election process.
- E. The Board of Directors shall include an ex officio, non-voting representative from any and all ice rink facilities, any and all youth hockey associations in the middle Tennessee region, the hockey officials association or organization, the Nashville Predators and, from time to time, any other organization deemed appropriate by the Board of Directors.

**ARTICLE VI - OFFICERS AND THEIR ELECTION**

- A. The Board of Directors shall elect the Officers at the conclusion of the regularly scheduled April meeting of the Board as follows:

President - One (1) year term  
 President-Elect or Vice President – One - (1) year term (elected every-year)  
 Secretary - Two (2) year term (elected every odd year)  
 Registrar - Two (2) year term (elected every odd year)  
 Scheduler – Two (2) year term (elected every odd year)  
 Commissioner – Two (2) year term (elected every even year)  
 Treasurer - Two (2) year term (elected every even year)  
 Past President – One (1) year ex-officio term of the most recent president

The terms President-Elect and Vice President may be used interchangeably. The President shall be elected for a one-year term beginning with the elections occurring in April 2007. Thereafter, the President-Elect shall assume the office of President for subsequent years and an election for President shall occur only if the office is vacant because of the inability of the President-Elect to serve.

- B. The Officers shall be voting members of the Board, except that: (i) an Officer without a school affiliation (other than the Commissioner) shall not be entitled to vote; (ii) as an ex-officio member, the Past President shall not have voting privileges, (iii) the President shall not vote except in the event of tie vote on any matter before the Board; and (iv) no Team shall have more than one vote and shall determine which of the Officer or the Director shall cast a vote on behalf of the Team, provided, however that the President shall cast a tie-breaking vote regardless of the one team – one vote rule.
- C. The Executive Committee is comprised of the elected Officers. The Executive Committee shall carry out the business of the Association as necessary between regularly scheduled Board meetings. Four members of the Executive Committee (other than the Past President) shall constitute a quorum. As an ex-officio member, the Past President shall not be entitled to vote. If a meeting or polling of the Executive Committee is not possible the President shall carry out the business of the Association. Action taken between Board meetings by the Executive Committee or President shall be reported to the Board of Directors during the next Board meeting.

- D. Should the President become unable to perform the duties of the office, the President-Elect shall assume the office of the President and fulfill the remaining term of the President. In the event the President-Elect assumes the vacated office of the President, the Executive Committee shall appoint by simple majority, one of its members to complete the remaining term of the vacated President-Elect office. Should an officer other than President become unable to complete their term in office, the Executive Committee shall appoint an existing Director to complete the term of the vacated office. That appointment shall remain in place until their duly elected and qualified successors assume the duties of office.
- E. The Board shall nominate and elect a League Commissioner. The League Commissioner shall not be a representative of a Member or have a student on any Team. The League Commissioner shall be a voting member of the Board of Directors and the Executive Committee.

### **ARTICLE VII - DUTIES OF OFFICERS**

- A. President shall (1) preside at all regularly scheduled or special called Board meetings and all meetings of the Executive Committee, (2) shall recommend chairpersons of standing, ad hoc, and special committees, (3) shall be an ex officio member of all committees, (4) shall represent the Greater Nashville Area Scholastic Hockey league at the annual Southern Amateur Hockey Association and the semiannual USA Hockey National Congress and (5) shall perform all other duties usually pertaining to the office. In the event of a tie vote on matters before the Board, the President shall cast the tie-breaking vote.
- B. Vice-President shall (1) preside at all meetings in the absence of the President, (2) shall be responsible for all fundraising activities, (3) shall be responsible for all special events approved by the Board, (4) shall serve as parliamentarian for all meetings of the Board of Directors and (5) shall be responsible for receiving and processing all Transfer Forms, Applications for Hardship Waiver and other special requests to the Board regarding eligibility or other rules.
- C. Commissioner shall (1) be the standing chair of the Disciplinary Committee, (2) convene a Disciplinary Committee for review or appeal of disciplinary action as necessary, (3) provide reports detailing results for such meetings to the Board of Directors, (4) oversee and approve team rosters, and (5) handle all grievances and protests dealing with rules on or off the ice.
- D. Secretary shall (1) record, publish, and maintain an ongoing library of minutes of all meetings of the Board of Directors, (2) shall be responsible for notifying Directors of meeting dates, times, and agenda, if applicable, by email, telephone, mail, or other means at his/her discretion to coordinate communication with the Board of Directors, (3) provide updated Board of Directors contact information to all Board members as necessary, (4) shall be responsible for receiving and writing correspondence pertaining to the association's activities and (5) shall perform such other duties as may be delegated.

- E. Treasurer shall (1) maintain custody of the association's funds, (2) shall keep full and accurate accounts of receipts and disbursements of the Association, (3) shall deposit funds in the name of the Association into depositories designated by the Board of Directors, (4) shall disburse funds as directed by the Board of Directors, (5) shall prepare financial statements each month or at such other intervals as the membership may direct, (6) shall be responsible for insuring that filing of the annual tax return and any related filing responsibilities of the association, (7) shall lead a budget and finance committee to create, propose and administer an annual budget approved by the Board of Directors during the regularly scheduled August meeting, and (8) shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe.
- F. Registrar shall (1) coordinate and conduct annual team and player registration, (2) file annual USA Hockey registration, (3) keep player rosters on file and duly distribute copies to the Member Teams, as well as any changes as they are received, (4) publish league standings on a timely basis, and (5) maintain all League registration documentation of Teams, Players, coaches and any other relevant individuals, and (6) perform any other relevant duties as may be assigned by the Board of Directors.
- G. Scheduler shall (1) negotiate the purchase of blocks of ice from all available ice rink facilities, (2) create practice, game, and playoff schedules and (3) present a proposed schedule to the Board of Directors for approval.
- H. Past President shall serve as an ex-officio non-voting member of the Board of Directors and Executive Committee to provide historical and precedent information and represent the Association with the state high school cooperative committee or its equivalent.

#### **ARTICLES VIII - MEETINGS AND REPRESENTATION**

- A. The Board of Directors shall meet at least five (5) times per year with such meetings to occur every other month, except that more frequent meetings may be specially called by the President. The President shall set the agenda and meeting time of the Board of Directors meetings.
- B. The Executive Committee shall meet monthly, with the agenda and meeting time to be set by the President. At the President's discretion, Executive Committee meetings may be held prior to the Board of Directors meetings.
- C. The privilege of making motions, debating and voting shall be limited to Members of the Association whose **DUES HAVE BEEN PAID**.
- D. The President shall serve as chairperson for meetings of the Board of Directors. No one at any time during regular meetings shall address the body without being recognized by the chairperson unless the chairperson announces otherwise.
- E. Fifty percent (50%) of the Directors and/or Officers entitled to vote at any meeting shall constitute a quorum for the transaction of business. Once a Director or Officer is represented as present at any meeting, the Director or Officer shall be deemed to be present for the remainder of that meeting and for any adjournment. A meeting may be

adjourned despite the absence of a quorum, and notice of an adjourned meeting is not necessary if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

## **ARTICLE IX**

### **– RELATIONSHIP WITH USA HOCKEY AND SOUTHERN AMATEUR HOCKEY ASSOCIATION**

- A. The Association shall abide by and act in accord with the Articles of Incorporation, Bylaws and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, Southern Amateur Hockey Association (“SAHA”) and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Association with respect to matters not provided for in the Association’s Bylaws and/or Handbook.
- B. Further, the Association (i) shall assist USA Hockey in the administration and enforcement 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 core values of USA Hockey.
- C. Nothing contained herein, however, shall be construed to delegate the duties or responsibilities of Association’s Directors or Officers to USA Hockey or SAHA, their officers, directors, agents or employees, nor shall this provision be construed to prevent the Association from implementing rules, policies and procedures which may be more stringent than those of USA Hockey providing such rules, policies or procedures do not conflict with those of USA Hockey. Furthermore, to the extent the Association’s rules, policies or procedures are more stringent than those of USA Hockey or SAHA, or not expressly addressed in the USA Hockey or SAHA rules, policies and procedures, the Association’s rules, policies, and procedures shall control and govern.
- D. The Association shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Standing 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 the Association, 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 actions, 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.
- E. The covenants in this Article are premised upon the assumption that USA Hockey and its aforescribed representatives have assumed each assignment, function, office or capacity upon the express understanding, agreement, and condition that they may be so indemnified and held harmless to the extent described by these Bylaws.

- F. USA Hockey shall reasonably cooperate with the Association 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 the Association.
- G. Each Registered Team Member and/or Association Member may adopt bylaws, or other operating procedures not inconsistent with these Bylaws. In the event of conflict with the charter, bylaws, or other operating procedures of any registered Team or Association Member, these Bylaws shall take precedence over and shall govern all Teams and Association Members.

#### **ARTICLE XI - FISCAL YEAR**

The Fiscal Year of the Association shall be from June 1 to May 31.

#### **ARTICLE XII - PARLIAMENTARY AUTHORITY**

Roberts Rules of Order Revised shall govern this association in all cases to which they are applicable and are not inconsistent with these by-laws.

#### **ARTICLE XIII - AMENDMENTS**

These By-laws may be amended at any time by the affirmative vote of two-thirds of the Directors.

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