

# **Billings Amateur Hockey League Bylaws**

## **Article I. Name**

The name of this organization is the Billings Amateur Hockey League (BAHL), also doing business as Centennial Ice Arena (herein referred to as “the Corporation”).

## **Article II. Administration and Offices**

The Corporation’s principal office is in Billings, Montana, with the principal address of P.O. Box 50116, Billings, MT 59105.

## **Article III. Mission and Goals**

The Corporation is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

The mission of the Corporation is to provide a safe, fun, and educational environment for ice sports in our community. The Corporation prioritizes youth participation and development in all ice sports activities, recognizing the historic role played by youth hockey. The Corporation operates and maintains facilities to carry out this mission and partners with other organizations of like-minded purpose to best serve the greater Billings community

## **Article IV. Membership**

The Corporation shall have members specific to the programs and/or user groups with which they are affiliated. Members of programs and user groups receive arena updates, priority registration for public events, and discounts. Membership requirements are delineated by each program and/or user group. Members have the opportunity to represent their user groups through established committees. Each committee shall have at least one board member serving on it at all times.

Regarding board governance of the Corporation, any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board of Directors, who are committed to operating in good faith, with good intentions, and prudence.

## **Article V. Directors**

A. *Duties:* All Directors of the Board (herein referred to as Directors) shall support the purpose, goals, and positions of the Corporation and provide mission-based leadership and governance. The Board is responsible for overall policies, plans, and direction of the organization, to ensure that the Corporation is achieving expected results, representing value, and is in compliance with applicable policies, laws, regulations, and ethical standards. The Board delegates responsibility for day-to-day operations to the staff and committees. Directors shall bring to the Board a broad perspective, energy and passion for the Corporation's mission and vision, commitment to meaningful contribution to the organization, and the ability to work as part of a team to solve problems.

B. *Size and Composition:* The policies and affairs of the Corporation shall be determined and overseen by a Board of no less than five (5) and no more than nine (9) elected directors.

C. *Compensation and Ineligibility:* Directors receive no compensation for any service rendered to the Corporation in their capacity as Board members. Directors may be reimbursed for reasonable expenses incurred in carrying out authorized Corporation business.

A Director may be employed in a limited capacity, for example as a coach, trainer, facilitator, or other, with the consent of the Board. However, a Director shall not be eligible for paid staff positions in the Corporation and paid staff of the Corporation are not eligible to be elected Directors of the Board.

D. *Terms:* Directors shall serve three-year terms and may be elected to a second consecutive and successive three-year term but may not be elected to a third consecutive term. A director who has served two consecutive terms may be re-elected to the board after a lapse of one year or more. Board terms will be staggered so that approximately one-third of the Board will open each year.

Terms of office end at the time of the first Board meeting following the annual meeting of the Corporation, or when successors have been elected. In the event of an emergency or other extraordinary circumstance as defined by the Board of Directors, the Board may, by unanimous consent, authorize a Director to serve more than one consecutive term.

E. *Election:* The Corporation's Board shall elect directors to the Board. The Board Governance committee—comprised of Directors of the Board and established by the Board—shall identify, vet, recruit, and nominate Board candidates. Board members may submit names of possible future candidates to the Governance Committee at any time. The Governance committee shall seek board candidates who represent the best interests of the Corporation and bring specific skill sets needed for successful board operation.

F. *Meetings:* Directors shall meet as frequently as necessary to effectively carry out the business of the Corporation, but no less than quarterly. The Board shall determine dates, times, and locations of its meetings. The Secretary shall notify Board members of regular Board meetings no less than three (3) days in advance via telephone or electronic communication. If it appears that a quorum will be unable to attend a meeting, the meeting may be rescheduled or canceled.

1. *Annual Business Meeting:* The Corporation's annual meeting shall be held once each year, prior to the start of the new calendar or fiscal year, or on such other date as may be fixed by the Board. The Board shall decide the time and location of the annual meeting, as well as the business to be conducted.

2. *Special Meetings:* Special meetings of the Board may be called by or at the request of the President, or by any three (3) directors. The Secretary shall provide notice of the date, time, place, and purpose of such meeting to all Directors at least one day in advance of such meeting. Board action during a special meeting may take place by telephone or electronic communication.

G. *Action Taken Without a Meeting:* The Board may take action in absence of a meeting if an electronic version of the proposed action is emailed to Directors at the email addresses on record for them, and the majority of Directors respond with an affirmative vote via email from the Director's email address. Any action so approved shall have the same effect as though taken at a meeting of the directors.

H. *Quorum:* A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. Board voting by proxy is allowed.

I. *Resignation:* Any Director may resign from the Board at any time by giving written notice to the President.

J. *Participation:* The active participation of Directors is encouraged, including attendance at all regularly scheduled Board meetings. Each Director shall inform the President or Secretary in advance of their inability to attend a Board meeting. Absence from three (3) consecutive meetings without excuse, or a total of four (4) absences during a fiscal year shall be grounds to bring the matter before the board.

K. *Removal:* If during a term of office, a Director is unable to participate in the work of the Board, lacks sympathy with the purpose of the Corporation, or is unable to meet any of the duties as outlined herein, the Board, by a two-thirds vote, may

remove that Director. The Director shall be offered the opportunity to be present and to be heard at the meeting at which removal is considered.

L. *Vacancies*: A vacancy on the Board shall be filled by majority vote of the remaining Directors for the unexpired term. To fill a vacancy on the Board, the Board Governance committee shall identify, vet, recruit, and nominate a candidate to the Board for that vacancy. The Board must approve that candidate by majority vote. The term of such appointment shall expire at the completion of the vacated term of service or three (3) years, whichever is less.

M. *SafeSport and Background Check Requirements*: Upon election to the Board, each Director must submit to a background check and complete SafeSport training through the Center for SafeSport as required by USA Hockey.

## **Article VI. Officers**

A. *Officers*: The Board Officers shall be President, Vice President, Secretary, and Treasurer. No person may hold more than one office at a time. At the first regular or special meeting of the Board of Directors following the election of new directors, the Board as then constituted shall elect its officers.

B. *Duties of the President*: The President shall have general oversight of the affairs and finances of the Corporation. The President shall be the principal officer of the Corporation and shall preside at all regular or special meetings of the Board at which he or she is present. The President may sign, with the Secretary or any other officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Corporation.

C. *Duties of the Vice President*: The Vice President shall, in the event of absence, disability or death of the President, possess all the powers and perform all the duties

of that office, until such time as the Board shall elect a director to fill the vacancy. The Vice President shall perform such other duties as the President and the Board may designate.

D. *Duties of the Secretary:* The Secretary issues notices; keeps the minutes of meetings of the Board and the Executive Committee; sees that all notices are duly given in accordance with the provisions of these bylaws or as required by law; maintains the records of the organization; and performs other duties as may be assigned by the Board. The Secretary may delegate these responsibilities to the Corporation's staff, but retains ultimate authority for the completeness and accuracy of all records.

E. *Duties of the Treasurer:* The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation and in general, perform or supervise all the duties incident to the office of treasurer and which other duties as from time to time may be assigned by the Board. The Treasurer may delegate these responsibilities to the Corporation's staff, but retains ultimate authority for the completeness and accuracy of all reports and statements.

## **Article VII. Committees**

A. *Committees:* The Board, through majority approval, shall designate and appoint all committees,

each consisting of one (1) or more Directors. Standing committees are, at a minimum, Executive, Governance, Finance, and User Groups.

No committee shall have the authority to amend or repeal these bylaws, elect, or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the organization. Membership on the Executive and Governance committees is restricted to directors serving a term on the Board. Membership on all other committees is open to Directors and community members whose skills and expertise are of use to that committee.

B. *Executive Committee*: The Executive Committee shall consist of the Board Officers and the Centennial Ice Arena Director (non-voting). The Executive Committee shall conduct ongoing oversight of the Corporation between Board meetings and has the power to act on the Board's behalf, to the extent permitted by Montana law. The Board at its next meeting must ratify all actions of the Executive Committee.

Meetings of the Executive Committee shall be called by the President, or in his or her absence by the Vice President. A majority of the Executive Committee shall constitute a quorum. Minutes shall be kept of the meetings and of all actions taken by the Executive Committee. Copies of the minutes shall be made available to the Board.

C. *All Other Standing Committees*: Each standing committee shall adhere to the guidelines, duties and responsibilities as outlined in that committee charter. All Charters are approved by the Board and are amended by the Board as necessary.

E. *Other Committees, Ad-Hoc Committees, and Task Forces*: From time to time, the Board may create and appoint other committees, ad-hoc committees, or task forces to facilitate the business and special projects of the Corporation. These committees, ad-hoc committees, and task forces shall establish charters that are approved by the Board.

## **Article VIII. Centennial Ice Arena Director and Staff**

The Board of Directors shall hire a Director for Centennial Ice Arena (CIA) to serve as the chief executive officer of the Corporation. The CIA Director shall serve at the will of the Board as a whole and shall report directly to the Board.

The CIA Director shall be responsible for the administrative and programmatic management of the Corporation, with general and active supervision over the property, staff, programs, and other affairs of the Corporation. The CIA Director shall be

responsible for implementing the policies and programs of the Corporation and shall perform duties as directed by the Board, subject to oversight by the Board.

### **Article IX. Budget**

Each fiscal year, as it aligns with the ice sport season, a final draft of the budget will be submitted to the BAHL board of directors for adoption. The final draft of this budget will be reviewed and approved by the CIA Director, the Finance Committee, and the President of the BAHL Board, at which point the budget will then be presented to the entire BAHL Board of Directors to adopt. A vote to adopt the approved final budget, with majority rules, will then enact the budget to serve as a guide for the upcoming fiscal year. Changes to the budget may be reviewed and determined necessary based on the guidance of the CIA Director and oversight of the Finance Committee.

### **Article X. Personal Liability**

The Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or making any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the organization.

### **Article XI. Indemnification of Directors, Officers, and Staff**

The Corporation shall provide insurance on behalf of any director, officer, or employee against any liability incurred by him or her that arises out of such person's status as a director, officer, or employee, whether or not the Corporation would have the power to indemnify the person against that liability under law.

Unless otherwise prohibited by law, the Corporation shall indemnify any director, officer, or employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification for matters in which he or she is convicted of or pleads guilty to a



criminal offense or is liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

## **Article XII. Conflicts of Interest**

Directors serving on the Board of the Corporation have an affirmative obligation to reveal to the Board any, and all, possible conflicts of interest relating to the policies, goals, and operations of the Corporation, including but not limited to financial or policy interests inuring to any director or any member of his or her family. Directors shall also state how they propose to avoid a conflict. The Board may, on a case-by- case basis, waive any conflict after full disclosure by the director.

## **Article XIII. Dissolution**

In the event of dissolution or partial dissolution of the Corporation, the Board shall make provision for payment of all liabilities of the corporation. The balance of all its assets, after the payment of all liabilities of the Corporation, shall be disposed of and distributed by the Board exclusively for the same purposes as this Corporation, in such manner or to such organization or organizations as may be engaged in activities substantially similar to this organization, and qualified as exempt under section 501(c) (3) of the Internal Revenue Code (or any comparable section then in effect) and/or to one or more government agencies.

All remaining assets and property not so disposed of shall, at the discretion of the Board of Directors, be paid over and transferred (a) to Yellowstone County for pleasure, recreation, and other nonprofit uses and not for the profit of any person, or (b) to any other corporation, organization, or entity having the same or similar specific purposes as this corporation and which is exempt under section 501(c)(3) of the Internal Revenue Code (or any comparable section then in effect).

## **Article XIV. Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year, unless otherwise designated by the Board.

## **Article XV. Amendments to Bylaws**

These bylaws may be altered, amended, or repealed and replaced by a two-thirds vote of the directors present at any regular meeting or at any special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.)

## **Article XVI. Saving Clause**

Any portion of these bylaws found to be contrary to law shall not invalidate the other portions.

## **Article XVII. Non-Discrimination Policy**

The Corporation does not discriminate in programs, services, staffing, and/or volunteer areas for any reason, including race, color, creed, gender, age, national origin, sexual orientation, marital status, or disability.

## **Assent to Amendment of Bylaws**

The undersigned President and Secretary of the Corporation do hereby certify that the Bylaws of the Billings Amateur Hockey League, a Montana nonprofit corporation, were duly amended at the meeting of the Membership of the Corporation on March 28th, 2023

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President

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Secretary