



## **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, as determined in the user group contracts. Membership requirements are delineated by each program and/or user group. Members have the opportunity to represent their user groups through established committees.

Regarding the 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 and Powers:* 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 strategic 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. The rink and program director serves in an ex officio board member role, meaning they are a non-voting board member. Any board member at the completion of their term or otherwise resigning may be asked to serve in an emeritus role for the purpose of training, or seeing the completion of a needed duty, task, or assignment.

in the event that board membership falls below the minimum 5 and exiting board members are otherwise unable to serve interim, the board has 45 days to find new potential board members to be reviewed by the governance committee and presented for a vote. If said board members do not pass governance or a unanimous vote, an additional 30 days may be given to recruit potential candidates. If extended an additional 30 days, the board of directors may vote to provide interim voting rights to a member of the administrative leadership team to include the executive director and/or hockey director. Other options may be considered by the board if necessary. In the event of being below the minimum board membership, decisions that are made based on a vote of the board of directors must be unanimous and not a majority.

*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, an elected 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 director's anniversary date. Directors whose terms are set to expire will give 4 months notice of their intention to serve a second term or resign. 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 a second consecutive term.

*E. Election:* The Corporation's Board shall elect directors to the Board. The Board Governance committee—composed 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.

The board will hold a special vote for any director who has elected to serve a second term. If said director was serving in an officer role, the board will vote on both the director serving a second term and a vote to reelect or elect a new officer.

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. Proxy voting is permitted for Board members, allowing a director to designate either another director or the Rink Director to cast their vote on their behalf.

I. *Resignation*: Any Director may resign from the Board at any time by giving written notice to the President or in their absence any member of the Executive Committee.

J. *Participation*: The active participation of Directors is expected 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 elected Director may serve for the completion of the vacated term of service or begin their first three (3) year term.

*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. Upon resignation or completion of a term a Director holding an office will resign from their office, for the Board to then vote on any of the vacated Officer positions.

*B. Duties of the President:* The President is to support, coach, mentor, and align with the rink and program director, following all BAHL/CIA policies, procedures, strategic planning, and initiatives. 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.

*F. Duties of the Rink and Program Director:* Serves as an ex-official officer of the Board and member of the Executive Committee. Primary responsibility of daily operations of facilities and programs and is accountable to the Board at large.

## **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, Youth Hockey, Philanthropy 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. Voting membership on the Executive and Governance committees is restricted to elected directors serving a term on the Board. Voting membership on all other committees is open to Directors and community members whose skills and expertise are of use to that committee.

*B. All 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.

1. Executive Committee (EC). The name of the committee shall be the Executive Committee (EC). The purpose of this charter is to establish the framework and guidelines for the operation of the Executive Committee of Billings Amateur Hockey League. The Executive Committee serves as the governing body responsible for making strategic decisions, providing leadership, and overseeing the affairs of the organization.
2. The Governance Committee (GC) will assist the Board of Directors of the Billings Amateur Hockey League to fulfill its responsibilities regarding matters that relate to governing the organization and in identifying and making recommendations to the board candidates to be appointed as Board Directors
3. The Finance Committee (FC) will recommend financial policies, strategies, and budgets that support the mission, values, and strategic plan of the organization. Its purpose is to ensure the financial health and integrity of the organization in pursuit of its mission to provide a safe, fun, and educational environment for ice sports in our community.
4. The Youth Hockey Committee (YHC) is a standing committee of the Billings Amateur Hockey League (BAHL) that supports the operations of youth hockey. This committee provides feedback and makes recommendations to the Centennial Ice Arena (CIA) Director and BAHL Board of Directors as needed.
5. Philanthropy Development Committee (PDC). The purpose of the PDC is to actively engage in fundraising activities, cultivate sponsorships, and develop strategic partnerships to support the expansion of programming and improve rink facilities at BAHL.
6. The User Group Committee (UGC) is a standing committee of the Billings Amateur Hockey League (BAHL) that supports the operations of ice sports programs. This committee provides feedback and makes recommendations to the Centennial Ice Arena (CIA) Director, BAHL Board of Directors, and/ or the Executive Committee, as needed.

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

The CIA Executive 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 Executive 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 BAML 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 BAML Board, at which point the budget will then be presented to the entire BAML 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 insuring 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**

BAHL is committed to creating and maintaining a work, service, and community environment free from discrimination. We embrace and celebrate the diversity of our team members, clients, partners, and community members, and we believe that diversity strengthens our organization. Our organization prohibits discrimination based on race, color, religion, gender, gender identity or expression, sexual orientation, national origin, genetics, disability, age, or any other protected status under applicable federal, state, or local law.

**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 by the Board of Directors on March 28th, 2023.

President

Secretary