

MISSION STATEMENT

The Mission of the Spokane Old Timer Hockey association is to promote the growth and development of adult and youth amateur ice hockey in Spokane WA. Spokane Old Timers will work to provide the best possible experience for all players by providing an environment that stimulates a fun, enjoyable and competitive experience. We are an independent non-profit association built by hockey players for hockey players.

BY-LAWS OF WASHINGTON STATE OLD TIME HOCKEY PLAYERS BENEVOLENT ASSOCIATION (Rev. 9-1-2011)

ARTICLE I: MEMBERSHIP

Section 1: The Spokane Oldtimers Hockey Association is comprised of suborganizations operating under the umbrella of the Spokane Oldtimers Hockey Association. The organizations are as follows: The Grinders, Jets, and Masters. Sub organizations can be added with a majority vote of the Active members held at a Special Meeting or the Annual Meeting. Membership in the association shall consist of three classes, namely, Active Members, Associate Members and Honorary Life Members. All skater must belong to the USA Hockey Association

Section 2: Active Membership shall be open to former hockey players, referees, trainers, and persons who have been involved in hockey management or administration in an organized hockey league at the professional, senior "A", Junior B, and other comparable levels, or have maintained an active associate membership for 5 years and approved by the board. All Active Members shall have reached the age of 21 years.

Section 3: Associate Membership shall be open to persons who are desirous of becoming an active member. All Associate Membership shall have reached the age of 21 years, and shall have no voting rights.

Section 4: DELETED

Section 5: Honorary Life Members shall be those persons who shall be elected Honorary Life Members at any annual general meeting of the association by two-thirds of the members present at such meeting and entitled to vote. Notice in writing of an intention to nominate a prospective Honorary Life Member shall be presented to the Board of Directors by the nominator at least one calendar month prior to the date of the annual general meeting . The Board of Directors shall include the name of the prospective Honorary Life Member in the notice sent to all Active Members announcing the annual general meeting.

Section 6: Honorary Life Members shall pay no annual dues and have no voting rights.

Section 7: Three separate membership lists shall be kept by the Secretary of the Association, and shall be categorized as follows:

- (1) Active Member;
- (2) Associate Member;
- (3) Honorary Life Members.

Any Active Member may inspect the membership lists at any reasonable time or place, upon giving reasonable advance notice to the Secretary.

Section 9: All applications for Active Membership or Associate Membership shall be presented to the members of the Board of Directors by a team committee for approval. To be approved, each application must receive two-thirds (2/3) majority vote of the members of the Board of Directors.

Section 10: DELETED

Section 11: All Active Membership and Associate Membership shall pay annual dues on or before October 15 of each year. Annual dues and monthly fees are as determined by the Board of Directors at any meeting. These changes to the Dues and Fees may be changed with a majority vote of the Board of Directors.

Section 12: The Board of Directors shall by resolution, determine from time to time, the rights, privileges, and duties of the members of the organization.

Section 13: The Board of Directors shall have the power to suspend or expel any member who may, in the opinion of the Board of Directors, be guilty of conduct detrimental to the best interests of the association. However, no member shall be suspended or expelled before he has been given an opportunity to present his case before the Board of Directors. Any member who is suspended or expelled shall not be entitled to a refund of any part of his dues or ice fees.

ARTICLE II: MANAGEMENT AND BOARD MEETINGS

Section 1: The business affairs of the association shall be managed by a Board of nine (9) Directors. (There must be a minimum of 3 directors from the Grinders and 3 directors from the Masters and 3 directors from the Jets) elected by vote of the Active Members as follows: In each year there should be three director positions open up. One director from each sub-organization. Each Director shall serve a 2 year term.

Section 2: Only paid up Active Members in good standing may serve on the Board of Directors.

Section 3: Upon the expiration of his term of office, the duties of a member of the Board of Directors shall terminate, but such member shall be eligible for re-election.

Section 4: If a vacancy is created in the Board of Directors by resignation, death, or otherwise, the remaining Board of Director members shall, at its first meeting thereafter, by a majority vote of the Board of Directors following the creation of said vacancy, elect an Active Member to Serve the balance of the unexpired term.

Section 5: The Board of Directors may transact business notwithstanding a vacancy on the Board of Directors.

Section 6: Any member of the Board of Directors may be terminated from his position on the Board of Directors for dereliction of duty, not attending monthly meetings, or not performing duties as outlined by the bylaws by resolution approved by 75 percent of the Active Members present at any annual or special meeting.

Section 7: A regular Board meeting shall be held without notice immediately after and at the same place as the annual general meeting of the association. By resolution, the Board shall develop annually a regular monthly meeting schedule including date, time and location either within or without the State of Washington.

Section 8: Special Meetings. Special Board meetings may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings may fix any

place, either within or without the State of Washington, as the place of holding any special Board meeting called by them.

Section 9: Notice of each special Board meeting shall be delivered personally to each Director at his business address, emailed or delivered personally at least seven (7) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail, properly addressed, with postage prepaid. The attendance of a Director at a meeting shall constitute a Waiver of Notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular or special meeting of the Board need be specified in the Notice or Waiver of Notice of such meeting.

Section 10: Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting, but, if less than such majority be present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 12: A Director of the association present at a Board meeting at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent is entered in the Minutes of the meeting or unless he files his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or unless he forwards such dissent by Registered Mail or Email to the Secretary of the corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Section 13: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting fourth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the Minute Book as if it were the minutes of a Board meeting.

Section 14: The Board of Directors shall meet as such times and places as may be agreed upon.

Section 15: Any three members of the Board of Directors may at any time summon a meeting of the Board of Directors.

Section 16: The Board of Directors shall set up a special trust accounts, out of which only payments for relief or assistance or other designated projects shall be made. All payments out of the funds of said trust account shall be made only after approval thereof by the Board of Directors. Any member wishing to recommend payments out of the special trust accounts shall submit his recommendation in writing to the Board of Directors and no such recommendation shall be made orally at any meeting of the association.

Section 17: The Board of Directors shall investigate all requests for payment from the special trust account and shall decide when and to whom payments shall be made.

Section 18 : Room Committees. Each Subgroup of the SOA shall form a Room Committee (RC) to run the affairs of their respective Subgroup. Each RC shall consist of at least 3 members of the Subgroup. Each Subgroup shall annually determine the maximum size of their RC and elect three (3) persons to represent them to the BOD, and authorize funds to be spent. These persons will be known as Room Committee Leaders (RCL). Duties and Responsibilities of the RC shall include:

1. Manage the conduct and maintenance of the locker room

2. Authorize road trips and payment of entry fees for road trips
3. Authorize ice rental for special situations
4. Manage the funds allocated to the Subgroup by BOD or collected within the subgroup
5. Submit invoices to BOD for Subgroup expenses. Said requests to be signed by two of the

RCL's

6. Assess locker fees, special room construction fees or any other fees the RC deems necessary. Such fees must be approved by the BOD

7. Make recommendations to BOD for new Active and/or Associate members to the Subgroup
8. Recommend to BOD suspensions or expulsions of any members of the Subgroup
9. Keep a written journal of Room Committee actions
10. Any Duties and Responsibilities the BOD may assign

ARTICLE III: ANNUAL GENERAL MEETINGS AND MEETINGS GENERALLY

Section 1: The annual general meeting of the members of the association shall be held at a location, date and time selected by the Board of Directors for the purpose of electing Directors and transacting such other business as may come before the meeting. If the day fixed for the annual general meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the election of Directors is not held on the date designated for the annual general meeting of the members, or at any adjournment thereof, the election shall be held at a special meeting of the members called as soon thereafter as practicable.

Section 2: Special Meetings. The President or the Board may call special meetings of the members for any purpose. At the request of not less than one-tenth (1/10) of the Active Members entitled to vote at the meeting, the President shall call a special meeting of the members.

Section 3: All meetings shall be held at a place designated by the Board of Directors or at such other place within or without the State of Washington, designated by the Board or by a Waiver of Notice signed by all the Active Members entitled to vote at the meeting.

Section 4: The President or Board, when calling an annual general meeting of members, shall cause to be delivered to each member entitled to vote at the meeting, either personally, electronic mail, or by postal mail, not less than ten (10) days nor more than thirty (30) days before the meeting, written notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 5: Any action required or permitted to be taken at a members' meeting may be taken without a meeting if a written consent setting forth the actions so taken is signed by all members entitled to vote with respect to the subject matter thereof. Any such conduct shall be inserted in the Minute Book as if it were the minutes of the members' meeting.

Section 6: A majority of the members of the organization entitled to vote, represented in person or by proxy, shall constitute a quorum at a members' meeting. If less than a majority of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At an adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7: Proxies. At all members' meetings, a member entitled to vote thereat, may vote by proxy, executed in writing, email, or by his attorney in fact. Such a proxy shall be filed with the

Secretary of the association before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after eleven (11) months after the date of its execution.

Section 8: Each Active Member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members.

Section 9: The President, and in his absence the Vice-President, shall preside as chairman at every annual general or special meeting of the association. If neither the President nor the Vice President is present within fifteen (15) minutes after the time for holding the meeting, the members in attendance shall choose someone of their own number to be chairman of the meeting.

ARTICLE IV: OFFICERS

Section 1: The officers of the association shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: The officers of the association shall be elected annually by the Board after the annual general meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Each officer shall hold office until the next annual general meeting and until his successor shall have been elected and qualified unless he resigns or is removed.

Section 3: Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby.

Section 4: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5: President. The President shall have direct supervision and direction of all the business and affairs of the association and its agents and employees, if any, and the control and direction of the association's operation, subject to the control of the Board of Directors. He shall preside at all meetings of the members and Board of Directors. Subject to the approval of the Board of Directors, he shall have authority to engage and discharge employees, if any, of the association. He shall have the general powers and duties of supervision and management usually vested in the office of the president of a association. He shall perform such other duties as may from time to time be assigned to him by the Board of Directors.

Section 6: Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and exercise such other powers as the Board of Directors shall prescribe.

Section 7: Secretary. The Secretary shall:

- (a) Keep the minutes of the members' meetings and of the Board meetings in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

(c) Be custodian of the association records and of the seal of the association and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the association under its seal is duly authorized;

(d) Keep a register of the post office address of each member as furnished to the Secretary by each member;

(e) In general, perform all duties incident to the office of Secretary and such other duties as from time to time be assigned to him by the President or by the Board.

Section 8: Treasurer. The Treasurer shall have the custody of the Association funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the association, and shall deposit all monies and other valuable effects in the name and to the credit of the association in such depositories as may be designated by the Board of Directors. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum with such surety or sureties as the Board shall determine. In general, he shall perform all duties incident to the office of Treasurer and shall perform such other duties as from time to time may be assigned to him by the President or by the Board.

ARTICLE V: CONTRACTS, LOANS, CHECKS AND DEPOSITS.

Section 1: Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

Section 2: Loans. No loan shall be contracted on behalf of the association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3: The execution of all documents and signing of all checks in connection with the formation, promotion, or administration of the corporation shall be done by such persons and in such manner as the Board of Directors may from time to time determine. Until otherwise determined by the Board of Directors, all documents or checks shall be signed by any two of the following officers, namely: President, Vice¹³ President, Secretary, or Treasurer.

Section 4: Deposits. All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board may select.

Section 5: The Board of Directors shall cause true accounts to be kept of all sums of money received and expended and the matters in respect of which the receipts and expenditures take place. The Board of Directors shall also cause true accounts to be kept of all assets and liabilities of the corporation association and all other transactions effecting financial position.

Section 6: Any proposed expenditures will require the signature of 2 room committee members prior to those expenditures in excess of Five Hundred (\$500.00) being made. All such expenditures shall then be approved by the Board of Directors, or a committee appointed by the Board.

ARTICLE VI: FISCAL YEAR

The fiscal year of the association shall end on the 31st day of August each year.

ARTICLE VII: SEAL

The seal of this association shall consist of the name of the association, the State and the year of its inception.

ARTICLE VIII: WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the association under the provisions of these By-Laws, or under the provisions of Washington law, 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 to the giving of such notice.

ARTICLE IX: AMENDMENT TO BY-LAWS

The By-Laws of this association, or any part thereof, may be repealed or amended or new By-Laws may be adopted, at any annual general meeting, or at any other meeting of the members called for that purpose. The Board of Directors shall also have power to amend these By-Laws and adopt new By-Laws. All By-Laws adopted by the Board of Directors may be repealed or amended at the annual general meeting or at any other meeting of the members called for that purpose. Adopted/revise by the Board of Directors of Washington State Old Time Hockey Players Benevolent Associations, this ____ day of _____, 2011.

WASHINGTON STATE OLD TIME HOCKEY
PLAYERS BENEVOLENT ASSOCIATION
(DBA: Spokane Oldtimers Hockey Association)

By _____
President

By _____
Vice-President

By _____
Secretary