

Missouri Ice Hockey Officials Association



By-Laws

As amended April 28, 2019

**The Missouri Ice Hockey Officials Association, Inc.,
A Benevolent Corporation of the State of Missouri.**

BY-LAWS

As Amended – April 28, 2019

ARTICLE I - NAME

Section 1. NAME. The name of this corporation shall be The Missouri Ice Hockey Officials Association, Inc., hereafter referred to as “MIHOA” or “the/this” Corporation”, a Benevolent Corporation of the State of Missouri.

Section 2. OFFICE. The principal office of the corporation shall be located in the State of Missouri. The corporation may have such other offices at such places as the Board of Directors may from time to time determine.

ARTICLE II - PURPOSES

Section 1. PURPOSES. The purposes for which this corporation is organized include, but are not limited to, the following:

- a. Promote the sport of amateur ice hockey through the development of players and officials.
- b. Encourage the spirit of fair play and sportsmanship by providing safe and fair environments in which to conduct competitions.
- c. To serve as an affiliated member of USA Hockey, Inc. and to work with other affiliated members to further amateur ice hockey.
- d. To provide training and education programs for officials and coaches and other members of USA Hockey, Inc.
- e. To provide on-going review and supervision of officials and coaches to assure that the highest standards of conduct are maintained.

Section 2. LIMITATIONS. No part of the earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 of this Article, and as provided in Articles V, VI and XI.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 1702(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III - MEMBERSHIP

Section 1. MEMBERSHIP. This corporation shall be comprised of the following persons within the following classes of membership:

- a. **Active:** Comprised of individuals who are in good standing with the Association. A member in good standing is one who: (1) has paid all fees, dues, and assessments as may be prescribed by the Board of Directors, (2) has met the USA Hockey, Inc. registration requirements and is currently registered as a USA Hockey official at any level, (3) does not have their membership currently under suspension, (4) has successfully completed mandatory requirements as prescribed by the affiliate and USA Hockey. All members shall have equal access to the benefits and services available to the membership, including but not limited to, information/website access, local training and the scheduling of assignments. All members shall have equal rights and privileges to vote in elections and to participate in general meetings. Membership does not guarantee any official a specific level or quantity of assignments.
- b. **Affiliate:** Comprised of individuals or business entities who are not active members, but who have a special interest in the purposes of this corporation. Such individuals or business entities shall not have the right to vote nor be eligible to hold elected office in this corporation.
- c. **Honorary:** Comprised of individuals upon whom this corporation desires to confer such status according to criteria to be established by the corporation. Such individuals shall not have the right to vote nor be eligible to hold elected office in this corporation.

Section 2. QUALIFIED MEMBERSHIP. Membership in the Association shall be renewed each season pursuant to the process approved by the Board of Directors. The membership season shall be September 1 through April 30 of each year.

Section 3. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, which resignation shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges previously accrued and unpaid prior to the receipt of such resignation.

Section 4. REINSTATEMENTS. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. MEETINGS OF MEMBERS. The corporation may hold up to four (4) membership meetings during each fiscal year. There shall be one annual business meeting in addition to these four (4) membership meetings. The annual business meeting shall not be considered a membership meeting for the purpose of determining the eligibility of any member to be elected to, or hold, any officer or directorship. Special meetings of the members may be called from time to time by the Secretary at the request in writing of a majority of the board of directors. Such a request for a special meeting shall state the purpose or purposes of the proposed meeting.

Section 2. NOTICE OF MEETINGS OF MEMBERS. Written or electronic notice of a meeting of the members, stating the time and place shall be forwarded to each member no less than thirty (30) days before such meeting.

Section 3. VOTING. The presence of twenty (20) Active members constitutes a quorum. A majority vote of such members where a quorum is present is necessary to make a decision, except where some other number is required by law or by these By-laws. No proxy voting is permitted.

Section 4. ROBERT'S RULES OF ORDER. All meetings conducted by MIHOA shall follow the principles as set forth in Robert's Rules of Order, with the Secretary acting in the capacity of Parliamentarian unless otherwise provided by the Board of Directors

ARTICLE V - BOARD OF DIRECTORS

Section 1. GENERAL POWERS AND DUTIES. The property, business and affairs of the corporation shall be managed by its Board of Directors, and the Board of Directors may exercise all such powers of the corporation as are not by law, or by the Articles of Incorporation or by these By-Laws, directed or required to be exercised by the members. The Board of Directors shall maintain the corporation's membership and affiliation with USA Hockey by conforming to the requirements of membership and by paying such annual dues and fees to USA Hockey and submitting its Annual Membership Application as required.

Section 2. COMPOSITION. The Board of Directors of the corporation shall consist of nine (9) qualified members elected to the position of "Director", as well as the duly elected President of MIHOA (ex officio) who shall serve as Chairman of the Board. Each Director shall hold office until his/her successor shall have been elected and qualified or until his/her death, resignation, or removal. In addition, the Board may have up to two (2) additional members who are appointed by the Board of Directors to serve as "Special Directors". The Special Directors will serve a term of one year, will not be subject to the eligibility provisions of Section 3.1 of this Article, and will not have voting privileges. The "Special Directors" do not apply to the Section 11 requirement for a Quorum.

Section 3. ELECTION OF DIRECTORS. At each Annual Business meeting, three (3) qualified members shall be elected by the Active members of the corporation to the position of Director for a term of three (3) years, or until their successors have been elected and qualified, or until their death, resignation or removal. The manner of the elections for Directors shall be the same as that for Officers (Article VI, Sections 10 through 11).

Section 3.1 QUALIFICATIONS FOR DIRECTORS. In order to be qualified to hold the position of Director, a member:

- a. Must be 21 years of age by the date the election/appointment shall take place, and
- b. Must be an Active member of MIHOA (as defined in Article III, Section 1a) for the current and previous year who has satisfactorily attended at least two (2) MIHOA Membership meetings (membership or board) during the year he/she is nominated (as well as during each year of their term as Director), and
- c. Must be a member in good standing with USA Hockey and in compliance with the requirements of Article III, Section 2 of these By-Laws, and
- d. Cannot have been suspended by MIHOA, the local USA Hockey affiliate, or local or district USA Hockey Officiating Supervisors (except for automatic suspensions published in the MIHOA Policies and Procedures) during the fiscal year he/she is nominated or appointed and the immediately preceding fiscal year.

Section 4. NOMINATIONS. The Nominating Committee shall forward to the Active members, no less than 30 days before the annual business meeting, one or more nominations for each seat on the Board that is vacant or is about to expire.

Section 5. REMOVAL OF DIRECTORS. Any Director may be removed by a majority vote of the Active members whenever in their judgment the best interest of the corporation will be served thereby. Any Director may be removed by a majority vote of the Board of Directors whenever in their judgment the best interest of the corporation will be served thereby, or if at any time during their term of office, any Director fails to meet the qualification for their office (Sec. 3.1 of this Article), in which case they shall be removed from office at the end of the current fiscal year and the vacancy filled pursuant to Section 7 of this Article

Section 6. RESIGNATIONS. Any Director may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. VACANCIES. Any vacancy occurring in the Board of Directors or in any Directorship to be filled by reason of an increase in the number of Directors, Each Director so appointed to fill a vacancy shall hold office until the next annual meeting, or until his/her death, resignation or removal. At that annual meeting, should time in the three (3) year term remain, the active members shall elect a candidate to complete the remaining length of the term.

Section 8. REGULAR MEETINGS. The regular meeting of the Board of Directors shall be held on such date within ninety days (90) of the end of this corporation's fiscal year, as shall be fixed by the Board of Directors, at such time as may be designated in the notice of the meeting. Additional regular meetings may be scheduled as needed to conduct the business of the corporation. Notice of each regular meeting shall be mailed or e-mailed by or at the direction of the Secretary to each Director, addressed to him/her at his/her residence or usual place of business at least seven days before the day on which the meeting is to be held. The Director either before or after the meeting may waive notice in writing. Any meeting of the Board of Directors shall be a legal meeting without any notice having been given if all Directors shall be present, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing or by e-mail of a majority of the Directors. Special meetings of the Board of Directors may be held at such place as shall be specified in the call for such meeting.

Section 10. NOTICE OF SPECIAL MEETINGS. Notice of each special meeting shall be mailed or e-mailed by or at the direction of the Secretary to each Director, addressed to him/her at his/her residence or usual place of business at least seven days before the day on which the meeting is to be held. The Director either before or after the meeting may waive notice in writing. Any meeting of the Board of Directors shall be a legal meeting without any notice having been given if all Directors shall be present, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the 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 of Directors needs to be specified in the notice or waiver of notice of such meeting.

Section 11. QUORUM. Following the election of the Board of Directors a majority of the total number of Directors as at the time specified by the By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a day certain, and the Secretary shall give all absent Directors seven days notice of such adjourned date; then the Directors present on such adjourned date, shall constitute a quorum for the purposes of conducting business, provided that in no event shall a quorum consist of less than one-half of the whole Board of Directors.

Section 12. INFORMAL ACTION. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing or by e-mail setting forth the action so taken shall be agreed to by a majority of the Directors. Any action agreed to in such manner such have the same effect as if taken in a regular or special meeting of the Board of Directors.

Section 12.2. The members of the Board of Directors may adopt any other policies related to conduct of the individual directors and/or the Board of Directors as a whole as they deem appropriate, provided those policies do not conflict with these By-Laws.

Section 13. COMPENSATION OF DIRECTORS. Directors shall not receive any direct compensation from this corporation for their service as Directors; this does not preclude any Director from serving the corporation in any other capacity and receiving compensation in that capacity.

Section 14. ATTENDANCE AT BOARD MEETINGS. Directors are required to attend at least 50% of the board meetings held between the dates of any two Annual Membership Meetings. Failure to satisfy this requirement will result in a hearing before the Board of Directors to determine if the offending director should be removed from office under Section 5 of this Article.

ARTICLE VI- OFFICERS

Section 1. ELECTED OFFICERS. The elected officers of this Corporation shall be a President, a Vice –President - Scholastic, a Vice President - Youth, a Vice President - Adult, a Secretary and a Treasurer to be elected annually by the Active members at the annual business meeting. Except for the special provisions below, the term of each office shall be two years. Each officer shall hold office until his/her successor has been elected and/or until his/her death, resignation or removal from office.

Section 2.1 QUALIFICATIONS FOR ELECTED OFFICERS. In order to be qualified to hold the position of an Officer, a member:

- a. Must be 21 years of age by the date the election/appointment shall take place, and,
- b. Must have been an Active member (as defined in Article III, Section 1(a)) for the five (5) years previous years who has satisfactorily attended at least two (2) MIHOA Membership meetings (membership or board) during the year he/she is nominated/appointed.
- c. Cannot have been suspended by MIHOA, the local USA Hockey affiliate, or local or district USA Hockey Officiating Supervisors (except for automatic suspensions published in the MIHOA Policies and Procedures) during the fiscal year he/she is nominated or appointed and the immediately preceding fiscal year.
- d. Must be a member in good standing with USA Hockey and in compliance with the requirements of Article III, Section 2 of these By-Laws.

Section 2.2 OFFICES HELD. A member of this corporation shall be eligible to hold only one (1) elected Officer position at a time, except as allowed by Section 14 of the Article, but he or she may serve as both an Officer and a Director at the same time.

Section 3. PRESIDENT. The President shall be the chief executive officer of the corporation, and shall be responsible for all management functions. He/She shall have executive authority to see that all orders and resolutions of the Board of Directors are carried into effect and, subject to the control vested in the Board of Directors by statute, by the Articles of Incorporation, or by these by-laws, shall administer and be responsible for the overall management of the business affairs of the corporation. He/She shall be, by virtue of his election to the office of the President, a member of the Board of Directors and shall hold the position of Chairman of the Board of Directors (ex officio).

Section 4.1 SUBORDINATE OFFICERS. The Board of Directors may appoint such Assistant Secretary, Assistant Treasurers, Controller and other officers and such agents as the Board of Directors may determine, to hold office for such a period and with such authority and to perform such duties as the Board of Directors may from time to time determine.

Section 4.2 PERSONNEL. The corporation, through its Directors, may hire other personnel from within or outside of the MIHOA membership to perform such duties as shall be assigned by the President and/or Directors of the corporation. The Board of Directors shall set the terms of compensation for the personnel and/or other positions and hold yearly performance reviews relating to such duties.

Section 5. VICE PRESIDENTS. There shall be one Vice President of the Youth Division, one Vice President of the Adult Division, and one Vice President of Scholastic Teams. Each shall be responsible for such duties as are individually assigned to him/her by the President or Board of Directors, and shall act as a liaison between MIHOA and the respective clients of their divisions and shall assist the Treasurer and Operations Manager with any billing discrepancies.

Section 6. SECRETARY. The Secretary shall:

- a. Keep the minutes of the meeting of the regular members and of the Board of Directors;
- b. See that all notices are duly given in accordance with the provisions of the By-Laws or as required by law;
- c. Be the custodian of the records and of the seal of the corporation and see that the seal or a facsimile or equivalent, thereof is affixed to or reproduced on all documents, and execution of which on behalf of the corporation under its seal is duly authorized.
- d. Have charge of membership records of the corporation; and,
- e. In general, perform all duties incident to the office of Secretary, and such other duties as are provided by the By-Laws and as from time to time are assigned to him/her by the Board of Directors or by the President of the corporation.

Section 7. TREASURER. The Treasurer will:

- a. Receive and be responsible for all funds of and securities owned or held by the corporation and, in connection therewith, among other things; keep or caused to be kept full and accurate records and accounts for the corporation; deposit or cause to be deposited to the credit of the corporation all money, funds and securities for received in such bank or other depository as the Board of Directors may from time to time establish; and disburse or supervise the disbursement of the funds of the corporation as may be properly authorized;
- b. Render to the Board of Directors at any meeting when asked, financial and other appropriate records on the condition of the corporation; and,
- c. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors or by the President of the corporation.

Section 8. COMPENSATION OF OFFICERS. Elected officers shall not receive any direct compensation from this corporation for their service as officers; this does not preclude any officer from serving the corporation in any other capacity and receiving compensation in that capacity.

Section 9. OFFICERS EX OFFICIO CONSULTORS TO BOARD. All elected Officers of the corporation, as well as the Operations Manager, shall be (ex officio) consulters to the MIOHA Board of Directors.

Section 10. ELECTIONS. Election of Directors and officers shall be held annually at the April business meeting with all Active members being given no less than 30 days written or e-mailed notice of such election meeting and the candidates for each office.

Section 10.1 VOTING ELIGIBILITY. Only Active members shall be eligible to vote.

Section 11. BALLOTING. Except as described in Section 11.2 (below), balloting shall be by secret ballot by Active members present at the annual business meeting. If a tie vote occurs, there shall be an immediate run-off election between only those candidates who were tied with the most votes in the first balloting. If at the end of the second ballot the candidates remain tied, a third ballot shall be held. If the candidates remain tied at the end of the third ballot, the Board of Directors in office immediately preceding the election shall decide the election within thirty (30) days.

Section 11.2. ABSENTEE BALLOTING. Pursuant to guidelines and procedures established by the Board of Directors, any Active Member who has personally attended at least two of the regular membership meetings (excluding the annual meetings) held in the twelve months prior to the election, will be allowed to submit their vote in the annual elections by absentee ballot, including by electronic means. For the purpose of satisfying the attendance requirement, the member must physically attend the meetings.

Section 12. REMOVAL OF OFFICERS. Any officer may be removed by a majority vote of the Board of Directors whenever in their judgment the best interests of the corporation will be served. Any officer may be removed by a majority vote of the Active members whenever in their judgment the best interests of the corporation will be served, or if at any time during their term of office, any Officer fails to meet the qualification for their office (Sec. 2.1 of this Article), in which case they shall be immediately removed from office and the vacancy filled pursuant to Section 14 of this Article.

Section 13. RESIGNATIONS. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein; unless otherwise specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 14. VACANCIES. Any vacancy occurring in any office shall be filled by a majority vote of the Directors at a regular meeting or a special meeting of the Board of Directors called by the President or Secretary for that purpose, such meeting to be held within thirty (30) days of the position becoming vacant. In the event office of President becomes vacant for any reason, the Vice President with the longest tenure on the Board – shall immediately assume the duties of President. In the event any other office becomes vacant for any reason, the President may appoint a replacement to serve until the next meeting of the Board of Directors. Each officer so appointed shall hold office for the unexpired term of his/her predecessor and he/she shall be appointed to hold such office until the next election of officers or until his/her successor, if any, shall be similarly appointed or until his/her death, resignation or removal.

ARTICLE VII- SPECIAL AND STANDING COMMITTEES

Section 1. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee which shall consist of at least three (3) Directors currently in office. The President shall select one of the members to serve as Chairman of the committee.

The term of the Nominating Committee members shall expire after the annual membership meeting immediately following their appointment. The duties of the Nominating Committee shall be:

- a. To present to the membership, at least seventy-five (75) days prior to the annual meeting of the membership, a list of offices for which nominations will be open.
- b. To solicit recommendation for candidates from the membership.
- c. To verify potential nominees are qualified under these by-laws for the office to which they have been nominated.
- d. To present to the membership, at least thirty (30) days prior to the annual meeting of the membership, a list of candidates for the various offices. The Nominating Committee shall have the authority to remove a name from the actual ballot submitted to the members at the annual meeting should an event occur between the date the list of candidates is released and the date of the annual meeting which would disqualify the member from the ballot should such event have occurred prior to the release of the list of candidates by the Nominating committee.

The Committee shall have the authority to seek out qualified candidates for office within the membership and to add those individuals to the list of candidates.

Section 2. SPECIAL COMMITTEES. The President with the approval of the Board of Directors shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of the By-Laws, and the duties of any such committees shall be prescribed by the President with the approval of the Board of Directors.

Section 3. DISCIPLINE COMMITTEE. The President shall appoint a Discipline Committee to consist of a Chairman, Vice Chairman, three (3) active members and two (2) alternate members, none of who are members of the Board of Directors. Terms of the members shall start and end the same as the fiscal year of the corporation. This Committee shall hear and decide charges brought against any member or Officer. The President shall appoint the Chairman and Vice Chairman and their term shall be for two (2) years each; the term of all other members shall be for one (1) year. -No less than three (3) and no more than five (5) committee members may attend or vote at any discipline proceeding. All hearings will be conducted pursuant to USAH Hockey discipline procedures as defined and described in the USA Hockey Annual Guide in effect at the time of the incident.

ARTICLE VIII - BOOKS AND RECORDS

Section 1. LOCATION. The books, accounts and records of the corporation may be kept at such place or places within the State of Incorporation as the Board of Directors may from time to time determine.

Section 2. INSPECTION. The books, accounts and records of the corporation shall be open to inspection by any member of the Board of Directors at all times; and open to inspection by the active members at such times and subject to such regulations as the Board of Directors may prescribe, except as otherwise provided by statute.

Section 3. CORPORATE SEAL. The corporation shall have a corporate seal, which shall be used as prescribed by the law of this State.

Section 4. AUDIT. The accounts of the corporation may be audited at the close of the fiscal year. The audit report shall be given to the Board of Directors and shall also be provided to the active members at the next annual meeting.

ARTICLE IX - DUES

Section 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, annual dues payable by the classes of members of the corporation, the dates upon which payment is due and penalties for nonpayment or failure to pay in a timely manner.

ARTICLE X - DISCIPLINE OF MEMBERS

Section 1. As a member of USA Hockey, MIHOA recognizes the discipline authority of the USA Hockey affiliate (Missouri Hockey, Inc) over the members of MIHOA. As such, the MIHOA Board of Directors may, at their discretion, refer discipline matters regarding MIHOA members directly to the affiliate discipline committee.

Section 2. GROUNDS FOR DISCIPLINE. Members of MIHOA can be subject to discipline proceedings for failure to comply with these by-laws, established authority or regulations of the corporation, published Policies and Procedures, or for delinquency in payment of authorized charges, fines, penalties or assessments, or for any other conduct conclusively established to be contrary to the best interest of MIHOA, a member may be fined, placed on probation or suspended from MIHOA for not more than a year, or expelled. All discipline hearings will be conducted by the Discipline Committee and all notification of hearing and charges, hearing procedures, notification of decisions of the Discipline Committee and notification of appeal rights shall be conducted pursuant to USAH Hockey discipline procedures as defined and described in the USA Hockey Annual Guide in effect at the time of the incident.

Section 3 RIGHTS OF HEARING. A member charged with any violation, including any fines or suspensions assessed under the Policies and Procedures published by the MIHOA Board of Directors shall have the right to be heard in person or by written statement made by him/her in his/her own defense before the Discipline Committee. Such hearing shall be conducted pursuant to USAH Hockey discipline procedures as defined and described in the USA Hockey Annual Guide in effect at the time of the incident.

Section 4. APPEAL. Any member subject to any discipline action by the MIHOA Discipline Committee, MIHOA Officers or the Board of Directors shall have such appeal rights as defined and described in the USA Hockey Annual Guide in effect at the time of the incident.

ARTICLE XI - INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS SERVING IN A CORPORATION OR COMMITTEE CAPACITY

Section 1. CIVIL OR CRIMINAL PROCEEDING. The corporation shall have the power to indemnify any member who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a Director, officer, or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amount paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. Termination of action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. NEGLIGENCE OR MISCONDUCT. The corporation shall have the power to indemnify any member who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such member shall have been adjudged to be liable for negligence or misconduct of the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. ATTORNEY'S FEES. To the extent that a director, officer, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter, he/she shall be indemnified against expenses including attorney's fees, actually and reasonably incurred by him/her in connection herewith.

Section 4. DETERMINATION OF INDEMNIFICATION. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1 or 2.

Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding;
- b. If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or,
- c. By the members.

Section 5. EARLY PAYMENT OF EXPENSES. Expenses, including attorney's fees, incurred in defending a civil or criminal action, Suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the director, officer, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in the Section.

Section 6. INSURANCE. The corporation shall have the power to purchase and maintain insurance on behalf of any member who is or was a director, officer, or agent of the corporation, or is or was serving at the request of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under this Section

Section 7. MISCELLANEOUS. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a member who has ceased to be a director, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such member.

ARTICLE XII - MISCELLANEOUS PROVISIONS

Section 1. FISCAL YEAR. The fiscal year of the corporation shall be 12 months in duration beginning on the first day of May and will end on the 30th day of April in each year.

Section 2. DEPOSITORIES. The Board of Directors and an officer designated by the Board of Directors shall appoint banks, trust companies, or other depositories in which shall be deposited from time to time the money or securities of the corporation.

Section 3. CHECKS, DRAFTS, AND NOTES. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents as shall from time to time be designated by resolution of the Board of Directors or by an officer appointed by the Board of Directors.

Section 4. CONTRACTS AND OTHER INSTRUMENTS. Except as otherwise provided in the By-Laws, the Board of Directors may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument in the name and behalf of the corporation and such authority may be general or confined to specific instances.

Section 5. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 6. STATUS OF MEMBERS. All members of the corporation are independent contractors in their officiating capacities and not employees of the corporation, or of any officer of the corporation, or of any other person or entity for whom the members work as officials, All members of the corporation recognize this status and understand that the corporation, nor its officers are employers, and therefore, the members may not collect worker's compensation from the corporation or any other person or entity for injuries sustained while officiating.

Section 7. LEGAL COUNSEL. The Board of Directors may retain such legal counsel as they deem necessary, which may be changed from time to time by majority vote of the Board of Directors.

Section 8. AMENDMENT OF BY-LAWS. These By-Laws may be amended or repealed by a two-thirds vote of the Active members at any annual business meeting of the corporation duly called and regularly held, notice of such proposed changes having been sent in writing or electronically to the Active members no less than 30 days before such meeting. The Board of Directors may propose amendments on its own initiative, or upon petition of any twenty-five Active members, which shall be addressed and delivered to the Board of Directors. The Board of Directors shall present all such proposed amendments to the Active members with or without recommendation. Any amendments to these By-Laws shall not take effect until the fiscal year after the year in which they are adopted by the membership.

Section 9. DISSOLUTION. The corporation may be dissolved only upon a majority vote of the entire Active members at an annual business meeting or at a special meeting. Written notice of such intent to submit a resolution of dissolution shall be sent to every Active member at least thirty days prior to the date of such a meeting and the vote shall be by roll call. No funds or other property of the corporation shall inure to the benefit of any Director, officer or member.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 10. CONFLICT OF INTEREST – On an annual basis, the Board of Directors will adopt and all Officers and Directors will agree to comply with a conflict of interest policy. The purpose of the conflict of interest policy will be to protect MIHOA’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction.

ARTICLE XII (MISCELLANEOUS PROVISION) - WHISTLE BLOWER POLICY

A whistleblower policy in a form acceptable to the Internal Revenue Service shall be enacted and approved by the Board of Directors.

I certify that the foregoing By-Laws of the Missouri Ice Hockey Officials Association (as amended April 28, 2019) are correct.

President

Date

Secretary

Date