



**Houston Youth Hockey Group**

BYLAWS OF  
**HOUSTON YOUTH HOCKEY  
GROUP, INC**

REVISED 2020

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## **Article I. INTRODUCTION**

### **1.01 PURPOSE**

The founding philosophy of Houston Youth Hockey Group, is to allow every child the chance to experience hockey in Houston. The organization fulfills its philosophy by focusing on The Community Engagement and The Community Awareness of the sport of youth hockey in Houston.

### **1.02 NON-PROFIT**

The Organization is a 501c3 nonprofit organization registered with the Internal Revenue Services and the State of Texas.

## **Article II. BOARD OF DIRECTORS**

### **2.01 COMPOSITION**

The Board shall be comprised of a number of no less than 3 individuals and no more than 9

### **2.02 OFFICERS**

The President, Vice President and Treasurer shall be considered officers of the Organization.

### **2.03 POWERS OF THE BOARD**

The business and affairs of the Organization shall be managed by the Board, which may exercise all such powers of the Organization and do all such acts allowed by law, the Articles of Incorporation of the Organization (the “**Articles of Incorporation**”), or these Bylaws and shall have final authority over all matters pertaining to the administration of the Organization.

### **2.04 VOTING POWER OF DIRECTORS**

Each Director shall have one (1) vote on matters that come before the Board for decision regardless of the number of titles he/she holds.

### **2.05 DIRECTORS’ CONFLICTS OF INTEREST**

All Directors must abide by the Conflict of Interest Policy attached below this document and on the website ([houstonyouthhockey.com/about](http://houstonyouthhockey.com/about))

### **2.06 CONFLICT OF INTEREST**

To the extent that any conflict of interest arises which involves a Director, such Director shall not participate in the discussion of the issue nor any related vote. Such director may give his/her input should the board of directors wish to hear.

### **2.07 TERM AND REMOVAL OF DIRECTORS**

Each Director shall hold office indefinitely. The director may hold the position until or until his death, resignation, or removal. Any Director may be removed by a minimum of two-thirds (2/3) vote of the Board whenever, in the Board's judgement, the best interests of the Organization will be thereby served.

### **2.08 RESIGNATION OF DIRECTORS**

Any Director may resign at any time upon giving thirty (30) days’ advance written notice to the Board.

### **2.09 VACANCIES ON THE BOARD**

Following the death, resignation, or removal of any Director, a successor may be elected by majority vote of the Board.

## **Article III. DIRECTORS**

### **3.01 PRESIDENT**

The President shall have such powers and duties as are customary to such office including, but not limited to:

- (a) being charged with the general management, oversight, and supervision of the day-to-day affairs and operations of the Organization;

- (b) presiding at all Board Meetings;
- (c) seeing that all orders and resolutions of the Board are carried into effect;
- (d) executing all contracts requiring a signature, under the seal of the Organization, except where required or permitted by law or the majority of the Board to be otherwise signed and executed by some other Director or representative of the Organization;
- (e) negotiating agreements for participation of the Organization with local and regional leagues;
- (f) representing the Organization in meetings or discussions with or concerning other youth hockey Organizations or leagues;
- (g) performing such acts as may be required to promote the Organization and promote the best interest of youth hockey in accordance with the goals and philosophy of the Organization.

**3.02 VICE PRESIDENT**

In the absence of the President of the Board or in the event of his inability or refusal to act, the Vice President of the Board shall preside at all meetings of the Board and shall have such other powers and duties as are conferred upon the President or as may be otherwise designated in these Bylaws or as may be assigned from time to time by the Board.

**3.03 TREASURER**

The Treasurer shall have all such powers and duties as are customary to such office including, but not limited to:

- (a) keeping full and accurate accounts of all receipts and disbursements of the Organization;
- (b) maintaining custody of the Organization's funds;
- (c) depositing all monies or other things of value in the name and to the credit of the Organization in such

bank or banks as the Board may approve from time to time;

- (d) disbursing the Organization's funds under the direction of the Board and taking proper vouchers therefor;
- (e) rendering a report for review at all meetings of the Board as to the financial position of the Organization;
- (f) arranging for the filing of all required tax returns with any governmental authorities; and
- (g) signing for all Organization disbursements provided that at all times, another officer shall be designated as an additional signing representative on the Organization's accounts; provided, however, that no two (2) signing representatives may be spouses or relatives of one another.

#### **Article IV. ADDITIONAL DIRECTORS**

##### **4.05 PAST PRESIDENT AS DIRECTOR**

The President, after election of his successor, shall automatically become the past president of the Organization (the "**Past President**") and shall serve as such as a Director on the Board.

##### **4.06 ROLE OF THE PAST PRESIDENT**

The Past President's role is to provide continuity and serve on the Board to ensure a smooth transition to his successor. The title of Past-President is only limited to the immediate past president of the organization.

#### **Article V. MEETINGS OF THE BOARD**

##### **5.01 FIRST MEETING**

The Board shall hold its first meeting during the month of July. The meeting shall begin the fiscal year of the organization. The meeting quorum shall be 3/3.

##### **5.02 REGULAR MEETINGS**

Regular meetings of the Board ("**Board Meetings**") may be held from time to time with notice at such time and at such place as may be prescribed by the President. Written notice of Board Meetings shall be delivered to each Director at least one (1) week prior to the date of the meeting. There shall be no less than 2 meetings/virtual meetings each quarter.

##### **5.03 SPECIAL MEETINGS**

Special Meetings may be called for only urgent matters regarding the organizations financial or operational state. A 72 hour emergency notice is required. The President or any other director may call a special meeting, should a director wish to call a special meeting, the President should be notified prior to notifying the entire board.

##### **5.04 MEETINGS ATTENDEES**

Board Meetings shall be attended only by members of the Board and invited guests.

##### **5.05 QUORUM**

2/3 of the board must be present at each meeting. The first meeting must be 3/3 of the board present

##### **5.06 APPROVAL OF MATTERS BEFORE THE BOARD**

Unless otherwise prescribed by law, the Articles of Incorporation, or these Bylaws, any matter coming before the Board and requiring a vote shall be approved if a majority of the Directors present so vote; provided, however, that a quorum, as described in Section 5.05, is present at such meeting.

##### **5.07 TIE-BREAKING VOTE**

Where any matter coming before the Board requiring the approval of the majority of the Board results in a tie-vote, such matter shall be decided by a three (3) person vote amongst the President and Vice-President.

**5.08 ACT BY WRITTEN CONSENT WITHOUT A MEETING**

Any action required or permitted by law, the Articles of Incorporation, or these Bylaws to be taken at a Board Meeting may be taken without a Board Meeting if consented to in writing, setting forth the action so taken, and acknowledged by all of the Directors. Such consent/acknowledgement shall have the same force and effect as a vote at such meeting.

**5.09 ACTION WITHOUT A MEETING BY USE OF ELECTRONIC COMMUNICATION**

If one (1) or more Director is not physically present at a Board Meeting, but participates in the meeting by use of electronic communications as if present at the meeting, then any action taken at that meeting shall be valid as though such Director(s) were present at the Board Meeting, as long as that action would have otherwise been valid by law, the Articles of Incorporation, or these Bylaws.

**5.10 ROBERT’S RULES OF ORDERS**

In the event that questions of procedure arise at any meetings of the Organization or any Board Meeting that are not covered in these Bylaws, the President (or a General Member designated as parliamentarian of the meeting by the President) has the final authority to rule on such questions by reference to Robert's Rules of Order

**Article VI. INTERPRETATION BY BOARD**

**6.01 INTERPRETATION**

The Organization has attempted to anticipate and provide Bylaws, rules, policies, guidelines, and procedures appropriate to ensure the smooth operation of the Organization. Undoubtedly, some of these Bylaws, rules, policies, guidelines, or procedures may appear ambiguous, or situations may arise that are not specifically addressed therein. In all such cases, the Board reserves the right to interpret the Bylaws, rules, policies, guidelines, and procedures in the best interests of the Organization and has discretion to rule on any issue or implement new Bylaws, rules, policies, guidelines, or procedures to clarify and/or reach resolution, as the case may be.

**Article VII. AMENDMENTS**

**7.01 AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended in writing when approved by a vote of two-thirds (2/3) of the Directors.

**Article VIII. DISSOLUTION**

**8.01 DISSOLUTION PROCEDURE**

The organization may be dissolved only with the authorization of the Board of Directors given a special meeting called for that express purpose and with the subsequent approval of a supermajority (2/3rds) vote of the members.

**8.02 Liabilities**

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore.

**8.03 Distribution of Assets**

Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Director

**Houston Youth Hockey Group, INC.  
Conflict of Interest Policy**

Houston Youth Hockey Group, Inc. (the “**Organization**”) recognizes that its responsibilities to the community to provide a non-biased organization dedicated to promoting the sport of youth hockey in Houston. With this said, the organization must maintain a board with integrity and honesty. Thus, all Directors must fully disclose their personal or business interests, or those of any member of his family or the employer of such Director, which could give rise to situations that would conflict or appear to conflict with the interests of the Organization (“**Conflicts of Interest**”).

The organization and its board of directors will not consider any individual for seat on the Board of Directors or a volunteer position within our organization if the (“**Interest Person**”) being consider or seeking a board seat or volunteer position is currently an

- (a) Board Member another organization with similar mission in the Houston Area
- (b) Volunteer at another organization with similar mission, with a position that has close ties with the Board of Directors (Member at Large, Team Manager.)
- (c) Board Member or Section President at a governing body (TAHA or USAH).

Potential Conflicts of Interest arise when a proposed or actual business transaction, or any action involving the Organization (including, without limitation, a grievance or protest), could compromise the judgement of the Director. The judgement of a Director is compromised if, because of his interest in such action or transaction, the Director’s primary motivation is not to further the best interests of the Organization, or if an objective third person could perceive that the primary motivation of the Director is not to further the best interests of the Organization.

The Organization recognizes that it may be difficult, given the large Houston hockey community, to avoid all Conflicts of Interests between a Director and the Organization when conducting Organization business. Each Director, by agreeing to abide by this Conflict of Interest Policy, undertakes that he will make no decision upon matters in which he has an actual or perceived Conflict of Interest. If such decision falls under the scope of his Directorship duties, such decision will be yielded to the President or, if the President also has an actual or perceived Conflict of Interest in the matter, another suitable Director.

Each Director shall annually affirm, in writing, to be bound by this Conflict of Interest Policy.

Name of Director: \_\_\_\_\_

Signature:

Date:

Description of Potential Conflicts of Interest, if any: