

MT. LEBANON HOCKEY ASSOCIATION

Bylaws

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(A 501C Non-Profit Corporation Registered in the State of Pennsylvania)

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ARTICLE I

NAME AND LOCATION

Section 1: NAME.

The name of the Corporation, as reflected in its Articles of Incorporation, is THE MT. LEBANON HOCKEY ASSOCIATION (*"the Corporation" and "M.L.H.A." and "the Association"*). It is a non-profit corporation organized under the fictitious name "Mt. Lebanon Hornets".

Section 2: REGISTERED OFFICE.

The registered office of the Corporation, as reflected in its Articles of Incorporation is: Mt. Lebanon Recreation Center, 900 Cedar Boulevard, Pittsburgh, PA 15228. Any change in the registered address of the Corporation must be filed with the Department of State of the Commonwealth of Pennsylvania.

Section 3: MAILING ADDRESS.

From time to time the Corporation may, through its Officers, designate such other mailing addresses as the Officers of the Corporation may deem appropriate.

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ARTICLE II

PURPOSE, NON-PROFIT STATUS AND DISSOLUTION

Section 1: PURPOSE.

The purpose of the Corporation shall be to conduct programs of education and instruction for boys and girls in the sport of amateur ice hockey. The emphasis of the M.L.H.A programs shall be at all times to be the development of skating ability, fundamental hockey skills and good sportsmanship. Success in competition is not a purpose of the Corporation except to the extent that it follows as a product of the above emphasis. The Corporation will affiliate with USA Hockey per the Affiliate Agreement found in the USA Hockey Annual Guide.

Section 2: NON-DISCRIMINATION.

The Corporation shall not discriminate on the basis of race, color, religion, age, sex, or national origin as it pertains to General Membership approval or participation in amateur athletic competition. The Corporation shall provide equal competitive opportunity to amateur athletes, trainers, managers, administrators, and officials to participate in amateur athletic competition, consistent with the requirements of the Amateur Sports Act of 1978, as amended.

Section 3: NON-PROFIT STATUS.

The Corporation is organized as a non-profit corporation in the Commonwealth of Pennsylvania on a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence. The Corporation shall be organized and shall operate exclusively as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as may be amended in the future.

Section 4: DISSOLUTION - NO PROFIT TO ANY PERSON.

In the event of dissolution of the Corporation, the assets of the Corporations, after payment of all just debts of the Corporation, shall be transferred to other nonprofit corporation(s) or association(s) providing athletic instruction in ice hockey to Pittsburgh area youth, which shall be selected by majority vote of the last Board of Directors of the Corporation.

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ARTICLE III

MEMBERSHIP IN M.L.H.A.

Section 1: ELIGIBILITY FOR MEMBERSHIP.

1. The parents, guardians or next-of-kin of those youths presently registered in the amateur ice hockey programs conducted by the Corporation shall be members of the Corporation. The youth presently registered in the amateur ice hockey programs conducted by the Corporation shall not themselves be members of the Corporation.
2. All persons who are coaches or assistant coaches in the M.L.H.A. annual youth hockey program shall be members of the Corporation without regard to whether they are parents, guardians or next-of-kin of youths registered in the M.L.H.A. annual program.
3. The M.L.H.A. Board of Directors shall have the power from time to time to admit to membership in the M.L.H.A. such persons who, in the opinion of the Board by their demonstrated interest in and support of amateur youth ice hockey in general and the programs of the M.L.H.A. in particular and can make valuable contributions to the success of this Corporation, even though such persons do not qualify for membership under Articles 3.1.1. or 3.1.2. above.

Section 2: BENEFITS OF M.L.H.A. MEMBERSHIP.

1. To vote at the Annual Meeting for the election of Directors, or Executive Officers, and on the amendment or ratification of amendment to these Bylaws, provided the member has attended at least 50% of the general membership meetings during the current playing year. The Corporation Director of Communication/Secretary shall be responsible for verifying actual attendance by reviewing the meeting sign-in sheets and/or visual confirmation of attendance.
 1. Voting privileges may be revoked if it is determined that a member has not attended the required number of meetings.
 2. Voting privileges may be revoked if a member is found to have signed in another member at the regular meetings to simulate attendance.
 3. Head coaches whose regular weekly practices conflict with the monthly membership meetings may receive an exemption from the 50% attendance rule and be eligible to vote at the annual meeting. The Board of Directors will determine who, if anyone, qualifies for an exemption, and notify the Head Coach at the beginning of the competitive season.
2. To be heard at any meeting of the Board of Directors, provided that the member has given two (2) days advance notice of his/her intention to address the Board.

Section 3: REMOVAL FROM MEMBERSHIP.

1. A member of the Corporation shall be removed from membership in the Corporation only on the following grounds:
 - a. Non-payment of registration fees and assessments for a period of more than

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- thirty (30) days after the mailing of a final demand from payment by the Director of Finance/Treasurer. In this instant case, the player of the member who is removed from membership of the Corporation will not be permitted to take part in any regular season practices or games, or on any tournament competitions as a representative of the M.L.H.A.
- b. A season-long suspension of the member's player by the Pittsburgh Amateur Hockey League ("P.A.H.L.") or any other league that a team participates in as a representative of the M.L.H.A.
 - c. Voluntarily participating in a physical fight (brawl, fisticuffs, wrestling match, etc.) with any other person in a dispute which arose, whether directly or indirectly, from the conduct of the Corporation's amateur ice hockey program.
 - d. Commission of an act of theft or fraud to the detriment of the Corporation.
2. A member may be removed from membership for commission of acts detrimental to the development and reputation of amateur youth hockey, including but not limited to:
- a. Unsportsmanlike conduct while present as a spectator at a game or practice.
 - b. Throwing objects onto the ice to demonstrate disagreement with a referee's decision or with the manner in which the game or practice is being officiated, coached or conducted.
 - c. Entering the ice surface during or after a game or practice for the purpose of protesting or disputing the manner in which the game or practice is being officiated, coached or conducted.
 - d. Entering onto the bench area during or after the game or practice for the purpose of protesting or disputing the manner in which the game or practice was officiated, coached or conducted.
 - e. Criticism of the efforts or skills of any youth hockey players, whether registered in the M.L.H.A. or not, made to the face or within the hearing of the player or the player's family members, or harassment or threats towards any youth hockey player(s) and/or their families when such incidents are reported to the M.L.H.A. Board of Directors.
 - f. A refusal, after warning, to obey the Rules of Order for the conduct of business before the Executive Board or the M.L.H.A. Board of Directors.

Section 4: PROCEDURE FOR REMOVAL FROM MEMBERSHIP.

1. The Vice President of Hockey Operations of the respective Executive Board, along with at least three (3) other Executive Board members shall investigate all allegations or reports regarding any incident that could justify the removal of a members from membership.
2. The Director of Communication/Secretary shall send written notice via certified mail to any member charged with acts or omissions with justify the members' removal from membership.
3. The written notice shall set forth the facts as determined by the Vice President of Hockey Operations and Executive Board members who investigated the allegations which justified the member's removal.

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4. The member, upon receipt of such notification may request within 10 days of receipt of notification, in writing, a hearing with the Executive Board. Such hearing must be held within 30 days of the receipt of the written request.
5. No formal rules of evidence shall apply to the consideration whether a member shall be removed, but the charged member shall have the right to present all evidence and witnesses to the Executive Board at the hearing. Neither the Corporation nor the members subject to removal shall have the right to counsel at the hearing.
6. At the conclusion of all evidence and witnesses present, the Executive Board will adjourn and vote to uphold the removal or overturn the decision to remove the member. The decision of the Executive Board will be announced immediately following the vote and is deemed final.

Section 5: TERM OF MEMBERSHIP.

Membership for coaches, parents and guardians of players shall be on an annual basis, beginning with registration day for the new M.L.H.A. annual program and continuing through the day prior to registration for the next M.L.H.A. annual program, unless terminated earlier by voluntary, or involuntary withdrawal, or removal. Membership under Article 3.1.3. shall continue until withdrawal or removal of such member.

Section 6: VOTING RIGHTS OF MEMBERS.

1. Where membership is based on a parental or guardian relationship with an M.L.H.A. youth hockey player, then there shall be one vote which may be cast with respect to that youth hockey player regardless of the number of persons whose membership is based on that youth hockey player.
2. A person whose membership in M.L.H.A. is based solely on his/her eligibility for membership under Article 3.1.2 or 3.1.3. shall be entitled to one vote.
3. A person whose membership in M.L.H.A. is based on both sections 3.1.1. and simultaneously Article 3.1.2. or 3.1.3 shall have voting privileges as if his membership were based solely in section 3.1.1.

Examples: H and W are parents of player P. H is the assistant coach of an M.L.H.A. team and C is a head coach without a player in the M.L.H.A. program. Under this section H and W have one vote between them as parents of P. H is an assistant coach, however his/her voting eligibility is determined based on being the parent of P. C is entitled to one vote by virtue of him/her being a head coach under subsection 3.1.2., above.

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ARTICLE IV BOARD OF DIRECTORS

Section 1: MANAGEMENT OF THE CORPORATION.

The management of the Corporation shall be vested in the Board of Directors. The Board of Directors shall not have, however, the power to vote the dissolution, division, conversion or merger of the Corporation, to sell all or substantially all of the assets of the Corporation, to amend the Articles of Incorporation, or to elect Executive Board members. The Board of Directors shall have the power to amend these Bylaws, but any such amendment adopted by the Board of Directors shall be submitted for ratification by the members of the Corporation at the next Annual Meeting and if not then ratified shall be thereafter null and void. The failure of the membership to ratify an amendment to these Bylaws shall not affect the validity of any action taken earlier in reliance on the amendment.

Section 2: NUMBER OF DIRECTORS.

The Board of Directors shall consist of nine (9) members elected at large from the membership. No person shall be eligible for election to the Board of Directors who is not at the time of election a member of the Corporation. No person shall continue as a Director who has ceased to be a member of the Corporation. No person shall be ineligible to serve as a Director by virtue of the fact that he or she has just completed an earlier term as a Director.

Section 3: TERM OF OFFICE OF DIRECTORS.

1. The structure of the organization will be as depicted in Appendix A. Voting members of the Board of Directors will be elected positions and include the President, Vice President of Hockey Operations, Vice President of Business Operations (formerly known as the Ice Scheduler), Director of Finance/Treasurer (formerly known as the Treasurer), Director of Team Management (formerly known as the Chief Business Manager), Director of Registration (formerly known as the Registrar), Director of Communication/Secretary (formerly known as the Secretary), Director of Equipment (formerly known as the Equipment Manager), and Director of Coaching/Affiliate Representative (formerly known as the PAHL Representative). Non-voting members will be appointed by the Board of Directors and will include the Safe Sport Coordinator, ADM Coordinator, Tournament Director, Tryout Director, and Media Director.
2. The President, Director of Finance/Treasurer, Director of Registration and Director of Team Management positions will be elected at the General Meeting in February of odd numbered years and begin the term at the conclusion of the season during which the election was held and no later than April 1. The Vice President of Hockey Operations, Vice President of Business Operations, Director of Communication/Secretary, Director of Coaching /Affiliate Representative, and Director of Equipment will be elected at the

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General Meeting in February of even numbered years and begin the term at the conclusion of the season during which the election was held and no later than April 1.

3. The Board of Directors shall have the power, but not the duty, to remove from office any Director who has been absent without just cause from three consecutive regularly scheduled meetings of the Board. The Board shall give ten (10) days written notification to any such Director of the Board's intention to remove him/her from office pursuant to this subsection. Removal of a Director pursuant to this subsection shall create a vacancy.
4. A Director may at any time resign their membership on the Board by providing written notification to that effect to the Director of Communication/Secretary of the respective Board. Any such written resignation shall become effective only upon receipt by the Director of Communication/Secretary. Resignation pursuant to this subsection shall create a vacancy.
5. The Board of Directors shall have the power to elect a Board member to fill a vacancy created by removal of a Board member pursuant to subsection 4.3.2 above, by resignation pursuant to subsection 4.3.3 above, by death, disability, or by a Board member's ceasing to be a member of the Corporation. The term of office of a Board member elected by the Board to fill a vacancy pursuant to this subsection shall expire on the date on which the Board member whose removal, resignation, death or disability created the vacancy would have expired in the absence of such removal, resignation, death or disability.

Section 4: ELECTION OF THE BOARD OF DIRECTORS.

1. The Corporation shall, at the Annual meeting in February of each year, elect Board members to replace those whose terms expire at the end of the active season. The effective date of the new officers' term will begin upon completion of the season during which the election is held and no later than April 1.
2. The Director of Communication/Secretary of the Board shall, at least 7 days prior to the Annual meeting, circulate to all members of the Corporation a written and/or electronic notification of the number of Board members to be elected at the Annual Meeting and shall invite those members interested in election to such position to make their interest known at least 14 days prior to the Annual meeting.
3. All persons who have so indicated their interest shall be listed in the election materials for use at the Annual Meeting. In addition, nominations may be made from the floor at the Annual Meeting. No person shall be nominated, however, who has not or does not then indicate his/her willingness to serve if elected.

Section 5: REGULAR MEETINGS OF THE BOARD OF DIRECTORS.

1. The Board shall hold no less than seven (7) regular, general membership meetings in any year. No more than one (1) regular meeting may be conducted in any one calendar month. The Director of Communication/Secretary shall post a notification of each general membership meeting on the M.L.H.A. website and/or bulletin board at the Mt. Lebanon Recreation Center at least seven (7) days before the meeting.

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2. The President of the Board shall have the authority to direct that a general membership meeting be held at a different time, day or location, but may only do so if adequate advance (14-day minimum) written notification to the membership is provided to enable the members to attend.
3. Any business which may properly be conducted by the Board may be considered and acted upon by the Board at a general membership meeting, regardless whether such business was referred to in the notice of such meeting and regardless whether such business was placed on a meeting agenda. The President shall have the power, but not the obligation, to declare any item of business, motion or resolution placed before the Board for disposition on the first occasion to involve a question of "substantial M.L.H.A. policy". Any item of business so designated by the President shall not be acted upon at the first meeting at which it is presented but may be acted upon at a second or subsequent meeting. The Director of Communication/Secretary shall post a notice on the M.L.H.A. website and/or bulletin board at the Mt. Lebanon Recreation Center at least seven (7) days prior to any regular meeting at which a "substantial M.L.H.A. policy" item of business is to be acted upon, and the notice shall describe with particularity the item of "substantial M.L.H.A. policy".

Section 6: SPECIAL MEETINGS OF THE BOARD OF DIRECTORS OR EXECUTIVE BOARDS.

1. The President, The Vice President of Hockey Operations, or The Vice President of Business Operations of the Board of Directors shall have the power to summon the Board to a special meeting.
2. The Director of Communication/Secretary of the Corporation shall provide no less than two (2) days advance notification of the scheduling of a special meeting. Advance notice shall be given by telephone, facsimile, electronic mail, or regular mail.
3. No business decided at a general membership meeting at which a quorum was present may be reversed by action or vote at any special meeting of any Board.
4. If the purpose of the special meeting is to consider an item of "substantial M.L.H.A. policy or financial matters" the decision of the board at the meeting must be presented to the membership for approval.
5. If the purpose of the special meeting does not involve questions of "substantial M.L.H.A. policy or financial matters" the board will report on such matters at the next general membership meeting.

Section 7: MEETINGS OPEN TO THE MEMBERSHIP.

1. The President of the Board shall have the power, but not the obligation unless requested by a member of the Corporation to exclude any non-members from any meetings conducted by the Corporation.
2. Members may attend all meetings by the Executive Boards or Board of Directors.
3. Members of the Corporation shall not have the power to vote except at the Annual Meeting on the matters set forth in section 5.1.1-3 and 5

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Section 8: QUORUM OF BOARD OF DIRECTORS; VOTING REQUIREMENTS.

A quorum of the Board of Directors shall consist of two-thirds of the board members present at the outset of any meeting. Unless otherwise specified in these Bylaws or in the Pennsylvania Non-Profit Corporations Law of 1972, as amended, a vote of a majority of the Directors present shall constitute action of that Board of Directors.

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ARTICLE V

ANNUAL MEETING

Section 1: ANNUAL MEETING.

1. The Annual Meeting of the Corporation shall be held in February of each year on a date and at a time and in a place to be designated by the Board of Directors. The purpose of the Annual Meeting shall be to:
 - a. To elect Board members to replace those whose terms will expire at the conclusion of the active season and no later than April 1.
 - b. To ratify or deny ratification to Bylaw amendments adopted by the Executive Board or Board of Directors since the last Annual Meeting.
 - c. To amend the Bylaws or Articles of Incorporation.
 - d. To publish the Annual Report of the Board of Directors.
 - e. To dispose of such other business as may be conducted at a general membership meeting or meeting of the Board of Directors.
2. The Director of Communication/Secretary of the Corporation shall give twenty (20) days advance written notification to all members of the Corporation of the date, time and place of the Annual Meeting.
3. Such notice shall appear in any regularly distributed newsletter and/or electronic communication to all members of the Association and may be posted on the Corporation's web site and/or bulletin board at the Mt. Lebanon Recreation Center.
4. A quorum of members at the Annual Meeting shall be whatever number of members actually attend the Annual Meeting.
5. Any action which may be taken by vote of the members at the Annual Meeting shall be deemed lawfully taken if supported by a majority of the votes cast by members at the Annual Meeting unless the Non-Profit Corporation Law of 1972, as amended, requires that a higher percentage of votes be cast in favor of a particular business item.
6. In order to be eligible to vote for members of the Board of Directors members must have documented attendance at least 50% of general membership meetings during the calendar year as defined by the interval between Annual Meetings (as in Article III Section 2.1). The Annual Meeting itself will count toward the attendance record of the member.
7. Any member in attendance at the Annual Meeting may vote for ratification of the Bylaw amendments.
8. There shall be no voting by proxy by members not actually present at the Annual Meeting.

Section 2: ANNUAL REPORT.

The Board of Directors shall prepare and publish at the Annual Meeting an Annual Report of the Corporation which shall, at a minimum, set forth the then existing assets and liabilities of the Corporation, the revenue and receipts of the Corporation during the

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preceding year, and the expenses and disbursements during the preceding year. The Annual Report shall also contain reports by the President, Director of Registration, the Vice President of Hockey Operations, and the Vice President of Business Operations covering events of the past year within their respective areas of responsibility.

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ARTICLE VI

CORPORATION EXECUTIVE DUTIES

Section 1: CORPORATION EXECUTIVE DUTIES.

1. Officers, Titles, Terms of Office and Duties
 1. The Executive Officers of the Corporation shall be as follows: President, Vice President of Hockey Operations, Vice President of Business Operations, Director of Finance/Treasurer, and Director of Communication/Secretary.
 2. The term of office for a corporation officer shall be the same duration as his/her term on the Board of Directors and will commence upon conclusion of the season during which the Annual Meeting of election was held and no later than April 1.
 3. A Corporation Officer elected by the membership at the Annual Meeting may be removed from office by the Board of Directors for dereliction or non-performance of duties. The Board shall give ten (10) days advance written notification of its intention to remove a Corporation's Officer pursuant to this subsection. The affirmative vote of a majority of the members of the Board of Directors shall be required to remove a Corporate Officer.
2. The Corporation President shall be the President of the Board of Directors and the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors and shall have supervision over the affairs of the Corporation.
3. The Corporation Vice President of Hockey Operations shall oversee all the on-ice operations of the Corporation, including but not limited to the annual tryout process, selection of coaches, coach development, player development according to the USA Hockey American Development Model and other hockey operations activities that contribute to the development and enhancement of the players of the M.L.H.A.
4. The Corporation Vice President of Business Operations shall oversee all of the off-ice operations of the Corporation including contracts, finances, ice scheduling, player registration and rostering, coach certification, communications, and media. The Vice President of Business Operations shall also substitute for the President in presiding at meetings and similar activities if the President is available to attend.
5. The Corporation Director of Communication/Secretary shall keep a written record of all proceedings of the Board of Directors, shall notify the members of the Board of Directors of all regular and special meetings, shall have custody of the Corporate seal and of the books, letters and papers of the Corporation and shall perform all of the duties which are customary and incident to the Office of Secretary in similar corporations. The Director of Communication/Secretary, shall report to the VP of Business Operations and, acting at the direction of other Officers, shall draft and prepare correspondence to persons and organizations outside the M.L.H.A. and shall directly oversee media operations including but not limited to social media and website development.

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6. The Corporation Director of Finance/Treasurer (formerly known as the Treasurer) shall oversee the finances of the Corporation and insure accurate accounting of all receipts and disbursements of funds. The Treasurer shall fill all tax forms and other financial statements as required by local, state and federal agencies. The Treasurer will report the financial status of the Corporation at all general membership meetings. The Director of Finance shall handle all transactions regarding the investment of funds into high interest-bearing accounts favorable to the Corporation.

Section 2: BOARD OF DIRECTORS DUTIES.

1. Voting Board Members, Titles, Terms of Office and Duties
 1. Voting members of the Board of Directors shall include the Executive Officers defined in Section VI.1.1 and the Director of Team Management, Director of Registration/Registrar, Director of Coaching/Affiliate Representative, and Director of Equipment or as otherwise required under the law of Pennsylvania for non-profit corporations. See Appendix A for the Organizational Structure voting Board.
 2. The term of office for a Corporation Officer shall be the same duration as his/her term on the Board of Directors and will commence upon conclusion of the season during which the Annual Meeting of election was held and no later than April 1.
 3. A Corporation Officer elected by the membership at the Annual Meeting may be removed from office by the Board of Directors for dereliction or non-performance of duties. The Board shall give ten (10) days advance written notification of its intention to remove a Corporation Officer pursuant to this subsection. The affirmative vote of a majority of the members of the Board of Directors shall be required to remove a Corporation Officer.
2. The Director of Team Management (formerly known as the Chief Business Manager) shall coordinate and oversee M.L.H.A. events, operations of individual teams and member volunteers, and assist the Director of Registration to ensure appropriate training and certification of coaches, players, and volunteers.
3. The Director of Registration (formerly known as the Registrar) is responsible for managing the M.L.H.A.'s online USA Hockey Registry. The online Registry includes players, coaches, managers and volunteers of the Corporation that constitutes the program database and shall be used during each annual program to create and maintain M.L.H.A. team rosters. In addition, the Director of Registration works in conjunction with the Director of Team Management and Director of Coaching/Affiliate Representative to monitor training and certification status of Association coaches and volunteers.
4. The Director of Coaching/Affiliate Representative shall oversee the selection and development of head coaches. In addition, the Affiliate Representative shall represent the M.L.H.A. at Pittsburgh Amateur Hockey League (P.A.H.L.) meetings as a voting member.
5. The Director of Equipment (formerly known as the Equipment Manager) shall coordinate and oversee all activities related to the purchase and distribution of equipment and apparel to M.L.H.A. players and coaches.
6. Non-voting members will be appointed by the Board of Directors and will include the Safe Sport Coordinator, ADM Coordinator, Tournament Director, Tryout Director, and Media Director.

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1. The Safe Sport Coordinator reports to the VP of Hockey Operations and is responsible for investigation and reporting of safe sport issues and/or violations to the Affiliate, District, or USA Hockey in accordance with USA Hockey policies and procedures.
2. The ADM Coordinator reports to the VP of Hockey Operations and is responsible for design and implementation of the curriculum for age appropriate development and for the coordination of the 8U development program.
3. The Tournament Director reports to both the VP of Hockey Operations and VP of Business Operations and is responsible for the coordination of the annual MLHA Classic and the annual Mite Meltdown.
4. The Tryout Director reports to the VP of Hockey Operations and is responsible for the coordination and execution of the annual tryout and team assignment process.
5. The Media Director reports to the Director of Communications and is responsible for Association website development and/or maintenance and the Association social media presence

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ARTICLE VII FISCAL YEAR

The Fiscal year of the Corporation shall commence on May 1 and shall terminate on April 30th of each calendar year.

ARTICLE VIII PLAYING RULES AND REGULATIONS

The Board of Directors shall have the power to adopt and/or amend "Playing Rules and Regulations" for the conduct of M.L.H.A.'s amateur youth hockey programs. Such rules and regulations may incorporate by reference the playing rules and regulations of USA Hockey and the Pittsburgh Amateur Hockey League (P.A.H.L.). The Board shall cause sufficient number of copies of the currently effective "Playing Rules and Regulations" to be printed to furnish a copy to each team registered in the M.L.H.A. program.

ARTICLE IX INDEMNIFICATION

No Director shall be liable in any manner for any debts or obligations of the Corporation and shall not be subject to any manner of assessment by virtue of his membership and the Corporation will indemnify and hold harmless any Director against any claim of liability by or to any person other than the Corporation, in respect of any act or failure to act so long as such or failure to act was performed in such manner determined by him to be in the best interest of the Corporation, and so long as he was not guilty of gross negligence, misconduct or breach of a fiduciary obligation in such act or failure to act. It is the intent of the Corporation that this provision of the Bylaws complies with 15 Pa. C.S.A. § 5713.

ARTICLE X CONDUCT OF MEETINGS

All meetings shall be governed by rules of parliamentary procedure. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE XI DISPUTE RESOLUTION

All claims, demands, discipline or disputes ("Disputes") arising by and between Parties, as defined in the USA Hockey Annual Guide Bylaw Section 10 ("Bylaw 10"), shall be subject to the provisions of Bylaw 10 and shall constitute the sole and exclusive remedy for dispute resolution. All members are required to utilize that process. In the event that a controversy or dispute arises regarding the construction, interpretation, or application of these Bylaws, Rules

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and Regulations, or decisions of the Board of Directors, the dispute shall first be submitted to the Corporation's Executive Committee, or its designee for resolution.

ARTICLE XII COMPLIANCE WITH USA HOCKEY

SECTION 1: ENFORCEMENT OF GOVERNING DOCUMENTS

The Corporation shall assist USA Hockey in the administration and enforcement of the provisions of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, within and upon its General Membership, Team Members, and any other persons who come within its jurisdiction.

Nothing contained herein shall be construed to delegate the duties or responsibilities of the Corporations Directors or Officers to USA Hockey.

SECTION 2: CORE VALUES

The Corporation shall be guided by the core values of USA Hockey, as provided for under Bylaw #1 contained in Section II(A) of the Affiliate Agreement found in the USA Hockey Annual Guide.

SECTION 3: INDEMNITY

The Corporation shall indemnify USA Hockey in compliance with Bylaw #2 contained in Section II(B) of the Affiliate Agreement found in the USA Hockey Annual Guide.

SECTION 4: USA HOCKEY PREEMINENCE.

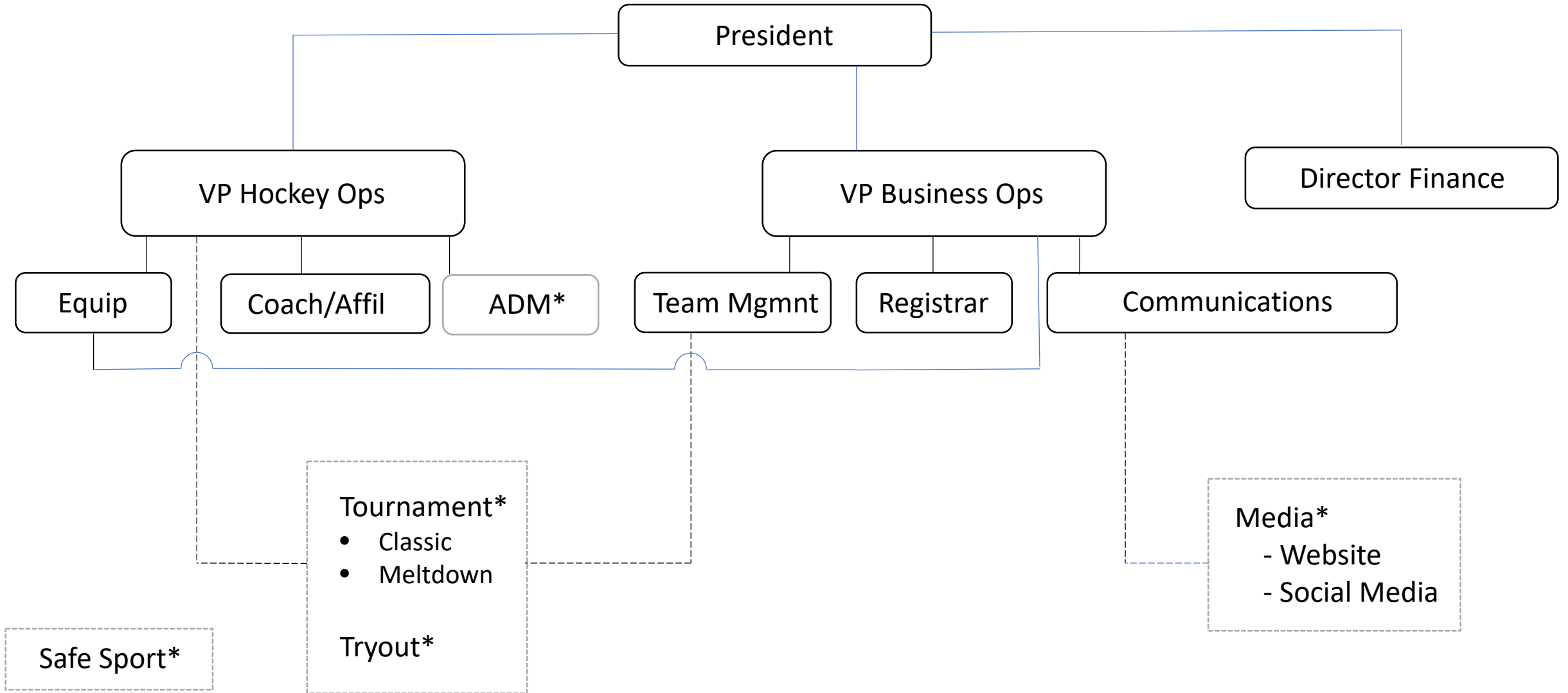
The Corporation shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Corporation.

No provision contained within these Bylaws shall be construed to prevent the Corporation from implementing rules, policies or procedures which may be more stringent than those of USA Hockey, provided that such rules, policies and procedures do not conflict with the same.

SECTION 5: DISTRIBUTION OF BYLAWS

Each member of the Corporation shall receive a copy of these Bylaws annually. The Corporation shall also make copies of these Bylaws and any other governing documents available upon request by the General Membership or a governing body.

APPENDIX A – M.L.H.A. Organizational Structure



* Appointed positions without voting privileges