



BYLAWS

Aligned with the International Street & Ball Hockey Federation

A. Board of Directors

The affairs of USA Ball Hockey shall be governed by a Board of Directors. The Board of Directors shall be constituted as follows:

(1) Number of Directors

There shall be 5-7 “Directors” as provided in these Bylaws. Directors At-Large shall act in the best interests of USA Ball Hockey without regard to geographical allegiance or concerns.

(2) Terms

The board seats are associated with the following terms:

1. President - 5 Years
2. Vice President - 3 Years
3. Treasurer - 3 Years
4. Clerk - 3 Years
5. At Large (A) - 2 Years
6. At Large (B) - 2 Years
7. At Large (C) - 2 Years

B. Election of Directors*(1) Directors*

Directors fall into two categories 1) Executive Directors and 2) At-Large Directors. The Executive Directors shall serve a term of three 3 or 5 years, then may be up for re-election following their final year of their respective term. The At-Large Directors shall serve a term of two (2) years then may be up for re-election following their second next year. In the event that a Director shall be unable, for any reason, to serve his/her full term, at the next meeting of the Board of Directors, the Board shall elect a Director to serve for the unexpired term of the Director being replaced.

All elections for expiring board seats shall take place at the Annual Congress. A quorum is required to execute an election. A quorum shall consist of a simple majority of the existing Board of Directors.

(2) Limitation on Director’s Authority

Unless specifically authorized by the Board of Directors, no director shall represent to other persons, leagues, associations or street hockey federations that he/she is speaking on behalf of USA Ball Hockey or that his/her opinion is the official position of USA Ball Hockey.

(3) Expiration of Term

Each director's term shall expire at the Annual Congress of the Board of Directors in the final year of such director's term, upon completion of the election of directors by the Board of Directors at such Annual Congress.

(4) Removal of a Director or Officer

Upon a reasonable belief that a director or officer of USA Ball Hockey has violated the Bylaws, Rules & Regulations, Policies or other applicable rules of USA Ball Hockey, or has otherwise engaged in conduct unsuitable for the sport of ball hockey, the USA Ball Hockey Board of Directors may initiate the process set forth herein to determine whether the matter should be referred to the Board of Directors for consideration of whether the director or officer should be removed from office under Bylaw 4.C.(4) or otherwise disciplined under Bylaw 4.C.(2).

(a) The President of the Board of Directors, with the approval of the majority of the Board of Directors, shall appoint a three to five person special hearing committee of reasonably disinterested and impartial persons to assess whether the subject director or officer should be removed from office. The special hearing committee shall conduct a hearing in accordance with the hearing procedures of Bylaw 10, except that rather than imposing discipline, the special hearing committee shall issue a written recommendation to the Board of Directors, which shall contain findings of facts and conclusions, as to whether the subject director or officer should be removed from office under these Bylaws or otherwise disciplined under them. The Board of Directors shall consider the recommendations of the special hearing committee at the next regularly scheduled Board of Directors meeting following receipt of the recommendation, or the Board of Directors may call a special meeting to consider the recommendation.

(b) In the event the Board of Directors determines that the matter should not be referred to the Board of Directors, the Board of Directors may instead determine that the subject director or officer should be suspended or other disciplined and may impose such suspension or discipline in the Board of Directors' discretion. Any such suspension or discipline would be appealable to the Board of Directors at the next regularly scheduled meeting of the Board of Directors.

C. Powers of Board

In addition to other powers stated herein and provided by law, the Board of Directors of USA Ball Hockey shall have the power to:

(1) Formulate, prescribe, alter and amend these Bylaws or the Rules and Regulations of USA Ball Hockey for the government of USA Ball Hockey.

(2) Impose and enforce penalties for any violation of these Bylaws or the Rules and Regulations of USA Ball Hockey or breach of an Affiliate Agreement between USA Ball Hockey and any of its Affiliate Associations.

- (3) Remove or remit any suspension or penalty that has been imposed by its officers, its registrars, or a committee.
- (4) Remove from office any officer of USA Ball Hockey or member of the Board of Directors by a simple majority vote of those present and voting on the matter.
- (5) Temporarily fill the vacancy on the Board caused by the resignation, removal or withdrawal of any director until such director's position has been elected or appointed by the appropriate constituency in accordance with these Bylaws.
- (6) Appoint sub-committees from its membership, or otherwise employ individuals for the handling of special or specified business.
- (7) Establish and collect fees and funds of USA Ball Hockey and direct the expenditure of monies.
- (8) Establish and define the rules and laws of amateur ball hockey in the United States.
- (9) Interpret, define, and explain all of the provisions of these Bylaws and the Rules and Regulations of USA Ball Hockey.
- (10) Call any necessary Special Meetings of USA Ball Hockey and fix the time and place of such meetings, subject to other provisions in these Bylaws.
- (11) Have immediate access through a qualified auditor on demand, or on the demand of the President, to all books, vouchers, receipts, and records generally pertaining to the finances and operation of USA Ball Hockey, its Districts, Affiliate Associations, Registrars, Referees-in-Chief, Sections and any other program or project of USA Ball Hockey.
- (12) Receive a copy of the financial statements (Balance Sheet and Operating Statement) of USA Ball Hockey and a copy of USA Ball Hockey's proposed operating budget prior to the Annual Congress of USA Ball Hockey. At the Annual Congress, the Board of Directors shall approve the operating budget.
- (13) Make qualified contributions of its funds to qualified organizations, but only after express, specific authority is granted by the Board through a duly noticed, adopted vote and resolution.
- (14) Any other actions deemed necessary by the board in order to fulfill the purpose of USA Ball Hockey. The Treasurer under the oversight of the Board of Directors shall receive all monies of USA Ball Hockey and deposit the same in a chartered bank selected by the Finance and Investment Committee. He/She shall keep proper books of account and pay all bills budgeted by USA Ball Hockey or approved by the Finance and Investment Committee. Official numbered receipts are to be issued for all monies received, the duplicates to be kept on file. Checks shall be signed by the Treasurer of USA Ball Hockey, or his/her designee, and checks over the sum of \$10,000 (ten thousand dollars) shall require two signatures. The President shall be the alternate signing officer for USA Ball Hockey. Both shall be bonded for not less than \$200,000.

(15) The Treasurer shall cause to be prepared the annual financial statement each year, which shall be presented to the members of the Board of Directors after being duly audited, for presentation at the Annual Congress of the Board of Directors. He/She shall be treasurer of all committees of USA Ball Hockey. The Treasurer shall be and is hereby authorized with the concurrence of the President for and in the name of USA Ball Hockey, to draw, accept, sign and make all or any bills of exchange, promissory notes, checks and orders for the payment of money; to pay and receive all monies and to give acceptance for the same, to borrow monies from time to time from a chartered bank selected by the Finance and Investment Committee upon the credit of USA Ball Hockey in such amounts as he/she may deem proper and by way of overdraft or otherwise, to grant securities by way of mortgage, hypothecation of pledge covering all or any of the property and assets of USA Ball Hockey as security for all or any money so borrowed and interest thereon and generally for and in the name and on the behalf of USA Ball Hockey to transact with the bank any business he/she may think fit.

(16) The Treasurer shall be and is hereby authorized with the concurrence of the President on behalf of USA Ball Hockey to negotiate with, deposit with or transfer to the bank (for credit of USA Ball Hockey account only), all or any Bills of Exchange, Promissory Notes, Checks or Orders for the payment of money and other negotiable paper, and for the said purpose to endorse any or all of them on behalf of USA Ball Hockey; also from time to time to arrange, settle, balance and certify all books and accounts between USA Ball Hockey and the bank; and to receive all paid checks and vouchers, unpaid and unacceptable Bills of Exchange and other negotiable instruments.

OFFICERS

A. Elected Officers

(1) The officers of USA Ball Hockey shall be elected by the Board of Directors. The Board of Directors may only nominate a Chair of the Board of Directors who has previously served a full term as a Board Member, with the exception of the inaugural Board Chair. No officer of USA Ball Hockey shall be an officer of any other National Governing Body.

(2) All officers shall serve a term set by the Board of Directors, but shall not exceed 5 years without a re-nomination and vote no matter the circumstance.

(3) Any officer who is unable to complete his/her full term of service for which the officer was elected, shall be replaced by the Board of Directors, and the interim replacement officer shall serve until the next meeting of the Board of Directors at which time the Board shall elect a permanent replacement officer who shall serve the unexpired term. In the event that any officer is unable to function, for any reason, an interim replacement shall be designated by the Board of Directors and have all of the powers and perform all of the duties of the officer being temporarily replaced.

(4) The Board of Directors shall also have the authority to name, at its discretion, a President Emeritus or Directors Emeritus in recognition of outstanding service to USA Ball Hockey. Emeritus shall be non-voting members of the Board of Directors, but shall be eligible for Council and/or Committee appointments by the President.

B. Powers and Duties of Elected Officers

(1) The President shall preside at meetings of USA Ball Hockey and the Board of Directors. He/She shall generally perform the duties usual to the office of President and may, at his/her discretion, order the calling of meetings of the Board of Directors or of the Committees of USA Ball Hockey. It shall also be the duty of the President during the course of each Annual Congress of USA Ball Hockey to convene the Annual Congress of the Board of Directors in order to discuss the business of the forthcoming year and to convene the Mid-Year Meeting or any Special Meeting of the Board of Directors.

(2) The President may exercise all duties and powers of the Board of Directors only in the case of an emergency when a vote of the Board of Directors cannot be obtained, and he/she shall in a reasonable amount of time report in writing any actions taken in the exercise of this emergency power to the members of the Board of Directors. The President shall ensure that minutes be taken at all meetings of the Councils, Committees and Sections of USA Ball Hockey and that the minutes be kept of record and a copy thereof be disseminated to each member of the Board of Directors.

(3) The Secretary shall keep the records of USA Ball Hockey, direct correspondence, issue notices of all meetings, and perform the duties usual to this office.

(4) The Treasurer shall, at each Annual Congress of the Board of Directors, submit a written report to the Board of Directors regarding the financial affairs of USA Ball Hockey, including all financial activities since the previous Annual Congress, and a proposed budget for the following fiscal year.

C. President

(1) The President of USA Ball Hockey shall be elected by the Board of Directors, upon terms and conditions as shall be mutually satisfactory. Furthermore, the Board of Directors shall have the authority to enter into a contractual agreement for a specified number of years with the President, which shall be binding upon USA Ball Hockey.

(2) The President shall be an ex-officio member of all Councils, Sections and Committees of USA Ball Hockey and shall perform all secretarial duties, attend to all routine details, receive and distribute all funds received from any source upon approval of the Board of Directors and USA Ball Hockey, and assist and perform all other general duties as the need arises.

(3) The President, in addition to the foregoing and with the concurrence of the President, is charged with the operation, general supervision and direction of all of the business affairs of USA Ball Hockey and shall discharge all of the duties imposed on him/her by the Board of Directors from time to time.

D. Exoneration from Personal Liability

USA Ball Hockey hereby consents and declares that each director, officer, member of the Board of Directors, chairperson and member of all committees, councils, sections, and/or any other official representatives of USA Ball Hockey shall be deemed to have assumed office or assignment on the express understanding, agreement and condition, that each one of them and his/her heirs, executors and administrators, estate and effects respectively shall from time to time and at all times, to the fullest extent permitted by law be indemnified and saved harmless out of the funds of USA Ball Hockey from and against all liabilities, judgments, costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for and in respect to any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.

MEETINGS OF USA BALL HOCKEY AND ITS COMMITTEES

A. USA Ball Hockey shall have an Annual Congress between November 1 - November 30 at a time and place set by the Executive Board of Directors. At the Annual Congress, certain Committees and Councils of USA Ball Hockey may meet. The Annual Congress of USA Ball Hockey will be called by the President on the order of the President. Meetings of the Committees shall be called by the President or Chairperson of the Committees.

B. USA Ball Hockey shall have a Spring Meeting in the month of April at a time and place set by the Board of Directors at the preceding Annual Congress.

C. Special Meetings of USA Ball Hockey may be called by the President, or by the Secretary or the Board of Directors (on a favorable vote of a simple majority of the Board of Directors), by notice in writing to the President, with not fewer than fifteen (15) days notice (in writing) to all directors, officers and committees. The notice of such meeting must contain the date, place and hour of the meeting and the object thereof.

D. Written notice of each Annual Congress and Spring Meeting of USA Ball Hockey shall be published to give notice to all directors, officers and committees not fewer than fifteen (15) days in advance of the meeting.

E. A conference among members of any Committee or Council of USA Ball Hockey by any means of communication through which the members may simultaneously hear each other during the conference shall constitute a meeting of such Committee or Council.

MEETINGS OF THE BOARD OF DIRECTORS

A. Procedure for placing items on the Agenda for the Annual Congress of the Board of Directors:

(1) Any member wishing to place an item on the agenda for the Annual Congress of the Board of Directors that will be a change, addition or deletion must do so by presenting it to the principal office of USA Ball Hockey, in writing, at least one month prior to the date of the Annual Congress. Items submitted must include the specific wording of the proposed change, addition or deletion. The procedure will be as follows:

No more than 30 days prior to any scheduled board meeting, President, or his designee, shall circulate a proposal to Directors for review. If Directors have questions, they may contact the submitting party directly.

Annual Congress – Vote on the proposal at the USA Ball Hockey Annual Congress. If a proposal is amended and it is determined by the procedure below to be a major amendment, then the proposal, as amended, will be postponed until the next meeting of the Board of Directors. If there is an amendment (motion and a second) to any rule or legislative proposal, the proposed amendment is considered first. If the amendment does not pass, the proposal will remain on the table in its original form. If the amendment passes, then consideration of whether the amendment is a minor or major amendment may be made at any time before the final vote on the proposal. If, by a majority vote of the directors present, the directors determine that the amendment is a major amendment, then the entire proposal, as amended, will be postponed until the next meeting of the USA Ball Hockey Board of Directors. If the directors determine that the amendment is a minor amendment, then the proposal as amended may remain on the table for consideration during that meeting.

Notwithstanding the foregoing, changes to the Rules and Regulations made by the Board of Directors in between meetings of the Board of Directors shall automatically be placed on the agenda for the next meeting of the Board of Directors for ratification, amendment or repeal.

(2) Any member wishing to place an item on the agenda for the Annual Congress of the Board of Directors, other than stated in (1) above, must do so by presenting it to the principal office of USA Ball Hockey, in writing, not later than one month prior to the Annual Congress.

(3) Any item determined by the Board of Directors to be in the same form, or substantially similar form, to one which was rejected or withdrawn at the previous Annual Congress of the Board of Directors, cannot be placed on the agenda of the upcoming Annual Congress of the Board of Directors, unless it has received a majority vote of approval by the appropriate Council or Committee and the Board of Directors, in that order, recommending that it be placed on the agenda. If there is no appropriate Council or Committee, it goes directly to the Board of Directors.

(4) After the appropriate timeline to receive agenda items, any additional items that are to receive consideration of the Board of Directors must receive majority approval of those present at the Board of Directors meeting in order to be placed on the agenda.

B. Procedure for Placing Items on the Agenda for the Spring Meeting of the Board of Directors:

(1) Items submitted for the agenda of the Spring Meeting shall be presented to the principal office of USA Ball Hockey, in writing, no later than March 1.

(2) Items submitted must include the specific wording of a proposed change, addition or deletion. The item submitted for the agenda shall have attached to it a single paragraph explaining the intent and purpose of the proposal. Items submitted without the specific proposal attached and/or without an explanation paragraph of purpose and intent will not be placed on the agenda.

(3) The complete agenda will be published by the principal office of USA Ball Hockey not later than ten (10) days prior to the Spring Meeting.

C. At all meetings of the Board of Directors, a simple majority of the Board shall constitute a quorum.

D. Roberts Rules of Orders shall govern and control the conduct of all meetings of the Board of Directors, unless modified by these Bylaws. Voting by proxy shall not be allowed, except for any USA Ball Hockey Director who is currently serving in the U.S. Armed Forces or who is a reservist or serving in the National Guard and who is called to active duty and is deployed to an active combat zone as defined by the Department of Defense. The selecting body will have the right to name a replacement Director who will have all the rights and duties of the Director deployed to the active combat zone, to attend any meeting of the board of directors in that Director's absence.

E. Any meeting of the Board of Directors may be held without fifteen (15) days advance notice, providing waivers of notice are given, in writing, by all directors.

F. Copies of the minutes of all meetings of USA Ball Hockey, its Committees and the Board of Directors shall be mailed or emailed by the President within forty-five (45) days of such meetings to the directors of USA Ball Hockey.

G. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference shall constitute a Board meeting.

VOTING

A. Each director in attendance at a Board of Directors meeting shall have one vote. Proxy voting shall not be permitted, except as outlined above.

B. At all meetings of the Board of Directors, or its Councils, Committees or Sections, voting shall be by a show of hands (or by voice vote, if the meeting occurs by a teleconference or other electronic means permitted hereunder), unless (i) for an in-person meeting, the persons participating in such meeting on motion duly made, seconded and carried by vote of the persons then present decide upon a ballot (paper or electronic) prior to the commencement of balloting; or (ii) for a teleconference or other electronic meeting, the notice of the meeting provides notice of the method of voting to be used, or electronic voting is approved by the persons participating in such meeting on motion duly made, seconded and approved by majority vote. In a teleconference or electronic meeting, voting by email shall be permitted if the notice of the meeting provides notice that email voting will be used, including the deadline for sending email votes and the email address to which the votes should be sent.

C. A decision at a meeting of the Board of Directors or its Councils or Committees shall be made by the majority of the votes cast, unless the favorable vote of a larger proportion of the votes is required by these Bylaws.