

**BYLAWS
OF
FORT ZUMWALT WEST INLINE HOCKEY CLUB INC.
(Hereinafter referred to as “FZWIHC”, “Club” or the “Corporation”)**

ARTICLE I.

OFFICES, CORPORATE SEAL AND PURPOSE

Section 1.01. **Registered Office.** The city, town, or other community in which the registered Corporation is located in Missouri shall be prescribed by the Articles of Incorporation of the Corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change filed with the Secretary of State of Missouri reflecting the adoption of a resolution by the Corporation’s Board of Directors.

Section 1.02. **Corporation Name and Purpose.** The name of the club will be Fort Zumwalt West Inline Hockey Club. The purpose of the club is to operate as a non-profit organization as defined by the Missouri Statutes Chapter 355. The club will comply with and apply with the Internal Revenue Service for federal tax classification pursuant of a 501 (c) (3). The club will provide organizational management for the students of the grade levels of 6 through 12 to participate in a competitive league / association involving competitive inline roller hockey. The club will associate itself with appropriate leagues from time to time. The club will promote and encourage good sportsmanship, system of play, team leadership, team participation, competitive sport and fair play for each individual as a player of a team in the sport of inline hockey.

Section 1.03. **Structure of Organizational Meetings.** The club will follow the most current revision of Robert’s Rules of Order in the format of meetings. Can be viewed within the internet site of: www.rulesonline.com or a summary of rules within the corporation handbook.

Section 1.04. **Other Offices.** The Corporation may have such other offices, within or without the State of Missouri, as the Board of Directors may from time to time determine.

Section 1.05. **Corporate Seal.** The Corporation shall have no corporate seal.

Section 1.06. **Use of Corporate Name.** No group or individual shall claim affiliation with or use the name of the Fort Zumwalt West Inline Hockey Club without the approval of the Board of Directors.

ARTICLE II.

Members: Meetings, Property Rights And Privacy Policy

Section 2.01. **Qualification.** Any parent, natural guardian or legal guardian of a youth who is a player currently enrolled for the FZWIHC, which is twenty (20) years of age or older. The player is to be of junior high school or high school grade classification. The student athlete must be a resident within the boundaries of Fort Zumwalt West High School, as established by the Fort Zumwalt District for the most current league session. The player may be enrolled within an alternative school system other than the public school system of Fort Zumwalt, however, they must reside within the current boundaries of the Fort Zumwalt West High School. The board can approve alternative membership qualifications, if the student athlete is eligible for participation based upon the associated league’s guidelines, such as a draft of extra players, with no home team.

The club will not discriminate on basis of gender, race, creed or ethnic origin.

A member is in good standing if they meet financial requirements and adhere to the club’s Code of Conduct. Any disciplinary actions of the Board of Directors in suspending, removing, or otherwise sanctioning a player, member or director will be conducted in accordance with the rules of the organization as indicated within the by-laws. A member’s voting rights may be suspended if deemed appropriate by the Board of Directors in accordance with disciplinary actions allotted within these by-laws.

Section 2.02. **Additional Members.** The Board of Directors may admit additional individuals as members if deemed necessary to fulfill a need of the club. Such members shall acquire the same rights and obligations as are applicable to other members. Any General Manager or Board member of the FZWIHC who is not a member per Sec. 2.01 may be granted membership if deemed appropriate by the board. Any other person of legal age, twenty (20), who subscribes to the purposes of the hockey organization, may apply in writing for membership. The Board of Directors shall be required to act to either accept or reject any application within sixty (60) days from the date of receiving such application.

Section 2.03. **Member Voting Rights and Meetings.** Each household shall have one (1) membership per player in good standing: and each member has one vote. Voting by the members is limited to the annual election of Directors when the number of candidates exceeds the total number of open seats on the Board. Memberships may not be transferred. A quorum of the membership is necessary to hold any order of business pertaining the annual election of directors. A quorum is defined as a simple majority of the current registered membership. No elections can be held without a quorum of the current membership being present. The current President will convene meetings of the members when necessary and convenient for the current Board.

Section 2.04. **Property Rights and Member's Term.** The Board of Directors shall manage the property, affairs and business of the Corporation. No member shall have any right, title, or interest in or to any property of the Corporation. A member's term shall be one (1) term or one (1) session, commencing upon paid registration of a player for the current league season and/or upon acceptance by the board as an additional member under Sec. 2.02, which ever is first. The term will terminate upon the beginning of the next term and or session. Paid registration shall be defined as depositing partial or full payment, in the terms of financial consideration, of the annual fees or dues as established by the current Board of Directors.

Section 2.05. **Dues and Fees.** There shall be no annual dues or membership fees, beyond the necessary expenses of the corporation as defined by the Board of Director's projected budget. The only fees to be collected are fees for registration, try-outs, annual program participation, uniform, equipment, league fees, rink fees, banquet fees, advertisement, accounting, legal consultation, insurance and other program fees deemed necessary by the board of directors.

Section 2.06. **Termination.** Annual membership shall terminate upon the last day prior to registration for enrollment into the next annual enrollment date of registration as a player for the club or upon the day prior to the next annual enrollment date if no re-enrollment is being made.

Section 2.07. **Proxies/Rules.** Proxies shall not be allowed or used. Robert's Rules of Order, shall apply to all meetings of the members.

Section 2.08. **Privacy Policy.** The club will comply to the most current state and or federal privacy laws as required. Copies and reference to such acts shall be maintained by the Secretary and or Vice President of Administration and posted in the club handbook. A club privacy policy shall be posted and available to all at all times and specifically upon the submission of private information by a player or member. The policy shall include reference and compliance to the 1998 Children's Online Privacy Protection Act (COPPA).

ARTICLE III.

Board of Directors

Section 3.01. **General Powers.** The Board of Directors shall oversee its committees and publications; shall determine its policies, bylaws, and changes therein; and shall actively carry out its objectives and supervise the disbursement of its funds. The board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. Interpretation of by-laws of polices will be transmitted to the general membership by the Board of Directors in writing format. The Board of Directors should enact appropriate changes of such text. The board shall hire and or appoint the General Manager, along with approval of the appointment of the team coaches. The Board of Directors shall approve all membership applications, appointment of coach's, and the appointment of volunteers. The Board of Directors shall approve any member, volunteers or hired employee.

Section 3.02. Number, Qualifications, and Term of Office. The Board of Directors shall consist of a minimum of seven (7) people (members), elected by the members, serving various positions. Each director shall be a member of the club. If a Director becomes a member, that is not in good standing than the Board of Directors, by quorum, should appoint a member, in good standing to fulfill that Director's position. The members will elect one (1) of the seven (7) elected directors as President of the corporation during the annual membership meeting. The President, shall conduct and lead the remaining six (6) directors to appropriate positions on the board, define the duties and responsibilities of a position. If the board determines needs of the club are best suited to have an additional director (s) to manage a need of the club, than an additional director's position, on the board, can be appointed by the current Board of Directors in quorum. It is the intention of the membership to have a director, which can competently represent each team at each level within the establishment of the FZWIHC.

If the Board of Directors determine that the elected Board of Directors is not a true representation of the entire base of membership, than the Board of Directors can appoint a Director(s) to have competent and adequate representation within the Board of Directors for that team. Any appointed Director by the Board shall remain in term for the time necessary to fulfill such need or for no longer than the end of term for the current board of directors, which ever is less. If the current board deems an obvious need to increase the number of elected directors for the upcoming session, than all directors shall be elected by the general membership in the next annual elections noted within the by-laws. Consideration should be made as to an uneven number of Director positions to allow for a simple majority vote. Consideration should be made by the Board of Directors to have appropriate representation of the entire membership base. Under no circumstance should the number of appointed (non-elected) Directors exceed thirty percent (30%) of the entire number of the Board of Directors, without an election from a quorum of the membership. Under no circumstance shall a director remain in office for more than the term of one (1) session or one (1) year, without being elected by the general membership under the process of an annual election.

Each director shall hold his or her position for the term of one (1) year and or one (1) session. The definition of one (1) year or one (1) session can be defined as; a 12 month cycle beginning upon the defined period of time following the annual election process of the Board of Directors. The certification and announcement, by the election committee, of the six (6) nominated members who received the highest number of votes, along with the director, elected as President. The term will terminate upon the transfer of leadership to the sequential, elected Board of Directors. The transfer of leadership shall be within seventy-two hours of the completion of the election for the Board of Directors. All government, banking, IRS documents, signature requirements and corporation documents will be transferred within a period of time not to exceed seven (7) days.

Section 3.03. Election and Appointment of Directors. Elections shall take place in the month of May each year. Elections are for the minimum of seven (7) board positions, including one (1) director, specifically elected as President. Nominations for directors will be accepted throughout the year for the next upcoming elections. All nominations shall be presented to the current secretary and submitted no later than April 30th of each year or no less than thirty (30) days, prior to the posted and pre-scheduled election. Ballots will be mailed to each member not less than fifteen (15) days prior to the election. Additional publication of the nominated members can be made within the corporations internet web site, unless deemed not appropriate by the current Board of Directors. The Board of Directors shall be chosen by secret ballot during an Annual Membership Meeting where a quorum of the membership is present. If a quorum is not present at the Annual Membership Meeting, the Board of Directors will remain in office and will repeatedly call meetings within the 30 days until a quorum is achieved for the purpose of electing a new Board of Directors. The current Executive Committee shall monitor and certify election results. If the number of candidates does not exceed the total number of open seats, the open director's positions shall be appointed by the current Board of Directors, by a majority vote of the existing Directors in quorum.

A quorum will be defined as the members which are not of graduating players and were of current members of the prior year. A simple majority of members present would be a quorum.

Section 3.04 **NOMINATIONS**

1. Eligibility

- a) All members of the club are eligible to be elected or appointed to the Board of Directors
- b) A nominee may make a statement (not to exceed five minutes) during the Public Forum portion of the Annual Membership Meeting.
- c) If a member is nominated and currently knows that they will not be a member in good standing in the upcoming session, than that member should not accept such appointment.
- d) No campaign material may be hung or distributed in any arena or facility of the Annual Membership Meeting. The membership and or players should be strictly forbidden to issue any propaganda to support any nomination for the annual Board of Directors.

2. Ballots

- a) The club will provide the official ballot on the designated balloting day.
- b) The ballot will list all candidates, alphabetically, in a minimum of two columns. A/Z even-numbered years, Z/A odd-numbered years.
- c) A star will be placed before each incumbent's name.
- d) Absentee ballots will not be allowed. No proxy voting is allowed.
- e) The boxes must be sealed at the end of the meeting and stored in a committee-approved storage area.
- f) All ballots and committee paperwork will be kept for six months.
- g) If a nominated member is not on the ballots which are distributed to the membership, prior to the election, than that member(s) shall contact the Secretary immediately upon notice. If time allows for a new ballot to be mailed to the membership base, than the club shall do so. If time is not adequate to mail new ballots, than a concerted effort should be made to announce that the nominated member(s) is in fact a candidate and no limitation of that candidates rights should be restricted.

3. Valid Ballots: The following procedure will be used to complete all ballots

- a) Locate name on voter list and sign in the space provided. The election judge must initial your signature.
- b) Upon receipt of the official ballot, one mark per number of vacancies. Only one vote per nominee will be permitted. A ballot marked in a different manner will be considered invalid and will be destroyed.
- c) When you have completed voting, fold the ballot in half. The election judge must initial and or stamp your ballot.
- d) The ballot will be returned to you for deposit in the ballot box.
- e) Any ballot deemed to be invalid must contain one (1) election official and two (2) director's signatures prior to eliminating such ballot.

4. Election Results

- a) Ballots will be tabulated within twenty-four (24) hours. If a member of the committee is unable to be complete such task, the current club President shall appoint a substitute.
- b) Nominees elected to the Board will be notified after vote tabulation is complete. No later than seventy-two (72) hours after certification by the election committee. Election results will be published at the club internet web site, within a period not to exceed seventy-two (72) hours. The total number of votes cast for each nominee will not be published. However, any candidate may request the election results, with a written request to the newly elected board of directors.
- c) Ties will be decided by a paper ballot of prior (current) and newly elected Board members at a special meeting with quorum representation will be held within seventy-two hours (72). If a tie remains after this balloting, the prior (current) officer's of the club will take a paper ballot. If a tie still remains the prior (current) Club President shall approve one nominee.

Section 3.05.

Section 3.05. **Organization.** At each meeting of the Board of Directors, the President or, in his or her absence, a senior member of the Executive Committee shall preside. The Secretary of the Corporation or, in his or her absence, any person who the President shall appoint, shall act as secretary of the meeting.

Section 3.06. **Resignation.** A Director may resign at any time by a letter of resignation to the President or the Secretary of the Corporation. The resignation of a Director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the President and or Secretary.

Section 3.07. **Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, or any other cause, shall be filled by a vote of the remaining Directors, and the successor shall hold office until that vacated Director's term expires. Vacancies resulting from the addition of a new position on the Board shall also be filled by a majority vote of the Directors with a quorum representation; however, the terms of these appointed Director's will be one (1) year, or to the end of term as defined in Section 3.02. Any vacated directors positions, must be filled within thirty (30) days, to fulfill the requirement of maintaining a minimum of seven (7) directors positions at all times.

Section 3.08. Removal of Directors. Unless otherwise restricted by the Articles of Incorporation, local law or by these Bylaws, a Director may be removed with or without cause only by the majority vote of all of the Board of Directors then in office with a quorum representation, with or without the presence of the Director, which is being voted upon. The vote can be within a regular meeting, provided such action was on the published agenda, and only by an affirmative vote of the Board of Directors. If a Director is absent without the permission of the President, from two or more scheduled meetings within their term, the President at his/her discretion may introduce a motion for removal of the offending Director. If the Director is not in good financial standing, for a period of over thirty (30) days than the President will introduce a motion for removal of the offending Director. If a director is not in good standing due to misconduct as defined in the bylaws, than the President will introduce a motion for removal of the offending director. An alternative process of removal would be an affirmative vote of at least two-thirds (2/3) of the membership during a general or special meeting, for as long as a quorum is present.

Section 3.09. Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or out of the State of Missouri, as it from time to time determines. No meeting shall ever be in a location, which any purpose of the meeting is to limit or avoid any membership or director participation.

Section 3.10. Regular Meeting. The Board of Directors shall designate the date, time, and location of its regular meetings. The Board shall not meet less than three (3) times per year. The President may conduct so much of the meeting in executive session as deemed appropriate given the subject matter. All issues brought before the Board of Directors will be discussed voted upon, tabled, or dismissed. Tabled items will be addressed at the next Board Meeting until voted upon or dismissed.

Section 3.11. Special Meetings: Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Notice of each such special meeting shall be mailed electronically to each Director, addressed to him or her at his or her residence or usual place of business, at least forty-eight (48) hours before the date on which the meeting is to be held, or to be delivered to him or her personally, or by telephone, not later than twenty-four (24) hours before the time on which the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting. All issues brought before the Board of Directors will be discussed, voted upon, tabled, or dismissed. Tabled items will be addressed at the next Board Meeting until voted upon or dismissed.

Section 3.12. Notices Excused. Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the Directors of the Corporation then in office shall be present there at or waive such notice in writing before, at, or after such meeting.

Section 3.13. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, not less than a majority of the total number of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.14. Proxies/Rules. Proxies shall not be allowed or used. Robert's Rules of Order, most current version, shall apply to all meeting of the Board of Directors. In places of conflicting guidance between the corporation bylaws and the Robert's Rules of Order, the corporation bylaws shall preside.

Section 3.15 Impartiality. Directors, and appointed positions shall maintain impartiality in all dealings with regard to the organization. All Directors and appointed positions shall refrain from conflict of interest situation. Disclosure to the Board and or membership shall be made known if a professional conflict of interest arises.

ARTICLE IV.

Section 4.01 BOARD OF DIRECTORS ORDER OF APPOINTMENT FROM THE NEWLY ELECTED DIRECTORS. The Board of Directors, as they deem necessary, shall appoint committee managers and or coordinators to help support club activities. All committee or coordinators shall serve at the will of the Board. All elected and or appointed positions shall expire at the end of one (1) term or one (1) session as defined in section 3.02.

The order to follow in appointing Board positions is:

- 1.) President / League Representative (Officer of Executive Committee) - Specifically elected
- 2.) Vice President of Hockey Development (Officer of Executive Committee)
- 3.) Vice President of Administration & Parliamentarian (Officer of Executive Committee)
- 4.) Treasurer (Officer of Executive Committee)
- 5.) Secretary (Officer of Executive Committee)
- 6.) Director of Team Coaches
- 7.) Fund Raising Director

ORDER OF APPOINTMENT OF COMMITTEE MANAGERS FROM THE GENERAL MEMBERSHIP

1. Communications & Web Site Manager
2. Equipment Manager
3. Varsity Team Manager
4. Junior Varsity Team Manager
5. "C" Team Manager
6. Junior High School Team Manager

ORDER OF APPOINTMENT OF THE TEAM COACHES

The General Manager shall be hired and or appointed by the Board of Directors. First order of business for the General Manager would be to hire and appoint a coaching staff to each team. The appointed and or hired General Manager can designate their duty to any of the teams at any level. The General Manager would appoint the remaining teams with additional team coach positions. The Board of Directors must approve all positions.

- Varsity Team
- Junior Varsity Team
- "C" Team
- Junior High School

OFFICERS COMMITTEE MANAGERS AND COACHES APPOINTMENTS

Section 4.02. **Number.** The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and two (2) Vice Presidents, not to exceed a total of five (5) officers selected by the Board of Directors. The same person may hold any two (2) or more offices, except those of the President and Treasurer. The officers of the Corporation shall be the only voting members of the Executive Committee.

Section 4.03. **Eligibility Elections, Term of Office, and Qualification.** All Directors are eligible to be elected as an Officer. All Officers shall be elected to one (1) year or one (1) session. Each shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal (in the manner hereinafter provided). All Officers of the Corporation shall be elected from among the Directors of the Corporation.

Section 4.04. **Resignations.** Any Officer may resign at any time by submitting a letter of resignation to the Board of Directors, the President, or the Secretary of the Corporation. Such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt by the Board of Directors, President, or Secretary of the Corporation; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. **Removal of Officers.** Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, an Officer may be removed with or without cause only by the absolute vote of all of the Board of Directors then in office, with or without the presence of the Officer, which is being voted upon. The vote can be within a regular meeting, provided such action was on the published agenda, and only by an affirmative vote of the Board of Directors. If an Officer is absent without the permission of the President, from two or more scheduled meetings within their term, the President at his/her discretion may introduce a motion for removal of the offending Officer. If the Officer is not in good financial standing the President will introduce a motion for removal of the offending Officer. An alternative process of removal would be an affirmative vote of at least two-thirds (2/3) of the membership during a general or special meeting, for as long as a quorum is present.

Section 4.06. **Vacancies.** A Vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the remainder of the term by a majority vote of the Board.

Section 4.07. **President.** The President shall be the Chief Executive Officer of this Corporation and shall have general active management of the business of the Corporation; shall, when present, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the Corporation (except in cases in which such execution and delivery shall be expressly delegated by the Directors or by these Bylaws to some other Officer or agent of the Corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, including, without limitation, any instrument necessary or appropriate to enable the Corporation to donate income or principal of the Corporation to or for the account of such corporations, associations, trusts and corporations as are referred to or described in the Articles of Incorporation of the Corporation and as the Corporation was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and , in general, shall perform all duties usually incident to the office of the President. In the event of any unsolved decisions, ties, claims, situations or necessary reasons for guidance, the President shall provide a final resolution.

The President shall represent the club in any local, state, or national meetings, as well as any meetings with any member organization where his presence is desirable, as well as be the authorized spokesman to the media for the club.

Section 4.08. **Vice-President of Hockey Development.** The Vice-President shall be responsible to assist the elected President as necessary. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to the restrictions upon the President. In the event that there shall be more than one Vice President, the Vice President in the order designated, or in the absence of any designation, then in the order of their election, shall serve in the absence of the President. The Vice-President shall work with committee members in promoting the club's activities and promoting membership. The Vice-President, shall communicate and support the needs of each individual team. Communication with the team's manager and coaches shall remain open and any needs shall be brought to the Vice-President to bring the needs to the boards attention. The Vice-President will be the contact person for the Team Manager.

Section 4.09. **Vice-President of Administration & Parliamentarian.** . The Vice-President shall be responsible to assist the elected President as necessary. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to the restrictions upon the President. In the event that there shall be more than one Vice President, the Vice President in the order designated, or in the absence of any designation, then in the order of their election, shall serve in the absence of the President. The Vice-President will organize and assist the Secretary in maintaining the order of conduct for meetings. Knowledge of the Robert's Rules of Order shall be familiar and applied to the order of constructing business within the club. The Vice-President will utilize the knowledge of the Robert's Rules of Order and assist in guiding the organization by such rules.

Section 4.10. **Secretary.** The Secretary shall be Secretary of, and when present, shall record proceedings of all meetings of the Board of Directors and of all meetings of the Executive Committee, if any; shall keep a register of the names and addresses of all members of the Corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatements hereof; shall when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any, shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Secretary. The secretary, shall also maintain and organize the nominations for the election of the Board of Directors for the upcoming elections.

Section 4.11. **Treasurer.** The Treasurer shall keep accurate accounts of all moneys of the Corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks and drafts received by the Corporation; shall disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers; shall render to the President and the Directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Treasurer. At least once a fiscal year, the treasure should provide a full and complete financial report, including but not limited to, a balance sheet and income statement of the current fiscal year's activities. The treasure shall perform other duties as may be assigned by the President, or the Board of Directors. A summary of account for the prior fiscal years should be made available to any member upon demand. A summary of the current fiscal year shall be made available upon written notice to any board member, registered agent or attorney within seventy-two (72) hours from request. The treasure shall calculate and report the Board of Director's annual and beyond, projected budget for the upcoming year (s) or session (s). A summary of the Board of Director's budget shall be made available to any member with or without request. The treasure shall submit and prepare financial records in adequate and property order to an outside accountant or certified public accountant (CPA) for the purpose of an annual filing requirement of the Internal Revenue Service, or for the purpose of an audit, or for an annual review by a qualified accountant or certified public accountant (CPA) as instructed by the Board of Directors.

Section 4.12. **Bond.** The Board of Directors of the Corporation shall from time to time determine which, if any, officers of the Corporation shall be bonded and the amount of each bond.

Section 4.13 **Committee Manager's.** Committee Manager's can be appointed as deemed necessary by the Board of Directors. The Committee Manager's are not elected officials and work in a matter to serve a specific need of the club. The responsibility of the Committee Manager can be appointed and withdrawn at any time by a quorum vote by the Board of Directors.

Section 4.14 **Communication & Web Site Manager.** The responsibilities would include the assistance of the Vice-President of Hockey Development in promoting the club's membership, communicating to the members of the club on current needs and maintaining an internet connection site for the sole purpose of the club's activities and communication.

Section 4.15 **Equipment Manager.** The responsibilities would include the purchase and maintenance of any equipment purchased by the club for the benefit of the club. The responsibilities would include housing of the equipment and maintaining the location of any equipment at all times. Such equipment may be of athletic sport equipment or of any assets of the club, as deemed responsible by the Board of Directors.

Section 4.16 **Team Manager.** The team manager's may be elected by the individual teams, appointed by the General Manager of a team and or appointed by the Board of Directors. All team manager's must be approved by a quorum vote of the Board of Directors. The team manager is a crucial link between the Board of Directors, parents, coaching staff and team leaders. Good communication skills and organizational skills are a required pre-requisite for this position. Duties may include; keeping parents informed, keeping players records, absenteeism, tardiness, coordination between the players and team leaders (as requested by the coaching staff), distribution of equipment (if available from the club and if needed) and to provide general assistance to the coaching staff.

Section 4.17 **Varsity Team Coach, Junior Varsity Team Coach, "C" Team Coach and Junior High Team Coach.** The General Manager will be hired / appointed by the Board of Directors. General Manager will hire and appoint the remaining Team Coaches. The Team Coaches will report to General Manager and will correlate within the coaching staff a consistent or similar system of training, practices and style of play. Every member of the coaching staff must be approved by a quorum vote from the Board of Directors, prior to appointment. Under no circumstance can the coach of any of the teams hold an office as a director during the identical term and or period of time. The Director of Team Coaches will work with the coaching staff to establish fundamental systems in which can be taught throughout the various levels of the club. The future of the club could depend on consistency from the teachings of the club. Consistency would assist in the development of each player. The Coach of each team will have responsibility of organizing practice sessions with the allotted rink time periods. The practice sessions should maintain consistency with the fundamental systems adopted by the club.

Each practice should include instructional task, instructional knowledge, goal setting for each individual player and for the team as a whole. The messages should be delivered in a way which would not be disrespectful to any one player, group of players or the team as a whole. The objective of each team should be to develop a competitive program from which the players and parents can be proud to be a part of. As long as the teachings of the team are in correlation with the basic fundamentals of the club, the drills, scrimmages and governing of a team's training can be derived as the team coach deems to be appropriate.

Each team coach can have the latitude of appointing assistant coaches as necessary. However, each person having any on rink or on bench interaction with the players, must be approved by a quorum vote of the Board of Directors. Every member of the coaching staff is subject to a criminal background check prior to and during their term of appointment. Any team coach or assistant team coach can be removed, suspended or restricted of any coaching activity, effective immediately if deemed necessary by the Board of Directors. The Board of Directors, should be knowledgeable and or informed upon lawful hiring practices.

ARTICLE V.

FINANCIAL MANNERS

Section 5.01. **Books and Records.** The Board of Directors of the Corporation shall cause to be kept: records of all proceedings of the Board of Directors and committees having any of the authority of the Board of Directors; and such other records and books of accounts as shall be necessary and appropriate to the conduct of the corporate business. A current record of the members names, address and additional contact information shall be maintained and kept at the corporations address of record. All records, and books including and a summary of accounts of each current fiscal year shall be made available to all members, in good standing, or that member's agent or attorney, for any proper purpose at any reasonable time, not to exceed ten (10) days from date of request. Past summary of fiscal year accounts may be made immediately upon request to any member, in good standing within seventy-two (72) hours.

Section 5.02. **Documents Kept at Registered Office.** The Board of Directors shall cause to be kept at the registered office or other such office as determined by the Board of Directors of this Corporation originals or copies of: records of all proceedings of the Board of Directors, if any; all financial statements of the Corporation, and Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.

Section 5.03. **Accounting System and Audit.** The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the Corporation. The Board of Directors shall cause the records and books of account of the Corporation to be compiled and be reconciled by an independent accountant at least once each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate. Audits may be performed on an as-needed basis, as deemed necessary by the majority of the Board of Directors and or by a signed petition of fifty one percent (51%) of the current membership. Consideration should be made to the cost of services.

Section 5.04. **Compensation.** The Board of Directors of the Corporation may at any time and from time to time, by resolution adopted by a simple majority of the total number of Directors, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any Director, Officer, agent, or employee of the Corporation for personal services rendered to the Corporation by, or for any expenses necessarily paid or incurred by, any such Director, Officer, agent or employee, but only if and to the extent that the performance of such service or the occurrence of such expenses is directly in furtherance of the charitable purposes of the Corporation and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive. Under no circumstance shall payment to any member, including a Director, be deemed receivable for payment of compensation for services which would be defined by the majority of the membership, to be within the normal duties defined by any position held within the FZWIHC.

Section 5.05. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year or such other fiscal year as may be determined by the Board of Directors. The requirements of the Internal Revenue Service, regarding fiscal year for corporations classified as 501 (c) (3) shall precede over any other fiscal year decisions. Current regulations require the clubs first filing due August 31, 2008 and every August 31 thereafter.

Section 5.06. **Checks, Drafts, and Other Matters.** All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer(s), agent(s), or employee(s) of the Corporation and in such manner as may from time to time be prescribed by the Board of Directors. A majority vote of the Board of Directors would be required to disburse funds to pay reasonable and necessary expenses to operate the FZWIHC. It shall be a permanent policy to place all FZWIHC income in a general account, that will give no individual player, or team an advantage over the others. An exception to the ruling would be if the Board of Directors deems it appropriate to assist a member / player in a "hardship case". An exception to the ruling would be if a fund raising program was implemented and participation credits were deemed appropriate by the Board of Directors.

Section 5.07. **Authorization to Disburse.** All checks, drafts, or orders for the payments of money, notes, or other evidence of indebtedness issued in the name of the club must be signed by two of the following officers: President, Treasurer or Secretary. Electronic purchases may be made with two signatures of the officers previously mentioned, authorizing the purchase.

Section 5.08 **"Hardship"** , If payment plans and fund raising activities have been exhausted by a current member, and they can not meet the conclusion of the initial financial requirements / agreements at time of enrollment, then the member may be considered for aid as a hardship case. Hardship cases will be reviewed by the Board of Directors which may, at it's discretion, use general funds to put the member in good standing.

Section 5.09 **Reimbursements.** No cash, checks, or monies may be disbursed to any individual member's account for unused funds. No reimbursements will be made to any member who withdraws from the club or becomes a member out of good standing. No member with a graduating player will receive cash, check, or monies from the club for any reason, for unused funds from their club account at the end of the fiscal year. Reimbursements can be made by a quorum vote of the Board of Directors to any member (s) for an expense paid by a member (s) for a Board of Directors approved purchase. The purchase must benefit the club's purpose and general needs of the club. Guidelines of the Internal Revenue Service for non-profit corporations with a 501 (c) (3) status will be adhered to at all times, and overriding any decisions of the members, Board of Directors and or agents.

Section 5.10 **Upon leaving the FZWIHC,** In the relation to fund raising activity, unused credits from a member's account may be transferred to another member's account for future use by the recipient member. A written letter stating said transfer must be received by the Board of Directors before the fiscal year ends. If no transfer request is received, then all unused credits will be absorbed into the general fund effective the first day of the new fiscal year. Under no circumstance should any decision made by the Board of Directors and or members, override the guidelines established for classification of a non-profit corporation with a 501 (c) (3) status.

Section 5.11 **Dissolution.** Upon dissolution of the Corporation, according to sections 355.661 through 355.746 of the Missouri statues, after payment of costs and expenses of dissolution and liabilities and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to or among such one or more corporations or other entities then in existence which are organized and operated exclusively for the one or more of the purposes described in the Internal Revenue Code of 1986 ("IRC"), as now enacted or hereafter amended and which are exempt from federal income taxes under IRC § 501(a), as now enacted or hereafter amended, all in such proportion as shall be determined by the Board of Directors of the Corporation.

Section 5.12 **Solicitation of Funds.** The club shall prohibit the solicitation, contributions, gifts, loans of third party funds directly to any individual member's club account, to any officer or to any specific team, except for hardship cases approved by the Board of Directors. The Board of Directors may approve the solicitation, contribution, sales of club merchandise or gifts of third party funds to the organization, if such funds benefit the entire club as a whole. Under no circumstance should any decision made by the Board of Directors and or members, override the guidelines established for classification of a non-profit corporation with a 501 (c) (3) status.

Section 5.13 **Fund Raising Funds.** All monies earned by the Board approved fundraising activities shall be deposited directly into the club's general fund. The distribution of the funds will be determined upon the participation activity of each team and or player. This distribution method must be approved by a quorum vote by the Board of Directors.

Section 5.14. **Compliance with State Laws Governing Charities.** The Board of Directors shall initiate a review of the Corporation's business and affairs on an annual if not more frequent basis to assure compliance with the registration, annual reporting and other requirements of the Missouri Nonprofit Corporation Law (Missouri Chapter § 355) as now in force and as may be amended from time to time. The Vice President of Administration and the Secretary shall monitor the club's compliance.

Section 5.15. **Tournament Sales of Merchandise by Vendor Other Than the Fort Zumwalt West Inline Hockey Club.** The Board of Directors and the appropriate city officials must review and approve any sales contemplated by sponsors or vendors at any event (tournaments, etc.) associated with the Fort Zumwalt West Inline Hockey Club. Any revenue generated by the sale of merchandise marketed by the club, will be deposited into a general account of the club.

Section 5.16. **Alcoholic Beverages.** The Fort Zumwalt West Inline Hockey Club's Board , coaches Directors, managers and or volunteers shall be strictly prohibited from being under the influence of alcohol or illegal substance(s) during their intervention with players.

ARTICLE VI.

WAIVER OF NOTICE

Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Missouri, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at or after the meeting. However, no voting rights may be made by proxy.

ARTICLE VII.

Grievance and General Disciplinary Process

A. GRIEVANCE POLICY & PROCESS

It is the belief of the club that most disputes are minor and the best manner in which to resolve a dispute is for the parties to meet, discuss, and resolve the dispute. This is true whether the dispute involves a coach, player, parent, or a member of the Board of Directors. If individuals cannot resolve their differences then the following grievance process can be initiated:

1. Promptly file a written grievance with the club Secretary. The Disciplinary & Grievance Committee, which is comprised of the Executive Committee and the appropriate Director(s) (based on the facts and circumstances of the case), will schedule a meeting with all of the involved parties within ten (10) days of receiving a written complaint in an effort to resolve the dispute. The parties may introduce relevant evidence and testimony in support of their position. The Disciplinary & Grievance Committee will conduct the meeting and issue a decision within five (5) days of the hearing unless the committee requires additional time to reach a decision.
2. The Board of Directors will consider all appeals of Disciplinary & Grievance Committee decisions. The appeal must be made in writing and submitted to the Administrative Vice President. The Board of Directors will discuss, consider, and decide the appeal during the next regular meeting.
3. The final Appeal of a decision previously made by the Board of Directors in a grievance or disciplinary matter may be submitted in writing to the Club President.

B. GENERAL DISCIPLINARY POLICY & PROCESS

If the comments, actions and/or behavior of any player, parent, coach, consultant, employee, or Director constitute a violation of a Club rule or adversely affect the operation or standing of the club, he or she shall be required to appear before the Club Disciplinary & Grievance Committee. The Club's general Disciplinary process entails the procedural steps listed above for grievances except the Secretary will initiate the meeting. The Disciplinary & Grievance Committee can impose sanctions it deems appropriate based on the facts and circumstances as evidenced during the meeting. Any sanction entailing expulsion, will be brought to the Board of Directors for final confirmation. The process and sanctions prescribed with specific rules and policies (e.g. the Zero Tolerance Drug Policy) supercede the general Disciplinary process and penalties to the extent the provisions conflict with one another. Alleged misconduct involving severe verbal abuse, physical assault, racial, sexual or ethnic harassment of others is considered so serious that the President may suspend a parent, player, coach, consultant, employee or Director pending a hearing under the general Disciplinary or other prescribed process immediately

ARTICLE VIII.

Section 8.01 **Fines and Suspensions.** Any individual player, coach, or club member causing property damage, accessed a fine, or accessed a suspension by an associated league, arena management or Board of Directors will be required to reimburse FZWIHC of any financial losses within seventy-two (72) hours or they will lose their status as a member in good standing and may be subject to additional legal action. Any financial losses caused by a member or player, to a league, arena management or Board of Directors that are unattended by the member, will conclude with a review of membership rights by the Board of Directors. Membership in good standing status may be imposed at the vote of a quorum of the Board of Directors.

Section 8.02 **Disciplinary And Dispute Resolution Committee.** The committee will be notified if the fines are not paid by the deadline. No player will be allowed to practice or participate in any game until all fines are paid. No Exceptions to this ruling will be allowed.

Section 8.03 **Responsibility.** Any team fines or accessed values of property damage will be evenly distributed among the responsible team member (s) and or those persons deemed responsible by the Disciplinary And Dispute Resolution Committee.

ARTICLE IX.

Section 9.01. **Meeting Process.** A variety of meetings to conclude specific results can be classified as:

- General
- Executive
- Special Meetings of the Membership
- Special Meetings of the Board
- Annual Membership
- Committee

Section 9.02. General Meetings are called by the President and may be attended by the Members. General Meetings shall be held to accomplish the announcements of the beginning of a league session and to present the end of the season's accomplishments.

Section 9.03. Executive Meetings shall be called by the President or a majority of the Board of Directors. Executive Meetings shall be attended by the Board of Directors or any person the Board of Directors deems necessary.

Section 9.04. Special Meetings of the membership shall be called by the President, by a majority of the Board, or by the signatures of two thirds (2/3) of the general membership with notification to all Board Members. Special Meetings of the membership may be called for a specific purpose. A written request must be submitted to the Board requesting said meeting. If the Board rejects the request the following procedure must be followed. The requestor must define a time, place, and agenda and follow the clubs' meeting procedures.

Section 9.05. The Annual Membership Meeting will be held no later than May 31st for the transaction of club business. The Annual Membership Meeting shall be conducted as defined herein to elect a President and Board of Directors.

Section 9.06. Committee Meetings shall be called by the committee head or designee as needed to involve the members affected.

Section 9.07. At any meeting of the membership, the President or presiding officer of the meeting may appoint one or more persons to monitor the meeting, count votes, act as an election official and do such other acts to insure proper elections and voting with fairness to all members. The monitor(s) will report the results to the Board. The President or presiding officer shall appoint an inspector for a meeting upon the request of any member.

Section 9.08. No member will act by proxy on any matter.

Section 9.09. A quorum of the membership shall be defined as the presence of fifty one (51)% of the voting membership within good standing, excluding all current Board of Directors.

Section 9.10. A General Member in good standing will be entitled to one (1) vote. Each household (with one or more youths registered in the hockey program) shall be limited to one (1) membership to each player in good standing, and each member has one vote. Voting on any question will be via voice or written ballots. All votes will be recorded by the Secretary. Any questions or disputes relating to validity or result of any vote shall be submitted to the Board for determination and the decision of the majority of the Board present, provided a quorum of the Board is present, shall be binding on all parties.

Section 9.11. Whenever any notice is required to be given under the bylaws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, will be deemed equivalent to giving of such notice. Attendance at any meeting will constitute a waiver of notice unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 9.12. A member of the organization may vote for nominated Board of Directors for the next season at the Annual Membership Meeting. Members of FZWIHC with a graduating senior may not vote for or nominate member(s) for the upcoming season's Board of Directors, unless they have another player participating in the upcoming season.

ARTICLE X.

Section 10.01. **Directors and appointed positions.** Each person who acts as a Director or Officer of the club shall be indemnified by the club against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of his or her being or having been a Director or Officer of the club. Exceptions include matters relating to actions where he or she shall be adjudged in such action, suite, or proceeding to be liable for willful misconduct. The organization will accept any sum paid to the club in settlement of any action, suite, or proceeding based on willful misconduct on the performance of an individual in his or her duties.

Section 10.02. **The right of indemnification** provided herein shall insure to each Director and or Officer referred to as covered at the time such costs or expenses are imposed or incurred, and in the event of his or her death shall extend to his or her legal representatives.

Section 10.03. Fort Zumwalt West Inline Hockey Club will maintain and enforce a Not for Profit Organization Liability Policy insurance. Policy should name and insure each appointed and elected member, members, employees or volunteers as allowed by the purchased policy.

ARTICLE XI.

Section 11.01. **Code of Conduct.** This Code is not intended to be an all-inclusive list of Club rules concerning player, coach, and parent behavior. Players, coaches, and parents affiliated with the club are expected to conduct themselves in a manner that is respectful of others and reflects positively on the club and the community. Players are expected to use good judgment and common sense in their behavior consistent with social standards of conduct normally expected in youth athletic setting and core values of hockey clubs affiliated with USA Hockey:

Section 11.02. **SPORTSMANSHIP** - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

Section 11.03. **RESPECT FOR THE INDIVIDUAL** - Treat all others as you expect to be treated. Players dressing rooms should be regarded as private. Any member or player found stealing or engaging into another player's personal belongings will be subject to discipline action and possible legal action.

Section 11.04. **INTEGRITY** - We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

Section 11.05. **PURSUIT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL LEVEL** - Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

Section 11.06. **ENJOYMENT** - It is important for the Hockey experience to be fun, satisfying and rewarding for the participant. It should be a consistent reminder to all participants that the purpose of the club revolves around the players and not the members. Decisions and goals of the corporation should be to further the benefit of the players with the sport of inline hockey.

Section 11.07. **LOYALTY** - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

Section 11.08. **TEAMWORK** - We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

Section 11.09. **PLAYER'S CODE**. Consistent with the Club's core values, each and every player registered with the Club should:

- Play for fun and enrichment of life long skills.
- Work hard to improve your skills.
- Be a team player - get along with your teammates and coaching staff.
- Learn teamwork, sportsmanship, discipline, including but not limited to encouragement of others.
- Be on time for practices and games.
- Learn the rules and play by them. Always be a good sport.
- Respect your coach, your teammates, your parents, opponents and officials.
- Never argue with an official's decision (USA Hockey Annual Guide)

Section 11.10. **VANDALISM**: Players found to have been responsible for or a party to property damage or vandalism at of the rinks or at any team activity under the patronage of the club will be subject to suspension and/or for damages incurred by the Fort Zumwalt West Inline Hockey Club.

Section 11.11. **Verbal Abuse**. There is absolutely no tolerance for verbal or physical abuse of any kind. Players, spectators, and coaches shall respect the referees, as well as other spectators and opposing clubs at all times. Any misbehavior will be deemed inappropriate and may be reviewed by the Board of Directors.

Section 11.12. **ZERO TOLERANCE DRUG POLICY**:

a) First Violation. The penalty for the first confirmed violation of the Club's substance abuse rules shall be suspension for the next two league games. This penalty will commence when the club president has communicated the violation to the Board and the player (s). The Board may impose a more severe penalty (including suspension for the season) in the event the first confirmed violation involves the sale and/or distribution of illicit drugs as defined by applicable, state criminal law.

b) Additional Violation(s). The penalty for an additional, confirmed violation of the Club's substance abuse rules shall be suspension for the season in which the additional, confirmed violation occurs. This penalty will commence when the Club President has communicated the violation to the Board and the players. The Board may impose a more severe penalty (including expulsion from the Club) if:

- (1) a player has three or more confirmed violations while a member of the Club; or
- (2) a player has two or more confirmed violations involving the sale and/or distribution of illicit drugs as defined by applicable, state criminal law while a member of the Club.

c.) Notification. Violation of the Club's substance abuse program must be reported by a team coach or manager to the President, Vice President-Development, Vice President of Administration, or Secretary within forty eight (48) hours after learning of the violation. Failure to report the violation could result in disciplinary action taken by the Board against the coach(s) and/or manager(s).

d.) Definitions. For purposes of these provisions the term "confirmed violation" includes:

- (1) admission by the player to the General Manager while in the presence of an assistant coach, team manager, the player's parent, law enforcement personnel, or parent of a teammate;
- (2) admission by the player to the Board of Directors;
- (3) observation of the violation by law enforcement personnel that is corroborated by some witness or evidence; or
- (4) observation of the violation by a team coach or team parent that is corroborated by another witness (other than a team parent) or other evidence. The term "game" means a league game (during the regular season or playoffs), pre-season game or tournament game.

Section 11.13. ACADEMIC STANDARDS: Students who are expelled or suspended from school are not eligible until the scholastic disciplinary penalty is resolved. Players who are suspended from play by the FZWIHC may not participate in FZWIHC events until the suspension expires or is lifted.

ACADEMIC ELIGIBILITY and PROBATION All students must maintain a cumulative grade point average (GPA) of 2.0 minimum, based on a 4.0 scale. If the student's cumulative GPA is less than 2.0, but his current reporting period (last grade card) is 2.0 or greater, then the student will be permitted to play under academic probation. If the student's cumulative GPA is greater than 2.0, but his current period GPA is less than 2.0, then the student will be permitted to play under academic probation. A student on academic probation who receives a current period report card with a GPA of less than 2.0 will be declared ineligible.

SPECIAL ACADEMIC ELIGIBILITY

Special academic eligibility may be obtained in the case of students with a documented learning disorder. Students that are to be considered for this special eligibility, as a result of a learning disability, must submit documentation from the school to FZWIHC. A student with a 1.9 GPA or lower may request special consideration on the documented proof of ability from his / her teachers. Each request must be made directly to the Board of Directors. The Board of Directors, shall precede such rulings compliant to the Privacy Act of 1974, 5 U.S.C. § 552a, amended, and any other state and federal Privacy Act's regarding the collection of personal data must be in compliance to the Privacy Act of 1974, as revised and all privacy acts pertaining to the collection and management of information obtained by the club. The act can be viewed at <http://www.usdoj.gov/oip/privstat.htm>.

ARTICLE XII.

Section 12.01. Sexual Harassment Policy: The Club intends to provide a healthy, positive sporting environment for all athletes. All athletes should have the opportunity to train and compete in a safe and non-threatening environment. The Club encourages fair play, free of harassment and intimidation. Everyone who participates in the Club either as a member or a non-member, whether as a player, athlete, coach, instructor, administrator, official, parent or volunteer, should be treated with respect. Any form of sexual harassment is strictly prohibited.

Section 12.02. **Sexual harassment** is any form of unwelcome conduct based on a person's gender. There are two basic types. The first type occurs when a person is promised some kind of benefit, is threatened or fears some kind of harm in exchange for sexual favors. Sexual favors include repeated request for dates and social events as well as request for any kind of sexual touching.

Section 12.03. The second type of harassment is more commonly alleged and does not require any threat or promise of benefit: sexual harassment occurs if a harasser by his or her conduct or failure to act creates or allows a hostile, offensive or intimidating environment. An environment may be hostile even if no touching occurs; jokes, pictures, innuendo, comments about a person's body or appearance, sexual remarks about others, gestures and looks, and even more subtle practices may create a hostile environment.

Section 12.04. Any person who feels they have been subjected to sexual harassment or believes that another person has been subjected to sexual harassment must immediately contact one of the coaches of the Club or any of the Club Officers listed below. All complaints will be investigated promptly. After an investigation of facts, appropriate action will be taken, up to and including expulsion from the Club or termination of coaching, administration, official or volunteer position. No reprisal action will be taken against anyone reporting an incident or making a complaint.

Fort Zumwalt West Inline Hockey club, officers to contact for reporting incidents of sexual harassment:

1. President
2. Vice President of Development
3. Vice President of Administration
4. General Manager

Section 12.05. PROCEDURE FOR INVESTIGATING SEXUAL HARASSMENT

I. Meeting with the Complainant

1. Approve use of policy.
2. Emphasize importance of providing complete information.
3. Stress information will be used discreetly, but cannot promise confidentiality.
4. Get specific details of the complaint.
5. What happened? Press for details regarding any verbal comments or physical contact.
6. How many times did it happen?
7. Where did it happen?
8. What was the relationship between the complainant and the alleged harasser?
9. Any socializing?
10. How did the offensive behavior affect the complainant? (i.e. Anger, embarrassment, physical illness, psychological counseling, trouble with performance)
11. Did complainant ever object to behavior or comments or indicate it was unwelcome? If so, how? What was the response of the alleged harasser?
12. What does the complainant want done? (I.e. Apology, Punishment)
13. Obtain names of other persons who may have witnessed the offensive behavior.
14. Obtain names of other persons who the complainant has discussed the alleged harassment with and what was discussed and when.
15. Obtain names of other persons complainant believes may have been subject to the same offensive behavior.
16. Explain to the complainant that the complaint will be investigated and he/she will be told the results of the investigation and resolution.
17. Assure complainant that the Club will not tolerate retaliation for making a complaint. If any retaliation occurs, the investigator should be notified immediately.
18. Do not reach any conclusions during the meeting, guarantee any particular results, trivialize the complaint.
19. Summarize the details of the complaint.

II. Interviewing Witnesses

1. Indicate a complaint has been made under the Sexual Harassment Policy.
2. Explain to witness it is important to tell the truth and that the Club will not tolerate any retaliation for providing information. Information will be treated with as much confidentiality as possible.
3. Outline the complaint in general terms.
4. Ask if he or she has seen or knows of the behavior that has been alleged.
5. Ask for specific details of the behavior. Describe the behavior or incidents. Whether the complainant reacted. Whether there were any indications that behavior was welcome or unwelcome.
6. Obtain names of others who may have information regarding the behavior.
7. Thank the witness and instruct that any retaliation should be reported to the investigator.
8. Summarize the information.

III. Interviewing the Alleged Offender

1. Indicate there has been a complaint under the Sexual Harassment Policy.
2. Identify the complainant, the alleged behavior, and its alleged effects.
3. Question the Alleged Offender about each incident raised and determine:
 - What happened?
 - What was intended by the conduct?
 - Why did the conduct occur?
4. Did the complainant object or complain? How? Did Complainant seem upset?
5. Did the complainant do anything to make the Alleged Offender think such conduct or behavior was welcomed?
6. If Alleged Offender claims all incidents are untrue, ask if there is any reason complainant would assert such claims?
7. Confront Alleged Offender with any allegations made by witnesses and co-workers and get details on Alleged Offender's responses.
8. Ask the Alleged Offender for any witnesses that may shed light on or rebut the allegations.
9. Ask for any other information that would help the investigation.
10. Inform the Alleged Offender the claim will be investigated fully and disciplinary action may be taken upon concluding the investigation.
11. Explain that no retaliation will be tolerated towards the complainant, witnesses or coworkers.
12. Summarize the Information.

IV. Analysis of Investigative Data

1. Does the conduct or behavior violate any laws?
2. Does the conduct or behavior violate any company policies?
3. Has the conduct injured the complainant, other employees, or the company?
4. Is this a repeat offense? Check personnel files of the complainant and the alleged offender.
5. Review club policy and procedures.
6. Make a decision based on the summaries of the parties and witnesses and your analysis.

V. Resolution

1. Take action that is appropriate to the behavior. Avoid publishing any disciplinary action to those without a need to know. Remedies may include:
 - Meeting with Complainant and Alleged Offender to resolve misunderstanding.
 - Apology by Alleged Offender.
 - Verbal warning with documentation in file or written warning to Offender.
 - Counseling for the Offender.
 - Probation for Offender.
 - Suspension from club activities.
2. Explain to Complainant investigation results and resolution. Remedy any unfair situations caused by such actions.
3. Keep all investigative materials in a separate file. Make some note in personnel files of Complainant and Alleged Offender of complaint for future reference.
4. Stress to both parties again that retaliation will not be tolerated.
5. Periodically meet with Complainant to review any further problems or retaliation.

ARTICLE XIII

Team Selection

Section 13.01. One of the first tasks of the Director of Team Coaches is to obtain candidates for the General Manager. An interview process should be obtained from each interested candidate. Each interview should follow a fair process to each candidate of interest. Under no circumstance can a member of a coaching staff also be a member on the Board of Directors. Prior too and during the appointment of the General Manager, the Board of Directors, reserves the right to obtain a criminal background check to inform the board of any concerns with dealing with players. If the Board of Directors is restricted for any reason, than the coach would be subject to immediate removal from the position, upon a quorum vote of the Board of Directors.

Section 13.02. The General Manager will hire and appoint each Team Coach, with a quorum vote from the Board of Directors for approval. Every precaution should be taken to be notified of any possible background information in which may be an adverse concern when dealing with the players. Prior too and during the appointment of the Team Coach and assistant coaches, the Board of Directors, reserves the right to obtain a criminal background check to inform the board of any concerns with dealing with players.

The coaching staff will develop and adhere to a system of play which can be taught within each team. Consideration should be given to the skill levels of each team along with the experience level of each team. Consideration should be given to the possibility of longevity for such system. The future of the club could depend on consistency from the teachings of the club. Consistency would assist in the development of each player. Each Team coach will have responsibility of organizing practice sessions with the allotted rink time periods. The practice sessions should maintain consistency with the fundamental systems adopted by the club.

Section 13.03. Each team coach must be approved by the Board of Directors with a quorum vote.

Section 13.04. Each team coach may have the option to appoint up to two assistant coaches, which also must be approved by a quorum vote of the Board of Directors.

Section 13.05. One of the first task to be carried out by a coach at the beginning of each season is the selection of players for a team. In correlation with the General Manager, Director of Coaches and the appointed Team Coaches a try-out session (s) will be organized and offered to all eligible students.

Section 13.06. The Board of Directors along with the coaching staff should approve any minimum requirements, expectations of players, expectation of parents / guardians and to prepare a plan which will explain the overall process of the selection process. Standards and minimum requirements should include but not limited to skills, team skills, mental qualities, and emotional characteristics. These minimum requirements, expectations and plans, which describe the selection process, should be included in any advertisement, which promotes the try-out sessions. Consideration should be applied to any required standards, in correlation to the number of players required by the Board of Directors to fill the positions of various levels.

Section 13.07. Communication to the potential players and their parents / guardians should be made in correlation with the Communication and Web Site Manager. Promotion of upcoming dates for try-out sessions should be made at local rinks, club internet web site and any other necessary or approved location and or methods of advertisement. A pre-registration process should be implemented with at least a 60-day notification to players to allow for an adequate number of participates.

Section 13.08. The club should include the requirement of registration to include personal contact information. The Director of Team Coaches should make confirmation and any communication pertinent to the try-out session to all pre-registrants.

Section 13.09. Registrants at time of a try-out session should be allowed.

Section 13.10. An unregistered player that does not attend a try-out session can be assigned to a team if there is a position for an additional player and the request is made in writing to the Board of Directors. The Board of Directors has the obligation to address all applicants for membership within 60 days. The Board of Directors can grant permission to join the club, with a quorum presence. However the General Manager with the Board of Director's approval will make the placement of the player. The applicant requesting permission to play within the club will be assigned to a team that is in need of an additional player. And under no circumstance should an unregistered player that did not attend a try-out session take the place of a player that did attend a try-out session or should an unregistered player cause an attended try-out player to be re-assigned to a lower team.

In the event that a registered player was unable to participate in a scheduled tryout session, due to a temporary, medical inability than the player or guardian/parent must contact the General Manager prior to the players scheduled tryout session. The General Manager at his/her discretion can determine if an alternative evaluation session can be arranged or is necessary. With the Board of Director's approval, the General Manager can submit an evaluation report and or a letter of explanation to the Board of Directors for approval. Upon a quorum vote by the Board of Directors, approving the player's eligibility, the General Manager can place the player upon a team. If the information is available prior to the set placement of rosters, as established by the associated league, than a position on a team can be held for this player, if the player is in good standing with the club.

No player can be placed on a team beyond the forth (4) game of the league season.

Section 13.11. Try-outs are a major responsibility of the coaching staff and of the Board of Directors. Most likely a large number of potential players will attend try-outs, only for a limited number of positions on any given team. It is mandatory that players meet any requirements and or minimum standards established by the Club. The coaching staff and the Director of Team Coaches must have an outlined process of the selection process, which can be communicated clearly to all players and parents prior to and at try-outs. The players, parents, legal guardians and members have a right to be informed on the criteria being evaluated. Every effort should be made to state the criteria prior to a try-out session.

Section 13.12. All players attending try-outs may be required to pay a non-refundable fee in an amount established by the Board of Directors.

Section 13.13. Evaluators of players at try-outs will be performed by at least five (5) evaluators. Each evaluator will be given a Player Evaluation Report, which is approved by the Board of Directors. At all try-out sessions there will be a minimum of forty (40)% of the evaluators that are not associated with the club in any direct way, known as "expert" evaluators. It is the intention of this procedure to have a complete and unbiased evaluation of players. The "expert" evaluators can be paid contractors or approved volunteers. They will be non-members of the club and have no conflict of interest with any player attending the try-out session. The remaining evaluators should be members of the coaching staff. One of the team coaches or General Manager, should be selected to run the on rink activities, along with any two assistant coaches. All evaluators will complete an evaluation sheet on each and every player.

Section 13.14. The amount of rink time for each try-out should be adequate for the approved plan of procedures expected of each session. It would be advisable to have a pre-registration period to allow for some pre-planning. No scheduled rink time should be used for registration. Due to the limited time period of rink time, all necessary business and instructions should be made prior to the scheduled rink time. Multiple try-out sessions should be considered to allow for an adequate amount of rink time to evaluate each registered player.

Section 13.15. The coaching staff and Board of Directors should determine prior to any try-out session, on how many positions are to be filled and with what positions are to be available. The communication of the number of positions along with what positions are being filled should be delivered to all potential players and parents / guardians prior to the try-out session.

Section 13.16 The coaching staff and Board of Directors, should determine prior to any try-out session, the make-up of each team, this does not include pre-selection of players. For it is the club's goal to give each and every player a fair opportunity to compete and a fair opportunity to be evaluated. For the purpose of the club is to instill the principals of sportsmanship, honesty, loyalty, enjoyment, character and respect. Adhering to the foundation of the club's purpose, consideration of all of the evaluator's reports should be made to the selection and placement of each player upon any given team. The Club has a significant responsibility to develop the players selected. Therefore, a selection process from which the Board of Directors has approved is mandatory to include the results of the entire collection of the evaluation reports from each evaluator. The summary of these evaluation reports should be used in the team selection process, along with the entire coaching staff's input.

Section 13.17. The results of each Evaluation Report will be totaled and processed by the Director of Team Coaches, independently from the coaching staff. Upon completion of the tallies of the Evaluation Reports, the results should be accurately summarized into a report, which will be used for the selection process.

Section 13.18. The Director of Team Coaches will have a selection process meeting with the appointed team coaches and the General Manager within five (5) days immediately after the completion of the try-out sessions. During this process the knowledge and experience of each coach and director, attending the meeting should give strong consideration to the positions needed, number of players available, number of players per team, grade level of each player and the summary of the Evaluation Reports.

Section 13.19. The team coach from whom the player was assigned should make the announcement of each player's placement. Contact should be made within a fourteen- (14) day period immediately following the end of the try-out session.

Section 13.20. The Director of Team Coaches will contact all players, which participated in the try-out session that were not assigned a team. Contact should be made within fourteen-(14) day period immediately following the end of the try-out session. The Director / General Manager should adhere to a respectful process for this task, such as:

- Avoid Public Announcements
- Speak with the player individually
- Invite questions from the player
- Direct the player to another team
- Leave on a positive format with the player and the parents
- Deal with the parents inquiry and offer another team

Section 13.21. Upon each coach making contact with their assigned players, a posting of the preliminary team assignments can be posted on the club's internet web site.

Section 13.22. It should be made clear to each selected player that the assignment of a player to a particular team is for pre-season placement. For many various reasons, the assignment of a player can change prior to the league season. Once the league season begins, the league rules will apply to the assignment of each player.

ARTICLE XIV.

Section 14.01. Lettering Requirements: All varsity players in good standing, playing a minimum of 6 games will receive a large "Z" letter patch, in the school colors at the annual dinner banquet. All Junior Varsity and "C" players in good standing, playing a minimum of 6 games will receive a small "z" letter patch, in the school colors at the annual dinner banquet. All junior high players in good standing, playing a minimum of 6 games will receive a Jaguar mascot patch. Once a player receives an identical patch from a prior session, than a bar of recognition is obtained for subsequent years. For example: a player that plays on the varsity level two consecutive years, would receive a large "Z" letter patch the first year and a bar of recognition the following year.

ARTICLE XV.

Transfer of Assets, Merger and Dissolution

The Board of Directors may authorize:

- (1) the sale, lease, exchange, mortgage, encumbrance or other transfer of all or substantially all of the property and assets of the Corporation,
- (2) the merger or consolidation of the Corporation with another non-profit corporation organized under the laws of the State of Missouri or of any other State of the United States or of the District of Columbia, and
- (3) the dissolution of the Corporation. Such actions either (a) may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the total number of Directors of the Corporation, or (b) may be adopted, in accordance with Article XII of the Corporation's Articles of Incorporation, by a writing signed by not less than two-thirds (2/3) of the total number of Directors of the Corporation. Provided, if at any time it should occur that there are no persons serving as Directors of the Corporation, the officers of the Corporation shall promptly apply to the courts of appropriate jurisdiction for dissolution of the Corporation as provided by law.

ARTICLE XVI.

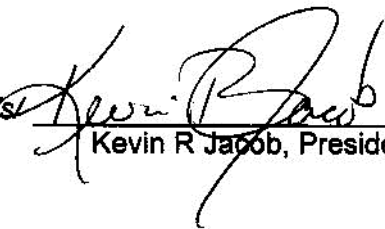
Amendments

The Board of Directors may change the Corporation's Articles of Incorporation, from time to time as amended or restated, and these Bylaws, from time to time as amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the **Articles of Incorporation** or **Bylaws**, either:

- (1) may be submitted and voted upon at a single meeting of the Board of Directors and may be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than one half (1/2) of the total number of Directors of the Corporation, or
- (2) may be superseded by the decision of the Board of Directors by a petition signed by 51% of the current membership. No amendment changes to the by-laws will be made at the Annual Membership Meeting.

The undersigned, being the President of the Fort Zumwalt West Inline Hockey Club, does hereby certify that the foregoing Bylaws of the Corporation were adopted with a resolution on behalf of the acting president, upon this day. The incorporation of the Fort Zumwalt West Inline Hockey Club, was submitted to the State of Missouri, by the acting president, along with the initiation of these bylaws for the complete public benefit of the governing body of the membership of the Fort Zumwalt West Inline Hockey Club.

Dated: February 23, 2007

Attest: 
Kevin R. Jacob, President