



CLUB EXCELLENCE



Association Bylaws for the Hockey Volunteer
How to use them to run a quality hockey association

SERVING ON A BOARD

The main responsibilities of an individual serving on a board

- Protect the association and its members
- Ensure that the organization stays focused on its mission
- Follow the organization's governing documents and procedures
- Establish long-term goals
- Ensure that the board operates in the best interest of the association



THE THREE D'S

Nonprofit corporation law has three overriding standards board members need to follow

- 1. Duty of Care**
- 2. Duty of Loyalty**
- 3. Duty of Obedience**



DUTY OF CARE

Utilize your reasonable and informed judgment when making decisions that impact the association.

Tips:

- Be an active participant
- Use diligence with oversight, research and informing yourself when making, understanding and evaluating decisions
- Act in good faith
- Consider the facts
- Review meeting minutes
- Have a working knowledge of bylaws, policies and procedures
- Be fiscally responsible
- Utilize qualified experts when needed
- Know the benefits provided to volunteers of USA Hockey associations



DUTY OF LOYALTY

Prioritize the organization's best interest when making decisions—put aside professional and personal interests

Tips:

- Utilize conflict of interest forms
 - When a conflict is ID'ed:
 - Individual should abstain from decisions relating to that item
 - That individual should also avoid any lobbying or persuading of others
- Don't use information obtained from your role for personal gain
- Association assets should never be utilized to improperly benefit another organization
- Always act in the best interests of the association
 - Prioritize the needs of the association first



DUTY OF OBEDIENCE

Follow the association's mission statement when making decisions. Additionally, have the association operate within the scope of the law, the association's mission and governing documents.

Tips:

- Build trust that the association is being fiscally responsible
- Board members must act when the organization is acting in an illegal manner
- Abide by the rules of USA Hockey and the local governing Affiliate
- Act consistently with the association's mission statement



WHAT ARE BYLAWS

Legal document that defines how the association is governed

(How the business is run)

Articles of Incorporation



Bylaws



Policies and Procedures





BOARD GOVERNANCE

1. Mission

- i. Defines the purpose of the association
- ii. Guides the long-term direction

2. Values

- i. What core values the association represents and guides them during the decision making process

3. Bylaws

- i. Instructions for achieving association goals
- ii. How the board will operate

4. Policies and Procedures

- i. The directions to carrying out your bylaws
- ii. Directions on how the association will conduct their daily business

BYLAW ELEMENTS

Name and Address

- Name of association
 - Ex: Anytown Amateur Hockey Association
- Address
- “Doing Business As” (DBA)
 - Anytown Rockets



BYLAW ELEMENTS

Purpose

- In detail explanation of what is the purpose of your nonprofit
- Who will you serve



BYLAW ELEMENTS

Organization and Status

- Articles of Incorporation
- 501(c)(3)
 - What's your IRS designation?
- State tax exempt status
 - Depends state by state, check with Secretary of State or Attorney General



BYLAW ELEMENTS

Membership and Voting

- This is where you describe the qualifications to be an eligible member, director or officer
- What are their respective voting privileges



BYLAW ELEMENTS

Board of Directors

- Identify the number of directors on the board, their assigned titles and classification
- Include:
 - Duties
 - Terms
 - Elections
 - Any other information that may be relevant to your nonprofit board



BYLAW ELEMENTS

Meetings

- How, Where and When
 - Monthly meetings
 - Annual meetings
- Process for Special Meetings
 - Necessary in case issues arise and the board must make a quick decision
- State the number of board members present to constitute a quorum
- Detail if board members can attend via:
 - Telephone
 - Other electronic communication platform (web based meetings, etc)
 - Proxy



BYLAW ELEMENTS

Committees

- Potential committees:
 - Executive
 - Fundraising
 - Finance / Budget
 - Growth
- Assigned roles
- How committee members will be elected / appointed
- How meetings are decided
 - Regularly scheduled or as needed
 - Who can call a meeting
- When & how they report to the board of directors





BYLAW ELEMENTS

Finance

- This may be the most important article of your bylaws
- Who & when will your books be reviewed and/or audited
- Who and how will financial reports be delivered to the board of directors
- Potential Additional Items:
 - Agreed upon nonprofit software or bookkeepers
 - Bank accounts and check-signing authority
 - If you plan to invest capital dollars, who will be responsible for these and how they will be reported
- Anything that has to do with money and how money will be spent or collected



BYLAW ELEMENTS

Dissolution

- What happens if the nonprofit dissolves
 - Nonprofit assets
 - Accounts
 - Cash
- Most state laws have requirements on dissolution
 - Check to see what needs to be included



BYLAW ELEMENTS

Amendments

- How and when the bylaws can be amended
 1. Who can do it
 2. Quorum
 3. Required vote (50%, 2/3, etc.)

Authority

- Details what form of order will be utilized
 - ie: Roberts Rules of Order, Sturgis
- Sets rules on how meetings will be held:
 - Who speaks
 - How votes are obtained
 - First and seconded prior to approval



BEST PRACTICES

- **Annual Review**
 - Keep them relevant to your association's evolution
- **Don't treat your bylaws as a policy and procedure manual**
 - Stick to 30,000 feet up
- **Do not make them too difficult to amend**
 - Be careful to not handicap future boards
- **Have your bylaws reviewed by an expert**
- **All board member need to know and understand the bylaws**
 - Ignorance isn't a viable excuse



BEST PRACTICES

- **Follow the provisions in your bylaws**
 - Strengthens how your board operates
- **Make sure they are compliant with your state's nonprofit corporation laws**
 - ex:
 - Electronic voting
 - Using a proxy vote
- **Make sure they match the Affiliate regulations**
- **Eliminate the “What If’s”**
 - ex: Provision of removing a board member, but nothing on how to fill the vacancy
- **Post it on your website**



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