

**CONSTITUTION AND BYLAWS
OF THE
COLUMBUS YOUTH DEVELOPMENT ASSOCIATION
(CYDA)**

ARTICLE 1. Organization Name

The name of this organization shall be, Columbus Youth Development Association, Inc. (referred to hereinafter as, CYDA)

Article 2. Objectives and aims

CYDA is organized and operated to provide the children of Central Ohio instruction in the sport of hockey; to participate in competitive play; to teach sportsmanship, and athleticism in hockey; to promote age appropriate athletic training to encourage greater retention of players in the sport of hockey and growth of the sport, and to perform and execute any and all duties necessary to carry out this purpose consistent with the General Laws of Ohio and the Internal Revenue Service.

ARTICLE 3. Policies

Section 1. CYDA shall operate as a corporation not for profit under Section 1702.01 et seq., Revised Code of Ohio. A copy of the Articles of Incorporation shall be kept on file with the Secretary.

Section 2. CYDA shall be affiliated with an independent organization and may affiliate with any state, local or international youth sports organization sharing its goals or purposes and for whom an affiliation is mutually beneficial. In the event of such affiliation it shall maintain its affiliate agreement, a copy of which shall be kept on file with the Secretary.

Section 3. Commitments made to other hockey organizations and agencies, which bind CYDA, must be made with approval of the Executive Board.

Section 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on other activities not permitted to be carried on (a) by an organization exempt from federal tax code, or (b) by an organization, contributions to

which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 4. Membership

Section 1. General

The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

- a. Each family with a child or children registered as a player in CYDA shall be entitled to a (1) voting membership.
- b. Voting memberships will be limited to one (1) regardless of the number of players enrolled in the program.
- c. Each voting member, in good standing, is entitled to vote at the annual meeting.

Section 2. Qualifications for Membership

In order to qualify for membership, a family must register an eligible child for CYDA.

Section 3. Membership Rights

All members in good standing, current on organization dues and payments, have the right and ability to volunteer and serve on any committee or elected positions as appointed by the Executive Board.

- a. Voting members shall be entitled to participate in general and special meetings each year.
- b. Voting members shall be entitled to serve in any elected office for which they are nominated and elected.
- c. All head coaches are prohibited from holding elected office.

Article 5. Officers

Section 1. The CYDA will have, at minimum, 5 elected officers; President, Vice-President, Secretary, Registrar and Treasurer.

- a. CYDA will have one Trustee from each player division (e.g. major, minor, mite) to serve on the executive board
- b. The officers and Trustees will perform the duties described in these Bylaws in Article 6.

Section 2. Officers shall be elected at the annual meeting of CYDA

- a. The term of office shall be one year or until their successors are elected, with no maximum number of terms.
- b. Outgoing officers shall give any assistance and guidance that is requested by incoming officers

- c. Officers shall serve as representatives of all the parents and players and shall not represent personal agendas of any player or team.

Section 3. In the case of vacancy in a particular office, except for the office of President, the President may present to the Executive Board a successor for the vacated office.

- a. The candidate or candidates must be compiled from all members in good standing, current on organization dues and payments with CYDA.
- b. The Executive Board shall select an appointee from the available candidates. Vacancies in the office of President shall be filled by the Vice-President. A majority vote is required for the appointment to fill the non-expired term.

Article 6. Duties of Officers

Section 1. Office of President

- a. Preside at all general and Executive Board meetings.
- b. Provide an agenda for all general and executive board meetings
- c. Appoint standing and special committee chairpersons
- d. Enforce and uphold the Bylaws of CYDA

Section 2. Office of Vice President

- a. Supervise the function of all standing committees and reports, as needed, to the Executive Board at each Board Meeting
- b. Serve as acting President in the President's absence
- c. Serve the non-expired office of President should the office be vacated for any reason.

Section 3. Office of Secretary

- a. Provide written notice to all members of the time, date, and place of all general and special meetings
- b. Provide at least five (5) days notice to all members of the Executive Board of the time, date, and place of all Executive Board meetings
- c. Record accurate minutes of all general and Executive Board meetings
- d. Keep on file all official records and correspondence
- e. Be responsible for the transfer of all records, as noted in Section 3 d., to any succeeding Secretary.

Section 4. Office of Registrar

- a. The Registrar shall insure compliance with USA Hockey and Mid Am rules and regulations and shall coordinate registration and the submittal of CYDA's USA Hockey Individual Membership Registration.
- b. Verify all players are registered with USA Hockey;
- c. Verify all coaches are USA Hockey Registered and current with the correct level of certification partnering with the CYDA Hockey Director:

- d. Collect the following for every player: birth certificates, signed code of conduct, (player and parent), policy, signed USA Hockey medical consent form; signed state of Ohio concussion paperwork
- e. Produce team rosters for all coaches and players by submitting proposed CYDA rosters to Mid Am for approval and certification

Section 5. Office of Treasurer

- a. Collect all fees and dues from members
- b. Prepare disbursements and keep the financial statements of CYDA.
- c. Prepare current financial reports to be distributed to the general membership at all general and special meetings.
- d. Prepare a summary financial report at the end of the fiscal year for presentation to the general membership at the first general meeting.
- e. Be bonded for a sum, to be determined by the Executive Board, sufficient to protect CYDA from loss.
- f. Be responsible for collection of funds. Disbursements shall be done within the guidelines set forth by the Executive Board.

Section 6. Roles of Trustees

- a. Facilitate two way communication between Executive Board and teams within their division (i.e., major, minors, and mites)
- b. Facilitate two way communication between Executive Board and general members.

Article 7. Nomination and Elections

Section 1. Elections

- a. At a general meeting, not less than thirty (30) days prior to the annual election, the Executive Board will inform membership of the upcoming election process.
- b. Officers shall be elected by ballot. Elections shall be determined by simple majority.
- c. No person may hold more than one office.
- d. Only members in good standing of CYDA may be nominated and elected to hold office.
- e. At the time of the annual election, the President shall appoint a committee to tabulate and announce the results of the election.

Article 8. Executive Board

Section 1. Roles and responsibilities of the Executive Board.

- a. The officers (which include the Trustees) shall constitute the Executive Board.
- b. The Executive Board shall have full power and authority over the affairs of CYDA.
- c. The Board shall have charge and control of all funds and properties of CYDA.

- d. The Executive Board shall be required, on or about April 1st, but no later than April 30th to perform the following tasks:
 - a. Determine the Executive Board meeting schedule for the coming year.
 - b. Determine the standing committees for the following year.
 - c. Appoint an auditing committee for purposes of completing and audit of the previous year's books.
- e. Special meetings of the Executive Board may be called by the President or by written request of at least three (3) board members.
- f. Five (5) members of the Board shall constitute quorum.
- g. The Executive Board may meet in Executive session, closed to the general membership, if approved by a 2/3 majority of Board members present.
- h. Executive Board members shall be required to attend Executive Board meetings regularly. Any Board member failing to attend three (3) consecutive meetings shall be immediately suspended. Suspended members must present to the Board and the Board may or may not remove that member from office.
- i. The Executive Boards shall serve the function of the Board of Trustees required by law for a non-profit corporation.

Article 9. Meetings

Section 1. CYDA meetings shall be held at least one (1) time during the hockey season (August-April). Meeting dates are to be published at the beginning of the season and one (1) week prior to the meeting date.

Section 2. The regular meeting held in March shall be known as the "Annual Meeting" and shall be for purposes of electing officers (if necessary), receiving reports of officers and committees.

Section 3. Special meetings of the general membership may be called by the President or Executive Board, the purpose of the meeting shall be stated. At least one (1) week notice shall be given.

Section 4. A quorum shall be defined as 7 voting members for general membership meetings.

Article 10. Committees

Section 1. There shall be a committee formed as outlined in Article 7, Section 1, subsection e.

Section 2. An auditing committee composed of three (3) members shall be appointed by the Executive Board at its first meeting, it shall be the auditing committee's responsibility to examine the previous year's books and provide a report which shall be completed by June 30. This report shall be presented at the first regular meeting. Members of the auditing committee

Section 3. Such other committees, standing or special, shall be appointed by the President as the general membership or Executive Board shall from time to time deem necessary to carry on the work.

Article 11. Parliamentary Authority

Section 1. Robert's Rules of Order, shall govern this association and its constituent parts except as provided by these Bylaws.

Article 12. Dissolution

Section 1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 13. Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4968-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 495(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a) **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

- b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d) **Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.