



ANNUAL GUIDE FOR ROSE CITY HOCKEY CLUB

All-girls ice hockey in Portland & Vancouver

(Revised 8 20 2018)

Our Mission

To create a thriving, affordable hockey program for girls that provides them with the skills needed to succeed on and off the ice. Remove barriers that prevent girls from playing and create more opportunities for girls, thus growing girl's hockey in the Portland, OR - Vancouver, WA area and beyond. Create an environment with visible female hockey role models, reinforcing the message that hockey is a life-long sport.

About Us

Caroline Parks and Rose King are passionate about growing girl's ice hockey in Portland, OR. To transform their vision into reality, they began laying the groundwork for the Rose City Hockey Club in the summer of 2013 and kicked off the first season that fall. Today Caroline and Rose continue to lead the program and plan its future growth. Dozens of women from Portland's adult hockey community volunteer with the Club each weekend. They are excellent role models (and darn good hockey players!). With their help, Caroline and Rose have created a positive, supportive environment that inspires girls to be strong & confident on and off the ice!

Bylaws

ARTICLE I: NAME AND AFFILIATION

The name by which this organization shall be known is "Rose City Hockey Club" (referred to hereinafter as 'RCHC'). RCHC shall be affiliated with USA Hockey, Inc. through the state affiliate Oregon State Hockey Association (OSHA).

ARTICLE II: OFFICES

The principal office of RCHC shall be in Multnomah County, Oregon. RCHC may have other offices as the business of the program may require with the address of the office changed as needed by the Board of Directors.

ARTICLE III: PURPOSE

RCHC is organized exclusively for the purpose of receiving and administering funds for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The exclusive purpose of RCHC is to foster national and/or international amateur sports competition in girl's ice hockey. The Association is operated primarily to conduct national and/or international competition in the said sport for the support and development of amateur athletes for competition in said sport. RCHC shall have no capital stock and shall not be conducted for profit. It shall also maintain its non-profit status registration in the State of Oregon.

- RCHC is to promote citizenship, sportsmanship, fellowship and physical development among female athletes of the greater Portland/Vancouver community by sponsoring and promoting organized ice hockey events for girls from the ages of 5 through 18 years of age in compliance with the rules and regulations of USA Hockey and the Oregon State Hockey Association.

Of secondary importance is the following:

- To make the game of ice hockey available to amateur participants as defined by USA Hockey at an affordable cost, at all levels of participation.
- To associate with other ice hockey organizations.
- To encourage and improve the standard of ice hockey in the State of Oregon.
- To provide an educational ice hockey experience to the citizens of the greater Portland/Vancouver metro area community.
- To encourage the development of a quality program that will advance the opportunity for an education or professional play via the sport of ice hockey.
- To do any and all acts desirable in the furtherance of the foregoing purposes.

ARTICLE IV: MEMBERSHIP

A. Members: Voting members shall consist of all board members, registered coaches, team managers and official parent volunteers. Non-voting members shall include all RCHC families with players who have participated in our regular hockey season or camp in the last 3 years.

B. Future voting membership in RCHC will be by qualifications set by the Board of Directors, if different from Article IV, Section A.

C. The Board of Directors, by plurality vote at any duly constituted meeting, shall have the authority to suspend any member of RCHC whose conduct is considered as detrimental to the best interest of RCHC.

ARTICLE V: BOARD OF DIRECTORS

A. The Business: the business, and all affairs of RCHC, shall be voted on and managed by the Board of Directors, hereinafter called the Board, whose election shall take place online prior to the Annual General Meeting (no later than October 1st). It shall be incumbent upon the Board to enforce the Annual Guide, Bylaws, Guidebook, Rules and Regulations, or other documents, policies, procedures and operations as may from time to time be adopted, of RCHC, the Oregon State Hockey Association and USA Hockey at all times. The general duties of the Board are described within the Bylaws and may be detailed within the Guidelines, Rules and Regulations, Operations Manual or other such documents as adopted by the Board of Directors.

B. Membership of the Board: The Board of Directors shall consist of four 4 members elected by the Team Representatives and members of the current Board of Directors with an optional Member at Large appointed at the discretion of the President. Each Team Representative and Director can cast one vote for each of the vacant Board positions. The Board of Directors shall consist of volunteers. These elected Board members shall be a President, a Vice-President, a Secretary, and a Treasurer.

B.1. President - The President shall be the chief executive officer of the Board of Directors and shall preside at all the meetings of the same (he/she may, however, appoint someone else to direct the meeting). The President shall have general supervision over all business activities of RCHC and shall be responsible for the effectuation of all policies stated by the Board and all orders and resolutions pursuant thereto. The President will also act as chair of RCHC's Disciplinary Committee. The President, who shall be an ex-officio member thereof, shall appoint all standing committees. The President, or said appointee, shall represent RCHC at all regional and national events as required. The office of President shall be filled by persons with a minimum one-year of Team Representative Experience or one-year of previous RCHC Board positions.

B.2. Vice President - The Vice President shall discharge the duties of the President in his/her official absence or incapacity and shall assist the President in the general direction of all affairs and activities of RCHC. The Vice President will also act as chair of RCHC's Coaching Committee.

B.3. Secretary - The Secretary shall preserve in the books of RCHC and record the true minutes of the proceedings of the Board meetings. The Secretary shall perform other such duties as required by the President of the Board.

B.4. Treasurer - The Treasurer shall have custody of all RCHC funds and shall keep full and accurate accounts of all receipts and disbursements of RCHC in books belonging to RCHC and shall deposit all moneys in the name of RCHC in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of RCHC as authorized by the Board, taking proper vouchers for the same and shall render then, an account of all transactions and of the financial condition of RCHC. The Treasurer, in conjunction with the other Board members, shall prepare and submit a budget for the fiscal year. The Treasurer shall submit to OSHA RCHC's annual financial report. The Treasurer is responsible for filing RCHC tax return. The Treasurer shall perform other such duties as required by the President of the Board.

B.5. Discretionary Member-At-Large – The Discretionary Member-At-Large shall perform other such duties as required by the President of the Board.

C. Nominations: The request for nominations for open positions on the Board is to be announced at least 15 days before the Annual General Meeting. The nomination process should be completed for all prospective board members at least 7 days prior to online elections. Election results will be announced at the AGM. The Meeting will also be a form to review upcoming season information and answer Member questions.

D. Seating of Elected Board: The Elected Board of Directors shall take office NLT September 1st of the corresponding year or immediately after the election.

E. Terms of Office: Elected terms shall be for two years with Board positions 1, 3 and 5 being elected in even numbered years and positions 2 and 4 elected in odd numbered years.

F. Vacancy on the Board: A vacancy on the Board of Directors occurring other than by expiration of the term thereof, shall be filled by appointment made by the Board president and confirmed by the remaining Board members. The appointee shall remain a Director for the remainder of the term of the Director who has vacated their position or, if the remaining term exceeds 50% of the two (2) year term the Board, at its discretion, hold a special election for the purpose of selecting a Director to fulfill the term. If a vacancy occurs within 30 days of the election, the person with the next highest number of votes will be appointed to the open position for the remainder of the term.

G. Appointments: The Board of Directors shall have power to appoint such other officers or agents the Board shall deem necessary for the proper transaction of business of RCHC. These appointees shall have duties as the Board may designate at the time of their appointment.

H. Relieved from Duty: A Director may have himself/herself relieved from the Board by submitting a request in writing to the Board (i.e. resignation).

I. Removal: Any officer or agent of the Board may be removed by a majority vote of the Board of Directors whenever it is deemed to be in the best interest of RCHC. This includes missing more than two unexcused meetings in a row. The Team Representatives shall also have the power to recall one or more members of the Board. This shall require two-thirds majority of the Team Representatives voting at a Special or Regular meeting duly called for such purpose. Notification of the meeting shall be made at least fifteen (15) days prior to such meeting.

J. If a vacancy occurs that results in the remaining Board members shifting responsibilities, the remaining term of the person being replaced, shall become the term of the person taking the position. By example if the member at large has one year on term but takes the Vice President position that has two years remaining in the term, the person taking the Vice President position now has two years and the person taking the member at large position has one year.

K. The Board shall have the power to make whatever policy, rule or procedure revisions that they deem necessary for the betterment of RCHC. An affirmative vote of at least three (3) board

members is required for adoption.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

A. Annual General Meeting (AGM): The AGM will be open to RCHC members and people interested in girls hockey. It shall be held in late summer or early fall as directed by the Chair of the Board, but not later than October 1st. At least one purpose of the AGM will be to elect new Board members. The election of new Board members shall be the last order of business.

B. Meeting Frequency: The Board of Directors will meet quarterly at such time and place as the Board shall determine.

C. Quorum: The presence in person of a majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors, whether regular or special except as noted in Article IV, Section D. The affirmative vote of a majority of the Directors present in person shall be required to carry any motion to resolution except as provided below. The majority is defined as three (3).

D. The Board of Directors may collectively and severally consent to, or ratify in writing, any action taken by RCHC and when such action has been consented to, or ratified, such action shall be a valid RCHC action as though it had been authorized at a meeting of the Board of Directors.

E. Meeting Minutes: A copy of the minutes of each regular or special Board of Directors meeting shall be distributed to each Board member within 10 days of the meeting in which the minutes were taken. If a Board member is absent, a copy of the minutes shall be mailed or emailed to him/her as soon as possible.

F. Conduct of Meetings: All meetings, whether special or general, shall be conducted according to Robert's Rules of Order.

G. Meeting Attendance: The membership is allowed to attend all general and annual meetings of RCHC. Members are excluded from executive session of the Board unless specifically invited to attend portions or all of the executive session.

H. Special Meetings: A special meeting may be called by the President, the majority of the Board, or 20% of the Team Representatives.

ARTICLE VII: COMMITTEES

A. Rules, Disciplinary and Hearing Committee: This committee shall be convened as necessary and chaired by the by the President. This committee will include up to five RCHC Members (to be selected by the President) and will be convened to hear all matters of conduct and protests, for players, parents and/or coaches, filed in writing with the committee by individuals, including but not limited to, RCHC members, referees and their association and rink personnel, in accordance with the Guidelines, rules and regulations, or other documents adopted by RCHC. The manner in which

the committee hears the matter will be under the guidelines published in the most recent edition of the USA Hockey Annual Guide. This Committee will recommend to the Board of Directors what action is to be taken; the Board will make the final decision regarding the matter. The Board may accept this Committee recommendation or may impose different sanctions if deemed appropriate. The Board will follow, as a minimum, the sanctions as defined by USA Hockey in the Annual Guide or in the USA Hockey Rules book as appropriate. If a conflict of interest should arise with a committee member, an alternate committee member may be assigned until the matter is resolved. This committee will also serve as the Committee for all tournaments.

B. Coaches Committee: This committee will convene as needed to manage the work load associated with accepting coaching applications, interviewing, reviewing and recommending rejection or placement of coaches annually; to conduct supervision of current coaches; perform on-going training sessions and perform annual season-end reviews/evaluations of all coaches. A process for background screening of all coaches will be consistent with or will use the Oregon State Hockey Associations screening methodology as supported by USA Hockey. It shall be chaired by the Vice President and shall include at least two (2), but is not limited to two (2) other members to be appointed by the Board. Any coaching disciplinary issues shall be filed, in writing, with the Disciplinary Committee for resolution.

C. Bylaws/Nominating Committee: The Bylaw/Nominating committee is made up of the Board of Directors and any additional members recruited by the Board to serve in this role. The Bylaws shall be reviewed on an annual basis and modifications proposed or its accuracy reported at each annual meeting. The Bylaws/Nominating Committee will recommend persons for the election as Directors at the next Annual General Meeting of RCHC. When the Annual General Meeting is convened, the persons recommended are deemed to have been duly nominated. Other nominations may be made from the floor by any active member.

D. Other committees may be appointed by the President from time to time as they become necessary.

ARTICLE VIII: AMENDMENT OF BYLAWS

These Bylaws may be amended, added to, or repealed by affirmative vote of a majority of the Board of Directors in attendance at the Annual General Meeting of the Board of Directors, provided that the notice of said meeting shall include a specification of the proposed amendment(s) in writing thereof, in addition thereto, or repeal thereof.

ARTICLE IX: FUNDS

A. Upon the dissolution of the Rose City Hockey Club, all debts, obligations and liabilities being paid, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes

or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such purposes.

B. Being a perpetual non-profit Association, all funds collected or raised, shall be used for the operations of RCHC. Any funds that are left over, or in excess of current expenses, shall be used for the following years.

C. The Board of Directors shall raise funds to support RCHC activities. Such funds shall be derived by, but not limited to, the following: Registration Fee (Amount established by the Board at least 30 days prior to registration), Fund Raising Activities, Contributions, sales of old or donated equipment or other saleable items, sponsorships, and advertisements for the support of the regular season or in team or tournament pamphlets or programs or state championship tournaments.

D. All funds collected by RCHC or by individual teams shall be deemed a contribution of funds to RCHC and shall be subject to the purposes and rules of Section 501 (c) (3) for purpose of tax considerations. All funds collected by individual teams shall be for team purposes, shall have an accounting of all funds collected and expended provided to the Board of Directors. The process, form and time frame for accounting and reporting will be contained in the RCHC Guidebook and are referenced and are a part of these Bylaws.

E. The banking business of RCHC or any part thereof, will be transacted with such bank or trust company as the Board may designate, appoint or authorize from time to time by Resolution. All such banking business, or any part thereof, will be transacted on RCHC's behalf by two (2) or more unrelated Officers, one of which must be the Registrar/Treasurer and/or other persons as the Board may designate, direct or authorize from time to time and to the extent authorized, including, but without restricting the generality of the foregoing, the operation of RCHC's accounts; making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any checks, promissory notes, drafts, acceptances, bills of exchange and order relating to any property of RCHC, execution of any agreement relating to any such banking business, and defining the rights and powers of the parties and the authorizing of any Officers of any such bank to do any act or thing on RCHC's behalf to facilitate such banking business. Deeds, transfers, licenses, contracts and engagements on behalf of RCHC will be signed by either the President or Vice-President and by the Registrar/Treasurer. Notwithstanding any provisions to the contrary contained in the Articles of RCHC, the Board may, at any time by Resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of RCHC may or will be executed. An audit of the books must be conducted and a written report be submitted at the Annual General Meeting.

ARTICLE X: REMUNERATION

No Director shall receive remuneration, monetary or otherwise, for services rendered to RCHC. Except, a member, may be paid for services rendered if approved by a majority vote of the Board of Directors. A Director seeking remuneration may be present at the time of the vote and his/her presence shall be counted to satisfy a quorum, but said Director shall not vote on the issue. A majority of the remaining Board members shall be required to authorize the remuneration. Directors may be, from time to time, called on to represent RCHC at state, national or other related

association meetings or gatherings and may be, by vote of the Board, reimbursed for Association approved expenses whereby the Director(s) made personal payment.

ARTICLE XI: EXECUTION OF INSTRUMENTS

A. Order to Pay: All checks, drafts, money orders, and all other orders to pay, shall be signed by any one (1) of two (2) Directors, the President and/or Treasurer in the name of RCHC, unless the Board shall specifically designate other officers or agents.

B. Instruments: Any contract, conveyance, or other instrument authorized by the Board of Directors shall be executed by the President or Vice President, and the Treasurer, in the name of RCHC, unless the Board shall specifically designate other officers or agents to execute an instrument in behalf of RCHC.

C. Record: The President is the only Director authorized on a day to day basis that may obligate RCHC to contract, debt or related association business. It shall be noted and attested to by the Secretary in the minutes of the meeting where the election, decision or other action was taken to designate the President or one or more Directors to be authorized to sign on behalf of RCHC.

ARTICLE XII: FISCAL YEAR

The fiscal year of RCHC shall commence on January 1st and end on December 31st each year. An annual financial report shall be provided to the OSHA Treasurer by June 30th of each fiscal year.

ARTICLE XIII: INDEMNIFICATION

Liability of Board of Directors: No Board member, who is a natural person, shall in the absence of fraudulent conduct or bad faith, be liable individually for action taken on behalf of RCHC. RCHC shall indemnify such natural person from any and all claims or expenses in connection with or arising out of that Board member's good faith actions or non-actions as the Board member, except for such action or non-actions which constitute fraudulent conduct. RCHC is authorized to acquire Director's Liability Insurance. RCHC assumes all liability of any volunteer Director and any other volunteer if all of the following are met: 1) The volunteer was acting or reasonably believed he/she was acting within the scope of his/her authority. 2) The volunteer was acting in good faith. 3) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct. 4) The volunteer's conduct was not an intentional tort. 5) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed.

ARTICLE XIV: ANTI-DISCRIMINATION POLICY

It is the policy of RCHC that no Director, volunteer, general member, parent or participating player shall discriminate against any other Director, volunteer, general member, parent or participating player in the provision of services, activities or programs by RCHC based on an individual's race, color, national origin, religion, gender, sexual orientation or marital status.

ARTICLE XV: SEXUAL HARASSMENT & PHYSICAL ABUSE POLICY

It is the policy of RCHC that no Director, volunteer, general member, parent or participating player shall engage in any conduct such as physical abuse, unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct or communication of a sexual nature, directed toward any other Director, volunteer, general member, parent or participating player. RCHC will follow the

policy of the Oregon State Hockey Association and / or USA Hockey as outlined in their current Guidelines or Annual Guide.

ARTICLE XVI: POLITICAL POLICY

No part of the net earnings of RCHC shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that RCHC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of RCHC shall be carrying on of propaganda, otherwise attempting to influence legislation, and RCHC shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, RCHC shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of a future federal tax code.

ARTICLE XVII: RATIFICATION

These Bylaws must be ratified by a majority vote of the Board of Directors at the Annual meeting duly called and includes amendment(s) of the Bylaws. A onetime only ratification of the Bylaws can or will occur outside of the Annual meeting but must occur within the calendar year.