
Riverview Dek Hockey

By-Laws

September 2014

By-Laws of Riverview Dek Hockey

Article I - Names

The name of the organization shall be Riverview Dek Hockey. The athletic teams sponsored by the organization shall be determined by the Board of Directors.

Article II - Purpose

The purpose of this organization shall be to encourage and promote Riverview Dek Hockey for young people, and to help develop citizenship, scholastic achievement, sportsmanship, physical development and a spirit of competition.

Article III - Membership

Members are, but not limited to, residents of the borough of Oakmont.

Article IV - Fees

The annual registration fee for players shall be determined by the Board of Directors.

Article V - Officers

Section 1 – Specification of Officers

The Officers of the Organization shall be President, a Vice President, a Secretary and a Treasurer. These Officers shall comprise the Executive Committee.

Section 2 – Election and Term of Office

The Officers shall be elected by a majority of the Directors then in office, from among those serving as current Directors. The Officers shall serve for a term of two (2) years and may be re-elected to another two (2) year term. If the members of the Board of Directors deem it available, they have the privilege of electing Officers to as many terms as will enable the Organization to continue its forward progress.

Section 3 – Duties and Powers

- A. *President*: The President shall be the Chief Executive Officer of the Organization and shall preside at all meetings of the Organization, the Board of Directors and the Executive Committee and shall have such authority and perform the duties of the office and such other duties in the management of the property and affairs of the Organization as may be provided by resolution of the Board including, among other thing, the authority and power to appoint all members of committees, the Chairman and Vice Chairman

thereof except where otherwise provided herein. The President shall be an ex-officio member of all committees. The President shall carry out the purpose of the Organization as defined by the Board of Directors, with the framework of the By-Laws and the Operating Rules. The Vice President shall perform the duties of the President in the event of the President's inability to serve.

B. *Vice President*: The Vice President shall perform the duties of the President in the latter's absence or disability. The Vice President shall be an ex-officio member of all committees.

C. *Secretary*:

- a. Scope: The Secretary must accomplish all of his/her responsibilities with the limits of Riverview Dek Hockey By-Laws and approved policies.
- b. Responsible for actions to be untaken and effectively accomplished through Officers, Director and/or Committee Chairman.
- c. Responsibilities which must be personally undertaken and effectively accomplished.
 - i. Attends all meetings of Board of Directors or insures that a designated person is in attendance.
 - ii. Fulfills secretarial responsibilities by:
 1. Providing security for all legal and historical documents, files, membership and mailing lists.
 2. Providing minutes of Board of Director meeting and other official meetings of Dek Hockey.
 - iii. Plans, executes and/or supervises all communications to Riverview Dek Hockey which includes but is not limited to newsletters, general mailings and news releases.
 - iv. Prepares, maintains and distributes a listing to Riverview Dek Hockey policies to members.

D. *Treasurer:*

- a. Scope: The Treasurer must accomplish all of his/her responsibilities within the limits of Riverview Dek Hockey By-Laws and approved policies.
- b. Responsible for action to be undertaken and effectively accomplished through Officers, Directors, and/or Committee Chairmen of Riverview Dek Hockey. The Treasurer will undertake all necessary activities in the absence of the Secretary
 - i. Fulfills fiscal and financial responsibilities by:
 1. Insuring the following:
 - a. Presents proper, timely and easily understood financial reports to the Board of Directors for approval.
 - b. Presents annual audit for the Board of Directors approval.
- c. Responsibilities which must be personally undertaken and effectively accomplished.
 - i. Attends all meetings of Board of Directors or insures that a designated person is in attendance.
 - ii. Fulfills fiscal and financial responsibilities by:
 1. Insuring that all funds in his/her custody are appropriately recorded, administered and safeguard.
 2. Investing surplus funds in accordance with Board of Directors approved investment policies.
 3. Insuring annual audit is conducted by Board of Director named and approved C.P.A. and presenting this audit to the Board for approval.
 4. Submitting timely and easily understood financial reports to the Board of Directors.
 5. Developing budgets for all activities which after approval by the Board of Directors are submitted to appropriate committee Chairmen.

Article VI – Meetings

Section 1 – Annual Meeting

An annual meeting by the Board of Directors, for purposes of election and/or re-election of Officers and Board Members, shall be held in February of each year at a place convenient to the area.

Section 2 – Special Meetings

Special meetings maybe called by the President, or any member of the Executive Committee. Any members of the Board may request the President, or any member of the Executive Committee, to convene a special meeting.

Section 3 – Quorum

Fifty-one percent (51%) of the members of the Board of Directors shall constitute a quorum at all regular and special meetings.

ARTICLE VIII - CONFLICTS OF INTEREST

Section 1 - Conflicts of Interest Policy

The organization’s conflicts of interest policy is set forth in this Article. The purpose of the conflicts of interest policy is to protect the Organization’s interest when it is contemplating entering into a contract or transaction that might benefit the private interest of an officer or Board Member of the Organization. This policy is intended to supplement the requirements of the Act. The conflicts of interest policy shall apply to all contracts or transactions between the organization and Board Members, officers, and members of committees with Board-delegated powers.

Section 2 - Definitions

For purposes of this Article, the following terms shall have the meanings set forth below.

- (a) “Compensation” means direct and indirect remuneration and gifts or favors which are substantial in nature.
- (b) “Financial Interest” means, directly or indirectly, through business, investment, or family:
 - (1) An ownership or investment interest in any entity with which the Corporation has a contract or transaction;
 - (2) A Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a contract or transaction; or
 - (3) A potential ownership or investment interest, in, or Compensation arrangement with, any entity or individual with which the Corporation is negotiating a contract or transaction.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest has a conflict of interest only if the Board or committee decides that a conflict of interest exists.

- (c) “Interested Person” means a board member, officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest.

Section 3 - Annual Disclosure Statements

Each Director, officer, and member of a committee with Board-delegated powers shall execute and deliver to the President an annual statement disclosing the facts relating to any actual or potential Financial Interest or stating that he or she has no reportable Financial Interest. The President shall report the results of the annual disclosure statements to the Board at its annual meeting.

Section 4 - Ongoing Disclosures

If any Director or officer of the organization has a Financial Interest in any proposed contract or other transaction involving the organization, the Director or officer must disclose the Financial Interest to the Board or committee authorizing the contract or transaction. The Board or committee shall determine whether the Financial Interest constitutes a conflict of interest.

Section 5 - Participation and Voting

A Director or officer who has a conflict of interest may answer questions of the Board or committee considering the contract or transaction that involves the conflict. However, after answering questions, the Director or officer shall leave the meeting during the discussion of the merits of the contract or transaction and shall not vote on the contract or other transaction. The interested Director or officer shall be counted in determining the presence of a quorum.

Section 6 – Recordkeeping Procedures

The minutes of meetings of the Board and committees with Board-delegated powers shall include:

- (d) The names of all persons who disclosed or were found to have a Financial Interest in connection with an actual or potential conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest existed, and whether the Board or committee determined there was a conflict of interest;
- (e) The names of the persons who absented themselves from the meeting during discussions and votes relating to the contract or transaction;
- (f) The content of any discussion relating to the contract or transaction, including any alternatives to the proposed contract or transaction; and

- (g) A record of the vote on the proposed contract or transaction.

Copies of any reports, appraisals, or other written data presented at the meeting to analyze the conflict of interest or to vote on the proposed contract or transaction shall be filed with the minutes. The minutes shall be prepared before the later of the next meeting of the Board or applicable committee or 60 days after the final action is taken by the Board or committee. The Board or applicable committee shall review the minutes within a reasonable period of time after their preparation.

Article IX – General

Section 1 – The business office of the organization shall be located in Allegheny County, Pennsylvania, unless otherwise specified by the Board.

Section 2 – Directors, Officers and Agents of the organization shall be indemnified to the fullest extent now or hereafter permitted by the law, including indemnification as to judgments, costs, fines, penalties, amounts paid in settlements, attorneys’ fees and other expenses in connection with any actual threatened civil, criminal, administrative or investigative action, suite or proceeding (whether brought by or in the name of the organization or otherwise) arising out of their position in or service to the organization or to another organization at the organizations request, except in matters as to which any such present or former director, officer or agent shall be adjudged, in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty. Persons who are not directors, officers or agents of the organization may be similarly indemnified in respect of such service to the extent authorized at any times by the Board. The organization may purchase and maintain insurance to protect itself and any such director, officer, agent or other person against any liability, cost or expense incurred in connection with any action, suit or proceeding, whether or not the organization would have the power to indemnify such persons against such liability by law or under the provisions of this section. The provisions of this section shall be applicable to actions, suites, or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. The indemnification herein provided for shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, Agreement, or otherwise and in particular, all such persons, and their heirs and personal representatives shall be entitled to all the rights of the indemnification permitted them under the applicable provisions of the laws of Pennsylvania, such provisions being incorporated in these By-Laws by reference thereto.

Section 3 – There shall be no immediate family/spouses on the board.

Whenever used in these By-Laws, the use of any gender shall be applicable to other gender or to all genders as may be appropriate in the context.

Article X – Amendments

These By-Laws may be amended only at a meeting of the Board of Directors of the organization by a two-thirds (2/3) vote of the Board members present, the nature of the proposed amendment having been stated in the notice of the meeting. Advanced notice of proposed amendments may be waived by a two-thirds (2/3) consent of all the Board of Directions of the organization.