

OFFICIAL BY-LAWS OF THE



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ARTICLE I - Name, Type, Principal Office and Affiliation of the Organization:

Section 1 – Name:

The official name of the organization shall be the National Collegiate Roller Hockey Association, hereinafter referred to as the NCRHA.

Section 2 - Type and Principal Office of the Organization:

(a) **Type of Entity:**

The NCRHA shall be incorporated as a not-for-profit corporation under the laws of the Commonwealth of Pennsylvania, abiding by the laws of all states in which it operates, and in accordance with the laws, rules and regulations of tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(b) **Principal Office:**

- (1) The principal office of the corporation shall be that of the Executive Director of the corporation. If such address is outside the Commonwealth of Pennsylvania, the corporation shall maintain an office or obtain a registered agent within the Commonwealth.
- (2) The corporation may also have offices at such other places within or outside the Commonwealth as the Board of Directors may from time to time determine is necessary, or the business of the corporation may require.

Section 3 – Affiliation and National Supremacy:

(a) **Affiliated Member Organizations:**

At its date of incorporation, the NCRHA shall be affiliated with the following Member Organizations:

- (1) Eastern Collegiate Roller Hockey Association (ECRHA)
- (2) Great Plains Collegiate Inline Hockey League (GPCIHL)
- (3) Midwest Collegiate Roller Hockey League (MCRHL)
- (4) Rocky Mountain Collegiate Roller Hockey Association (RMCRHA)
- (5) Southeastern Collegiate Roller Hockey League (SECRHL)
- (6) Southwest Collegiate Hockey League (SCHL)
- (7) Western Collegiate Roller Hockey League (WCRHL)

(b) **Member Organization Defined:**

A Member Organization is defined as any collegiate roller hockey league, organized to govern collegiate roller hockey clubs from at least four colleges or universities, and governing a geographical area consisting of more than one state. The Rocky Mountain Collegiate Roller Hockey Association and any Member Organization that may arise within the

boundaries of the state of Hawaii are exempt from the geographical requirements of this section.

(c) **Member Organization Requirements:**

- (1) Each Member Organization shall be incorporated as a non-profit corporation under the laws of a state within its geographical boundaries.
- (2) Each Member Organization shall maintain an Active Club Committee (ACC) comprised of an authorized representative from each Member Organization Club. Each Member Organization ACC shall have the power to, at a minimum, elect the Member Organization Board of Directors, elect the Member Organization's representative to the NCRHA Board of Directors, and approve the Member Organization budget.

(d) **Affiliation:**

- (1) Affiliation shall exist for a term of one fiscal year and shall be substantiated by a written contract signed by an authorized representative of each Member Organization and the NCRHA. Such contract shall require, *inter alia*, that each Member Organization to abide by all NCRHA rules, regulations, resolutions, standards, policies and by-laws, unless prohibited by the law of the state of incorporation of the Member Organization and shall state that it is enforceable by specific performance.
- (2) NCRHA acceptance of affiliation is subject to approval by the Board of Directors prior to the commencement of each NCRHA fiscal year.
- (3) No Member Club shall transfer from one affiliated Member Organization to another without expressed permission from the Member Club's current Member Organization, the proposed Member Organization and the NCRHA Board of Directors.

(e) **National Supremacy:**

- (1) All rules, regulations, resolutions, standards, by-laws and policies of the NCRHA shall be supreme and shall preempt any lesser or inferior standards adopted by affiliated Member Organizations unless prohibited by the law of the state of incorporation of the Member Organization.
- (2) The Board of Directors or, if applicable, an Officer or Board Subcommittee appointed by the Board of Directors and designated to manage such issues, shall have the exclusive authority to determine if a Member Organization rule, regulation, resolution, standard, by-law or policy is or is not lesser and/or inferior to one promulgated by the NCRHA.
- (3) Affiliated Member Organizations shall make any and all necessary changes to their governing documents and structure so as to comply with NCRHA rules, regulations, resolutions, standards, policies and by-laws, unless prohibited by the law of the state of incorporation of the Member Organization.

- (4) The Board of Directors shall have the power to, at its discretion, impose appropriate sanctions upon any Member Organization that fails to comply with NCRHA rules, regulations, resolutions, standards, policies and by-laws. Such sanctions shall be one or more of the following:
 - (a) Probation;
 - (b) Public censure;
 - (c) Loss of all bids to NCRHA National Championships;
 - (d) Temporary suspension from NCRHA affiliation; and
 - (e) Permanent expulsion from NCRHA affiliation.

ARTICLE II - Mission Statement:

Through objective representation of all members, the National Collegiate Roller Hockey Association shall govern and advance the sport of college roller hockey and shall foster national and international collegiate roller hockey competition while maintaining the spirit of the game through athletic achievement and sportsmanship.

ARTICLE III – Member Clubs:

Section 1 – Definition of Member Club:

A Member Club is defined as the roller hockey club of a college or university, represented through a designated club representative. A Member Club must be a full-time, active roller hockey club in an affiliated Member Organization. .

Section 2 – One Member Per College or University:

- (a) **Generally:**

Where there are multiple clubs at a college or university capable of administering roller hockey at that college or university, and multiple clubs from a single college or university petition for membership in an affiliated Member Organization, only one of the clubs shall act as the official NCRHA member of a college or university. Clubs may enter more than one team in the NCRHA and their respective Member Region but secondary teams shall be designated as “B” teams.
- (b) **Resolution:**

If a college or university administers more than one club, and multiple clubs petition for membership in an affiliated Member Organization, and the college or university is unable to internally resolve the issue, the affiliated Member Organization shall have absolute authority to make the final decision as to which club to admit into its membership.

Section 3 – Voting and Meetings of Member Clubs:

NCRHA Member Clubs are duly represented through their Member Organization and therefore shall not have direct voting power in the NCRHA.

Section 4 – Member Benefits:

The Board of Directors or, if applicable, an Officer or Board Subcommittee appointed by the Board of Directors and designated to manage such issues, shall continuously maintain a list of Member benefits. Such list shall be provided to any Member Club within ten (10) days of request.

ARTICLE IV – Board of Directors:

Section 1 - Elections of NCRHA Board of Directors:

The NCRHA Board of Directors shall consist of one representative from each Member Organization. The ACC of each Member Organization shall elect its representative to the NCRHA Board of Directors. Such person shall be subject to removal actions as designated by the Member Organization's by-laws and as stated in Section 3 below.

Section 2 – Term of Directorship:

Directors shall serve for a term of one year, beginning on May 1. There is no limit on the number of terms that a director may serve.

Section 3 – Removal of Director:

(a) **General Director Removal Process:**

A director shall be removed if the remaining members of the Board of Directors unanimously vote to effect such removal. The NCRHA Board of Directors shall continue to operate, absent the vote of the Member Organization whose representative was removed, until the Member Organization appoints its interim emergency representative or elects its new representative.

(b) **Member Organization Representative Removal Requirement:**

Each Member Organization shall approve and maintain a by-law permitting its members to remove its representative to the NCRHA Board of Directors by a process or procedure that is fair and adequate. Under no circumstances shall a vote of more than two-thirds (2/3) of members of a Member Organization be required to remove such representative. Upon removal of such representative by the Member Organization ACC, the ACC shall, at the same meeting, elect a new representative.

- (c) **Emergency Appointment:**
Each Member Organization shall maintain a procedure in its by-laws for the emergency appointment of a new representative to the NCRHA Board of Directors upon the resignation or removal of such representative, until a new representative can be elected at the next regularly scheduled meeting of the Member Organization ACC. Such emergency appointment shall not exceed ninety (90) days.

Section 4 – Chairman of the Board of Directors:

The Executive Director shall serve as the Chairman of the Board of Directors. The Chairman shall have no vote unless there is a tie. The Chairman shall chair any meeting of the Board of Directors at which he is present.

Section 5 – Quorum and Meetings of Board of Directors:

- (a) **Quorum:**
In order for the Board of Directors to conduct any business, vote, or conduct any other official action of the NCRHA, at least two-thirds (2/3) of the Board of Directors must be present.
- (b) **Meetings:**
In person meetings of the Board of Directors shall be held at least once per year. Meetings of the Board of Directors by telephone conference call shall occur not less than five (5) additional times per year. No director may vote by proxy. Meetings shall be governed by the Robert's Rules of Order.
- (c) **Special Meetings:**
A special meeting of the Board of Directors may be called by any Director or by the Executive Director. A director wishing to call a special meeting of the Board of Directors shall notify the Executive Director.
- (d) **Notice of Meetings:**
The Executive Director shall give notice to the Board of Directors of the date, time, location and agenda of any meeting of the Board of Directors. Such meeting shall not occur less than two (2) days after such notice is given if such meeting is to be held by teleconference and shall not occur less than thirty (30) days after such notice is given if such meeting is to be held in person.

Section 6 – Voting by Board of Directors:

- (a) **Good Faith Effort to Compromise:**
No vote of the Board of Directors shall take place unless and until the Board has attempted to compromise, in good faith, for a reasonable amount of time, to come to a common decision.
- (b) **Voting:**

A vote required by these by-laws or a vote on a Board or Board Subcommittee resolution shall pass if approved by a majority of directors present.

Section 7 – Board Resolutions:

The Board of Directors shall have the authority to pass resolutions for the proper and efficient operation of the organization and to carry out any activities of the organization, where the procedures to handle such operations or activities are not already provided for in and do not conflict with these by-laws and the Articles of Incorporation.

ARTICLE V – Officers, Employees, and Volunteers:

Section 1 – Executive Director:

- (a) **Appointment of Executive Director:**
The Executive Director shall be appointed by vote of the Board of Directors and shall manage and administer the day-to-day operations of the NCRHA.
- (b) **Chairman of the Board:**
The Executive Director shall serve as the non-voting Chairman of the Board of Directors.
- (c) **Director Prohibited:**
No Member Organization representative to the Board of Directors shall serve as the Executive Director unless exigent circumstances exist and then only on an interim basis not to exceed ninety (90) days.
- (d) **Authority:**
 - (1) The Executive Director shall oversee and supervise all other officers, employees, and volunteers of the NCRHA.
 - (2) Any powers not exclusively reserved for another party are reserved to the Executive Director.
 - (3) Powers reserved to the Executive Director may be delegated by the Executive Director to any employee or volunteer unless explicitly prohibited by these by-laws or by Board resolution.
 - (4) Any decision or action of the Executive Director, proposed, completed or otherwise, may be overridden by a vote of the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.
- (e) **Compensation:**
The Executive Director shall receive such reasonable compensation as the corporation can afford. The amount of such compensation shall be approved by a the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.
- (f) **Removal:**

The Executive Director may be removed by the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.

Section 2 – Chief Information Officer:

- (a) **Generally:**
The NCRHA shall employ a Chief Information Officer.
- (b) **Duties:**
 - (1) The Chief Information Officer shall administer and maintain the NCRHA website and other information technology.
 - (2) The Chief Information Officer shall administer and maintain the database of league, team, and player statistics, standings, and other essential league, team, and player information.
- (c) **Compensation:**
The Executive Director shall set the compensation of the Chief Information Officer. Such compensation shall be reasonable and shall be affordable to the corporation.
- (d) **Removal:**
The Chief Information Officer may be removed by the Executive Director, the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.

Section 3 – Director of League Operations:

- (a) **Generally:**
The NCRHA shall employ a Director of League Operations.
- (b) **Duties:**
The Director of League Operations shall:
 - (1) Administer and oversee all hockey operations of the NCRHA;
 - (2) Act in accordance with the job description provided in the League Operations Manual.
- (c) **Compensation:**
The Executive Director shall set the compensation of the Director of League Operations. Such compensation shall be reasonable and shall be affordable to the corporation.
- (d) **Removal:**
The Director of League Operations may be removed by the Executive Director, the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.

Section 4 - Other Officers and Employees:

- (a) **Hiring:**

The Executive Director, the Board of Directors or, if applicable, a Board Subcommittee appointed by the Board of Directors and designated to manage such issues, shall approve the hiring of all other officers, employees, contractors, or volunteers.

(b) **Compensation:**

Compensation afforded to any other officer, employee, contractor, or volunteer shall be reasonable and affordable to the corporation and shall be approved by the Executive Director, the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.

(c) **Job Responsibilities Shall be Defined:**

The job responsibilities and authority of any other officer, employee, contractor, or volunteer employed by the NCRHA shall be clearly and adequately defined by the Executive Director, the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.

(d) **Dismissal:**

Any officer, employee, contractor, or volunteer may be dismissed by the Executive Director, the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.

ARTICLE VI –Committees:

Section 1 – Advisory Committees:

(a) **Creation and Dissolution:**

The Board of Directors or Executive Director may vote to create advisory committees at any time. Such Committees may be dissolved by the Board of Directors or, if created by the Executive Director, the Executive Director.

(b) **Powers and Duties:**

The Board of Directors shall set the duties, duration of existence, reporting requirements, and composition of such committees. Such advisory committees shall have no power to bind the corporation and shall be created for the sole purpose of advising and assisting the Board of Directors and/or Executive Director.

(c) **Composition:**

Any advisory committee shall have between three and seven persons and shall have as a participant at least one Board member.

Section 2 – Board Subcommittees:

(a) **Creation and Dissolution:**

The Board of Directors may vote to create or dissolve Board Subcommittees at any time.

- (b) **Powers and Duties:**
Board Subcommittees shall have the power to bind the corporation and shall therefore consist of only members of the Board of Directors. The Board of Directors shall set the specific duties, powers, duration of existence, and composition of such committees. Board Subcommittees may be delegated any powers of the full Board of Directors permitted to be delegated by law.
- (c) **Composition, Voting and Quorum:**
Board Subcommittees shall each consist of exactly three Directors. A two-thirds quorum shall be required for a Board Subcommittee to conduct any business. A minimum two-thirds vote of such quorum shall be required for any vote to pass.

ARTICLE VII – Legal and Financial Matters:

Section 1 – Contracts, Checks, Drafts, and Other Orders for Payment:

- (a) **Financial Authority of Executive Director:**
The Executive Director shall be authorized to enter into any contract or execute and deliver any check, draft, instrument, note or other evidence of indebtedness, or other order for payment in the name of and on behalf of the NCRHA unless the Board of Directors explicitly limits such authority by resolution.
- (b) **Financial Authority Granted to Others:**
The Board of Directors or Executive Director may, by resolution, authorize any other person to enter into any contract or execute and deliver any check, draft, instrument, note or other evidence of indebtedness, or other order for payment in the name of and on behalf of the NCRHA. Such Board or Executive resolution shall state whether the authority is general or specific and may be revoked at any time by subsequent resolution.

Section 2 – Accounts and Deposits:

All funds of or received by the NCRHA, for the benefit of the NCRHA or held in trust by the NCRHA for another, shall be deposited at a bank or trust company approved by the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues, and shall be maintained by the Executive Director or other designated officer or employee.

Section 2 – Meeting Minutes:

The Secretary, or any other person designated by the Board of Directors, or, if applicable, designated by a committee appointed by the Board of Directors and designated to manage such issues, shall keep and maintain minutes of all official meetings and other proceedings of the Board of Directors, committees thereof, and of committees authorized by the Board of Directors.

Section 4 - Fiscal Year:

The NCRHA fiscal year shall be defined as July 1 of such year through June 30 of the following year.

Section 5 - Books and Records:

- (a) **Financial Records:**
The NCRHA shall keep correct and complete books and records of all financial transactions and meeting minutes. The NCRHA books, records and meeting minutes shall be provided to an interested party upon request.
- (b) **Internal Audit of Financial Records:**
The Board of Directors or, if applicable, a committee appointed by the Board of Directors and designated to manage such issues, shall conduct an audit within a reasonable time after the end of the fiscal year.
- (c) **Independent Audit of Financial Records:** The Board of Directors shall authorize an independent audit where deemed reasonable, prudent, and necessary, or where required by law.

Section 6 - Financial Statements:

At the close of each fiscal year, The Executive Director shall engage a Certified Public Accountant to prepare a financial statement for the NCRHA and to file the appropriate reports and other documents with federal and state authorities as may be appropriate or required. Financial Statements shall be provided to any Member Club within ten (10) days of request.

Section 7 – Budget and Dues:

- (a) **Preparation of Budget:**
The Executive Director shall prepare, in consultation with any appropriate executives or committees, a detailed annual budget. The annual budget shall be approved by the Board of Directors by August 15 of each year.
- (b) **Provision of Budget to Interested Party:**
The NCRHA Budget shall be provided to any Member Club within ten (10) days of request.
- (c) **Collection of Dues:** Each Member Club shall pay dues directly to the NCRHA at a time, in an amount, and in the manner stated in the League Operations Manual.

ARTICLE VIII – Conflict of Interest Policy and Protection of Tax-Exempt Status:

Section 1 – Purpose:

The purpose of this conflict of interest policy is to protect the 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. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

Section 2 – Definitions:

(a) **Interested Person:**

Any director, officer, or member of a board subcommittee 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, or;
- (2) a compensation arrangement with the Corporation which could be affected by a transaction or arrangement, or;
- (3) a compensation arrangement with any entity or individual with which the corporation has a transaction or arrangement, or;
- (4) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(c) **Compensation:**

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 3 – Procedures:

(a) **Duty to Disclose:**

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

(b) **Determination Whether a Conflict of Interest Exists:**

After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial 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:**

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

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

(3) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the 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 and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) **Violations of the Conflicts of Interest Policy:**

(1) If the board or committee has reasonable cause to believe that a board member, board subcommittee member or officer 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.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 – Records of Proceedings:

The minutes of the Board of Directors and all Committees with board-delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5 – Compensation:

A voting member of the Board of Directors or any Board Subcommittee whose jurisdiction includes determination of compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 6 – Annual Statements:

Each director, principal officer and member of a board subcommittee with board-delegated powers shall annually sign a statement that affirms that such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands that the Corporation is a non-profit tax-exempt organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 7 – Periodic Reviews:

- (a) If the corporation achieves federal tax-exempt status, to ensure that the Corporation operates in a manner consistent with tax-exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.
- (b) In conducting the periodic reviews, the Corporations may, but need not, use outside advisors or experts including an attorney. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE IX – Non-Discrimination and Anti-Sexual Harassment Policy:

Section 1 – Non-Discrimination Policy:

- (a) The NCRHA is an equal opportunity employer and is committed to ensuring that all students have equal access and opportunities to participate in the sport of collegiate roller hockey.
- (b) No member, employee or other interested person shall be subjected to discrimination by the NCRHA on the basis of race, color, religion, sex, gender, national origin, or sexual orientation.

Section 2 – Anti-Sexual Harassment Policy:

Sexual harassment has no place in collegiate activities. Sexual harassment includes involving unwanted verbal or physical sexual advances or request for sexual favors from any coach, team administrator, facility administrator, referee, or player. Any person attempting to victimize through such interactions should be reported to the appropriate authorities and shall be subject to appropriate discipline.

ARTICLE X – League Operations Manual and National Rule Book:

The Board of Directors, or a Board Subcommittee appointed by the Board of Directors and designated to manage such issues, shall maintain a League Operations Manual and National Rule Book. The League Operations Manual shall contain all league operations rules and procedures not stated in these bylaws. The League Operations Manual shall, *inter alia*, require the creation of a National Rule Book to govern the on-rink play of the league. The League Operations Manual and National Rule Book shall be reviewed annually and may only be changed or amended between May 1 and August 15 of each year.

ARTICLE XI – Changes, Amendments, and Approval of By-laws:

Section 1 - Approval of By-laws:

These by-laws shall become effective upon approval by the current Incorporator or Board of Directors.

Section 2 - Changes and Amendments to By-Laws:

- (a) **Proposed Changes or Amendments:**
 - (1) A change or amendment to these by-laws may be proposed by any NCRHA Member Club, Director, or Officer. Proposed changes shall be transmitted, in writing, to the Executive Director.
 - (2) Upon receipt of a request for change or amendment of these by-laws, the Executive Director shall forward the proposal, with comments, to the Board of Directors or, if applicable, to a Board Subcommittee appointed by the Board of Directors and designated to manage such issues and shall immediately publish the proposed

change or amendment to the NCRHA website or NCRHA Internet Message Board so that Member Clubs may comment on any proposed change or amendment. Any proposed change or amendment to these by-laws shall be held open for Member Club comment for a period of not less than seven (7) days.

(b) **Approval of Changes or Amendments:**

An amendment or change to the by-laws shall become effective upon approval by the Board of Directors.

DATED: As of July 1, 2005

APPROVED AND ADOPTED:

Benjamin R. Picker, Incorporator