



SAN DIEGO HEARTBREAKERS BY-LAWS



46.0 **NAME**

This organization shall be called the San Diego Heartbreakers (hereinafter called “Heartbreakers”).

47.0 **PURPOSE**

47.1 The purpose of Heartbreakers, in addition to any purposes set forth in the articles of Incorporation of the organization, is as follows:

- a) To encourage, foster and promote the development and growth of the sport of amateur ice hockey within the surrounding areas of San Diego County.
- b) To encourage and develop the mental knowledge, skills, ability, and sportsmanship of all participants with respect to the sport of amateur ice hockey.
- c) To assist in the governance of the Registered Participant Members and Member Teams of Heartbreakers.
- d) To select representative Member Teams to participate in USA Hockey District, Regional and National Tournaments.
- e) To carry out all other responsibilities, duties and obligations imposed on Heartbreakers pursuant to the Association Agreement with USA Hockey and California Amateur Hockey Association (hereinafter called “CAHA”).

48.0 **DEFINITIONS**

- 48.1 **USA Hockey:** The national governing body for the sport of amateur ice hockey, pursuant to the Amateur Sports Act of 1978, as amended and the duly authorized representative of the International Ice Hockey Federation (IIHF) with exclusive jurisdiction over the conduct of play of the sport of amateur ice hockey as sanctioned by the IIHF with the United States of America.
- 48.2 **Affiliate:** The California Amateur Hockey Association (CAHA).
- 48.3 **Member Association:** Any association resident in California that is granted membership in CAHA in accordance with CAHA's Bylaws. Except as permitted elsewhere in CAHA’s Bylaws, an Association shall have one or more Member Teams which are properly registered with USA Hockey and CAHA, and which actively participate in activities sanctioned by CAHA in the State of California. Member Teams are not separate Associations unless they apply for and are granted separate Member Association status. As used herein, "Association" means a Member Association.
- 48.4 **Member Team:** Any team currently registered and in good standing with both USA Hockey and CAHA which belongs to a Member Association, or which has applied for and been granted independent Member Association status by CAHA. A Member Team shall have no voting rights.
- 48.5 **League.** A Member Association that acts as the organizing or coordinating body for two or more Member Associations. A League may also register limited duration team(s) with USA Hockey and CAHA for tournaments and exhibitions. A League may not register teams for competition within the League but may register teams for competition outside the league.
- 48.6 **Registered Participant Member (Players and Coaches):** Any person who is a legal resident of the United States and who is currently registered and in good standing with USA Hockey, CAHA, and Heartbreakers. Registered Participant Members shall have certain voting rights. Registered Participant Member’s voting rights shall be

exercised by an Authorized Representative of this Member Association at the CAHA Annual Meeting.

- 48.7 **Authorized Representative:** Registered Participant Members shall be entitled to select one person from this Member Association as their representative. This representative shall be entitled to vote on the Registered Participant Member's behalf, in person or by proxy, on all matters whereby such a Registered Participant Member vote is warranted or required.

49.0 NON-PROFIT STATEMENT

- 49.1 Heartbreakers are and shall remain a not-for-profit organization.
- 49.2 Heartbreakers shall not be operated in a manner which will generate pecuniary gain or profit for any Registered Participant Member and is organized solely for not-for-profit purposes.
- 49.3 No substantial part of the activities of Heartbreakers shall be devoted to carrying on propaganda, attempting to influence legislation or becoming involved in any political activities.
- 49.4 No part of any net earnings of Heartbreakers shall profit any individual. Contributions by Heartbreakers to Teams or Individuals for the purpose of assisting them in participating in tournaments, exhibitions or other specialized events, or for other valid purposes to achieve the objectives of Heartbreakers, shall not violate this rule, so long as such contributions assist in covering expenses and are not known to result in profit to recipient.

50.0 USA HOCKEY PREEMINENCE

- 50.1 Heartbreakers, a Member Association of CAHA, shall abide by and act in accord with the Articles of Incorporation, Bylaws and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey and CAHA, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of Heartbreakers.

Further, Heartbreakers (i) shall assist USA Hockey and CAHA in the administration and enforcement of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey and CAHA, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the core values of USA Hockey as set forth in the Member Association Agreement.

- 50.2 Nothing contained herein, however, shall be construed to delegate the duties or responsibilities of Heartbreakers Board of Directors to USA Hockey, CAHA, its officers, directors, agents or employees, nor shall this provision be construed to prevent Heartbreakers from implementing rules, policies and procedures which may be more stringent than those of USA Hockey or CAHA providing such rules, policies or procedures do not conflict with those of USA Hockey or CAHA.

51.0 INDEMNIFICATION

- 51.1 Heartbreakers, a member association of CAHA, shall indemnify and hold harmless CAHA and USA Hockey, the Board of Directors of CAHA and USA Hockey, and each member thereof, the Executive Committee of CAHA and USA Hockey, and each member thereof, the councils and committees of CAHA and USA Hockey, and each member thereof, and all other elected, appointed, employed or volunteer representatives of CAHA from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of Heartbreakers, except to the extent (i) that CAHA or USA Hockey or its afore described representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default, or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of CAHA or USA Hockey.
- 51.2 Heartbreakers understands and acknowledges that CAHA and its afore described representatives have assumed each assignment, function, office or capacity upon the express understanding, agreement, and condition that they may be so indemnified and held harmless to the extent described by these Bylaws.

- 51.3 CAHA shall reasonably cooperate with Heartbreakers in any litigation and provide reasonable support in connection therewith, including but not limited to, advice and testimony upon reasonable request; provided however, that such cooperation shall not require CAHA to incur any out-of-pocket expense not reimbursed by Heartbreakers.

52.0 CAHA PREEMINENCE

- 52.1 Each Member Association shall adopt bylaws not inconsistent with CAHA's Bylaws. The Heartbreakers shall abide by and act in accordance with the Articles of Incorporation, Bylaws, Regulations, Playing Rules and decisions of the Board of Directors of CAHA, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Associations.

53.0 LOCATION OF OFFICES

- 53.1 **Principal Office:** The principal office for transaction of business of Heartbreakers shall be located within the State of California, at such place or places as may be designated by the Board of Directors from time to time. Unless otherwise resolved, however, the principal office will be the home address of the then current President of Heartbreakers.
- 53.2 **Change of Principal Office:** The Board of Directors shall have full power and authority to change the principal office of Heartbreakers from one location to another within the State of California. Any such change shall be made by resolution but shall not be considered an amendment to these Bylaws.

54.0 MEMBERS

- 54.1 Membership of this organization shall be open to all able-bodied persons without restriction to race, color, social or economic status or origin of ancestry.
- 54.2 Membership of this organization shall be restricted to all persons 18 years of age and older.
- 54.3 **Members:** All Member Teams and Registered Participant Members as defined in Article III shall be entitled to exercise all rights and privileges as that status may accord.
- 54.4 **Admission:** All players, teams, leagues, groups, individuals, or other organizations admitted to Heartbreakers shall be deemed to have indicated their willingness and obligation to comply with the Bylaws and the Rules and Regulations of Heartbreakers, CAHA, and USA Hockey.
- 54.5 **Suspension:** All players, teams, leagues, groups, individuals, or other organizations suspended by USA Hockey or CAHA shall be automatically suspended by Heartbreakers without further notice from Heartbreakers and shall remain suspended until such suspension is lifted by USA Hockey or CAHA.
- 54.6 **Right of Membership Refusal:** The Board of Directors shall have the right and discretion to refuse membership in Heartbreakers to any players, teams, leagues, groups, individuals, or other organizations within the criteria established by USA Hockey.

55.0 VOTING RIGHTS

- 55.1 **Heartbreakers Authorized Representatives:**
- a) The Heartbreakers shall be entitled to send an Authorized Representative to the CAHA Annual Meeting. This representative shall be entitled to represent and vote on behalf of the Registered Participant Members of Heartbreakers as set forth in the CAHA Bylaws.

- b) A representative shall be selected by the Registered Participant Members of the Heartbreakers in an open, democratic manner with each Registered Participant Member in good standing registered with the Heartbreakers as of January 31st of the then current playing season eligible to cast one (1) vote for the representative of their choice. The Authorized Representative shall be elected by a majority of the Registered Participant Members of the Heartbreakers. In the event of a tie, the Heartbreakers governing body shall elect the Authorized Representative from among the tied candidates by majority vote. The certified selection results for the Heartbreakers Authorized Representative shall be submitted in writing to CAHA by an officer of the Heartbreakers on or before March 31st of the then current hockey season. Proxy or cumulative voting is not allowed for the selection of Heartbreakers Authorized Representatives. Voting by ballot for Heartbreakers Authorized Representatives is encouraged.
- c) Unless a Registered Participant Member appears as his/her own representative at the CAHA annual or special meetings of Registered Participant Member's or gives his/her proxy to someone attending such meeting, the Authorized Representative of the Heartbreakers shall vote on behalf of all of the Registered Participant Members of the Heartbreakers. The Authorized Representative's votes shall be reduced by one for each registered Participant Member or Registered Participant Member's proxy holder present and electing to vote on behalf of such Registered Participant Member.

55.2 Proxy Voting:

- a) In the event Heartbreakers does not elect an Authorized Representative of the Registered Participant Members in accordance with Article 8.1, or if a Registered Participant Member so desires, a Registered Participant Member entitled to vote at any CAHA Annual or Special Meetings of Registered Participant Members shall be permitted to vote or act by written proxy.
- b) Any proxy given by a Registered Participant Member shall be in writing, shall identify the recipient of the proxy, shall specify the purpose of the proxy, and shall be signed by the Registered Participant Member with one vote allocated to each Registered Participant Member.
- c) The Heartbreakers shall deliver a copy of all written proxies given by its Registered Participant Members to the Secretary of CAHA at least two (2) weeks prior to the CAHA Annual Meeting or such other Special Meeting as may be called. A failure to comply with this timing requirement, however, shall not invalidate such proxies for voting purposes.
- d) All written proxies shall comply with California Law.
- e) Any Registered Participant Member not wishing to vote for a Heartbreaker Authorized Representative or to cast his/her vote(s) by proxy is entitled to attend any CAHA Annual or Special Meetings of Registered Participant Members to cast such vote directly.

56.0 FEES AND DUES

- 56.1 The Heartbreakers Board of Directors shall establish dues and such other fees to be paid by each Registered Participant Member. Such dues and fees shall be based upon an approved annual budget which will be established and accepted at the Heartbreakers Annual Meeting.
- 56.2 Failure to pay fees or dues as prescribed shall cause the loss of good standing of the Registered Participant Member and may result in suspension or expulsion from Heartbreakers, CAHA, and USA Hockey.

57.0 BOARD OF DIRECTORS

- 57.1 The affairs of Heartbreakers shall be governed and managed by a voting Board of five (5) Directors elected by a vote of the Registered Participant Members for the following Directors, as a minimum:
 - a) President

- b) First Vice President: Chairman of Disciplinary/Dispute Resolution Committee
- c) Second Vice President: Chairman of Fundraising and Sponsorship committee
- d) Secretary
- e) Treasurer

57.2 Any person interested in serving as a Heartbreaker Director shall be eligible for election providing, they are in good standing with USA Hockey, CAHA and Heartbreakers and have been with this Member Association for at least 2 years.

57.3 **Other Members of the Board:** From time to time the Board of Directors may add or appoint additional non-voting persons to the Board of Directors. These people shall be appointed where the Board of Directors feels that their presence and contribution is necessary for the good of the Heartbreakers.

57.4 **Duties of the Board of Directors:** The duties of the Board of Directors shall be as set forth in Addendum B and Addendum C hereto.

57.5 **Terms of Directors:** The President shall be elected for a term of three (3) years. He/she shall act as chairman of the Board of Directors but shall have no vote except in the event of a tie vote by the Directors, in which case he/she shall cast the tie-breaking vote. All other Directors shall serve a term of two (2) years. Terms of the Directors shall be staggered. Nothing contained herein shall prohibit a Director from being re-elected for consecutive terms. If any election is not held as scheduled, then those directors currently in office shall remain in office until such time as his or her successor is elected.

57.6 The following order of succession shall apply in the event the President is unable or unwilling to perform his/her duties.

- a) First Vice President
- b) Second Vice President
- c) Secretary
- d) Treasurer

Such succession shall apply until the President is able to resume their duties or the Board elects a successor, whichever comes first. Any such successor person shall have all powers of the President during that time, and all references to the President in these Bylaws shall include a successor.

57.7 **Voting by Directors:** Each Director shall be entitled to one vote. In the event of a tie vote, the Heartbreaker President shall cast the tie-breaking vote.

58.0 ELECTION OF HEARTBREAKER DIRECTORS

58.1 **Nominations for Heartbreaker Directors:** Nominations for Heartbreaker Directors must be received by a date designated by the Board of Directors or, if no such date is designated, no later than July 1st of each year, by the Heartbreakers Secretary or such other person designated in writing by the Heartbreakers Board of Directors. Nominations shall be accompanied by a brief written statement about the nominee outlining his/her hockey-related experience, if any and his/her interest or reason for running as a Heartbreaker Director. The list of candidates for Heartbreaker Directors shall be sent electronically to all Registered Participant Members no less than thirty (30) days prior to the Heartbreakers Annual Meeting, or ten (10) days after the date designated by the Board of Directors for receipt of nominations, whichever is later. There shall be no nominations from the floor for Heartbreakers Directors.

58.2 **Voting Eligibility for Heartbreaker Directors:**

- a) The election of Heartbreaker Directors shall be done at the Heartbreaker Annual Meeting by the Registered Participant Members registered with the Heartbreakers, CAHA, and USA Hockey as of

January 31st of the year in which the election is to be held.

- b) Any Registered Participant Member shall have the right to cast his/her vote directly or by proxy.
- c) Each Registered Participant Member shall have one vote for each Board of Director position open at that election.

58.3 **Voting for Heartbreakers Directors:** In any election of Heartbreaker Directors, the candidates receiving the highest number of votes are elected. Elections for Directors must be by written ballot.

58.4 **Removal and Replacement of Heartbreakers Directors:** Any Heartbreaker Director who fails to attend two or more consecutive meetings may be removed by an affirmative vote of two (2) or more directors present at a duly held Directors' meeting; provided, that the removal is placed on the meeting agenda prior to the meeting and the Director to be removed is given written notice at his last known address by U.S. Mail of the proposed action no less than seventy-two (72) hours prior to the meeting. Any Director removed from the Heartbreaker Board may be replaced by a majority vote of the remaining directors at a duly held Director's meeting.

The replacement Director shall remain in office for the unexpired term of the Director that was removed. If, for any reason, a Director is unable or unwilling to complete his term in office, the same procedure shall be used for replacement of that Director. Nothing contained herein shall be construed to limit removal of a Director pursuant to the provisions of California Corporations Code Sections 5221 or 5222 as they now exist or may hereafter be amended.

59.0 EXECUTIVE COMMITTEES

59.1 The Heartbreakers Board of Directors shall establish, as a minimum, the following Executive Committees:

- * Heartbreakers Disciplinary/Disputes Resolution Committee
- * Heartbreakers Fundraising/Sponsorship Committee
- * Heartbreakers Legal Counsel Committee

59.2 The members of these Executive Committees may be elected at the first Board of Directors Meeting by a majority vote of the Board of Directors present at the meeting, but in no event shall such elections take place any later than thirty (30) days after the Annual Meeting of the Board of Directors. The Heartbreakers President shall have the absolute right to appoint one person of his/her choosing to each Executive Committee who shall not be a Director of Heartbreakers. Nothing herein shall prevent the Board from adding additional members to such Committees at later times.

59.3 The members and duties of each Executive Committee shall be as set forth in Addendum D hereto. As a minimum, at least one (1) director shall serve on each Executive Committee. The Heartbreakers President shall also serve as an ex-officio member of each Executive Committee if, not otherwise appointed to that committee but shall not vote nor shall his/her presence be counted for purposes of determining a quorum when serving in an ex-officio capacity. The Heartbreakers President shall serve as a liaison between the Executive Committees and the Heartbreakers Board of Directors.

59.4 The Board of Directors may, at any time, establish such other Executive Committees as it shall deem desirable or necessary. Members of such other Executive Committees shall be appointed by a majority vote of the Board of Directors and such Executive Committees shall have the authority and shall perform the duties prescribed from time-to-time by the Board of Directors.

59.5 Any Executive Committee member who is unable or unwilling to complete his/her full term of service for which the member was appointed shall be replaced by a majority vote of the Board of Directors. In the event that the functioning of a Committee has been substantially impaired in the opinion of the President by the absence of such a member, the President may appoint a replacement member to such Committee, which shall remain effective until the next Board of Directors meeting.

- 59.6 Any Executive Committee member appointed by the Board of Directors may be removed from the committee by a vote of two-thirds (2/3) of the Board of Directors whenever, in the Board's judgment, the best interest of Heartbreakers would be served thereby, but such removal shall be without prejudice to subsequent re-appointment or appointment to another Executive Committee.
- 59.7 The objectives, programs, budgets, and fees proposed by each Executive Committee shall be subject to the approval by majority vote of the full Heartbreakers Board of Directors.
- 59.8 Nothing herein should be construed that the Executive Committees are to be organized in an identical manner nor that the objectives and programs of the Executive Committees be the same. At a minimum, each Executive Committee will have a chairperson.
- 59.9 All proceedings of Executive Committees shall be recorded, and minutes of the meetings provided by mail or facsimile to all committee members and the full Board of Directors within seven (7) days of any Executive Committee session or meeting.
- 59.10 Each Executive Committee shall be allowed to place items on the agenda of the Heartbreakers Board meetings under their respective Executive Committees to be voted on as any other agenda item in the prescribed manner.

60.0 EXONERATION FROM PERSONAL LIABILITY

- 60.1 Heartbreakers hereby consents and declares that each Director, members of the Executive Committees, chairman and members of all other committees, and all elected or appointed officials in any capacity, shall be deemed to have assumed office or assignment on the express understanding, agreement and condition that each one of them and his/her heirs, executors and administrators, estate and effects respectively, shall from time-to-time and at all times be indemnified and saved harmless out of the funds of the Heartbreakers from and against all liabilities, judgments, costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, or suit or proceeding which is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his/her office and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect, intentional wrongful act or fraudulent act.
- 60.2 Heartbreakers shall maintain Directors and Officers insurance in effect at all times.

61.0 MEETINGS

- 61.1 **Registered Participant Member Meetings** - Heartbreakers shall hold its annual meeting of Registered Participant Members between July 1st and August 31st of each year. The President shall be the Chairperson of the annual meeting of Registered Participant Members. The Registered Participant Members' annual meeting shall precede the annual meeting of the Board of Directors. In addition, other Registered Participant Members' meetings may be called by the President, by an electronic request of no less than two-thirds (2/3) of the Board of Directors or by an electronic request of no fewer than sixty percent (60%) of the Registered Participant Members. In the event of an electronic request by the Board, the President shall within 5 days send out a notice of Special Registered Participant Members Meeting to be held within no less than 10 and no more than 30 days of the date of mailing of the notice. In the event the President fails to so act within 5 days, one or more persons in the line of succession identified in Article 12.8 may immediately send out such a notice. Registered Participant Members or the Registered Participant may attend in person or may be represented by proxy.
- 61.2 **Board of Directors Meetings:**
- a) Regular meetings of the full Board of Directors shall be held in January or February, and August or September of each year. The President shall act as chairperson of the Board of Director meetings. The August/September meeting shall take place after the Annual Meeting of Registered Participant Members, at which time any newly elected Directors shall be seated.

- b) At the annual meeting of the Board of Directors, members of the Executive Committees shall be elected and/or appointed, such as the case may be. The August/September meeting is designated as the annual meeting of the Board.
- c) Meetings of the Board of Directors may be conducted through the use of conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear and be heard by each other.

61.3 **Executive Committee Meetings:** Meetings of Executive Committee shall take place as needed, but no less often than once per year. It is recommended that the Disputes Resolution Committee meet monthly from September through April of each playing season. Executive Committee meetings may be conducted through the use of conference telephone or similar communication equipment, so long as all members can hear and be heard by each other.

61.4 **Action by Board of Directors or Executive Committee without Meeting:**

- a) Unless otherwise prohibited in these Bylaws, any action which may be taken at a meeting of the Board of Directors or Executive Committees may be taken without a meeting if the Board of Directors or Executive Committee distributes a written ballot to every member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission and responses may be returned by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot.
- b) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at the which the total number of votes cast was the same as the number of votes cast by ballot.
- c) Written ballots solicited pursuant to this section shall indicate the number of responses needed to meet the quorum requirement and shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must also specify the time by which the ballot must be received in order to be counted.
- d) Unless otherwise provided in the Bylaws, a written ballot may not be revoked.
- e) The results of such written ballot shall be tabulated and recorded on the minutes of the next meeting.

62.0 **QUORUMS**

62.1 **Quorum for Registered Participant Members Meetings:** One third (1/3) of the Registered Participant Members registered with USA Hockey, CAHA, and Heartbreakers as of January 31st of the current playing season plus one must be present in person or by proxy at a meeting to constitute a quorum for the transaction of business at any meeting of Registered Participant Members. A duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding withdrawal of Registered Participant Members which may leave less than a quorum in attendance. Notwithstanding this quorum requirement, pursuant to California law, the Registered Participant Members Meeting may validly act and vote without quorum on any matters about which notice was generally given in the Notice of Meeting sent to Registered Participant Members.

62.2 **Quorum for Meetings of the Board of Directors and Executive Committees:**

- a) 35% (percent) of the Directors then seated shall constitute a quorum for transaction of business by the Board of Directors.
- b) A majority of the respective Committee members shall constitute a quorum for the transaction of any Executive Committee business.

- c) A duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding withdrawal of Directors or committee members which may leave less than a quorum in attendance.

63.0 CONTRACTS, CHECKS, DEPOSITS, FUNDS AND FISCAL YEAR

- 63.1 **Contracts:** The Board of Directors may authorize any Executive Committee of Heartbreakers, in addition to the Directors so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of Heartbreakers and such authority may be general or confined to specific instances.
- 63.2 **Checks, Drafts, etc.:** All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of Heartbreakers shall be signed by such Director or Directors of Heartbreakers and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of Heartbreakers in the event the amount of said instrument is in excess of \$1000.00. Instruments in amounts less than \$1000.00 may be signed by the Treasurer or President alone, or for more than \$1000.00, if instructed by the Board of Directors.
- 63.3 **Deposits:** All funds of Heartbreakers shall be deposited from time to time to the credit of Heartbreakers in such banks, trust companies or other depositories as the Board of Directors may select.
- 63.4 **Gifts:** The Board of Directors may accept on behalf of Heartbreakers any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Heartbreakers.
- 63.5 **Reporting:** The Heartbreakers Treasurer shall provide the Board of Directors with an itemized listing of all checks issued and deposits made on a quarterly basis.
- 63.6 **Fiscal Year:** The fiscal year of Heartbreakers shall begin on July 1 and end on June 30 of the following year.

64.0 AMENDMENTS

- 64.1 **Bylaw Amendments:** Unless the action would materially or adversely affect the voting rights of Registered Participant Members, Bylaws may be adopted, amended, or repealed by the Board of Directors by a vote of two-thirds (2/3) of the Directors present at the Heartbreakers Annual Meeting or at any other duly held meeting of the Board of Directors, except as provided in California Corporations Code with respect to required and optional number of directors, term of office, filling vacancies, quorums, proxy voting, and cumulative voting.
- 64.2 **Bylaw Amendments Affecting Registered Participant Members Voting Rights:** Amendments or alterations to these Bylaws affecting the voting rights of Registered Participant Members shall be made only at the Annual Meeting of Heartbreakers after specific notice to the President and Secretary of Heartbreakers has been given, in writing, not later than 30 days prior to the scheduled date of said meeting. The Secretary shall communicate such proposed amendments or alterations to each member of the Board of Directors and the Registered Participant Members no later than May 1st of any year in which such amendment is proposed.
- 64.3 **Approval of the Registered Participant Members:** A majority vote of the Registered Participant Members entitled to vote and present at a meeting duly called and held is required for the adoption of any amendment or alteration to these Bylaws that affect those items specifically identified above.
- 64.4 **Distribution of Bylaws and Rules:** Heartbreakers shall provide a copy of its current Bylaws and Rules and Regulations to each Registered Participant Member registered with Heartbreakers which requested a copy no later than thirty (30) days from such request and to the Executive Director of USA Hockey by December 31st of each playing season.

65.0 BOOKS AND RECORDS

- 65.1 Heartbreakers shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Executive Committees and shall keep at the registered or principal office, records giving the names and addresses of members of the Board entitled to vote. Any Registered Participant Member or his agent or attorney may inspect all books and records of Heartbreakers for any proper purpose at any reasonable time.

66.0 DISPUTE RESOLUTION

- 66.1 It is the express purpose of this Article to establish a fair and orderly process for the resolution of disputes within Heartbreakers and to require that all Registered Participant Members of Heartbreakers utilize that administrative process. In that connection, Heartbreakers expressly adopts the USA Hockey Dispute Resolution procedure set forth in USA Hockey Bylaw Section 10, as it now exists or may hereafter be amended.
- 66.2 The power to suspend or discipline any individual or Member Team shall be vested in Heartbreakers in accordance with the rules and regulations. Whoever is vested with that authority shall arrange for the conduct of a hearing. The individual conducting the hearing shall be impartial and without any interest in the outcome; in the event a substantial issue is raised about such person's impartiality or interest based on objective facts, a new person shall be appointed to hear the matter if there is even an appearance of partiality or interest by the hearing officer. All parties involved in the incident and witnesses thereto shall be given the opportunity to give their version of the facts.
- 66.3 **Appeals to Heartbreakers Disciplinary/Dispute Resolution Committee:** Any individual or Member Team suspended or disciplined by Heartbreakers shall have the right to appeal such suspension or discipline to the Heartbreakers Disciplinary/Dispute Resolution Executive Committee. The appeal shall be addressed to the First Vice President of Heartbreakers with a copy to Heartbreakers Legal Counsel.
- 66.4 **Appeals to CAHA Disciplinary/Dispute Resolution Committee:** After any Heartbreakers proceedings are completed, an appeal of Heartbreakers action must be submitted in writing to the CAHA First Vice President no later than ten (10) days after a decision was rendered, or after a hearing or decision was refused or failed to be carried out by Heartbreakers. The CAHA Disciplinary/Dispute Resolution Executive Committee will review the appeal in no more than thirty (30) days after the appeal was submitted.
- a) The written Notice of Appeal shall contain the name, address and telephone number of the party presenting the appeal, along with their fax number and e-mail addresses, if any, a brief statement of the decision or inaction from which the Appeal is made and be accompanied by any documentary evidence or writings relevant to the appeal.
 - b) The written Notice of Appeal shall be accompanied by the \$250.00 check as set forth in Section 51.6 of the CAHA guidebook. No such check is needed to open a proceeding under Section 51.5 of the CAHA guidebook.
 - c) The hearing of the Committee shall comply with the dispute resolution requirements of USA Hockey. The decision of the CAHA Disciplinary/Dispute Resolution Executive Committee shall be announced orally at the time of hearing, if possible, and reduced to writing within forty-eight (48) hours of the hearing. A copy of such written decision shall be transmitted to the CAHA President and the CAHA Secretary and the parties to the Appeal within forty-eight (48) of the hearing.
- 66.5 **Advisory Interpretations of Governing Documents and Decisions:** In the event a controversy or dispute arises regarding the construction, interpretation, or application of the Constitution, Bylaws, Rules and Regulations, decisions of the Board of Directors of Heartbreakers, CAHA or USA Hockey, or decisions of Heartbreakers, CAHA or USA Hockey, the controversy or dispute shall be submitted to the CAHA Disciplinary/Dispute Resolution Executive Committee for resolution and/or interpretation in accordance with Rules and Regulations governing the appeals process. Such a request for resolution and/or interpretation shall be addressed to the First Vice President of CAHA with a copy to CAHA Legal Counsel. If the Committee decides to only render an interpretation of such governing documents and/or decisions, the Committee does not need to conduct a hearing and they shall then return the matter to Heartbreakers for resolution considering that interpretation.

- 66.6 **Appeal to CAHA Board of Directors:** To appeal a decision of the CAHA Disciplinary/Dispute Resolution Committee, either party to the dispute submitted to the CAHA Disciplinary/Dispute Resolution Executive Committee may appeal the decision of that committee to the Board of Directors in accordance with procedures set forth in the CAHA Rules and Regulations. The appeal shall be considered by the Board of Directors at the next regularly scheduled meeting of the Board or, in the event the decision of the CAHA Disciplinary/Dispute Resolution Executive Committee would deprive a member of rights which would be irremediable at the time of the next regularly scheduled Board meeting, the Board may be telephonically polled to determine whether the decision of the CAHA Disciplinary/Dispute Resolution Executive Committee shall be ratified, modified or overruled. Each member of the Board shall be sent or supplied with a copy of the decision of the CAHA Disciplinary/Dispute Resolution Executive Committee prior and all written submissions from the parties to the dispute to polling. CAHA legal counsel or such other independent person shall conduct the polling as the President may select and the results announced within forty-eight (48) hours, or such shorter time as may be feasible in the circumstances.
- 66.7 **Sanctions:** Each Registered Participant Member and their agents or representatives shall confine the resolution of disputes with Heartbreakers to the process described herein and to the process set forth in the Heartbreakers Rules and Regulations. Therefore, any recourse directly to USA Hockey, CAHA, or the court of any jurisdiction by any individual before all of the procedures, rights, and remedies described in these Bylaws and the Heartbreakers Rules and Regulations have been exhausted, shall be deemed conduct detrimental to Heartbreakers within the meeting of these Bylaws. Such violation of these Bylaws and procedures shall subject the individual and their agents and representatives to immediate suspension and disqualification or such other discipline as the Board deems appropriate. Any actions of the Board to remove or modify the sanctions imposed in any matter shall not include the restoration of games and points lost or denied during any period of suspension and/or disqualification.
- 66.8 **Expenses:** In order to defray some of the costs associated with CAHA resolving any dispute, the appealing party of the dispute shall forward a bond of \$250.00 in the form of a certified check payable to CAHA along with a written request for a resolution of the dispute. If the decision is in favor of the appealing party the bond will be returned. The non-prevailing party in any dispute involving two or more Registered Participant Members of Heartbreakers shall forfeit any bond and may also be liable to CAHA for the entire cost of the CAHA Disciplinary/Dispute Resolution Executive Committee proceeding and any further costs attributable to a hearing by the Board of Directors, including attorneys' fees and costs incurred by CAHA in connection therewith as determined by the Board of Directors at their sole discretion.

67.0 INDIVIDUAL DISCIPLINE

- 67.1 Players, coaches, and all other individuals within Heartbreakers are subject to the same rules and regulations of conduct and are equally subject to suspension, expulsion, or discipline. The President, or any Vice President officially acting in his/her place or stead, pursuant to the rules prescribed herein and consistent with the rules and regulations of USA Hockey relating to suspension or expulsion, may suspend any player, team, team official or other individual for conduct detrimental to the game, or for such other reasons as may be determined as grounds for suspension or expulsion by the Board of Directors.
- 67.2 For this same purpose, the President may appoint such committee or committees to take such action as he/she may be empowered to do him/herself under these Bylaws and Rules. The Board of Directors may appoint for the same purposes and with the same powers, such committees.

68.0 RULES OF ORDER

- 68.1 All Heartbreakers meetings of Registered Participant Members and the Board of Directors shall be conducted in accordance with the most recent edition of the "Robert's Rules of Order" unless otherwise specified in these Bylaws.
- 68.2 The Order of Business for the Heartbreakers Annual Meeting of Registered Participant Members shall be:
- a) Call To Order by the President
 - b) Seating of Registered Participant Member's and Determination of Validity of Proxies
 - c) Election of Heartbreakers Directors

- d) Reading of Minutes of last meeting of Registered Participant Members and Approval
- e) Voting on Bylaw Changes related to Registered Participant Member Voting Rights
- f) President's Report
- g) Treasurer's Report
- h) Vice Presidents' Reports Regarding Prior Season's Activities and Current Executive Committee Plans
- i) Additional Reports Designated by President
- j) Old Business Regarding Last Prior Registered Participant Member Meeting
- k) New Business Regarding Registered Participant Member Meeting
- l) Setting of Time and Place for Next Meeting
- m) Adjournment

Note - No votes shall be taken during the Annual Registered Participant Member Meeting unless the matter needs to be submitted to Registered Participant Members for vote.

68.3 The Annual Meeting of the Board of Directors shall immediately follow the adjournment of the Heartbreakers Annual Meeting of Registered Participant Members. The Order of Business for the Annual Meeting of the Heartbreakers Board of Directors shall be:

- a) Call To Order
- b) Roll Call
- c) Election of Executive Committees (unless deferred)
- d) Reading of Minutes of Last Board Meeting and Approval
- e) Old Business Presented by Directors and Committees (Order to be selected by President)
- f) New Business (Unless in the President's opinion a particular issue will involve the undue consumption of time, New Business will be considered as each director and/or committee present their matters under Old Business. However, all Directors and committees shall be permitted to raise New Business matters after President and Committee initiated New Business matters are addressed)
- g) Adjournment

68.4 The order of business for all other Heartbreakers regular or special meetings shall be:
The same as for the Annual Meeting, except that elections shall only be for the purpose of filling vacancies, as needed:

- a) Call To Order
- b) Reading of Minutes
- c) Reports
- d) Old Business
- e) New Business
- f) Adjournment

69.0 ADDENDUM

69.1 There are five (5) Addendums to these Bylaws as follows:

ADDENDUM A - Rules Governing Member Associations

ADDENDUM B - Responsibilities and Duties of Heartbreakers Board of Directors

ADDENDUM C - Responsibilities and Duties of Heartbreakers Directors

ADDENDUM D - Responsibilities and Duties of Heartbreakers Executive Committees

ADDENDUM E - FUTURE

69.2 Addendum B through E inclusive may be modified by the Heartbreakers Board of Directors at any time.

**SAN DIEGO HEARTBREAKERS
BYLAWS - ADDENDUM A
RULES AND REGULATIONS GOVERNING MEMBER ASSOCIATIONS OF CALIFORNIA AMATEUR
HOCKEY ASSOCIATION**

A1.0 REGISTERED MEMBER ASSOCIATION

A1.1 Status: A properly Registered Member Association is the non-exclusive organization authorized ("Member Association" has as its meaning the definition contained in the Bylaws of the California Amateur Hockey Association, herein "CAHA") by CAHA to develop players and teams and conduct the affairs of CAHA in order to promote the sport of amateur ice hockey under its ice hockey program (herein "Participant Program").

A2.0 AUTHORITY-JURISDICTION

A2.1 Authority

A2.1.1 Separate Organization: Each Registered Member Association of CAHA is and shall be an independent and separate organization or entity distinct from CAHA.

A2.1.2 Conduct Of Its Affairs and Programs: Each Registered Member Association is the organization which shall have initial, primary authority and responsibility to conduct its affairs and programs; including, at a minimum, the conduct of its directors, officers, players, parents, coaches, minor officials, administrators, fans, participants, and members within its Participant Program.

A2.1.3 Annual Basis: Each Registered Member Association's authorization shall be granted on an annual basis, and application shall be made annually by a Member Association to CAHA for registration prior to commencement of its Participant Program.

A2.1.4 Subject to CAHA and USA Hockey: Each Registered Member Association's authority is subject to the obligations and restrictions contained in the Bylaws and Rules of CAHA and USA Hockey and, specifically, in this Addendum A to the Bylaws of CAHA. The Bylaws, Rules and Regulations of CAHA and USA Hockey and their decisions shall take precedence over and supersede all similar governing documents, authority and/or decisions of a Registered Member Association. Each Registered Member Association shall abide by and act in accord with the Bylaws, Rules and Regulations and decisions of CAHA and USA Hockey.

A2.2 Fees and Fund-raising: A Registered Member Association is authorized to do the following:

A2.2.1 Fees: to assess and charge a reasonable fee for participants/members within its Participant Program, in addition to any regular CAHA and USA Hockey fees; the amount of any charge shall be communicated in writing to each participant/member prior to tryouts and the undertaking of any obligation by the participant/member. CAHA may request a report of the fees charged by Registered Member Association to its participants who shall remain confidential, and Registered Member Association shall promptly provide the report on request.

A2.2.2 Fund-raising: to operate fund-raising programs to support its functions as a Registered Member Association of CAHA, including special charges on paid-gate tournaments, games or events sponsored by the Registered Member Association but not on events sponsored by CAHA, nor may such events conflict with CAHA or USA Hockey events, unless specifically authorized by CAHA or USA Hockey.

A2.2.3 Other Authorized Services: to perform and/or provide other authorized services or functions to promote and regulate the play of the sport of amateur ice hockey as a Registered Member Association of CAHA in the Registered Member Association's Participant Program.

A3.0 CAHA COOPERATION

A3.1 CAHA Recognition of Teams: CAHA will accept and register only those individuals and teams within Registered

Member Association's Participant Program which hold and continue membership in good standing with Registered Member Association.

A3.2 CAHA Cooperation: CAHA will cooperate with and assist Registered Member Association in the administration of the sport of amateur ice hockey within Registered Member Association's Participant Program, when such cooperation and assistance is deemed necessary and/or advisable by CAHA. It is understood by each Registered Member Association, however, that primary and initial responsibility is with the Registered Member Association, and that CAHA has no duty to assist in, advise or manage a Registered Member Association's affair.

A3.3 CAHA Name: Registered Member Association shall have no right to the use the name California Amateur Hockey Association, CAHA, or their logos ("CAHA Names") and shall not use CAHA Names or any affiliations with CAHA except as approved in writing by CAHA.

A4.0 BYLAWS AND/OR POLICIES WHICH MUST BE ADOPTED BY Registered Member Association

A4.1 Bylaws or General Guidelines: Registered Member Association shall have written Bylaws, Rules and Regulations, or General Outlines of the method of governance and authority of the Registered Member Association.

A4.2 Operating Policies, Rules, and Regulations: Registered Member Association shall have written Operating Policies, Rules, Regulations and Policies that will inform the participant/members or any potential member of the organization of its day-to-day operating procedures, including any concept that Registered Member Association wishes to enforce, and it shall make them reasonably available to its participants prior to selection of any team, but no less than fifteen (15) days prior to tryouts.

A5.0 ORGANIZATIONAL STRUCTURE OF REGISTERED MEMBER ASSOCIATIONS

A5.1 Organizational Structure: Registered Member Association shall have an organizational structure described in writing on a REGISTRATION FORM provided by CAHA prior to commencement of its Participant Program. The REGISTRATION FORM shall be provided in connection with application for membership in USA Hockey.

A5.2 Corporation/501(c) (3) Status: It is strongly suggested, but not required, that Registered Member Association have a corporate structure and always maintain a tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

A5.3 Certification: The REGISTRATION FORM shall be signed by an authorized agent of Registered Member Association who shall acknowledge that all Officers, Directors, or Managing Agents have read the REGISTRATION FORM, CAHA Bylaws, Rules and Regulations and understand their obligations.

A6.0 GOVERNANCE

A6.1 Government and Responsibility: It is recommended that the government and authority of Registered Member Associations be vested in a Board of Directors composed of at least five representatives, as determined by Registered Member Association, who should be representative of the Registered Member Association and its programs and fundamentally fair to all the participant/members of the Registered Member Association. It is recommended that there be multiple representatives for each level of the Registered Member Association's program. The burden of showing fundamental fairness to participants shall be on the Registered Member Association. It is recommended that the terms of directors and officers be staggered. If a Managing Agent or Officers operate the Participant Program, the above responsibilities shall be equally applicable to them.

A6.2 Annual Meetings: The Registered Member Association shall hold an annual meeting of its participants/members and provide reasonable notice to its participants/members.

A6.3 Communication: The Registered Member Association shall establish reasonable methods of communication with its participants.

A7.0 MINIMUM PRINCIPLES

- A7.1 Registered Member Association Reflect Principles:** Registered Member Association's organization, structure, policy, bylaws, and/or operation of Registered Member Association shall reflect, and shall not violate, the following principles:
- A7.2 Team/Player Membership:** All registered teams, player, and coaches of Registered Member Association, as a condition of membership in good standing with Registered Member Association, shall also be required to be "Registered Team Members," players, and coaches in good standing of CAHA and USA Hockey.
- A7.3 Overview of Program:** Registered Member Association shall prepare and distribute to its participants an overview of its program, including its philosophies and associations (i.e., with learn to skate or Initiation Programs) the teams, ice times, team selection, team and individual fees and costs, income, and expenses, how team and individual fees and costs were determined, Grievance and Disciplinary Procedure. This Overview shall be available and provided to potential participants prior to selection of any team, but no less than fifteen (15) days prior to tryouts.

A7.4 Financial Reports/Dues and Assessments

- A7.4.1 Financial Stability:** Registered Member Associations shall maintain financial responsibility.

The following shall apply to each Nonprofit Registered Member Association, except those Registered Member Associations that are sponsored by a licensed educational institution or a governmental body:

- A7.4.2 Budget:** Each Non-Profit Registered Member Association shall provide to its membership (and make available to CAHA) an initial budget and provide it to its potential participants prior to selection of any team, but no less than fifteen (15) days prior to tryouts. This budget shall include, at a minimum, the form and detail set out on a BUDGET FORM provided by CAHA as part of the REGISTRATION process.
- A7.4.3 Annual Financial Report:** Each Nonprofit Registered Member Association shall also prepare an annual report of operations with a copy to CAHA and make it available to its members within sixty (60) days of the end of its hockey season. CAHA's treasurer shall maintain the confidentiality of such data and it shall not be disclosed to any person other than CAHA's Officers or Directors who shall use such information for purposes only related to the affairs of CAHA.
- A7.4.4 Fees, Dues and Assessments:** All fees, costs, dues, and assessments by all Registered Member Associations, Profit or Non-Profit, shall be reasonable in relation to the programs it offers to its members/participants.
- A7.4.5 Detailed Financial Statements/Fiscal Responsibility:** Each Nonprofit Registered Member Association shall prepare detailed financial statements in form and substance that shows fiscal responsibility and control, and which shall be available to CAHA on request. The detailed financial statements of the Registered Member Association shall be reasonably available to its participants. Reasonably available financial statements shall mean to make the books and records available to participants upon a written request and a reasonable time and place for any participant interested to come and view the statements with the Registered Member Association Treasurer (or someone reasonably knowledgeable of the statements) present to answer reasonable inquiries but not more than every two months during the hockey season without charging a reasonable fee.
- A7.5 Publication of Constitution, Bylaws, Rules, and Regulations:** All Registered Member Associations shall make their constitution, by-laws, or other governing documents, including all amendments, available to its members and to CAHA. Copies shall also be available upon reasonable request.

A7.6 Equal Opportunity:

- A7.6.1 Advise CAHA:** In the event of any allegation of discrimination, Registered Member Association shall

notify the CAHA Disciplinary and Review Committee in writing immediately upon knowledge of such allegation and keep CAHA advised in writing (including, but not limited to, any action taken or recommended).

A7.7 Abuse:

A7.7.1 Advise CAHA: In the event of any allegation of abuse including, but not limited to, sexual, physical, or mental abuse, Registered Member Association shall notify its designated Screener as that person is identified in CAHA's Screening and Abuse Policy in writing immediately upon knowledge of such allegation.

A7.8 Grievance/Suspension Resolution: Each Registered Member Association shall provide a grievance and discipline procedure for the prompt and equitable resolution of grievances and discipline of its members by either adopting its own, CAHA's, or USA Hockey's. This procedure shall include a channel of communication, such as a Rules & Ethics Committee, fair notice, and opportunity for a hearing to any amateur athlete, coach, parent, trainer, manager, administrator, or official before declaring such individual ineligible to participate, except for violation of playing rules and as set out in the Rules of CAHA and USA Hockey or as required by law.

A7.9 Turnover Files: Registered Member Association shall use reasonable efforts to prepare, maintain and make available "turnover" files for each of its operations with the intent of smooth transitions of personnel.

A7.10 Indemnity: By registering with CAHA, each Registered Member Association agrees to indemnify, defend and hold CAHA harmless from any and all claims, expenses, liability, judgments, attorneys fees, charges, or costs arising from the acts and omissions of Member Association except to the extent (i) CAHA caused such claims, expenses, liability, judgments, attorneys fees, charges, or costs by its own active (but not passive) negligence or intentional acts or willful misconduct; or, (ii) that such acts were the direct result of compliance with the Articles of Incorporation, Constitution, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey or CAHA.

A8.0 AVAILABILITY OF ICE

A8.1 Show Availability: Registered Member Association shall be able to show sufficient availability of ice to support its program and promote that program in accordance with the Bylaws and Rules of CAHA and USA Hockey.

A8.2 Ice Contracts: Registered Member Association should have each ice contract it anticipates entering into or enters into reviewed by the USA Hockey Risk Manager for the Pacific District prior to entering into each contract.

A9.0 INSURANCE

A9.1 General Liability: Registered Member Association shall, at all times, obtain and be covered by the general liability insurance policy maintained by USA Hockey. The limits of that policy may be made by USA Hockey at its sole prerogative. Registered Member Association may also obtain whatever additional insurance coverage it may desire, at its own expense, but agrees to name CAHA as an additional insured of any such policy. By purchasing and maintaining the USA Hockey general liability insurance policy, USA Hockey and CAHA do not assume, and indeed disclaim, any liability for any actions or omissions of Registered Member Association.

A9.2 Officer's and Director's Liability: Registered Member Association should use reasonable efforts to purchase, acquire or provide, and maintain in full force and effect at all times, and (to the extent such insurance is not obtained through USA Hockey) name USA Hockey and CAHA as an additional insured under any such policy.

A10.0 COOPERATION IN ANY LITIGATION

A10.1 CAHA and Registered Member Association Cooperation: CAHA and Registered Member Association shall reasonably cooperate with each other in any litigation and provide reasonable support in connection with that cooperation, including but not limited to advice and testimony upon reasonable request; provided, however, that such cooperation shall not require CAHA to incur any out-of-pocket expenses not reimbursed by Registered Member Association.

**SAN DIEGO HEARTBREAKERS
BYLAWS - ADDENDUM B
DUTIES OF THE HEARTBREAKERS BOARD OF DIRECTORS**

- B1.0** Without restricting or limiting the duties imposed by law, by the Heartbreakers Articles of Incorporation, or by the Constitution and governing documents of USA Hockey and CAHA, the duties of the Board of Directors shall include, but are not limited to, the following:
- a) Review, approve, remove, or revise the Registered Participant Member status within Heartbreakers
 - b) Adopt, amend, revise, or repeal the Bylaws, Rules, and Regulations of Heartbreakers.
 - c) Remit or remove suspensions in accordance with the Bylaws of Heartbreakers, CAHA, and USA Hockey.
 - d) Enforce the Constitution, Bylaws and Regulations of Heartbreakers, CAHA, and USA Hockey.
 - e) Remove from office any Director by 2/3 majority vote.
 - f) Temporarily fill the vacancy of any Director caused by any reason.
 - g) Appoint the members of Executive Committee.
 - h) Establish and collect dues.
 - i) The Board of Directors shall approve the operating budget.
 - j) Ratify any temporary ruling by the President, Directors or Executive Committee(s) acting on the authority of the Board of Directors.
 - k) Call special meetings.
 - l) Have access to all financial records; review all expenditures and collections.
 - m) Interpret, define, and explain all the provisions of the Bylaws and the Rules and Regulations of San Diego Heartbreakers, CAHA, and USA Hockey.
 - n) Any other such powers granted by the California Corporation Code, these Bylaws, the Bylaws of CAHA, USA Hockey, or the Association Agreement.

**SAN DIEGO HEARTBREAKERS
BYLAWS - ADDENDUM C
DUTIES OF HEARTBREAKERS DIRECTORS**

C1.0 PRESIDENT

- C1.1 The President shall be the principal executive Director of Heartbreakers and shall, in general, supervise and control all the business and affairs of Heartbreakers. The President shall have, but is not limited to, the following powers and duties:
- a) Presiding at all meetings of the Member Teams, Registered Participant Members and of the Board of Directors at which he/she is present.
 - b) The power to call special meetings of Heartbreakers, at his/her discretion.
 - c) The power to determine questions arising from emergencies not provided for in the Bylaws or Rules and Regulations of Heartbreakers until such time as they may be acted upon by the appropriate Heartbreakers Executive Committee or the Heartbreakers Board of Directors; attending and representing Heartbreakers in other ice hockey meetings, including the CAHA Annual Meeting and any Pacific District meetings, or appoint another member of the board to attend in his/her place.
 - d) Is the liaison between San Diego Heartbreakers, CAHA (California Amateur Hockey Association) and USA Hockey representatives.
 - e) Will be the Heartbreakers Authorized Representative and Associate Registrar, unless such other person is voted for by the Registered Participant Members.
 - f) Temporarily fills the vacancy on the Board of Directors caused by the resignation, removal, or withdrawal of any director.
 - g) Shall be an ex-officio member of all Executive Committees unless he/she otherwise qualifies to be a member of any such committee.
 - h) Shall sign, with the Secretary or other proper Director of Heartbreakers as authorized by the Board of Directors, any contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Director or agent of Heartbreakers.
 - i) Shall have custody of and be responsible for all funds and securities of San Diego Heartbreakers. Prepare and submit an annual operating budget to the Board of Directors at the Annual Meeting.
 - j) Shall be custodian of the corporate records and of the seal of San Diego Heartbreakers.
 - k) Shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

C2.0 FIRST VICE PRESIDENT

- C2.1 The First Vice President shall have, but is not limited to, the following powers and duties:
- a) In the absence of the President or in the event of the President's inability or refusal to act, the First Vice President shall perform all duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.
 - b) Chairperson of the Disciplinary/Disputes Resolution Executive Committee.
 - c) Shall ensure that Heartbreakers Directors Insurance is always maintained and in effect.

- d) Oversees all items relating to the Coaches within the San Diego Heartbreakers
- e) Is responsible for overseeing any tournament that the San Diego Heartbreakers are hosting.
- f) In addition to the foregoing and with the concurrence of the President, is charged with the operation, general supervision, and direction of all the business affairs of San Diego Heartbreakers and shall discharge all of the duties imposed on him/her by the Board of Directors from time to time.
- g) Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

C3.0 SECOND VICE PRESIDENT

C3.1 The Second Vice President shall have, but is not limited to, the following powers and duties:

- a) In the absence of any higher-ranking Officers, shall perform all duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.
- b) Chairman of the Fundraising/Sponsorship Executive Committee.
- c) Maintains all forms related to Heartbreakers fundraising and Sponsorships.
- d) Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

C4.0 SECRETARY

C4.1 The Secretary shall have, but is not limited to, the following powers and duties:

- a) Shall keep minutes of the meetings of the Member Teams, Registered Participant Members and of the Board of Directors in one or more books provided for that purpose.
- b) Shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c) Shall keep the records of Heartbreakers, direct correspondence, issue notices of all meetings, and perform the duties usual to this office.
- d) Shall maintain a current list of names, addresses, email addresses and telephone numbers for each Registered Participant Members within Heartbreakers.
- e) Shall make all meeting arrangements (food, rooms, etc.) for Heartbreakers Meetings.
- f) Is Responsible for the logistical needs of each Member Team of Heartbreakers (jerseys, socks, etc.).
- g) Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

C5.0 TREASURER

C5.1 The Treasurer shall have, but is not limited to, the following powers and duties:

- a) If required by the Board of Directors, he/she shall give a bond for the faithful discharge of Treasurer's duties in the sum and with such surety or sureties as the Board of Directors may determine.
- b) Shall have charge of and be responsible for the collection of all funds and securities of Heartbreakers.
- c) Shall receive and give receipts from monies due and payable to Heartbreakers from any source whatsoever, and deposit all such monies in the name of Heartbreakers in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws.
- d) Shall be responsible for filing all required financial statements, returns or other documents as may be required by

government agencies to whom Heartbreakers has responsibility. Co-signs all approved spending.

- e) Shall prepare, maintain, and distribute Heartbreakers financial reports to the Board of Directors at each meeting.
- f) Ensure that an audit of Heartbreakers financial records is completed as required by law or as requested by action of the Board of Directors.
- g) Shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

**SAN DIEGO HEARTBREAKERS
BYLAWS - ADDENDUM D
RESPONSIBILITIES AND DUTIES OF EXECUTIVE COMMITTEES**

D1.0 DISCIPLINARY/DISPUTE RESOLUTIONS COMMITTEE

- D1.1 The Disciplinary/Dispute Resolutions Committee will consist of at least the Heartbreakers First Vice President and at least two (2) other individuals that are not concurrently serving in any other position within Heartbreakers that are deemed to be impartial, fair, and reasonable people. The Heartbreakers President shall also serve as an ex-officio member of this Committee if, not otherwise appointed to the committee but shall not vote nor shall his/her presence be counted for purposes of determining a quorum when serving in an ex-officio capacity. The Heartbreakers First Vice President shall be chairperson of the Disciplinary/Dispute Resolutions Committee. The chairperson shall be responsible for determining when and if legal counsel is needed for any actions of the Disciplinary/Dispute Resolutions Committee. If it is determined that such legal counsel is necessary, the Heartbreakers legal counsel shall serve on the Disciplinary/Dispute Resolutions Committee in a non-voting capacity.
- D1.2 The purpose of the Disciplinary/Dispute Resolutions Committee is the resolution of disputes and appeals within the Heartbreakers in accordance with Heartbreakers, CAHA and USA Hockey Bylaws, Rules, and Regulations. The Disciplinary/Dispute Resolutions Committee may select other interested persons to participate in disciplinary or dispute resolution meetings, but such other parties shall be non-voting members of the Committee.
- D1.3 The responsibility and duty to initiate disciplinary proceedings in any matter of significant concern to Heartbreakers or as to any matter between Heartbreakers and CAHA under guidelines and rules established by the Committee and ratified, adopted, or approved by the Board of Directors.

D2.0 FUNDRAISING/SPONSORSHIP COMMITTEE

- D2.1 The Fundraising/Sponsorship Committee will consist of at least the Heartbreakers Second Vice President and at least two (2) other individuals that are not concurrently serving in any other position within Heartbreakers. The Heartbreakers President shall also serve as an ex-officio member of this Committee if, not otherwise appointed to the Committee but shall not vote nor shall his/her presence be counted for purposes of determining a quorum when serving in an ex-officio capacity. The Heartbreakers Second Vice President shall be chairman of the Fundraising/Sponsorship Committee.
- D2.2 The purpose of the Fundraising/Sponsorship Committee is the planning, organizing, obtaining, and securing of Fundraiser events and sponsors within San Diego County. The Committee shall coordinate its activities with the Board of Directors. At the Heartbreakers Annual Meeting, the Fundraising/Sponsorship Committee will submit to the entire Heartbreakers Board of Directors, for approval, a statement of objectives for the upcoming year and how to achieve those objectives. The Fundraising/Sponsorship Committee may select other interested persons to participate in Fundraising/Sponsorship Committee meetings, but such other parties shall be non-voting members of the Committee.

D3.0 LEGAL COUNSEL COMMITTEE

- D3.1 The Legal Counsel Committee will consist of at least one (1) member from the Board of Directors and at least two (2) other individuals. The Heartbreakers President shall also serve as an ex-officio member of this Committee if, not otherwise appointed to the Committee but shall not vote nor shall his/her presence be counted for purposes of determining a quorum when serving in an ex-officio capacity.
- D3.2 The purpose of the Legal Counsel Committee will be for overseeing any legal issues that may arise from Member Teams, Registered Participant Members, or other such individuals within the Heartbreakers. The Legal Counsel Committee will also assist in the interpretation of USA Hockey, CAHA's and Heartbreakers By-Laws and Rules and Regulations.