

DRAFT (June 1, 2011) - CONSTITUTION OF THE NORTHERN INTERNATIONAL HOCKEY LEAGUE

This Document is a draft under consideration for the 2011-2012 hockey season and it will be voted on at the NIHL Spring Meeting in April 2012.

This is a DRAFT which has not yet been officially approved. Send any comments or suggestions to the current Commissioner for consideration and review prior to acceptance.

ARTICLE I: NAME

The legal name of this organization shall be the Northern International Hockey League. For brevity purposes on any written documents it may be referred as the NIHL. The league shall be a non-profit organization under the laws of the State of Michigan.

ARTICLE II: PURPOSE

The purpose of the NIHL shall be the promotion of wholesome hockey relationships among its members from Michigan, Wisconsin, and Ontario, Canada, and to secure such other advantages as may be properly attained by a union of effort.

ARTICLE III: LEVEL OF COMPETITION

Section 1. *Divisions:* NIHL will offer competition in divisions as defined by the Michigan Amateur Hockey Association (MAHA) A and AA Squirt, PeeWee, Bantam, and Midget Divisions and Girls Divisions, as demand exists.

Section 2. *Minor and Major Divisions:* When the demand for MAHA divisions does not exist the league shall consider competition in Minor and Major levels within each division. A Minor team may include some second year division players on their roster and the team would be ineligible for MAHA state playoff competition at the A level but the team would be eligible for competition at the AA level if they so choose. A Major team may include second year division players and some first year division players on their roster and the team would be eligible for MAHA state playoff competition at the AA level.

Section 3. *Play Within Division:* A team shall play within their division. A member association shall declare the divisions that they will have teams prior to the Scheduling meeting each year.

ARTICLE IV: MEMBERSHIP

Section 1. *Charter Members:* The charter members of the NIHL shall be the junior hockey associations from Alpena, Calumet, Copper Country, Escanaba, Marquette, Northern Michigan, Sault Ste. Marie, Michigan, Traverse City, and Sault Ste. Marie, Ontario.

Section 2. *Additional Members:* Associations seeking admittance to the NIHL shall be admitted upon a secret ballot approval of a majority of those members present.

Section 3. *Performance Bond:* Upon entry into the NIHL, each member shall pay a fee to the NIHL, which will function as a performance bond. Each member association must maintain its bond at the prescribed level in order to retain status as a member in good standing. Bond fees are payable to the NIHL Treasurer. The fee will be reviewed every year at the Annual Meeting and adjusted as necessary.

Section 4. *Annual Fees:* An annual association administration fee and individual team fees shall be assessed for participation in the league. The fees will be reviewed every year at the Annual Meeting and adjusted as necessary.

ARTICLE V: GOVERNMENT

Section 1. *Controlling Entity:* The government and control of the NIHL shall be vested in a Board of Directors. The Board of Directors shall make all rules and regulations which it deems necessary or proper for the government of the NIHL, the orderly conduct of its affairs and the management of its property. The Board of Directors shall elect an Executive Committee from its membership to manage its daily operational affairs.

Section 2. *Income and Expenses:* All funds, monies, property or income from activities of the NIHL shall be expended for such purposes as are authorized by the Board of Directors. The Board of Directors shall authorize payment of expenses as may, from time to time, become necessary.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. *Composition of Board:* The Board of Directors shall consist of one representative from each member association, who has been appointed to such representative positions from their associations' voting membership. Each member association shall also have an alternate representative duly appointed from its voting membership, who will represent that association during the absence of its regular representative.

Section 2. *Term of Office:* Each member association shall annually appoint a representative to the NIHL, and such representative shall serve as a member of the Board of Directors. Alternate representatives may also be appointed annually.

Section 3. *Qualifications:* All members of the Board of Directors shall be members in good standing in their individual home associations, their State or Provincial association, and in the NIHL. Any Board of Directors member who becomes a member not in good standing shall be deemed to have resigned from the Board, and that particular association's alternate representative shall assume the resigned Board member's duties and responsibilities. The resigned member's association must then appoint an alternate representative and so notify the

NIHL. In the event that a member association becomes a member not in good standing, that association, and consequently its representative Board member and alternate member, shall be deemed to have resigned their membership from the NIHL. Board of Directors approval shall be required if reinstatement of NIHL membership is requested.

Section 4. *Powers:* The NIHL Board of Directors shall have all the usual powers as have directors of a business organization, and shall constitute the immediate government of the NIHL and directs its affairs through an Executive Committee composed of its elected Officers.

Section 5. *Duties:* The primary duties of the NIHL Board of Directors members are as follows:

- a) Represent their home member associations to the NIHL and represent the NIHL to their home member associations. In this liaison capacity, Directors must ensure that teams from their home associations understand and follow NIHL requirements and rules, and penalties involved for violation of same.
- b) Distribute copies of NIHL By-Laws and other materials to their division directors, coordinators, coaches and team officials, and ensure that they understand same.
- c) Assist their association's Schedulers in setting NIHL games.
- d) Generally oversee and direct their home association's participation in the NIHL.
- e) Ensure the appointment and qualification of alternate representatives to act during the absence of the regular association representatives.

Section 6. *Board of Directors Members as Officers and Representatives:* A member of the Board of Directors may simultaneously hold a position as an association representative and also hold an elected position as a NIHL Officer. A Board of Directors member who is elected a NIHL Officer may elect to discontinue as the association's representative and necessitate appointment of a new alternate representative by the affected association. A NIHL Officer may hold the position as an association's alternate representative.

Section 7. *Voting:* Each member association which is officially represented at a NIHL Board of Directors meeting shall be entitled to one vote on any matter called to vote. Such voting shall be done by the Board member representing an association, or in the absence of such representative, then by that association's alternate representative. Even though an association's representative and alternate representative are both present, only one vote from that association may be cast.

Section 8. *Protection of Directors:* No personal contributions shall be required of any NIHL Director. Except as required by law, there shall be no personal liability on the part of NIHL Directors, and the NIHL shall indemnify its Directors as provided in this Constitution.

ARTICLE VII: OFFICERS

Section 1. *The Executive Committee and Selection:* The Executive Committee of the Board of Directors shall consist of the following positions: Commissioner, Vice

Commissioner/Statistician, and Secretary/Treasurer. These Officers shall be elected yearly at the Annual Meeting of the Board of Directors, by the Board of Directors, and shall assume their positions immediately. Any vacancy of an Officer shall be filled immediately by the Board of Directors.

Section 2. *Commissioner*: The duties of the Commissioner shall be as follows:

- a) Supervise the affairs and activities of the NIHL
- b) Represent the NIHL with the hockey community
- c) Preside over and maintain order at all NIHL meetings
- d) Supervise and assist, as needed, the other Officers in the performance of their duties

Section 3. *Vice Commissioner/Statistician*: The duties of the Vice Commissioner/Statistician shall be as follows:

- a) Perform the duties of the Commissioner in their absence
- b) Maintain, compute and publish NIHL game competition records and standings
- c) Respond to and manage any inquiries, protests, or other matters as directed by the Executive Committee which are not specifically assigned to the Commissioner or Secretary/Treasurer.
- d) Assist other Officers with their duties as needed

Section 4. *Secretary/Treasurer*: The duties of the Secretary/Treasurer shall be as follows:

- a) Keep records of NIHL correspondence
- b) Prepare meeting agendas with the Commissioner
- c) Maintain and provide, as required, copies of the NIHL Constitution and By-Laws, membership records, attendance records, meeting minutes/notes, and calendar
- d) Answer received correspondence promptly and provide copies of same to Officers and Directors as necessary
- e) Issue notice of due performance bonds, fees and fines owed to the NIHL, and be responsible for their collection and proper deposit
- f) Maintain records of all monies owed by and to the NIHL
- g) Maintain record of NIHL assets and their location
- h) Report annually on the financial status of the NIHL
- i) Respond to and manage any inquiries, protests, or other matters as directed by the Executive Committee which are not specifically assigned to the Commissioner or Vice Commissioner.

Section 5. *Responsibilities*: The Officers and Board of Directors members shall use their best efforts to carry out in good faith the purposes of the NIHL, and to exercise the powers and responsibilities expressed in the NIHL's Constitution and By-Laws in such a manner as to benefit all of its members.

ARTICLE VIII: MEETINGS

Section 1. *Meetings, Quorum and Voting by the Board of Directors:*

- a) The Board of Directors and its Officers shall meet at least twice during the calendar year, in the spring and in the summer. The spring meeting will be the Annual Meeting and summer meeting will be the Scheduling Meeting. The Commissioner may schedule other regular or special meetings during the year. The Board of Directors may schedule special meetings at the request of a majority of its membership.
- b) The required quorum for the transaction of NIHL Board of Directors business shall be a simple majority of the Board's membership
- c) At all meetings of the Board of Directors, business shall be transacted by a majority vote of the Directors present, and such vote shall be deemed a unanimous action of the full Board of Directors
- d) Each NIHL member association shall vote on votable issues through its representative present at such meeting. In the absence of such representative, a member association shall cast its vote through its alternate representative present at the meeting. Regardless of any multiple representation by a member association at a NIHL meeting, an association shall have only one vote on each separate issue.

Section 2. *Annual Meeting:* The Annual Meeting shall be held in the spring of each year to receive any newly appointed Directors and alternate representatives, elect Officers, receive the Commissioner's annual report and transact any other necessary business.

Section 3. *Scheduling Meeting:* The Scheduling Meeting shall be held in late summer of each year to develop schedules and transact any other necessary business.

Section 4. *Notice of Meetings:*

- a) Notice of all meetings of the Board of Directors shall be given by the Commissioner or Secretary/Treasurer to those concerned at least ten days prior to the meeting and posted on the NIHL web site. It shall be the Director's responsibility to notify their alternate representative of any scheduled meetings.
- b) All Officers, Directors, association representatives and alternate representatives shall file their current mailing address, e-mail address and preferred telephone number, and subsequent changes, with the Secretary/Treasurer.
- c) Notice of meetings shall include date, time, and location and the agenda.

ARTICLE IX: COMMITTEES

The Commissioner shall appoint, with the approval of the Board of Directors, special committees as may be required to assist the Board. The Commissioner and Vice Commissioner shall be ex-officio members of all committees.

ARTICLE X: REPORTS

At the Annual Meeting, the Commissioner shall present an annual report reviewing the past year to the Board of Directors. This annual report shall include a financial report prepared by the Treasurer. The annual report shall be furnished to the Board of Directors members and Officers by the Secretary prior to the meeting. Additional and current financial reports shall be made available to the Officers, the Board of Directors, or any other legally entitled entity, in such form and at such times as may be requested.

ARTICLE XI: GIFTS

The Board of Directors of the NIHL is empowered to accept and use donations of money, personal property or real estate, or otherwise hold title thereto, for the benefit and purposes of the NIHL. Such accepted donations, gifts or bequests shall be used in accordance with the terms attached thereto, provided such terms are not inconsistent with the stated purposes of the NIHL.

ARTICLE XII: AUTHORITY TO BIND

No one shall contract for or incur any debt, or enter into any agreement or otherwise obligate the NIHL except by authority of the Board of Directors.

ARTICLE XIII: RULES OF ORDER

Robert's Rules of Order shall govern proceedings of meetings of the NIHL, except as specially provided by this Constitution.

ARTICLE XIV: DELEGATIONS

Delegations or special committees shall be appointed by the Commissioner as necessary, subject to Board of Directors approval, to represent the NIHL at any meeting, assembly or convention. Such representative body shall exercise only those powers specifically vested to it by the Board of Directors.

ARTICLE XV: REMOVAL FROM OFFICE

Section 1. *Cause for Removal:* Any NIHL Officer or Director may be removed from office for failure to fulfill the duties of said office, or for conduct detrimental to the best interests of the NIHL.

Section 2. *Procedure for Removal and Voting:* The mandatory procedural steps are as follows:

- a) A petition stating the charge or charges, signed by 2/3 of the Board of Directors, shall be filed with the Secretary/Treasurer.
- b) The Secretary/Treasurer shall then schedule a Special Meeting of the Board of Directors to deliberate and take action on the charge or charges. Notice of a special meeting shall be mailed to all NIHL Officers, Directors, and the accused official to arrive at least ten days prior to the meeting date. The special meeting notice shall include an agenda and a record of the specific charge or charges. If the accused is the Secretary/Treasurer then the Vice Commissioner shall receive, schedule, prepare and mail the special meeting notices. The meeting shall be chaired by the Commissioner. If the Commissioner is the accused, then the meeting will be chaired by the Vice Commissioner.
- c) The accusing petitioners shall present their case first. The accused Officer or Director shall be heard second. Lastly, the Board of Directors shall vote on the matter by secret ballot. If the accused is a Director, the accused Director shall not be eligible to vote. Of those Directors voting, a minimum 2/3 vote in favor of the petition shall be required to remove the accused Officer or Director from office. If the accused voted from office is a Director, then the alternate representative of the accused's home association would immediately ascend to become a Director, and the home association would be required to appoint a new alternate representative. If the accused voted from office is an Officer, the Board of Directors would be required to immediately fill the vacancy by election from its ranks, or as soon thereafter as possible.
- d) No removal proceedings shall be based on the same evidence more than once.

ARTICLE XVI: COMPENSATION OF DIRECTORS AND OFFICERS

NIHL Directors and Officers shall not receive compensation for the performance of their official duties. NIHL Directors and Officers may be reimbursed for actual expenses incurred on behalf of the NIHL, upon approval by a majority of Directors present at any regular or special meeting.

ARTICLE XVII: ACTION WITHOUT MEETING

The Board of Directors may take any required action without meeting if all Directors consent to such action in writing. The written Consents shall be filed with and become part of the minutes or notes of such meeting, and shall have the same force and effect as a vote of Directors physically present at a legal meeting.

ARTICLE XVIII: INDEMNIFICATION

Each Officer and Director of the NIHL shall discharge their official duties in good faith and with the diligence, care and skill which an ordinary prudent person would exercise under similar circumstances.

ARTICLE XIX: AMENDMENTS

This Constitution may be amended by a minimum 2/3 favorable vote of the Board of Directors at either the Annual Meeting or Scheduling Meeting provided that notice of the proposed action has been given to each Director and Officer at least 10 days prior to the meeting and posted on the NIHL web site.

ARTICLE XX: DISSOLUTION

The Board of Directors may, by unanimous vote, direct that the NIHL be liquidated or dissolved, and in such case, the assets of the NIHL shall be used in the following manner and priority:

- a) First: Retire all outstanding debts incurred by the NIHL
- b) Second: Divide the remaining assets of the NIHL equally among all remaining member associations, provided all conditions of the existing Constitution and By-Laws have first been met by the member associations.

Dated:

DRAFT