



Bylaws of Seattle Pride Hockey Association

Article I. NAME

Section I.01 The legal name of this organization will be SEATTLE PRIDE HOCKEY ASSOCIATION INCORPORATED, a Washington nonprofit corporation.

Section I.02 The organization may register additional trade names with the State of Washington Department of Licensing as follows:

- (a) SPHA
- (b) Seattle Pride Classic (hosted by SPHA)
- (c) SEA Pride Hockey

Article II. STRUCTURE

Section II.01 This organization will be a 501(c)(3) membership body.

Section II.02 The period of duration of this organization shall be perpetual.

Article III. MEMBERSHIP

Section III.01 Voting membership will be granted to individuals having a direct affiliation with the Seattle Pride Hockey Association (SPHA). Direct affiliation shall be defined as:

- 1. Paid to attend an SPHA event within the year (365 days) OR
- 2. Completes a membership application with an endorsement from an Executive Board member

AND

- 1. Adhere to the Code of Conduct (see [Appendix A](#))
- 2. Attend at least one (1) event or meeting during the previous or current fiscal year
- 3. Have attended three (3) SPHA general membership meetings before voting

Section III.02 The organization strictly prohibits discrimination on the basis of race, color, national origin (ancestry), sex (including gender identity and sexual orientation),



gender expression, disability, age, religion (creed), military status, marital status, political beliefs, or any other discriminatory reason.

Accordingly, we will not knowingly involve players, volunteers, or Executive members affiliated with SPHA which engage in unlawful discriminatory practices.

Article IV. PURPOSE

Section IV.01 This organization is organized exclusively for charitable purposes, educational purposes, and to support the growth of the sport of ice hockey through diversity and inclusion within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding provisions of future US Internal Revenue Law), as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

To this end, the organization shall be able to accept gifts and donations, expend the same, and to support in whatever way possible, within the limits of the above law, the charitable, educational and hockey programs within the Seattle Pride Hockey Association and its affiliated organizations. Funds raised will be expended in a manner consistent with the annual plan of the Executive Board. All funds, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to the said purposes of the SPHA.

Section IV.02 The purpose of the organization will be to support the growth of the sport of ice hockey through diversity and inclusion through:

- (a) Creating opportunities to play hockey for members of the LGBTQ+ community;
- (b) Hosting community events, including a signature annual hockey tournament;
- (c) Developing educational and leadership opportunities supporting LGBTQ+ participation in hockey;

Section IV.03 In pursuit of these objectives, the Seattle Pride Hockey Association will neither seek to direct the administrative activities of any other local adult or youth recreational hockey leagues nor control its policies.

Article V. POWERS OF THE ORGANIZATION

Section V.01 The powers of the organization are as follows:

- (a) To solicit, accept and collect donations and contributions in cash or property, real, personal or mixed;



- (b) To acquire by purchase, lease, contract or otherwise, any property, real, personal or mixed;
- (c) To do any and all such further acts and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment or carrying on or attainment of all or any of the objectives or purposes enumerated in these Bylaws;
- (d) and to have and to exercise all the powers conferred by the laws of the State of Washington upon charitable organizations, as such laws are now in effect or may at any time hereafter be enacted or amended.

Article VI. LIMITATIONS

Section VI.01 At all times the following shall operate as conditions restricting the operations and activities of the organization:

- (a) No part of the earnings of the organization shall inure to any member of the organization not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding provisions of future US Internal Revenue Law), as now enacted or hereafter amended, nor to any Director or officer of the organization, nor to any other private persons, excepting solely such reasonable compensation that the organization shall pay for services actually rendered to the organization, or allowed by the organization as a reasonable allowance for authorized expenditures incurred on behalf of the organization;
- (b) No substantial part of the activities of the organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation or any initiative or referendum before the public, and the organization will not participate in or intervene in (including by publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; and
- (c) Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended;
- (d) The organization shall not lend any of its assets to any officer or director of this organization, or guarantee to any person the payment of a loan by an officer or director of this organization.



Article VII. MEETINGS

- Section VII.01 Seattle Pride Hockey Association general membership shall meet at least once each fiscal year at a time and site designated by the Executive Board. Special meetings may be called with the approval of the Executive Board. Notice shall be given at least one week prior to any meeting.
- Section VII.02 The presence of one active member, and a simple majority of the Executive Board, shall constitute a quorum. All business at a general meeting will be decided by the simple majority vote of those members present.
- Section VII.03 Meetings will be conducted using principles of Consensus.

Article VIII. EXECUTIVE BOARD

- Section VIII.01 The business and affairs of the organization shall be managed by its Executive Board, who may exercise all such powers and do all such lawful acts and things as are not prohibited by statute or by these Bylaws. Continuing and exclusive authority to fix, supervise, and control the professional, business, and other affairs of the organization shall be wholly vested in the Executive Board.
- Section VIII.02 The Executive Board shall be 5 to 9 people.
- Section VIII.03 Each Executive Board member shall serve for a period of one year. Members may serve consecutive terms.
- Section VIII.04 Vacancies occurring amongst the Executive Board will be filled by election.
- Section VIII.05 All Executive Board members must attend one educational event per year (i.e. Learn to Play, Learn to Skate, etc.)
- Section VIII.06 The President of the Executive Board shall also be titled the Registered Agent with the State of Washington. Appropriate paperwork must be completed and filed with each new President.
- Section VIII.07 Upon request in writing from a voting member, the Executive Board will provide any and all copies requested of the organization's bank statements within 10 days of receipt of the request.

Article IX. MEETINGS OF THE EXECUTIVE BOARD

- Section IX.01 The Executive Board shall meet at least twice each fiscal year, and may meet more often as deemed appropriate by the President. The meeting(s) may be held by electronic communication [video conferencing, email, telephone, etc].

The presence of a majority of Executive Board members shall constitute a quorum.

Section IX.02 On any matter that comes before the Executive Board, each Executive Board member shall be entitled to one vote. A simple majority vote will be required for approval.

Section IX.03 Prior to the start of each Fiscal Year, the Executive Board shall review and approve an Annual Budget as prepared by the Treasurer, and any combination of other Executive Board members (President, Vice President, and/or Secretary).

Article X. OFFICERS OF THE EXECUTIVE BOARD

Section X.01 The officers of the organization shall be as follows:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Membership Director

Section X.02 The Executive Board shall elect the officers from amongst the members of the Executive Board at a regularly scheduled meeting of the Executive Board. No person less than 21 years of age may hold the office of President or Treasurer.

Section X.03 All members of the Executive Board will serve without compensation. Expenses incurred on behalf of the organization will be paid by the organization upon approval of the Executive Board.

Section X.04 A member of the Executive Board who has been elected to serve as an officer of the organization may be removed from that office following a hearing by secret ballot of the remaining Executive Board members. 75% of the Executive Board must vote in favor of removal.

Section X.05 If an Executive Board member is unable to fulfill their duties, they may submit a written letter of resignation to the Executive Board.

Article XI. ELECTIONS

Section XI.01 The Executive Board shall be elected each year during the Annual Membership Meeting. Full Members in good standing shall elect the Executive Board by a majority vote per nominated Officer position. Elected Officers shall serve for a



term of one (1) year from November 1 through October 31. All Officers shall serve without compensation.

Section XI.02 Whenever any officer resigns their office before the expiration of their term, or the office becomes vacant from any other cause, the President must call a Special Election within 30 days of the vacancy. The person so elected to fill such vacancy shall hold office for the remainder of the unexpired term.

Article XII. DUTIES OF THE OFFICERS

Section XII.01 The duties of the Officers shall be as follows:

- (a) **President.** The President will provide leadership to the Organization; preside over all scheduled and special meetings of the organization and the Executive Board; approve all expenditures within the constraints of the Annual Budget; appoint committee members as authorized by the Executive Board; be the official representative of the SPHA when representation is required; and perform other duties as required.
- (b) **Vice President.** The Vice President will act in the absence of the Executive Board President and countersign checks in the absence of the Treasurer.
- (c) **Secretary.** The Secretary will record the minutes of all meetings of the general organization and Executive Board; present the most recent meeting minutes at each general and Executive Board meeting; prepare a permanent record copy of all minutes including the most recent report of the Finance Director for delivery to the Executive Board on a quarterly basis; and be responsible for all organization mailings and publicity notices. The Secretary shall provide one hard copy of these Bylaws at every meeting of the general membership and the Executive Board. Minutes of each Executive Board meeting shall be made available to all members not more than two weeks after such meeting.
- (d) **Treasurer.** The Treasurer will keep the books for the organization in accordance with generally accepted accounting principles (GAAP); possess the authority to countersign checks; collect and deposit any monies owed to the organization and/or its affiliated groups; present any unapproved bills or charges to the President for approval; pay all approved accounts and bills as they come due; account for all monies received and paid; prepare a permanent record copy of the accounts for each affiliated group; prepare the books for audit at the close of each fiscal year; present a current Treasurer's report at each regularly scheduled Executive Board Meeting and read a current Treasurer's report at each regularly scheduled organization meeting. The Treasurer's report shall include a statement of all income and expense sources. Prior to the beginning of each Fiscal Year, the Treasurer shall prepare an Annual Budget for the following year to be presented to the Executive



Board for approval, and voted on by the membership at the Annual Membership Meeting.

- (e) **Membership Director.** The Membership Director will maintain an accurate record of all active voting members (i.e. those with direct affiliation with the organization) as defined in Article III. The Membership Director will inform those who meet the direct affiliation requirements of their membership, and provide them with information about the organization, a copy of the Code of Conduct, and invite them to become more involved with SPHA.

Article XIII. COMMITTEES

Section XIII.01 Committees may be formed at the direction of the Executive Board, and members of committees shall be appointed by the President with the consent of the Executive Board.

Section XIII.02 All committees are subject to the Constitution and By-Laws of the organization. The purpose of each committee must be in alignment with the purpose of the organization as a whole. All committees are subject to the requirements of the organization by any and all governmental agencies.

Article XIV. GENERAL PROVISIONS

Section XIV.01 The fiscal year of the organization shall be from January 1 to December 31.

Section XIV.02 The Annual Membership Meeting shall be held between August 1 and October 31. This meeting shall include the election of new officers to the Executive Board. Those elected to serve on the Executive Board are expected to collaborate with their outgoing position holder on an “officer-elect” basis from the time of the Annual Membership Meeting through the start of their term on November 1.

Section XIV.03 Income of the organization shall be derived from donations and fundraising projects conducted by members.

Section XIV.04 Liability for debts of the organization shall be limited to the property of the organization.

Section XIV.05 Members of the Executive Board are acting on behalf of the membership and may not be held personally liable by the membership so long as the officer has:

- (a) Conducted themselves in good faith,
- (b) Reasonably believed, in the case of conduct in their official capacity, that their conduct was in the organizations best interest,



- (c) Reasonably believed, in all other cases, that their conduct was at least not opposed to the organizations best interest, and
- (d) In the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

Section XIV.06 Distribution of Income Prohibited. No part of the income of the organization shall inure to the benefit of or be distributed to any of its Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose.

Section XIV.07 Notwithstanding any other provision of these bylaws, the organization shall not carry on any other activities not permitted to be carried on:

- (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or corresponding provision of any future United States internal revenue law) or
- (b) by an organization, contributions to which are deductible under Section 170 (c) *2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States internal revenue law).

Section XIV.08 The organization may compensate certain individuals for training, management of activities & events and materials used for the organization's benefit at the discretion of the Executive Board.

Article XV. CHANGES

Section XV.01 It is recognized that changes to these by-laws may be necessary. Proposed changes must be presented to the Executive Board for review. Within 30 days of receiving a change request, the Executive Board shall draft a change proposal, and submit it to the general membership along with its recommendation for approval or rejection at a general membership meeting for consideration of the proposal. A two-thirds majority vote of those members present at the meeting will be required for final approval.

Article XVI. DISSOLUTION

Section XVI.01 Upon the time of dissolution of the organization, assets shall be distributed by the Executive Board, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the organization, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government,



for a public purpose. The assets of the organization may also be disposed of by gift to a governmental or nonprofit entity organized to provide support for hockey programs in the Puget Sound areas that advance diversity and inclusion. The Superior Court of King County, State of Washington, shall dispose of any such assets not so disposed of exclusively for such purposes.

APPENDIX A: SPHA Code of Conduct

Code of Conduct

The Seattle Pride Hockey Association (SPHA) Code of Conduct is the organization's statement of expected behavioral standards that all players are required to read and follow. The Code of Conduct, intended to reflect the mission of the SPHA, clarifies the expectation that SPHA players have responsibility for their actions both on and off the ice, while traveling and at home, and have accountability for those actions when SPHA standards are violated.

The Seattle Pride Hockey Association is an adult developmental ice hockey club for members of the Lesbian, Gay, Bisexual, Transgender, Queer/Questioning and Allied (LGBTQ+) Community. We provide opportunities to learn, teach, and play ice hockey in a safe, supportive, and fun environment. We aspire to the highest standards of sportsmanship and promote integration within the LGBTQ+ and wider Seattle Communities.

Expectations

Rules

All players will abide by the Rules and Policies set forth by the Seattle Pride Hockey Association (SPHA) and USA Hockey.

Sportsmanship

Players are expected to demonstrate a high standard of sportsmanship (defined as fairness and respect for one's opponent and graciousness in winning or losing).

Safety

Members will refrain from any behavior that puts themselves or others at risk while participating in games or other league events. This includes but is not limited to the misuse of drugs or alcohol. Players under the influence of alcohol or drugs are not permitted on the ice.



Threats, intimidation and physical harm

Threatening language, verbal threats and slurs against race, ethnicity, sexuality or gender will not be tolerated under any circumstances. Any player who deliberately tries to harm or intimidate another player through the use of force will be subject to the consequences described below.

League Representation

No member of the SPHA shall represent the league in any official capacity or as spokesperson for the league or its operations without written permission from the Executive Board.

Consequences

Depending on the seriousness of the offense, an SPHA member found to be behaving outside of the Code of Conduct may receive a warning from the Executive Board, be suspended from the current game, be suspended for the remainder of the event, or in extreme cases, be expelled from the association.

A player who is suspended is not eligible for any refund of any season fee nor are they allowed to sit on the bench during the games for which they were suspended. When a player is expelled, they forfeit any unused portion of their event fee. An expelled player can apply for probationary reinstatement to the association after two seasons.

Because captains set the example for their teams, it is especially important that they be held to the highest standard of conduct. If a captain is suspended, they will be removed from their position and the Executive Board will appoint a new captain.

Reporting and Responding to Code of Conduct Violations

Players should report Code of Conduct violations to their respective captain who should then notify the Executive Board. In the case that a captain has violated the Code of Conduct, reports should be made directly to the Executive Board. A written report of the violation can be submitted via the email.

Other reports of code of conduct violations may come from on-ice or tournament officials, arena staff, or from team officials outside the SPHA. Any official suspensions handed down by arena ice or game officials are considered to be violations of the Code of Conduct.

Reports will be kept confidential and will be investigated in a timely manner by the Executive Board. A majority vote of the Executive Board is required to issue warnings. Suspensions and expulsions require a unanimous vote of the Executive Board. All decisions by the Executive Board are final.

In some cases, an SPHA team captain may decide that a member of their team has violated the Code of Conduct and can choose to take appropriate action while a game is in progress. Any further disciplinary action requires approval from the Executive Board. These cases may not require an investigation by the Executive Board.