



**BYLAWS OF
PORTLAND JUNIOR WINTERHAWKS, INC.
ARTICLE I - NAME**

1) Corporate Name

The name of the Corporation shall be Portland Junior Winterhawks, Inc., and shall be referred to hereinafter as the "Corporation."

2) Other Names

Other official names or abbreviations shall be "Portland Junior Winterhawks Hockey Club" and the "Junior Winterhawks."

ARTICLE II - PURPOSES

1) The purposes of the Corporation shall be those of a qualified amateur sports organization within the meaning of Sections 501(c)(3) and 501 (j)(2) of the Internal Revenue Code, to wit:

(a) Foster international and national amateur sports competition by (i) focusing attention on teams at ages and categories recognized by USA Hockey ("USA Hockey") and the Canadian Amateur Hockey Corporation; and (ii) promoting ice sports in the City of Portland and the State of Oregon in compliance with the rules and regulations of USA Hockey and local affiliates;

(b) To conduct national and international competition in hockey and to support and develop amateur athletes for such competition and, in so doing, to: (i) make the sport of ice hockey available to amateur youth athletes at an affordable cost; (ii) develop and encourage sportsmanship and fellowship; (iii) provide all players with high level coaching; and (iv) expose players to various opportunities that may further their development as athletes; and

(c) Promote the youth ice sports environment and support charitable, philanthropic hockey.

ARTICLE III – OFFICE AND AGENT

1) Principal Office

The location of the principal office shall be 4849 SW Western Avenue, Portland, OR. The Corporation may have such other offices, either within or without the State of Oregon, as its Board of Directors may determine or as the affairs of the Corporation may require from time to time.

2) Registered Office and Agent

The Corporation shall have, and continuously maintain in the State of Oregon, a registered office and a registered agent whose office is identical with such registered office as required by the Oregon Nonprofit Corporation Act, as amended from time to time. The registered office may be, but need not be, the same as the Corporation's principal office in the State of Oregon, and the registered office or registered agent may be changed from time to time by the Board of Directors.



ARTICLE IV - NONPROFIT AND TAX EXEMPT STATUS

1) Status

The Corporation shall have no capital stock and shall not be conducted for profit. The Corporation shall seek to maintain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2) Organization

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - MEMBERSHIP

1) Members

The Corporation shall have members as defined in the Oregon Nonprofit Corporation Act. The membership shall consist of one parent or guardian, designated at the time of registration, of each player for a Corporation amateur hockey team in the Metro, Tier, or High School Hockey Program, and non-parent coaches, managers, and other team officials as listed on the official USA Hockey roster. Each member shall have one vote in matters put to a membership vote, except that a parent or guardian designated as a member for more than one player on Corporation amateur hockey teams shall have one vote for each such player. In order to vote, members must be in good standing with the Corporation, and in the sole judgment of the Treasurer, meet all current financial obligations to the Corporation.

2) Associate Members

Interested parties may join the Corporation as nonvoting "Associate Members." The annual membership fee for Associate Members may be set annually by the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS; MANAGEMENT

1) Board of Directors

The regular management of the Corporation shall be vested in a Board of Directors consisting of individuals elected by the members (hereinafter called the "Board"), and the Board shall have the authority to do all things necessary for the orderly management of the Corporation, including, but not limited to, establishing committees, signing contracts, hiring personnel, and establishing reasonable rules and regulations to implement the purposes of the Corporation. The Board shall enforce all Bylaws and Policies set by the Board and/or the membership. At no time shall a member of the Board also be a member of another youth hockey organization or any similar such affiliate association. This will call for an immediate resignation of such said Board member.



2) Board Composition

The Board shall consist of at least five and not more than nine members, with the exact number to be fixed from time-to-time by the Board

3) Executive Committee

Subject to law, the provisions of the articles of incorporation and these bylaws, the Board of Directors may appoint an Executive Committee consisting of at least three officers and having the power to conduct the business of the Corporation between meetings of the Board of Directors and having such other powers as it may designate. The Executive Committee shall hold office at the pleasure of the Board of Directors. The Executive Committee is defined as the President, Vice-President, and the Secretary.

4) Discipline & Dispute Resolution

The Discipline & Dispute Resolution Committee is responsible for hearing violations of USA Hockey rules, guidelines, Junior Winterhawks Bylaws, policies and procedures. The Committee shall be composed of three impartial individuals. The Chair of the Committee shall be a member of the Board of Directors; the other two members shall be appointed by the Chair and need not be members of the Corporation.

5) Term/Succession

Directors shall be elected for three-year terms, with staggered elections of two directors in an election year followed by three directors in the next election year (and so on) to provide continuity of leadership. Each director shall serve until the end of their respective term or until such director is unable to continue serving as a director due to death or disability or such director has been removed in accordance with Section 9 of this Article VI. The terms of positions are:

President: 2016

Vice-President: 2017

Secretary: 2015

Treasurer: 2018 (currently VACANT)

Director at Large: 2017

5) Election

The election of the Board shall either be by written or electronic ballot in accordance with Section 4 of Article X. Nominations will be accepted starting Feb. 1st, voting will open on Feb. 15th, and results shall be announced on March 1st. Newly elected Board members and officers shall assume office on May 1st following the election.



6) Nominations

The Nominating Committee, as selected by the President and ratified by the Board, shall, prior to the Feb. 1st, make its recommendations to the membership for nominees for the director positions comprised of **qualified** candidates it selects as well as those from whom it receives a letter of intent to run for a board position by Feb. 15th.

7) Nominations by Members

If any member wishes to nominate one or more candidates other than those nominated by the Nominating Committee, the member may do so by delivering to the Secretary a petition signed by at least fifteen other members entitled to vote, naming the candidate(s), containing each nominee's written authorization for candidacy, and containing a statement of the qualifications of the nominee. Such petition must be delivered to the Secretary in person or by mail on or before Feb. 7th. A complete list of candidates shall be distributed to the members as set forth in Sections 3 and 4 of Article X.

8) Resignation and Removal

A director may resign at any time by giving notice to the Secretary and President. A director may be removed, with or without cause, by action of the members taken in accordance with Oregon statutory law. If a Board member misses more than three meetings in any given season, this may be cause for removal, in the discretion of the Board.

9) Vacancies

If a Board position becomes vacant for any reason, the vacancy may be filled by a vote of the members or by the Board. The person so elected shall complete the remainder of the vacated term. A current Board member that is up for re-election shall have the option to re-run or take over the term that was vacated during that term, if that term is longer than his/her own. Any changes shall be ratified by the Executive Board.

10) Hockey Operational Directors

The Board shall be supported by non-voting Hockey Operational Directors who shall provide operations leadership and support to the Board. The non-voting Hockey Operational Directors shall include the Scheduler, Registrar and other members as determined in the Board's discretion. The non-voting Hockey Operational Directors shall not be considered "Directors" or members of the "Board" or "Board of Directors" as those terms are used herein and in the Oregon statutes.

ARTICLE VII - MEETINGS OF THE BOARD

1) Meetings

The regular meeting of the Board shall be set at the annual board retreat. Special meetings of the Board may be held at such other times as set by the President, or upon the request of any three Board members.



2) Open to Public

Board meetings shall be open to the public, for the public session only, subject to space limitations. If space is restricted, non-members may attend after members have been accommodated. Public and non-Board members shall not interfere with the conduct of the Board meeting, and shall not participate in Board deliberations except when specifically requested by the Board to join in the discussion. All members and non-members may petition one week prior to Board meeting to have issues added to the Board's meeting agenda if time allows.

3) Informal Action by Directors

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board.

4) Quorum

A quorum shall consist of a simple majority of the members of the Board. All matters shall be decided by majority vote of a quorum.

5) Telephonic Meetings

Any or all directors may participate in and/or conduct any meeting by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

6) Notice of Special Meetings

Notice of any special meeting of the Board shall be given at least two days in advance by written or oral notice delivered personally or sent to each director at his or her address as shown by the records of the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE - VIII OFFICERS

1) Selection

The officers of the Corporation shall be the President, Secretary, Treasurer, Vice President of Hockey Operations, and a Director at Large as elected by the members. Only current Board members are qualified to act as officers for the Corporation. The same Board member may simultaneously hold more than one office in the Corporation, except that the President and Secretary may not be the same person.



2) President

The President shall preside at all meetings of the Board and the Corporation. He or she shall make an Annual Report on the activities of the Corporation to the membership at the Annual Meeting. He or she shall be ex officio a member of all committees and subcommittees. The President or his or her appointee shall represent the Corporation at all state, district, or national meetings as necessary. He or she shall be empowered to do all things necessary to accomplish the orderly operation of the Corporation, except as specifically reserved to the Board. Following the expiration of his or her term, the President shall assume the position of ex-President for one full calendar year. The ex-President shall act as an advisor to the current President and to the Board, and shall perform other such duties as designated by the Board.

3) Vice President of Hockey Operations

The Vice President shall discharge the duties of the President during his or her absence or disability, and other duties as assigned by the President. The Vice President of Hockey Operations provides leadership for hockey program operations including but not limited to Metro, High School, Tier programs/teams, player development, implementation of USA Hockey curriculum, and other duties as agreed upon by the Board of Directors.

4) Secretary

The Secretary of the Corporation shall maintain minutes of all official meetings of the Board and the Membership. The Secretary shall process all official communications of the Board and the Corporation and shall be responsible for authenticating records of the Corporation.

5) Treasurer

The Treasurer shall maintain all financial records of the Corporation and shall provide to the Board a complete financial statement on a quarterly basis, at minimum. The Treasurer is responsible for maintaining a system by which all reports, records, and disbursements are handled and kept. The Treasurer will complete the Annual Budget for approval by the Board thirty days prior to the start of the hockey season. The Treasurer is responsible for compliance with local, state, and federal laws governing reporting, record keeping, and all other accounting issues, as well as corporate documentation and filings as required.

If the Treasurer knows that he or she does not intend to serve as Treasurer for the following year, he or she shall make an effort to identify and train an individual able to take over the office during the following year. The Board may assign such person the office and title "Assistant Treasurer" and vest in such person all duties and powers of the Treasurer.

6) Director at Large, like any other board member, has a responsibility to act with care and loyalty to the corporation. Setting the mission, approving the budget and determining the strategic direction of the corporation are among the member's key duties.



ARTICLE IX - OPERATIONS DIRECTORS

1) Appointed, Non-Voting Positions: Hockey Operational Directors

Hockey Operational Directors are non-voting appointments made by the Board of Directors. Hockey Operational Directors shall perform duties under the direction of the Board in good faith and in such manner that is in the best interest of the Corporation. Hockey Operational Directors' term shall be for a period of one year. If any appointed Hockey Operational Director, in the opinion of the Board, becomes remiss in his/her duties through failure to perform his/her assigned functions, or through malfeasance, the Hockey Operational Director shall be removed and a new one shall be appointed by the Board of Directors. Hockey Operational Directors will be appointed prior to May 1st and the term will expire April 30th of the following year. Hockey Operational Director roles may include but are not limited to the following roles.

a) Fundraising Operational Director

The Fundraising Operational Director shall work to promote a youth ice sports environment that supports charitable, philanthropic hockey. The Fundraising Operational Director and the Fundraiser's appointees will strive to make every member of the Corporation a donation canvasser. The Fundraising Operational Director will be responsible for administering any donation program and scheduling any special events or programs that are approved by the Board.

b) Tier Program Operational Director

The Tier Program Operational Director shall administer the Tier Program. The Tier Program consists of the Corporation's competitive-level hockey teams. The Tier Program Operational Director duties include meeting regularly with the Tier Program coaches, managers and to resolve any Tier Program issues. The Tier Program Operational Director will report back to the Executive Vice President of Hockey Operations on all Tier Program matters.

c) Metro (House) Program Operational Director

The Metro (house) Program Operational Director shall administer the Metro Program. The Metro Program consists of the Corporation's recreation-level hockey teams. The Metro Program Operational Director's duties include meeting regularly with the Metro division Coaches, and/or Team Managers to resolve any inter-house issues and represent the Metro Program on any other issues. The Metro Program Operations Director will report back to the Executive Vice President of Hockey Operations on all Metro Program matters.

d) High School Hockey Program Operational Director

The High School Hockey Program Operational Director shall administer the Winterhawks Varsity Hockey League (WVHL). The High School Program Operational Director's duties include meeting regularly with the WVHL Coaches, and/or Team Managers to resolve any league issues and represent the WVHL on any other issues. The High School Program Operational Director will report back to the Executive Vice President of Hockey Operations on all WVHL matters.



e) Coaching Operational Director

The Coaching Operational Director shall be responsible for evaluating, recruiting, and training coaches for the Corporation. The duties of the Coaching Operations Director include forming committees for the recommendation of House Program, Tier Program, and High School Program coaches to the Board. Coaching selections must be approved by the Board. The Coaching Operational Director will be responsible for coach education and USA Hockey certification compliance, and will have the authority to recommend the dismissal of any coach who does not adhere to the "Coaching Code of Conduct." The Coaching Operational Director will be responsible for SafeSport and Background Screening compliance for all volunteers. Dismissal of a coach must be approved by the Board. The Coaching Operations Director will report back to the Board on all coaching issues.

e) Scheduling Operational Director

The Scheduling Operational Director shall administer all ice scheduling for the Tier Program, Varsity High School League, and the House ("Metro") Program. The Scheduling Operational Director will work closely with the referees' association and the Treasurer or Assistant Treasurer to maintain accurate accountings of each team's activities (games, practices, cancellations, etc.) The Scheduling Operational Director will coordinate program requirements with the Metro Program Director, Tier Program Director, and Tournament Director. The Scheduling Operational Director will be responsible for scheduling the referees and representing the Corporation to the referees' association. The Scheduling Operational Director shall report to the Board of Directors.

h) Registrar

The Registrar shall coordinate all player, team and coach registrations for the Tier Program, Metro Program, and High School Hockey Program. The Registrar shall work in accordance with both USA Hockey and Oregon State Hockey to ensure that all members have been properly registered in a timely manner. The Registrar shall report to and work closely with the Treasurer to ensure that all members are financially current. The Registrar shall report to the Board of Directors.

i) Tournament Operational Director

The Tournament Operational Director is responsible for, but not limited to, appointing Chairs for each Junior Winterhawks hosted tournament/event and providing support to Tournament Chairs promoting tournaments, recruiting teams, scheduling, budgeting, fundraising, volunteer coordination and other duties as necessary. The Tournament Operational Director shall report to the Board of Directors.

j) Equipment Operational Director

The Equipment Operational Director oversees procurement and inventory management of uniforms and other equipment necessary for operation of the Tier, Metro, and High School Hockey programs. The Equipment Operations Director provides leadership for gear swaps and other events as needed. The Equipment Operational Director shall report to the Board of Directors.



k) Communications Operational Director

The Communications Operational Director's responsibilities include, but are not limited to, maintaining content on the Corporation's website, creating and/or distributing information to the membership, maintaining email distribution lists for current and alumni members, and other projects as directed by the Board of Directors.

l) Special Projects Operational Director

As needed, the Board of Directors may appoint Special Operational Director(s) for projects and/or initiatives in support of the Corporation's mission.

ARTICLE X - MEETINGS OF THE MEMBERS

1) Annual Meeting

The Annual Meeting of the members shall be held not later than June 30th of each year at a place and time designated by the Board.

2) Special Meetings

Special meetings of the members may be called by (1) the President, (2) a simple majority of the Board, or (3) the Secretary within thirty days of receipt of a petition submitted to the Board, signed by not less than five percent of the voting members of the Corporation, and stating the reason for such request.

3) Notice

Notice of each membership meeting will be mailed to members by first class mail, sent to each member by e-mail or posted to the website no fewer than seven days prior to the meeting. Notice of the meeting shall include a description of any matters that are to be voted on by the members. Notice of any special meeting shall also include a description of the purpose(s) for which the meeting is called.

4) Written and Electronic Ballot

Action on any matter that could be taken at a meeting may be taken by written or electronic ballot, provided that the ballot be distributed or made available to all members and (a) in the case of elections, provide for write-in candidates, (b) set forth the proposed action and provide an opportunity to vote for or against, (c) state that those ballots returned shall constitute a quorum, and (d) specify a reasonable time and date by, and the location to, which ballots must be returned to be counted.

5) Voting

A quorum shall be those members voting (in the case of written or electronic ballot) or in attendance (in the case of a meeting). The affirmative vote of a majority of votes represented and voting shall be sufficient to take any action, unless applicable law requires a greater number. Ballots will be ratified and audited by a 3rd party that is non-partisan.



ARTICLE XI - AMENDMENTS

These Bylaws may be changed or amended by the Board or by the members by written ballot at a meeting held in accordance with these Bylaws.

ARTICLE XII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1) Contracts

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2) Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

3) Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

4) Loans

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its directors or officers.

5) Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, and any such contribution, gift, bequest, or devise is subject to the Board's acceptance.

ARTICLE XIII - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

1) Indemnification

The Corporation shall indemnify each of its directors and officers and each of its employees to the full extent permissible under applicable law against all liability and expense whatsoever (including, without limiting the generality of the foregoing, attorney fees) by reason of or arising from the fact that any such director, officer, or employee is or was a director or employee of the Corporation, or is or was serving at the request of the



Portland Jr. Winterhawks Bylaws Revision 6, 1.6.15

Corporation as a director, officer, or employee, or agent of another corporation, or by reason of, or arising from, any action taken or not taken in his or her capacity as such director, officer, employee, or agent.

2) Continuity of Protection

The indemnification provided by this Article shall not be deemed exclusive and shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such person.

3) Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, partner or agent of another corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation has the authority or obligation to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XIII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of May and end on the last day of April in each year.