



BYLAWS OF PORTLAND JUNIOR WINTERHAWKS, INC.
Revision 7: February 28, 2019

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", "Portland Jr. Hawks (PJW)", "Winterhawks Varsity Hockey League (WVHL)" 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 develop, promote and administer the sport of ice hockey both to foster state, regional, national and international amateur sports competition;
- (c) To encourage, support, coordinate, sponsor and organize sports competition for membership and the general public;
- (d) To support and develop athletes; to help each individual member achieve their highest level of personal sports competence; to promote sport safety, fellowship, and respect among members;
- (e) To make the sport of hockey available at an affordable cost; and
- (f) To support training and certification of USA Hockey coaches.

ARTICLE III – OFFICE AND AGENT

1) Principal Office

The location of the principal office shall be 4840 SW Western Avenue, Suite 6000, Portland, Oregon 97005.



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. Membership is open to anyone who displays an active interest in learning and or participating in hockey. Qualified members or membership of the Corporation shall be defined as:

A. **General Member:** Includes registered players who are eighteen (18) years of age or older and the parents and/or legal guardians of registered players who are under the age of 18. A registered player is a person who is registered in a PJW program lasting 15 weeks or more, current in payment of fees as set by the Board of Directors, and neither athlete or parent or legal guardian are subject to disciplinary action; these individuals or families shall be considered "in good standing". General Members aged 18 years or older, in good standing, **shall** be eligible to vote, hold office, and serve on committees. Individual members, under the age of 18, in good standing, will be allowed one vote represented by their parent or guardian. In no event shall individuals or families, within the same household, be eligible for more than one vote.

B. **Contributing Member:** Organizations, Institutions, or Foundations, which contribute annually to the Program. Contributing Members shall be entitled to attend the annual meeting, but **shall not** have the right to vote, hold office, or serve on committees. An annual fee may be established by the Board of Directors for Contributing Members.



C. **Supporting Member:** Includes persons eighteen (18) years or older, in good standing, who do not qualify as General Members. This may include Non-Parent Team Managers, Non-Parent Operational Directors, and Non- Parent Coaches actively involved with PJW. Each Supporting Member, in good standing, shall have one vote in matters placed before membership vote. Supporting Members shall be entitled to attend the annual meeting and shall have the right to hold office and serve on committees. Good standing, as it pertains to Supporting Members, shall mean the member is registered with PJW and is not subject to disciplinary action.

D. **One Membership per Household.** Persons who qualify for more than one membership class shall be designated as a member of only one membership class (specifically, General Member, Contributing Member or Supporting Member). Regardless of membership class, a household is permitted **only** one membership. General members who have more than one registered player shall be entitled to only one membership. If a registered player resides in more than one household due to divorce, separation, or some other reason, membership shall be conferred upon the primary residential parent or guardian unless otherwise designated by the parents or legal guardians at the time of application. If a registered player turns eighteen during the current period of membership, membership shall remain with the parents or legal guardians until expiration of the period of membership.

E. **Period of Membership.** Membership shall commence on or after May 1 of each year, or at the time of registration if later than May 1, and shall terminate on April 30 of the following year.

2) Denial or Revocation of Membership

Denial or revocation of membership may occur for failure to make payment of fees or conduct that substantially interferes with or is detrimental to the orderly operation of the corporation.

3) Dues and Ice Fees

Dues for each category of membership shall be established 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 of the Corporation. At no time shall a member of the Board also be a Board member of another youth hockey organization; this will call for an immediate resignation of such said Board member.



2) Board Composition

The Board shall consist of at least five members. The members of the Board shall include President, Vice President, Secretary, Treasurer, and Director at Large.

3) Discipline & Dispute Resolution (DRC)

The DRC is responsible for hearing violations of USA Hockey rules, guidelines, Junior Winterhawks Bylaws, policies and procedures. The Committee shall be composed of at least three impartial individuals. The Chair of the Committee shall be a member of the Board of Directors or may be an Operational Director; the other two members shall be appointed by the Chair and need not be members of the Corporation.

4) Term/Succession

The Board of Directors shall each serve a three-year term, with staggered elections 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. There shall be no limit to the number of terms a Director may be re-elected to serve the Corporation.

6) 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 February 1st, voting will open on February 15th, and results shall be announced on March 1st. Newly elected Board members and officers shall assume office on May 1st following the election.

7) Nominations

The Nominating Committee, as selected by a majority of the Board of Directors, shall, prior to February 7th, make its recommendations to the membership for nominees for the Board of 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 February 15th.

8) 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 thirty 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 February 7th. A complete list of candidates shall be distributed to the members as set forth in Sections 3 and 4 of Article X.



9) 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 either a majority vote of the Board of Directors or by action of the members taken in accordance with Oregon Business Code statutes. If a Board member misses more than three meetings in any given season, this may be cause for removal, at the discretion of the Board.

10) Vacancies

If a Board position becomes vacant, for any reason, the membership of the Corporation will be notified in writing within forty eight (48) hours and qualified members of the Corporation may submit a statement of interest to the Board within three (3) days. The vacancy shall be filled by an appointment of the Board within thirty (30) days. The person appointed to the Board shall remain a Board Member for the remainder of the term of the Director who has vacated their position or, if the remaining term exceeds more than two (2) of the three (3) year term, the Board may hold a special election for the position during the next regular February election for the purpose of a membership vote.

11) Operational Directors

The Board shall be supported by Operational Directors who shall provide operations leadership and support to the Board. Operational Directors shall include the Scheduler, Registrar and others as determined in the Board's discretion. The 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 an annual board retreat. Special meetings of the Board may be held at such other times as set by a majority of the Board of Directors. Special meetings of the Board of Directors need not be open to Membership.

2) Open to Membership

Board meetings shall be open to the membership. Members shall not interfere with the conduct of Board meeting nor shall they participate in Board deliberations except when specifically requested by the Board to join in the discussion.

Members may submit a written request, to the President or Secretary of the Board, 2 weeks prior to board meeting to be placed on the agenda. The Board may reasonably approve or deny such request at its' discretion.



3) Informal Action by Board

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. On any matter requiring a vote, each Board member will have one vote; decisions will carry based on a simple majority.

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 forty-eight (48) hours in advance by written notice, delivered personally, via email, 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, and a Director at Large as elected by the members. Only current Board members are qualified to act as officers for the Corporation. Board members may simultaneously hold more than one position in the Corporation, however, Board Members may not hold more than one elected, voting position (example, the Treasurer may also serve on a committee or serve as an Operational Director).

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 agreed upon by the Board of Directors.

3) Vice President

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 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. The Secretary shall maintain all forms, contracts, and written policies for the Corporation and its members and shall complete other duties as agreed upon by the Board of Directors.

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..

ARTICLE IX - OPERATIONAL DIRECTORS

1) Appointed Operational Directors

Operational Directors are appointments made by the Board of Directors. 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. Operational Directors shall serve a period of one year. If an appointed 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 Operational Director shall be removed



and a new Operational Director shall be appointed by the Board of Directors. Operational Directors will be appointed prior to May 1st and the term will expire April 30th of the following year. Operational Director roles may include but are not limited to the following roles: Administrator, Registrar, Scheduler, Tier Program Director, Coaching Director, Metro Director, WVHL Director and Tournament Director.

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 email, 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, in the case of elections, (a) provides for write-in candidates, (b) sets forth the proposed action and provide an opportunity to vote for or against, (c) states 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 of Directors or by the members by written or electronic ballot.

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 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.