



Bylaws of Seattle Pride Hockey Association, Inc.

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
- (c) Frozen Pride Classic
- (d) Pride Current Watch Party
- (e) Seattle Pride Hockey Training
- (f) 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 ELIGIBILITY

Section III.01 Seattle Pride Hockey Association is an inclusive organization. Membership may be granted to any individual—whether an ice hockey player or not—who maintains a direct affiliation with the organization. Membership is non-transferable. Direct affiliation shall be defined as:

- (a) Ice Hockey Players

To qualify for membership, an individual must meet **all** of the following:



1. Registered and participated in at least one league and/or tournament program within the previous 12-months;
2. Be in good standing with and adhere to the Participant Conduct Policy;
3. Maintain a current residence in Washington State, with a valid Washington address on file.

(b) Non-Ice Hockey Participants

To qualify for membership, an individual must meet **all** of the following:

1. Submits a membership application with an endorsement from any two (2) board of directors' officers;
2. Be in good standing with and adhere to the Participant Conduct Policy;
3. Maintain a current residence in Washington State, with a valid Washington address on file;
4. Attends/participates in any combination of three (3) off-ice programs and/or membership meetings.

Section III.02 The organization strictly prohibits discrimination based on 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.

Section III.03 Accordingly, we will not knowingly involve or engage board of directors' officers, directors, staff, and/or outsiders (independent contractors, volunteers, and/or players) which engage in unlawful discriminatory practices.

Article IV. PURPOSE

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 board of directors. All funds,



whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to the said purposes of Seattle Pride Hockey Association.

Section IV.01 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 (leagues and/or tournaments), including an annual signature hockey tournament;
- (b) Hosting community events and programs, including training & development programs and public events supporting local organizations;
- (c) Developing educational and leadership opportunities supporting LGBTQ+ participation in hockey;

Section IV.02 In pursuit of these objectives, 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 board of directors. Special meetings may be called with the approval of the board of directors. 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 board of directors, 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.

Section VII.04 Robert's Rules of Order (current edition) shall be followed in all meetings of the corporation and its committees, unless otherwise modified herein by these Bylaws. Minutes of actions taken and members present at such meetings shall be recorded and maintained.

Article VIII. BOARD OF DIRECTORS

Section VIII.01 The business and affairs of the organization shall be managed by its board of directors, 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 board of directors.

Section VIII.02 The board of directors shall be 5 to 9 people.

Section VIII.03 Each board of directors member shall serve for a period of one (1) calendar year. Board of directors may serve consecutive, perpetual terms but must be confirmed into their roles each year by the board of directors.

Section VIII.04 Vacancies occurring amongst the board of directors will be filled by an election.

Section VIII.05 The President of the board of directors shall also be titled the Registered Agent with the State of Washington, or a Registered Agent entity may be appointed at the expense of the organization. Appropriate paperwork must be completed and filed with each new President.

Section VIII.06 Upon request in writing from a voting member, the Board of directors 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 BOARD OF DIRECTORS

Section IX.01 The board of directors 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.) or in-person. The presence of a simple majority of the board of directors members shall constitute a quorum.

- Section IX.02 On any matter that comes before the board of directors, each board of directors 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 board of directors shall review and approve an Annual Budget as prepared by the Treasurer, and any combination of other board of directors' members (President, Vice President, and/or Secretary).

Article X. OFFICERS OF THE BOARD OF DIRECTORS

- Section X.01 The officers of the organization shall be as follows:
- (a) President
 - (b) Vice President
 - (c) Secretary
 - (d) Treasurer
 - (e) Director
- Section X.02 The board of directors shall elect the officers from amongst the members of the board of directors at a regularly scheduled meeting of the board of directors. No person less than 21 years of age may hold the office of President or Treasurer.
- Section X.03 All members of the board of directors will serve without compensation. Expenses incurred on behalf of the organization will be paid by the organization upon approval of the board of directors.
- Section X.04 An officer of the board of directors 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 board of directors members. 75% of the board of directors must vote in favor of removal.
- Section X.05 If a board of directors' officer is unable to fulfill their duties, they may submit a written letter of resignation to the board of directors.

Article XI. ELECTIONS

- Section XI.01 The board of directors shall be elected each year during the Annual Membership



Meeting. Full Members in good standing shall elect the board of directors by a majority vote per nominated officer position. Elected officers shall serve for a term of one (1) year from January 1 through December 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 board of directors; approve all expenditures within the constraints of the Annual Budget; appoint committee members as authorized by the board of directors; be the official representative of Seattle Pride Hockey Association when representation is required; and perform other duties as required.
- (b) **Vice President.** The Vice President has the same duties and responsibilities as all other board members, including the duty of loyalty, obedience, and care for the organization. The Vice President generally serves as a backup leader to the President, so the board is never without leadership.
- (c) **Secretary.** The Secretary will record the minutes of all meetings of the general organization and board of directors; present the most recent meeting minutes at each general and board of directors meeting; prepare a permanent record copy of all minutes including the most recent report of the Finance Director for delivery to the board of directors 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 board of directors. Minutes of each board of directors 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 board of directors 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 board of directors for approval and voted on by the membership at the Annual Membership Meeting.

- (e) **Director, Community Development & Membership.** The Director, Community Development & Membership will lead efforts to engage and grow the organization's community and membership base. They will develop strategies for recruitment and retention, build relationships with stakeholders, advocate for the organization's mission, design outreach programs, and establish feedback mechanisms to ensure community needs are met.

Article XIII. COMMITTEES

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

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 board of directors. Those elected to serve on the board of directors 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 program revenue, donations and fundraising projects conducted by members.

Section XIV.04 Liability for debts of the organization shall be limited to the property (assets, cash) of the organization.

Section XIV.05 Members of the board of directors 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 organization’s best interest,
- (c) Reasonably believed, in all other cases, that their conduct was at least not opposed to the organization’s 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 people, 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, operation of its programs, and procurement of equipment/materials used for the organization’s benefit at the discretion of the board of directors.



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 board of directors for review. Within 30 days of receiving a change request, the board of directors 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 board of directors, 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: Governance & Ethics Policies

Conflict of Interest Policy

All board members and officers must disclose any actual or potential conflicts of interest and recuse themselves from related discussions or votes. A Conflict of Interest Policy shall be maintained and reviewed annually.

Membership Revocation Clause

Membership may be revoked by a two-thirds vote of the Board of Directors for cause, including but not limited to violations of the Participant Conduct Policy or actions detrimental to the mission of SPHA. The member will be given written notice and an opportunity to respond before revocation.

Participant Conduct Policy Acknowledgement

All members must acknowledge and agree to the SPHA Participant Conduct Policy annually to maintain active membership status.

Board Member Resignation Notice

Board members should provide at least 14 days' written notice prior to resignation, unless otherwise waived by a simple majority of the board.

Remote Participation & Voting

Participation in meetings via videoconference or teleconference shall constitute presence in person for purposes of quorum and voting.

Digital Communications & Notice

Notice of meetings and other official communications will be sent electronically to members or officers at their email address on file.

Whistleblower Protection Policy

The organization shall maintain a Whistleblower Protection Policy to protect individuals who report concerns about suspected violations of law or organizational policies.

APPENDIX B: Participant Conduct

Participant Conduct Policy

The Participant Conduct Policy is the organization's statement of expected behavioral standards that all officers, players, members, staff, volunteers, spectators, etc. are required to read and follow. The Participant Conduct, intended to reflect the mission of Seattle Pride Hockey Association, clarifies the expectation that everyone has responsibility for their actions both on and off the ice, while traveling and at home, and have accountability for those actions when Seattle Pride Hockey Association's standards are violated.

The Participant Conduct Policy will be maintained on Seattle Pride Hockey Association's website at <https://www.seattlepridehockey.org/participant-conduct/> and may be routinely updated.

Reporting and Responding to Participant Conduct Violations

All individuals should report Participant Conduct violations to their respective team captain who should then notify the Conduct & Ethics Committee. In the case that a team captain has violated the Participant Conduct, reports should be made directly to the Conduct & Ethics Committee online at <https://www.seattlepridehockey.org/community/conduct-ethics/>. All reports should be submitted electronically online to ensure proper processing.

Other reports of Participant Conduct violations may come from on-ice or tournament officials, arena staff, or from team officials outside Seattle Pride Hockey Association. Any official suspensions handed down by arena ice or game officials are violations of the Participant Conduct.

Reports will be kept confidential and will be investigated in a timely manner by the Conduct & Ethics Committee. A simple majority vote of the Conduct & Ethics Committee is required to issue any probationary status and/or warnings. Suspensions and expulsions require a unanimous vote of the Conduct & Ethics Committee. All decisions by the Conduct & Ethics Committee are final, although some appeal options may be required under USA Hockey rules and/or other rules.

In some cases, a Seattle Pride Hockey Association team captain may decide that a member of their team has violated the Participant Conduct and can choose to take appropriate action while a game is in progress. Any further disciplinary action requires approval from the Conduct & Ethics Committee. These cases may not require an investigation by the Conduct & Ethics Committee.