

**BY-LAWS
of the
PHOENIX ICE HOCKEY REFEREES ASSOCIATION, INC.
(PIHRA)**

Adopted November 13, 1996

Article 1

PURPOSES

The purpose of the Phoenix Ice Hockey Referees Association (PIHRA), Inc., ("Corporation") is to help promote the officiating program for ice hockey officials registered with USA Hockey, Inc. to facilitate registration, training, and development of those officials for the overall improvement of the quality of amateur ice hockey officiating. The Corporation shall provide a forum for discussion and a medium for dissemination of information on ice hockey rules and interpretations to insure uniformity of rules interpretation; to develop more efficient officials; to maintain the highest standards of officiating, and to create a better understanding between officials, coaches and players.

The Corporation shall be responsible for facilitating and maintaining all relations between ice hockey officials in the Phoenix Metropolitan Area, and all amateur ice hockey associations and/or leagues or organizations in the Phoenix Metropolitan Area that chose to enter into a contract agreement with PIHRA, including but not limited to, assisting officials in the scheduling of their USA Hockey, Inc. - sanctioned ice hockey games and facilitation of payment of game fees from the league or association paying the fees, to the officials assigned to those games, as independent contractors.

The Corporation shall cooperate with any out-of-area amateur ice hockey association and/or sanctioning body or organization for the purpose of scheduling all ice hockey officials to USA Hockey, Inc. - sanctioned ice hockey games; i.e., travel games, tournaments, etc.

The qualifications and credentials of all ice hockey officials working games shall be the responsibility of the Corporation.

To accomplish these purposes, the Corporation shall offer regular meetings, and sponsorship/coordination of clinics and seminars on ice hockey officiating in conjunction with USA Hockey, Inc. and the USA Hockey, Inc. State local supervisor of officials.

Article 2

OFFICE AND COPORATE SEAL

2.01 Principal Office.

The principal office of the Corporation shall be designated by the Board of Directors.

2.02 Other Offices.

The Corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

2.03 Corporate Seal.

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but, nevertheless, if in any instance a corporate seal be used, the same shall be, at the pleasure of the officer affixing the same, either (a) a circle having on the circumference thereof, "Phoenix Ice Hockey Referee's Association, Inc.," and in the center "INCORPORATED 1996," or (b) a circle containing the words "CORPORATE SEAL" on the circumference thereof.

Article 3

MEMBERSHIP

3.01 Membership Qualifications.

Membership is restricted to persons in good standing with the Corporation. A member in good standing is one who: (1) has paid all fees, dues, and assessments, (2) has met the USA Hockey, Inc. registration requirements and is currently registered as an official at any level, and (3) does not have their membership currently under suspension. Membership in the Corporation shall be renewed each season pursuant to the process approved by the Board of Directors. The membership season shall be September 1 through August 30 of each year.

3.02 Honorary Life Membership.

Honorary Life Membership may be conferred upon persons who have contributed significantly to the Corporation. Such persons shall be nominated by the Board of Directors and approved by a majority vote at a general membership meeting of the Corporation. Honorary Life Members shall have no financial obligation to the Corporation, and shall generally be members who are no longer actively officiating amateur ice hockey games, however have been recognized for their past contributions to and associations with the game of ice hockey both in and out of the state of Arizona. All Honorary Life Members shall have the same rights and privileges of regular membership except that of holding office or being a member of the Board of Directors.

3.03 Membership Voting.

Each member, in good standing, of the Corporation shall have one (1) vote on any issue requiring the consent of the general membership of the association with the exception of the election of officers or the election of Board Members. The President of the Corporation shall refrain from voting at any general membership meeting, with exception of: where a vote needs to be cast to break a tie, the election of officers, the election of Board Members, or when the issue before the membership involves the repeal, alteration, or amendment of these bylaws.

3.04 Registration Fees and Association Dues.

Registration fees or association dues for all classifications of officials shall be any amount deemed necessary by the Board of Directors. Any changes made to the dues structure shall be presented to the association's general membership at the next regularly scheduled general membership meeting after the change has been approved. These changes cannot go into effect until the next general membership registration period beginning September 1 of each year.

A system for facilitation of payment of association registration and dues by the general membership shall be formulated and administrated by the Secretary and Treasurer under the direction and guidance of the Board of Directors.

3.05 Suspension of Membership.

The Corporation shall have the power to suspend any of its members for violating the policies or Bylaws of the Corporation, the policies of USA Hockey, Inc., or any other purpose for which the suspension would be in the best interest of the Corporation.

3.06 Members Officiating Games are Independent Contractors.

Members of the Corporation who are officiating games, as scheduled by the designated scheduler, officiate and work each game as an independent contractor, and are not considered or classified as an employee of the Corporation in any way. The schedulers shall be responsible for assisting member officials in the selection of games that the member officials choose to work by making the game schedules available to them as provided to the Corporation by the leagues. All game fees paid to officials are paid by the league or association who is hosting, coordinating, or sanctioning the game. The only function of the Corporation in regards to payment of officials for games worked is to facilitate payment from the leagues or associations to the correct officials who officiates each game. It is understood that although a member may be registered and certified through USA Hockey to be an official, the scheduling and working of games through PIHRA is not a right and games are distributed based on availability, ability, and demonstration of conduct not deemed detrimental the overall fundamental basis of the Corporation.

Article 4

JURISDICTION

The Corporation with the cooperation of the USA Hockey, Inc. Officiating Program, shall have final jurisdiction over all members of the Corporation - registered officials, officiating all amateur ice hockey games.

Article 5

MEETINGS

5.01 General Meetings.

General membership meetings shall be held at a minimum of once each year in the fall (August-October) time frame, and at other times as deemed appropriate by the Board of Directors. General membership meetings shall be for the transaction of any business as deemed appropriate by the Board of Directors and general membership concerning the association. The Board of Directors shall be responsible for all general membership meeting agendas. The President will conduct and preside over all general membership meetings. General membership meetings may be held in conjunction with annual USA Hockey, Inc. officiating seminars.

5.02 Special Meetings.

Special meetings of the general membership may be called by the President, or by a majority vote of the Board of Directors, or by not less than one-fifth of all members in attendance at regular general membership meeting.

5.03 Notice of Meetings.

Written notice for all membership meetings shall be given not less than 10 days or more than 30 days prior to the date of the meeting.

5.04 Quorum.

A majority of the members of the Board of Directors shall constitute a quorum at any meeting for the purposes of conducting business.

5.05 Proxies.

Members of the Corporation or the Board of Directors shall not be represented by proxy at any meeting.

5.06 Absentee Voting.

Any voting member of the Corporation may vote in abstentia on issues before the general membership, provided that a signed absentee ballot is presented to any Board Member prior to the call of the meeting for which the issue shall be voted on. The Board of Directors shall issue an approved form which shall be designated as an official absentee ballot.

Article 6

BOARD OF DIRECTORS

6.01 Membership.

The voting membership of the Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer, and Board Director at Large. The General Counsel shall be a member of the Board but shall act in an advisory capacity only. The immediate past President may serve in an advisory capacity.

6.02 Board Director at Large.

A Board Director at Large shall be elected to the Board of Directors. Such election shall be held contemporaneously with the election of officers and shall take place in every even year. The Board Director at Large shall have all the rights, responsibilities, and duties of any member of the Board of Directors.

6.03 Alternate Member of the Board.

An alternate Member of the Board of Directors shall be elected each year. Such election shall be held contemporaneously with the election of officers. The alternate Member of the Board of Directors may attend all Board meetings. In the event of an absence of any Board Member, and only in such event, the alternate shall have one vote on any issue presently before the Board of Directors.

6.04 Annual Meeting.

The annual meeting of the Board of Directors shall be held in the month of September in each year on a date deemed most likely to attract the most members as possible to attend with appropriate notification to the membership as outlined in Article 5.

6.05 Eligibility.

Requirements for eligibility to serve on the Board of Directors shall be the same as those requirements to be an officer of the Corporation.

6.06 Term.

The members of the Board of Directors, with the exception of the alternate member, shall hold office for a term of two (2) years following the date of election. Each Director elected shall hold office until his or her successor is appointed and qualified.

6.07 Removal.

A Director may be removed at any time pursuant to the rules regarding removal of officers.

6.08 Vacancies.

Vacancies on the Board of Directors shall be filled pursuant to the rules regarding filling vacancies of officers.

6.09 Powers.

The business affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts.

6.10 Place of Meeting.

The Board of Directors of the Corporation may hold meetings, both regular and special, either within or outside the State of Arizona.

6.11 Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board, but in no event less than quarterly.

6.12 Special Meetings.

Special meetings of the Board may be called by the President or the Secretary on one (1) day's notice to each Director, either personally, by mail, by telegram, by facsimile, or by telephone; special meetings shall be called by the President or the Secretary in the like manner and on like notice on the written request of two (2) Directors.

6.13 Quorum.

A majority of the voting membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

6.14 Action Without Meeting.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or committee.

6.15 Waiver of Notice.

Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of annual, regular or special meetings of Directors by executing a written notice of waiver either before or after the time of the meeting.

Article 7

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.01 General Powers.

The Board of Directors shall have the authority to run the business and general affairs of the Corporation with final approval of the general membership where required by these Bylaws.

7.02 Duties.

The duties of the Board of Directors shall include but not be limited to the following:

1. Appoint chairpersons for all committees of the Corporation, unless otherwise indicated by these Bylaws.
2. Hear and rule on any matters disputes for which another procedure is not specifically provided for in these Bylaws.
3. Attend meetings of committees to which each Board member has been assigned.
4. Set game fees, fines, and membership fee structures.
5. Nominate all Honorary Life Members.
6. Make final decisions concerning membership in the Corporation.
7. Make final decisions concerning disciplinary actions or sanctions against any member of the Corporation.
8. Appoint game schedulers who assist the member officials in the scheduling of USA Hockey, Inc. - sanctioned games or any other games within the authority of the Corporation.
9. Communicate and distribute all necessary information to the general membership.
10. Make an annual review of the books of account.

7.03 Appointment of Treasurer.

The President with the approval of the Board of Directors shall appoint the Treasurer at the first meeting of the membership season of the newly elected Board of Directors, or at any other time as necessary when the position of Treasurer may become vacant. Upon approval by majority vote of the Board of Directors, the newly appointed Treasurer shall take office immediately.

7.04 Appointment of General Counsel.

The President with the approval of the Board of Directors shall appoint a General Counsel at the first meeting of the membership season of the newly elected Board of Directors, or at any other time as necessary when the position of General Counsel may become vacant. The General Counsel shall assist and advise on matters deemed appropriate by the Board of Directors. The General Counsel shall not hold any position as an officer, director or alternate director of the Corporation but may be member. The General Counsel shall be a non-voting member for any hearing conducted by the Ethics and Conduct Committee and/or the Grievance Committee to assist in rendering questions, answers or general direction during the hearing process.

Article 8

OFFICERS

8.01 Elections.

The office of President shall be elected at the beginning of the membership season in even years. The offices of the Vice President and Secretary shall be elected at the beginning of the membership season in odd years. Members of the Board of Directors whose offices are not currently up for election shall have the duty to administer the election. Nominations for elected offices shall be taken beginning July 15th, in the year prior to the election. Nominations shall be confirmed with the nominee's willingness to run for such office. Fourteen (14) days prior to the election, ballots shall be printed with all such candidates who were nominated and are eligible to run. Space shall be provided for write-in candidates. Each nominated candidate or prospective write-in candidate shall have the opportunity to speak for two minutes at the meeting prior to the election. Elected positions of this Corporation shall be chosen by a majority vote by secret ballot of those in attendance at the legally convened meeting. The election of any other member of the Board of Directors shall be elected in the manner as prescribed in this section.

8.02 Term.

Election results shall be tallied and verified by the elections committee. The elections committee shall report the results of each election after the results have been verified. Having been duly elected, such officers shall take office immediately. The officers of the Corporation shall hold office for a term of two (2) years following the date of election. Each Officer elected shall hold office until his or her successor is appointed and qualified. All officers, elected or appointed, shall turn over all records and materials of their office upon leaving such office. All records shall be in an up to date condition.

8.03 Removal.

Any officer may be removed from office for seriously violating the policies or Bylaws of the Corporation, the policies of USA Hockey, Inc., or any other purpose for which the removal would be in the best interest of the Corporation. Upon the majority vote Board of Directors, the proposed removal of such officer shall be added to the agenda of the next membership meeting of the Corporation within notice requirements, or if necessary, order a special meeting be held. The notice of the meeting shall inform members of the proposed removal. At the meeting, no second is required to take the proposal from the table and open it for discussion. If the proposal receives a majority favorable vote, it shall be passed, and the officer shall be immediately removed from office.

8.04 Vacancies.

Except in the case of the President, a vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any time to serve the remaining, unexpired term. In the event of a vacancy in the office of the President, the Vice President shall become President.

8.05 Qualifications of Officers .

Any member in good standing of the Corporation, 18 years of age or older, shall be eligible to hold any office, unless he or she is a board member of, or an elected officer in, or team official of any team in any other amateur ice hockey association or sanctioning body or association in Arizona. The USA Hockey, Inc. State Local Supervisor of Officials shall not be eligible to hold any office.

8.06 Qualifications of Electorate.

Only members of the Corporation, in good standing, who have been members for six (6) months plus one (1) day shall be eligible to vote in any election.

Article 9

OFFICERS' DUTIES

9.01 President.

The President shall preside at all meetings of the Corporation. He or she shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Corporation, and shall act as operating and directing head of the Corporation, subject to the policies established by the Board of Directors.

9.02 Vice President.

The Vice President will be responsible for all operational management of the Corporation membership with respect to association rules, procedures, conduct, and assignment of officials. The Vice President shall work closely and act as a liaison between the Board of Directors and the USA Hockey, Inc. State Local Supervisor of Officials. Other duties will include those deemed appropriate by the Board of Directors.

9.03 Secretary.

The Secretary shall keep all minutes of all meetings of the Board of Directors and of any standing committees are kept. He or she shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable by him or her. The Secretary shall give or cause to be given required notice of all meetings. The Secretary shall have charge of all the books and records of the Corporation except the books of account and in general shall perform all the duties incident to the office of the Secretary of a corporation and such other duties as may be assigned.

9.04 Treasurer.

The Treasurer shall have general custody of all funds and securities of the Corporation except such as may be required by law to be deposited with any state official. The Treasurer shall see to the deposit of the funds of the Corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under his or her direction and supervision, and he or she shall render financial statements to the President and Directors at proper times. The Treasurer shall also render a financial statement to the general membership no less than annually. The Treasurer shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law. The Treasurer shall give to the Corporation such fidelity bonds as may be required and the premium therefor shall be paid by the Corporation as an operating expense.

9.05 Assistant Secretaries.

There may be such number of Assistant Secretaries as from time to time the Board of Directors may fix, and such persons shall perform such functions as from time to time may be assigned to them. No Assistant Secretary shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

9.06 Assistant Treasurer.

There may be such number of Assistant Treasurers as from time to time the Board of Directors may fix, and such persons shall perform such functions as from time to time may be assigned to them. No Assistant Treasurers shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

Article 10

PARLIAMENTARIAN

The Secretary shall act as Parliamentarian at all meetings. Robert's Rules of Order, Newly Revised, shall be the governing authority of all meetings of the general membership and Board of Directors except where otherwise provided for in these Bylaws or in the Articles of Incorporation.

Article 11

COMMITTEES

11.01 Ethics and Conduct Committee.

The Ethics and Conduct Committee shall be chaired by the Vice President. At the beginning of the membership season the Vice President shall appoint two members, in good standing, from the general membership to serve on the committee. The committee shall be responsible for enforcing the Bylaws and policies of the Corporation and the discipline of all members of the Corporation. The committee shall determine the appropriate sanction for a violation of the policies of the Corporation as established by the Board of Directors, in compliance with the Bylaws and USA Hockey, Inc. The committee may call a hearing in order to hear the facts of a situation in question and a majority vote of the committee is necessary in order to pass judgment. The decision of the Ethics and Conduct Committee may be appealed to the Board of Directors, provided such an appeal request is filed in writing with the Secretary within fifteen (15) days from the date of the notice of the decision by the Ethics and Conduct Committee. Said written appeal must specify what portion of the committee's decision is being appealed and the reasons as to why an appeal is warranted. The decision of the Board of Directors on the appeal shall be final. The decision of the Ethics and Conduct Committee and the Board of Directors shall be rendered in writing. The Board of Directors shall exclude the Vice President during the appeals process. The Board of Directors may establish formal policies in order to further the purpose of the committee. The decisions of the Ethics and Conduct Committee and the Board of Directors under this section shall not be a basis for a complaint before the Grievance Committee.

11.02 Grievance Committee.

The Grievance Committee shall be chaired by the Secretary. At the beginning of the membership season the Secretary shall appoint two members, in good standing, from the general membership to serve on the committee. The committee shall be responsible for enforcing the Bylaws and policies of the Corporation and hearing any grievance of any member of the Corporation who feels they are not being treated in compliance with such Bylaws or policies. Any request for a hearing must be submitted in writing with specific instances of biased treatment and must be filed within forty-five (45) days of the referenced request. The committee shall determine the validity of such complaint and may call a hearing in order to hear the facts of a situation in question. In the event that a majority vote of the committee agrees that the member is not being treated in compliance with policies of the Corporation, the Bylaws, or USA Hockey, Inc., they shall forward their decision to the Board of Directors for immediate corrective action. The decision of the Grievance Committee may be appealed in writing with specific portions of the Grievance Committee decision to be reviewed within fifteen days (15) to the Board of Directors, whose decision shall be final. The decision of the Grievance committee and the Board of Directors shall be rendered in writing. The Board of Directors shall exclude the Secretary during the appeals process. The Board of Directors may establish formal policies in order to further the purpose of the committee.

11.03 Elections Committee.

Members of the Board of Directors whose offices are not currently up for election shall serve as the Elections Committee and shall have the duty to administer the election. The Elections Committee shall be chaired by either the President or the Secretary.

11.04 Scheduling Committee.

The Scheduling Committee shall be chaired by the Vice President. The committee shall be comprised of all schedulers for the Corporation. The Scheduling Committee shall be responsible for coordinating the schedulers. The schedulers shall be responsible for assisting member officials in the selection of games that the member officials choose to work by making the game schedules available to them as provided to the Corporation by the leagues. The committee shall also recommend policy as established by the Board of Directors, regarding scheduling criteria.

11.05 Education and Development Committee.

The Education and Development Committee shall be chaired by the Secretary. The committee shall be responsible for the education and development of all members of the Corporation with an emphasis on recruiting and developing newer members. The committee shall recommend policy as established by the Board of Directors, regarding the education and development of all members.

11.06 Special Committees.

The President and the Board of Directors shall appoint and direct special committees composed of members in good standing of the Corporation, as deemed appropriate by special circumstances.

Article 12

AMENDMENTS

12.01 Proposals.

The Bylaws of the Corporation may be repealed, altered or amended at any meeting of the general membership. Each proposal must be submitted in writing to any Board Member who shall then present it to the Board of Directors. The Board of Directors shall add the proposal to the agenda of the next regular meeting for which the proposal can be heard within the notice requirements, or if necessary, order a special meeting be held. The notice of the meeting shall inform members of the proposal. The Secretary shall see that a copy of the proposed amendment be available to the members at the meeting. At the meeting, after being duly seconded, the proposed amendment shall be taken from the table and be open for discussion.

12.02 Voting.

If the proposed amendment receives two-thirds favorable vote of those in attendance, it shall be adopted.

12.03 Adoption.

It shall be the duty of the Secretary to immediately enter all amendments into the Bylaws.