

By-Laws  
Colorado Prep Hockey League (CPHL)  
Updated: August 2020



**Table of Contents**

**ARTICLE I – NAME..... 2**

**ARTICLE II – PURPOSE ..... 2**

**ARTICLE III – MEMBERSHIP ..... 2**

**ARTICLE IV - EXECUTIVE BOARD ..... 4**

**ARTICLE V – OFFICERS ..... 7**

**ARTICLE VI – DISCIPLINARY ACTIONS..... 9**

**ARTICLE VII – MISCELLANEOUS OPERATIONS..... 9**

**ARTICLE VIII - FISCAL YEAR..... 9**

**ARTICLE IX – AMENDMENTS ..... 9**

**ARTICLE X – CAHA RETENTION POLICY..... 10**

**ARTICLE XI – CAHA WHISTLEBLOWER POLICY..... 11**

**ARTICLE XII – CAHA CONFLICT OF INTEREST POLICY ..... 12**

## **ARTICLE I – NAME**

The name of the organization is the Colorado Prep Hockey League or CPHL, doing business as the Colorado Prep Hockey League. The Colorado Prep Hockey League shall be affiliated with USA Hockey and the Colorado Amateur Hockey Association (CAHA).

## **ARTICLE II – PURPOSE**

The purpose of the CPHL shall be:

- a) To encourage, foster and promote the development and growth of the sport of amateur ice hockey within the State of Colorado under the rules and guidance of USA Hockey;
- b) To encourage and develop the mental knowledge, skills, ability and sportsmanship of all participants with respect to the sport of amateur ice hockey;
- c) To organize and operate a high school ice hockey league in an effort to provide the best environment possible for amateur ice hockey for the youth of Colorado;
- d) To promote the development of high school ice hockey teams;
- e) To emphasize the excellence of coaching and teaching of the sport of amateur ice hockey and to emphasize the spirit of competition and fair play;
- f) To provide the optimum medium to enhance the ability and attitude of participants and the development of leadership and sportsmanship;
- g) To foster and promote the reputation of the CPHL, the amateur ice hockey teams and their players;
- h) To conduct State ice hockey tournaments and to select representative teams to participate in USA Hockey district and regional tournaments, and;
- i) To carry out all other responsibilities, duties and obligations imposed on The CPHL pursuant to the Affiliate Agreement with USA Hockey.
- j) Any member, volunteer, committee member or board member of CPHL (whistleblower) who reports an activity that he or she considers to be illegal or dishonest (A whistle blower) to one or more parties specified in this policy shall not be responsible for investigating the activity or for determining fault or corrective measures. The whistleblower shall only report the activity to the Grievance/Discipline Committee, which shall be charged with these responsibilities.

## **ARTICLE III – MEMBERSHIP**

**Section 1:** Any Colorado high school ice hockey organization, adhering to and qualifying for membership in the Colorado High School Athletic Association (“CHSAA”) may apply to become a

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member of the CPHL. The term “high school hockey organization” shall be limited to organizations which include Colorado high school students in the 9th through 12th grades attending a Colorado High School or authorized home school, or which include affiliated 9<sup>th</sup> grade junior high school students. All organizations must be located within the State of Colorado and meet the minimum membership requirements as determined by the CPHL Executive Board from time to time. Membership in The CPHL shall also be subject to revocation and shall be non-transferable.

**Section 2:** The CPHL’s Executive Board shall have the discretion to determine who shall be granted membership within the CPHL based upon membership criteria determined by the Executive Board from time to time. Once admitted as a member, such organization shall retain its membership until revoked by the CPHL, until such organization fails to meet the minimum requirements for membership, including membership in good standing with CAHA and USA Hockey, or until such member elects to withdraw from membership; provided in all such events, such member shall still be required to pay all outstanding annual fees, charges and assessments incurred or assessed prior to such revocation, failure or withdrawal.

**Section 3:** A member shall be deemed in “good standing” provided such member continues to meet the minimum requirements of membership, is current on all of its financial obligations to the CPHL, is in good standing with regard to its membership with CAHA and USA Hockey and is not then under any form of probation, suspension or revocation by the CPHL.

**Section 4:** CPHL membership will include player parents and /or guardians within each Member organization. As part of the membership, parents and/or guardians shall be subject to fines and /or suspensions for violations of USA Hockey, CAHA, and CPHL policies and codes of conduct. At least one parent and / or guardian from each Member organization shall be required to register with the CAHA Cares/Avs Cares program each season. This is in support of the SafeSport program, and is a requirement of CAHA and USA Hockey.

**Section 5:** No member or participant shall have the right to institute legal action against the CPHL unless and until all administrative processes and appeals have been exhausted according to the terms of these Bylaws. Any such action in violation of the preceding sentence shall be deemed inappropriate conduct and such member may be subject to immediate disqualification and indefinite suspension.

**Section 6:** Each member shall abide by and act in accordance with the Articles of Incorporation, Bylaws, Regulations, Playing Rules, CPHL SafeSport Handbook and decisions of the Executive Board of the CPHL and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the members.

## ARTICLE IV - EXECUTIVE BOARD

### **Section 1:** *Powers, Number and Tenure.*

The business of the CPHL shall be managed by its' Executive Board. The CPHL Executive Board shall exercise all powers of the CPHL and perform all lawful acts that are by law, the Articles of Incorporation, and/or these Bylaws directed or required to be exercised or performed by the Executive Board. The Executive Board shall make all rules and regulations that they deem necessary and proper for the governance of the CPHL and for the due and orderly conduct of the business of the CPHL, including but not limited to the operation of the high school ice hockey leagues. The members of the Executive Board shall be natural persons over the age of eighteen (18) years and shall be comprised of Executive Board Officers; President, Vice President, Secretary, At-Large and Treasurer. Executive Members hold positions until they are removed or resigns.

### **Section 2:** *Duties of Executive Board.*

The Executive Board consists of voting Officers and are elected by the members. In addition to attending meetings of the Executive Board, the duties include, but are not limited to, the following:

- a) Maintain clear, timely, effective communication with, and between, all members of the Executive Board, and all relevant working committees.
- b) Responsible to communicate results of Executive meetings to the members.
- c) Serve as mediator between teams and the Executive Board.
- d) Responsible to oversee all teams.
- e) Establish an appropriate time line to ensure that all teams are in compliance with The CPHL's guidelines.
- f) Conduct a credential check prior to the start of the season.
- g) Facilitate team decisions as needed.
- h) League administration oversight: player suspensions – current and from previous season, illegal players, etc.

Notwithstanding anything to the contrary set forth herein, no Officer shall individually have the authority to bind the CPHL, except through his or her joint participation with the other Executive Board Officers.

### **Section 3:** *Vacancies, Removal or Resignation.*

a. Vacancies. If a vacancy occurs in the Executive Board, such vacancies shall first be filled by a majority of the Executive Board then in office, although less than a quorum. Such Officers appointed by the Executive Board shall serve as an interim Officer until the next annual meeting of the members at which a new Officer shall be elected for the remainder of the original term. If there are no Board Officers in office, any initial President as set forth in the Articles of Incorporation may call a special meeting of the initial Board Officers in accordance with the provisions of these Bylaws, at which meeting such vacancies shall be filled.

b. Removal. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, at any meeting of members of the Executive Board, any Officer may be removed from office, with or without cause, by a vote of two-thirds (2/3) of the Executive Board then in office.

**UPDATED: 08/2020**

c. Resignation. Any Officer may resign at any time by giving written notice to the Executive Board or the President of the CPHL.

Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Executive Board. It shall not be necessary for a resignation to be accepted before it becomes effective.

**Section 4: Meetings**

a. Annual Meeting. The Board shall meet during the spring of each year for their spring planning meeting at which time they shall elect officers for the ensuing year. The League will hold its' Annual Meeting during the summer of each year, on a date determined by the Board. All teams are invited to attend as elections for Executive Board will take place during the meeting and each member has one vote per each Officer.

The new Officers shall assume their new positions at the first meeting held after the Annual Meeting.

b. Quarterly/Monthly Meetings. The Board shall meet on a annual basis unless it is determined by the Executive Board that more frequent meetings are necessary to properly conduct the business of the CPHL.

c. Special Meetings. A special meeting of the Board may be called by the President,

Vice President, or by two Executive Board officers according to the notice requirements set forth below.

Written notice of each special meeting, setting forth the time and place of the meeting, shall be given to each Officer at least seventy-two (72) hours before the meeting.

This notice may be given either personally, through the United States Mail at the address of each Executive Board Officer appearing on the books of The CPHL or via electronic means

d. Notice and Purpose of Meetings; Waiver. Each Executive Board Officer entitled to vote at any Executive Board meeting shall be given, in person, by mail, or electronic means, written or printed notice of the purpose or purposes and the time and place of every annual and special meeting of the Executive Board. Such notice shall be sent to each Executive Board Officer at her or his email address set forth in The CPHL's records. Except as provided by Colorado law, such notice shall be given not less than three (3) days before the meeting nor more than thirty (30) days prior to the meeting. An Executive Board Officer may waive the notice of meeting by attendance, either in person or by proxy at the meeting, or by so stating in writing, either before or after such meeting. Attendance at a meeting for the expressed purpose of objecting that the meeting was not lawfully called or convened shall not, however, constitute a waiver of notice if such objection is made at the beginning of the meeting. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

At the adjourned meeting The CPHL may transact any business which might have been transacted at the original meeting. If the adjournment is for more than sixty (60) days, or if after the adjournment a new date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Officer entitled to vote at the meeting.

e. Attendance Requirements. Except as herein provided, any Officer who fails to attend two or more consecutive meetings or who fails to attend at least 75% of the Board of

Officer's meetings during each twelve-month period may be removed by the Executive Board as set forth herein. If an Officer shall fail to meet the requirements of this Section, he or she may not be reelected as an

**UPDATED: 08/2020**

Officer or he or she shall be deemed to have resigned from the Executive Board effective as of the last day of the twelve-month period for which he or she failed to meet the requirements of this Section.

Notwithstanding the foregoing, the Executive Board may waive the requirements of this Section for good cause.

**Section 5: *Quorum, Adjournment, and Manner of Acting.***

A majority of the Officers shall constitute a quorum of the Board at any annual, regular, or special meeting, but in the absence of a quorum of the Board, a minority shall have the power of adjournment. The action of a majority of the Officers present at a meeting shall be the act of the Executive Board. The withdrawing of an Officer or Officers after the start of any annual, regular, or special meeting of the Board, such that less than a quorum remains, shall not negate the existence of a quorum, and any action taken by a majority of the Officers counted in determining the existence of a quorum shall constitute the act of the Executive Board.

**Section 6: *Conduct of Meetings.***

The President or, if absent, any Vice President shall preside at each meeting of the Executive Board. If the President, and the Vice Presidents are all absent, a Chairman of the meeting shall be chosen by majority vote of the Officers present. The meetings shall be conducted using basic rules, conduct and procedure that afford each Officer a reasonable opportunity to participate, be heard and vote upon the various matters to come before the Board. The use of Robert's Rules of Order shall not be required unless determined by a vote of two-thirds of the Officers in attendance. Each Officer shall conduct him or herself in a professional manner and treat each other Officer with respect.

**Section 7: *Action Without a Meeting.***

Any action which may be taken at a meeting of the Officers may be taken without a meeting pursuant to applicable Colorado law, if a consent in writing setting forth the action so taken is signed by all of the Officers entitled to vote with respect to the subject matter thereof. Such consent has the same force and effect as a unanimous vote of the Officers for any purpose.

**Section 8: *Telephonic Meetings.***

Meetings of the Board may be held by telephone conference or Internet video link if proper notice is given to all Officers at least five days prior to such meeting specifying the forum of the meeting and the method to participate in the meeting.

**Section 9: *Compensation.***

No Officer shall receive any salary or compensation for services as an Officer unless otherwise especially approved by a two-third (2/3) majority vote of the Board, provided that the Executive Board may by resolution approve reimbursement for any reasonable expenses incurred in carrying out The CPHL's business. Notwithstanding the foregoing, no Officer shall be barred from serving The CPHL in any other capacity and receiving reasonable compensation for such other services.

**Section 10: *Liability of Officers.***

No Officer shall be personally liable to The CPHL for monetary damages for any breach of fiduciary duty as an Officer, except that no Officer's liability to The CPHL for monetary damages shall be eliminated or limited on account of any of the following: (a) Any breach of the Officer's duty of loyalty to The CPHL or its

**UPDATED: 08/2020**

members; (b) Any acts or omissions of the Officer not in good faith or that involve intentional misconduct or a knowing violation of the law; (c) The Officer's assent to or participation in a loan by The CPHL to any Officer or officer of The CPHL; or (d) Any transaction in which the Officer received improper personal benefit. Nothing herein will be construed to deprive any Officer of the right to all defense ordinarily available to an Officer nor will anything herein be construed to deprive any Officer of any right for contribution from any other Officer or other person. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection in an Officer of The CPHL existing at the time of such repeal or modification. No Officer or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such Officer or officer was personally involved in the situation giving rise to the litigation or unless such Officer or officer committed a criminal offense in connection with such situation. The protection afforded in this subsection (2) shall not restrict other common law protections and rights that an Officer or officer may have.

**Section 11: *Indemnification of Officers.***

The CPHL shall indemnify its Officers and Officers to the maximum extent allowed by law so long as such indemnification does not cause The CPHL's liabilities to exceed its assets as determined in accordance with generally accepted accounting principles. For purposes of this Section, the term "Officer" means an individual who is or was an Officer of The CPHL and an individual who, while an Officer of The CPHL, is or was serving at The CPHL's request as an Officer, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan. "Officer" includes, unless the context otherwise requires, the estate or personal representative of an Officer.

**ARTICLE V – OFFICERS**

**Section 1: *Officers.***

The Officers of The CPHL shall be nominated and elected by members of the Officers of the CPHL. The Officers of The CPHL shall exercise the powers and perform the duties set forth in these Bylaws or that are determined from time to time by the Executive Board. The officers shall be the President, the Vice President, Secretary, a Treasurer and one At-Large member.

**Section 2: *Members of Executive Board.***

The President, Vice President, Secretary, Registrar and Treasurer and other such officers that The CPHL deems necessary, as elected by the League membership shall also serve as the Executive Board of The CPHL. The members of the Executive Board shall also be voting members and be considered "Officers at large. The Executive Board shall oversee the day-to-day operations of The CPHL and make any necessary decisions consistent with the determinations of the Executive Board and The CPHL's budget.

**Section 3: *Term of, and Removal from, Office.***

Each Officer of The CPHL shall serve for a two-year term until his or her successor is chosen and qualified. Any Officer may be removed, with or without cause, at any time by the Executive Board by the affirmative

**UPDATED: 08/2020**

vote of two-thirds (2/3) of the Executive Board. Any vacancy occurring in an office of The CPHL may be filled for the unexpired portion of the term by the Executive Board until the next Annual Meeting where a vote shall determine the new Officer. Nomination and election procedures shall be as determined by the Executive Board, to the extent not inconsistent with the law, the Articles of Incorporation, or these Bylaws. The President and the Vice President shall serve staggered terms in order that the terms of the President and Vice President shall not expire at the same time.

**Section 4: *President.***

The President shall preside at all meetings of the Executive Board, Executive Board and of the CPHL, and shall have the power to call meetings, shall exercise general direction over the affairs and activities of The CPHL, and shall have the power to create necessary committees. The President shall present an annual report to the Board and to the members reviewing the season ended and making such forecast for the season approaching as may be reasonable.

**Section 5: *Vice President.***

The Vice President shall, in the absence of the President, exercise all the functions of the President except the power of appointment. The Vice President shall be responsible for overseeing the activities of the Officers. In case the office of the President shall become vacant by death, resignation or otherwise, then such office shall be filled by the Vice President until such time as the Board shall elect a new President pursuant to Article V,

**Section 6: *Treasurer.***

The Treasurer shall have custody of, keep accounts of all money, funds and property of the Corporation and shall render such accounts and present such statements to the Officers and the Officers as may be required. A financial report shall be provided to the Executive Board annually. An annual financial report/or budget report shall be presented to the Board at its' Annual Meeting. If required by the Executive Board, the Treasurer shall furnish a fidelity bond in such amount as the Executive Board may deem necessary, the cost thereof to be paid by the CPHL. All checks, payments and withdrawals on any amount in excess of a set amount shall require the signatures of not less than two (2) Executive Board members. This amount shall be reviewed and approved on an annual basis by the Executive Board.

**Section 7: *At-Large.***

The Board shall elect an At-Large, who shall also be a member of the Executive Committee. Duties shall be assigned by the Board.

**Section 8: *Secretary.***

The Executive Board elect a Secretary who shall be responsible for assisting the Executive Board, the Officers and the Executive Board in performing all of the various administrative tasks required to fulfill their obligations and duties on behalf of the CPHL. The Secretary shall report to and be supervised by the President of The CPHL unless such a relationship exists which would create a conflict of interest for the Secretary or the President. In which case, the Secretary shall then report to and be supervised by the Vice President. The Secretary duties shall include maintaining all minutes and records as required.



**UPDATED: 08/2020**

## **ARTICLE VI – DISCIPLINARY ACTIONS**

The Executive Board reserves the right to make and enforce its own disciplinary rules and to require that its members, Officers, participants and others involved in The CPHL's activities to refrain from conduct it deems detrimental to the CPHL, its purpose or its activities. Should a situation arise which requires, in The CPHL's sole discretion, disciplinary action, The CPHL shall have the right to resolve such matters in the best interests of the CPHL, including termination, suspension and expulsion in accordance with its published policies and procedures. For more information please see the CPHL SafeSport Handbook.

## **ARTICLE VII – MISCELLANEOUS OPERATIONS**

### **Section 1: *Paid Services.***

The Board may employ staff or contract for services, as it deems necessary. The Board shall set duties, responsibilities, qualifications, consideration and compensations. Paid staff may be requested to attend meetings and/or report to the Board.

### **Section 2: *Insurance.***

The Board shall cause liability or other Insurance to be obtained as deemed necessary or as required by law and shall be paid on an annual basis in such amounts and to such firms as the Board may determine.

### **Section 3: *Operating Procedures.***

The CPHL's Operating Procedures may be reviewed and revised at any time as determined by the Executive Board.

### **Section 4: *Omission of Liability.***

No Member, Officers, employees or agents shall be personally liable for any act or omission of this Corporation, nor for any debts, liabilities, obligations of The CPHL or for any loss, damage or injury whatsoever, and or nature suffered by or occurring to any other Member, participant, team or to any other person, concern or body.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year shall begin the first day of July.

## **ARTICLE IX – AMENDMENTS**

Proposed amendments to these Bylaws shall be read at a general meeting or special meeting of the Members called for that purpose, posted on The CPHL's website or emailed provided each member is given notice of such posting, and may be voted upon at that time by the Executive Board, provided however, that fifteen (15) days prior notice is given to all Members of the proposed Bylaws amendment. Adoption of any proposed amendments shall require the affirmative vote of two-thirds (2/3) of the Officers then entitled to vote.

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## **ARTICLE X – CAHA RETENTION POLICY**

CAHA will retain records in an orderly fashion for time periods that comply with legal and government requirements. The following holding periods will be utilized for the maintenance of the documents listed below.

### **Accounting Records**

Accounts Payable 7 years  
Accounts Receivable 7 years  
Audit Reports Permanent  
Chart of Accounts Permanent  
Depreciation Schedules Permanent  
Expense Reports 7 years  
Financial Statements (annual) Permanent  
General Ledger and General Journals Permanent  
Purchase Orders and Correspondence 7 years  
Purchase Requisitions 2 years  
Tax Returns and Working Reports Permanent  
Trial Balances (annual) Permanent

### **Bank Records**

Bank Reconciliations 3 years  
Bank Statements 7 years  
Canceled Checks 7 years

### **Corporate Records**

Board Minutes Permanent  
Bylaws, Charters, Articles of Incorporation Permanent  
Business Licenses Permanent  
Legal and Tax Correspondence Permanent  
Contracts – Minor Life + 4 years  
Insurance Policies, Accident, Claims Life + 4 years

CAHA League, Association, and Independent Team Members shall establish a record retention policy that addresses accounting, bank, corporate, and employee records as appropriate. Additional records that may be applicable to the CAHA membership include:

### **Accounting Records**

Loan Payment Schedules 7 years  
Fixed Asset Purchases Permanent

### **Bank Records**

Checks for Capital Purchase Permanent  
Electronic Payment Records 7 years

**UPDATED: 08/2020**

Petty Cash Vouchers 3 years

**Corporate Records**

Contracts – Major Permanent

Contracts – Minor Life + 4 years

Insurance Policies, Accident, Claims Life + 4 years

Leasehold Improvements Permanent

Lease Payment Records Life + 4 years

**Employee Records**

Benefit Plans Permanent

Employee Files (Terminated) 10 years

Employee Applications 1 year

Payroll Records and Employee Taxes 7 years

**ARTICLE XI – CAHA WHISTLEBLOWER POLICY**

A whistleblower as defined by this policy is a CAHA member, volunteer, executive committee member, or board member of CAHA who reports an activity that he or she considers to be illegal or dishonest to one or more other parties specified in this policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting.

If a member or volunteer has knowledge of or a concern of illegal or dishonest fraudulent activity, the member or volunteer is to contact the CAHA Treasurer and President who are responsible for investigation and coordinating corrective action. The member or volunteer must exercise sound judgment to avoid baseless allegation. A member or volunteer who intentionally files a false report of wrongdoing will be subject to discipline up to and including suspension.

Whistleblower protections are to cover two important areas: confidentiality and retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals of their legal rights of defense. There shall be no retaliation against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse action such as suspension, fines or threats of physical harm. Any whistleblower who believes he or she is being retaliated against must contact the CAHA Treasurer and President immediately. The right of the whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

Members or volunteer with any questions regarding this policy should contact the CAHA President.

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**ARTICLE XII – CAHA CONFLICT OF INTEREST POLICY**

Conflicts of interest have the potential to cause legal problems as well as embarrassment for CAHA and USA Hockey. While transactions involving conflicts of interest are not prohibited, they must be duly considered by the CAHA Executive Committee, based on disclosures as may be required by CAHA. The conflict of interest policy defined in the USA Hockey Annual Guide is intended to help directors, officers, and certain other persons identify situations that present possible conflicts of interest and to provide a procedure whereby such potential conflicts may be reviewed by an appropriate party when necessary. CAHA has adopted USA Hockey conflict of interest policy and CAHA Executive Committee Members shall provide, in writing, acknowledgement of conflict of interest policy.

**Acknowledgement of Conflict of Interest Policy**

The undersigned hereby acknowledges that he or she has read the CAHA and USA Hockey, Inc. Conflict of Interest Policy, has had an opportunity to ask any questions that he or she may have about the policy, and understands and agrees to comply with the policy.