

CONSTITUTION AND BYLAWS
for the
ILLINOIS HOCKEY OFFICIALS ASSOCIATION

Article I: Purpose

The purposes of the Illinois Hockey Officials Association (hereinafter “IHOA”) are to (a) register, train, and evaluate duly registered hockey officials in the State of Illinois for the purposes of improving the quality of amateur hockey officiating in the state, (b) to insure uniformity of rules interpretations, (c) to create a better understanding between officials, coaches and players, (d) to develop more efficient officials, (e) to maintain the highest standards of officiating, and (f) to provide a forum for discussion and a medium for dissemination of information on hockey rules and interpretations.

In order to accomplish these purposes, IHOA will test officials, critique, and evaluate officials, offer seminars on rules, skating and procedures, and maintain close contact with USA Hockey, its District Referee-in-Chief and the Amateur Hockey Association of Illinois.

IHOA is registered as a Not-for-Profit Organization with the State of Illinois.

Article II: Membership

Section 1 – Membership Qualifications: Membership is restricted to persons having met the requirements of IHOA as determined by the Board of Directors (“Board,” “Director,” “Board of Directors”), which at a minimum shall include the requirements of screening and complete registration with IHOA by November 30 of the season in which they sought enrollment, and having paid the annual dues of IHOA. Membership in IHOA shall be renewed each year. The Members will be classified by categories approved by the USA Hockey’s District Referee-in-Chief. Members may appeal their category placement by notification in writing to the Seminar Committee. Additional classifications, such as, but not limited to, “Tournament Qualified,” may be required, and qualifications and procedures for these categories will be established by the Board of Directors. General Membership is the sum total of all Members.

Section 2 – Voting Rights: Each Member is entitled to one vote on any issue requiring the consent of the General Membership provided that they are completely registered by November 30 of the season in which they have sought enrollment. The President does not have voting rights with the exception of casting a vote to break a tie.

Section 3 – Registration Fees: Registration fees for all classifications of officials shall be the amount deemed necessary by the IHOA Board of Directors. This fee is entirely separate from any fee an official may choose to pay to USA Hockey.

Article III: Jurisdiction

IHOA shall have jurisdiction over all hockey officials in Illinois for the purposes of registration and training of officials, and overseeing games played in Illinois. IHOA shall assist with any disciplinary investigations or actions taken by USA Hockey or AHAI.

Article IV: Meetings

Section 1 – Definitions: In all Articles herein, the following definitions shall apply: “Published” shall mean made available by any means reasonably expected to be accessible to the General Membership of, IHOA including but not limited to posting on an internet website, broadcasting by electronic mail, posting in a periodical of general circulation in the hockey community, or a combination thereof. Each Member is responsible to ensure their electronic mail address is correct at the time of registration. “Written” shall mean fixed in a tangible medium that can be perceived directly or via the internet.

Section 2 – Annual Meeting: The Annual Meeting shall be held in the spring of each year for the purpose of electing Directors, and for the transaction of any other business which may come before the meeting.

Section 3 – Special Meetings: Special meetings of the Members may be called by the President, by a majority vote of the Board or by not less than one-fifth of all the Members of IHOA.

Section 4 – Place of Meetings: The President may designate any place within the State of Illinois as the site of any annual or special meeting. Meetings of the Board or any Committee provided herein may be Conducted in-person, by telephone, by video conference, or through any combination of such methods.

Section 5 – Notice of Meetings: Periodic meetings of the Board shall be held at a regular interval at a place, day and hour established by the Board and published to the General Membership, and no further notice of such meetings shall be required. Written notice stating the place, day, and hour of the annual meeting shall be published to General Membership at least ten days and not more than 30 days prior to the meeting. For a Special Meeting of the Board, written or oral notice shall be published to General Membership not less than 24 hours before the meeting.”

Section 6 – Quorum: A majority of the Board shall constitute a quorum at any meeting.

Section 7 – Proxies: Neither Members nor Directors may be represented by proxy.

Article V: Board Of Directors

Section 1 – General Powers: The Board shall have the power to run the business and affairs of IHOA.

Section 2 – Number of Directors: The number of Directors of IHOA shall be 12, each of whom shall be selected by the Members and will include the officers of IHOA (see Section 4). Each elected Director shall hold office for three (3) years; four Directors to be elected each year.

Section 3 – Vacancies: In the event of a vacancy by resignation or other reason, the President shall appoint a Director to fill the unexpired term, with the majority approval of the current IHOA Board. In the event the President fails to make the appointment within 90 days from the date of the vacancy, the Secretary will call for a Special Election of the General Membership to fill said vacancy.

Section 4 – Eligibility: Any qualified Member, as defined in Article II, Section 1 of these Bylaws, shall be eligible to be a Director.

Section 5 – Meetings: Meetings of the Board may be called at any time pursuant to Article IV, Section 4.

Section 6 – Ex-Officio Members: The USA Hockey Referee-in-Chief, the USA Hockey District Referee-in-Chief, and the AHAI Supervisor of Officials, should they not be an elected Director under the provisions of Section 2 of this Article, shall be ex-officio Director of the Board, without voting rights.

Section 7 – Director Emeritus: The Board of Directors may nominate a past or current Director to be recognized as an IHOA Director Emeritus, who shall serve as an ex-officio Director of the Board without voting rights. Nominations may be made at any meeting of the Board, and Emeritus status shall be conferred upon a majority vote of the Board. The position of Director Emeritus shall be a lifetime appointment.

Section 8 – Duties: The duties of the Board shall be: (a) elect a President, Referee-in-Chief, Vice-President, Treasurer, Secretary, and Registrar at each annual meeting, and (b) to hear and rule on any matters or disputes for which another procedure is not provided for in the Bylaws.

Section 9 – Removal: Any Director elected by the General Membership or appointed by the President to fill a vacancy may be removed by a 2/3 majority vote of the Board at a meeting at which 9 or more of the voting members are present when the Board judges that the removal is in the best interest of IHOA. Such vote shall be held at a regularly scheduled Meeting of the Board or at a Special Meeting called in accordance with these Bylaws. The Director proposed for removal shall be notified in writing at least 30 days prior to such meeting and shall be given an opportunity to respond. Notice of the proposed removal shall be published to the General Membership at least 10 days and not more than 30 days prior to the meeting and Members shall be given an opportunity to comment on the proposed removal.

Article VI: Officers

Section 1 – Number: The Officers of IHOA shall be the President, Referee-in-Chief, Vice-President, Treasurer, Secretary, and Registrar, and they shall be elected by the Board annually, at the Board meeting immediately following the annual meeting. Any duly elected Director shall be eligible for an officer position. Officers may serve on a standing committee or serve as a chairperson of a committee.

Section 2 – Removal: Any Officer elected by the Board may be removed by a 2/3 majority vote by the Board at a meeting at which 9 or more voting members are present when the Board judges that the removal is in the best interests of IHOA. Such a vote shall be held at a regularly scheduled meeting of the Board or at a Special Meeting called in accordance with these Bylaws. The Officer proposed for removal shall be notified in writing at least 30 days prior to such meeting and shall be given an opportunity to respond.

Section 3 – Vacancies: If any office shall become vacant, such office shall be filled for the unexpired term by a majority vote of the Board.

Section 4 – President: The President shall be the chief executive officer of the association and shall, in general, supervise and control all of the business and affairs of the association. The President shall preside at all meetings, serve as an ex-officio Director on all committees, call Special Meetings of the association or the Board that she/he consider necessary, and appoint committees and their members as required by these Bylaws or as she/he deem necessary. The President will fill vacancies for all IHOA positions that are vacated prior to the completion of their term, subject to Article V Section 3. The President shall meet annually with assigners to recommend officials for all league and state finals.

Section 5 – Referee-in-Chief: The Referee-in-Chief will attend all AHAI meetings as requested, and act as a liaison between IHOA and AHAI. The Referee-in-Chief will attend all IHOA meetings, sharing items from AHAI meetings that impact and pertain to IHOA. In the event that meetings are held on the same date, the Referee-in-Chief will provide the Board information electronically. If the Referee-in-Chief is unable to attend an AHAI meeting, she/he may appoint someone from the Board to attend in her/his place. The Referee-in-Chief shall be responsible for all activities of IHOA officials with respect to training, rules, procedures and conduct. The Referee-in-Chief oversees the Development, Mentoring and Supervision Programs. The Referee-in-Chief will bring disciplinary recommendations to assigners, based upon the findings of the Officials Oversight Committee. The Referee-in-Chief shall meet annually with assigners to recommend officials for all league and state finals. The Referee-in-Chief shall make recommendations for District and National Tournaments to the District Referee-in-Chief. The Referee-in-Chief shall make recommendations for all USA Hockey Official Development Camps to the District Referee-in-Chief.

Section 6 – Vice-President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.

Section 7 – Treasurer: The Treasurer shall have charge and custody of, and be responsible, for all the funds of the association. The Treasurer shall provide an annual report at the annual spring meeting and any other reports deemed necessary by the President. The Treasurer shall provide an economic report of IHOA to the Board monthly. The Treasurer will oversee an external audit of IHOA business practices every three (3) years starting in 2026.

Section 8 – Secretary: The Secretary shall keep the minutes of all meetings, see that all notices are given in accordance with these Bylaws, and in general perform all duties incident to the office of Secretary. The Secretary will post all minutes to the IHOA website after the Board has approved them.

Section 9 – Registrar: The Registrar shall: (a) test the database to ensure that all components of the registration process are ready prior to the registration season opening, (b) be responsible for the registration of Members, (c) provide seminar instructors with secured and unsecured materials as needed for the seminar, (d) keep records of all registrations and memberships, (e) submit all electronic documentation and all paperwork to USA Hockey in a timely manner, (f) “certify” eligible voting Members, and (g) implement procedures to coordinate registration activities with USA Hockey through the USA Hockey District Referee-in-Chief. The duties of the Registrar may be shared among other Board Directors.

Article VII: Standing Committees & Positions

Section 1 – General: IHOA committees shall be composed of IHOA registered Members and/or IHOA Directors Emeriti, plus the President and any other ex-officio Directors. Each Committee shall be chaired by a Director.

Section 2 – Standing Committees: The President shall appoint the Chairperson of the following standing committees annually at the Board meeting following the Annual Meeting: Seminar, Officials Oversight (consisting of three subcommittees: Performance, Education, and Development, Rules & Ethics, Peer Review), Communication, Nominating, By-Law, Officials Development. The Chair of each committee must be Director. Any Director in good standing may serve on any committee in any position other than Chairperson. The responsibilities of each committee shall be established by the Board in the Rules and Regulations.

Section 3 – General Committees: The President may establish such other committees that are deemed necessary or appropriate to the efficient conduct of IHOA affairs. The President shall appoint the Directors and Chairperson of such committees annually for as long as those committees are in operation.

Section 4 – Committee Ratification: All committees, standing or otherwise, and/or their members, appointed by the President or Referee-in-Chief are subject to review and approval by the Board.

Article VIII: Amendments

Section 1 – Procedures: These Bylaws may be amended or changed at the Annual Meeting or at any Special Meeting of the General Membership. Each proposed amendment must be submitted to the President who shall present it to the Board. The Board shall decide whether or not to recommend its adoption at the next Annual or Special Meeting. No amendment shall be eligible for presentation at a meeting unless it shall have been published to the General Membership at least 10 days prior to the meeting. Amendments of IHOA Rules and Regulations may be made by the majority of the current Board at any scheduled IHOA board meeting.

Section 2 – Adoption: The proposed amendment shall then be presented at the next Annual or Special Meeting. After discussion, an amendment may be adopted by a two-thirds (2/3) vote of the eligible voters present at the meeting.

Article IX: Contracts, Loans, Checks, Deposits, And Endorsements

Section 1 – Contracts: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of IHOA, and such authority may be general or confined to specific instances. Contracts or expenditures over \$5,000 must be approved by a majority of the Board of Directors.

Section 2 – Loans: No loans shall be contracted on behalf of IHOA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of IHOA, shall be signed by such officer or officers, agent or agents of IHOA and in such manner as shall from time to time be determined by resolution of the Board of Directors. IHOA officials who hold an IHOA-supported credit card must submit a monthly expense report to the Treasurer.

Section 4 – Deposits: All funds of IHOA not otherwise employed shall be to the credit of IHOA in such banks, trust companies, or other insured depositories as may be selected by the Board of Directors.

Section 5 – Endorsements: The Board of Directors has the right to endorse products that are USA Hockey approved (e.g. equipment), aligned to USA Hockey (e.g. rules), or deemed relevant to the IHOA membership (e.g. apparel).

Article X: Fiscal Year

The fiscal year of IHOA shall begin on the first day of June each year and end on the last day of May in the following year. The IHOA Constitution and Bylaws serve as the only valid form of approved and

agreed upon legislation. Any prior Board-approved decisions that were passed through regular Board meetings are only valid for the fiscal year in which such decisions were/are made.

Article XI: Seal

The Board of Directors shall provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, Illinois.”

Article XII: Waiver Of Notice

Whenever any notice is required to be given under the provisions of the *Articles of Incorporation* or under the provisions of *The General Not-For-Profit Corporation Act of the State of Illinois*, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII: Distribution Of Assets

The assets of IHOA are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). IHOA shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its General Members, Directors, Officers, or persons having a private interest in the activities of the corporation. In the event IHOA is dissolved, the Board of Directors shall pay, satisfy, and discharge all liabilities and obligations of IHOA or make adequate provisions therefore and distribute all remaining assets of IHOA to an organization or organizations engaged in activities substantially similar to those of IHOA and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws).

Article XIV: Parliamentary

The Secretary shall act as Parliamentary at all meetings, and IHOA shall follow the Robert’s Rules of Order. In the event the Secretary’s position on the Board of Directors is eligible for a vote by the General Membership at the annual meeting, any other current Director, whose position is not to be voted upon, shall act as Parliamentary.

Article XV: Conflict of Interest

Section 1 – Purpose: The purpose of this policy is to protect the integrity and interests of IHOA when it is considering a transaction or arrangement that may benefit the private interests of a Director, Officer, Committee Chair or Member.

Section 2 – Definition of Conflict of Interest: A conflict of interest exists when a Director, Officer, Committee Chair, or Member of a Committee with Board-delegated powers has a financial or personal

interest that could impair, or reasonably appear to impair, their independent judgment on behalf of IHOA.

Section 3 – Duty to Disclose: Any person described in Section 2 shall disclose the existence and nature of the potential conflict to the Board prior to any discussion or vote on the matter.

Section 4 – Recusal: After disclosure, the interested person shall leave the meeting during any discussion or vote on the matter. The remaining disinterested Directors shall determine whether a conflict exists and, if so, whether the proposed transaction or arrangement is in the best interests of IHOA.

Section 5 – Records of Proceedings: The minutes shall reflect the nature of the conflict, the disclosure made, the decision of the remaining Directors, and the vote taken.

Section 6 – Violations: If the Board has reasonable cause to believe a person has failed to disclose a conflict of interest, it shall inform the person and provide an opportunity to respond. If the Board determines a violation occurred, it may take appropriate corrective action.

Article XVI: Indemnification

Section 1 – Indemnification of Directors and Officers: To the fullest extent permitted by Illinois law, IHOA shall indemnify any Director or Officer who was or is a party to a proceeding by reason of their service to IHOA, against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with the proceeding, provided the person acted in good faith and in a manner they reasonably believed to be in the best interests of IHOA.

Section 2 – Advance of Expenses: Expenses incurred by a Director or Officer in defending a proceeding may be advanced by IHOA before final disposition upon receipt of a written commitment by the individual to repay the amount advanced if it is ultimately determined that they are not entitled to indemnification.

Section 3 – Non-Exclusivity: The rights of indemnification and advancement of expenses provided in this Article shall not be exclusive of any other rights to which a Director or Officer may be entitled under applicable law or an agreement approved by the Board.

Section 4 – Insurance: IHOA may purchase and maintain insurance on behalf of any Director or Officer to cover liability asserted against them in their capacity as such, whether or not IHOA would have the power to indemnify them under this Article.

Article XVII: Membership Discipline, Suspension, and Removal

1. **Section 1 – Good Standing:** A Member is considered in good standing if they:
 - (a) meet all registration and eligibility requirements of IHOA;

- (b) pay all required fees by the deadlines established by IHOA; and
- (c) comply with the bylaws, policies, and codes of conduct adopted by IHOA.

Only Members in good standing may vote, be counted for quorum, hold office, or serve on Committees.

1. **Section 2 – Grounds for Discipline:** A Member may be suspended or removed for:
 - (a) violation of these bylaws or any policy adopted by the Board;
 - (b) conduct detrimental to IHOA;
 - (c) failure to meet registration or certification requirements; or
 - (d) nonpayment of required fees.

Section 3 – Process: Except for automatic suspension due to nonpayment of fees or failure to meet registration requirements, the following process shall apply:

1. The Member shall receive written notice of the alleged grounds for discipline at least fourteen (14) days before a decision is made.
2. The Member shall be given an opportunity to submit a written response or appear before the Board.
3. After considering the information presented, the Board may suspend or remove the Member by a majority vote of the Directors present.

Section 4 – Effect of Suspension or Removal: A suspended Member loses all voting rights and committee positions for the duration of the suspension. A removed Member forfeits all rights of membership as of the effective date of removal.

Section 5 – Reinstatement: A suspended or removed Member may request reinstatement in writing. The Board may restore membership by majority vote upon finding that the conditions causing suspension or removal have been resolved.

As adopted at the annual meeting in June 1974. Amended/ratified at the annual meetings in: 1975, 1978, 1980, 1995, 2000, 2001, 2008, 2019, and 2026. Reformatted 1999, 2000, 2001, 2009, 2019, 2024, and 2026.