

SOUTH TAHOE AMATEUR HOCKEY ASSOCIATION (STAHA) BYLAWS

Article I. OFFICES

Section 1.01 PRINCIPAL OFFICE - The principal office of this corporation shall be 1176 Rufus Allen Drive, South Lake Tahoe, CA. The Board of Directors may elect from time to time to change the official location of the principal office as they may designate and authorize by majority vote.

Section 1.02 OTHER OFFICES - The Corporation may have other such offices, either within or without Eldorado County, CA, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Article II. FISCAL YEAR

Section 2.01 The fiscal year of the Corporation shall be from May 1st to April 30th.

Article III. OBJECTIVES

Section 3.01 To develop and promote the sport of ice hockey for the benefit of South Lake Tahoe residents and those of the surrounding areas that should be least effected by rink development in the more populated valleys in neighboring Nevada.

Section 3.02 To establish a grass roots top-to-bottom (instructional & developmental to competitive travel hockey) program whereby youth can be introduced to hockey and offered all programs necessary to excel to their and their families' expectations and potential.

Section 3.03 To maintain a prioritized focus for growth in youth hockey in the order of:

- (a) Developmental Programs - Programs designed to introduce and teach youth how to skate and play ice hockey.

- (b) Recreational Programs - Programs designed to further skills and offer recreational league play while offering voluntary participation in modified travel games and tournament versus other regional recreational programs where participation & sportsmanship take precedence over outcomes.
- (c) Travel Programs - Programs where skilled participants desire to participate in competitive leagues and tournaments whose outcomes become of more importance and lessons in personal sacrifice for the betterment of the team (team play versus individual statistics) are paramount.

Section 3.04 POLICY - The policy of this corporation shall be nonprofit, nonsectarian and nonpartisan. The Corporation is one that does not contemplate the pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. No substantial part of the activities of this Corporation shall be devoted to carrying on activities that do not support its objectives as stated above or that otherwise attempts to influence legislation, or involve the Corporation in any political activities other than those that promote youth ice hockey and its growth in South Lake Tahoe, CA and the targeted surrounding areas.

Article IV. TITLES AND DEFINITIONS

- (a) “*Corporation*”, “*Association*” and “*STAHA*” when not otherwise specified refer to the South Tahoe Amateur Hockey Association of South Lake Tahoe, California.
- (b) “*Hockey*” when not otherwise specified refers to the sport of ice hockey as commonly played in North America.
- (c) “*NORCAL*” refers to Northern California Junior Hockey Association.
- (d) “*CAHA*” refers to California Amateur Hockey Association.

- (e) “*SWYHL*” refers to SouthWest Youth Hockey League.
- (f) “*USAH*” refers to USA Hockey Organization of Colorado Springs, Colorado.
- (g) “*Member*” whether singular, plural, capitalized or not and when otherwise not specified refers to any participant, benefactor or duly recognized volunteer who is in good standing with the Association shall be considered a member.
- (h) “*Board*”, “the Board” and “Board of Directors” refers to the Board of Directors of the Corporation (STAHA).
- (i) “Executive Board” shall refer to those Directors entitled to vote, which includes and are limited to the President, all Vice Presidents and the Coaching Director.
- (j) “*Good standing*” refers to those members who have completed the Association’s registration process to the satisfaction of the Association and have adopted Association By-laws, Policies and Rules & Regulations of the Association, as they may exist, and are current in their financial obligation to the Association.
- (k) “*Board meeting*” unless otherwise described, either singular or plural shall refer to regularly scheduled meetings of the Corporation’s Board of Directors as are from time to time posted but does not refer to “Special Meetings” of the Board of Directors as they may occur from time to time.
- (l) “*Official Board meeting*” or variation thereof including the word “official” relative to Board meetings refers to any formal gathering of the Directors of the corporation of which there is a published agenda and at which minutes are recorded. These meetings will include regular and special meetings.

- (m) “*Duly recognized*” refers to those volunteers of the Association that have been officially recognized by the Association’s Board and are authorized to participate in Association activities in any or an authoritative capacity as so authorized by the Board.
- (n) “*Benefactor*” refers to somebody who aids the cause, Association, or participant, particularly with a gift of money.
- (o) “*Privileges*” refers to members’ rights, their family members’ or guardians’ rights to participate in or be present at any Association function including but not limited to practices, games, tournaments, gatherings, meetings, etc.
- (p) “Official Document” shall refer any document approved by the Board of Directors whose approval has been recorded in the minutes of a previously held Board meeting.
- (q) “*Officer*”, “*Official*” or “*Director*” refers to those persons elected or appointed to an administrative position in the corporation so authorized by the Board and/or who is a member of the Board that controls the affairs of the corporation.
- (r) “*The membership*” refers to all those entitled voting members of the Association who shall be comprised of only those entitled members in good standing.
- (s) “*Overweighted*” refers to an unfair advantage (e.g. situation whereby one age grouping or a legitimate faction has a greater than equal representation and thereby has greater potential for influence than others).
- (t) “*Season*” unless otherwise stipulated refers to the time between August of one year and the end of March of the following year.

- (u) “*Seasonal duration*” shall refer to that length of expected time as identified on registration forms for which program any participant shall register and for which that registrant shall expect to pay and shall not extend beyond such period of time.
- (v) “*Deadlocked vote*” refers to a vote of which results in no majority.

Article V. MEMBERSHIP

Section 5.01 MEMBERS - Any participant, Director or appointed official, duly recognized coaches, volunteers and benefactors in good standing with the Association shall be considered a member.

Section 5.02 VOTING MEMBERSHIP

- (a) Voting Members include those participants in good standing with the Association. These Voting Members are entitled to one vote on issues open to vote by the Association’s membership.
- (b) Voting Members include all Directors of the Corporation’s Board, members of Program Committees as well as appointed or elected Officer or other official. These Voting Members are entitled to one vote on issues open to vote by the Association’s membership.
- (c) Voting members include those coaches and assistant coaches duly recognized by the Association. These Voting Members are entitled to one vote on issues open to vote by the Association’s membership.

(d) Voting members include those benefactors duly recognized by the Association.

These Voting Members are entitled to one vote on issues open to vote by the Association's membership.

(e) Voting members include those volunteers duly recognized by the Association.

These Voting Members are entitled to one vote on issues open to vote by the Association's membership.

Section 5.03 MEMBERSHIP ACCESS TO ASSOCIATION INFORMATION - Member shall be entitled access information relative to the actions and finances of the Association. Association official documents including but not limited to minutes of the meetings of the Board of Directors shall either be posted on the Association's web page or provided at a designated location at the home ice arena. Association financial reports including budget projections shall be made available to any member in good standing requesting such access within 30 days of such request. Financial information shall remain privileged to members but confidential to non-members.

Section 5.04 EXPULSION AND SUSPENSION OF MEMBERS

(a) Any member not in good standing may have their Association privileges suspended or expelled by the Board, at a maximum, for the remainder of the program's seasonal duration in which they were to be suspended.

(b) Any suspension or expulsion must be by action of the Board at an official meeting of the Board.

- (c) Any member so suspended or expelled by the Board can only have their privileges reinstated by a three-fourths (75%) or greater majority vote of the Board at an official meeting of the Board.

Article VI. VOTING

Section 6.01 VOTING RIGHTS & PRIVILEGES OF MEMBERS

- (a) All Voting Members shall be entitled to cast one single vote either for or against any such issue as put forth for vote by the membership.
- (b) Any member can call for a vote however the process and execution, of which the votes are cast, at the sole discretion of the Board via a majority vote thereof, shall be the sole responsibility of the calling individual.
 - (1) Any membership vote shall only be considered valid provided it complies fully under the terms and conditions set forth in this Section 6.01 of Article VI.
 - (2) Any vote conducted by membership must be acknowledged, recorded in minutes of an official meeting of the Board and approved by the Board before it can be determined valid.
- (c) Any member entitled to vote may assign his/her vote but only to a parent/guardian, spouse or adult sibling.
- (d) Proxies other than a single assignment as covered in Section 6.01 (c) above are prohibited. There can be no cumulative voting by any one person, persons or entity.

- (e) Members entitled to vote must demonstrate a viable understanding of the issue at hand and express reasoning for their vote may vote otherwise they shall be expected to assign their vote as per Section 6.01 (c).
- (f) Each member entitled to vote may only vote once for or against any issue that is brought forward for vote.
- (g) Only members in good standing are entitled to vote.
- (h) Absentee voting is prohibited. Unless otherwise stipulated only those present at the time and place of a vote may cast a vote.
- (i) No vote by the membership shall be considered valid or whose outcome may carry unless a minimum of 60% of the members in good standing have participated in the vote.
- (j) A simple majority of any qualified vote shall carry the outcome of the vote.

Article VII. BOARD OF DIRECTORS

Section 7.01 AUTHORITY - The government, control and administration of the Association and all of its activities and programs, shall be vested in the officers of the Association and its Board of Directors as herein provided for, which shall possess and exercise its rights and powers conferred upon it by the bylaws.

Section 7.02 BOARD MEMBERS

- (a) The Board shall be comprised of two factions; The Executive Board whose members shall be nominated and elected in democratic fashion by the members of the Association and those members appointed by the Executive Board who

shall serve as the Executive Board sees it but provided their efforts represent the best interests of the members of the Association.

- (b) The Board shall be elected by the membership and shall at all times to the best efforts available be representative of all participants and their respective programs such that not any single age grouping or other legitimate faction is permitted to have overweighted representation unless approved by a three-fourths (75%) or better majority vote of the membership.
- (c) The Board shall be comprised of a minimum of THREE Officer/Directors including a President, Vice President and Secretary and a maximum of NINE Directors.
 - (1) The Executive Board shall be comprised of no less than THREE directors and no more than FIVE directors.
- (d) Each Director is expected to be present at all Board meetings. Directors not present at a minimum of 75% of all Board meeting whether regular or special may be relieved of their duties and responsibilities and may lose all privileges thereof by majority consent of the remainder members of the Board.

Section 7.03 DIRECTOR VOTING

- (a) Each Executive Director shall be entitled to cast one vote on issues put forth for vote at an official meeting of the Board.
- (b) Appointed Directors, as they may apply, are not entitled voting privileges.
- (c) Simple majority vote shall carry on any issues put forth for vote at an official meeting of the Board except under the provisions of Sections 5.04, 7.02 & 12.01

Section 7.04 DIRECTOR POWERS

- (a) Subject to the limitations set forth in the Articles of Incorporation, other sections of its bylaws and of California law under its authority the Board shall exercise all corporate powers of the Corporation, and control the business and affairs of the Corporation.
- (b) To appoint and remove all other officers, agents and employees of the Corporation as they may exist, and prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these bylaws, fix their compensation, if applicable, and require from them security for faithful service.
- (c) To conduct, manage, control and set forth policy for the affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or these bylaws.
- (d) To effectively plan with budgets and projections each year and prudently manage corporate funds.
- (e) To appoint or remove such committees as may be deemed necessary by the Board from time to time. Further the Board shall have the power to prescribe the manner in which these committees conduct their business.
- (f) The Board shall have the power to ratify officers of the corporation and their actions. Such ratification by the Board shall have the same legal effect as if said act or said appointment had been previously approved and authorized by the Board.

- (g) The Board shall ensure that effective communications exist between any and all interested persons. The Board shall ensure member input and prompt feedback thereof.
- (h) Any Director at any Board meeting may put forth a request for vote on any issue presented at the discretion of the President who may elect to postpone vote on presented issue until the next official meeting of the Board.

Section 7.05 DUES AND FEES

- (a) Dues and fees shall be sums determined by the Board of Directors.
- (b) Such sums shall be collected as posted or announced by the Board, which it believes shall cover the costs of each program.
- (c) Payment due dates are to be established by the Board.
- (d) Payments are considered delinquent after 15 days from the time payments are due and payable.
- (e) For members whose payment obligations to the Association have lapsed past 30 days the Board may elect to revoke that member's good standing privileges through suspension or expulsion.

Section 7.06 BOARD VACANCIES - In the event any member of the Board resigns or fails in any other manner their ability to fulfill their obligations as a Board member the remainder Board may appoint an interim director by majority vote to fill such position. This interim director need not be already a director of any sort and such interim director shall serve only until the next official meeting of the Board as determined by the Board,

at which time a new director will be elected or appointed as is consistent with such elections or appointments covered herein these bylaws for each such vacancy.

Section 7.07 ACTION WITHOUT A MEETING - The Board may ratify actions without a meeting by unanimous vote of the Board.

Section 7.08 MANNER OF ACTING - Unless otherwise specified by law or within these bylaws the board at any meeting at which a quorum is present may execute such action with a majority vote of those Directors present subject to Section 8.05. In the event of a deadlocked vote or whereby a majority of vote was not obtained then that person presiding over the meeting may either unlock the vote with an additional vote ***OR*** delay such vote until the next official meeting of the Board.

Article VIII. OFFICERS & APPOINTEES

Section 8.01 ELIGIBILITY - Any adult may be eligible for a position within the corporation provided a member in good standing of the Association nominates them according the provisions hereunder.

Section 8.02 NOMINATION OF OFFICERS

- (1) Any member in good standing may nominate any adult to fill a vacancy on the board provided another member in good standing seconds such nomination.
- (2) All nominations for officers must be made public and final no less than 2 weeks in advance of the annual meeting of the membership.
- (3) Duly nominated persons for election shall have equal access to communicate to the membership their intentions and/or qualifications.

- (4) Any such communications so made by nominees may only include information regarding that particular nominee and no other nominee by name or inference.

Section 8.03 ELECTION OF OFFICERS

- (a) Only those nominated and seconded for election by members in good standing may prevail at any election.
- (b) All elections shall occur at the annual meeting of the membership.
- (c) The elections shall be conducted in a typical democratic fashion as approved by the Board.
- (d) Those nominees receiving the most votes in their favor shall assume the position at the beginning of the next fiscal year for which they were elected.

Section 8.04 OFFICER VACANCIES - Board of Directors shall be entitled to fill any vacancy in any office by majority vote of the Executive Board in accordance with Section 7.06.

Section 8.05 BOARD POSITIONS - The Directors listed below in Section 8.05 (a) through (c) shall comprise the Executive Board. Only the members of the Executive Board of Directors are entitled to vote on issues brought forth to the Board for vote. The Executive Board may add appointees to the Board as per Section 8.05 (e) (1) through (3) but appointees shall not be entitled voting privileges. No changes or additions to the titles or positions of the Executive Board positions can be made unless provided for under Section 12.01.

- (a) **PRESIDENT** - the President shall preside over all meetings of the Board. The President shall have the powers vested in him as is consistent with law, the

Articles of Incorporation, these bylaws as the Board may from time to time edit and he/she shall be entitled to vote on all board actions requiring a vote. The President may sign check drafts or other disbursements of company funds by recorded consent and majority vote of the Board. The President shall be entitled and solely responsible for establishing and communicating the agenda for any and all official meetings of the Board or meetings of the membership.

(b) VICE PRESIDENTS (in order of seniority)

(1) (1st VP) DEVELOPMENTAL DIRECTOR - Shall preside over and oversee all aspects of the developmental programs. Shall be first to preside over official meeting at which the President is absent and is entitled to vote on all Board actions requiring vote. The 1st VP, in the President's absence or unavailability, may sign check drafts or approve other disbursements of company funds by recorded and majority vote of the Board. Additionally this director shall be responsible for the promotion, registration of its participants as well as the financial aspects of the Developmental Program.

(2) (2ND VP) RECREATIONAL DIRECTOR - Shall oversee all recreational league and recreational travel programs and shall be entitled to vote on all Board actions requiring vote. Additionally this director shall be responsible for the promotion, registration of its participants as well as the financial aspects of the Recreational Program.

(3) (3rd VP) TRAVEL HOCKEY DIRECTOR - Shall oversee all competitive travel teams including but not limited to NORCAL, SWYHL and Tier level teams and shall be entitled to vote on all Board actions requiring vote. Additionally this

director shall be responsible for the promotion, registration of its participants as well as the financial aspects of the Travel Hockey Program.

- (c) COACHING DIRECTOR - The Board shall appoint by majority vote a Coaching Director, who shall oversee all aspects of coach selection process and governance thereof. The Coaching Director shall be responsible for ensuring each coach is selected according to the policies of the Corporation and who shall demonstrate an ability to execute an approved seasonal plan for each program or team. Coaching Director shall be entitled to vote on all Board actions requiring vote.
- (d) ADDITIONAL EXECUTIVE BOARD FUNCTIONS - Unless an appointment has been made to fill certain duties those duties shall be overseen by members of the Executive Board. Those functions shall include, but not be limited to Registrar, Secretary, Treasurer and Communications.
- (e) APPOINTEES - The Board may at its discretion appoint such person to such positions it feels are in the best interests of the Corporation. The Board may appoint any other person with specific professional qualifications it feels is necessary to uphold the bylaws and policies of the corporation and in which they feel is in the best interest of the Association, its program and its participants. Due to the anticipated professional qualifications required of some appointed officers the Board may elect to offer reasonable compensation to any appointed official with Corporate funds provided the Board has included those projected costs into its budget and projections. Appointees are not entitled voting privileges but are expected to attend and participate in Board Meetings.

- (1) SECRETARY/TREASURER - The Board shall appoint by majority vote a Secretary/Treasurer who shall be responsible for all filings and recordings, including but not limited to recording Board Meetings' minutes, required by the Corporation as well as keeping organized its finances. Shall keep and maintain all accounts in which the Corporation transacts financially with funds. Position may be split into TWO separate offices by majority consent of the Board.
- (2) REGISTRAR - The Board may appoint a Registrar to oversee and effectuate all enrollment registrations of STAHA member participants into the Association and into those Associations of which STAHA is a member.
- (3) COMMUNICATIONS DIRECTOR - The Board may appoint a Communications Director will oversee and govern all aspects of Association communications within the Association, its membership and the media including but limited to overseeing the Corporation's web-page.

Section 8.06 RESIGNATION AND VACANCIES - Any Officer, Director or those appointed officials may resign at any time provided their intent is submitted in writing and whose resignation will be effective immediately upon constructive receipt of the aforementioned written resignation **AND** the acknowledgment of the Board in writing.

- (a) Any rights to any remainder compensation owed that may apply in such resignation shall be forfeited.

Section 8.07 INITIAL APPOINTMENTS - An Initial Selection Committee comprised of those persons in the act of organizing this Corporation shall make initial appointments to fill the Board.

- (a) The initial President shall serve an initial term of THREE YEARS,
- (b) The initial Developmental Director and Recreational Director shall serve an initial term of TWO YEARS,
- (c) The initial Coaching Director and initial Travel Hockey Director shall serve an initial term of ONE YEAR.
- (d) Each year the Corporation is in operation its Board shall designate Registrar, Treasurer, Secretary and Communication responsibilities to active Executive Directors in the event the Board has not appointed a person with those responsibilities.

Section 8.08 TERMS OF OFFICE - After the term of each initially appointed official has expired regular elections will be held each year during the Annual Meeting of the membership who will then so elect from the slate of nominees so nominated under the terms set forth in this Article VIII. Each official elected at an annual meeting of the membership shall faithfully serve for a period of TWO years thereafter.

Article IX. MEETINGS

Section 9.01 ANNUAL MEETING - The Annual Meeting of the membership shall convene every year in which the Corporation operated but shall not meet before the end of the traditional season including playoffs of any year but not after April 30th of any year.

Section 9.02 REGULAR MEETINGS

- (a) The Corporation shall have at least THREE Regular Meetings during the course of any year in which it offers programs.
 - (1) These Regular Meetings are open to the membership.

- (2) The membership shall not be permitted to participate in the meeting unless otherwise approved by the President or that person so authorized to preside over said meeting.
 - (3) In advance of Regular Meetings an agenda will be posted by any approved method of communication or by posting on site at the rink in a designated spot.
 - (4) The specific dates of these meetings shall be set such that will accommodate the majority of the membership rather than any one person.
 - (5) Minutes of these meetings shall be the responsibility of the Secretary/Treasurer or Secretary and shall be available to the membership as reasonably convenient. Should the Corporation have a web page it would be expected that all pertinent documents including minutes be available thereon.
- (b) PRE-SEASON MEETING shall be held during August or early September of any year.
 - (c) EARLY-SEASON MEETING shall be held during late October or early November of any year.
 - (d) MID-SEASON MEETING shall be held in January of each year.

Section 9.03 PLACE OF MEETING - Places of each meeting shall be at such location as determined by the Board but at such place to be in reasonable proximity to the home ice arena.

Section 9.04 SPECIAL MEETINGS - As the Board may from time to time decide Special Meetings of the Board shall occur. Only the President may call for a Special Meeting. These Special Meetings shall not be open to attendance by the membership

however minutes of or an overview of any actions at such meeting shall be posted by approved communication methods as to provide reasonable access by the membership.

Section 9.05 QUORUM - A quorum shall exist at any meeting of the Board or Committee whereby a majority of those members are present and at which one is entitled to preside.

- (a) At any meeting whereby a quorum is present any action conducted at said meeting shall be considered valid and binding as if the entire Board or Committee had been present and voted unanimously.

Section 9.06 WAIVER OF NOTICE - Wherever any notice is required to be given under the provisions of the general nonprofit corporation laws of California, the Articles of Incorporation of this Corporation or these bylaws waiver thereof in writing and signed by a majority of those person or persons so entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to having given such notice.

Article X. COMMITTEES

Section 10.01 The Board who shall then set forth the objective of said committee and govern them accordingly may establish any committee.

- (a) The Board may also terminate any committee at any time should the Board feels the charged committee failed to meet the objectives as set forth by the Board.

Section 10.02 PROGRAM COMMITTEES

- (a) Each program; Developmental, Recreational and Travel Hockey shall have it's own governing committee that shall be comprised of equal representation of the participants in the respective program.

- (b) Each program's Director shall preside over his/her respective committee (e.g. Recreational Director shall preside over Recreational Committee meetings).
- (c) Each program committee shall elect from within by majority vote a Registrar and Treasurer who shall separately oversee and be responsible for those functions for their respective programs.
- (d) Each Committee shall consist of no less than three and no more than five persons including the Director except for the Travel Hockey Committee, which shall be comprised of one representative from each team registered in CAHA and USAH.
 - (1) Each travel hockey team registered in CAHA and USAH shall elect from within and by majority vote its representative who shall then be entitled to serve on the Travel Hockey Committee and represent the interests of that team within the program.
 - (2) From the Travel Hockey Committee shall be elected a CAHA representative who shall attend CAHA meetings and act as conduit between STAHA and CAHA.
- (e) Each committee shall meet no less than twice per year. Travel Hockey Committee shall meet no less than twice a season.
- (f) Each Director of a Program Committee is expected to represent the interests of the committees over their own interests at Board meetings.

Article XI. ARBITRATION

Section 11.01 In the event of a controversy or dispute such controversy or dispute shall be submitted to the Board in writing who will then address, by the best of their judgments, a resolve as may be interpreted by either/and general nonprofit corporate laws of California, the Articles of Incorporation of this Corporation, these bylaws or approved polices or rules and regulations. In the event such dispute cannot be sufficiently resolved through the use of the aforementioned documents then the official documents governing (in order) USAH, CAHA or NORCAL may be referred.

Section 11.02 DISPUTES & PRE-EMINENCE - In the event of a dispute that cannot otherwise be resolved within or by means of the Corporation's Bylaws, Policies or any other official document of the Association then the official documents issued by and in order of use shall be USAH, CAHA or NORCAL.

Article XII. GENERAL PROVISIONS

Section 12.01 AMENDMENTS - Amendments or changes to these bylaws may only be effectuated by a THREE-FOURTHS (75% or better) majority vote of the Board with a written and signed consent thereof.

Section 12.02 APPROVED MEANS OF COMMUNICATION - Any action by or recording of Board related events or any information intended for distribution to the membership shall be considered issued when it has been either posted on a bulletin board at the home ice arena, distributed via email to membership email addresses or posted on the Corporation's web-page. It is the responsibility of the member to ensure the Association has appropriate contact information for the member. Hand written material delivered via conventional mailing methods, email or facsimile transmission shall be considered approved methods of communication however no correspondence can considered

delivered and/or received until such correspondence has been replied to in kind or via another approved method of communication.

Section 12.03 CONSTRUCTION AND DEFINITIONS - Unless specified otherwise general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern these bylaws.

Section 12.04 ASSOCIATION MEMBERSHIPS - At any time whereby the Association has teams registered with USAH and thereby with CAHA the Association shall elect by a simple majority vote of those Travel Hockey Committee team representatives a CAHA representative who shall represent STAHA at CAHA functions. In the event of a deadlocked vote between two or more nominees for the CAHA representative the Board of Directors of STAHA by majority vote at an official meeting shall elect such representative from those nominees whose votes were tied.

Section 12.05 INDEMNITY - All members of this Corporation shall indemnify and hold harmless all volunteers of this Corporation including but not limited to the Board and any other non-compensated officer or volunteer thereof as well as NORCAL and its governing body and individuals therein as well as CAHA, its governing body and those individuals as well as USAH, its governing body and those individuals.