

BYLAWS
OF THE
TELLURIDE LIZARD HEADS

PREFACE

In accordance with the Articles of Incorporation of the Telluride Lizard Heads, a non-profit corporation, the officers and Board Members of the Telluride Lizard Heads hereby set forth these Bylaws as the official agreement by which we conduct the affairs of the Telluride Lizard Heads. This document is comprised of specific articles addressing the organization and operational guidelines and rules governing the Telluride Lizard Heads.

ARTICLE ONE

Definitions

As used in these Bylaws:

- A. "TLH" means Telluride Lizard Heads.
- B. "Director" means an individual who is or was director of TLH or an individual who, while a director of TLH , is or was serving at TLH's request as a director, officer, partner, trustee, employee, fiduciary or, agent. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- C. "Majority" when used with the board of directors, means 51% or more of the current directors, not to include vacancies.
- D. "CAHA" means Colorado Amateur Hockey Association.

ARTICLE TWO

Name

Section 1. Name

This corporation is named Telluride Lizard Heads and is a member of CAHA, USA Hockey, the Rocky Mountain Youth Hockey League and The Mountain States Girls Hockey League.

ARTICLE THREE

Purpose

Section 1. Purpose

The purpose of this organization is to develop and promote amateur ice hockey in the greater Telluride, Colorado Region.

ARTICLE FOUR

Non-Profit

Section 1. Non-profit

The TLH is chartered as a non-profit corporation. The TLH shall not conduct any business for pecuniary profit. All goods and proceeds derived from sanctioned fund raising activities shall be surrendered to the TLH and not withheld for any other purpose apart from authorized functions.

ARTICLE FIVE

Members

Section 1. Membership

Members of TLH are the parents or guardians of youth players and adults who pay a fee for participation in TLH programs. The annual membership dues of members shall be determined by the Board of Directors. Members are nonvoting in matters of governance of TLH.

Section 2. Eligibility

Members shall remain in good standing subject to adherence to the Bylaws, Rules and Regulations Of USA Hockey and CAHA and decisions of the Board of Directors, subject to a 2/3 vote of the full board at any properly called or organized regular special meeting.

Section 3. Non Discrimination policy

With respect to all operations of the TLH, specifically including but not limited to the admission of members and the employment of coaches and administrative staff, the corporation shall have a non-discrimination policy. The corporation shall not discriminate against applicants for membership or employment on the basis of race, color, gender or creed.

ARTICLE SIX

Board of Directors

Section 1. General Powers

All business and affairs of the TLH shall be managed by its Board of Directors.

Section 2. Number and Tenure.

The Board of Directors shall consist of seven (7) regular members and one (1) alternate member. Each Director shall serve for as long as desired until he or she resigns or is removed by a 2/3 vote of the full board.

Section 3. Election of Directors

Upon a vacancy occurring in the Board of Directors, the alternate member shall fill the vacancy first and then the Board shall elect the new alternate by a majority vote of the members present. In the event of a vacancy not filled by an alternate, the board shall elect the new member by a majority vote of the members present. Any person seeking a membership on the board must be nominated by a seated board member or other member in good standing with TLH.

Section 4. Meetings

All normal business of TLH shall be conducted in open forum. Special meetings of the Board of Directors may be closed session at the discretion of the Board of Directors.

- A. Regular Meetings. Regular meetings of the Board of Directors of the Board of Directors shall be held at such times as shall be fixed by resolution of the board. Members of the Board of Directors shall be given no less than five (5) days notice.
- B. Special Meetings. Special meetings of the board may be called at any time by the President, or if the President is absent or unable or refuses to act, by the Vice President or any four (4) members of the board. Members of the Board of Directors shall be given at least two (2) days notice.
- C. Order of Business. The order of business at any meeting of the Board of Directors shall be determined by the presiding officer thereof.
- D. Notice of Meeting. Written, telephonic or electronic means may be used to provide notice of the time and place of all meetings of the Board of Directors. Such notice may be waived by any director at any time in writing or by personal appearance at the meeting called.

Section 5. Quorum and Voting

A majority (51% or more) of the number of directors, not including vacancies, shall constitute a quorum for the transaction of business, and the acts of a majority of directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, if less than a quorum is present, a majority of those present may adjourn the meeting until a quorum is present.

Section 6. Compensation

Directors shall not be entitled to receive compensation from TLH, but may receive reimbursement for reasonable and necessary expenses as the Board of Directors may determine.

Section 7. Rules and Regulations

TLH, an affiliate of USA Hockey and a member of CAHA shall abide and act in accordance with the articles of incorporation, bylaws, rules and regulations, playing rules and decisions of the Board of Directors of USA Hockey, CAHA, the Rocky Mountain Youth Hockey League and the Mountain States Girls Hockey League.

ARTICLE SEVEN

Officers

Section 1. Officers

TLH shall have four officers as determined by the Board of Directors. These shall include a President, Vice President, Secretary and Treasurer. These officers shall be elected by the Board of Directors.

Section 2. Term of Office

Each officer shall hold office until a successor is elected, or until such officer's resignation, death or removal.

Section 3. Removal

Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of TLH would be served thereby.

Section 4. Vacancies

A vacancy in any office because of resignation, death, removal or otherwise, may be filled by a majority vote of the Board of Directors.

ARTICLE EIGHT

Miscellaneous

Section 1. Invalid Provision

The invalidity or unenforceability of any particular provision of these bylaws shall not affect the other provisions herein, and these bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

Section 2. Governing Law

These bylaws shall be governed by and construed in accordance with the laws of the State of Colorado.

Section 3. 501 (c)(3) Status

TLH shall maintain its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, and shall cooperate with USA Hockey and CAHA in the event that USA Hockey and CAHA deem it advisable for TLH to be included in a group exemption letter.

Section 4. Adoption or Amendment of Bylaws

All amendments to these bylaws shall require a majority vote of the Board of Directors in attendance at any regular or special meeting of the board called for that purpose where there is a quorum.

Section 5. Publication of Bylaws

TLH shall annually distribute these bylaws to its members by the most economical means available. Acceptable means of publication shall include the posting of the document on the TLH internet website, by regular U.S. mail or by request from the TLH Secretary.

Section 6. Limitation of Liability of Directors and Officers

The private property of the directors and officers shall be exempt from execution, attachment or other encumbrance or liability for any debts or obligations of the TLH, and no director or officer shall be personally liable or responsible for the debts or liabilities of the TLH. To the fullest extent permitted by law, a director or officer of the TLH shall not be liable to the TLH or any of its members for monetary damages for action(s) taken as a director or officer, including but not limited to any damages for breach of fiduciary duty as a director or officer. Moreover, the TLH shall indemnify and hold harmless any officer or director against any and all liability and expense incurred as a result of, or in any way relating to, any individual's status or action(s) as a director or officer of the TLH. The TLH is authorized to obtain insurance to provide this indemnification.