**BY-LAWS**

**GATEWAY YOUTH HOCKEY, INC.**

 **BY-LAWS OF THE ORGANIZATION (Enacted February 10th, 2009)**

**ARTICLE I**

**ORGANIZATION**

**Section 1: Name**

The name of the corporation shall be Gateway Youth Hockey, Inc. (hereinafter referred to as the “corporation”).

**Section Two: Principal Address**

The principal address of the corporation shall be Post Office Box 742, Wareham, Massachusetts 02571.

**Section Three: Non-profit and Exempt Status**

The corporation is organized as a charitable corporation under Chapter 180 of the Massachusetts General Laws, for the general purpose of fostering, encouraging, or engaging in athletic exercises. The corporation is also organized and shall be operated exclusively as an exempt organization under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and as may be amended in the future.

**Section Four: Use of Funds**

All funds and property of the corporation shall be used and distributed exclusively for the purposes and in the manner set forth in these By-laws.

**Section Five: Fiscal Year**

The fiscal year of the corporation shall begin Feb. 28 and end on March 31 of the following year (hereinafter referred to as the “Fiscal Year”).

**Section Six: Board of Directors**

The property and affairs of the corporation shall be managed by a board of directors (the “Board”) composed of not more than twenty (20) elected directors (the “Directors”).

**ARTICLE II**

**PURPOSE OF THE CORPORATION**

**Section One: Purpose**

Gateway Youth Hockey, Inc. is a charitable corporation operating youth hockey programs for the benefit of people of Wareham, Marion, Mattapoisett, and surrounding towns. The purposes of the corporation are:

1. To provide an opportunity for youth of the local towns to skate and obtain hockey instruction with the principal objective of meeting the physical, social, and psychological needs of the participants; by promoting their health, security, happiness, and sense of self worth.
2. To develop character, sportsmanship, and physical fitness among the youth of local towns.
3. To promote, encourage, and improve the standard of amateur ice hockey.
4. To conduct an amateur hockey program consistent with the rules, regulations, and policies of USA Hockey, the Massachusetts Hockey District (“Mass Hockey”) and the various leagues in which the corporation’s players participate.

**Article III**

**MEMBERSHIP**

**Section One: Members of the Corporation**

Each parent or guardian having one or more child registered and eligible to play in the corporation’s Instructional, Mite; Squirt; PeeWee, Bantam, Middle School, Midget, or Girl’s program (each referred to as a “Program”) shall be a member of the corporation (hereinafter referred to as the “Members” or a “Member” or a “Member Family”). Only members of the corporation shall be entitled to vote. A family who only participates in the corporation’s Learn to Skate Program shall be considered a non-voting member of the Corporation.

 **Section Two: Rights of Membership**

Each Member shall have all of the rights and powers to participate in the governance of the Corporation as set forth in the Corporation’s Articles of Organization and these By-laws, including the election of Directors to the Board.

**Section Three: Annual Membership Meeting**

Two annual meetings of the Corporation shall be held in November or December and May or June at a place and time determined by the Board.

**Section Four: Special Meetings**

Special Meeting of the corporation shall be called by the Executive Board if requested by the president or any member of the Executive Board. The purpose of any such special meeting must be specifically stated by the president or the other directors requesting that such meeting be convened.

**Section Five: Notice of Corporation Meetings**

The form and method of notice to the members with respect to the Annual or Special Meetings of the corporation shall be determined by the secretary, provided that at least ten days notice is given to the members by emailing a written notice of such annual or special meeting. The posting must include the time and place of such meeting, as well as the purpose of special meeting. The failure of any member to receive such notice shall not make any actions at the meeting invalid, provided that a good faith effort was made to comply with the provisions of this section.

**Section Six: Quorum**

The presence at any meeting of the corporation of at least 9 members shall constitute a quorum, except as otherwise provided by these by-laws. If any meeting of the corporation cannot be held because a quorum is not present, the president may adjourn the meeting one or more times until a quorum is present, and the meeting may thereupon be held as adjourned without further notice.

**Section Seven: Voting**

At any meeting of the members of the corporation, each member shall be entitled to one vote on any motion put before the meeting.

**Section Eight: Order of Business – Annual Meeting**

The order of business at the Annual Meetings of the Membership of the Corporation and all meetings shall be in accordance with general parliamentary procedure and shall be as follows: (a) Call to Order; (b) Reading of Minutes of Preceding Meeting; (c) Financial Report;- Given By Registrar (d) Executive Committee’s Report; - Given by President and/or Vice Presidents (e) Other Committee Reports; (f) Election of Members to the Board of Directors, if applicable; (g) Unfinished Business; (h) New Business; and (i) Adjournment.

**ARTICLE FOUR**

**THE BOARD OF DIRECTORS**

**Section One: Board Eligibility**

The Board of the Corporation shall be open only to those members of the Corporation who are interested in and committed to the purposes of the Corporation, as stated in Article Two of these By-laws. Membership and voting powers of its governing body (Board of Directors) shall consist of not less than 20% of voting members who have children actively skating in the association

**Section Two: Terms of the Directors.** The term of office for a Director shall be three (3) years, commencing on the first day of a Fiscal Year and ending on the last day of a Fiscal Year. The terms of the Directors shall be staggered so that approximately one-third of the Directors’ terms shall expire at the end of each Fiscal Year. In the event that a Director resigns before his term has expired, the Board may, in its discretion, appoint another individual to fill the remaining term of the Director who has resigned. Unless otherwise voted by two-thirds of the Board, no Director shall be eligible to serve for more than three (3) consecutive three year terms.

**Section Three: Nomination, Election and Removal of Directors.** The Board shall solicit and accept nominations for Directors from Members of the Corporation and shall prepare a ballot with all of such nominations included. An election to fill the upcoming vacancies on the Board shall be supervised by the Board and held at the Annual Meeting of Members on such other date or dates prior to the end of the Fiscal Year as determined by the Board. Every Member shall be entitled to a single vote for each vacancy on the Board. No Member may cast more than one vote for a specific nominee. Upon a vote of two-thirds of all of the Directors, any Director may be removed with cause, after reasonable notice and an opportunity to be heard is provided to such Director. Failure to attend either (a) three (3) consecutive Board meetings without advance notice to the President or Secretary, or (b) at least fifty percent (50%) of the meetings of the Board during any Fiscal Year, shall be considered cause for removal from the Board.

**Section Four: Quorum. T**he presence at any meeting of the Board of at least five Directors, including: (a) the President; and (b) a majority of the Executive Committee, as hereinafter defined, shall constitute a quorum for a meeting of the Board. Only Directors present at a meeting are entitled to vote on any matter, unless such absent Director provides specific written authority to another Director to vote on his or her behalf.

**Section Five: Powers and Duties of the Board**

The business, property and affairs of the corporation shall be managed by the Board of Directors, who shall have and may exercise all of the powers of the corporation, except those powers specifically reserved to the Members under Massachusetts law, the Articles of Organization, or these By-laws. Without in any manner limiting the general powers conferred or implied by the prior sentence, it is hereby expressly declared that the Board shall have the following specific powers and duties:

1. to rule on all matters and affairs affecting the operation of the corporation, specifically with respect to its size, goals and purpose and to establish operational policies and procedures with respect to such matters
2. to appoint all officers of the corporation, assign duties to such officer, and delegate all necessary authority to each officer appointed, consistent with the provisions of these by-laws
3. to determine the type and number of teams which shall represent the corporation and the leagues in which the teams shall play
4. to establish a budget, set fees for the corporation’s programs, and authorize the expenditure of corporate funds, each consistent with the provisions of these by-laws
5. to direct the purchase of equipment and uniforms as required to ensure that all teams representing the corporation are fully equipped and in the proper uniform sanctioned by the corporation
6. to review and act upon any temporary decision of the president, as authorized under these by-laws
7. to adopt procedures, policies, rules or guidelines for the corporation which shall supplement these by-laws and govern many of the issues and day to day operations of the corporation, and to amend such procedures, policies, rules or guidelines from time to time.

**Section Six: Regular Meetings**

Regular meetings of the Board shall be held on the first alternating Monday and Tuesday of each month, except for the month of July, at a time and place as the President may determine. The Board may determine to hold a regular meeting of the Board on a date other than the first Monday of the month by majority vote. It shall be the duty of the Secretary to inform the Director’s of all Board meetings, including stating the purpose or purposes thereof, providing an agenda of the anticipated matters to be considered, as well as the time and place of such meeting. In addition, all Regular Meetings shall be posted on the Gateway Youth Hockey website: www.warehamyouthhockey.com and all meetings shall be open to the Members.

**Section Seven: Special Meetings**

Special meetings may be called by the president or at the written request to the president by the other member of the Executive Board. The secretary shall provide at least seven (7) days notice of any such special meeting to all directors, which shall summarize its’ purpose and state the time and place of the meeting. Actual presence of the director at any meeting shall constitute a waiver of any required notice as to such director.

**Section Eight: Election of Officers**

At the first regular or special meeting of the board following election of new directors, the new board shall appoint its officers.

**ARTICLE FIVE**

**OFFICERS OF THE CORPORATION**

**Section One: Officers**

The officers of the Corporation shall consist of:

1. President
2. Two Vice Presidents
3. Secretary
4. Registrar
5. Treasurer
6. Coaching Coordinator
7. Ice Coordinator
8. Equipment Manager
9. Safety Officers for each programs within the corporation, including the Learn to Skate, Instructional, Mite, Squirt, PeeWee, Bantam, Middle School, Midget and Girl’s programs
10. Web Site Coordinator
11. Fundraising Coordinator
12. Events Coordinator
13. Two Cape and Island League Representatives
14. such other officers as the Board may from time to time determine.

Prior to the commencement of the Fiscal Year, all officers shall be chosen by the Executive Board for the next Fiscal Year to hold their offices at the pleasure of the Board, but in no case beyond the time when their successors are chosen and duly installed. The Board may appoint such temporary or acting officers as may be necessary during the temporary absence or disability of any regular officer.

**Section Two: President**

The president shall be the chief executive officer of the corporation and shall preside at all meetings of the board. In the absence or disability of the president, the board shall select one of its members to perform the duties and exercise the powers of the president until such time as the absence or disability has ended. The president shall have all of the powers and duties conferred upon him by the board, including:

1. To call special meetings of the members or the board
2. To make decisions on matters not provided for in these by-laws until the next regular or special meeting of the board
3. To oversee and supervise the implementation of all directives of the board, including those directives made to other officers of the corporation
4. Represent, or designate suitable representation for , the corporation at all meetings of USA Hockey, Mass Hockey, and any other leagues or organization in which the corporation participates
5. Unless otherwise specifically set forth in these by-laws, to appoint members of the board’s committees, including designating chairpersons of such committees
6. To serve as an ex-officio member of all corporation or board committees
7. To serve as chairman of the executive and disciplinary committees
8. Perform duties as may be specifically delegated by the board

**Section Three: Secretary**

The secretary shall:

1. Have custody of the corporate seal
2. Issue notices of all meetings of the members and the board
3. Keep the minutes of all such meetings in books provided for such purpose
4. After each meeting, distribute a copy of the minutes thereof to each director
5. Make reports as the board may require
6. Have such powers and duties as the board my authorize

**Section Four: Registrar**

The registrar shall:

1. Organize and maintain membership and player information and birth certificates
2. Filing all required membership forms, including IMR forms and other materials required to be filed with USA Hockey and Mass Hockey
3. Have such powers and duties as the board my authorize

**Section Five: Treasurer**

The treasurer shall:

1. Have charge of all financial affairs, funds, securities, and valuable papers.
2. Keep full and accurate records of the above-mentioned
3. Deposit the monies and securities of the corporation in such depositories and on such terms and conditions as the board may direct.
4. Not be personally responsible for their safe keeping once deposited
5. Render such reports relating to the moneys, funds, securities, investments, and fiscal affairs of the corporation as may be required from time to time by the board
6. Be able to sign or countersign checks, stocks, securities, contracts, mortgages, deeds of trust, deeds, and other instruments as required by the corporation.
7. Have such powers and duties as the board my authorize

The signatures of both the president and the treasurer are required for any single check in an amount greater than $10,000. Neither the treasurer nor the president shall pay out money, invest any funds, transfer or dispose of any securities or other property, except on the authorization of the board.

**Section Six: Two Vice Presidents**

The two vice presidents shall:

1. Handle day to day operations of the corporation
2. Ensure coordination over all matters between the executive board, the director, and its members
3. Act in lieu of the president when necessary
4. Be responsible for coordinating the informational sessions and player registration
5. Reside over the disciplinary board

**Section Seven: Coaching Coordinator**

The coaching coordinator shall:

1. Oversee the selection, training, regulation, and oversight of the coaches for all of the corporation’s programs including instructional, mite, squirt, peewee, bantam, middle school, midget, and girls
2. Plan and operate all player tryouts, including of the evaluation system and selection of evaluation personnel
3. Coordinate and review all coaches at mid-season
4. Be responsible for seeing that all necessary insurance coverage is in place and all coaches and board members are “patched” at appropriate levels.

This position can be combined with any other position on the board.

**Section Eight: Ice Coordinator**

The ice coordinator shall:

1. Coordinate the acquisition of suitable and adequate practice ice for the corporation’s programs, consistent with the budget of the corporation
2. Assign ice to the corporation’s programs including instructional, mite, squirt, peewee, bantam, middle school, midget and girls, consistent with the policies established by the board and the coaching committee
3. Prepare and distribute ice schedules for such practice ice

This position can be combined with any other position on the board.

**Section Nine: Equipment Manager**

The equipment manager shall:

1. Maintain an inventory of all of the corporation’s equipment
2. Oversee the purchase of new equipment, as authorized by the board
3. Maintain the condition of the corporation’s equipment

This position can be combined with any other position on the board.

**Section Ten: Safety Officers**

The safety officers shall:

1. Ensure all rules are being enforced on site
2. Report to the disciplinary committee events reported to them which occurred within their perspective programs; which are in violation of the policies of the corporation for action in accordance with these by-laws

This position cannot be combined with any other position on the board.

**Section Eleven: Website Coordinator**

The website coordinator shall:

1. Be responsible for maintaining and up keeping the GYH website ([www.warehamyouthhockey.com](http://www.warehamyouthhockey.com)) on a regular basis as directed by the officers and board of directors

This position can be combined with any other position on the board.

**Section Twelve: Fundraising Coordinator**

The fundraising coordinator shall:

1. Be responsible for obtaining an maintaining sponsors and organize all other fundraising activities that may be approved by the executive board of directors and establish committees for specific events

This position can be combined with any other position on the board.

**Section Thirteen: Event Coordinator**

The event coordinator shall:

1. Organize the taking of all team and individual photos
2. Obtain and distribute the team awards for the end of the year
3. Organize and setting up tournaments

This position can be combined with any other position on the board.

**Section Fourteen: Two Cape and Island Representatives**

The cape and island representatives shall:

1. Attend all Cape and Island league meetings
2. Report to the board of directors all matters brought forth from the Cape and Island league meetings

**Section Fifteen: Executive Committee**

There shall be an executive committee consisting of the president, treasurer, two vice presidents, registrar, and any other director the board may appoint. The executive committee, under the direction of the president, shall:

1. Prepare policies, programs, and budgets for discussion, revision, and approval by the board.
2. Have and may exercise all the powers and authority otherwise specifically granted by the board in the management of the matters and affairs of the corporation.

**Section Sixteen: Coaching Committee**

There shall be a coaching committee consisting of the coaching coordinator, who shall serve as chairman, the president (ex-officio), one coach from each program, as appointed by the board, and one additional member of the executive committee, as appointed by the board. The coaching committee shall:

1. Review the midseason evaluation of all coaches prepared by the coaching coordinator
2. Review all coach selections, training, regulation and oversight of the coaches for all the corporation’s programs
3. Work with the coaching coordinator to plan player tryouts, including establishment of the evaluation system and the selection of evaluation personnel
4. Determine the number of teams at each level of a particular program based on the player selection process
5. Establish the parameters for allocating practice ice to all of the programs

**Section Seventeen: Disciplinary Committee**

The disciplinary committee shall be created as needed to review and act upon all disputes regarding violations of the corporation’s rules and regulations, including violations of the rules and regulations of USA Hockey, Mass Hockey, and the other programs and leagues in which the corporation participates. The disciplinary committee shall consist of the president, two vice presidents, each safety officer from the different level programs in the corporation. The committee shall be co-chaired by the two vice presidents. The chair position shall be non-voting. All decisions made by the committee shall be final, subject only to the review by the full board at the next regular or special meeting.

**Section Eighteen: Other Committees**

The board may create standing and special committees with such powers and duties as the board may determine, with the members and chairpersons of such committees being appointed by the president.

**Section Nineteen: Prohibition of Multiple Capacities**

Except as specifically provided in these by-laws, in order to avoid the appearance of a conflict of interest, no director may serve as more than one officer at any given time. However, if a vacancy in an officer position does arise during a year, the position may be filled by an existing officer if no other non-officer is interested in taking the position.

**ARTICLE SIX – FISCAL MANAGEMENT**

**Section One: Annual Budget**

The executive committee shall prepare and the board shall adopt prior to each May 1, an estimated annual budget for the fiscal year beginning on the next July 1 (“Annual Budget”). Included in this annual budget shall be the following:

1. The estimated cost of operating the corporation for the next fiscal year
2. The projected revenues for the corporation for the next fiscal year, including an estimated annual dues payment for each player participating in the corporation’s programs during the next fiscal year
3. A proposed fundraising goal for the next fiscal year

**Section Two: Expenditure of Funds**

The president and treasurer have the power to expend the corporation’s funds provided such expenditures are consistent with the annual budget and other motions approved by the board. The treasurer shall report on expenditures made by the corporation to the board at each regularly scheduled board meeting. All checks that are drawn in excess of $10,000 shall require the signature of both the president and treasurer.

**Section Three: Books and Accounts**

The books and accounts of the corporation shall be kept under the direction of the treasurer.

**Section Four: Review of Books and Records**

At the close of each fiscal year, the books and records of the corporation shall be examined, reviewed, and if requested by a majority of the board, audited. The president of the corporation shall cause the treasurer to annually prepare a full and correct statement of the financial affairs of the corporation for the preceding fiscal year. Upon completion, the statement shall be submitted to the board and thereupon placed in the official records.

**ARTICLE SEVEN – MISCELLANEOUS**

**Section One: Amendments**

These by-laws may be amended by a majority vote of the directors at any annual, regular, or special meeting of the board, provided notice of the proposed amendment is given in writing to all of the directors at least seven (7) days before the meeting.

**Section Two: Majority Vote**

Unless otherwise provided for in the articles of organization or these by-laws, for any meeting of the members, the board or any committee formed by the board, a majority vote shall mean the votes of one more than fifty percent (50%) of the members, directors, or committee members present at the respective meeting. For purposes of any of the aforementioned meetings, all members, directors, or committee members must be present at the meeting to vote unless they have provided a written proxy votes to another member or director.

**Section Three: Corporate Documents**

The corporate by-laws and the procedures, policies, rules, and guidelines shall be posted on the Gateway Youth Hockey website ([www.warehamyouthhockey.com](http://www.warehamyouthhockey.com)) and can be provided in printed form upon request by any member.