

VERMONT SHAMROCKS , INC.

BY-LAWS

ARTICLE I

NAME

The Name of the Corporation shall be “Vermont Shamrocks, Inc.”

ARTICLE II

PURPOSES

To create ice hockey club teams to compete in Vermont State ice hockey competition, to create USA Hockey regional and national tournament bound teams, and to create seasonal teams to compete at local and regional tournaments. The mission is to bring together some of the most competitive hockey players from all across New England and New York state. The goal is to provide a high level of hockey while promoting participation at the local level. The emphasis is on skill development and teamwork by fostering a spirit of cooperation and unity, as well as individual self-growth. We want to create a fun environment which focuses on important values such as sportsmanship, friendship, and love of the game. The lesson at the end of the day is that succeeding is really more about how they play the game – win or lose. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

OFFICE

The location of the principal office and Registered Agent may change from year to year and shall be properly reflected in the Biennial Report for Non-profit Corporations as filed with the Vermont Secretary of State.

ARTICLE IV

MEMBERSHIP

Membership in the Association shall be made up of registered ice hockey players, their parents or guardians, coaches, team schedulers, team managers, the corporation Officers, and the corporation Directors

Section 1. Membership. An ice hockey player may become a member of the Association by completing the following: (1) paying the team or tournament membership fee and (2) completing the appropriate application and forms.

Section 2. Termination of Membership. The board of directors, by affirmative vote of two thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present and voting at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period. The process shall be carried out in good faith at least 15 days prior written notice shall be given to the member to be expelled, suspended, or terminated. Said notice shall state the reasons for the action, and shall give the member an opportunity to be heard, orally or in writing, not less than five days

before the effective date of the proposed expulsion, suspension, or termination, so as to allow the Board of Directors sufficient time to decide whether the action shall take place. Written notice of the proposed action shall be given by first class or certified mail and sent to the member's address.

Section 3. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of a majority of the board, may reinstate a member to membership on such terms as the board of directors may deem appropriate.

ARTICLE V

MEETINGS

The annual meeting of the Association shall be held in April of each year at a time and place designated by the President, with thirty (30) days notice, posted in advance on the Association's web site. Special meetings may be called by the President upon one (1) week's written notice, or upon written request by three (3) members to the President.

The notices of such meetings shall indicate the business to be transacted.

A minimum of three (3) members of the Board of Directors shall constitute a quorum for the purposes of conducting business at all meetings including the annual meeting, special meetings or regular meetings. All resolutions offered for the consideration of the members shall be presented in writing prior to discussion before the Board of Directors.

Meetings shall be governed by Robert's Rules of Order

ARTICLE VI

OFFICERS

The officers shall be President, Vice President, Secretary, and Treasurer. The officers shall be appointed by the Board of Directors at the Annual Meeting and shall serve for one year. Officers shall serve without compensation.

ARTICLE VII

DUTIES OF THE OFFICERS

A. President: Shall preside at all meetings of the membership and of the Board of Directors; sign contracts, leases, deeds and also notes and other evidences of indebtedness upon approval of the Board; sign checks; call Association and Board meetings; have general supervision of affairs of the Association.

B. Secretary: Shall keep the minutes of the Association and Board meetings and keep all reports and documents connected with the business of the Association. Shall maintain a role of membership; post minutes and notices of regular meetings and special meetings of the Association and Board; send same minutes to the Board of Directors.

E. Treasurer: Shall have charge of the funds of the Association and keep a record of all receipts and disbursements and shall render a written report when requested by the President of the Board of Directors. Disbursements for less than \$5,000 may be made at the discretion of the Treasurer or the President. Disbursements for \$5,000 or more must have the approval of the Board of Directors unless the disbursement is for multi-team tournament registration. In addition, the Treasurer shall serve as the advisor for insurance policies.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Powers: The business and affairs of the corporation shall be managed by the board of directors. The board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board.

Section 2. Number, Tenure, and Qualifications: The board of directors of the Corporation shall consist of five members. Directors shall be appointed at the annual meeting, and the term of office of each director shall be until the next annual meeting of the board members and the election and qualification of his or her successor.

Board of Directors composed of a maximum of five (5) members of the Association, of which at least three (3) members represent three (3) different area youth hockey organizations.

Section 3. Regular Meetings: A regular meeting of the board of directors shall be held without notice other than this bylaw. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4. Special Meetings: Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at such place as the directors may determine.

Section 5. Notice: Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by written notice delivered personally or

mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum: A majority of the number of directors fixed in these bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly warned and held meeting of the board, provided such written consent is inserted in the minute book.

Section 7. Voting. Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting.

Section 8. Removal of absent directors. Directors missing three consecutive regular meetings are deemed removed.

Section 9. Vacancies: Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Fees. The Treasurer and/or the board of directors shall establish the membership fees and other fees as needed to be assessed from the members.

The term of office for officers and appointed Board members shall be for three years ending immediately after the Annual Meeting, or until succeeded. The three members elected at large shall be elected by the Board at the Annual Meeting. Terms will be staggered so under normal circumstances only one (1) member at large will be elected each year. Any member of the Board, on failure to attend any three (3) consecutive meeting shall be considered remiss and neglectful of duty and may, by action of the Board, be removed from office. Board members may succeed themselves if duly elected or appointed.

An elected board member may be appointed to no more than one of such appointed Board of Director Positions. Should a Board vacancy occur, the Board of Directors, by majority vote, shall appoint an Association member to serve for the balance of the year.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Three (3) Board members shall constitute a quorum at Board meetings. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if three (3) Board members consent thereto, in writing, and such writing or writings are filed with the Minutes of the Proceedings of the Board.

They shall have the entire authority in the management of affairs and finances of the Association and have general control of all its property.

They shall make such rules as they deem proper respecting the use and application of the Association's property and operating philosophy, fix penalties of offenses against the rules, and make rules for their own government and for the government of the committees appointed by them.

All appropriations from the funds of the Association shall be made by the Board.

They shall appoint any committee, with full authority over them, as deemed necessary to the conduct of the Association business.

They may establish, organize, and direct activities of hockey leagues, sponsor clinics, hockey games, and other activities in accordance with the aims of the Association.

They shall make such rules as deemed proper and relevant to the conduct of all participants in the program.

The Board may conduct money raising projects, engage employees, agents, and servants to the extent necessary, determine their remuneration and borrow money; mortgage and pledge its assets, and do all other acts necessary to carry out the purpose of the Association.

They shall arrange for the audit of the records of the Secretary, Treasurer, and committees whenever appropriate.

The Board shall establish the guidelines and philosophy in the program profile which shall be revised, updated and issued each year by September 1. The basis of the program must be a strong development program, stressing instruction and playing time.

Added to this base must be an integrated select teams program for the purpose of permitting more talented hockey players to receive more advanced and concentrated instruction and to compete with teams from other select girls hockey associations.

The Corporation (Vermont Shamrocks, Inc.) shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, successors and assigns, against any and all expenses, including amounts paid upon judgments, council fees and amounts paid in settlement (whether before or after suit is commenced), actually and necessarily incurred by such person or persons in connection with the defense or settlement of any civil claims, action, suit or proceedings in which they, or any of them, by reason of being of having been directors or officer of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person or persons shall have been adjudged to be liable for his/her own gross negligence or willful misconduct in the performance of his/her duty.

ARTICLE X

ADVISORY BOARD

An Advisory Board(s) may be established by the Board of Directors. The function of the Advisory Board will be to perform Association related functions as set forth by the Board of Directors. Advisory Board(s) will meet at the discretion and direction of its chairman (as appointed by the Board of Directors). Its members must be members of the Association.

ARTICLE XI

501(C)(3) STATUS

The purpose of this Association is non-profit/charitable and as such the Association must always attempt to comply with those regulations set forth in the Internal Revenue Code which includes amending the Articles of Association when necessary.

Notwithstanding any other provisions of the Articles of Associations, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer or the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization, or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or other attempting to influence legislation (except as otherwise provided by IRC 501(h)), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidates for public office.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any

such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not

- (a) engage in any act of self-dealing as defined in IRC 4941(d);
- (b) retain any excess business holding as defined in IRC 4943(c);
- (c) make any investments in such a manner as to subject the organization to tax under IRC 4944; or
- (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day in June each year.

ARTICLE XIII

SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words @Corporate Seal Vermont. @

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Non-Profit Corporation Act of Vermont (Titles 11B VSA) or under the provision of the Articles of Incorporation or the By-Laws of the Corporation, 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 XV

DISSOLUTION

Upon dissolution of the Corporation the assets of the Corporation shall, pursuant to the Articles of Incorporation, inure to the benefit of a 501 (c)(3) corporation.

ARTICLE XVI

GENERAL CORPORATION LAW

Unless specifically covered herein, the affairs of the Corporation shall be governed by the general non-profit corporation laws (Title 11B VSA).

ARTICLE XVII

AMENDMENTS

The articles of Association and By-Laws may be amended at any regular annual meeting or special meeting by a minimum of four (4) members of the Board of Directors

and two (2) other members of the Association provided the proposed amendment(s) was included in the notice of the meeting.

ARTICLE XVIII

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.