

# **EAST HAVEN YOUTH HOCKEY ASSOCIATION INC.**

## **BY-LAWS**

EHYHA Board Adopted: September 28, 2011

EHYHA Members Adopted: November 9, 2011

ARTICLE I  
Corporate Name

The name of this corporation shall be the East Haven Youth Hockey Association Inc. hereafter referred to as "EHYHA" or "corporation".

ARTICLE II  
Definitions

Board. References herein to the Board shall mean the Board of Directors.

Committee Member. Any member Director or Officer serving on a Committee appointed under these By-Laws.

Good Standing. "In Good Standing" refers to one who has fulfilled his/her obligations to EHYHA to date, in a timely manner, including any financial obligations imposed. When a Player is referred to as "in good standing" it is also inherent that his/her member parent is also in good standing.

Member. A member is any parent or guardian of a Player enrolled in an EHYHA program.

Membership. The Membership is all the members, resident and non-resident.

Non-Resident Member. A Non-Resident Member is a member who resides in any Town or City other than East Haven, CT at the time of registration.

Non-Resident Player. A Non-Resident Player is a Player who resides in any Town or City other than East Haven, CT at the time of registration.

Player. Any minor who is enrolled in an EHYHA program.

Quorum. A Quorum is that number which is a majority of the total positions on the Board or Committee. A Quorum for purposes of meetings of the membership is ten members.

Resident Member. A Resident Member is any member who resides in the Town of East Haven, CT at the time of registration.

Resident Player. A Resident Player is any player who resides in the Town of East Haven, CT at the time of registration.

ARTICLE III  
Objectives

The objectives of the EHYHA shall be:

- A. to firmly implant in the Players the ideals of good sportsmanship, honesty, loyalty, integrity, courage and respect for authority both off and on the ice;

- B. to teach the Players the rules of the game of Hockey.

ARTICLE IV  
Players Eligibility

- A. A Player is eligible to participate in an EHYHA program if he/she meets the age requirement of the specific division for which he/she is trying out and is in good standing.
- B. At no time will the participation of a Non-Resident Player cause a Resident Player to be denied an opportunity to participate in any program provided the Resident Player is in good standing.

ARTICLE V  
Membership

Meetings

- A. A meeting of the membership will be held twice a year in April and October of each year. At these meetings the Board of Directors will issue a written statement of the financial condition of the corporation. In addition, the membership may vote upon any issues properly brought before it in accordance with these By-Laws.
- B. Only Members in good standing will be allowed to vote on any issue before the Membership. Each Member in good standing shall have one vote.
- C. A Quorum of the membership is required to hold a valid vote.
- D. Any action of a majority of the members in good standing at which a quorum is present shall be a valid action of the membership.
- E. By the act of being a member of EHYHA members agree for themselves and for their minor child or children to be bound by these By-Laws;
- F. A Special Meeting of the membership may be called by:
  - 1. the Board of Directors at any time; or
  - 2. the Board shall call a Special Meeting upon a petition of a Quorum, as defined in this article, of the membership in good standing.
- G. The order of business at meetings shall be as follows:
  - 1. Call to Order;
  - 2. Roll Call(or verification that those present are members in good standing and a Quorum is present);
  - 3. Reading of the Notice of Meeting;
  - 4. Public Comment;
  - 5. Acceptance of the Minutes of the prior meeting;
  - 6. Financial Report;
  - 7. New Business;

8. Old Business;
9. Adjournment.

ARTICLE VI  
The Board of Directors

Section 1. General Powers.

- A. The management of the property and affairs of the corporation shall be vested in the Board of Directors.
- B. The Board shall consist of eleven (11) Directors. The term of a Director shall be three (3) years with staggered terms. The first election shall commence in April, 2012. The two positions filled/open for election shall be designated by the Board in such a way that each of the current incumbent positions will have circled through the election process once during the first four elections commencing April, 2012. Due to the uneven number of Directors each fourth year election shall be for three (2) Directors. Upon election, the directors shall immediately enter upon the performance of his/her duties and shall continue until his/her successors shall have been duly elected.
- C. The Board of Directors shall determine all questions of policy and administration relative to the purposes of EHYHA and the methods for carrying out such purposes between the annual meetings of EHYHA.
- D. The fiscal year of said corporation shall be from May 1 to April 30;
- E. Amendments to these By-Laws may be made by Two-thirds vote of the Board of Directors at any regular or special meeting, called for that purpose, following due notice of such proposed amendment and presented for adoption to the Membership at the May 1 meeting or such special meeting called for same.
- F. No Director may receive compensation for his/her service as a Director, however, a Director may be reimbursed any monies paid out of pocket, approved by the Board, for the benefit of EHYHA.
- G. The Board of Directors shall elect the Officers and Directors of the Corporation.

Section 2. Director Eligibility.

A Director must

- (1) be at least eighteen (18) years of age;
- (2) have two (2) years of active participation in EHYHA within the past five (5) years;
- (3) at least nine (9) of the eleven (11) directors must also be members in good standing and at least eight(8) of the ten members must me Resident Members;
- (4) The non-member directors must be in good standing free of any major disciplinary action from EHYHA or any other Youth Association/Organization;

- (5) A Director may not simultaneously sit as an Officer or Director of another Youth Hockey Association;
- (6) Any of these eligibility criteria may be waived by a 2/3rds vote of the Board of Directors and said waiver will remain for the duration of the candidates term if elected. Directors sitting at the time of the adoption of these By-Laws shall remain eligible pursuant to their original waiver by the Board.

Section 3. Honorary Directors.

- a. Any Director with seven (7) or more consecutive years on the Board shall be eligible he/she so choose, for honorary lifetime membership on the Board of Directors, without voting rights. These lifetime members must continue to be in good standing to continue as lifetime members. Honorary Members may participate in Board discussions, but they are advisory only.

Section 4. Meetings.

- H. The Board shall meet at least once a month on the 3<sup>rd</sup> Wednesday of the month at 7:30 p.m. at the offices of the corporation or such other place as designated and noticed in advance.
- I. The order of business at meetings shall be as follows:
  - 1. Call to Order;
  - 2. Roll Call;
  - 3. Public/Members to be heard;
  - 4. Acceptance of the Minutes of the prior meeting;
  - 5. Committee Reports;
  - 6. Financial Report
  - 7. New Business;
  - 8. Old Business;
  - 9. Adjournment.

ARTICLE VI  
Officers

Section 1. Officers.

- A. There shall be six Officers of the corporation:

President, Vice President, Recording Secretary, Treasurer, Registrar;
- B. No Officer may receive compensation for his/her service as an Officer, however, an Officer may be reimbursed any monies paid out of pocket, approved by the Board, for the benefit of EHYHA.

## Section 2. Officer Duties.

- A. President. The President shall be a Director and the chief executive officer of EHYHA. He shall preside at all meetings and shall be Chairman of the Board of Directors. He shall issue the call for regular and special Board meetings. He shall supervise functions for various committees. He shall see that regular elections are held in accordance with the By-Laws of the East Haven Youth Hockey Association, Inc. The President shall also have served as a director for at least one year as a prerequisite to being President. The President shall oversee and may call meetings of any and all committees.
- B. Vice President. The Vice-President (Ex-Officio Chairman of all Committees) shall perform the duties of the President in his/her absence and shall have the same authority as the President in his/her absence he/she shall carry out all other duties or assignments as may be delegated to him/her by the President. In the president's absence, the Vice President shall oversee and may call meetings of any and all committees.
- C. Recording Secretary. The Recording Secretary shall keep an accurate and up to date record of EHYHA minutes of all meetings and shall conduct other such business as is necessary for the welfare of EHYHA.
- D. Treasurer. The Treasurer shall pay all accounts by check. He/She shall keep an accurate and up to date record of all monies received and disbursed and report same at each regular meeting and present a financial statement at the membership meetings. He/She shall also be bonded. He/She shall prepare and file in a timely manner such annual returns as may be required by the federal, state and local authorities. With the Assistance of the President and such other people as he/she deems appropriate, he/she shall prepare a proposed Budget for the upcoming fiscal year and submit it to the Board for approval. This proposal shall also include the proposed registration and tryout fees for the upcoming year.
- E. Registrar. The Registrar shall be responsible for managing registration of Players and resolving eligibility issues. He shall be responsible for issuing league releases and insuring those registering have been released from any prior league.

## ARTICLE VII Committees

The Board of Directors shall appoint such Committees as it deems appropriate to facilitate the conduct of its business.

- A. Notwithstanding the foregoing, the following are standing Committees:
  - 1. Mite Committee: Consists of at least one individual, a member in good standing, from each level of mites;
  - 2. Squirt Committee: Consists of at least one individual, a member in good standing, from each level of Squirts;

3. Peewee Committee: Consists of at least one individual, a member in good standing, from each level of Peewees;
4. Bantam Committee: Consists of at least one individual, a member in good standing, from each level of Bantam;
5. Midget Committee: Consists of at least one individual, a member in good standing, from each level of Midgets;
6. Rules Committee; Consists of at least two individuals, members in good standing, from the general membership;
7. Grievance Committee: Consists of three Directors properly appointed hereunder. It shall be the Grievance Committees obligation to investigate any allegations of wrong doing prior to any meetings called to address such allegations and present its findings, evidence and witnesses to the Board at the meeting;
8. Audit Committee: Consists of two Directors properly appointed hereunder. Its duty shall be to at least annually audit the books maintained by the Treasurer and verify reconciliations ;
9. Nominating Committee: Consists of two Directors properly appointed hereunder;
  - a. The Board shall cause a notice to be sent to the members no later than March 15 of each year informing them of:
    1. Who the members of the Nominating Committee are and their contact information;
    2. How many Director positions are open for election in the normal course;
    3. How many Director positions are open to complete an unfinished term of a Director who has resigned, was removed, or can no longer serve for any reason;
    4. the date, time and place of the election which the Board encourages the Members to attend;
    5. A tentative Agenda for the meeting;
    6. The deadline for submitting candidates names;
    7. To whom they may submit candidates names, addresses and contact numbers to with a short statement why they feel the individual would make a good Director ;
  - b. The Nominating Committee shall interview each candidate and inquire of the candidate about matters including but not limited to his/her interest in serving, criminal convictions and any prior disciplinary action by this Youth Hockey Association or any other Youth Association, and such other inquires as it deems appropriate.
  - c. Once a candidate has committed to serve, if elected, then the

Candidate shall prepare a short biography of himself/herself(50 words or less) about why he/she wants to serve and is qualified for the position which biography will be made available to the Directors prior to the election so they can make an informed decision on election day.

- d. The Nominating Committee shall prepare a ballot containing all the qualified proposed Candidates for Director Positions that have committed to serve if elected and submit it along with the Biographies to the Board for their decision.
- B. Each Committee shall be chaired by one Director appointed by the Board;
- C. The Board may appoint such additional Directors as members of a Board as it deems appropriate.
- D. For the purpose of this Article only, Individuals referred to herein are members from the Membership that are not Directors or Officers.
- E. Each Committee shall conduct the business delegated to it and report its findings and recommendations, if any, to the Board for its action.
- F. Each Committee shall have at least three Committee Members, but no more than five unless the Board deems the task at hand so large that it will require more Committee Members to do the job. There shall always be an odd number of Committee members including the Chairperson.
- G. The term of Committee positions shall be for one year.

#### ARTICLE VIII

#### Discipline, Suspension, Removal of Directors, Officers, Coaches, Committee Members, Members and Players, Etc.

##### A. Directors.

- 1. A director may be disciplined, suspended or removed for cause by the Board of Directors;

##### B. Officers, Coaches, Committee Members, Members and Players, Etc.

The Board of Directors can discipline, suspend or remove an Officer, Coach, Committee Member, Member, Player, or any other person for cause after due hearing thereon.

##### C. Hearings. Hearings by the Board hereunder shall be at a closed special meeting called for this purpose and the order of business shall be:

- 1. A reading of the allegations against the party or parties affected;
- 2. The Grievance Committee presents its findings and may call witnesses to testify to the facts and present evidence;



3. Any individual(s) directly affected by the alleged misconduct may present a statement of his/her position;
4. The person (“accused”) who is the subject of this meeting shall have the right to present his evidence including testimony and/or witnesses in defense of the situation.
5. Both the accused and the Grievance Committee shall have one opportunity to rebut the others evidence;
6. Both the Accused and the Grievance Committee shall present a closing statement if they desire;
7. The Board has the right to ask any final questions;
8. The Board will then move into Executive Session and deliberate;
9. Upon returning from Executive Session, the issue will be put to vote. A vote hereunder shall be by a two thirds vote of a quorum of the Directors to carry. If the accused is a director, then he shall be disqualified from sitting on the Board for the purpose of this meeting.

ARTICLE IX  
General Provisions

- A. Vacancies. Any vacancy in the Board of Directors or Officers shall be filled by the Board of Directors. The filling of this vacancy will be first offered to the candidate who received the next highest number of votes in the last election until said ballot is exhausted and then the Board may fill said vacancy with anyone it feels is appropriate.
- B. Construction. In construing this document, feminine or neuter pronouns shall be substituted for those of masculine form and vice versa, and the plural for singular, and the singular for plural in any place in which the context may require.
- C. Captions. The captions of this document are for convenience and reference only and in no way define, limit or describe the scope or intent of this document or its terms
- D. Procedure. Except as provided herein, Roberts Rules of Order shall control the conduct of all meetings.
- E. Voting. Unless otherwise provided herein a majority vote of a quorum will carry any motion.
- F. Agendas and Minutes. Board Agendas will be posted on the website at least forty-eight (48) hours prior to the meeting and minute shall be posted to the website with forty-eight (48) hours after the meeting.

- G. Uniforms: With the exception of the Midgets Division all EHYHA teams shall don the Board approved uniforms for all games, home and away, no exceptions. The Midget Division shall don uniforms approved by the Board in advance of the season commencing. If the Board does approve a third jersey, the Board reserves the right to restrict its use and under no circumstances is it to be used for any CHC tournament play.
- H. Board Meetings. In addition to the President having the ability to call a meeting and the Vice President in the President's absence, upon the consent of three Directors, a Board Meeting may be called.

Article X  
Conflicts of Interest  
Purpose

The purpose of the conflict of interest policy is to protect EHYHA's tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of EHYHA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

A. Definitions:

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which EHYHA has a transaction or arrangement,
- b. A compensation arrangement with EHYHA or with any entity or individual with which EHYHA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which EHYHA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

B. Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed

transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether EHYHA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in EHYHA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

C. Records of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of

the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

D. Compensation.

1. A voting member of the governing board who receives compensation, directly or indirectly, from EHYHA for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from EHYHA for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from EHYHA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

E. Annual Statements.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,

2. Has read and understands the policy,

3. Has agreed to comply with the policy, and

4. Understands EHYHA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

F. Periodic Reviews.

To ensure EHYHA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to EHYHA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes

and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

G. Use of Outside Experts.

When conducting the periodic reviews as provided for in Article VII, EHYHA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.