

BY-LAWS OF  
**MARBLEHEAD YOUTH HOCKEY ASSOCIATION, INC.**

**As of May 31, 1999**

ARTICLE I NAME

The name of this organization shall be **MARBLEHEAD YOUTH HOCKEY ASSOCIATION, INC.**

ARTICLE II PURPOSE

The purpose of this organization is to provide the opportunity for individual development for the youth of the Town of Marblehead; to develop their physical ability and moral character through a program of organized competitive hockey; to foster throughout the program the development of sportsmanship and team play; to provide, through a program of organized practices, games and team play opportunities for the individuals to realize their potential and to develop self-confidence and a sense of responsibility to themselves and others; and, as an organization, to strive to improve the available programs and to provide the conditions best suitable for the achievement of the individual and team program goals.

The Corporation shall have the power to receive money or property, tangible or intangible, real or personal, for any of the purposes of the Corporation by borrowing, gifts, bequests, devises, contributions, and in any other manner and from any other source; to apply the funds and property of the Corporation either directly or indirectly; and to all acts and things necessary and convenient to carry on the powers expressly granted.

The Corporation shall have the power to establish and maintain an endowment fund and to do all the acts necessary to carry out the purposes for which the endowment fund was established. This Corporation is organized without capital stock and shall be operated exclusively for charitable purposes. No benefit shall inure to any member of the Corporation by his or her association with the Corporation. It is intended that this Corporation shall be of the character described in the provisions of Section 5018 3 of the Internal Revenue Code of the United States. The Corporation shall have the power to affiliate with and to terminate affiliation with any organizations formed and existing for the purposes of the Corporation.

ARTICLE III BOARD OF DIRECTORS

**Section 1 Powers**

The powers of the Corporation shall be vested in the governing body, which is the Board of Directors. The Board shall have control and management of the property, affairs and funds of the Corporation and shall establish the policies for carrying out the purposes of the Corporation.

**Section 2 Membership**

The Board of Directors shall consist of not less than 5 nor more than 17 persons elected by a two-thirds vote at the annual meeting of the Board of Directors, except that the Directors then in office at the time of the adoption of these By-laws shall continue to serve as Directors for three years following the adoption of these By-laws. The Board shall consist of no less than 20% of individuals who have children skating in the

program. Directors shall be elected for an initial term of one year and thereafter may be re-elected for terms of three years. Directors' terms of office shall automatically be extended until their resignation or removal, or until their successors are duly elected or appointed or until the Board of Directors votes not to fill such vacancy.

### Section 3 **Honorary Directors**

The members of the Board of Directors may elect as an Honorary Director any individual the Board wishes to recognize for outstanding service to the Corporation or for other contributions to the community. Honorary Directors shall not be included in the count computing the number of Directors on the Board of Directors. Honorary Directors shall not have a vote, but shall be entitled to participate in discussions at all meetings of the Board. The provisions of these By-laws providing for notice to be given to Directors of special meetings of the Board of Directors shall not apply to Honorary Directors.

### Section 4 **Meetings**

Regular meetings of the Board of Directors shall be held monthly at such days, times and locations as may be established by the Board from time to time. Regular Meetings must be held within the Commonwealth of Massachusetts. Special meetings may be called by the President or any two members of the Executive Committee and/or by a majority of the Board of Directors. Written or verbal notice of all meetings shall be given at least 48 hours before the time of the scheduled meeting, except that if such Special Meeting is called by a majority of the Board of Directors, than notice shall be given in writing and forwarded by first class mail not less than ten days before the time of such meeting. If the Board establishes a regular monthly meeting schedule, notice need not be given except as to meetings called or held outside of such regular meeting schedule or as to meetings at which amendments to these By-laws are to be considered in accordance with Article XI. An annual meeting shall be held for the purpose of allowing direct representation and participation by parents and or guardians of players, coaches, and any other volunteer in the program in the process for nomination of Directors and in the process for adoption or amendment of these By-Laws. There shall be at least one general informational meeting per year for all participants in the program, whether they have the right to vote.

### Section 5 **Quorum**

One-half of the Directors then in office shall constitute a quorum in the case of a Regular or Special meeting of the Board of Directors; and, except as otherwise provided in these by-laws a majority of those present at a meeting and entitled to vote shall decide any matter properly brought before the meeting, except that as to any matter which directly or indirectly overrides or cancels any vote or action taken by the Executive Committee shall require the affirmative vote of two thirds of the Board of Directors present and entitled to vote.

### Section 6 **Vacancies**

Whenever a vacancy occurs in the Board of Directors through death, resignation or any other cause, such vacancy shall be filled by appointment by the Board of Directors. If in the opinion of the Board of Directors, any Director has failed to participate in the affairs of the Corporation or for other good cause, such Director may be removed by a two thirds vote of the Board of Directors at any meeting; provided, however, that notice of such intended motion is given to such Director not less than two weeks prior to the meeting at

which such action is to be considered.

## ARTICLE IV OFFICERS

### Section 1 **Officers**

The Officers of the Corporation, all of whom shall be duly elected members of the Board of Directors, except such Officers as may be appointed under the provisions of this Article IV, Section 6, shall be: President, Vice President, Treasurer, and Clerk. Officers shall be elected by the Board of Directors. All of the officers shall be elected for one-year terms, but shall hold their respective positions until their successors are elected. When there shall be a vacancy in any office, the Board of Directors at a regular or special meeting may fill said office for the unexpired term. Any Officer whose term as Director expires sooner than his or her term as an Officer shall have his or her term as a Director automatically extended for a two-year period at the expiration of said term as a Director. Officers may be removed for cause at any meeting of the Board of Directors by a two thirds vote; provided such Officer is given not less than two weeks prior notice of such intended action.

### Section 2 **President**

The President shall be the Chief Executive Officer of the Corporation and shall have the all powers incident thereto. The President shall preside at all meetings of the Board of Directors and the Executive Committee. He or she shall be, ex officio, a member of all committees. He or she shall appoint members to all committees of the Corporation and shall designate the chairperson of each committee.

### Section 3 **Vice President**

The Vice President shall preside at all meetings of the Board of Directors and the Executive Committee if the President shall not be in attendance or if the President requests the Vice President to preside at such meeting or during any portion of such meeting.

### Section 4 **Treasurer**

The Treasurer shall have custody of all funds, securities and valuable documents of the Corporation, except as the Board of Directors shall otherwise provide. He or she shall present a true and accurate account of the financial transactions of the Corporation to the Executive Committee and to the Board of Directors at such time as the Executive Committee and/or the Board shall request. The Treasurer shall see to the filing of all reports to governmental agencies as may be required from time to time. The Treasurer shall have the authority to disburse fund for the expenses of the Corporation subject to the approval of the President and upon submission of satisfactory invoices, receipts, or other documentation. No reimbursement for expenses paid by individuals shall be reimbursed by the Corporation unless receipts are submitted to the Treasurer within sixty days of such expenditure except with approval of the Board.

### Section 5 **Clerk/Secretary**

The Clerk/Secretary shall send appropriate notices and prepare agendas for all meetings of the Board of

Directors and the Executive Committee, shall act as custodian in conjunction with the President of all of the records and reports of the Corporation, shall be responsible for keeping and reporting minutes of all meetings of the Board of Directors and the Executive Committee, and shall act as parliamentarian, except that the Board of Directors may appoint a parliamentarian from time to time.

#### Section 6 **Other Officers**

Other officers, such as Assistant Treasurer, and Assistant Clerk, may be created by the Board of Directors from time to time and shall have duties as assigned by the Board of Directors.

### ARTICLE V COMMITTEES

#### Section 1 **Executive Committee**

The Executive Committee shall consist of the President, Vice President, Treasurer, and Clerk/Secretary. The Committee shall have general supervision of the affairs of the Corporation between meetings of the Board of Directors. It shall make recommendations to the Board of Directors. The committee shall be subject to orders of the Board of Directors and none of its acts shall conflict with prior action taken by the Board. The Executive Committee shall have the power in it's discretion to waive, defer or reduce fees of any child or children enrolled in any program of the Corporation based upon financial need, except that no member of the Executive Committee shall be entitled to vote on such matter as to his or her child(ren).

#### Section 2 **Nominating Committee**

The Nominating Committee shall consist of 2 members from the Executive Committee and 3 Directors who are not Officers. The Committee shall be chosen by a majority vote of those Directors present at any regular meeting of the Board prior to the scheduled Annual Meeting. The Committee shall present to the Board of Directors the names of persons proposed for election as Directors and/or to the various offices of the Corporation. Nominations may also be made by any member of the Board.

#### Section 3 **Other Committees**

Additional committees, including those under Section 4, below, may be established from time to time by the Board of Directors and shall consist of individuals who may be appointed and/or removed by the President.

#### Section 4 **Standing Committees**

There shall be standing committees chaired by members of the Board such as, but not limited to, the following:

1. Equipment
2. Canada
3. Rinks
4. Team Coordinators
5. Fund Raising

- 6. Publicity
- 7. Coaching

All members of the Board of Directors are expected to serve as an officer and/or as a chairperson or co-chairperson of a Standing Committee or ad hoc committee.

## ARTICLE VI FISCAL PROCEDURES

### Section 1 **Bank Accounts**

All bank checks drawn against the Corporation's checking account shall be signed by the President or Treasurer or by such other person or persons as the Executive Committee may from time to time determine. All funds of the Corporation shall be deposited as received in the Corporation's checking account with such bank or banks as the Executive Committee may from time to time determine.

### Section 2 **Contracts**

Deeds, mortgages, leases and formal contracts shall be signed by the President and Treasurer or by such other person or persons as the Executive Committee may authorize. The President and the Treasurer shall prepare an Annual Budget which shall be approved by the Board (and such approval may include amendments thereto) and no expenditures shall be made in excess of the annual budget without the approval of the Board.

### Section 3 **Records**

All Officers and other individuals having responsibility for the custody of Corporation property shall keep accurate records and shall report to the Board of Directors according to procedures adopted by the Board of Directors.

## ARTICLE VII ANNUAL MEETINGS

The Annual Meeting of the Board of Directors shall be held on the first Monday of August of each year to hold elections and receive reports. The Board of Directors may reschedule the Annual Meeting in any year provided notice is given in writing to all Board Members not less than fourteen days prior to the meeting.

## ARTICLE VIII RULES FOR PROCEDURE

In all cases provided for by these by-laws, this Corporation shall be governed by Robert's Rules of Order.

## ARTICLE IX DISTRIBUTION OF ASSETS ON DISSOLUTION

This Corporation is one that does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this Corporation, after payment or adequate provision for the debts and obligations of the Corporation, the remaining assets shall

be distributed to a non profit fund, foundation, or corporation, which is organized and operated exclusively for charitable and/or scientific purposes and which has established its tax exempt status under Section 501 Sub-division (c)(3) of the Internal Revenue Code, or other provisions than applicable for establishing tax exempt status. If this Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Probate and Family Court Department of the trial Court of Essex County, Commonwealth of Massachusetts, on petition therefor by any person concerned in the liquidation or by the Attorney General of the Commonwealth of Massachusetts.

#### ARTICLE X LIABILITY OF DIRECTORS & OFFICERS

No Director or Officer shall be liable for any act or omission whatsoever of any other Director, Officer, agent, or servant of the Corporation, nor shall any Director or Officer be liable for any negligence or error in judgement, or any act or omission, except for his own willful breach of trust.

Every act or thing done or omitted, and every power exercised or obligation incurred by Directors or any of them in the administration of this Corporation or in connection with any business, property, or concern of the Corporation, whether ostensibly in their own names or in their corporate capacity, shall be done, omitted, exercised, or incurred by them as Directors and not as individuals. Every person contracting or dealing with the Directors or having any debt, claim or judgement against them or any of them shall look only to the funds and property of the Corporation for payment or satisfaction. No Director, Officer, or agent of the Corporation shall ever be personally liable for or on account of any contract, debt, tort, claim, damage, judgement, or decree arising out of, or preservation of, the Corporation or the conduct of any business of the Corporation.

Every Director and every Officer of the Corporation shall be indemnified by and reimbursed from the Corporation for any personal liability, loss, or damage by him or her incurred or suffered including liability, loss or damage resulting from torts, in the administration of the Corporation or in conducting any business or performing any act authorized or permitted by the Articles of Incorporation or these By-Laws, or any amendments thereto, except such as may arise from his or her own willful breach of trust, but such indemnity or reimbursement shall be limited to the assets of the Corporation and no Director, Officer or member shall be personally liable or individually responsible therefor to any extent.

#### ARTICLE XI AMENDMENT

These By-laws may be amended by two thirds vote of the Board of Directors present at any meeting of the Board provided notice of the proposed amendment has been submitted to the President and the Clerk/Secretary in writing at least ten (10) days prior to any such meeting and the proposed amendment has been included in the notice to the members for said meeting.