

NORWOOD NUGGETS SKATING CLUB, INC.

BY-LAWS (updated as on 09/08)

ARTICLE 1

GENERAL

Section 1. Name and Seal

The name of this Corporation shall be Norwood Nuggets Skating Club, Inc. It shall have a corporate seal bearing the name of the Corporation and other suitable devices.

Section 2. Purpose

The purpose of the Corporation shall be to create an organization (the "Organization") to provide hockey programs under the name "Norwood Youth Hockey" for the young people of the community and, in so doing, to provide a safe environment for healthy exercise in which the values of participation, team-play, good sportsmanship, and mutual respect can be learned simultaneously with hockey.

Section 3. Fiscal Year

The fiscal year of the Corporation shall commence on June 1st each year and end on May 31st. Unless otherwise specified herein, all terms of office and appointments will commence and/or expire on those dates and all accountings and reports will be due as of May 31st of each year.

Section 4. Rules of General Jurisdiction

The rules of general jurisdiction of the Organization in force from time to time shall be called the "Norwood Youth Hockey Policy & Philosophy". All rules and policies outlined in that document are accepted as the principals of the Organization and will be considered in full force. Any changes to the Norwood Youth Hockey Policy & Philosophy must be approved by a two-thirds (2/3) vote of the Board of Directors at a meeting of the Board of Directors held in accordance with the provisions of Article III.

ARTICLE II

THE GENERAL MEMBERSHIP

Section 1. Voting Members

The General Membership for voting purposes shall be comprised of: (i) the parents and/or legal guardians of all currently enrolled players in good standing, (ii) all Officers and Directors of the Corporation, (iii) all Level Directors, coaches and assistant coaches, and (iv) all at-large members of the Board of Directors.

Section 2. Quorum

Thirty (30) members of the General Membership entitled to vote, present in person, shall constitute a quorum for the transaction of business described in Section 4 of this Article II.

Section 3. Voting

Each member of the General Membership shall be entitled to only one vote regardless of the number of categories in Section 1 that such person qualifies under. Assuming the presence of a quorum, the act of a majority of those present at a Meeting shall be sufficient to pass any matter unless otherwise specifically provided for in the By-Laws. No member shall vote by proxy. The eligibility of any member of the General Membership to vote at a Meeting, shall be decided by the Clerk whose decision shall be final and binding.

Section 4. Meetings of the General Membership

A. Annual Meeting

The General Membership shall meet annually on the second Friday in May of each year or at such later date prior to June 1st as may be determined by the Board of Directors for (i) the election of Officers and Directors, (ii) the presentation of reports by the Officers of the Corporation and (iii) the transaction of such other business as may come before it.

B. Special Meeting

The Board of Directors may call a Special Meeting of the General Membership whenever in their opinion it is required. The Board of Directors shall be required to call such a Meeting whenever requested to do so by a writing containing a brief statement of the purpose of such Meeting which has been signed by at least thirty (30) members of the General Membership.

B. Notice of Meetings

Notice of the Annual and all other Meetings of the General Membership shall be given by the Clerk at least seven (7) days prior to the date of such Meeting, via e-mail to all current members who have provided a valid e-mail address to the Norwood Nuggets website. The notice of any meeting shall (i) state the time and place of such Meeting, (ii) contain a brief agenda of the subject matter to be considered at such Meeting and (iii) contain the full text of any proposed amendment of these By-Laws. However, with the exception of By-Law amendments, the Annual Meeting may consider and vote on any matter whether or not such matter was contained in the notice of such Annual Meeting.

The Clerk shall also cause a brief news article as to the time and place of such Meeting to be published in a local paper of general circulation in the Town of Norwood and post notice on the home page of the Norwood Nuggets website prior to the date of such Meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Functions

The property, affairs and business of the Corporation shall be managed by the Board of Directors, who may exercise all such powers of the Corporation as are not by law or by these By-Laws to be exercised otherwise, and shall have the powers of directors pursuant to the laws of the Commonwealth of Massachusetts.

Section 2. Composition, Election and Term of Office

A. Composition

The voting Board of Directors shall consist of the President, Vice President, Treasurer, Clerk, Registrar, Coach Coordinator, Fund-raising Coordinator, Activities Director, Program Director together with the appropriate number of Level Directors as provided in Article IV, Section 8, Paragraph J, as elected for the then current fiscal year. The Board of Directors shall also include any non-voting at large members who shall be serving in accordance with the provisions of Section 11 of this Article III.

B. Election and Term of Office

The Directors of the Corporation shall be elected at the Annual Meeting of the General Membership. Each Director shall serve a one (1) year term or until his or her successor shall have been duly elected and qualified. Each Director shall be eligible for re-election subject to the provisions of Section 6 of Article IV.

Section 4. Vacancies In Board of Directors

The Board of Directors may, but shall not be required to, fill a vacancy in the Board that occurs between Annual Meetings. Such action may be taken at any meeting of the Board of Directors at which at least fifty percent (50%) of the members of the Board eligible to vote are present. The person chosen to fill any vacancy shall serve until the expiration of the term of the member of the Board whom such person replaced. In choosing a person to fill such vacancy, the Board may, but is not required to, consider individuals who ran unsuccessfully for a Board position in the previous general election.

Section 5. Meetings of the Board of Directors

A. Regular Meetings

The Board of Directors shall hold not less than ten (10) regular meetings during a fiscal year at such times and places as it shall determine.

B. Special Meetings

Special Meetings of the Board of Directors may be called by the Clerk or any two (2) voting members of the Board of Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix the place for holding of such Special Meeting called by them.

Section 6. Notice

Notice of each meeting of the Board of Directors shall be given by the Clerk or some other Officer at least seven (7) days prior to the date of such Meeting by first class mail, postage prepaid, or in some manner reasonably calculated to accomplish notification of such meeting.

Section 7. Quorum

Fifty percent (50%) of the members of the Board eligible to vote shall constitute a quorum for the transaction of business, but a lesser number may adjourn a meeting from time to time.

Section 8. Voting

Assuming the presence of a quorum, the act of a majority of those present at a meeting shall be sufficient to pass any matter, unless otherwise provided in these By-Laws.

Section 9. Eligibility

No person who is not a member of the General Membership shall be a member of the Board of Directors.

Section 10. Attendance; Removal

No Director shall be eligible for re-election if, during the preceding fiscal year, such Director shall not have attended at least fifty percent (50%) of the meetings held by the Board during such fiscal year. A Director may be removed from office by the vote of a majority of the other voting Directors if such Director shall have missed three (3) consecutive meetings held by the Board.

Section 11. At Large Board Members

The President of the Corporation may, with the approval of the Board of Directors, during each Fiscal Year, appoint up to four (4) at large members of the Board of Directors to serve concurrently with the President. Additionally, the President must appoint two (2) at large members, one to serve as Web Master of the Corporation and one responsible for Equipment Management. Such at large members shall be non-voting members of the Board and shall not be considered in determine quorum and/or voting requirements of the Board. The purpose of the at large board positions is to provide support to the Task Teams under the direction of the elected members of the Board Members. In so doing, these positions will facilitate a more equitable distribution of duties and will simultaneously develop the at large board members for future Board positions. The at large board members will assist in financial management, fund-raising, registration, equipment management, communications, and other activities important to the Organization.

Section 12. Compensation

No member of the Board of Directors shall receive compensation for his or her services to the Corporation for any special Committee duties or Powers and Duties of Officers as stated in ARTICLE VI, Section 8.

ARTICLE IV

OFFICERS OF THE CORPORATION

Section 1. Officers

The Officers of the Corporation shall be the President, Vice President, Treasurer, Clerk, Registrar, Coach Coordinator, Fund-raising Coordinator, Activities Director, Level Directors and Program Director.

Section 2. Election and Term of Office

The officers shall be elected by the General Membership at the Annual Meeting of the General Membership. Each Officer shall serve one (1) year term or until his or her successor shall have been duly elected and qualified. Each Officer shall be eligible for re-election subject to the provisions of Section 6 of this Article IV.

Section 3. Vacancies

The Board of Directors shall be required to fill a vacancy that occurs in any office of the Corporation between Annual Meetings, such action may be taken at meeting of the Board of Directors at which at least fifty percent (50%) of the Directors eligible to vote are present.

Section 4. Eligibility

No person who is not a member of the General Membership shall be an officer of the Corporation.

Section 5. Attendance;Removal

No Officer shall be eligible for re-election if, during the preceding fiscal year, such Officer shall not have attended at least fifty percent (50%) of the meetings held by the Board during such fiscal year. An Officer may be removed from office by the vote of a majority of the voting Directors if such Officer shall have missed three (3) consecutive meetings held by the Board.

Section 6. Continuation of Office

No person shall be eligible for election as an Officer if such person shall have previously held the office for which such person is a candidate for any three (3) years out of the previous five (5) years (including the then current year). Level Directors shall be eligible to serve as a Level Director (at any Level) without regard to this limitation. A "year" shall be a fiscal year, or any part thereof, as defined in Section 3 of Article I, provided that a year in which a person serves as an Officer for seven (7) months or less shall not be considered for this purpose.

Section 7. Reports

Each Officer shall, at the Annual Meeting, give a report of the conduct of such office during the past fiscal year including therein all significant matters together with recommendations for future action in such office.

Section 8. Powers and Duties of Officers

A. President

The President shall be the chief executive officer of the Corporation. The President shall have general supervision and direction of the affairs of the Corporation, and shall preside at all meetings of the General Membership and the Board of Directors. The President shall supervise the work of all Officers, Committees and appointive positions and be responsible for the proper discharge of their duties as set forth in these By-Laws. In the event of a tie vote at any meeting, the President shall cast the deciding vote. The President shall appoint, subject to the approval of the board of directors, the Nominating committee and all positions and members of all Committees not otherwise provided by the By-Laws. The President shall be ex-officio a member of all Committees. The President may hold any other position in the Corporation whether elective or appointive, during such President's term.

B. Vice President

The Vice-President shall have general supervision and direction of all matters relating to on-ice play. The Vice President shall preside over the Coach Selection Committee and coordinate the formation of the Player Selection Committee. The Vice President shall be responsible for arranging suitable league affiliations for all teams and coordinating the activities of all division and Level Directors. In conjunction with the Coach Coordinator, the Vice President shall be responsible for preparing for adoption by the Board of Directors local amendments, modifications and additions to the rules of play of general jurisdiction of the Organization. The Vice President shall supervise the performance of all those appointed by the Vice President. In the absence of the President, the Vice President shall preside at all Meetings of the General Membership and the Board of Directors. The Vice President may not hold any other position in the Corporation whether elective or appointive, during such Vice President's term. This position requires that you own a personal computer.

C. Scheduling Coordinator

The Scheduling Coordinator shall report directly to the Vice-President and shall be responsible for the scheduling and timely posting of all practice ice, maintenance of all league schedules, tryout schedules and notification of game schedules as presented from the Program Representative. The Scheduling Coordinator shall maintain copies of all ice contracts as presented from the Vice-President and shall coordinate monthly payments of such contracts in conjunction with the Treasurer. This position requires a computer background and that you have access to a personal computer.

D. Treasurer

The Treasurer shall be the chief financial officer of the Corporation and shall, subject to the direction and control of the Board of Directors, manage and invest the funds of the Corporation and have general charge of the financial affairs of the Corporation and the care and custody of its funds and securities. If required by vote of the Board of Directors, the Treasurer shall give bond in such form and with such sureties as the Board of Directors may require. The Treasurer shall keep, or cause to be kept, accurate books of account available at all reasonable times to inspection by any member of the Board of Directors. The Treasurer shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for payment of money to the Corporation. The Treasurer shall have the power to sign all checks in payment of bills and other obligations of the Corporation. The Treasurer shall have general supervision and directions over all purchasing by the Corporation and the care and custody of all property owned by the Corporation. Subject to the approval of the Board, the Treasurer may appoint one or more persons to act as Purchasing Agent and Property Custodian. If at any time the Treasurer is absent or unable to serve, the President shall have all of the powers given to the Treasurer by these By-Laws. The President's signature shall be required on all checks in the absence of the Treasurer.

E. Clerk

The Clerk shall give notice of all Meetings of the General Membership as herein prescribed and shall be responsible for making appropriate arrangements therefore. The Clerk shall keep a brief and concise record of the proceedings at such Meetings and shall make such records available to any member of the General Membership at any reasonable time. The Clerk shall keep a list of the names, addresses, telephone numbers and positions of all persons engaged in the work of the Corporation and shall, on or before November 1st of each year, publish and distribute such list to all Officers, Directors, coaches, and other interested parties. The Clerk shall also provide a list of the members of the General Membership in good standing at any Meeting of the General Membership. The Clerk shall have custody of the seal of the Corporation, shall keep an updated copy of these By-Laws which the Clerk shall publish from time to time and shall perform such other duties pertaining to records of the Corporation as the Board of Directors may prescribe.

F. Registrar

The Registrar shall be responsible for the enrollment of all players in the program. The Registrar shall be responsible for the preparation, distribution and collection of all forms necessary to accomplish enrollment, shall keep a current list of the names and addresses of all enrolled players and their parents and/or guardians and shall distribute such list to all requiring it. The Registrar shall collect all fees in a timely manner which shall be due in connection with enrollment and account for such fees to the Treasurer. The Registrar shall provide the Clerk with a list of all members of the General Membership in good standing to be available at of any Meeting of the General Membership. The Registrar shall also establish rules and procedures for the handling of refunds subject to the approval of the Board of Directors.

G. Coach Coordinator

The Coach Coordinator is responsible for representing the Organization at all American Hockey Association (“AHAUS”) meetings (approximately six (6) meetings per season). If the Coach Coordinator cannot be present at a meeting, then another Officer of the Corporation will attend instead. The Coach Coordinator also serves as a key contact person for AHAUS. The Coach Coordinator communicates all pertinent information obtained for AHAUS to the appropriate personnel of the Organization. This information should be communicated in a timely fashion so that the Organization can schedule its activities and conduct its business in an orderly fashion. The Coach Coordinator is also responsible for making formal waiver requests to AHAUS.

The Coach Coordinator is also responsible for the training, development and appraisal of the performance of coaches and assistant coaches. The Coach Coordinator is responsible for ensuring that all coaches and on-ice assistants are appropriately trained and patched. At the start of each season, the Coach Coordinator will conduct an orientation meeting with all coaches and assistant coaches. Periodically during the season, the Coach Coordinator will conduct communications meetings with coaches and assistant coaches to provide a forum for discussing coaching methods and issues. Together with the Vice President, the Coach Coordinator will participate in the recruiting and selection of coaches.

H. Fund-raising Coordinator

The Fund-raising Coordinator is responsible for planning and implementing all fund-raising activities for Organization. Typical activities may include canning, Annual Golf Tournament, dances and raffle tickets. The Fund-raising Coordinator is also responsible for planning and implementing an effective Corporate Sponsors Program. It is expected the Fund-raising Coordinator will establish Teams (involving several members of the Organization who are not serving on the Board) that will help carry out the planning and implementing tasks associated with each major activity, under the Fund-raising Coordinator’s overall guidance and direction. The Fund-raising Coordinator works with the Treasurer, Registrar and President to establish a budget

for the Organization. The Fund-raising Coordinator is responsible for meeting the fund-raising goal established in the budgeting process.

I. Activities Director

The Activities Director will maintain a master schedule of all key dates, events and activities that are important to the Organization and communicate this schedule (with reminders and follow-ups) to the appropriate members of the Organization. The Activities Director is also the leader of major social function planning and implementation. These activities may include dances, the end of year program and any Organization sponsored hockey tournament (or exchange program). It is expected that the Activities Director will establish teams (involving several members of the Organization who are not serving on the Board) that will help carry out the planning and implementing tasks associated with each major activity, under the Activities Director's overall guidance and direction.

J. Program Director

The Program Director is responsible for representing the Organization at all league conference meetings (e.g., Yankee Conference and South Shore Conference). Typically, there is one (1) South Shore Conference meeting per month and approximately four (4) Yankee Conference meetings per season. If the Program Director cannot be present at a meeting, another Officer of the Corporation shall attend instead. The Program Director also serves as a key contact person for the league conferences (e.g., snow cancellations, schedule changes, notice of disciplinary actions, etc.). The Program Director communicates pertinent information obtained from the Conferences to the appropriate Organization personnel. This information should be communicated in a timely fashion so that Organization can schedule its activities and conduct its business in an orderly fashion. The Program Director is also responsible for making formal waiver requests to the league conference.

K. Level Directors

The players enrolled in the Organization shall be grouped as Learn to Skate, Instructional Mites, Mites, Squirts, Pee Wees, Bantams, Girls or Midgets based upon age and in the case of the Girl's division, gender. Each grouping shall be designated a "Level" and each Level shall have a Level Director. Within each Level there shall be established different Divisions (except for the Girl's Division) – this term shall refer to the skill level in a given Level. For the Instructional Level, the Organization has three Divisions: Learn to Skate, Termite, and Mighty Mite. For the Mite Level through Bantam Level, the Organization has three Divisions: A, B, and C. For the Midget Level, the Organization has two Divisions: A and Open. Each Level Director shall be responsible for all activity within such Director's Level. The Level Director shall assist with registration of players and collection of tuition and make appropriate arrangements for such necessary (i.e., timekeeping, medical, equipment, team standings, etc.). The Level Director shall also facilitate the collection of information in connection with the activities of the Coach Selection Committee and Player Selection Committee. The Level Director shall also establish and coordinate uniform policies and enforce all rules of general or local jurisdiction within such Director's Level other than rules of play. If there are no players for Level for the then current fiscal year then no Level Director will be elected or sit on the Board of Directors for that Level.

Section 9. Compensation

No member of the Officer of the Corporation shall receive compensation for his or her services to the Corporation for any Powers and Duties of Officers as stated above for each position.

ARTICLE V
COMMITTEES

The Board of Directors may authorize the appointment of such Standing or Special Committees of the Corporation as it shall deem necessary to carry on its work. All committees shall report to the Board of Directors and shall be subject to its direction. There shall be the following Standing Committees:

A. Nominating Committee

A Nominating Committee consisting of not less than seven (7) or more than twelve (12) persons shall be appointed by the President, subject to the approval of the Board of Directors, not later than February 1st of each year. In making such appointments, the President shall, to the extent possible, appoint interested persons who represent as many areas of interest within the Corporation as is feasible. No more than one-third (1/3) of the members of the Nominating Committee shall be members of the Board of Directors. The Nominating Committee shall nominate candidates for Level Directors and for Officers of the Corporation. Any member interested in applying for a Board position must submit an application to the Nominating Committee no later than March 31 for inclusion on the ballot at the Annual Meeting. A list of all applicants shall be provided to the Clerk not less than (2) weeks prior to the Annual Meeting for inclusion in the notice of the Annual Meeting. Nominating Committee recommendations for each position shall be recognized as such in said notice. Nominations shall be allowed from the floor for an open position, provided the party being nominated is present to accept such nomination.

B. Appeals and Protests Committee

The Appeals and Protests Committee shall consist of the President, Vice President, and Coach Coordinator and shall decide all appeals and protests concerning games, player eligibility, suspensions and disciplinary matters which are raised during the year. Such committee shall not consider an appeal or protest unless it is presented to the Committee in writing signed by the moving party. Such writing shall contain a concise summary of the issue to be decided. Absent emergency circumstances, no such matter will be accepted by the committee other than during the period commencing two (2) days and ending seven (7) days after the occurrence of the event which precipitated the appeal or protest. With respect to matters within the jurisdiction of the Corporation, the decision of this Committee shall be final, binding and conclusive.

C. Coach Selection Committee

The members and duties of the Coach Selection Committee shall be those identified in the Norwood Youth Hockey Policy & Philosophy, as amended from time to time.

D. Review Team

The members and duties of the Review Team shall be those identified in the Norwood Youth Hockey Policy & Philosophy, as amended from time to time.

E. Committee Action

Unless otherwise specifically provided in these By-Laws, the action of a majority of those present at a meeting of any committee shall constitute the action of the committee and shall be effective, so far as the powers of the committee permit until other action taken by that committee or by the Board of Directors.

ARTICLE VI

APPOINTIVE POSITIONS

There may be such appointive positions created by the Board of Directors from time to time with such responsibilities as may seem appropriate under the circumstances.

ARTICLE VII

AMENDMENTS

These By-Laws may be amended only by a two-thirds (2/3) vote of those present at any Meeting of the General Membership upon motion of (i) the Board of Directors or (ii) ten (10) members of the General Membership, provided that the text of the proposed amendment (s) shall have been inserted in the notice of such Meeting.

ARTICLE VIII

EFFECTIVE DATE

These By-Laws shall become effective upon adoption by the General Membership at a meeting held on May 6, 1998.