



Corporation By-Laws

ARTICLE ONE:

NAME, LOCATION AND SEAL

Section 1:

Name

The name of the Corporation is Woburn Youth Hockey Association, Inc.

Section 2:

Location

The location of the Corporation shall be P.O. Box 116, Woburn, Massachusetts 01801.

ARTICLE TWO:

PURPOSE AND NATURE OF ACTIVITIES

The activities for which the Corporation is formed and the nature of the business to be transacted by the Corporation, are set forth in the Agreement of Association and Articles of Organization of the Corporation and all amendments thereto which hereafter may be filed in the Office of the Secretary of State of the Commonwealth of Massachusetts.

ARTICLE THREE:

OFFICERS, DUTIES AND TERMS OF OFFICE

Section 1:

Board of Directors

A Board of fifteen (15) Directors, which shall include a President, Senior Vice-President, Junior Vice-President, Treasurer and Secretary shall be elected. At least 20% of the board of directors will be comprised of parents/guardians of children actively skating in the program.

Section 2:

Terms of Office

The outgoing President (if there is one) would occupy one of the available two (2) year Board terms and the remainder would be elected normally by the Corporation. All officers would be elected to a one (1) year term.

Section 3:

President, Vice-Presidents

The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall be an ex-officio member of all standing committees and shall perform such other duties as from time to time may be assigned to him/her by the Board of Directors. The Senior Vice-President presides in the absence of the President, and the Junior Vice-President in the absence of both. No member shall hold the office of President for more than two (2) consecutive terms.

Section 4:

Secretary

The Secretary shall be duly sworn to the faithful and impartial performance of his/her duties. The Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors and shall issue proper notices of the meetings of the Corporation and of the Board of Directors and shall conduct the general correspondence of the Corporation.

Section 5:

Treasurer

The Treasurer shall be the custodian of the funds of the Corporation, shall receive all money due it, shall keep full and accurate accounts of the same and shall pay all bills which have been approved for payment by the Board of Directors. The Treasurer shall make an annual report and monthly interim reports and shall turn over to his successor all books and financial records, taking a listed receipt therefor. The Treasurer shall give bond to the Corporation if required by the Board of Directors, in such form and with such sureties as may be prescribed, conditioned upon the faithful performance of the duties of his office. He shall deposit all funds of the Corporation in a bank approved by the Board of Directors and may maintain a petty cash account not exceeding \$25.00. He shall make all expenditures exceeding \$5.00 by check, countersigned by the President. He shall meet with the Finance Committee each month, prior to the regular Board Meeting, to review all expenditures made the previous month.

Section 6:

Board of Directors

The Board of Directors shall have complete charge of the management of the Corporation and its properties, shall determine all policies of the Corporation, shall appropriate its funds, and shall make or authorize all contracts and purchases. It may appoint and delegate authorities to committees chosen by itself from its own membership, or from the membership at large, or both. The Board of Directors shall have and exercise all powers of the Corporation except those which by law or by those By-Laws are reserved to the members. It shall also have the authority to appoint, remove, and define the duties of all agents or employees of the Corporation.

Section 7:

Vacancies

Should a vacancy occur in the office of the President, it would be filled by the Senior Vice-President and then by the Junior Vice-President. Should any other vacancy of an officer's position occur, the vacancy shall be filled by a secret ballot and majority vote of the Board of Directors.

Should any other position on the Board of Directors become vacant, the position shall be filled by the next highest vote getter at the most recent election. If that member declines or there were no other candidates, or there was a tie at the next highest vote count, then the remaining directors may appoint by majority vote a member to fill the vacancy. Any vacancy that is filled shall be for the remainder of the term of the vacated position.

Section 8:

Eligibility for Corporation Membership

To be eligible to become a Corporation member a person must have served as a volunteer for at least a period of one calendar year, or have a child active in the program and attend and sign in at a minimum of three corporation meetings during the previous hockey season (September through May), after reaching the age of eighteen (18).

Section 9:

Eligibility for Board of Directors

To be eligible to become a member of the Board of Directors, a member shall have served on the Corporation before his or her name be submitted for nomination of said Board of Directors.

ARTICLE FOUR:

MEETING AND NOTICES

Section 1:

Corporation Meetings

Meetings of the Corporation members shall be held on the third Tuesday of September, November, and May, and the fourth Tuesday of February and April - at a time and place to be designated in the notices of such meeting. The April meeting shall be a nomination meeting to take nominations for Corporation members wishing to be selected as an Officer of the Board. The May meeting shall be designated the Annual meeting, in which Officers who were nominated at the previous meeting are duly elected, also elected will be the remaining vacancies to the Board of Directors. Should said meeting fall on a holiday, the succeeding Tuesday will be designated as the meeting date.

Section 2:

Special Meetings

Special meetings of the Corporation Members may be called by the President, the Secretary, or eight (8) members of the Board of Directors and shall be called by the Secretary or by the President, upon the Secretary's failure to act as provided by those By-Laws, upon written request of the number of members sufficient to designate a quorum. Such request shall state the time, place and purpose of the meeting.

Section 3: **Board of Directors Meeting**

The Board of Directors shall meet once a month, on the first Thursday of each month at 7:00 P.M.

Section 4: **Emergency Meetings**

Emergency Meetings of the Board of Directors may be called by the President, the Secretary, or any number of members of the Board sufficient to constitute a quorum.

Section 5: **Place of Meetings**

All meetings of the Corporation and the Board of Directors shall be held in Massachusetts.

Section 6: **Notice of Meetings**

Notice of all corporate member meetings shall be given to each member of the Corporation by mailing the same, postage prepaid, to him at his last known address at least seven (7) days for any Corporate Member Meeting, or forty-eight (48) hours of any Board of Directors' meeting before the time of such meeting, the day of mailing shall be included as one (1) day and the day of the meeting shall be excluded. It is the duty of the Corporation Member to notify the Secretary of any change of mailing address.

Section 7: **Notice of Board Meetings**

The notice of any meeting of the members of the Board of Directors and of the business to be transacted thereat, may be dispensed with as to any member or director if he files with the records of the meeting a written waiver of such notice or if he personally present.

Section 8: **Eligibility to Vote**

To be eligible to vote corporation members must attend three (3) out of the five (5) corporation meetings held each year, May through April. A Corporation member may seek an excused absence from the secretary prior to the scheduled meeting for one (1) of these three (3) meetings. Members being voted in during the year, May through April, must attend at least two meetings to be eligible to vote, none of which may be excused.

ARTICLE FIVE: **PLURALITY AND QUORUM**

Section 1: At any meeting of the Members, if there are more than two (2) candidates for office and none of the candidates for that office receives a majority vote then a plurality vote shall be sufficient for the election of a candidate for office.

Section 2:

Eight (8) members shall be required to constitute a quorum at any Corporation Meeting.

Section 3:

Any member of the Corporation that is absent from five (5) consecutive Corporation Meetings will be dropped from the mailing list. If he so desires, he may make arrangements with the Secretary to be placed back on the mailing list within a two (2) year period. If he is absent for a two (2) year period without making proper arrangements with the Secretary, his or her membership on the Corporation shall be terminated.

Section 4:

All records are open to Corporation Members in good standing.

ARTICLE SIX:

ADOPTION, AMENDMENT AND REPEAL OF BY-LAWS

The By-Laws may be amended, repealed, or new ones adopted at any regular meeting of the Corporate Members by a two-thirds (2/3) vote of the Members present and voting, provided that a notice of the proposed amendment, repeal, or alteration has been given at the preceding meeting, but such amendment, repeal or alteration shall not take effect until the same shall have been approved by the Commissioner of Corporations and Taxation, where such approval is required by law.

ARTICLE SEVEN:

ORDER OF BUSINESS

The order of business at the regular meetings shall be as follows:

- A. Calling of Meeting to Order
- B. The Secretary's Report
- C. The Treasurer's Report
- D. Approval of Bills to be Paid
- E. Communications
- F. Committee Reports
- G. Unfinished Business
- H. New Business
- I. Nomination of Officers (April Meeting Only)
- J. Election of Officers and Board Members (May Meeting Only)
- K. Installation of Officers (May Meeting Only)

ARTICLE EIGHT:

ROBERT'S RULES

Robert's Rules of Order shall be the Corporation's final authority on all questions of procedure and parliamentary law not covered by these By-Laws.

Reviewed and Revised:

May 2001