

BY-LAWS OF THE CORPORATION

(Amended and Restated as of June 1, 2004)

ARTICLE 1 – ORGANIZATION

- Section 1 Name – The name of the corporation shall be Duxbury Youth Hockey, Inc. (hereinafter referred to as the “Corporation”).
- Section 2 Principal Address – The principal address of the Corporation shall be:
- Duxbury Youth Hockey
5 Bowsprit Lane
Duxbury, Massachusetts 02332.
- Section 3 Non-profit and Exempt Status – The Corporation is organized as a charitable corporation under Chapter 180 of the Massachusetts General Laws, for the general purpose of fostering, encouraging, or engaging in athletic exercises. The Corporation is also organized and shall be operated exclusively as an exempt organization under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and as may be amended in the future.
- Section 4 Use of Funds – All funds and property of the Corporation shall be used and distributed exclusively for the purposes and in the manner set forth in these By-laws.
- Section 5 Fiscal Year – The fiscal year of the Corporation shall begin June 1 and end on May 30 of the following year (hereinafter referred to as the “Fiscal Year”).
- Section 6 Board of Directors – The property and affairs of the Corporation shall be managed by a board of directors (the “Board”) composed of not more than fifteen (15) elected directors (the “Directors”).

ARTICLE II – PURPOSE OF THE CORPORATION

- Section 1 Purpose – Duxbury Youth Hockey, Inc. is a charitable corporation operating youth hockey programs for the benefit of the people of the Town of Duxbury. The purposes of the Corporation are:
- (a) to provide an opportunity for youth of the Town of Duxbury to skate and obtain hockey instruction with the principal objective of meeting the physical, social and psychological needs of the participants by promoting their health, security, happiness and sense of self-worth;
 - (b) to develop character, sportsmanship and physical fitness among the youth of the Town of Duxbury;

- (c) to promote, encourage and improve the standard of amateur ice hockey; and
- (d) to conduct an amateur hockey program consistent with the rules and regulations of USA Hockey, the Massachusetts Hockey District (“Mass Hockey”) and the various leagues in which the Corporation’s players participate.

ARTICLE III – MEMBERSHIP

- Section 1 Members of the Corporation – Each family having one or more children registered and eligible to play in the Corporation’s Instructional; Mite; Squirt; PeeWee; Bantam; Midget; OR Girls program (each referred to as a “Program”) shall be a member of the Corporation (hereinafter referred to as the “Members” or a “Member” or a “Member Family”). A family who only participates in the Corporation’s Learn to Skate Program shall be considered a non-voting member of the Corporation.
- Section 2 Rights of Membership – Each Member shall have all of the rights and powers to participate in the governance of the Corporation as set forth in the Corporation’s Articles of Organization and these By-laws, including the election of Directors to the Board.
- Section 3 Annual Membership Meeting – The annual meeting of the Corporation shall be held in June at a place and time determined by the Board.
- Section 4 Special Meetings – Special Meetings of the Corporation shall be called by the Board if requested by the President or any seven other Directors. The purpose of any such Special Meeting must be specifically stated by the President or the other Directors requesting that such meeting be convened.
- Section 5 Notice of Corporation Meetings - The form and method of notice to the Members with respect to the Annual or Special Meetings of the Corporation shall be determined by the Secretary, provided that at least ten days notice is provided to the Members by mailing a written notice of such Annual or Special Meeting to the Members and or by posting written notice of any meeting, including the time and place of such meeting, as well as the purpose of any Special Meeting, on the Duxbury Youth Hockey Web Page, and at such other place(s) designated by the Board. The failure of any Member to receive such notice shall not make any actions at the meeting invalid, provided that a good faith effort was made to comply with the provisions of this section.
- Section 6 Quorum – Except as otherwise provided by these By-laws, the presence of any meeting of the Corporation of at least 20 members shall constitute a quorum. If any meeting of the Corporation cannot be held because a quorum is not present, the President may adjourn the meeting one or more

times until a quorum is present, and the meeting may thereupon be held as adjourned without further notice.

Section 7 Voting – At any meeting of the Members of the Corporation, each Member shall be entitled to one vote on any motion put before the meeting.

Section 8 Order of Business – Annual Meeting – The order of business at the Annual Meetings of the Membership of the Corporation shall be as follows:

- (a) Call to Order;
- (b) Reading of Minutes of Preceding Meeting;
- (c) Financial Report;
- (d) Executive Committee’s Report;
- (e) Other Committee Reports;
- (f) Election of Members to the Board of Directors, if applicable;
- (g) Unfinished Business;
- (h) New Business; and
- (i) Adjournment.

ARTICLE IV – THE BOARD OF DIRECTORS

Section 1 Board Eligibility – The Board of the Corporation shall be open to those members of the Corporation who are interested in and committed to the purposes of the Corporation, as stated in Article Two of these By-laws.

Section 2 Terms of the Directors – The term of office for a Director shall be three (3) years, commencing on the first day of a Fiscal Year and ending on the last day of a Fiscal Year. The terms of the Directors shall be staggered so that approximately one-third of the Directors’ terms shall expire at the end of each Fiscal Year. In the event that a Director resigns before his term has expired, the Board may, in its discretion, appoint another individual to fill the remaining year/season of the Director who has resigned. That Directorship would then be eligible to run the next year for a new three (3) year term. Unless otherwise voted by two-thirds of the Board, no Director shall be eligible to serve more than three (3) consecutive three year terms.

Section 3 Nomination, Election and Removal of Directors – The Board shall solicit and accept nominations for Directors from Members of the Corporation and shall prepare a ballot with all of such nominations included. An election to fill the upcoming vacancies on the Board shall be supervised by the Board and held at the Annual Meeting of Members on such other date or dates prior to the end of the Fiscal Year as determined by the Board.

Every Member shall be entitled to a single vote for each vacancy on the Board. No Member may cast more than one vote for a specific nominee.

Upon a vote of two-thirds of all of the Directors, any Director may be removed with cause, after reasonable notice and an opportunity to be heard is provided to such Director. Failure to attend either (a) three (3) consecutive Board meetings without advance notice to the President or Secretary, or (b) at least fifty percent (50%) of the meetings of the Board during any Fiscal Year, shall be considered cause for removal by the Board.

Section 4 Quorum – Except as otherwise provided by these By-laws, the presence at any meeting of the Board of at least eight (8) directors, including: (a) the President; and (b) a majority of the Executive Committee, as hereinafter defined, shall constitute a quorum for a meeting of the Board. Only Directors present at a meeting are entitled to vote on any matter, unless such absent Director provides specific written authority to another Director to vote on his or her behalf.

Section 5 Power and Duties of the Board – The business, property and affairs of the Corporation shall be managed by the Board of Directors, who shall have and may exercise all of the powers of the Corporation, except those powers specifically reserved to the Members under Massachusetts law, the Articles of Organization, or these By-laws. Without in any manner limiting the general powers conferred or implied by the prior sentence, it is hereby expressly declared that the Board shall have the following specific powers and duties:

- (a) to rule on all matters and affairs affecting the operation of the Corporation, specifically with respect to its size, goals and purpose and to establish operational policies and procedures with respect to such matters;
- (b) to appoint all officers of the Corporation, assign duties to such officer, and delegate all necessary authority to each officer appointed, consistent with the provisions of these By-laws;
- (c) to determine the type and number of teams which shall represent the Corporation and the leagues in which the teams shall play;
- (d) to establish a budget, set fees for the Corporation's programs, and authorize the expenditure of Corporate funds, each consistent with the provisions of these By-laws;
- (e) to direct the purchase of equipment and uniforms as required to ensure that all teams representing the Corporation are fully equipped and in the proper uniform sanctioned by the Corporation;
- (f) to review and act upon any temporary decision of the President, as authorized under these By-laws; and

- (g) to adopt procedures, policies, rules or guidelines for the Corporation which shall supplement these By-laws and govern many of the issues and day to day operations of the Corporation, and to amend such procedures, policies, rules or guidelines from time to time.

Section 6 Regular Meeting – Regular meetings of the Board shall be held on the first Monday of each month, except for the month of August, at a time and place as the President may determine. The Board may determine to hold a regular meeting of the board on a date other than the first Monday of the month by majority vote. It shall be the duty of the Secretary to inform the Directors of all Board meetings, including stating the purpose or purposes thereof, providing an agenda of the anticipated matters to be considered, as well as the time and place of such meeting.

Section 7 Special Meetings – Special meetings may be called by the President or at the written request to the President of by at least five (5) other Directors. The Secretary shall provide at least seven (7) days’ notice of any such Special Meeting to all Directors, which shall summarize its purpose and state the time and place of the meeting. Actual presence of a Director at any meeting shall constitute a waiver of any required notice as to such Director.

Section 8 Election of Officers – At the first regular or special meeting of the Board following election of new Directors, the new Boards shall appoint its officers.

ARTICLE V – OFFICERS OF THE CORPORATION

Section 1 Election of Officers – The officers of the Corporation shall consist of a President; Secretary/Registrar; Treasurer; Vice president/ACE Coordinator; Ice Coordinator/Conference Representative; Fundraising Coordinator; and Coordinators for all programs within the Corporation, including the Instructional/Mite, Squirt, PeeWee, Bantam, Midget and Girl’s programs; and such other officers as the Board may from time to time determine. Prior to the commencement of the Fiscal Year, all officers shall be chosen by the Board from the Directors for the next Fiscal Year to hold their offices at the pleasure of the Board, but in no case beyond the time when their successors are chosen and duly installed. The Board may appoint such temporary or acting officers as may be necessary during the temporary absence or disability of any regular officer.

Section 2 President – The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board. In the absence or disability of the President, the Board shall select one of its members to perform the duties and exercise the powers of the President until such time as such absence or disability has ended. The President shall have all of the powers and duties conferred upon him by the Board, including:

- (a) to call special meeting of the Members of the Board;

- (b) to make decisions on matters not provided for in these By-laws until the next regular or special meeting of the Board;
- (c) to oversee and supervise the implementation of all directives of the Board, including those directives made to other officers of the Corporation;
- (d) represent, or designate suitable representation for, the Corporation, at all meetings of USA Hockey, Mass Hockey, and any other leagues or organizations in which the Corporation participates;
- (e) unless otherwise specifically set forth in these By-laws, to appoint members of the Board's committees, including designated Chairpersons of such committees;
- (f) to serve as ex-officer member of all Corporation or Board committees;
- (g) to serve as chairman of the Executive and Disciplinary Committees; and
- (h) such other powers and duties as may be specifically delegated by the Board.

Section 3 Secretary/Registrar – The Secretary shall have custody of the corporate seal; issue notices of all meetings of the Members and the Board; keep the minutes of all such meetings in books provided for such purpose; and after each meeting, distribute a copy of the minutes thereof to each Director. The Secretary/Registrar shall make such reports as the Board may require and shall have such other powers and duties as the Board may authorize. The Secretary/Registrar shall be responsible for (i) organization and maintenance of Membership and player information; and (ii) filing all required membership forms, including IMR Forms and other materials required to be filed with USA Hockey and Mass Hockey. The Secretary/Registrar shall have such other powers and duties as may be specifically delegated by the Board.

Section 4 Treasurer – The Treasurer shall be the chief financial officer of the Corporation and shall have charge of the financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall deposit the moneys and securities of the Corporation in such depositories and on such terms and conditions as the Board may direct, and when so deposited, the Treasurer shall not be personally responsible for their safekeeping. The Treasurer shall render such reports relating to the moneys, funds, securities, investments, and fiscal affairs of the Corporation as may be required from time to time by the Board. The Treasurer or the President may sign or countersign checks, stocks, securities, contracts, mortgages, deeds, of trust, leases, deeds, and other instruments as required by the Corporation, and signatures of both the President and the Treasurer are required for any single check in an amount greater than \$10,000. Neither the Treasurer nor the President shall pay out

any money, invest any funds, transfer or dispose of any securities or other property, except on the authorization of the Board. The Treasurer shall have such other powers and duties as may be specifically delegated by the Board.

Section 5 Other Officers – There shall be such other officers as the Board, from time to time, shall deem appropriate, which shall include the following:

- (a) Vice President/ACE Coordinator, who shall be responsible for maintaining all billing files of the Corporation, including responsibility for distribution of dues notices and recording of dues payments and shall be responsible for seeing that all necessary insurance coverage is in place and that all coaches and Board members are “patched” at appropriate levels.
- (b) Ice Coordinator/Conference Representative, who shall be responsible for (i) coordinating the acquisition of suitable and adequate practice ice for the Corporation’s Programs, consistent with the budget of the Corporation; (ii) assigning the Corporation’s Programs, including Instructional, Mite, Squirt, PeeWee, Bantam, Midget and Girls, consistent with the policies established by the Board and the Coaching Committee; (iii) the preparation and distribution of ice schedules for such practice ice; and (iv) serving as a liason between the Board and Mass Hockey and the Yankee Conference and South Shore Conference and any other league the Board may determine..
- (c) Program Coordinators (Instructional/Mite, Squirt, PeeWee, Bantam, Midget and Girl’s, shall be responsible for (i) coordinating all activities of players or participants in their respective Programs; (ii) working in an administrative capacity to plan and operate player tryouts in their respective Programs; (iii) reporting events to the Disciplinary Committee, that were reported to them, and that occurred within their respective Programs and are in violation of the policies of the Corporation, for action in accordance with these By-laws;.
- (d) Fundraising Coordinator, shall be responsible for obtaining and maintaining all sponsors and organize all other fundraising activities that may be approved by the Board of Directors and establish committees for specific events.
- (e) Past President, who shall work with the current President and serve as a liaison with the Board, and coordinate scholarships.

Section 6 Executive Committee – There shall be an executive committee consisting of the President, the Secretary/Registrar, the Treasurer, the Vice President/ACE Coordinator, the Ice Coordinator/Conference

Representative and such other Directors as the Board may appoint. The Executive Committee, under the direction of the President, shall prepare policies, programs and budgets for discussion, revision and approval by the Board. The Executive Committee shall also have and may exercise all the powers and authority otherwise specifically granted by the board in the management of the matters and affairs of the Corporation.

- Section 7 Disciplinary Committee – The Disciplinary Committee shall be created to review and act upon all disputes regarding violations of the Corporation’s rules and regulations, including violations of the rules and regulations of USA Hockey, Mass Hockey and the other programs and leagues in which the Corporation participates. The Disciplinary Committee shall consist of three (3) members: a Discipline Chair, a Program Coordinator, and the Program Coordinator in whose respective Program the disputed activity occurred. Decisions of the Disciplinary Committee shall be final, subject only to the review by the full Board at the next regular or special meeting. The Disciplinary Committee can suspend a player for any infraction herein without hearing, said suspension to be reviewed at a special meeting called by the President or his representative.
- Section 9 Other Committees – The Board may create standing and special committees with such powers and duties as the Board may determine, with the members and chairpersons of such committees being appointed by the President.
- Section 10 Prohibition on Multiple Capacities – Except as specifically provided in these By-laws, in order to avoid the appearance of a conflict of interest, no Director may serve as more than one officer at any given time. However, if a vacancy in an Officer position does arise during a year, the position may be filled by an existing Officer if no other non-officer is interested in taking said position.

ARTICLE VI – FISCAL MANAGEMENT

- Section 1 Annual Budget - The Executive Committee shall prepare and the Board shall adopt prior to each February 1, an estimated annual budget for the Fiscal Year beginning on the next June 1 (the “Annual Budget”). Included in this Annual Budget shall be the following:
- (a) the estimated cost of operating the Corporation for the next Fiscal Year; and
 - (b) the projected revenues for the Corporation for the next Fiscal Year, including an estimated annual dues payment for each player participating in the Corporation’s Programs during the next Fiscal Year and a proposed fundraising goal for the next Fiscal Year.

- Section 2 Expenditure of Funds – The President and the Treasurer have the power to expend the Corporation’s funds provided such expenditures are consistent with the Annual Budget and other motions approved by the Board. The Treasurer shall report on expenditures made by the Corporation to the Board at each regularly scheduled Board meeting. All checks that are drawn in excess of \$10,000 shall require the signature of both the President and Treasurer.
- Section 3 Books and Accounts – The books and accounts of the Corporation shall be kept under the direction of the Treasurer.
- Section 4 Review of Books and Records – At the close of each Fiscal Year, the books and records of the Corporation shall be examined, reviewed and, if requested by the majority of the Board, audited. The President of the Corporation shall cause the Treasurer to annually prepare a full and correct statement of the financial affairs of the Corporation for the preceding Fiscal Year, which upon completion shall be submitted to the Board and thereupon placed in the official records.

ARTICLE VII – MISCELLANEOUS

- Section 1 Amendments – These By-laws may be amended by majority vote of the Directors at any annual, regular or special meeting of the Board, provided notice of the proposed amendment is given in writing to all of the Directors at least seven (7) days before the meeting.
- Section 2 Majority Vote – Unless otherwise provided for in the Articles of Organization or these Bylaws, for any meeting of the Members, the Board or any committee formed by the Board, a majority vote shall mean the votes of one more than fifty percent (50%) of the Members, Directors, or committee member’s present at the respective meeting. For purposes of any of the aforementioned meetings, all Members, Directors or committee members must be present at the meeting to vote unless they have provided a written proxy votes to another Member or Director.
- Section 3 Effective Date – These By-laws shall be effective immediately, except for the provisions relating to the establishment and election of Officers, which shall take effect for the Fiscal Year beginning July 1, 2004.

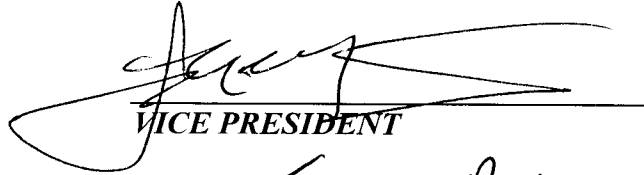
APPROVED AS AMENDED, JUNE 7, 2004



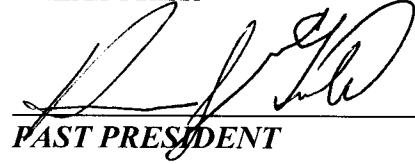
PRESIDENT



TREASURER



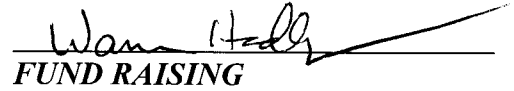
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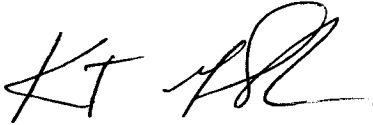
PAST PRESIDENT



SECRETARY



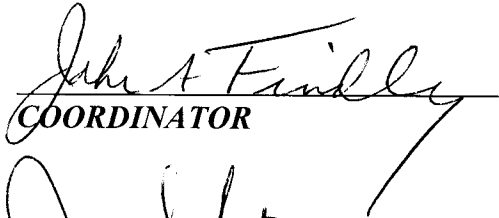
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COORDINATOR K.G. Shire - Girls



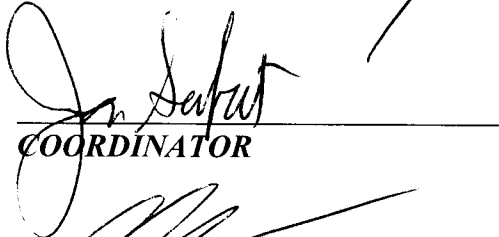
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COORDINATOR Robert A. Byrne



COORDINATOR Glenn Gistis

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