



STAMFORD YOUTH HOCKEY ASSOCIATION

By-Laws

February 15, 2012

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ARTICLE I – ORGANIZATION

Section 1 Name

The name of this organization shall be Stamford Youth Hockey Association, Inc. ("the Association"). The Association may, by a vote of the membership, change its name.

Section 2 Incorporation

The Association is incorporated under the laws of the State of Connecticut as a non-profit organization, and is tax exempt under Section 501(c) (3) of the Internal Revenue Code.

The fiscal year of the Association shall begin August 1 and end on July 31 of the following year.

Section 3 Affiliations

The Association holds memberships with other hockey organizations and shall follow their rules and codes of conduct.

- a) The Association is a member of the Connecticut Hockey Conference (öCHCö), the governing body for USA Hockey in Connecticut. .
- b) USA Hockey, Inc. is the national governing body for the sport of hockey in the United States.

Section 4 Dissolution

The Association may, by a vote of the membership, dissolve the Association. All assets of the Association shall be distributed as follows:

- a) Equipment and assets shall be sold upon acceptance of the highest bid;
- b) Surplus cash remaining after liquidation of assets and payment of all debt shall be donated to one or more sports related, youth organizations domiciled in Stamford, CT as selected by majority vote of the Board.

ARTICLE II – PURPOSE

Section 1 Purpose

The Association shall have as its Purpose the development, promotion and encouragement of youth ice hockey within the City of Stamford.

Section 2 Mission

The Association shall teach and promote the fundamental skills needed to play developmental and competitive hockey among our Stamford youth in a positive, fun, safe, and nurturing environment while promoting an atmosphere where friendships develop among families, coaches and players.

ARTICLE III – MEMBERSHIP

Section 1 Active Members

Membership in the Association is granted with a term to coincide with the fiscal year of the Association. An Active Member is an individual who meets one of the following criteria:

- a) Parents or guardians who have made payment toward the fee of a player who is duly registered in compliance with the regulations set forth by the Association, CHC, and USA Hockey.
- b) Members of the Board of Directors;
- c) Individuals appointed by the Board of Directors to perform functions necessary for operation of the Association;
- d) Individuals over the age of eighteen (18) acting in the capacity of Head Coach or Assistant Coach in the House, Travel or Tiger Shark Divisions.

Section 2 Voting Members

A Voting Member is defined as an Active Member who meets all of the following criteria:

- a) The member is current, as reported by the Treasurer, in any, and all, financial obligations to the Association;
- b) The Association has not paid, or committed to pay the member, in cash or by discounting fees, for goods or services in excess of \$1,000 in the current or previous fiscal year
- c) The member is not an officer or representative of a company the Association has paid, or committed to pay, for goods or services in excess of \$1,000 in the current or previous fiscal year.

Section 3 Voting Rights

Voting rights of the Voting Members shall be restricted to Association Bylaw changes, dissolution, Board of Directors elections or removals, and other items the Board may deem necessary.

The Voting Members shall have one vote per household which shall be the residence at the address included in records maintained by the Association. Only one member residing at the household may cast the vote and all members of the household must be Voting Members.

Section 4 Discrimination Policy

The Association does not restrict or in any way limit participation on the basis of race, color, creed, national origin, religion, sex or for any other prohibited reason.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1 Annual Meeting

The annual membership meeting of the Association shall be in May. Business at the Annual Meeting shall include election of Directors and presentation of current finances and budget for next fiscal year.

Section 2 Special Meetings

The President shall call a special meeting of the membership under the following circumstances:

- a) The President deems it to be in the best interest of the Association.
- b) At the written request of three (3) members of the Board of Directors
- c) At the written request of twenty-one (21) Voting Members of the Association

The meeting notice shall state the reasons for which such meeting has been called, the business to be transacted at such meeting, and by whom called. No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all members present at such meeting.

Section 3 Quorum

The presence of not less than twenty-one (21) Active Members with at least three (3) Directors shall constitute a quorum, but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these by-laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Section 4 Voting

At all meetings, all votes shall be viva voice, except as provided under Articles V and VI. There shall not be voting by proxy. Except as provided under Articles V and VI, the outcome of all votes shall be decided by a simple majority of those votes cast. In the case of a tie vote, the pending motion shall be deemed defeated and not passed.

Section 5 Notice

Notice of all membership meetings shall be sent by the Secretary to all members via email at their addresses as they appear in the membership roll book and shall be posted to the Association website, at least five (5) days, but not more than ten (10) days before the scheduled date set for such meeting.

Whenever any notice is required to be given to any member of the Association under these Bylaws or the Connecticut Statutes, a written waiver of notice, signed anytime by the person entitled to notice shall be equivalent to giving notice. Attendance by a member entitled to vote at a meeting, in person or by proxy, shall constitute a waiver of notice of the meeting, except when the member attends a meeting solely for the purpose, expressed at the beginning of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V – ELECTION OF DIRECTORS

Section 1 Election Committee

Not less than eight (8) weeks prior to the annual membership meeting at which the election of Directors shall take place, the President shall appoint an Election Committee of not less than three (3) Voting Members which shall, after soliciting and reviewing potential candidates for positions of Directors, insert on the ballot, qualified candidates for each Director position being voted upon. No member of the Election Committee shall be a candidate for office.

Section 2 Floor Nominations

All candidates, other than those placed on the ballot by the Election Committee may be nominated from the floor and placed on the ballot at the annual membership meeting. Candidates having been nominated from the floors of such meeting must communicate their consent to the Election Committee, prior to the election, and agree to serve, in order to be eligible for the office sought.

Section 3 Voting

The Chairman of such meeting shall immediately prior to the commencement of balloting, appoint a committee of three (3) Active Members who shall act as the Inspectors of Election and who shall at the conclusion of such balloting certify in writing to the Chairman the results, and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No Inspector shall be a candidate for office. The election of Directors shall be determined by a simple majority of votes cast. In the case of a tie vote, a second election for the contested position(s) shall be held immediately thereafter and shall be determined by a simple majority of the votes cast. In the case of a second tie vote, the tie shall be broken by a vote of the Chairman.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 Composition

A Board of Directors (the "Board") consisting of seven (7) elected members, shall manage the business of the Association. At least one of the Directors elected shall be a resident of the State of Connecticut and a Citizen of the United States.

The Board shall have the control and management of the affairs and business of the Association including but not limited to, adopting, amending, supplementing, and repealing the policies, procedures and playing rules of the organization. The Board shall only act in the name of the Association when it shall be regularly convened by its Chairman after due notice to all the Directors of such meeting.

No Director shall by virtue of his/her office be entitled to receive any salary or compensation but nothing herein shall be construed to prevent a Director from receiving any compensation from the Association for their performance of duties other than as a Director.

Section 2 Terms

The term for each Director shall be for two fiscal years to commence at the onset of the fiscal year following election. The President, Secretary, Treasurer and Operations Director shall be elected in even numbered years. The Vice President, Registrar and Association Development Director shall be elected in odd numbered years.

Section 3 Regular Meetings

The Board shall conduct Regular Board Meetings that are open to Active Members of the Association. Such meetings shall be held on a day during the second week of every month from September to April. Notice for Regular Board meetings shall follow the guidelines set forth in (Article IV; Section 5).

Section 4 Special Meetings

The President shall call a special meeting of the Board under the following circumstances:

- a) The President deems it to be necessary;
- b) At the written request of three (3) members of the Board of Directors.

Notice shall be sent by the President to all Directors via email at their addresses as they appear in the membership roll book, at least two (2) days, but not more than ten (10) days before the scheduled date set for such meeting. Such meeting shall be attended only by the Directors and invited guests as deemed necessary by the President.

Section 5 Voting

Four (4) of the members of the board shall constitute a quorum. Each Director shall have one vote and such voting shall not be done by proxy. The Secretary shall record the outcome and tally of all votes in

the meeting minutes. The issue being voted on shall be determined by a simple majority of votes cast. In the case of a tie vote, the tie shall be broken by the President.

Section 6 Resignation

Resignation of a Director shall be recognized by the Association by one of the following:

- a) By filing his/her written resignation with the Secretary or President.
- b) By failing to attend, without Board permission and without good reason, three (3) consecutive membership or Board meetings.

Section 7 Removal

Any Director may be removed for cause by a majority vote of the Board at any Board meeting or by a super-majority of Voting Members (no less than two-thirds (2/3) of those Voting Members present and voting) at any membership meeting. Cause shall include, but not be limited to:

- a) Conflicts of interest;
- b) Verbally abusive, obstructionist or disruptive behavior;
- c) Violation of confidentiality on topics where requested by the Board.
- d) A sustained and unexcused pattern of inattention that amounts to an abdication of the Director's duties to the Association.

Section 8 Vacancies

Vacancy of the office of President shall cause the Vice President to assume the position of President and leave the office of Vice President vacant.

Vacancies of other positions on the Board shall be filled by a majority vote of the remaining members of the Board for the balance of the term or the next Annual Meeting of members, whichever is sooner.

Section 9 Indemnification

The Association shall hold harmless and indemnify each present and future elected Director or appointed Officer of the Association, and their heirs, executors and administrators, from and against all reasonable expenses incurred in connection with the defense of any action, suit or proceeding to which he or she may be made a party, including reasonable attorneys' fees, by reason of being, or having been, a Director or Officer of the Association, unless such Director or Officer is determined to have engaged in willful or intentional misconduct, gross negligence, or conduct that was unauthorized by the Board of Directors, or beyond the scope of the Director's or Officer's official duties.

ARTICLE VII – DIRECTORS

Section 1 President

The President shall be the chief executive officer of the organization. The President shall preside at all meetings of the membership and Board of Directors and shall have the general powers and duties, which are usually vested with the office of President and such other duties as may be prescribed from time to time by the Board of Directors. Specific duties of the President include, but are not limited to the following:

- a) To see that these Bylaws and any supporting rules and regulations are enforced and followed;
- b) To appoint and supervise the Hockey Director, subject to approval by the Board, who shall set hockey coaching guidelines, appoint and supervise all Head Coaches subject to approval by the Board, appoint and supervise the House Coordinator subject to approval by the Board, supervise Travel and House on-ice tryouts and retain the appropriate evaluators, and conduct regular meetings with all Head Coaches;
- c) To represent the Association at organizations in which the Association maintains membership or appoint a representative subject to approval by the Board;
- d) To appoint committees from among the membership, as deemed appropriate, to assist in the conduct of the affairs of the Association for a term not to exceed the term of the President;
- e) To approve checks, payments or other instruments drawn upon banks, or other depositories in which the funds and securities of the Association are deposited;
- f) To work with the Vice-President and Treasurer to establish fiscal year budgets;
- g) To appoint the Election Committee subject to approval by the Board;
- h) To present a report of the conduct of his/her office at each Regular Board meeting.

Section 2 Vice President

The Vice-President will take the place of and perform all such duties of the President whenever the President shall be absent or unable to act. The Vice President shall report to the President and perform all duties incident to the office of the Vice President and such other duties as may be prescribed from time to time by the Board. Specific duties of the Vice President include, but are not limited to the following:

- a) To work with the President and Treasurer to establish fiscal year budgets;
- b) To approve checks, payments or other instruments drawn upon banks, or other depositories in which the funds and securities of the Association are deposited;
- c) To present a report of the conduct of his/her office at each Regular Board meeting.

Section 3 Secretary

The Secretary shall keep the minutes of all meetings of the membership and meetings of the Board of Directors. The Secretary shall have the custody of the Seal of the Corporation, and shall have charge of the books and records of the Association and of other such materials as the Board may direct. The Secretary shall report to the President and perform all duties incident to the office of Secretary and such other duties as may be assigned by the President and/or by the Board. Specific duties of the Secretary include, but are not limited to the following:

- a) To keep accurate minutes of the proceedings of all membership and Board meetings and to preserve such minutes in a permanent record book or electronic archive;
- b) To keep on record a copy the Bylaws and any rules and regulations on the Association website;
- c) To see that all books, reports, and certificates as required by law are properly kept or filed;
- d) To file any certificate required by any statute, Federal or State;
- e) To appoint and supervise a Website administrator subject to approval by the Board who shall be responsible for managing and updating the Association website, providing access and training as needed;
- f) To collect and distribute, in a timely fashion, the Association's mail from the Post Office Box;
- g) To maintain a membership list in conjunction with the Registrar for mailings and other such membership notices;
- h) To distribute notes from all meetings to the Board of Directors;
- i) To maintain bulletin boards;
- j) To present a report of the conduct of his/her office at each Regular Board meeting.

Section 4 Treasurer

The Treasurer shall have care and custody of all funds of the Association and shall be responsible for keeping full and accurate accounts of all receipts and disbursements. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name of and to the credit of the Association, in such depositories as approved by the Board. The Treasurer shall report to the President and perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President and/or by the Board. Specific duties of the Treasurer include, but are not limited to the following:

- a) To receive and have care and custody of all funds and securities of the Association and to deposit same in the name of the Association in such banks or depositories as selected by the Board;
- b) To sign or otherwise authorize, subject to approval by one of either the President or Vice President, checks, payments or other instruments drawn upon banks, or other depositories in which the funds and securities of the Association are deposited;

- c) To keep the official financial records and books of account of the Association;
- d) To cause an audit of the books of the Association as soon as practicable after the close of the fiscal year and to report the results of such audit to the Board at their next meeting;
- e) To prepare and monitor a yearly budget for the Association to be presented at the Annual Membership Meeting;
- f) To determine the fees for all hockey programs subject to approval by the Board;
- g) To fix the wages and payment schedules of all employees subject to approval by the Board;
- h) To develop forms for funds disbursement and reimbursement;
- i) To appoint and supervise the Equipment Manager subject to approval by the Board, who shall maintain a inventory of all Association equipment including travel jerseys, goalie and other team equipment;
- j) To present a report showing the current months activities and balance of all accounts at each Regular Board meeting.

Section 5 Registrar

The Registrar shall organize and administer the registration of all Association programs. The Registrar shall report to the President and perform all duties incident to the office of registration and such other duties as from time to time may be assigned by the President and/or by the Board of Directors. Specific duties of the Registrar include, but are not limited to the following:

- a) To administer Travel and House team tryouts in conjunction with the Hockey Director and the Operations Director;
- b) To collect all signed player commitment forms and verify with Treasurer that fees have been paid prior to team assignment;
- c) To record player and coach assignments, and roster changes for all teams;
- d) To ensure that Team Managers collect and retain all registration forms, birth certificates, medical forms, other necessary paperwork for players and coaches;
- e) To verify players, teams, and Board members maintain proper insurance;
- f) To coordinate and submit registration of all coaches, players and teams with Association Affiliations;
- g) To provide releases to departing players, as required and subject to approval by the Treasurer;
- h) To ensure all incoming players have provided release documentation from their previous organization, as required;
- i) To present a report of the conduct of his/her office at each Regular Board meeting.

Section 6 Association Development Director

The Association Development Director shall be responsible for the implementation of all sponsorship, fundraising, publicity and charitable programs of the Association. The Association Development Director shall report to the President and perform all duties incident to the office of Association development and such other duties as from time to time may be assigned by the President and/or by the Board of Directors. Specific duties of the Association Development Director include, but are not limited to the following:

- a) To develop fundraising and sponsorship programs with the specific objective of limiting expenses of the Association Membership;
- b) To collect all proceeds generated by fundraising and sponsorship programs and remit them to the Treasurer;
- c) To appoint and supervise the Sponsorship Coordinator subject to approval by the Board, who shall solicit businesses for donations and manage all team and Association sponsorship programs;
- d) To appoint and supervise the Fundraising Coordinator subject to approval by the Board, who shall establish and execute a fundraising plan and manage all fundraising activities of the Association;
- e) To act as a liaison between team managers and the local news media for the distribution of game write-ups;
- f) To promote the Association and its activities to grow its membership and enhance relations with the public;
- g) To establish and coordinate all charitable programs supported by the Association subject to approval by the Board;
- h) To coordinate all Association events involving the entire membership;
- i) To contract and schedule photographers for team and individual pictures;
- j) To present a report of the conduct of his/her office at each Regular Board meeting.

Section 7 Operations Director

The Operations Director shall be responsible for the coordination of all on-ice programs to include ice scheduling for practices and games, referee and timekeeper scheduling. The Operations Director shall report to the President and perform all duties incident to the office of hockey operations and such other duties as from time to time may be assigned by the President and/or by the Board of Directors. Specific duties of the Operations Director include, but are not limited to the following:

- a) To negotiate and purchase all ice for the Association;
- b) To appoint and supervise the Scheduling Coordinator subject to approval by the Board who shall be responsible for allocating and communicating assigned ice time for games and practices in conjunction with the Hockey Director and Head Coaches;

- c) To appoint and supervise the Referee Coordinator subject to approval by the Board who shall secure and schedule certified game referees;
- d) To appoint and supervise the Timekeeper Coordinator subject to approval by the Board who shall secure, train and schedule game timekeepers;
- e) To assist with Travel and House team tryouts in conjunction with the Hockey Director and the Registrar;
- f) To maintain policies and procedures regarding officiating and timekeeping;
- g) To distribute written guidelines of conduct to officials and timekeepers;
- h) To present a report of the conduct of his/her office at each Regular Board meeting.

ARTICLE VIII – AMENDMENTS

Section 1 Proposal

The Bylaws contained herein may be altered, rescinded or repealed, at any time. Any Voting Member may propose amendments to these Bylaws by submitting the same in writing to the President. Such will be considered at the next meeting of the Board of Directors.

Section 2 Action

Amendments may be approved by a majority vote of the Board of Directors. If approved, they shall be adopted subject to confirmation by a majority of the Voting Members present at the next membership meeting. If disapproved, they shall then be rejected.

Section 3 Superseding of Previous Bylaws

The foregoing Bylaws supersede and replace any and all previously-enacted Bylaws, Rules, and Amendments thereto, and are hereby ratified and accepted by the undersigned majority of the Board of Directors of the Association this 15 of February 2012.