

**BY-LAWS**  
**of**  
**ANDOVER HOCKEY ASSOCIATION, INC.**

(As amended through June 19, 2017)

**AHA Mission Statement**

The AHA organizes and promotes a fun, safe, and developmentally rewarding hockey experience for all Andover children. We are a family-centered organization that places the needs of our members first, giving all players the opportunity to participate to the best of their ability, to develop as athletes, and to grow more confidently into young adulthood. We serve the entire AHA community as well as the town of Andover and its residents.

- A. We teach players skills to better compete at the game of hockey.
- B. We identify and develop coaches that can rapidly elevate player skills and serve as both educators and role models.
- C. We instill qualities of commitment, teamwork, sportsmanship, self-confidence, discipline and respect for others.
- D. We create a partnership with member parents and increase community participation.
- E. We foster camaraderie and the creation of lifelong friendships across the AHA community.
- F. We promote, uphold, and exude “town pride”.

**ARTICLE I**

The name of the corporation is Andover Hockey Association, Inc. (“AHA” or “corporation”).

**ARTICLE II**

**Purposes and Governance**

- A. The purpose for which the corporation is formed are as follows:  
To encourage athletic and recreational activities and to foster and promote the qualities of physical fitness, competitive spirit, team play, loyalty, and good sportsmanship by providing ice skating and hockey instruction to boys and girls who register with AHA, consistent with the non-resident participation restrictions outlined by Massachusetts Hockey, and by making available to them opportunities to participate in team competition both on an intramural basis and against teams from outside of AHA; and, in furtherance of the foregoing

purposes, to purchase, rent, sell and accept as donations or otherwise acquire ice time, equipment, and other property, solicit and accept all types of contributions, maintain a coaching staff composed entirely of volunteer personnel serving without compensation and, generally, to do all acts and things which may be necessary, convenient or incidental to a furtherance of the foregoing purposes and which are permissible for a corporation organized under Chapter 180 of the Massachusetts General Laws.

No part of the net earnings or assets of the corporation shall be distributed to or inure to the benefit of any of its members or any other individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. In the event of dissolution of the corporation, all of its assets remaining after the payment of all proper debts, charges, and expenses shall be given to a charitable or educational organization located in the town of Andover concerned with the youth of Andover which has qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and is described in Section 170(b)(1)(A) of the Code, as the same may be amended from time to time, or under successor provisions thereto.

- B. Andover Hockey Association will conduct its business and affairs in accordance with generally accepted parliamentary procedures.
- C. The corporation will make its By-Laws, Policies and list of Officers and Directors available to all of its membership identified in Article IIIA.
- D. The corporation will abide by the laws of the Commonwealth of Massachusetts as well as AHA's By-Laws, Rules and Regulations, Policies and Procedures, including, but not limited to, those regarding the prevention of physical and sexual abuse.

### **ARTICLE III**

#### **Members**

- A. **Membership.** The membership of the corporation shall be open to all individuals who support the purpose of the corporation, are of majority age, and are registered and in good standing with AHA. Voting members must meet at least one of the following criteria:
  - a. Parent or Guardian of a properly registered player(s)
  - b. Existing coach (who may or may not have children in AHA)
  - c. Approved by the Board of Directors (even though the above criteria have not been met).

- B. Annual Meeting.** The members of the corporation shall meet annually before the 20<sup>th</sup> day of June at such time and place as the Board of Directors or the President shall determine. If in any year the annual meeting is not held, a special meeting may be held in lieu thereof at such later date and place as may be determined by the Board of Directors, by the President, or by any twenty-five (25) members. Notice of the time, place and purpose of any meeting shall be communicated to the membership via email and shall be posted on the AHA website no less than (7) days prior to such meeting. At any meeting of the members, either annual or special, twenty-five (25) members present in person shall constitute a quorum. When a quorum is present, the majority vote of those members present and voting shall be necessary and sufficient for the determination of any issues, including, but not limited to, the election of the Board of Directors, brought before the meeting, except as otherwise stated in these By-Laws.

Election of the Board of Directors shall be as follows:

- i. In the election of the President, Vice President, Treasurer, Secretary, Registrar, Program Directors, Ice Director, and if needed, any other directors, the candidate receiving the greatest number of votes cast shall be declared the winner.
- ii. In the election of Directors at Large, the number of candidates needed to fill the open positions who receive the greatest number of votes shall be declared the winners.

In all cases of a tie, the tie shall be resolved by a vote of the members of the incoming Board of Directors.

#### **ARTICLE IV**

AHA members are expected to exhibit behavior that is consistent with the fundamental principles of respect and good sportsmanship that are at the core of the purpose of AHA as detailed in the AHA Mission Statement and Article II of these By-Laws. All members must comply with the provisions of any and all codes of conduct established by Mass Hockey, whether or not the member signs a code form. A member may be disciplined by AHA for any violation of a code of conduct, or other policy or procedure, of Mass Hockey and/or for behavior that is hostile or offensive to any volunteer of AHA, that represents a disregard for AHA policies and procedures, that is detrimental to the efforts of AHA to conduct its operations, or that includes false statements that are damaging to the reputation of AHA.

#### **ARTICLE V** **Board of Directors**

- A. Number and Election.** AHA shall be governed by a Board of Directors. At least eighty (80%) percent of the Board of Directors shall be parents or guardians of current, properly registered players and the board shall consist of the following:

- a. Elected Officers: President, Vice-President, Treasurer, Secretary, Registrar.
  - b. One (1) elected representative for each of the following programs: Initiation, Mite, Squirt, PeeWee, Bantam, Girls, High School Boys and High School Girls.
  - c. One (1) elected Ice Director.
  - d. One (1) elected Goalie Director.
  - e. One (1) elected Compliance Director.
  - f. One (1) elected Coaching Director.
  - g. One (1) elected Valley League Representative.
  - h. One (1) elected Member Relations Director.
  - i. Additional position created by the Board of Directors, where a specific need exists and elected by the membership.
- B. **Powers.** The Board of Directors shall be responsible for the management, control and operation of the business of the corporation. It may organize any other committees from its members and others to aid in the operation of the corporation. The Board of Directors shall be responsible for the selection, appointment, and removal of all coaches at all levels of AHA.
- C. **Resignation and Removal.** Any director may resign at any time by giving written notice of such resignation to the President or Secretary. Any director maybe removed for cause from office by a majority vote of the Board of Directors at any monthly meeting, any special meeting of the Board of Directors, or any meeting duly called pursuant to Article III B.
- D. **Vacancies.** Vacancies in the Board of Directors may be filled by a majority vote of the Board of Directors at any regular or special meeting of the Board.
- E. **Meetings.** The Board of Directors shall meet no fewer than eight (8) times per year on a monthly basis. Special meetings of the Board may be called by the President or by any three (3) directors. Notice of the time and place of the meeting shall be given to each member of the Board by email or telephone at least forty-eight (48) hours prior to that meeting. Unless specified as “closed meeting” all recognized members of the corporation are invited to attend any meeting of the Board of Directors.
- F. **Quorum.** A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. When a quorum is present, the majority vote of those present shall be necessary and sufficient for a decision on any question or issue

brought before the Board.

- G. **Election and Nomination.** All members shall be eligible to run for any position on the Board of Directors. The mechanics of the nominating process shall be announced by the Board of Directors to all members in advance of the annual meeting and all members shall be given reasonable notification of this process. This notification shall include the last date in which nominations will be accepted. Elections will be held at the annual meeting.

## **ARTICLE VI**

### **Officers**

- A. **Numbers and Election.** The officers of the AHA shall consist of a President, Vice-President, Secretary, Treasurer and Registrar, all of whom shall be elected by the members at the annual meeting of the membership.
- B. **Powers.** The officers and directors shall have the powers (and are expected to perform the duties) customarily belonging to their respective office, including the powers and duties listed below. All members of the Board of Directors are expected to attend monthly Board of Directors meeting.

The **President** shall

- Preside at all meetings of members of the Board of Directors.
- Exercise general supervision for the overall operations of AHA, including policies and planning.
- Perform such other duties as are incident to the office or may be properly required by actions of members or of the Board of Directors at duly constituted meetings.

The **Vice-President** shall

- In the absence of, or during the incapacity of the President, as determined by the Board of Directors, perform all duties and assume all responsibilities of the President until the Board of Directors shall revoke such authority.
- Shall act as the contact person between AHA and Phillips Academy for all AHA related matters.
- Perform such other duties as are incident to the office or as may properly be required by action of members or the Board of Directors at duly constituted meetings.

The **Treasurer** shall

- Receive all monies due or paid to the corporation and shall disburse

such sums as are necessary to meet lawful indebtedness incurred and authorized by vote of the members of the Board of Directors.

- Have custody on behalf of the corporation of all funds and securities of any type and shall deposit the same in the name of the corporation in such bank or banks as the Board of Directors may direct.
- With the advice and consent of the Board of Directors have power to invest and reinvest surplus funds.
- Render to the membership at the annual meeting and accurate account of all sums received and disbursed during the fiscal year and of all other funds and sums not expended.
- Provide a copy of the audited year end financial statement or review to the Board of Directors as soon as possible.
- Responsible for all accounting related activities for AHA.
- Perform such other duties as are incident to the office or as may be properly required by action of the members or of the Board of Directors at duly constituted meetings.

The **Secretary** shall

- Keep records of all meetings of members and of the Board of Directors and shall make a report thereon.
- Shall maintain the By-Laws of AHA, with the approval of the Board of Directors.
- Issue notices of meetings and shall perform such other duties as are incident to the office or as may be properly required by actions of the members or of the Board of Directors at duly constituted meetings.

The **Registrar** shall

- Coordinate all registration and rostering of players for AHA.
- Maintain an up-to-date list of all registrants to include the status of all fee payments, and shall notify the Board of Directors of any delinquent status greater than thirty (30) days.
- Perform such other duties as are incident to the office or as may be properly required by action of members or of the Board of Directors at duly constituted meetings.

The **Program Directors** (Initiation, Mite, Squirt, Peewee, Bantam, Girls, High School Boys and High School Girls) shall:

- Responsible for all matters within their given division, including, but not limited to, communication of schedules, schedule changes and all other necessary information in a timely fashion to the coaches.
- Be responsible for the distribution and collection of all forms as required by the corporation.
- Facilitate the communication between coaches, players, and parents within the given division.
- Perform such other duties as are incident to the office or may be properly required by actions of members or of the Board of Directors at a duly constituted meeting.

The **Ice Director** shall

- Issue all schedules and schedule changes to the AHA website and communicate the posting of those schedules to all relevant parties on a timely basis.
- Responsible for scheduling all AHA hosted, on-ice events, including, practices, games, tournaments, skills, placement sessions, etc.
- Perform such other duties as are incident to the office or may be properly required by actions of members or of the Board of Directors at a duly constituted meeting.

The **Compliance Director** shall

- Be responsible for USA Registration for all players and coaches associated with AHA, Coaching Certifications, CORI checks, roster submission.
- Mass Hockey Representative for AHA. Represent AHA at all Mass Hockey meeting and activities. Be contact person for AHA for all Mass Hockey matters.
- Perform such other duties as are incident to the office or may be properly required by actions of members or of the Board of Directors at a duly constituted meeting.

The **Valley League Representative** shall

- Be contact person for AHA and Valley League. Shall be responsible for coordinating all scheduling matters between AHA and the Valley League.
- Perform such other duties as are incident to the office or may be properly required by actions of members or of the Board of Directors at

a duly constituted meeting.

The **Member Relations Director** shall

- Be responsible for developing and enhancing “the AHA experience” for all members, including the management of the AHA brand and the perceived value of membership.
- Shall act as “Web Master” and maintain and update AHA website.
- Perform such other duties as are incident to the office or may be properly required by actions of members or of the Board of Directors at a duly constituted meeting.

## **ARTICLE VII**

### **Committees**

There shall be three permanent Committees established to execute responsibilities associated with three critical activities of the organization

- Evaluation Committee: will consist of no fewer than five members including a Committee Chair that are approved by the Board of Directors. The Evaluation Committee is responsible for
  - oversight of the evaluation process outlined in the AHA Evaluation Policy and will make any policy change recommendations to the AHA Board of Directors for approval.
- Hockey Committee: will consist of no fewer than five members and will be chaired by the Coaching Director. The Hockey Committee is responsible for
  - making coaching placement or removal recommendations to the full Board of Directors, and
  - discharging the requirements associated with coaching identified in the Massachusetts Hockey Rules and Regulations,
  - provide developmental support to both coaches and players registered with AHA.
- Judiciary Committee: will consist of three Board members, including a Chair, who will be appointed by the President and approved by the full Board of Directors. The Judiciary Committee will be responsible for
  - understanding the Mass Hockey mandated disciplinary process,
  - making recommendations to the full Board of Director related

- to membership disciplinary actions
- coordinating the formal disciplinary process if necessary

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the corporation shall, unless changed by the Board of Directors, commence on the first day of July and terminate on the last day of June next following.

## **ARTICLE IX**

### **Financial Statements**

The Corporation shall annually, or more often in its discretion, make available to the public financial reports of the operation of the corporation. As soon as possible after the close of a given fiscal year, the Board of Directors will be provided with a copy of the audited financial statement or review for that fiscal year.

## **ARTICLE X**

### **Indemnification of Directors and Officers**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or

responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the members of the corporation if disinterested; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

## **ARTICLE XI**

### **Operations**

The Corporation shall conduct its business consistent with the purpose of the organization identified in the AHA Mission Statement and ARTICLE II of the AHA By-Laws. AHA will maintain AHA Official Policies to guide the Corporation in the discharge of certain activities to promote fair and consistent application. The AHA Official Policies will be maintained by the AHA Secretary and can be amended with the majority vote of the full Board of Directors.

## **ARTICLE XII**

### **Amendments**

These by-laws may be amended by a two thirds vote of the members present at any annual or special meeting providing a quorum is present.