

AMHERST HOCKEY ASSOCIATION, INC.

CONSTITUTION & BY-LAWS

September 1987

As Amended:

June 1998

March 1999

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THE AMHERST HOCKEY ASSOCIATION
CONSTITUTION OF THE AMHERST HOCKEY ASSOCIATION

ARTICLE I
Name

The name of this organization shall be the "Amherst Hockey Association, Inc.," a non-profit Corporation organized in the Commonwealth of Massachusetts.

ARTICLE II
Purposes

The purposes of the Amherst Hockey Association, Inc., hereafter called "Corporation," shall be to provide a supervised, recreational, and competitive hockey program for the youth in the Amherst Pelham Regional School District, Hadley, Sunderland, Belchertown and surrounding communities. The Directors shall bear in mind at all times that the primary purpose of the Corporation is to provide a healthy, recreational athletic program for our youth. The Directors of this Corporation shall bear in mind, at all time, that the attainment of exceptional athletic skills and the winning of games is secondary. The Association will provide facilities and instruction in the sport of hockey and related activities and recreation. In the Traveling Team program, greater emphasis shall be placed upon winning games through strategy, discipline, and fair play, while in the Initiation Programs, greater emphasis shall be placed upon basic skill development and recreational activities for each participant.

A. The aims of this corporation shall be:

1. To provide an opportunity for youth in the Amherst-Pelham Regional School District, Hadley, Sunderland, Belchertown and surrounding communities to play organized hockey, according to the established By-Laws, rules, and regulations of the Corporation.
2. To instill a sense of honesty, courage, and respect in our youth, as well as teach them the merits of good sportsmanship and fair play under all circumstances and conditions, thus providing the framework for the development of strong, healthy and happy youth, who will mature into good, respected, adult citizens.

B. The objectives of this Corporation shall be:

1. To promote, encourage, and govern a youth hockey program in the Amherst area.
2. To protect the mutual interests of its members.
3. To conduct a recreational hockey program for age groups from three years old through high school within the framework and guidelines established by USA Hockey, Inc..
4. To select competitive teams from within the Amherst Hockey Association to participate in games with teams outside this association.

Corporation documents including the Constitution, By-Laws, and Operating Rules are available to all members of the Association by request from any AHA Board Member or from the Corporation's web site (<http://www.amhersthockey.org>).

**BY-LAWS OF
THE AMHERST HOCKEY ASSOCIATION, INC.**

ARTICLE I

Membership

There shall be three (3) classes of membership in the Corporation, namely; Active, Associate, and Honorary.

A. Active Membership

Active membership in the Corporation shall be open, at no charge, to parents (or guardians) having a registered youngster actively participating in the program, and to any other adult actively participating in the program.

Active members of the Corporation are eligible to vote at the Annual Meeting, or special general meeting(s), if called. Voting at these meetings shall be limited to one (1) vote for each Active member present at the meeting(s).

B. Associate Membership

Associate membership in the Corporation shall be open to any youth fulfilling the requirements as to age, residence, paid registration and insurance fees, and any other financial requirements, as determined by the Board of Directors, on a "First Come, First Serve" basis, up to a maximum number allotted for each division as determined annually by the Board of Directors.

Associate membership shall remain in effect for the duration of the Hockey season, providing all rules and regulations of the Corporation are obeyed. Associate members have no vote in any Corporation affairs, and are not permitted to attend any Board meetings, unless invited by the President.

C. Honorary Membership

Persons, who have contributed a great deal to the furtherance of the Corporation, may be admitted to Honorary membership in the Corporation by resolution of the Board of Directors; such appointment to remain in effect for life.

Any membership in the Corporation, Active, Associate, or Honorary, shall terminate automatically when said member ceases to permanently reside in the Western Massachusetts area.

All members (Active, Associate and Honorary) of the Association must abide by Massachusetts Hockey By-Laws, Rules, Regulations and Policies, and Procedures, including but not limited to, those regarding the prevention of Physical and Sexual Abuse.

ARTICLE II

Governmental Policy

The management of the Corporation shall be vested in the Board of Directors, consisting of 15 members, who shall meet each month. Membership on the Board shall be by election at the Annual Meeting. The voting members of the Board of Directors shall be made up of no less than twenty percent (20%) of individuals who have children actively skating in the program.

A. Corporation's Operating and Fiscal Years

The Corporation's Operating Year will be June 1 through May 31 for all elected positions in the Corporation and other non-financial matters. The Corporation's Fiscal Year will be July 1 through June 30 for all financial matters.

B. Annual Meeting

The Annual Meeting of the Corporation shall be held before the 15th of May, and is open to all Active and Honorary members of the Corporation. At this meeting, an estimated year-end financial report shall be presented by the Treasurer.

C. Election of Board Members

At the Annual Meeting, the Active members of the Corporation present shall elect, by secret ballot, the new Board members. Each newly selected Director shall serve for a three year term. The number of vacancies on the Board shall be determined by the number of Directors in the last year of their term of office.

Nominations for vacancies on the Board shall be submitted at this meeting by the Chairperson of the Nominating Committee, along with a brief resume of each candidate. Nominations from the "floor" will also be accepted.

All candidates will be placed in numerical order, according to the number of votes received. Vacancies on the Board of Directors will be filled from this list, starting from those receiving the most votes. Candidates remaining on the eligibility list after all vacancies are filled shall be placed on an "Alternate" list in the same numerical order for a period of one year.

D. Board Vacancies

If a vacancy is created on the Board, following the Annual Meeting, it may be filled by the person in the number one position on the "Alternate" list. If no names remain on the "Alternate" list, the Board of Directors may fill the vacancy by the majority vote of the Board. The Director(s) elected or appointed to fill a vacancy, shall hold office until the term expires.

E. Ex-officio Board Members

The immediate Past President shall for one year be an ex-officio Board member, if not re-elected to the Board.

In addition, the following appointed positions in the program may be held by members not on the Board of Directors, but due to their importance, require Board meeting attendance. These

appointees, if not currently Board members, shall automatically become "ex-officio" Board members:

REGISTRAR; REFEREE-IN-CHIEF; COACH-IN-CHIEF; PUBLIC RELATIONS COORDINATOR; DIVISION DIRECTOR(S); CHIEF SCHEDULER; COFFEE TABLE DIRECTOR; EQUIPMENT MANAGER; FUND RAISING DIRECTOR; INITIATION PROGRAM COORDINATOR.

All ex-officio Board members and First Alternate are expected to attend all Board Meetings, but do not have any voting rights.

F. Election of Officers of the Corporation

Within fifteen (15) days of the Annual Meeting, the new Board of Directors shall meet and, by majority vote, elect the officers of the Corporation, namely, the PRESIDENT, VICE-PRESIDENT-HOCKEY OPERATIONS, VICE-PRESIDENT-ASSOCIATION ACTIVITIES, SECRETARY, and TREASURER. All officers shall serve for one (1) year, but are eligible for re-election to the same or other executive office. Officers shall serve a term corresponding to the Corporation's Operating year. Only Board members are eligible for election to an executive office position.

G. Election of Moderator

Within fifteen (15) days of the Annual Meeting, the new Board of Directors shall meet and, by majority vote, elect the Moderator. The Moderator shall serve for a one (1) year term corresponding to the Corporation's Operating year. Only Board members are eligible for election as Moderator.

In the event that an Officer or the Moderator resigns his or her position, the Nomination Committee shall meet to solicit nominees from the Board, and shall present a ballot to be voted upon at the next Board meeting.

H. Board of Directors

The Board of Directors shall supervise the operation of the League and any Corporation Facility. All division directors, standing committees, committee chairpersons, and other appointed positions, shall be selected annually by the President, subject to Board approval, as soon as practical following election of the new President. These appointees shall serve at the pleasure of the President. At the conclusion of each Annual Meeting, all appointed positions and committees shall automatically be terminated, and dissolved.

Board members must notify the President or the Moderator in advance of any absence from a Board meeting. After the fourth absence during any Operating year, the President will contact the Board member in order to establish the Board member's interest in remaining on the Board.

A Board member shall resign from the Board by written notification, which shall be effective upon receipt thereof at the next regular Board meeting. The President may with approval of the Board request resignation of any Board member by majority vote of the said Board of Directors.

Upon such request, said Board membership is immediately vacated and is filled from the "Alternate" list.

I. Board of Directors Meetings

A meeting of the Board of Directors shall be held at least once each month, except during the summer months when selected meetings may be canceled. The date, time, and place of all meetings shall be determined by the President, with approval of the Board. Additional or special meetings of the Board may be called by the President, or upon written request of a least three (3) members of the Board.

Quorum. Eight members of the Board shall constitute a Quorum at all Board meetings, and a majority vote of those present shall govern, unless otherwise expressly stated in this or other By-Laws.

The regular Board meetings are open and may be attended by any Active or Honorary member of the Corporation. These "guests" may not make any comments or statements, unless expressly invited to do so by the presiding officer of the meeting. Association members may submit ideas and/or proposals in writing to the President, or any other Board Member, for consideration at the next regular Board meeting. "Invited guests" will be recognized by the presiding officer at a designated time in the meeting, to make comments related to the topic for which he or she was invited. Guests are not allowed to make, second, or vote on any motion.

The "ROBERT'S" Rules of Order, revised, shall govern the proceedings of all meetings, except where these conflict with the By-Laws of the Corporation.

J. Amendments

Amendments of Certificate of Incorporation, Constitution, and By-Laws Amendments must be submitted in writing to the Board of Directors at a regular meeting of the Board. The Amendment(s) shall be read and discussed by the members present, after which the proposed amendment(s) shall be tabled until the next regular meeting. The Recording Secretary shall send to all Board members a copy of the proposed amendment(s) prior to the next Board meeting. Approval by two-thirds (2/3) of the Board membership (ten affirmative votes) shall be required to pass amendment(s). Only amendments to the Certificate of Incorporation, the Constitution, and the By-Laws of the Corporation require this procedure.

ARTICLE III

Duties of Elected Officials

A. Duties of the President

The President shall be the Chief Executive Officer of the Corporation. He/she shall see that regular elections are held, in accordance with the By-Laws of the Corporation. He/she shall appoint and supervise the functions of the various committees. He/she shall have the power with the approval of the Board to replace any appointed position or committee chairperson at his/her discretion. All appointments and decisions by the President are subject to the approval of the Board, unless otherwise expressly stated in this or other By-Laws. He/she shall have such other

powers and duties as may be conferred on him/her by the Board of Directors, or as set out from time to time in the Corporation's By-Laws. He/she shall appoint a representative(s) of the Corporation, or delegate(s), to other Hockey Associations as required, subject to Board approval. He/she shall appoint an independent Auditor or Auditing Committee when legally required. This appointment shall be made at the Annual Meeting. Said audit shall be reported at the first Fall meeting.

B. Duties of the Vice President-Hockey Operations

If for any reason, the President is unable to perform his/her duties, the Vice President-Hockey Operations shall occupy the office of the President and perform his/her duties and shall have the authority as the President. His/her primary responsibility shall be "Hockey Operations Director" where he/she coordinates the skating program in conjunction with the division directors. He/she shall ensure that all rules and regulations are obeyed by all members of the Corporation. He/she shall be Chairperson of the Hockey Operations Committee. He/she shall carry out all other duties or assignments as may be delegated to him/her by the President.

C. Duties of the Vice President-Association Activities

If for any reason, the President is unable to perform his/her duties, and the Vice President-Hockey Operations does not assume the duties of the President, the Vice President-Association Activities shall occupy the office of the President and perform his/her duties and shall have the authority as the President. His/her primary responsibility shall be "Association Activities Director" where he/she coordinates the activities of the Corporation not directly related to hockey operations. He/she shall assist the President with committee appointments. He/she shall coordinate the activities of off-ice appointments and committees in conjunction with the Division Directors and Team Representatives. He/she shall carry out all other duties or assignments as may be delegated to him/her by the President.

D. Duties of the Secretary

He/she shall keep the minutes of the Corporation meetings, the Board of Directors and the Executive Committee meetings. All minutes shall be maintained current in a book kept for this purpose. The minutes shall record all financial transactions approved by the Board of Directors.

He/she shall be the custodian of the Corporation's contracts, records, and other documents belonging to the Corporation. He/she shall act as Corresponding Secretary when necessary.

E. Duties of Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation, and shall deposit all moneys in the name and to the credit of the Corporation in such bank or banks as may be designated by the Board of Directors. The Treasurer will be the Chairperson of the Finance Committee. He/she shall disburse the funds of the Corporation only pursuant to the direction of the Board of Directors and shall render to the Board an account of all his/her transactions as Treasurer, and of the financial position of the Corporation whenever requested by the Board member(s). He/she shall submit a monthly statement to the Board, and shall be prepared to render a financial report at all regular Board meetings. At such time as the Board of Directors may require or direct, the Treasurer shall present for examination all books, papers, vouchers or other data that may be necessary for the proper auditing of his/her accounts.

He/she shall be one of the Corporation's signatories for all corporate financial disbursements, the other officer being the President. The Treasurer shall be responsible for filing the Annual Report with the Secretary of the Commonwealth of Massachusetts, the Annual Report with the Attorney General of the Commonwealth of Massachusetts, and the annual Federal Tax report required of tax-exempt charitable corporations. It is also the responsibility of the Treasurer to see that the Massachusetts sales tax exemption remains in effect and that the tax-exempt status of the Corporation remains in force.

The Treasurer shall coordinate registration activities with the Registrar and shall be responsible for the collection of registration fees and other moneys payable to the Corporation at registration. The Treasurer shall be responsible for the filing of applications for insurance required of the Corporation. The Treasurer shall be responsible for the registration fees of players, coaches, managers, and referees as required with the insurance company providing the Corporation's personal injury and liability insurance.

F. Duties of Moderator

The Moderator shall preside at all meetings. He/she shall issue the call for regular and special Board meetings. He/she, in conjunction with the President, shall prepare an agenda for all meetings.

ARTICLE VI

Standing Committees

A. Executive Committee

The Executive Committee shall consist of the Officers of the Corporation. This committee shall be in general charge of the affairs of the Corporation, executing policies and supervising the overall operation of all aspects of the Corporation. Any executive decision shall be made by the Officers and reported to the next Board of Directors meeting.

B. Finance Committee

The Finance Committee shall consist of not less than three Board members, one of whom shall be the Treasurer, who shall serve as the Chairperson. The Finance Committee shall have special and general charge and control of all financial affairs of the Corporation and such other matters as may be assigned to it by the Board of Directors from time to time.

Specific duties reserved to the Finance Committee are those of Budgeting and Bonding.

1. Budgeting. The Finance Committee shall present at the September Board meeting a preliminary budget for the current Fiscal year.

The final budget will be presented to the Board of Directors for approval and adoption not later than the regular Board meeting in November. After the final budget has been adopted, all expenditures by the Corporation during the Fiscal year must be made within the limits of the appropriations therein made.

When a proposal is made for any expenditure in excess of such final budget, as adopted, such proposal shall be submitted to the Finance Committee for its consideration. Recommendations of the Finance Committee shall be presented at the next regular Board meeting. Such proposals may only then be adopted by a majority vote of the directors present at that regular meeting.

2. Bonding. The Finance Committee is responsible to determine the officers, directors, employees, and members holding positions of trust and requiring bonding. The Finance Committee, with the approval of the Board of Directors, shall instruct the Secretary to secure performance bonds covering those individuals requiring such bonding.

The Finance Committee shall advise and consult with the appointed Fund Raising Director regarding all fund raising activities of the Corporation.

C. Hockey Operations Committee

The Hockey Operations Committee shall consist of the Vice President-Hockey Operations (Chairperson), four (4) other members and two (2) Ex-officio members for a total of seven (7) members. Duties of the committee shall be:

1. Assist and advise the Vice President-Hockey Operations about the skating program, team selection and disciplinary matters.
2. Review and propose to the Board, general program policy and revisions to the Operating Rules for each year.

D. Nominating Committee

The committee shall consist of the five (5) Board Members in their second year term. This committee shall nominate at least one (1) candidate for each vacant Board of Director's position, and submitting this list of nominees, along with a brief resume of each nominee, at the Annual Meeting.

The Nominating Committee shall also nominate Executive Officers to be voted on at the required meeting after the Annual Meeting. This committee shall solicit nominations or interest in Office positions from the members comprising the next Operating year Board. A ballot of nominees by Officer position shall be submitted to the new Board. The ballot shall have no more than two nominees per position.

This committee shall meet only when necessary to select the nominees for the vacant Board of Director or Officer positions.

E. Committees

Additional committees shall be formed to deal with the matters of business pertaining to the operation of the League or the Corporation's business.

Each committee shall have a Chairperson appointed by the President, who shall be prepared to submit a report of his/her committee at each regular Board meeting. Each Chairperson shall choose his/her own committee, subject to all By-Laws of the Corporation. All committee

members must be Active or Honorary members of the Corporation. Committees that deal with the receipt or disbursement of moneys shall prepare a financial statement and reconcile with the Treasurer on completion of each project.

Committees shall obtain the approval of the Board of Directors on all matters pertaining to their committee, which may involve Corporation policy, and shall at all times be subject to the authority of the Board of Directors to direct its actions notwithstanding anything to the contrary in this or any other By-Laws.

ARTICLE VII

Association Appointments

All Association appointments shall be made by the President, and submitted to the Board of Directors for approval. All appointments shall conclude with the Fiscal year.

A. Registrar

The Registrar shall be responsible for the Annual Registrations of all Associate members as determined by the Board of Directors. He/she shall obtain satisfactory proof of age for all players, if necessary. He/she shall obtain team rosters from the Coach-in-Chief. He/she shall provide a copy of any or all rosters to the President. He/she shall keep up to date records and files on all players, and is responsible for transmittal of player and coach information to USAHockey and other governing bodies as they may require.

The Registrar shall be responsible for the provision and distribution of all printed material required at and for registration. He/she shall coordinate registration activities with the Treasurer and assist in the collection of registration fees.

B. Referee-in-Chief

He/she shall be responsible for the AHA referees for any games played through the Corporation.

He/she shall be and advisor to the Board on all matters pertaining to hockey rules and regulations.

C. Coach-in-Chief

The Coach-in-Chief shall assist the Vice President-Hockey Operations in the selection of all coaches. Assistant coaches and managers shall be selected by their respective coaches, subject to approval of the Hockey Operations Committee.

He/she shall ensure that each coach and manager, etc., fulfills their obligation as a coach or manager throughout the season, and shall recommend to the President the suspension of anyone not fulfilling these obligations.

He/she shall organize and conduct coaches' clinics throughout the season, as determined by the Board. He/she shall also organize and conduct goalie clinics throughout the season.

He/she shall constantly strive to improve the caliber of coaching in the Corporation

D. Public Relations Coordinator

The Public Relations Coordinator shall be responsible for all publicity and press coverage for the Association. He/she shall appoint team publicity coordinators for game write-ups, and oversee their activities.

E. Division Directors

Each Board authorized division is to be coordinated by a Division Director. Each Director shall be responsible, through the Team Representatives and Coaches (when applicable), for his/her division to the Vice President-Hockey Operations and the Vice President-Association Activities. Each Director shall organize and supervise his/her division throughout the entire season.

Each Division Director shall assist the Scheduler in distributing all game and practice schedules for his/her respective division. Each shall insure that there are parent volunteers / off-ice officials for games in his/her division. Each shall be responsible for all financial requirements of all players in his/her division, in addition to collecting other moneys as required in all fund raising projects, ice rentals, transportation costs, etc. All money received is to be turned over to the Treasurer. Each Director shall assist the Registrar and Coach-in-Chief with the registration process for players and coaches.

Each shall be responsible for all AHA owned uniforms and equipment assigned to his/her division, and shall make certain all are returned at the season's end to the Uniform and Equipment Committee chairperson.

F. Chief Scheduler

The Chief Scheduler shall be responsible for developing the Corporation's season master ice schedule. He/she shall act on behalf of the Corporation to contract ice time with area hockey facilities. He/she shall coordinate schedule changes with area hockey facilities, the League, and the Corporation's Referee-in-Chief.

The Chief Scheduler is responsible for the Corporation's league schedules and assists Coaches in scheduling non-league games.

G. Coffee Table Director

The Coffee Table Director is responsible for maintaining an inventory of merchandise at the coffee table throughout the season, and for obtaining the use of adequate coffee making equipment. The Coffee Table Director is responsible for the supervision of the coffee table cash box.

H. Equipment Manager

The Equipment Manager is responsible for the purchase and maintenance of team jerseys, goalie equipment, first-aid kits, and other team equipment. The Equipment Manager is responsible for distributing equipment to the teams, accepting equipment at season end and storing equipment during off-season.

I. Fund Raising Director

The Fund Raising Director shall be responsible for the organization and conduct of all fund raising activities of the Corporation, except those specifically delegated to other appointed or elected officials. The Fund Raising Director shall coordinate all fund raising activities with the Finance Committee.

J. Initiation Program Coordinator

The Initiation Program Coordinator shall serve as the Division Director for the Initiation and Advanced Initiation programs

The above appointed positions may be filled by Active members who are not on the Board of Directors. If such an appointment is made, the appointee shall automatically become an ex-officio Board member upon approval of the Board.

ARTICLE VIII

Indemnity

Liquidation of Corporation Assets

In the event that the Corporation shall cease to function, any and all assets remaining, after all creditors are paid, shall be donated to some "Not-For-Profit" youth athletic organization, to be determined by a general meeting with the Board of Directors. Voting members in this instance shall be parents of children who have participated in the program for the preceding two (2) years.

Every director, in office at dissolution of corporation, officer, appointed committee chairperson, and/or committee member, and his/her heirs, executors, or administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. All costs, charges and expenses whatsoever which such director, officer, committee chairperson, or member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his/her office or position;
- b. All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof: Except such costs, charges or expenses as are occasioned by his own willful neglect or default.