

**GREATER HAVERHILL PENTUCKET YOUTH HOCKEY ASSOCIATION, INC.
BY-LAWS**

Section 1 – Organization

Section 1.1 – Name

The organization shall be known as: GREATER HAVERHILL PENTUCKET YOUTH HOCKEY ASSOCIATION, INC. hereinafter referred to as GHPYH.

Section 1.2 – Status

GHPYH intends to obtain and maintain a not-for-profit corporation organized under the laws of the Commonwealth of Massachusetts.

Section 1.3 – Purpose

The mission of the GHPYH Program is to support competition in the sport of ice hockey. It is our objective to foster good sportsmanship, discipline and teamwork through the execution of structured programs. We will provide for a positive learning experience geared towards developing the fundamental knowledge and athletic ability of our participants.

As leaders and participants of our program and representatives of the Community we will conduct ourselves as positive role models at all times. We will foster a spirit of aggressive yet non-violent competition through league play.

Section 1.4 – Affiliation

GHPYH shall abide by Massachusetts Hockey Inc. By-Laws, Rules, Policies and Procedures.

Section 1.4.1 – Compliance

In the event GHPYH receives notice from Massachusetts Hockey Inc. of a need to amend these by-laws to remain a member of good standing then notwithstanding ANY section herein the by-laws shall be amended provided the change is approved by a simple majority at an authorized board meeting AND the members are notified of the change by a method deemed acceptable by the board at that meeting.

Section 1.5 – Fiscal year

GHPYH shall have a fiscal year ending April 30th.

Section 2 – Membership

Section 2.1 - Qualification

The following persons shall be considered a member of GHPYH provided they are in good standing:

- A - Member of the board of directors OR
- B - Coach of a team: must be on GHPYH USA hockey roster OR
- C - Parent(s) or legal guardian(s) representing a participant.

Section 2.2 – Good standing

A member must be current in all financial obligations as deemed by the board of directors either by payment or agreement (a/k/a payment plan).

Section 2.3 – Voting

- A - A member shall have only one (1) vote notwithstanding that said member may qualify under more than one provision under Section 2.1 OR
- B - Have more than one (1) participant in GHPYH.

Section 3 – Board of Directors

Section 3.1 Number

The board of directors shall consist up to twelve (12) members.

Section 3.2 – Term

Board members shall be elected for a two (2) year term to start at the first member meeting (see section 4.2).

Section 3.2.1 – Term limits

There shall be no term limits.

Section 3.3 Election date, time & location

- A - The election shall occur at a date as voted on by the board.
- B - It shall occur during the month of March AND
- C - Not on a Sunday AND
- D - At a location where a majority of the practice ice is purchased AND
- E - At a time in which practices are occurring.

Section 3.4 – Qualifications

Any person qualified to vote in the United States Presidential election or would be qualified but unable because they are not citizens can notify the clerk not less than fourteen (14) days prior to the election date to be included on ballot.

Section 3.4.1 – Residency Limitation

Board members shall consist of:

A - Not less than four (4) members from any of the following towns:
Haverhill, Plaistow, Atkinson AND

B - Not less than four (4) members from any of the following towns:
West Newbury, Groveland, Merrimac and Georgetown.

Section 3.4.2 – Participant Limitations

The number of board members with participants actively skating in the program shall be not less than twenty (20%) of the total board members.

Section 3.5 – Ballot

A - The ballot shall consist of the person's name AND

B - State if they have a participant in GHPYH AND

C - A statement submitted by the nominee. The statement length is determined by the board but can not be fewer than twenty (20) words.

Section 3.6 – Balloting, Security and Tabulation

A - Voting shall be done by secret ballot.

B - All ballots shall be placed in a sealed ballot box by the voting membership at the place of balloting.

C - The sealed ballot box will be in the custody of the clerk or his/her nominee until the next board meeting.

D - The ballots will be tabulated by the full board in executive session.

E - The clerk shall maintain the ballots for a period of not less than one (1) year.

Section 3.7 – Acceptance

A - The board shall order the candidate by number of votes received, highest to lowest.

B - The board shall in open session confirm the election results provided the results do not violate sections 3.4.1 and 3.4.2.

C - If a violation occurs then the next highest vote recipient who complies with sections 3.4.1 and 3.4.2 shall be confirmed.

Section 3.8 – Resignations

Any director or officer may resign at any time by delivering his/her resignation in writing to the president, clerk, or to a meeting of the board. Such resignation shall be effective upon receipt unless otherwise specified.

Section 3.9 – Removal

A director may be removed from office:

- A - With or without cause by a vote of a majority of the members entitled to vote in the election of the board, OR
- B - By vote of a majority of the board by following the provisions under section 7, OR
- C – By the President for failure to attend two (2) consecutive meetings, OR
- D – By the President for failure to attend four (4) meetings during a term.

Section 3.9.1 – Exceptions

The President is not required to remove a board member under the provisions of section 3.9.C or 3.9.D.

Section 3.10 – Vacancies

- A - Vacancies on the Board of Directors shall be filled by the person who had received the next highest vote recorded in the most recent election subject to the provisions of sections 3.4.1 and 3.4.2. Vacancies will continue to be filled in the order of most votes received until all vacancies have been filled on the Board.
- B – In cases of ties the President shall choose the order.
- C - If a vacancy still exists after the list of all candidates receiving votes has been exhausted then the Board may either appoint an individual to fill that vacancy or call for an election.
- D - Any filled vacancy will serve for the duration of the unexpired term of the person being replaced.

Section 3.11 – Transition

Notwithstanding any provision in these by-laws to the contrary the initial board shall consist of the following persons:

- A - Six (6) members from Greater Haverhill Youth Hockey Association, Inc. Three (3) terms shall expire at the first meeting in the year 2010. Three (3) terms shall expire at the first meeting in the year 2011. AND
- B - Six (6) members from Pentucket Youth Hockey Association, Inc. Three (3) terms shall expire at the first meeting in the year 2010. Three (3) terms shall expire at the first meeting in the year 2011.

Section 3.12 – Committees

- A - The board can form committees.
- B - The board shall define the duties, powers, functions and purposes of committees.
- C - The President and Vice President shall be members' ex-officio.
- D - The President shall appoint all members.
- E - A committee member can be any person including non-members of GHPYH.
- F - A committee member can be removed with or without cause by a majority vote of the board during any meeting under Section 4.

Section 4 – Board of Director Meetings

Section 4.1 – Number

There shall be no fewer than four (4) meetings per fiscal year.

Section 4.2 – First meeting

The first meeting of the new board shall occur in the month of May. That meeting shall consist of the election of the Executive Officers.

Section 4.3 – Regular Meeting

The President shall determine the dates, times and location of the meetings.

Section 4.4 – Special Meeting

Any two (2) board members can determine the date, time and location of a meeting. These meetings shall not count towards the amount called for in section 4.1.

Section 4.5 – Notice of Meetings

The President shall provide each board member not less than fourteen (14) days notice of a meeting by any of the following means:

- A - In person
- B - Via telephone
- C - Via Fax – provided a response is received
- D - Via email – provided a response is received
- E - Via US mail

Section 4.6 - Quorum

- A - More than 50% of board members then in office shall be present in person to constitute a quorum.
- B - In the event a quorum is not reached, the President can suspend the meeting for up to one (1) hour to determine if a quorum can be reached.
- C - Thereafter if no quorum is reached, the meeting shall be held as adjourned without further notice.

Section 4.7 – Participation

All meetings not in executive session shall be open to all members.

Section 4.8 – Proxies

Proxies are not allowed.

Section 4.9 – Agenda

- A - The president shall set aside not less than ten (10) minutes at each meeting for an open forum in which any person shall be allowed to speak on a matter provided it is dealing with the business of GHPYH.
- B - This time shall start not be more than two (2) hours after the commencement of the meeting.

Section 4.10 – Rules of Order

Unless otherwise stated in these by-laws the Robert's rules of Order as revised from time to time shall govern all meetings.

Section 5 – Officers

Section 5.1 – Title and Qualifications

The officers of the corporation shall consist of:

- A - President
- B - Vice President
- C - Treasurer
- D - Clerk

Section 5.1.1 – Restrictions

- A - A person must be a board member for not less than six (6) months.
- B - A person may not hold more than one office at a time.

Section 5.1.2 – Term Limits

There shall be no term limits.

Section 5.2 – Term

The officers shall have a one (1) year term ending on the first meeting of the new board.

Section 5.3 – Election

Each officer shall be elected by a simple majority at the first meeting of the new board in an open session with a recorded vote and entered into the meeting minutes.

Section 5.4 – Duties of President

The president shall:

- A - Preside at all meetings of the members.
- B - Preside at all meetings of the board of directors.
- C - Have general charge and supervision of the affairs of GHPYH including the ability to make decisions in any and all areas and concerns not otherwise restricted by these by-laws or by directives from the board.
- D - Have the power to sign documents, certificates, notes, checks, and written obligations.
- E - Notify the Vice President and the board during absences so that Vice President may act.
- F - Those so noted in section 3.12.

Section 5.5 – Duties of Vice President

The vice president shall:

- A - Have the duties and powers as the board shall determine.
- B - Have and may exercise all of the powers and duties of the president during the absence of the president, or in the event of his/her inability to act.

Section 5.6 – Duties of Treasurer

The treasurer shall:

- A - Be the chief financial and accounting officer of the corporation
- B - Be in charge of its funds, books of account, accounting records and valuable papers.
- C - Have the power to sign checks.
- D - Be responsible to ensure all filing requirements are completed in a timely fashion to the Federal and State tax authorities.
- E - Be responsible to and shall report directly to the board except shall report to the President in the ordinary conduct of business for GHPYH.
- F - Present a statement of financial condition to the board at all regular meetings.
- G - Present a statement of financial condition to a requesting member.
- H - May appoint an assistant treasurer, subject to a simple majority confirmation vote by the board, to assist in any duties as the treasurer shall deem necessary.

Section 5.7 – Duties of Clerk

The Clerk shall:

- A - Record and maintain records of all the proceedings of the members and the board in a book or series of books, kept for that purpose.
- B - Make available that book to any member for inspection.
- C - Maintain current articles of incorporation, by-laws, board directives or any other documents that would impact the duties of any officers, the board or the operations of the corporation.
- D - Comply with any filing requirement of the Commonwealth of Massachusetts to maintain its status.

Section 5.8 – Vacancies

In the event an officer position becomes vacant the directors shall elect a successor to hold that office for the remainder of the unexpired term under the provisions of Section 5.3.

Section 6 – Dissolution

In the event GHPYH ceases to function for whatever reason, the board shall direct the treasurer to disburse any funds remaining after satisfying all its obligations to another non-profit organization or organizations as the board so desires.

Section 7 – Amendments

These By-Laws may be altered, amended, or repealed under the following procedure:

A - Proposal shall be submitted and forwarded to all board members at least 14 days prior to a vote.

B - Not less than 8 board members shall be present at the meeting not withstanding the quorum rules.

C - The vote must be not less than 2/3 in the affirmative.

D - The membership must be advised of the change in a form deemed acceptable by the board at the time of vote.

E - A second meeting must occur not less than 30 days from the first vote and not more than 90 days.

F - Steps B and C above shall be followed.

Section 7.1 – Exception

Notwithstanding the foregoing section 7, these By-Laws may NOT be changed in any form or fashion until after March 1, 2012 except under the provision of section 1.4.1.