

BY-LAWS
OF
SIMSBURY YOUTH HOCKEY ASSOCIATION
A NON-STOCK CORPORATION

ARTICLE I - OFFICES

The principal office of the corporation shall be in the Town of Simsbury, County of Hartford, State of Connecticut. The corporation may also have offices at such other places within or without this state as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are exclusively charitable, educational and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) including within those said purposes the following, but only to the extent that the same are exclusively charitable, educational or scientific purposes within the meaning of the aforesaid Section 501(c) (or the corresponding provisions of any future United States Internal Revenue Law):

- A) To promote and encourage hockey and skating activities in the Simsbury, Connecticut area;
- B) To develop a recreational amateur hockey program with the purpose of developing young hockey players;
- C) To encourage other activities that would advance the cause of youth hockey in the Simsbury area and the surrounding area.

The purposes of the corporation shall also include the making of distributions to organizations that qualify as exempt organizations under the aforesaid Section 501(c) (3) (or the corresponding provisions of any future United States Internal Revenue Law.)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions the corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE III - MEMBERSHIP

To be a member of the corporation, a person must be in good physical condition with the desire to participate in a recreational amateur hockey program, support the purposes of the corporation and have an application completed in his or her behalf by a parent for membership in the corporation which shall be approved and accepted by the President or his designee(s). Members of the corporation shall not be entitled to vote for any purpose whatsoever.

Each member shall be assigned to one of the following Divisions by the Board of Directors of the corporation acting through its officers (the ages of the members of each Division shall be approximately as follows subject to change by the Board of Directors from time to time): Mites Division, ages 5 to 8; Squirts Division, ages 9 and 10; Pee Wee Division, ages 11 and 12; Bantams Division, ages 13 and 14; Midgets Division ages 15 and 16.

The Board of Directors may from time to time add to, abolish or change any of the Divisions of its members.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the Board of Directors which shall consist of not less than eight Directors. Each Director shall be at least eighteen years of age.

2. ELECTION AND TERM OF DIRECTORS

The Board of Directors shall hold an annual meeting of the Board of Directors in April of each year. At each annual meeting, the Board of Directors shall elect a successor Board of Directors to hold office until the next annual meeting. Each Director so elected shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. Any former Director or Director in office at the annual meeting may be re-elected as Director.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased by vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL, RESIGNATION

A Director may be removed (1) due to continued absences from Directors meeting and non-participation will be cause for removal, and (2) at any time by a vote of a majority of the Directors then in office, with or without cause. A Director may resign at any time by giving written notice to the Board, the President of the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. QUORUM OF DIRECTORS

One third of the entire Board of Directors (including one officer) then in office shall constitute a quorum for the transaction of business or of any specified item of business, except as otherwise provided in the certificate of incorporation or these by-laws.

7. ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

8. NOTICE OF MEETINGS OF THE BOARD

Regular or Special meetings of the Board may not be held without a two day notice either by telephone or mail of the time and place of such meeting.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM

At the annual meeting of the Board of Directors of the corporation, the Board of Directors shall elect the officers of the corporation for the ensuing year. The officers of the corporation shall include a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers as the Board of Directors shall from time to time determine, who shall have such duties, powers, and functions as the Board of Directors shall determine except as hereinafter provided. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, AND VACANCIES

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

3. PRESIDENT

The President shall be the Chief Executive Officer of the corporation; he shall preside at all meetings of the Board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

4. VICE PRESIDENT

The Vice President shall work and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time and shall act in place of and for the President in event of the latter's absence.

5. TREASURER

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the Directors may elect; and he shall sign all checks, drafts, notes, and orders for the payment of money; he shall at all reasonable times exhibit his books and accounts to any Director of the corporation upon application; he shall be prepared to give financial reports as the Board of Directors may request.

6. SECRETARY

The Secretary shall keep the minutes of the Board of Directors. He shall maintain all corporate records, shall notify the Directors of their respective meetings in accordance of the by-laws.

ARTICLE VI - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - PROTECTION OF OFFICERS AND DIRECTORS

Section 1. Limitation of liability. A Director shall be liable to the corporation only in respect to acts, omissions and default in bad faith. No Directors shall be liable out of his or her personal assets for any obligation or liability incurred by this Corporation or by the Directors. The Corporation alone shall be liable for the payment of satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Corporation.

Section 2. Indemnification. Each member of the Board of Directors and each officer of the Corporation may in the discretion of the Corporation may in the discretion of the other members of the Board of Directors be indemnified by the Corporation against all loss, costs, damage expenses and charges reasonably incurred or suffered by him in connection with the defense or reasonable settlement of any action, suit or proceeding to which he may be made a party by reason of having been a member of the Board of Directors or an officer of the Corporation (whether or not he continues to be a member of the Board of Directors of officer at the time of incurring or suffering such loss, costs, damage, expenses or charges) except in relation to any matter as to which he shall be adjudged in such action, suit or proceeding to be liable for acts, omissions and default in bad faith in the performance of his duties as such member of the Board of Directors of officer. The foregoing right of indemnification shall not be exclusive of other rights or remedies to which such member of the Board of Directors or officer may, as a matter of law, be entitled.

Section 3. Insurance. The Simsbury Youth Hockey Association will purchase both excess accident and liability coverage with the highest available limits through AHAUS programs, unless the Board of Directors decide a different coverage program is more appropriate.

ARTICLE VIII - COMMITTEES

Section 1. Policy Committee.

1. Membership - The Policy Committees will be made up of six members. All members must be on the SYHA Board of Directors and have been a Director for at least one year. Two members shall be the President (will not be Chairman) and immediate past President. Fifty percent of the Policy Committee members must have had activity participation in hockey as either a player or as a coach. No more than one member will be involved coaching or administration of Simsbury High School Hockey Program.
2. Terms - Terms for policy:

Committee members will be two years with a maximum of two terms.
3. Reports - The Policy Committee must report the results of its meeting at the Board of Directors meeting following its meeting.

4. Duties - The Policy Committee will have the following duties:
 - a. Review and recommend changes to the policy paper for consideration by the Board of Directors by the June meeting.
 - b. Take necessary action in lieu of the full Board of Directors when the Board of Directors is not able to meet on a timely basis.
 - c. Advise the Board of Directors on action that should be taken regarding dispute arising within SYHA.
 - d. Review, study, and recommend topics assigned to the committee by the Board of Directors.

Section 2. Nominating Committee. The Nominating Committee will present a slate of candidates for Board of Directors, Officers, and Policy Committee at the April meeting.

The Chairman of the Nominating Committee will be selected by the President and approved by the Board of Directors at the January meeting. The Committee Chairman will select a Committee consisting of at least four members of the SYHA Board. The Committee members must be approved by the Board of Directors at the February meeting.

Section 3. Special Committees. Special committees may be appointed by the President as required and for such terms as necessary to execute the purposes of the Corporation.

ARTICLE X - AMENDMENT TO BY-LAWS

These by-laws may be amended at any time, and from time to time, by a vote of the majority of the Directors then in office.