

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

AMENDED AND RESTATED CORPORATE BY LAWS OF
AMHERST YOUTH HOCKEY, INC.

Approved January 8th, 2018

ARTICLE I
FUNCTION:

The primary function of Amherst Youth Hockey, Inc. (The "Association") is the commitment to organize and conduct a complete program of recreational and competitive hockey for the eligible youth residents of the Town of Amherst, and others, as hereinafter defined in this text. The Association shall operate as a tax exempt organization under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE II
PURPOSE:

The purpose for which The Association has been organized includes the following:

To develop in each hockey participant the skills of skating, the skills of hockey, and the proper mix of recreation and competitiveness, sportsmanship, and the concept of teamwork as outlined by the principles of USA Hockey, Inc. American Development Model or other programs of USA Hockey, Inc.

To select, appoint and/or approve coaches, Managers, Instructors and Administrators who demonstrate leadership to the participants, who teach the skills of skating and the game of hockey properly, and who insure discipline in all phases of participation, before, during, and after games.

To encourage camaraderie among the players, the Coaches and their families.

ARTICLE III
SCOPE:

These governing By-Laws pertain to all Officers, Directors, Coaches, Instructors, Managers, Administrators, participants, and families of participants of Amherst Youth Hockey, Inc.

ARTICLE IV
ORGANIZATION:

The Association will be structured in such a manner to ensure the establishment and maintenance of a complete program of recreational and competitive hockey for the youth residents of the Town of Amherst, and other eligible youths as hereinafter defined. This responsibility is placed directly on the Board of Directors. The Association shall be affiliated with USA Hockey, Inc. and the NYS Amateur Hockey Association, Inc. in accordance with their respective rules and regulations.

A. Board of Directors – Composition

The Board of Directors shall be comprised of the following members:

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

1. Each member of the Executive Committee;
2. Each House Convener; including Girls House
3. Each Travel Team Representative; Including Girls Travel
4. The ADM Coordinator;
5. The Officials Program Coordinator;
6. The Ice Coordinator;
7. The Tournament Coordinator;
8. The Development Director (Fund Raising);
9. The ACE Coordinator;
10. The Public Relations Coordinator;
11. The Equipment Manager;
12. State and National Tournament Director; and
13. At the discretion of the Executive Committee, up to three At Large Members may be appointed to the Board on an annual basis.
14. A member of the Town of Amherst Recreation Commission, if any, as Ex- Officio.

The Board of Directors, from time to time, may contract for an Association Administrator in a non-voting role to assist the Executive Committee in its day to day operation. Such duties shall be defined in a job description. The Association Administrator may be contracted for until the Board of Directors terminates the Association Administrator or terminates the position. The Association Administrator shall report directly to the Association President.

No member of the Board of Directors may hold more than one position on the Board of Directors.

B. Committees of the Board of Directors**1. Executive Committee (Elected Members)**

- (a) This Association will consist of the following elected members, who are designated also as the Executive Committee: President, Vice President – Travel, Vice President – House, Secretary, Treasurer, and Registrar.
- (b) All elected officers shall be voted upon by the Voting Membership, as herein defined, at the Annual Meeting for a term commencing the day following the next year's annual meeting. All terms will be for (3) years on a staggered basis. Secretary and Vice President- Travel, then President and Registrar, then Vice President- House and Treasurer. Additionally, for the year following the Associations' elections, the two newly elected members shall serve prior to taking office as "Elect" members and serve as a non-voting member in that capacity for the purpose of learning the position and making for a smooth transition. A member of the Executive Committee may hold an office and an "Elect" position for a different office during the same year.
- (c) No elected officer may hold the same office on the Executive Committee for more than two consecutive full terms.
- (d) The President, Vice President-Travel and Vice President-House may not hold the following positions:

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

Travel Team Head Coach
Travel Team Manager
House League Team Head Coach

- (e) It is the responsibility of the incumbent Executive Committee, by its Secretary, to publicize on the Association website and/or other locally available media, as reasonably necessary, the offices to be elected at the upcoming Annual Meeting. These offices will be publicized at least thirty (30) days prior to the Annual Meeting. This publicity will include the offices to be elected and the instructions indicating what information is required in order for someone to be placed on the ballot, as indicated below.
- (f) The newly elected Executive Committee shall meet within forty-five (45) days following the Annual Meeting for the purpose of electing by majority vote of the Executive Committee, the following Board Members: ADM Coordinator, Ice Coordinator, Officials Coordinator, Development Director (Fund Raising), ACE Coordinator, Public Relations Coordinator, Equipment Manager, House Conveners, and Travel Representatives. The remaining Board Members shall be appointed and approved prior to the first full Board Meeting of the upcoming hockey season.
- (g) The Executive Committee shall have the power to bind the Organization by a vote of a majority of the Committee provided a quorum is present.

2. Audit and Finance Committee:

This committee shall oversee the accounting and financial reporting processes of the organization and the audit of its financial statement. It shall be composed of only Board Members including the Treasurer and President. It shall, as the law may require, annually retain or renew the retention of an independent auditor; and review with the independent auditor the results of the audit. The Committee will report to the Executive Committee and the Board, and file such reports with the Attorney General, as required by law.

3. Corporate Compliance and Governance Committee:

This committee shall be composed of at least three Board Members and shall be responsible for the oversight of issues regarding Corporate Governance and Compliance. Those issues shall include the receipt and review of annual and/or Transactional Disclosure Statements, Conflicts of Interest and Whistleblower complaints as well as such other and further issues as the Board may from time to time assign to the committee. The committee shall only be comprised of Board Members with a minimum of three such Members. At least one of the Board Members shall include the President and/or either Vice President of the Board, who shall preside over the meeting.

4. Ad Hoc Committees:

The Board and/or the Executive Committee shall establish such other committees on an ad hoc or continuing basis as necessary to fulfill the purposes of the Corporation, and determine

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

their size, composition, duration, functions and procedures. This Committee shall report to the Board and/or Executive Committee and shall have no power to bind the Corporation.

5. Nominating Committee:

(a) The President shall appoint a Nominating Committee for approval by the Executive Committee comprised of three persons. No person then holding an Executive Committee position for which candidates shall be sought by the Nominating Committee may serve on the Nominating Committee. Nor shall the Nominating Committee nominate any person then serving as a member of the Nominating Committee. The Nominating Committee shall be appointed by no later than February 1st immediately preceding the Annual Meeting. The Nominating Committee shall be charged with interviewing and nominating qualified candidates for all positions on the Executive Committee that are to expire at the next Annual Meeting. The Nominating Committee may nominate up to two candidates for any such Executive Committee position. The Nominating Committee's nominations are to be made by no later than March 1st immediately preceding the Annual Meeting. Any person not so nominated by the Nominating Committee and who desires to run for an Executive Committee position must secure, by petition, signatures of 50 parents of participants duly registered in the Association as of February 1st immediately preceding the Annual Meeting. The nominating petition must contain the name of the petitioner, and the position sought, as well as said signatures of the parents of the participants. All nominations by petition must be submitted to the Secretary no later than April 1st immediately preceding the Annual Meeting. The names of the nominated candidates and others who have met the petition requirements shall be mailed to the voting members at least thirty (30) days before the Annual Meeting. No nominations will be accepted from the floor of the Annual Meeting unless there have been no candidates nominated by the Nominating Committee or other candidates by petition for the position. The only eligibility requirements for a candidate so nominated from the floor are that the candidate be an individual at least 18 years of age who participated in the current year hockey program as an Officer, Director, administrator or coach, or who is at least 18 years of age and has a family member who participated in the current year hockey program.

(b) All candidates running for elected office will be elected by majority vote of those Voting Members present at the Annual Meeting, except that the Vice President-Travel Team shall be elected by a majority vote of the Travel Teams' Head Coaches appointed for the following hockey season, Travel Team Managers appointed for the following hockey season, and the Board of Directors present; and the Vice President-House League shall be elected by a majority vote of the House League Head Coaches and the Board of Directors present. In the case where there are more than two candidates running for one office, and no one candidate receives a majority vote, the two (2) individuals receiving the highest number of votes (plus ties) will participate in an immediate election between (among) themselves.

6. Discipline Hearing Committee:

This committee shall be composed of an odd number of members of the Executive Committee, but not less than three, including the President, and at least one of the Vice-President(s). The committee shall be responsible for receiving any discipline complaints or

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

issues brought to the committee's attention and to thereafter follow the procedures outlined at Article XVII herein below. In the event the complaint shall involve the President or one of the Vice –Presidents then that Officer shall recuse him/herself from any discussion or voting regarding same.

C. Term of Office

1. The term of office of all Executive Committee members shall be from the day they are elected (or appointed, as in the case of filling a vacancy), until the Annual Meeting of the normal termination of the term of office that they occupy, as previously defined.
2. The term of office of all appointed members of the Board of Directors shall be from the day they are elected/ratified by the Executive Committee until replaced by said Committee.

D. Board Member Removal:

1. Any Director may be removed for cause by a majority vote of the Executive Committee.

ARTICLE V
AUTHORITY:

The Board of Directors shall manage the Association, set the registration fees, determine ice schedules, approve all fund-raising endeavors, approve appointments of Coaches, determine league status for the Association's teams, and establish rules for the conduct of the hockey program. The Board of Directors will be responsible to the Recreation Commission for the proper use of Town facilities of which it utilizes and for the regulations for such use.

ARTICLE VI
PARTICIPANT ELIGIBILITY:

All participants in The Association must be a member of USA Hockey, Inc.

Travel Participation:

All participants in The Association at the Boys Travel AAA level (Tier 1) from Squirt Minor (10U) through Midget Major (18U), inclusive, must reside within the Town of Amherst or within the adjacent school districts of Sweet Home, Amherst, or Williamsville, with the exception of 7 spots per team if said team has a roster of 16 participants and below, and 8 spots per team if the team has a roster of 17-20 participants, including those participants designated as alternates. Such number of non-residents roster spots may only be changed with modification of these Corporate By-Laws.

All participants in The Association at the Boys Travel AA level (Tier II) from Squirt Minor (10U) through Midget Major (18U), inclusive, must reside within the Town of Amherst or within the adjacent school districts of Sweet Home, Amherst, or Williamsville, with the exception of 4 spots per team if said team has a roster of 16 participants and below, and 5 spots per team if the team has a roster of 17-20

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

participants, including those participants designated as alternates. Such number of non-residents roster spots may only be changed with modification of these Corporate By-Laws.

All participants in the Girls Tournament Bound Travel and Girls Non-Tournament Bound Travel levels are exempt from the residency rule.

House Participation:

All participants in The Association at the House Level, must reside within the Town of Amherst or within the adjacent school districts of Sweet Home, Amherst, or Williamsville ("Resident"). A Non-Resident may participate in The Association after the following criteria are met:

Pre-Registration for the following hockey season will commence as soon as reasonably possible after the completion of Super Sunday thru a date to be determined by the Executive Committee for all Residents and eligible Non-Resident participants as defined below.

Following the Pre-Registration period above, registration will open to Non-Residents ("Non-Resident Participant"), up to the participant maximum at each level as determined by the Executive Committee. A Non-Resident Participant may be charged a Non-Resident fee as determined by the Board of Directors,

Additionally, a Non-Resident Participant who once is registered in The Association and maintains continuous registration will be considered a Resident for the purpose of house registration, only for the next hockey season.

ARTICLE VII
MEETINGS:

The Board shall meet at least monthly from September- April and at such intervals as necessary in the off-season to properly prepare for the conduct of the program in the forthcoming hockey season.

ARTICLE VIII
CALENDAR OF EVENTS:

A full calendar of events, to indicate dates, for the remaining fiscal year will be published on the Association website (included in the minutes) after the September Board of Directors meeting of each year.

ARTICLE IX
VOTING:

- A. A quorum for the transaction of business shall exist whenever a majority of the Board of Directors are present at the call of the meeting. Each member of the Board of Directors shall have one (1)

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

vote to be cast in person and not by proxy. Unless a greater vote is required by these By-Laws, any proposal to come before the board, upon the affirmative vote of the majority of the Directors and Officers present and voting, shall pass. Provided, however, that the power to alter, amend or repeal The Corporate By-Laws of The Association or any of its provisions is vested in the Voting Membership as defined herein, and shall require an affirmative vote of 2/3 of the Voting Membership present at the meeting at which the vote takes place.

- B. Action by Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.
- C. Electronic Participation. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone, video feed, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting,
- D. Meeting notices, waivers of notice and authorizations to act by unanimous written consent may be sent via fax or email.

ARTICLE X
VOTING MEMBERSHIP:

- A. The voting membership of the Association shall consist of:
 - (1) The Board of Directors as previously defined,
 - (2) The Head Coach of each Travel Team (at the Annual Meeting, said vote shall be by any such Coach appointed for the following hockey season),
 - (3) The Head Coach of each registered House League Team, and
 - (4) The Manager of each Travel Team (at the Annual Meeting, said vote shall be by any such Manager appointed for the following hockey season)
- B. A Voting Member shall be entitled to only one vote at Member's option.
- C. Any issues that require a membership vote will be voted upon only by individuals indicated above present at the meetings at which the vote takes place. Proxy votes and write-in votes are not authorized. A quorum of the Voting Membership is required to hold a vote. A quorum is defined as a simple majority of the Voting Membership at the time of a particular voting issue. In the event that there is a failure to obtain a quorum, as heretofore defined, in two successive voting meetings (Annual Meetings and/or Special Meetings), then and in that event, at the next voting meeting (either Annual Meeting or Special Meeting) a quorum will be defined as the number of the Voting Membership present at the time of a particular voting issue at such meeting. Proxy votes and write-in votes are not authorized at such meeting.

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

ARTICLE XI
VOTING ISSUES:

- A.** All major issues that have Association-wide application will require a vote by the Voting Membership. A membership vote is required for the following issues, but it is not necessarily limited to these issues:
1. The regular election of all members of the Executive Committee of the Board of Directors.
 2. Alteration, amendment, or Replacement of the Corporate By-Laws
- B.** The Executive Committee will make the final determination on any major issues that require a vote of the Voting Membership and which are not specifically enumerated above.

ARTICLE XII
ANNUAL MEETING:

The Annual Meeting will be held in May of each year. The specific date will be determined by the Board of Directors and it will be provided to the Voting Membership at least thirty (30) days prior to the date of the Annual Meeting.

ARTICLE XIII
SPECIAL MEETINGS:

Special Meetings of the Voting Membership can be held at any time during the year, as determined by the Board of Directors. The date(s) of such Special Meetings will be provided to the Voting Membership at least fourteen (14) days prior to the date of the Special Meeting and in no case can a Special Meeting be held within thirty (30) days from a previous Special Meeting.

ARTICLE XIV
CALENDAR:

The Fiscal Year of the Association shall run June 1st- May 31st.

ARTICLE XV
VACANCIES:

The Executive Committee, by majority vote of the remaining elected members of the Executive Committee, shall fill any vacancies on the Executive Committee except in the case where a non-voting "Elect" member has been elected. Then, in that case, the "Elect" member will fill that vacancy. In the event of a tie vote, the President, at his or her discretion, shall fill the vacancy or vacancies. Those elected to fill vacancies shall serve out the remainder of the original full term for the position which they were appointed, so as to insure continuity of the Association. Such appointed Member may serve the balance of the term for which he or she was appointed, and may still serve two full terms as provided

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

in Article IV C-1. If any appointed Board Member has two (2) unexcused absences from the Board of Directors Meetings, his or her position may be deemed vacant and filled by a majority vote of the Executive Board.

ARTICLE XVI
DUTIES OF OFFICERS AND DIRECTORS:

1. EXECUTIVE COMMITTEE

a. PRESIDENT:

The President has the overall responsibility for ensuring that the Board of Directors is completely familiar with the Corporate By-Laws and Operating Rules of the Association and that the Constitution and Corporate By-Laws and Operating Rules are carried out their full extent. The President is responsible for the proper conduct of meetings and any election to the offices of the Association. The President will officiate at membership and Directors' meetings and represent the Association in all endeavors at the pleasure of the Board of Directors. The President will ensure that the Travel Teams and House League Teams are dealt with fairly and equally. The President shall nominate for approval by the Executive Committee (and said approval will not be unreasonably withheld) the following appointed members of the Board of Directors: Ice Coordinator, ADM Coordinator, Officials Coordinator, Tournament Coordinator, Development Director (Fund Raising), ACE Coordinator, Public Relations Coordinator, Equipment Manager, State and National Tournament Director, up to three At Large Members, and the Amherst Recreation Commission Member, if any.

b. SECRETARY:

The Secretary will keep accurate and detailed records of the proceedings (minutes) of all regular, elective, and special meetings of the Board of Directors. The Secretary will provide copies of the minutes of meetings to each Director and an agenda for the next meeting within seven (7) days of the next meeting of the Board of Directors. The Secretary will provide the minutes to be posted on the official Amherst Youth Hockey website. The Secretary will direct correspondence as required by the Board. The Secretary will prepare a "Calendar of Events." The Secretary will act in place of the President in his/her absence. The Secretary will send out any and all notices required by these By-Laws.

c. TREASURER:

The Treasurer, as the Chief Financial Officer of the Association shall be a permanent member of the Audit and Finance committee, is responsible for all financial matters including the collection, deposit, and disbursement of funds, the recording and maintenance of complete financial records, the preparation of annual budgets and the preparation and submission of all required filings pertaining to The Association 501 (c) (3) status and annual tax returns. The Treasurer shall keep all books and accounts, and pay all bills.

d. REGISTRAR

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

The Registrar is responsible for all registration procedures of the Association which include, but are not necessarily limited to, all participants, certification of birth registration and proof of residences in the Town of Amherst, if applicable. The Registrar is responsible for the collection of the registration fees from all participants in the Association and to provide direct notification to each Coach and either the respective Travel Team Representative or House League Convener of the eligibility of players who have not paid the required fee by the specified date. The Registrar is responsible for filing the proper documents, registration forms, rosters and fees, as appropriate, for any association or organization of which the Association is a member. The Registrar will provide to the Administrators of the Association (Officers, Directors, Coaches, Managers and Committee Chairpersons) rosters of the participants in the program that are necessary to carry out the particular function.

e. VICE PRESIDENT – TRAVEL:

The Vice President – Travel is responsible for the overall administration and operation of those teams designated as Travel Teams. This Vice President is responsible for ensuring that the Travel Team Representatives are properly appointed and that they understand the duties and responsibilities of that position. This Vice President is responsible for the timely and complete communication of all necessary information directly to the Travel Team to which it pertains. This Vice President is responsible for ensuring that each Travel Team Coach and his/her appointed Manager understand the duties and responsibilities required in their respective positions. This Vice President is responsible for ensuring that only qualified and capable Coaches are appointed to the respective teams. The Vice President - Travel shall nominate candidates for approval by the Board of Directors for Travel Team Coaches and Travel Team Representatives.

f. VICE PRESIDENT – HOUSE:

The Vice President – House is responsible for the overall administration and operation of those teams which comprise the House League. This includes, but is not limited to, the timely and complete communication of all necessary information through the House League Conveners to the Coaches. This Vice President is responsible for ensuring that each House League Convener and Team Coach understands the duties and responsibilities required in each of those positions. This Vice President is responsible for ensuring that each House League Team Coach is providing the proper skating and hockey skills and methods to the participants in the program. This Vice President is responsible for ensuring that the House League Conveners at each level maintain an updated guidebook for their position. The Vice President – House League Teams shall nominate candidates for approval by the Board of Directors for House Conveners and House Head Coaches.

2. BOARD OF DIRECTORS (APPOINTED MEMBERS):**a. ICE COORDINATOR:**

The Ice Coordinator is responsible for the fair and equitable distribution of the ice times allocated to The Association by the Town of Amherst. This distribution shall be made among the ADM Program, the House League, and the Travel Teams and will be made only with the approval of the Executive Committee. The ice times will be determined in sufficient time to be presented at immediately prior to

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

the start of the season. The Ice Coordinator shall not schedule ice times or activities that are not related to The Association. The Ice Coordinator reports directly to the Executive Committee.

b. ADM COORDINATOR:

The ADM Coordinator is responsible for the overall coordination, administration, and operation of the ADM Program as outlined by USA Hockey, Inc. The ADM Coordinator oversees the five year early development of participants in the Novice, Micron, and Mite programs. The Conveners of Novice, Micron, and Mite report directly to the ADM Coordinator. They will ensure that only qualified personnel are providing the guidance and proper instruction to the participants in this program. The ADM Coordinator is responsible to ensure that participant is receiving the proper level of instruction and training. The ADM Coordinator reports directly to the Vice President- House.

c. HOUSE CONVENER:

The House Conveners are responsible for procuring qualified Coaches and assign players to the teams through a fair and equitable drafting system. The House Conveners are responsible for the overall administration, coordination, and operation of the teams within their levels. They are responsible for communicating all necessary information to the Head Coaches or their designated representatives within their divisions of responsibility. They are responsible for representing their teams properly at the Board of Directors meeting. They are responsible for establishing the procedures for the selection of candidates for the various select teams. They are responsible for maintaining an updated guidebook for their position. The House Conveners report to the Vice President – House.

d. TRAVEL REPRESENTATIVE:

The Travel Representatives are responsible for acting as the liaison between the Coaches and Managers of the level they represent and the Board of Directors. They are responsible for communicating all necessary information to the Head Coaches and Managers within their level of responsibility. They are responsible for representing their teams properly at the Board of Directors meetings, and for reporting back to the teams for which they are responsible for, the proceedings at those meetings. The Travel Representatives will be nominated by the Vice President – Travel for approval by the Executive Committee. The Travel Representatives report to the Vice President – Travel.

e. OFFICIALS COORDINATOR:

The Officials Coordinator is responsible for the training, qualification, and assignment of all ice hockey officials, for all scheduled House League games, at any and all levels (including “Select” team House games). The Officials Program Coordinator reports directly to the President and Vice President – House.

f. TOURNAMENT COORDINATOR:

The Tournament Coordinator is responsible for the overall planning, coordination, administration and implementation of any tournament that the Association is hosting, except New York State and National Tournaments- which shall be the responsibility of the State and National Tournament Director. The

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

Tournament Coordinator's duties shall include the complete organization of the tournament and the selection of any necessary committee members, to insure the organization and operation of a first class event. The Tournament Coordinator reports directly to the President, the Vice President- Travel, and the Vice President- House dependent on whether the tournament is for the House or Travel league.

g. DEVELOPMENT DIRECTOR (FUND RAISING):

The Development Director is responsible for the overall planning, coordination, administration and implementation of such Association fund raising activities as shall be authorized from time to time by the Board of Directors. The Development Director reports directly to the President and the Treasurer.

h. ACE COORDINATOR:

The ACE Coordinator is responsible for the overall planning, coordination, administration and implementation of such Association coaching education programs as outlined by USA Hockey, including but not limited to Age Specific Modules, CEP materials, and coach certification. The ACE Coordinator reports directly to the President.

i. PUBLIC RELATIONS COORDINATOR:

The Public Relations Coordinator is responsible for the overall enhancement of relations between the Association and the public. The Public Relations Coordinator is responsible for the assemblage of team, player, coach and Association news for distribution to appropriate media, schools, parents and others interested in the sport of hockey. The Public Relations Coordinator is responsible for the Association web site. The Public Relations Coordinator reports directly to the President.

j. EQUIPMENT MANAGER:

The Equipment Manager is responsible for the acquisition, maintenance, repair and storage of Association equipment as shall be authorized from time to time by the Board of Directors. The Equipment Manager is responsible for providing inventory records to the Treasurer. The Equipment Manager is responsible for the timely reporting of equipment missing or not returned by participants. The Equipment Manager reports directly to the President and the Treasurer.

k. AT LARGE MEMBER:

Each At Large Member shall participate in any and all Association activities as requested by the Executive Committee. Such At Large Member shall report to the Executive Committee.

l. STATE AND NATIONAL TOURNAMENT DIRECTOR:

The State and National Tournament Director is responsible for the bidding to receive New York State Travel Championship play-downs, New York State Travel Championships, USA Hockey National Championships. He/she is also responsible for the overall planning, coordination, administration and implementation of any State or National tournament that the Association is hosting. The State and

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

National Tournament Director's duties shall include the complete organization of the tournament and the selection of any necessary committee members, the bidding and obtaining of merchandise for sale by the Association, the obtaining of appropriate volunteers for the sale of merchandise, the collection of gate fees, security, and to insure the organization and operation of a first class event. The State and National Tournament Director reports directly to the President, the Vice President- Travel, the Treasurer and the Executive Committee and/or Board of Directors as requested by them.

ARTICLE XVII
DISCIPLINE:

a. Any Administrator, Employee, Head Coach, Assistant Coach, Trainer, Instructor, Manager, player or other participant in The Association who fails to comply with, or who has allegedly violated any of these Corporate By-Laws, who has engaged in conduct detrimental to The Association, or has allegedly violated the policies and rules of USA Hockey, Inc. and/or the New York State Amateur Hockey Association, Inc. may be suspended or banned from participation, by the Executive Committee, as hereinafter provided.

b. For any such individual as outlined in Article XVII(a) above, he or she shall be entitled to a hearing as hereinafter defined, following any suspension or banishment from participation.

c. Hearing Procedure: Any hearing convened under this Article XVII shall be conducted under the following rules:

(1) Hearing Committee: Selected members of the Executive Committee and the Association Administrator shall serve as the Hearing Committee in any such disciplinary proceeding. In the event that the person subject to said Hearing participates in the House Program, said Committee shall include the President, Vice President – House, The Association Administrator, if any, and at least one and no more than three additional Members. In the event the individual subject to said Hearing participates in the Travel program, said Committee shall include the President, Vice President – Travel, The Association Administrator, if any, and at least one and no more than three additional Members.

(2) Hearing Time Frame: Any such hearing shall be held within fifteen (15) days of notification to any individual subject to said hearing.

(3) Hearing Notice: The Hearing Committee shall provide at least seven (7) days' notice of the convening of the hearing to the individual who is the subject of such hearing, and other interested party or parties who may be included at the discretion of the Hearing Committee.

(4) Hearing Procedure: The Party shall be afforded a fair hearing; which shall include, but not necessarily be limited to:

- (i) Reasonable notice of the grounds for the proposed suspension or banishment, but any grounds supported by the evidence presented may be considered in reaching a decision;
- (ii) The possible consequences of an adverse finding; and
- (iii) The reasonable opportunity to present their case and argument in accordance with the Hearing Committee's rules.

AMENDED AND RESTATED CORPORATE BY LAWS OF AMHERST YOUTH HOCKEY, INC.

(5) Conduct of Hearing: The Hearing Committee may, in its discretion, hold a formal or informal hearing, hear any evidence it believes is relevant to the issue(s) before it, place limits on time, evidence and documentation, have witnesses or written statements, establish other hearing rules so long as each party is treated in a substantially equal manner. The Rules of Evidence in Judicial Proceedings shall not apply to this hearing.

(6) Decision: The Hearing Committee will use reasonable efforts to render its decision to the parties to the hearing within five (5) business days of the close of the hearing. The decision will be based on a preponderance of the evidence (i.e. more likely true than not true).

(7) Appeal: Any individual subject to any discipline pursuant to this Article shall have any and all appeal rights, if any, as provided by the New York State Amateur Hockey Association, Inc., and/or USA Hockey.

(8) Any and all discipline for a violation of Playing Rules shall be governed by the New York State Amateur Hockey Associations, Inc., and/or USA Hockey.

ARTICLE XVIII
CONFLICT OF INTEREST:

On an annual basis, every Board Member and/or staff person MUST complete and provide to the Corporation, within 15 days of receipt, a fully completed and executed Annual Disclosure Statement in such for as may be provided by the Board.

Any member of the Board of Directors, staff of the Corporation or their relatives or family members who have or may have a direct or indirect financial interest with any business, service provider, or other entity with whom the Corporation, by its Board of Directors, staff of the Corporation or their relatives or family members does business with and/or utilizes for a fee, shall file with the Corporate Compliance and Governance Committee a transactional statement setting forth the Potential Conflict and if the person with the Potential Conflict wished to carry on the potentially conflicting business then that member or staff person shall either recuse himself or herself from any discussion, vote, and/or final decision to conduct business with, or utilize, such business, service provider, or other entity until such time as the Corporate Compliance and Governance Committee shall determine whether such business may be conducted by the committee and what other steps should be taken by the member or staff person.

ARTICLE XIX- TERMINATION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, New York State Not-for-Profit Corporation Law, as in the judgment of either the New York State Attorney General or a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this Corporation was formed.

ARTICLE XX
INDEMNIFICATION:

(a) The Board shall indemnify and hold-harmless the acts and actions of the Board of Directors, individual Directors, officers, committee members not on the Board of Directors, the staff of the Corporation and the Corporation itself from and against allegations of negligence or any other claim or other unintentional acts carried on in the normal course of business. Appropriate insurance or indemnity covering all acts and actions of the Board of Directors, individual Directors, officers, committee members not on the Board of Directors, the staff of the Corporation and the Corporation itself, as to alleged negligence or any other claim or and other unintentional acts carried on in the normal course of business, or any other claims, shall be provided by the Corporation in such amounts as may be determined by the Board of Directors.

(b) The President, and any member of the Executive Committee empowered to sign checks, shall be bonded in amounts, if any, set by the (a) Board.

ARTICLE XXI
RULES OF ORDER:

General rules of order for the Executive Committee and/or the Board of Directors will follow guidelines as established by ROBERTS RULES OF ORDER.