

AMENDED AND RESTATED BYLAWS

of

NASHOBA YOUTH HOCKEY ASSOCIATION, INC.

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AMENDED AND RESTATED

BYLAWS

of

NASHOBA YOUTH HOCKEY ASSOCIATION, INC.

ARTICLE I. GENERAL

1.1. Purpose. These bylaws supplement certain provisions of the articles of organization of Nashoba Youth Hockey Association, Inc. (the “Association”) and chapter 180 of the Massachusetts General Laws, as amended (the “General Laws of Massachusetts”). References in these bylaws to provisions of the General Laws of Massachusetts shall refer to any corresponding provisions of future state law.

1.2. Mission. The mission of this Association is to provide the finest hockey experience possible for Nashoba area youth.

1.3. Offices of the Association. The Association’s board of directors (hereinafter referred to as the “Executive Board”) shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Association and such additional offices as it shall determine in its discretion. No change in the principal office of the Association shall be effective until a certificate or annual report specifying the change has been filed on behalf of the Association with the Massachusetts Secretary of the Commonwealth.

ARTICLE II. MEMBERSHIP

2.1. Membership. The Association is a membership corporation. One parent or legal guardian per immediate family of a player or players registered with the Association's Learn to Play Hockey, In-House Mites, or any level travel team program for whom tuition is due or paid during the period commencing April 1 and ending the following March 31 during which the payment is recorded shall be a member of the Association ("Members"). Members must express a willingness to further the purposes of the Association and abide by these bylaws, the rules and regulations of the Association. The Members of the Association shall have such rights, privileges and obligations conferred upon them by the Association's articles of organization and these bylaws, and otherwise accorded by the General Laws of Massachusetts.

2.2. Dues. Members shall not pay dues.

2.3. Voting Rights of Members. Consistent with the General Laws of Massachusetts, the Members shall have the right in accordance with the Association's articles of organization and these bylaws: (i) to elect the Association's Officers; (ii) to adopt or amend the Association's bylaws; (iii) to expel Members; and (iv) to approve by a vote of two-thirds of all of the Members in good standing at a meeting at which quorum present the following fundamental changes:

(a) amend the articles of organization, provided, however, that no such amendment shall operate to terminate the deductibility of gifts or bequests to the Association for federal gift, estate, or income tax purposes, or permit the conduct of affairs of the Association in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code");

(b) transfer substantially all of the Association's assets to another corporation exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described under Section 501(c)(3) of the Internal Revenue Code, and formed for purposes similar to those of the Association;

(c) sell, lease, exchange or other dispose of substantially all of the assets of the Association;

(d) merge the Association with another corporation; and

(e) dissolve the Association.

Except as provided herein, each Member shall be entitled to one vote on all matters presented to the vote of the Members. Members may not vote via proxy. A Member's voting rights shall be suspended in the event such Member is more than 60 days in arrears for tuition due and payable to the Association. A Member whose voting rights have been suspended shall not be in good standing. A suspension of voting rights shall remain in effect until tuition is paid and reinstatement is confirmed by the Treasurer.

2.4. Resignation of Members. The withdrawal of a Member's player or players registration with the Association shall be an automatic resignation, effective immediately. Alternatively, the resignation of any Member shall be in writing and shall be effective immediately upon receipt by the Association if no time is specified, or at such later time as the resigning Member may specify and the Association shall accept.

2.5. Expulsion of Members. Members may be expelled with or without cause; provided; however, no Member shall be expelled by vote of less than a majority of all of the

Members in good standing, nor by vote of less than three quarters of the Members in good standing present and voting upon such expulsion.

2.6. Quorum, Action by Members and Adjournment. Twenty percent of all of the Members in good standing shall constitute a quorum for the transaction of business, and the act of a numerical majority of the Members in good standing present at a meeting at which a quorum is present shall be the act of the Members, unless the presence of or act of a greater number is specifically required by these bylaws, the Association's articles of organization, or the General Laws of Massachusetts. If a quorum shall not be present at any meeting of the Members, a majority of the Members in good standing present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.7. Meetings of Members. Meetings of the Members shall be held within the State of Massachusetts. The annual meeting of the Association's Members shall be held at such date, time and place as the Executive Board shall determine, and as shall be set forth in the notice of the meeting. Notice of the annual meeting of the Members shall be provided to the Members and the Executive Board at least forty-five (45) days prior to the meeting. Notice of regular or special meetings of the Members shall be provided to the Members and the Executive Board at least five (5) days prior to the meeting. Special meetings may be held at such dates, times and places, and for such specific purposes as shall be set forth in the notice of the meeting. Special meetings of the Members may be called by the President or the Executive Board, and shall be called by the Secretary upon the written request of at least ten (10) percent of one-third of all Members in good standing.

At each annual meeting or any special meeting called for such purpose, the Members shall (i) appoint Officers in accordance with these bylaws, (ii) receive reports from the Association's Executive Board, Officers, agents and committees, and (iii) conduct any other business relating to the affairs of the Association consistent with the rights of the Members.

2.8. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of Members. Such consents shall be treated for all purposes as a vote at a meeting.

2.9. Waiver of Notice. Whenever notice of a meeting is required to be given a Member under any provision of the Act or of the articles of organization or these bylaws, a written waiver thereof, executed before or after the meeting by such Member or his attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

ARTICLE III. EXECUTIVE BOARD OF DIRECTORS

3.1. Authority. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Association shall be managed by or under the direction of, the Executive Board, subject to any limitations set forth in the articles of organization.

3.2. Number, Composition and Election of Directors. The Association shall have a minimum of nine directors, consisting of ex-officio directors and directors at large, if any. Directors shall be elected or appointed in the manner set forth in these bylaws. The Officers of the Association elected by the Members as set forth herein shall serve as the Association's ex-

officio directors. If at least one of the incumbent ex-officio directors is not a resident of each of Westford and Littleton, then the incumbent directors shall elect one additional director who is a resident of Westford and one additional director who is a resident of Littleton (“Director at Large”). A Director at Large need not be a Member. Except as otherwise provided herein, ex-officio directors shall have the right to vote and shall count in determining a quorum. A majority of all directors shall be Members.

3.3. Terms of Office. Ex-officio directors shall serve as directors for so long as they are serving in the office of the Association from which their ex-officio directorship is derived. A Director at Large shall serve for a term of one year. The term of office of a Director at Large shall commence on March 31 of the year of appointment. No Director at Large may serve more than six consecutive one-year terms, notwithstanding any partial term of service to fill a vacancy.

3.4. Vacancies. Provided that the Director at Large is still required, any vacancy or vacancies occurring in the position of Director at Large may be filled by the affirmative vote of the remaining directors in office at any meeting of the Executive Board, though such remaining directors are fewer than a quorum. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new Director at Large may not take office until that vacancy occurs.

3.5. Meetings and Notices. Annual meetings of the Executive Board shall be held at the principal offices of the Association unless otherwise specifically directed by the President. The Executive Board or its President will specify an appropriate date and issue notice thereof as provided below, for the purpose of receiving reports from the Association's Officers, agents and committees, and transacting such other business as may properly come before the meeting.

Notice of the annual meeting shall be in writing and shall be transmitted to all directors at least five days before the annual meeting. Regular meetings of the directors may be held at such times and places as, in the opinion of the President or a majority of the directors then serving, the interests of the Association shall require. There shall be no fewer than three regular meetings of the Executive Board. Regular meetings of the Executive Board shall be open to all Members. Reasonable notice of regular meetings shall be provided to the directors and Members. The Executive Board may convene in closed session at any time by the call of the President.

Special meetings of the directors shall be held whenever called by the President or by the Secretary upon the written request of at least one of the directors. At least five days' written or oral notice stating the date, time and place of special meetings shall be given to each director.

3.6. Quorum, Action by Executive Board of Directors and Adjournment. A majority of all directors then serving shall constitute a quorum for the transaction of business, and the act of a numerical majority of the directors present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Association's articles of organization, or the General Laws of Massachusetts. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.7. Action Without a Meeting. Any action which may be taken at a meeting of the Executive Board or of a committee of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of

such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

3.8. Meeting by Conference Telephone. A director or a member of a committee of the Executive Board may participate in a meeting of the Executive Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

3.9. Resignations. The resignation of any Director at Large shall be in writing and shall be effective immediately upon receipt by the Association if no time is specified, or at such later time as the resigning director may specify and the Association shall accept. The resignation as an Officer constitutes automatic resignation as a director.

3.10. Removal of Directors. The Director at Large may be removed at any time without cause by the affirmative vote of two-thirds of all directors serving at a duly held meeting at which a quorum is present, provided notice of said proposed action shall have been transmitted to all directors at least seven days before said meeting.

3.11. Compensation. No director shall receive compensation for services rendered to the Association in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Executive Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Association.

ARTICLE IV. COMMITTEES OF THE EXECUTIVE BOARD

4.1. General. The Association shall have the following advisory standing committees: (i) the Disciplinary Committee; (ii) the Player Development Committee; (iii) the Finance Committee; and (iv) the Governance Committee. Unless otherwise specified herein, the President shall appoint the chair of each standing committee. The Association's Directors, Members and other individuals may serve on the Association's advisory committees. The President and President-elect shall each serve as ex-officio members of each standing committee. The President and/or the Executive Board may appoint such other committees and their chairs as the President and/or the Executive Board from time to time may consider necessary or advisable. The membership and duties of each committee shall be as provided herein or as determined by the President and/or the Executive Board.

Except as specifically authorized by a majority of all directors then serving, all committees shall be advisory in nature and shall not have authority to act on behalf of the Association. In no event shall a committee be authorized: (i) to change the principal office of the Association; (ii) to amend bylaws; (iii) to change the number of the directors or to fill vacancies on the Executive Board; (iv) to remove officers or directors from office; or (v) to approve any merger or dissolution of the Association. Non-board members may be appointed to any committee that does not have the authority to act on behalf of the Association. Each committee shall meet with sufficient frequency to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall report its actions, if any, to the Executive Board at each Executive Board meeting.

4.2. Disciplinary Committee. The Disciplinary Committee shall consist of at least three (3) members. The chairman and members shall be appointed by the President. The

chairman shall maintain all records and report all infractions and results at the Mass Hockey state meetings. The committee shall serve at the direction of the chairman who shall review all major infractions as reported to him by the referee supervisors or district and divisional registrars, including, but not limited to, all Match Penalties and Gross Misconduct's incurred by players, coaches and team officials and other items as directed by the President. The chairman shall recommend to the Executive Board, as necessary, any disciplinary action to be taken by the Association.

4.3. Player Development Committee. The Player Development Committee shall consist of at least the Vice President for Player Development and four (4) members. The Vice President for Player Development shall serve as chairman and shall appoint the members of the committee. It shall be the responsibility of the committee to recommend to the Executive Board actions relating to the creation, development, administration, and supervision of all player evaluation and/or development programs.

4.4. Finance Committee. The Finance Committee shall consist of the Treasurer and (4) members. The Treasurer shall serve as chairman and shall appoint the members of the committee. The committee shall recommend financial and investment policy and budgets for the ensuing periods to the Executive Board.

4.5. Governance Committee. The Governance Committee shall consist of a chairman and members appointed by the President. The committee shall assist the Executive Board in matters relating to the interpretation of all Association player rules and regulations adopted by the Executive Board. The Governance Committee shall review the Association's and the Executive Board's compliance with proper governance procedures, including these bylaws,

the Article of Organization, Executive Board policies and procedures, Mass Hockey/USA Hockey policies and procedures and make recommendations and reports to the Executive Board as it deems appropriate.

4.6. Quorum and Action. At all committee meetings, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee; provided that in the case of any committee acting with authority on behalf of the Association, a quorum for the transaction of business shall consist of a majority of Executive Board members of the committee, and the vote of a majority of such Executive Board members present when a quorum is present shall constitute the act of the committee.

ARTICLE V. OFFICERS

5.1. Officers. The officers of the Association shall consist of a President, four (4) Vice Presidents, a Treasurer, a Secretary, a Director of Marketing, and a Director of Initiations Programs. All of the Officers need not be Members; provided, however, in accordance with Section 3.2, a majority of all directors shall be Members. The Officers shall be elected by the Members as provided herein. The Members shall elect the foregoing Officers and may elect such other officers, as they deem necessary or advisable (“Officers”). The Members shall elect Officers to succeed those whose terms are then expiring from among those individuals who announced their candidacy in writing to the Secretary at least thirty (30) days prior to the annual meeting of the Members. Members shall cast votes for Officers on paper ballots supplied by the Secretary. The President shall not vote, holding his or her ballot for use only in the event of a tie. Ballots shall be counted by a committee of tellers consisting of three (3) Members appointed by the Executive Board. Officers may appoint such assistant officers as they deem advisable

from time to time to assist in completion of their assigned duties. Assistant officers shall serve at the pleasure of the appointing Officer in an advisory capacity and shall not be directors.

5.2. Terms. Officers shall be elected by the Members to staggered terms of service. The total number of Officers shall be divided into two groups, with each group containing approximately the same percentage of the total, as near as may be. The terms of each group will expire every two years on alternating years, so that in any year approximately one-half (1/2) of all Officers terms shall expire. No Officer may serve as an Officer for more than seven consecutive two-year terms, except: (i) an Officer elected to fill a vacancy with an unexpired term shall be eligible for re-election to seven consecutive two-year terms; (ii) an Officer who has served the above term-limit may be re-elected after a minimum of a one-year break in service as an Officer or Director at Large; and (iii) at the time of adoption of these bylaws, appointment as an Officer for less than a full two-year term necessary to implement the staggering of Officer terms shall not count toward an Officer's seven two-year term limit. The terms of office of all Officers shall commence on March 31 of the year of appointment. To promote stability in leadership, the incumbent Officers shall at the Officer-elect's request be available to train the Officer-elect.

5.3. Vacancies. Any vacancy or vacancies occurring in any Office may be filled until the next meeting at which Officers are elected by the concurring vote of a majority of the remaining Directors, though such remaining Directors are less than a quorum, though the number of Directors at the meeting is less than a quorum, and though such majority is less than a quorum.

5.4. Resignations. Officers may resign at any time by giving written notice of his/her intentions to the President and to the Secretary, or by oral resignation at a duly constituted meeting of the Executive Board.

5.5. Removal of Officers. Any Officer may be removed at any time with or without cause by the affirmative vote of two-thirds of all of the directors then serving. Written notice of the proposed action shall state the time, date and location of the Executive Board meeting and be transmitted to all directors at least five days before said meeting.

5.6. President. The President shall suggest the agenda for and preside at each meeting of the directors. The President shall have such powers and duties as usually pertain to the office of President. The President shall be the chief executive officer of the Association and shall have general supervision over the affairs of the Association, subject to the control of the Executive Board. The President shall coordinate, monitor and provide the direction necessary to accomplish the program's vision, mission, goals and enabling objectives in accordance with these Bylaws, Mass Hockey and USA Hockey regulations. The President shall also serve as an information, education and/or training resource for Officers and committed volunteers and shall serve as liaison between the Association, Mass Hockey and potential members. The President shall also perform such other duties as may be assigned to him or her by the Executive Board.

5.7. Director of Resources (First Vice President). The Director of Resources shall manage all program resources, including, but not limited to practice ice facilities, league affiliations and Association supplied equipment. The Director of Resources shall investigate and reserve available and appropriate ice for practice sessions and prepare recommendations for Executive Board approval. Once approved by the Executive Board, the Director of Resources

shall assure the contracts for practice ice are properly executed, conferred and managed. The Director of Resources shall work with the Director of Player Development to recommend league affiliations to the Executive Board, promulgate start dates, and conduct team registrations. The Director of Resources shall recommend an Association representative for each league affiliation before the initiation of play. This Vice President shall maintain, replace (as required) and distribute all program-supplied items including all Association supplied player and team equipment. This includes: conducting an annual assessment and inventory of all league maintained and issued equipment; the development of an annual equipment budget and preparation of estimated orders from inventory, historical records and projected registration levels; the annual submission of inventory, budget and projected purchases to the Executive Board for review and approval, as well as the administration of a competitive procurement process. In the absence of the President, the First Vice President (and in the absence of the First Vice President, the Vice Presidents in succession) shall perform the President's duties. The Director of Resources shall also perform such other duties as may be assigned to him or her by the Executive Board.

5.8. Director of Player Development (Second Vice President). The Director of Player Development shall manage all player and coach development programs. This Vice President shall work with the Director of Marketing and Communications to produce and distribute flyers promoting registration for program-sponsored activities. The Director of Player Development shall conduct independent player evaluations and develop initial team rosters from player evaluations, prepare estimates of team registration and skill levels from historical data, evaluations and initial rosters for Executive Board approval. This Vice President shall recruit and recommend coaches and division coordinators, if necessary, for confirmation, develop and

sponsor coaching clinics and patching programs, and serve as an advisory information resource to coaches, providing a direct channel for coaches concerns to the Executive Board. The Director of Player Development shall manage all player development activities, including but not limited to: player clinics and camps; player evaluations; proper team to league placement; establishing and maintaining a liaison between the Association and area schools, regional select teams, and other area programs, thus ensuring continuity across all program elements. The Director of Player Development shall also perform such other duties as may be assigned to him or her by the Executive Board.

5.9. Registrar (Third Vice President). The Registrar shall manage all registration business for the Association's programs. The Registrar shall recommend registration cut-off dates and a late registration policy. The Registrar shall design and generate appropriate registration forms each year. The Registrar shall assure each program participant or player completes a registration form and is registered with USA Hockey before participating in any Association sponsored activities, whether on or off ice. All registration payments collected shall be transferred to the Treasurer for recording and deposit. The Registrar shall also prepare a USA Hockey roster form for each team and work with coaches to acquire proper signatures. The Registrar shall affect the registration of all players, coaches and teams, and oversee modifications to the initial documents as required. The Registrar shall identify all financial obligations associated with Mass Hockey district registration to the Executive Board and work with the Treasurer to obtain the drafts required to meet such obligations. Additionally, the Registrar shall maintain and keep current the official database of the Association's players and Members. The Registrar shall utilize the database to provide specific mailing lists as needed to other Executive Board members. Further distribution of the database or mailing list shall occur

only after Executive Board approval. The Registrar shall also perform such other duties as may be assigned to him or her by the Executive Board.

5.10. Director of Fundraising (Fourth Vice President). The Director of Fundraising shall manage all fundraising business, including, but not limited to, the initiation, preparation, execution and reporting of all activities. The Director of Fundraising shall ensure that the Association is properly registered in any state and complies with any local laws in which it solicits funds. In managing any fund raising activity, this Officer shall recruit, plan, schedule, and direct volunteers, obtain and deliver supplies, and obtain any funds authorized to support these activities. This Vice President shall transfer all funds collected to the Treasurer for deposit. The Director of Fundraising shall present progress reports at Executive Board meetings, and produce reports at the conclusion of each event and shall prepare a report summarizing all drive activities for presentation to the Members at the Annual Meeting. The Director of Fundraising shall also perform such other duties as may be assigned to him or her by the Executive Board.

5.11. Secretary. The Secretary shall issue or cause to be issued all notices required by law or these bylaws. The Secretary shall keep (or cause to be kept) minutes of the proceedings of the meetings of the Association and of the Executive Board, and shall ensure that all records and reports of the Association and of the Executive Board shall be retained. The Secretary shall maintain a log and file of all external correspondence. The Secretary shall reserve appropriate sites as required for Association business functions, such as Annual Membership and Executive Board meetings. Additionally, the Secretary shall maintain and make available upon request a collection of all policies and procedures that have been approved by the Executive Board. In the event that the Secretary is not a resident of the State of Massachusetts, the Association shall duly

appoint a registered agent with the Secretary of the Commonwealth of Massachusetts. The Secretary shall also perform such other duties as may be assigned to him or her by the Executive Board.

5.12. Treasurer. The Treasurer shall ensure that timely and accurate financial information is presented to the Executive Board, and that financial records shall be available for inspection by any director or Member of the Association. The Treasurer shall ensure that all reports and records required by law regarding the Association's financial status are submitted or retained as required. The Treasurer shall prepare and present tuition cost structure for Executive Board approval, and after approval, prepare and mail tuition bills to parents and collect and deposit all funds received timely. The Treasurer shall obtain and distribute authorized payments to leagues for games played, to rinks for ice time, reimbursements for required coaching clinics, and fees to Mass Hockey or USA Hockey. The Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall perform such further duties as may from time to time be assigned to him or her by the Executive Board.

5.13. Director of Marketing and Communications. The Director of Marketing and Communications shall be responsible for all advertisements and program announcements (i.e. flyers, posters, and newspaper or cable media). This Officer will work directly with the Executive Board and committees to understand and effectively market all Association events and activities. The Director of Marketing and Communications shall also be responsible for the composition, publication and distribution of a Association newsletter with a frequency as determined by the Executive Board. This Officer will also be responsible for the maintenance of the Association website to ensure that information on the website is kept current and made

available in a timely manner. The Director of Marketing shall also perform such other duties as may be assigned to him or her by the Executive Board.

5.14. Director of Initiation Programs. The Director of Initiation Programs shall be responsible for all aspects of program and player development at the Learn to Skate, Learn to Play Hockey, and In House Mites levels. This Officer shall work with the Director of Marketing and Communications to produce and distribute flyers promoting registration for these programs. This Officer shall recruit and recommend coaches and coordinators for confirmation by the Executive Board, develop program structure and curriculum, and serve as an advisory information resource to coaches and volunteers. The Director of Initiation Programs shall also perform such other duties as may be assigned to him or her by the Executive Board.

ARTICLE VI. GENERAL PROVISIONS

6.1. Fiscal Year. The fiscal year of the Association shall be determined by the Executive Board. Following any change in the fiscal year previously adopted, a certificate of such change shall be filed on behalf of the Association with the Massachusetts Secretary of the Commonwealth.

6.2. Records. The Association shall keep, at its principal office or the office of the Secretary if the Secretary is a resident of the State of Massachusetts, original, or attested copies, of the articles of organization, bylaws, records of all meetings of the Executive Board and Members, and a list of the names of all Members and the record address of each Member. Such records shall be made available to any Member upon request for purposes related to the operation of the Association. The Association shall make copies of its articles of organization, bylaws, and application for exemption available to the public upon request.

6.3. Written Notice. Any written notice required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile.

6.4. Waiver of Notice. Written waiver signed at any time by a director or committee member entitled to notice shall be equivalent to the giving of notice. A written waiver shall be delivered to the Association and filed with the minutes or corporate records. The attendance by any director or committee member at a meeting without protesting the lack of proper notice prior thereto or at the commencement of the meeting shall be deemed to be a waiver by such person of notice of the meeting.

6.5. Parliamentary Procedure. The Association shall conduct its affairs in accordance with generally accepted parliamentary procedures, specifically Roberts's Rules of Order.

6.6. Amendment. The Executive Board, by the affirmative vote of two-thirds of all of the directors then serving may amend these bylaws, subject to the limitations of the articles of organization and the General Laws of Massachusetts. Alternatively, these bylaws may be amended by two-thirds of all of the Members in good standing at any duly held meeting of the Members, provided notice of such proposal shall have been provided to the Members in accordance with these bylaws.

[The foregoing bylaws were adopted by the Members on _____, 20__.]