

**SOUTH WINDSOR YOUTH HOCKEY ASSOCIATION, INC.**

**BY-LAWS**

**AMENDED AND RESTATED**

**AS OF JANUARY 2017**

**ARTICLE I. NAME AND PURPOSE OF CORPORATION.**

The name of the corporation is **South Windsor Youth Hockey Association, Inc.** In these by-laws the corporation is sometimes referred to as the "Association" and sometimes referred to as the "corporation." The nature of the activities to be conducted or the purposes of the corporation are to engage in any lawful act or activity permitted under the Connecticut Revised Nonstock Corporation Act (the "Act") which is charitable, religious, educational and/or scientific in nature, entitling the corporation to exemption from taxation under '501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the "**Code**"), *and more particularly:*

- (a) To contribute to the physical and mental well being of children and adolescents by educating them as to the value of teamwork, exercise, discipline, and sportsmanship.
- (b) To promote, advance, and sponsor amateur youth ice hockey, including a hockey team or teams.
- (c) To promote youth activities in amateur ice hockey and related recreational activities.
- (d) To provide instruction, education, and training to young people to develop their skills and abilities in the sport of ice hockey.
- (e) To encourage and promote the development, growth, and awareness of amateur youth hockey among its members, and schools, colleges, and the general public throughout the country and particularly in the Connecticut area.
- (f) To sponsor and coordinate youth hockey games and tournaments on a local, regional, and national level.

**ARTICLE II. MEMBERS**

**Section 1 - Members.** The corporation shall have members, as follows: Each "Family" of any youth who is a participant in good financial standing on any hockey team of the Association shall be a member of the Association. For these purposes the word "Family" shall mean individually or collectively that person or persons who has/have legal responsibility (as a parent or legal guardian) for the hockey team participant or participants. Each Family shall have only one vote, regardless of the number of children of the Family participating on a hockey team or teams. The members of the Association shall have the right to elect the officers and directors of the corporations at the annual

meeting of the members each year, and such other rights as are afforded to the members of a Connecticut nonstock corporation under Act.

Section 2 - Dues, fees, and assessments. The corporation may levy dues, fees and assessments against members each year. The amount of dues, fees and/or assessments payable to the corporation by members shall be determined by the board of directors each year. The board shall also specify the due dates for the payment of any of the foregoing.

Section 3 - Annual Meeting. The annual meeting of the members shall be held on the first Tuesday of March of each year; *provided, however*, that if in any year the annual meeting is not, or cannot be, held on such date, then the annual meeting may be called for any date or time before or after such date in the manner set forth below for calling special meetings. The annual meeting of the members may be held simultaneously with the annual meeting of the board of directors. At least ten (10) days written notice of the annual meeting shall be given to each member specifying the time, date, and place of the meeting. At each annual meeting, the members shall elect the directors and the officers of the corporation for the ensuing year, and any other matters relating to the affairs of the corporation may be brought up; *provided, however*, that none of the matters described in Section 13 of Article III of these by-laws (the "**Fundamental Matters**") may be brought before the meeting unless specifically described in the written notice of the meeting.

Section 4 - Quorum and Voting Requirements. The members in attendance at any meeting shall constitute a quorum for the transaction of business. The transaction of all business, intended for membership vote, shall require the vote of a majority of the members present at the meeting, except for those matters for which the vote of a greater proportion of the members may be required by the Act, the certificate of incorporation, or these by-laws.

### **ARTICLE III. DIRECTORS**

Section 1 - Size of board of directors: Terms of office. There shall be twelve (12) elected director positions on the board of directors, plus the four (4) officers, plus the most recent past president, for a total of seventeen (17) directors.

Directors shall hold office for terms of two (2) years and thereafter until their successors are properly elected and qualified.

The election for the director positions will take place at the March annual meeting as follows. Each year the six (6) director positions, with the expired terms, will be up for election. The intent is that, every year, half of the twelve (12) director positions will be up for election. The twelve (12) elected directors need not be members of the association.

Section 2 - Introduction of Staggered Two (2) Year Director Terms. At the March 2017 annual meeting for the election of the (twelve) 12 director positions, the six (6) highest vote recipients will be elected for two (2) year terms. The remaining six (6) vote recipients will be elected for one (1) year terms.

Section 3 - Alternates. Every year, at the annual March meeting, the two (2) director nominees with the most votes, not elected to director positions, shall be alternate directors for a one year term.

The purpose of an alternate is to assume the position of a director in the event that a director gets removed under the by-laws, or vacates the position.

Section 4 - Removal. A director may be removed from office at any time with or without cause upon the affirmation vote of two-thirds (2/3) of the directors or the vote of the members at a special meeting duly called for such purpose. Directors may be removed by judicial proceedings to the extent provided by the Act.

Section 5 - Annual Meeting. The annual meeting of the board of directors shall be held on the first Tuesday of March of each year, *provided, however*, that if in any year the annual meeting is not, or cannot be, held on such date, then the annual meeting may be called for any date or time before or after such date in the manner set forth below for calling special meetings. The annual meeting of the directors may be held simultaneously with the annual meeting of the members. At least ten (10) days written notice of the annual meeting shall be given to each director on the board of directors specifying the time, date, and place of the meeting. At each annual meeting, the members shall elect the directors and the officers of the corporation for the ensuing year, and any other matters relating to the affairs of the corporation may be brought up; *provided, however*, that none of the matters described in Section 13 of this Article III of these by-laws (the "**Fundamental Matters**") may be brought before the meeting unless specifically described in the written notice of the meeting.

Section 6 - Regular Meeting. Regular meetings of the board of directors shall be held at the time and place specified from time to time by resolution of the board of directors. Notice of the meetings need not be given; *provided, however*, that Fundamental Matters may not be brought before the regular meeting unless specifically described in a written notice of the meeting given at least ten (10) days before the meeting. If no resolution shall be in effect, regular meetings of the board of directors shall be called in the manner set forth below for calling special meetings of the board of directors.

Section 7 - Special Meetings. Special meetings of the board of directors may be called by the president, and shall be called by the president (1) upon the written request of directors constituting twenty-five percent (25%) or more of the directors, or (2) upon the written request of twenty (20) or more members. If the president does not call the meeting within seven (7) days after receipt of the written request, the directors or the members making the request may call the meeting. Notice may be given by the person calling the meeting. At least five (5) days oral or written notice of each special meeting, stating the date, time and place of the meeting, shall be given to each director. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

Section 8 - Waiver of Notice. A director may waive notice of any meeting required under these by-laws by a written instrument executed and filed with the secretary of the corporation either before or after the date and time specified in the notice. The secretary shall cause any such waiver to be filed with the minutes or corporate records. A director attending or participating in a meeting shall be deemed to have waived any required notice to him of the meeting, unless the director, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for assent to action taken at the meeting.

Section 9 - Quorum and Voting Requirements. A majority of the prescribed number of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. The affirmative vote of a majority of the directors present at a meeting at which there is a quorum shall be required for action by the board of directors on any matter, except for those matters for which the vote of a greater proportion of the directors is required by the Act the certificate of incorporation, or these by-laws.

Section 10 - Participation in Meeting by Electronic Communications or Similar Means. A director may participate in a meeting of the board of directors by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11 - Transaction of Business Without Meeting. Any action required or permitted to be taken at a board of directors meeting, may be taken without a meeting, if the action is taken by all of the members of the board of directors electronically. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included with the minutes or filed with the records of the corporation. Directors have forty-eight (48) hours to respond; if a director does not respond, he or she is considered to have abstained from the vote. Directors have the right, within those forty-eight (48) hours, to request a special meeting of the directors for clarification or discussion of the action. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 12 - Compensation of Directors. The directors shall not receive a salary for their services as directors. By vote of the board of directors, the directors may be allowed compensation for expenses and fees for attendance at meetings of the board of directors and committees as set forth in the vote. Nothing in this section shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for his services.

Section 13 - Fundamental Matters. For purposes of these by-laws, the Fundamental Matters which require specific notice, the approval of the members, and the affirmative vote of two-thirds (2/3) of the directors for approval are the following: (a) the removal of a director under Section 4 of Article III, (b) the dissolution and liquidation of the corporation under Section 2 of Article V, (c) the amendment of these by-laws under Section 4 of Article VI, and (d) the amendment of the certificate of incorporation under Section 6 of Article VI.

Section 14 - Policy and Management of programs. The board of directors shall have sole responsibility for the management of the Association's youth hockey programs and the establishment of any policies related thereto. This shall include, but not be limited to, the selection of coaches, the termination of coaches, the scheduling of games, practices, and tournaments, determining the number of teams, the age groups thereof, and the number of players per team, disciplining or ejection of members, parents and players, the adoption of rules of discipline and conduct, establishing fees to be charged for team membership and participation, and any other matter or thing necessary or proper to the conduct of the Association's youth hockey programs and other business and affairs. As necessary, the board of directors shall adopt written resolutions or policy statements reflecting its exercise of the authority discussed in this Section 14, all of which shall be kept in the permanent records of the Association. Nothing in this Section 14 shall be in derogation of the powers of the board of directors set forth in Paragraphs 8 and 9 of the certificate of incorporation.

Section 15 - Committees. The board of directors may from time to time form such *as hoc* and other committees (such as nominating committee) as it believes are necessary and prudent for the management of the business and affairs of the corporation. The committees shall have only those powers and that authority expressly set forth in the resolution of the board of directors by which the committees are created. In no event may any committee exercise any powers of authority which, under the Act, may not be delegated to a committee. All committees shall promptly report their actions to the full board of directors. The provisions set forth above in these by-laws regarding meetings, transaction of business without a meeting, electronic communications meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall also apply to committees and their members.

#### **ARTICLE IV. OFFICERS**

Section 1 - Titles, Election, and Duties. The members shall elect a president, a vice president, a secretary, and a treasurer. The duties of the officers of the corporation shall be the duties imposed by these by-laws and prescribed by the members. The officers need to be members of the corporation at the time of the election. Should their membership status change during their term, that officer may serve out the rest of his or her term.

Section 2 - President. The president shall be the chief executive and administrative officer of the corporation. He or she shall preside at all meetings of the board of directors.

Section 3 - Vice-President. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president.

Section 4 - Treasurer. The treasurer shall be the chief financial officer of the corporation and shall keep the fiscal accounts of the corporation. The treasurer may endorse checks, notes, and other obligations for and on behalf of the corporation, and shall deposit the same and all monies and valuables in the name of and to the credit of the corporation in the banks and depositories the

board of directors shall designate. The treasurer shall prepare or have prepared the financial statements described in Section 3 of Article VI of these by-laws.

Section 5 - Secretary. The secretary shall keep the minutes of the meetings of directors, and shall authenticate records of the corporation, unless any of such duties are delegated to another officer by the board of directors. The secretary shall give notice of meetings as required in these by-laws. The secretary shall have custody of the corporate seal and all books, records, and papers of the corporation, except those in the custody of any other person authorized to have custody and possession of books, records, and papers by a resolution of the board of directors.

Section 6 - Terms of Office. Each officer shall serve for a term of two (2) years and thereafter until their successors are properly elected and qualified. Any officer may be removed by the board of directors or the members at any time with or without cause and with or without notice or hearing. Any vacancy in any office shall be filled by the board of directors until the next annual meeting of the members at which time the vacancy shall be filled by the members.

The election for the officer positions will take place at the March annual meeting as follows. Each year, two (2) officer positions, with the expired terms, will be up for election. The intent is that, every year, two (2) of the four (4) officers positions will be up for election.

The intent is that the president and secretary shall be elected in the same year. In alternating years, the vice-president and treasurer shall be elected.

At the March 2017 annual meeting, the president and secretary will be elected for a two (2) year term and at the same meeting the vice-president and treasurer will be elected for a one (1) year term. Two year alternating terms will take place thereafter.

## **ARTICLE V. DISTRIBUTION OF ASSETS**

Section 1 - Generally. None of the income or assets of the corporation shall ever be distributed to, or inure to the benefit of, its directors, members or officers or to any private individual. The corporation may, however, reasonably compensate its officers or any individual for services performed for the corporation, and may reimburse directors for reasonable expenses and fees as provided in Section 12 of Article III of these by-laws,

Section 2 - Voluntary Dissolution and Liquidation. The corporation may be dissolved and liquidated at any time by the affirmative vote of the members and of two-thirds (2/3) of the directors. If the corporation is dissolved, any assets remaining after payment of all liabilities and obligations shall be distributed, subject to and consistent with any donor imposed restrictions thereon (i) to other organizations both exempt from taxation under Section 501(c)(3) of the Code and which operate to provide activities or programs similar to those provided by the Association, or (ii) to a state or local government for a public purpose, in amounts and proportions determined by the board of directors. Any assets not disposed of by the board of directors shall be disposed of by the court having jurisdiction over charitable matters in the location where the principle office of the

corporation is then located, exclusively for exempt purposes, or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VI. OTHER PROVISIONS**

Section 1 - Indemnification and Advances. The corporation shall be bound by and comply with the provisions of Section 33-1117 of the Act pertaining to mandatory indemnification of directors, and Section 33-1122 of the Act pertaining to mandatory indemnification of officers, employees and agents. The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law. In this regard, the board of directors may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law. The corporation may purchase and maintain insurance, to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a director, officer, employee, agent, member or other representative of the corporation to the extent set forth in the policy of insurance.

Section 2 - Corporate Seal. The corporate seal shall be a circular seal with the full name of the corporation set forth in the margin of the circle.

Section 3 - Financial Statements. The Corporation shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of disbursements and receipts for that year. If the annual financial statement is reported upon by a public accountant, then the report of the public accountant must accompany the statements.

Section 4 - Amendment of By-laws. Except as otherwise specified by the Act, new by-laws may be adopted and existing by-laws may be amended or repealed by the majority of the members present and the affirmative vote of two-thirds (2/3) of the directors at a meeting for which notice of the new by-laws, or of the amendment or repeal, has been given. No change shall be made in these by-laws which will affect the exempt status of the corporation under Section 501(c)(3) of the Code.

Section 5 - Record of Changes. Whenever a by-law is amended or repealed, or a new by-law is adopted, the action and the date on which it was taken shall be noted on the original by-laws in the appropriate place, or a new set of by-laws shall be prepared incorporating the changes.

Section 6 - Amendment of Certificate of Incorporation. The certificate of incorporation may be amended at any time by the affirmative vote of the members and two-thirds (2/3) of the directors at a meeting for which notice of the amendment has been given. No change shall be made in the certificate of incorporation which will affect the exempt status of the corporation under Section 501(c)(3) of the Code.

Section 7 - Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the certificate of incorporation and these by-laws, the terms of the certificate of incorporation shall prevail.

Section 8 - Statutory Reference. The term "Act" as used in these by-laws shall mean Title 33, Chapter 602, of the General Statutes of Connecticut, as amended from time to time, or any replacements of Title 33, Chapter 602.

Certified by the secretary of **South Windsor Youth Hockey Association, Inc.** as the by-laws adopted by resolution of the board of directors of the corporation on January 3, 2017.

*Brooke Trombley 1-4-2017*

Brooke Trombley, Secretary