

By-Laws of the Burlington Hockey & Skating Association, Inc.

ARTICLE I

Organization

The name, location of principle office, and purpose of the corporation shall be as set forth in the articles of the organization. These by-laws, the powers of the corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to such articles of organization; and the articles of organization will hereby be made a part of these by-laws. All references in these by-laws to the articles of organization shall be construed to mean the articles of organization of the corporation as from time to time amended.

ARTICLE II

Meeting of the Directors

Section 1: Annual Board of Directors Meetings

The annual meeting of the Board of Directors shall be held at 8:00 p.m. on the second Wednesday of June in each year. Purposes for which meeting is to be held, additional to those prescribed by law, by the articles of organization and by these by-laws, may be specified by the President, or by a majority of the directors then in office.

If such annual meeting is omitted on the day herein provided, therefore, a special meeting of the Board of Directors may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case all references in these by-laws, except in this Section 1 and in Section 3 of this Article II, to the annual meeting of the Board of Directors shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes thereof shall be specified in the call, as provided in Section 2 of this Article II.

Section 2: Special Meetings

A special meeting of the Board of Directors may be called at any time by the President or by a majority of the directors then in office. A special meeting of Board of Directors shall be called by the Clerk, or in case of the death, absence, incapacity, or refusal of the Clerk, by some other officer. Such call shall state the time, place and purposes of the meeting.

Section 3: Place of Meetings

The annual meeting of the Board of Directors shall be held at such place stated in the call of the meeting in Burlington, MA. Any special meeting of the Board of Directors held in place of the annual meeting, and any other special meeting of the Board of Directors, shall be held in said Burlington at such place as is sated in the call. Any adjourned session of any annual or special meeting of the Board of Directors shall be held in said Burlington at such place as is designated in the vote of adjournment.

Section 4: Notice of Meetings

A written notice of each meeting of the Board of Directors, stating the place, day and hour thereof and the purposes for which the meeting is called, shall be given at least seven days before the meeting to each Board of Director entitled to vote thereat, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid addressed to such Director at the address as it appears upon the books of the corporation. Such notice shall be given by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by some other officer or by a person designated either by the Clerk or by the person or persons calling the meeting or by the Board of Directors. No notice of the time, place or purpose of any regular or special meeting of the Board of Directors shall be required if every Director entitled to notice thereof or his attorney thereunto authorized by a writing is filed with the records of the meeting waives such notice.

Section 5: Quorum

At any meeting of the Board of Directors, a quorum for the election of any director or officer or for the consideration of any question shall consist of a majority of eleven (11) members of the Board of Directors. In any case any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

When a quorum for an election is present at any meeting, 75% of the votes properly cast for any office shall elect to such office. When a quorum for the consideration of a question is present at any meeting, a majority of the votes properly cast upon the question shall decide the question.

Section 6: Proxies and Voting

Each member of the Board of Directors shall have one vote and must vote in person. Proxy voting is not allowed.

ARTICLE III

Officers

The officers of the corporation shall be a President, a Vice President, a Treasurer, a Clerk, and a board of not more than seven (11) directors. One director shall be elected from within the Board of Directors to represent the coaches. The directors may also at any time and from time to time appoint an Assistant Treasurer, a Secretary of the Board and such other officers and agents as they shall determine. All officers and directors must be a member of the corporation at the time of his or her election.

ARTICLE IV

Election of Officers

New directors shall be chosen by ballot at the annual meeting of the Board of Directors or a special meeting held in place thereof, and each shall hold his office until his successor is chosen and qualified or until he sooner dies, resigned, is removed or is disqualified.

The Board of Directors, at the annual meeting shall elect by ballot one of their number each to be President, Vice President, Treasurer and Clerk, who shall hold his office until the first meeting of the Board of Directors following the next annual meeting of the Board of Directors and until his successor is chosen and qualified or until he sooner dies, resigns, is removed or becomes disqualified. The directors may at any time appoint such other officers, including an Assistant Treasurer and a Secretary of the Board, as they deem wise, and may determine their respective powers, duties and term of office.

ARTICLE V

The President

The President shall preside at all meetings of the Board of Directors and a meeting of the members, except as otherwise voted by the Board of Directors. The President shall perform such other duties as may be conferred upon him by the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.

ARTICLE VI

Treasurer

The Treasurer shall have the custody of the funds and valuable books and papers of the corporation. The officer shall perform all other duties incident to his office. He shall be at all times subject to the control and direction of the Board of Directors and if required by the Board of Directors shall give bond payable by corporation in such amount and with such sureties as shall be determined by the Board.

The Directors shall have the power to appoint an Assistant Treasurer, who may perform such duties appertaining to the office of Treasurer as the Directors may prescribe.

ARTICLE VII

Clerk and Secretary of the Board

The Clerk/Secretary shall keep an accurate record of the proceedings of all meetings of the Board of Directors in books provided therefore, which books shall be kept in the officer's possession and shall be open at all reasonable times to the inspection of any Board of Directors. In the absence of the Clerk/Secretary from any such meeting, a temporary Clerk/Secretary shall be chosen who shall record the proceedings thereof in the aforesaid books.

The Clerk/Secretary shall also attend the meetings of the Board of Directors, record all votes of the Board of Directors in a book to be kept for that purpose and give all notices of meetings of the Board of Directors.

In the absence of the Clerk for any of the meetings of the Board, a Clerk pro-tempore shall be chosen.

ARTICLE VIII

Board of Directors

Section 1: Powers

The Board of Directors shall exercise all the powers of the corporation except as otherwise required by law or by these by-laws. The Directors as a board may appoint and remove at pleasure such employees, other than officers, as they shall see fit, shall have access to the books, vouchers and funds of the Treasurer, shall fill all vacancies that may occur during the year in any office, except as otherwise provided in these by-laws and may make for their own government such rules and regulations, not inconsistent with these by-laws, as they see fit.

Section 2: Meetings of Directors

Regular meetings of the Board of Directors may be held without call or formal notice at such places and at such times as the Board may by vote from time to time determine. A regular meeting of the Board of Directors may be held without call or formal notice immediately after and at the same place as the annual meeting of the members.

Special meetings of the Board of Directors may be held at any time and at any place, when called by the President, any officer or two or more directors, reasonable notice thereof being given to each director by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by the officer or directors calling the meeting, or without call or formal notice provided all the directors then in office are present or all the directors then in office waive notice thereof by a writing which is filed with the records of the meeting. In any case it shall be deemed sufficient notice to a director to send notice by mail at least ninety-six hours or by telegram at least forty-eight hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person either by telephone or by handing him a written notice at least forty-eight hours before the meeting.

Section 3: Quorum of Directors

At any meeting of the Board of Directors a quorum for the consideration of any question shall consist of a majority of the directors then in office, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of 75% of the directors present and voting shall be requisite and sufficient for election to any office, and a majority of the directors present and voting shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the articles or organization or by these by-laws.

Section 4: Associate Directors

The Board of Directors at their discretion may appoint Associate Directors. The Associate Directors have non-voting privileges, but may perform all other duties pertaining to the board.

ARTICLE IV

Indemnification of Directors and Officers

Each director and officer of the corporation shall be indemnified by the corporation against all expenses, except as stated below, reasonably incurred by him in connection with any action, suit or proceeding to which he shall be made a party, or with which he shall be threatened, by reason of his being or having been a director or officer of the corporation, whether or not he continues to be a director or officer at the time of incurring such expenses. The expenses covered by the foregoing indemnity shall not include any (a) expenses incurred in connection with any matters as to which such director or officer shall be adjudicated from such action, suit or proceeding without such judgment being reversed, to be liable by reason of his having been guilty of willful misconduct in the performance of his duty as such director or officer, or (b) amounts paid by such director or officer in settlement of any such action, suit or proceeding or expenses incurred in connection with any matters which shall have been the subject to such action, suit or proceeding disposed of otherwise than by adjudication on the merits, unless in relation to such action, suit or proceeding of such matters, such director or officer has not been guilty of willful misconduct in performance of his duty as such director or officer and as to whether or not a director or officer has been guilty of willful misconduct in relation to such action, suit or proceeding or other matters, the Board of Directors and each director may conclusively rely upon the opinion of such counsel as approved by the Board of Directors. As used in the paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators. The foregoing right of indemnification shall be in addition to any rights to which any director or officer may otherwise be entitled as a matter of law.

ARTICLE X

Resignations and Removals

Any director or officer may resign at any time by delivering his resignation in writing to the President or the Clerk or to a meeting of the Board of Directors.

The Board of Directors may, by vote of 75% of the directors present and voting, terminate or modify the authority of any agent and remove any officer elected or appointed by the directors.

ARTICLE XI

Vacancies

If the office of any director, the President, Vice President, Treasurer or the Clerk, one or more, becomes vacant by reason of death, resignation, removal or disqualification, a successor or successors may be elected by the Board of Directors by vote of a majority of the directors then in office. If the office of any other officer becomes vacant, the Board of Directors may elect or appoint a successor by vote of a majority of the directors present and voting. Each such successor shall hold office until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The Board of Directors shall have and may exercise all its powers notwithstanding the existence of one or more vacancies and its number as fixed by the Board of Directors, provided there be at least three directors in office.

ARTICLE XII

Membership

Membership shall consist of those individuals who contribute to the operation and betterment of the Burlington Hockey and Skating Association. Members must be at least 18 years of age. No one can become a member or serve on the Board of Directors if they are compensated by the Burlington Hockey and Skating Association. An open meeting of members shall be held at 8:00 p.m. on a date and place so designated by the Board of Directors during the month of August after signups.

ARTICLE XIII

Execution of Papers

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, releases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer. Any execution thereof in excess of \$1000 must be signed by President and Treasurer.

ARTICLE XIV

Corporation Seal

The seal of the corporation shall, subject to alternation by the Board of Directors, consist of flat-faced circular die with the word Massachusetts together with the name of the corporation and the year of its incorporation, cut or engraved thereon.

ARTICLE XV

Fiscal Year

The fiscal year of the corporation shall begin on the first day of September and end on the 31st day of August.

ARTICLE XVI

Amendments

These by-laws may be altered, amended or repealed at any legal meeting of the entitled to vote by a vote representing a two-thirds majority of the Board of Directors, provided notice is given in the call for the meeting that an alteration, amendment or repeal of the by-laws will be proposed.

In accordance with Massachusetts Hockey, the Burlington Hockey and Skating Association has instituted the following two by-law changes.

That 20% of the Board of Directors be made up of Parents.

That the Board of Directors follows Parliamentary procedures at all meeting.

(October 9, 2003)

AMENDMENT TO
Burlington Hockey and Skating By Laws.

Effective February 11, 2003

WHEREAS The Burlington Hockey and Skating Association (BHSA) Board of Directors agree to the following general election process for Members of the Board in coordination with Massachusetts Hockey:

1. Term Limits: The Board has agreed that the Executive committee is held to term limits and that the overall Board of Directors is also held to term limits. The Executive Board limits are as follows:

President:	1-year term with a 2 term limit (total years: 2)
Vice President:	1-year term with a 2 term limit (total years: 2)
Secretary:	1-year term with a 2 term limit (total years: 2)
Treasurer:	2-year term with a 1-year second term (total years: 3)
Board Member:	4-year limit

The executive board (President, VP, Treasurer, and Secretary) is not subjected to the 4-year limit, however the maximum number of year for any board member is six, except for a treasure which is seven years. For example, if a board member became President during their 3rd year on the board, they could serve the maximum of 2 years as the President.

2. Resignation Process: Current board members planning on resigning will submit their resignation in writing to the Board at the February Board meeting. Upon receipt of the resignation and fulfillment of your position the Board member relinquishes the right to vote.
3. Non resignation Process: If the Board does not receive enough resignations or members have not reached the term limit, the process for choosing who is up for elections is the following:

The board members will vote a member off the board. The board members will vote for as many positions that are open. For example, if 2 positions are open then two votes will be held. The person receiving the most votes will be removed from the board.

The members of the board that are removed will have the opportunity to submit a nomination in order to be voted back in by the general hockey public.

4. Communication Process: BHSA will notify the general public of the resignations and the number of available board positions via print and/or electronic means, within 14 days of the resignation.
5. Nomination Process: Any interested parent/guardian of a player, coaches, and any other volunteer must submit an application by the March board meeting, held on the 2nd Tuesday of the month.
6. Application: The application submitted will be publicly posted for the voting population to read to better get to know the candidate.

7. Election Process: The elections will be held during tryouts sessions for all levels. The Board of Directors will do the following:
 - Select 4 nights over the course of tryouts and identify them for elections.
 - Notify via mail all hockey and figure skating parents of the election nights.
 - Communicate that no absentee ballots will be accepted.
 - Term of a board member is from July 1st to June 30th of the following year

8. Election Procedures: The procedure for voting is the following:
 - One vote per family if a child/children are in the program
 - Parent and Child must be in good standing with Burlington Hockey and Skating Association, good standing defined as:
 - Must be paid in full for previous season as well as paid the try-out fee
 - No BHSA disciplinary action taken against a parent within the last 30 days from the 1st day of voting
 - A coach or board member without a child in the program has one vote.
 - The parent must sign-in to receive a ballot and sign-out for the ballot to be counted.

9. Calculating and communicating the results: The Board is responsible for counting the ballots and majority wins. (For example, 3 openings with 8 candidates, the three candidates with the most votes win.) All candidates will be notified no later than 60 days after the last day of the election and the general hockey public will be notified 2 days after the candidates via the WEB site. The Board is required to keep all ballots for 365 days.

10. Past President & Treasurer: The board has created two positions that do not contain vote power, the Past President and Past Treasurer. They will be consultants to the new president and treasurer and ensure a smooth transition of the organization.

11. Associate Members: As of July 1, 2003, the associate level member will no longer exist. All board members will be voting members and the number of board members will be increased to fifteen.

12. Open Meetings: The BHSA board will hold at least 4 open meetings per year. The Board is required to discuss (release) a written financial report and hold the Board of Directors elections during these open meetings.