



Essex Amateur Hockey Association, Inc.

BY-LAWS

(Amended and Restated: September 21, 2023)

ARTICLE I

ARTICLES OF THE ASSOCIATION

The name, location of principal office, and purposes of the Corporation (also known as the Association) shall be set forth in the Articles of Association; and 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 provisions in regard thereto, if any, as are set forth in the Articles of Association; and the Articles of Association are hereby made a part of these By-Laws. The location of the principal office and Registered Agent may change from year to year and shall be properly reflected in the Biennial Report for Non-profit Corporations as filed with the Vermont Secretary of State.

ARTICLE II

MEMBERSHIP

Membership in the Association shall be registered boys and girls, their parents or guardians, coaches, referees and the Corporation's Directors. However, a voting member must be at least eighteen (18) years of age. Voting members shall be entitled to one vote each at the annual meeting and shall be entitled to vote on all issues raised at the annual meeting including the election of officers and the board of directors. Member or members may be denied continued membership privileges by act of a vote of two-thirds of the Board. Said member(s) will be notified in writing by the Secretary.

ARTICLE III

MEETINGS OF ASSOCIATION MEMBERS

The annual meeting of the members of the Association shall be held on the third Thursday of April of each year at a time and place designated by the President, with thirty (30) days' notice, posted in advance at the Essex Junction Skating Facility or on the Association's website. Special meetings may be called by the President upon one (1) week's written notice, or upon written request by five (5) members to the President. The notices of such meetings shall indicate the business to be transacted.

A minimum of a majority of the current members of the Board of Directors shall constitute a quorum for the purposes of conducting business at the annual meeting or special meetings of the members.

ARTICLE IV

OFFICERS

The officers shall be President, First Vice President (House), Second Vice President (Travel), Secretary, and Treasurer. The officers shall be elected by the voting members present at the Annual Meeting and shall

serve for one year, unless the officer resigns or said term is sooner terminated by the Board as set forth in Article VII. Officers may also serve successive terms. Officers shall serve without compensation.

ARTICLE V

DUTIES OF THE OFFICERS

A. **President:** Shall preside at all meetings of the membership and of the Board of Directors; sign contracts, leases, deeds and also notes and other evidences of indebtedness upon approval of the Board; sign checks; call Association and Board meetings; have general supervision of affairs of the association.

B. **First Vice President (House):** Shall assist the President in the discharge of his/her duties and in his/her absence or disability to assume his/her duties and officiate in his/her stead; in addition will serve as Director of the House Program.

C. **Second Vice President (Travel):** Shall assist the President in the discharge of his/her duties, and, in the absence of the First Vice President, assume his/her duties; in addition will serve as Director of the Travel Program.

D. **Secretary/SafeSport Coordinator:** Shall keep the minutes of the Association and Board meetings and keep all reports and documents connected with the business of the Association. Shall maintain a role of membership; post minutes and notices of regular meetings and special meetings of the Association and Board; send minutes to the Board of Directors. Shall also manage and maintain all USA Hockey SafeSport related documentation.

E. **Treasurer:** Shall have charge of the funds of the Association and keep a record of all receipts and disbursements and shall render a written report when requested by the President of the Board of Directors. Disbursements for less than \$500.00 may be made at the discretion of the Treasurer or the President. Disbursements for \$500.00 or more must have the approval of the Board of Directors. In addition, the Treasurer shall serve as the advisor for insurance policies.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a Board of Directors composed of a maximum of sixteen (16) voting members of the Association, as follows:

Elected (8)

The five (5) elected officers:

- President
- 1st Vice President - House
- 2nd Vice President - Travel
- Treasurer
- Secretary / Safesport Coordinator

The three (3) members elected at large:

- Ice Coordinator
- Registrar
- Tournament Director

Appointed (7):

The seven (7) appointed board positions (appointed by above 8 elected) include:

- VSAHA State Representative
- Head Coach
- Fundraising Coordinator
- Women's Director
- Equipment Coordinator
- 8U Director (Formerly House Coordinator)
- Director of Player Development (Formerly Head Referee)

Assigned (1):

The one (1) assigned position:

- Past-President

Non-voting members (2):

- Player Safety Officer
- Communications Director

The term of office for officers and appointed Board members shall be for one (1) year ending immediately after the Annual Meeting, or until succeeded. The three members elected at large shall be elected by the voting members present at the Annual Meeting. Terms of the (3) positions elected at large (Registrar, Ice Coordinator, Tournament Director) shall be for three (3) years and will be staggered so under normal circumstances only one (1) member at large will be elected each year. Any member of the Board, on failure to attend any three (3) consecutive meetings shall be considered remiss and neglectful of duty and may, by action of the Board, be removed from office. Board members may succeed themselves for successive terms if duly elected or appointed.

An elected Board member or Past President may be appointed to no more than one of such appointed Board of Director Positions. Should a Board vacancy occur, the Board of Directors, by majority vote, shall appoint an Association member to serve for the balance of the year. Board members shall serve without compensation.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall meet as a Board as required during the year. Regular meetings of the Board shall be held monthly every third Thursday of the month. Any four (4) members of the Board may call a special Board meeting upon written notice to all Board members at least three (3) days prior to the meeting. The notices shall state the date of the meeting, purpose and the names of the members requesting the meeting.

A majority of the current Board members shall constitute a quorum at Board meetings. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if nine (9) Board members consent thereto, in writing, and such writing or writings are filed with the Minutes of the Proceedings of the Board. The Board shall have the entire authority in the management of affairs and finances of the Association and have general control of all its property. Without limiting any of the provisions herein, the Board will have all of the powers and authority granted directors under the Vermont Nonprofit Corporation Act (Title 11B VSA). They shall make such rules as they deem proper respecting the use and application of the Association's property and operating philosophy, fix penalties of offenses against the rules, and make rules for their own government and for the government of the committees appointed by them.

All appropriations from the funds of the Association shall be made by the Board. They shall appoint any committee, with full authority over them, as deemed necessary to the conduct of the Association business. They may remove officers at any time with or without cause.

They may establish, organize, and direct activities of hockey leagues, sponsor clinics, hockey games, and other activities in accordance with the aims of the Association. They shall make such rules as deemed proper and relevant to the conduct of all participants in the program.

The Board may conduct money raising projects, engage employees, agents, and servants to the extent necessary, determine their remuneration and borrow money; mortgage and pledge its assets, and do all other acts necessary to carry out the purpose of the Association.

They shall arrange for the audit of the records of the Secretary, Treasurer, and Committees whenever appropriate.

The Board shall establish the guidelines and philosophy in the program profile which shall be revised, updated and issued each year by September 1. The basis of the program must be a strong House Program, stressing individual instruction and playing time, and equal team strength. Added to this base must be an integrated special teams program for the purpose of permitting more talented hockey players to receive more advanced and concentrated instruction and to compete with teams from other associations.

The Corporation (Essex Amateur Hockey Association, Inc.) shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, successors and assigns, against any and all expenses, including amounts paid upon judgments, attorneys' fees and amounts paid in settlement (whether before or after suit is commenced), actually and necessarily incurred by such person or persons in connection with the defense or settlement of any civil claims, action, suit or proceedings in which they, or any of them, are a party or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person or persons shall have been adjudged to be liable for his/her own gross negligence or willful misconduct in the performance of his/her duty.

ARTICLE VIII

ADVISORY BOARD

An Advisory Board may be established by the Board of Directors. The function of the Advisory Board will be to perform Association related functions as set forth by the Board of Directors. The Advisory Board members will be assigned by the President and will meet at the discretion and direction of the President. Its members need not be members of the Association.

ARTICLE IX

501(C)(3) STATUS

The purpose of this Association is non-profit/charitable and as such the Association must always comply with those regulations set forth in the Internal Revenue Code.

Notwithstanding any other provisions of the Articles of Association, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization, or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidates for public office. In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of May and end on the last day in April in each year.

ARTICLE XI

SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words @Corporate Seal Vermont.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Vermont Nonprofit Corporation Act (Title 11B VSA) or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

DISSOLUTION

Upon dissolution of the Corporation the assets of the Corporation shall, pursuant to the Articles of Incorporation, inure to the benefit of a 501 (c)(3) corporation.

ARTICLE XIV

GENERAL CORPORATION LAW

Unless specifically covered herein, the affairs of the Corporation shall be governed by the Vermont Nonprofit Corporation Act (Title 11B VSA).

ARTICLE XV
AMENDMENTS

The Articles of the Association and By-Laws may be amended at any annual meeting or special meeting by a minimum of nine (9) members of the Board of Directors and two thirds of the votes cast by other members of the Association provided the proposed amendment(s) was included in the notice of the meeting.

ARTICLE XVI

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

Amended and Restated By-Laws
Adopted Date: September 21, 2023