



**Upper Valley Hockey Association
PO Box 1364
Lebanon, NH 03766**

Article I. Name and Structure

The name of the corporation shall be Upper Valley Hockey Association, Inc. (hereafter referred to as "the Corporation"). The Corporation is organized as a non-profit corporation in the State of New Hampshire pursuant to Ch. 292 N.H. RSA and Section 501(c)(3) of the Internal Revenue Code of 1986.

Article II. - Statement of Objectives

The objectives for which this corporation is established are to organize, operate, and maintain, without profit to the Corporation, an ice hockey program for the youths of Lebanon, NH and Hartford, VT and the surrounding communities, to enhance the spirit of cooperation of youth among each other and with adults, to teach the sport of ice hockey, and to afford youth an opportunity for personal growth through a structured physical activity, and all other activities exclusively calculated to further these objectives.

Article III. - Membership

The membership shall consist of those persons who subscribe to the statement of objectives in Article II or who demonstrate support of the Corporation by contributing property, either real or personal, or by serving actively to promote the objectives stated herein unless otherwise provided for as a result of a request for financial assistance. While members shall be required to have attained the age of majority, it shall not be a condition of membership that the member be a parent of a child who is participating in the organized activities sponsored by the Corporation. The membership votes on election of the Board of Directors and bylaws changes. A membership fee may be charged. The Board of Directors shall establish a participation fee for those youths who participate in the organized programs offered by the Corporation. The Board of Directors may waive such fee in cases of financial hardship as may be determined by the Board of Directors.

Maintenance of Membership List

The secretary of the Board shall maintain a membership list of all persons qualifying for membership. The list shall be made available to members upon request. The secretary shall remove a name appearing on the list upon request of the named person at any time. Disputes regarding inclusion or exclusion from the membership list shall be decided by the Board, provided, however, any person shall have absolute right to be excluded. The membership list, as of the date of the annual meeting of members, shall be conclusive for purposes of such meeting.

Article IV. – Board Directors

There shall be a Board of Directors consisting of a minimum of five (5) and a maximum of nine (9) persons elected from the membership, consisting the officers and the directors-at-large. The directors-at-large shall be elected by the membership at the annual meeting. The Board of Directors shall generally be responsible for establishing and carrying out the policies of the Corporation. The Board may assign responsibilities and duties to agents and to standing committee chairmen as it may deem necessary. It shall have charge of the business of the Corporation and of regulating the affairs thereof. Decisions of the Board are made by majority vote except as specified in these articles and the Policies and Procedures of the Corporation.

Nominations

Nominations shall be required for the election of directors. Members may speak in favor of the election of any person for the directorship(s) then under consideration by the meeting. A person who is not a member shall not be entitled to speak at the annual meeting unless introduced by a member.

Term

An individual elected to serve on the Board of Directors as a director-at-large shall hold office, upon qualification, for a term of two years or until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal from office. Two directors shall be elected as a slate in even-numbered years and three directors shall be elected as a slate in odd-numbered years to establish staggered terms, unless slates must be made larger to fill one or more vacancies. In the case of vacancies, elected terms will be the longer of one year or such person ceasing to be a director.

Resignation

A director may resign at any time by delivering a written notice of resignation, signed by

such director, to an officer of the Board, or if no officer is then available, then to any other director. Unless otherwise specified in the notice, the resignation shall take effect upon delivery. A resignation shall not require acceptance by the Board to be effective.

Vacancies

A vacancy exists of the Board of Directors when there are not five directors-at-large. A vacancy may be filled by the Board, at any meeting of the Board, provided the notice of the meeting expressly includes notice of a proposed election to fill a vacancy. The notice need not identify the candidate(s).

Removal of Directors

A director may be removed from offices for cause by vote of not less than seventy-five percent (75%) of the other directors then serving, provided the notice of the meeting at which such vote is taken expressly includes notice of the proposed removal and names of the person who may be removed. Cause for removal shall exist only when there is a

serious violation of a director's fiduciary duty to the Corporation or of any existing code of conduct or ethics of the Board, or if a director is habitually absent from meetings of the Board, or if a director no longer maintains his or her primary residence in the States of Vermont or New Hampshire or is otherwise disqualified to serve under these articles. Habitually absent is defined as the missing of three consecutive duly noticed meetings.

Article V. - Officers

The officers of the Corporation shall consist of a President, Vice President, Treasurer, and Secretary who shall be elected by the Membership at the Annual Meeting. The offices of President and Secretary shall be elected in odd-number years and the offices of Vice President and Treasurer shall be elected in even-numbered years.

Nominations

Nominations shall be required for the election of officers. Members may speak in favor of the election of any person for the office then under consideration by the meeting. A person who is not a member shall not be entitled to speak at the annual meeting unless introduced by a member.

Term

An individual elected to serve on the Board of Directors as an officer shall hold office, upon qualification, for a term of two years or until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal from office.

Resignation

A officer may resign at any time by delivering a written notice of resignation, signed by such officer, to another officer of the Board, or if no officer is then available, then to any other director. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

Vacancies

Any officer vacancy may be filled by the Board of Directors from its directors-at-large at any meeting, provided the notice of the meeting expressly includes notice of a proposed election to fill the vacancy. The notice need not identify the candidate(s). The vote of a majority of the directors then serving shall be required for the election, and the term of an officer so elected shall end upon the earlier of the completion of the original two-year term or such person ceasing to be a director.

Removal of Officers

An officer may be removed from office for cause by vote of not less than seventy-five percent (75%) of the other directors then serving, provided the notice of the meeting at which such vote is taken expressly includes notice of the proposed removal and names of the person who may be removed. Cause for removal shall exist only when there is a serious violation of a director's fiduciary duty to the Corporation or of any existing code of conduct or ethics of the Board, or if a director is habitually absent from meetings of the Board, or if a director no longer maintains his or her primary residence in the States of

Vermont or New Hampshire or is otherwise disqualified to serve under these articles. Habitually absent is defined as the missing of three consecutive duly noticed meetings.

President

The President shall preside over all meetings of the Corporation and of the Board of Directors, of which he/she shall be chairman and a voting member. He/she may assign responsibilities and duties to other officers and to standing committees as he/she deems necessary. He/she shall appoint the chairmen of all standing committees and Ad Hoc

committees, subject to approval of the board of Directors, and shall ex officio be a voting member of all committees with voting power only in the event of a tie vote.

Vice President

The Vice President shall preside over all meetings of the Corporation and of the Board of directors in the absence of the President and shall assume all duties and responsibilities of the President in case of the death or incapacitation of the President.

Treasurer

The Treasurer shall have control of the financial records of the Corporation and shall keep an accurate record of its receipts and disbursements. He/she shall receive all income to the Corporation and provide for its safekeeping. He/she shall disburse all moneys necessary for the operations of the Corporation. He/she shall submit reports of the financial status of the Corporation as required by law and by the Board of Directors.

Secretary

The Secretary shall have possession of the By-Laws and record books of the Corporation and shall maintain a record of each meeting of the Corporation and of the Board of Directors, of which he/she shall be secretary and a voting member. He/she shall notify members and directors of all duly called meetings.

Article VI. - Committees

Executive Committee

The officers of the Board shall constitute an executive committee of the Board which shall have the authority, subject to control by the Board, to act on behalf of the Board in matters involving policy interpretation, financial transactions specified by the Board from time to time, and legal actions. All actions of the executive committee must be approved by all officers. Minutes of executive committee meetings shall be submitted to the Board at its next meeting.

Other Committees

The Board of Directors may establish, from time to time, such standing committees as the Board of Directors believes necessary to further the objectives of the Corporation. The President shall appoint committee chairmen, with the concurrence of the Board of Directors, Such chairmen shall, in turn, appoint the members of their respective committees, with the concurrence of the Board of Directors.

Advisory Panels

The Board may, from time to time, appoint advisory panels of directors and/or other persons to provide advice and counsel to the Board. Any such panel shall not have authority to bind the Board but shall be advisory only.

Agents

Subject to the approval of the Board, the President may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. The Board may authorize any other officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Any such authorization may be general or limited to a specific contract or instruments.

Article VII. - Financial Matters

Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end June 30.

Budget

A tentative budget for the fiscal year shall be prepared by the Treasurer, for presentation to and approval by the Board of Directors. The budget shall be approved prior to the beginning of the fiscal year.

Expenditures

All expenditures shall be paid by check drawn on the account or accounts maintained by the Corporation in a bank or banks to be selected by the Board of directors. Subsequent to the end of the fiscal year, a complete financial report covering the previous year's income and expenditures shall be made available to the members of the Corporation.

Audit

The President shall appoint two persons, not to include the Treasurer, to audit the accounts of the Corporation on an annual basis. This two person audit committee shall submit a report to the Board of Directors.

Article VIII. – Regular, Annual, and Special Meetings

Regular Meetings: Quorum and Majority Vote

Regular meetings of the Corporation will be the third Wednesday of every month of the year.

The agenda for monthly Board of Directors meetings shall be presented prior to the start of each meeting. Any business not on the agenda shall be tabled until the next meeting.

Unless otherwise provided in the articles or in any applicable law, at every meeting of the Board, 50% of the directors then serving shall constitute a quorum and, unless otherwise provided in these articles or in any applicable law, the action of a majority of those present at such meeting at which a quorum is present shall be the action of the Corporation. No business shall be transacted without a quorum.

Annual Meetings: Quorum and Majority Vote

The Annual Meeting of the Corporation shall be held by March 31st of each year on such date and at such time and place as shall be designated by the Board. At least ten (10) calendar days in advance of the meeting, the secretary of the Corporation shall cause a notice to be placed in the Valley News or some other newspaper with general circulation within the City of Lebanon, NH, the Town of Hartford, VT, and surrounding towns, warning of the meeting and that this notice shall appear three times prior to the meeting.

The President shall be the presiding officer at the annual meeting, and the order of business shall be as follows: proposed amendments to the articles, followed by election of officers, followed by election of directors-at-large. Each member of the Corporation shall have one vote, and no proxy, delegated, or absentee votes shall be counted. Any seven (7) members may demand a written ballot. Ten (10) members actually in attendance at the meeting (or 25% of the membership, if less) shall constitute a quorum. If a quorum is not obtained, the presiding officer shall call the meeting to order, declare a lack of quorum, and declare the meeting recessed to a date, time, and place, in which event the meeting shall be held as ordered without further notice.

Voting for directors-at-large shall be conducted in a single election and the two or three persons (depending upon the even/odd nature of the year) who receive the largest number of votes shall be the directors elected. In the event of a tie, a second, or additional, election(s) shall be held immediately to break the tie between the tied candidates. Whenever voting occurs for newly established staggered terms for directors, or when voting involves open directorships having different term lengths by reason of a prior unfilled vacancy, the election shall be divided into as many different elections as there are different lengths of terms to fill

and the separate elections shall be held in decreasing order of the length of the term (i.e. the longest term first, the next longest term second, and so forth).

Special Meetings

The Board of Directors may, from time to time, hold such special meetings as the business of the Board may require. Special meetings may be called at any time, by any officer of the Board, or by any director-at-large, provided written notice is given to all other members of the Board. Any special meeting of the Board must be accompanied by minutes of its proceedings.

Notice and Waiver of Notice

Any notice required by these articles may be given orally unless expressly required to be in writing. Any notice required to be in writing may be hand delivered to a director or faxed, electronically mailed, or mailed by regular or other U.S. mails to a director at his or her current address for such purpose, and shall be deemed to be given upon being properly dispatched. Any notice required by these articles may be waived by a director, which waiver may be oral, in writing, or implied by attendance at a meeting where a right to object based upon lack of notice is not expressly reserved by such director.

Action Without a Meeting

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all directors then serving consent thereto, in writing, and such writing of writings are filed with the minutes of the proceedings of the Board.

Participation by Electronic Device

For all purposes under these articles, a director shall be deemed present and may participate in any meeting of the Board by means of a conference telephone, video conferencing equipment, or other device by means of which all directors in the meeting can at least hear each other.

Parliamentary Authority

All meetings of the Corporation and of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, Revised.

Article IX. - Amendments

These Articles may be amended or repealed by a two thirds vote of the members present at a meeting of the membership provided a quorum is present and provided notice of the meeting with reference to the proposed amendments or repeal is given in the manner provided herein for notice of the Annual Meeting at least ten (10) calendar days prior to the meeting.

Article X. – Passage and Effect

Upon passage by the general membership, these By-Laws and all future amendments hereto shall become the governing document of the Corporation and shall supersede all pervious bylaws.

Article XI. - Succession

The Corporation shall have perpetual succession.

Article XII. - Dissolution

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for or the payment of all liabilities for the corporation, shall distribute the assets of the corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.