

VALLEY YOUTH HOCKEY ASSOCIATION, INC.
AMENDED AND RESTATED BY-LAWS

CONSTITUTION AND BY-LAWS DRAWN AND APPROVED ON SEPTEMBER 21,
1986 AND SUPERSEDING ISSUE OF SEPTEMBER 9, 1971.

REVISED AND APPROVED ON AUGUST 25, 1997

(ARTICLE X SECTION 1, FISCAL YEAR CHANGE MADE ON MAY 29, 1990 BY A
UNANIMOUS VOTE OF THE BOARD.)

BYLAWS AMENDED AND RESTATED EFFECTIVE October 2, 2018

REVISED, AMENDED, AND APPROVED EFFECTIVE MARCH 3, 2023

**AMENDED AND RESTATED BYLAWS
OF
VALLEY YOUTH HOCKEY ASSOCIATION INC.**

Article I. Name

Section 1. The name of this organization shall be VALLEY YOUTH HOCKEY ASSOCIATION, INC., hereinafter the By-Laws referred to as the “Association” or the “corporation”.

Article II. Place

Section 1. The office of the Association shall be 1110 Vinyard Road, Vinton, Virginia 24179. The correspondence address shall be:

P.O. Box 20362
Roanoke, VA 24018

Article III. Purpose

Section 1. The corporation is organized exclusively for civic and educational non-profit purposes under the laws of the State of Virginia.

Included for such purposes is the making of distributions to organizations under section 501(c)(3) of the United States Internal Revenue Code or corresponding section of any future Federal tax code.

Section 2. The corporation is organized to educate youth through teaching, playing and coaching recreational amateur ice hockey. The training/teaching of coaches and officials is an integral part of this process.

Article IV. Government

Section 1. The government of this corporation shall be vested in a Board of Directors consisting of no less than 6 members, and no more than 14 members, hereinafter in the By-Laws referred to as the Board. This number may increase at any time by amendment of these Bylaws. No reduction in the number of Directors shall have the effect of shortening the term of any incumbent Director. Officers of this corporation shall be a President, Vice-President, Secretary, Treasurer, and Registrar. For the sake of good continuity from year to year, the following slate of officers may be chosen - President, Vice-President, Secretary, Treasurer, and Registrar.

Section 2. The officers and directors of this organization shall be elected in the manner and for terms of office prescribed by the By-Laws.

Article V. Membership

Section 1. The parents, or legal guardians of any valley youth hockey player of good standing, and/or volunteers are eligible for membership with full privileges thereof, provided said youth meets the requirements as prescribed by the corporation.

Section 2. Discrimination because of race, sex, religion, color or ethnic background is contrary to association principles and shall not be practiced.

Section 3. Approval of membership shall be made by vote of the Board of Directors of the corporation. Such application for membership shall be submitted to the Board of Directors for approval. Every person who accepts membership in the corporation shall be deemed to have agreed as a condition of such membership to be bound by the terms and conditions of these Bylaws, as the same may be amended from time to time as provided herein.

Section 4. The annual meeting of the members shall be held on the same date as the annual meeting of the Board of Directors, at the time and place designated by the Board of Directors. The annual meeting is for electing and installing the newly elected Directors. Special meetings of the members may be held at any time and place upon the call of a majority of the Board of Directors.

Section 5. At all meetings of the members, one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum for the election of the Directors. If a quorum is present, a majority of those voting shall decide any question, unless otherwise provided herein or by law. Voting by proxy or deputy shall be permitted.

Article VI. Limitations

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including

the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as amended. Should the aforementioned Code be hereafter amended or renumbered, the references herein shall be deemed to refer to the equivalent provisions of the amended Code.

Article VII. Dissolution

Section 1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any fixture federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Circuit Court of the place in which the principal office of the corporation is then located, exclusively for such purposes or the such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII. Quorum

Section 1. A quorum to transact business at any meeting of the Board shall be a simple majority of the Board of Directors of this corporation.

Article IX. Amendments

Section 1. These Bylaws may be amended at any meeting of the corporation by a two-thirds (2/3) vote of the Board of Directors, providing previous notice of the proposed amendment has been give ten (10) days in advance.

Article X. Fiscal Year

Section 1. The affairs of the organization shall be conducted on the basis of a fiscal year beginning July 1 and ending June 30.

Article XI. Government

Section 1. Acceptance of youth into activities of this Association shall not contravene the principles of membership set forth in Article V of the Bylaws.

Section 2. Application and Acceptance

Membership shall be by application, completed in its entirety and accompanied by the annual dues as set for that year by the Board.

Section 3. Dues

Dues shall be set annually by the Board, prior to commencement of the season. Dues shall be paid in its entirety at the time of registration. In hardship cases, dues may be waived entirely if so voted by a majority of the Executive Council

Section 4. Denial of Membership

No application for membership shall be accepted if:

1. Dues from a prior year were not paid.
2. Prior suspensions are still outstanding.
3. Equipment from a prior year is still outstanding.
4. Proof of age within five days of request by the Association is not received.

Section 5. Membership Limits

The Association will accept as many applicants as budgetary quantity of ice and ice hours will permit. If it is necessary to limit the number of member/participants, members from the immediate previous year shall be allowed first consideration.

Section 6. Participation and Suspensions

Any member can be suspended from participation in the activities of this corporation by a two-thirds vote of the Board of Directors, if said member or its child violates any rule or regulation, as set forth by the By-Laws or Rules Governing the Game of Ice Hockey as amended. During any period of suspension, such delinquent member shall not be entitled to vote on any issue.

No youth may commence participation in any activities of this Association until he/she has met the requirements as set forth in these Bylaws.

Article XII. Government

Section 1. General Supervision

The Board of Directors shall have general supervision of the affairs of the Association and are charged with carrying out the Articles of the By-Laws.

Section 2. Finance

Funds of the Association shall be withdrawn from the bank with which they are on deposit by the signatures of the President and the Treasurer.

All obligations exceeding \$2,500 made in the name of the Association shall have prior approval of the Board. Obligations less than or equal to \$2,500 shall be authorized by majority vote from the Executive Council.

The corporation may receive gifts and contributions and may raise and use funds in any manner compatible with status as tax exempt and as a donee for tax deductible gifts. Gifts may not be accepted if conditioned upon any action which would prejudice such status.

Special functions such as tournaments shall have a budget submitted to the Board for approval.

An audit committee shall be appointed by the President prior to the end of the fiscal year. This audit committee shall audit the finances of the Association and report their findings at the last meeting of the fiscal year.

Article XIII. Elections - Directors

Section 1.

- a) Directors shall be elected by the parents or legal guardians of Association members at the annual meeting. Each parent or legal guardian shall have one vote regardless of the number of their children in the Association.
- b) The Executive Council shall establish the number of directors elected for a three (3) year term at the general board meeting to maintain the minimum number of required board members needed as stated in Article IV – Section 1. Approved by majority vote from the Board of Directors no less than thirty (30) days prior to the general board meeting.
- c) Outgoing members may be re-elected for another term.
- d) Voting shall be by secret ballot.
- e) All parents and legal guardians of registered members shall be entitled to attend the annual meeting and vote.

Article XIV. Elections - Officers

Section 1. Offices to be filled:

Immediately following the annual elections for Directors, the new Board shall elect in the following order:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Registrar

All of the above constitute the officers of the Association. At the option of the Board, an additional officer may be elected and designated as Board Chairperson. The President shall serve no more than 4 consecutive years.

Section 2. Restrictions

All officers shall be elected from the Board of Directors for a period of one year and until their respective successors are elected, but any officer may be removed summarily with or without cause and at any time by the Board.

No Officer shall hold more than one office in the same term.

Section 3. Ballot

- a) Voting shall be done by secret ballot for each office.
- b) If a position is being unopposed, then the Board of Directors has the right to vote on the affirmation for the position.
- c) If the candidate does not receive majority of eligible votes by the Board of Directors, then a new candidate must be established.

Section 4. Term of Office

Officers shall take office no later than May 1st of each year.

Article XV. Vacancies

Section 1. General

Vacancies on the Board or in any office may be filled by appointment from the elected president and voted in by majority vote from the Board of Directors. Such appointees shall serve out the remainder of the term to which appointed. This is necessary to facilitate Article IV – Section 1.

Any vacancy does not need to be filled per guidance from the elected president. A vacancy that has not been filled will effectively reduce the number of board members immediately. This is necessary to facilitate Article IV Government – Section 1.

Section 2. Absence

A vacancy is deemed to exist if any Director has been absent from three (3) consecutive Board meetings without good cause. Such vacancies shall be filled as described in Section 1 and the absent Director shall be notified in writing.

Section 3. Removal of Director

A Director/Officer may be removed from the Board by a majority vote of the Directors with or without cause at a meeting called for the purpose of removing him, and the notice of the meeting must state that the purpose, or one of the purposes of the meeting, is removal of the Director. The subject Director/Officer shall be informed in writing five (5) days prior to a meeting of the Board to discuss and vote on such action. Following said meeting, the outcome of the Board's decision shall be immediately conveyed to subject Director/Officer in writing.

Section 4. Resignation

Any Director desiring to resign may do so by giving written notification of his or her intent to the President or Vice-President of the Board.

Any vacancy does not need to be filled per guidance from the elected president. A vacancy that has not been filled will effectively reduce the number of board members immediately. This is necessary to facilitate Article IV Government – Section 1.

Article XVI. Officers

Section 1. President

- a) It shall be the duty of the President (provided that no Board Chairman has been elected) to preside at all meetings and to enforce all rules and regulations relating to this Association.
- b) Shall call meetings of the Association.
- c) Shall appoint all committee chairpersons.
- d) Shall be an ex-officio member of all committees (may be a member.)
- e) May delegate the routine management of the Association.
- f) Shall act as official spokesperson of the Association.
- g) Shall be custodian of all official records of the Association.

Section 2. Vice-President

- a) It shall be the duty of the Vice-President to preside at all meetings in the absence of the President, provided that no Board Chairperson has been elected.
- b) Is responsible for becoming familiar with all duties of the President.
- c) Is responsible for assuring all committee chairpersons are performing their assigned tasks/duties.

Section 3. Secretary

- a) Proceedings of all meetings shall be recorded by the Secretary.
- b) Shall distribute copies of the minutes of a Board meeting to all Directors following a meeting in a timely manner.
- c) Shall circulate all correspondence of interest.
- d) Shall handle all correspondence of interest.
- e) Responsible for maintaining a current record of Association membership unless this has been assigned to a membership chairman / registrar In that event, the Secretary shall be given current copies of membership rosters for safekeeping and to assist the Secretary in performance of her/his duties.
- f)

Section 4. Treasurer

- a) All monies payable to and disbursed from the Association shall be the responsibility of the Treasurer.
- b) The deposits of the cash receipts of the Association shall be made at least bi-weekly.
- c) A detailed hard copy of all transactions with verified balances shall be kept on a monthly basis. Said hard copy shall be of such form as to readily assimilate into an acceptable report for the Internal Revenue Service.
- d) The Treasurer shall submit a financial report at each meeting of the Board or when called upon by the President to do so.
- e) A detailed report shall be submitted to the Board at the fiscal year end meeting of the Board.
- f) Is Chairperson of the Finance Committee.

Section 5. Board Chairperson:

If this position is deemed necessary by the Board of Directors, the Board Chairperson:

- a) Shall preside at all Board meetings.
- b) Shall oversee the Executive Council.

Section 6. Registrar

VYHA Registrar ensures all players, coaches, and volunteers in the program are properly registered with USA Hockey (USAH) and local Affiliate.

Responsibilities include:

- a) Create and manage registrations using organization chosen platforms for all VYHA programming and initiatives.
- b) Create USAH player rosters for all teams/programming for Regular and Spring seasons.
- c) Registers all coaches and volunteers and ensures continuous compliance of certifications, background checks, and SafeSport requirements.
- d) Ensures waiver of liability for all VYHA registrations and events
- e) Collects and maintains record of birth certificates for all VYHA (Roanoke Jr Dawgs) players as required for Tier II and/or tournament registration.
- f) Works with National Registrar to complete International Transfer process for any players/coaches/volunteers who are non-US citizens.
- g) Attends VYHA Board meetings and provides association census, registration updates, and timelines to Board and Committees.
- h) Ensures all players are properly registered at the correct division per USAH guidelines. Works with State Registrar on any requests for exception to divisions (as approved by VYHA Board and Local Affiliated).
- i) Provides player/parent communication and rostering information to all VYHA coaches.
- j) Supplies VYHA (Roanoke Jr Dawgs) rostering and association information for Tournament registration.
- k) Works with other USAH associations complete required documentation needed for teams to Travel within our state.
- l) Collaborates with VYHA Treasurer to facilitate registration fee processes for fundraising and other initiatives.
- m) Collaborates with VYHA Treasurer to determine and adhere to payment plan timelines and fee collection for programming.
- n) Collaborates with VYHA Board to review member requests for Financial Aid and/or Refunds and communicates outcome of vote to applicant.
- o) Other responsibilities related to membership and USAH registrations as requested by Board of Directors.

Article XVII. Meetings

- Section 1. There shall be regular meetings of the Board, duly announced and not less than quarterly. It is recommended that the Board meet monthly during the playing season. Meetings may be called upon request of a majority of the Board of Directors. These meetings are open to the membership but said members have no vote.
- Section 2. There shall be an annual meeting of the Board of Directors held each year in the month of April at the Association's principal place of business or at such other time and place determined by the Board. Other meetings of the Board shall be held at times fixed by resolution of the Board, or upon the call of the president or a majority of the Directors. Notice of any meeting not held at a time fixed herein or by resolution of the Board shall be given to each Director at his residence or business address by delivering such notice to him or by telephone, facsimile or electronic mail at least twenty-four (24) hours before the meeting. Any such notice need not set forth the purpose of the meeting. Meetings may be held without notice if all the Directors are present or those not present waive notice before or after the meeting. A Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as hereinafter provided, the waiver shall be in writing, signed by the Director entitled to the notice, and shall be filed with the minutes or corporate records. Attendance by a Director at a meeting shall constitute a waiver or notice, unless the Director at the beginning of the meeting or promptly upon his arrival objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. The Board may permit any or all Directors to participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other

during the meeting, provided that the Secretary of the meeting shall maintain complete and accurate minutes of all such meetings.

Section 3. It has been the custom of this Association to hold a general meeting at season's start-up to acquaint new and old members with the coming season's plans. The general meeting shall be held within 60 days of the conclusion of the winter hockey season as defined by USA Hockey. March 31st is the end of the winter season per USA Hockey guidance.

Section 4. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if such action shall be evidenced by one or more written consents stating the action taken, signed by the Directors, and included in the minutes or filed with the records of the Association. Action taken under this Section is effective when the last Director signs the written consent, unless the consent specified a different date and also reflects the date of execution by each Director, in which event the action taken is effective as of the date specified therein. A written consent under this Section shall have the same force and effect as a unanimous vote of the Board.

Section 5. If a quorum is presented when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board. A Director who is present at a meeting of the Board or a Committee of the Board ("Committee") when corporate action is taken is deemed to have assented to the action taken unless (1) he or she objects at the beginning of the meeting or promptly upon his arrival to holding the meeting or transacting specified business at the meeting; or (2) he or she votes against, or abstains from, the action taken.

Article XVIII. Committees

Section 1. The following Committees are recommended by the Board.

Executive Council
Finance
Membership Growth
Community Relationships

Programming Sub-Committee
Marketing
Fundraising

* Refer to Attachment 1 for Policy & Guidance instructions as it relates to Committees.

The Standing Committee Worksheet shall be updated annually and made available to the membership.

Such Committees shall exercise only those powers specially vested in them by the Board of Directors. The President shall designate individuals to constitute the members of each Committee. No individual shall be designated as the Chair or member of a Committee without prior consent of the President. The members of each Committee shall serve at the pleasure of the Board. The creation of a Committee and appointment of members to it shall be approved by a majority vote of the Directors.

Section 2. The Articles of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and voting requirements of the Board, apply to Committees and their members as well. For the purpose of establishing a quorum, a majority of the members of a Committee shall be considered a quorum.

Section 3. The Board may from time to time assign to each Committee such duties and responsibilities as the Board may deem advisable. To the extent permitted by such a Board resolution, each Committee may exercise authority of the Board, except that a committee may not (a) fill vacancies on the Board or on any Committees; (b) amend the Articles of Incorporation; or (c) adopt, amend, or repeal these Bylaws.

Article XIX. Player / Parent Handbook

Section 1. The Board shall provide an annual Player / Parent Handbook to provide guidance and policy.

Article XX. Supplementary Authority of the Board of Directors

Section 1. The Board shall have the power to:

- a) Amend any rule covered in the "Official Playing Rules" governing the game of ice hockey to meet local needs.
- b) Select or transfer any boy/girl from one team to another to balance play.
- c) Sanction all "travel teams" which play against teams outside this Association.

Article XXI. Parliamentary Authority

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 to which they are not inconsistent with these by-laws, the Virginia Nonstock Corporation Act, as amended, or any special rules or order the Association may adopt.

Article XXII. Amendments

These by-laws may be amended at any Board meeting by a two-thirds (2/3) vote, provided the amendment was submitted in writing at the previous Board meeting.