

# **BY – LAWS**

Of The

## **SCHENECTADY YOUTH HOCKEY ASSOCIATION, INC.**

### **ARTICLE I – Offices**

The principal office of the corporation shall be in the Town of Glenville, County of Schenectady, State of New York. The corporation may also have such other offices as the Board may, from time to time, determine to be in the best interest of the Corporation or the business of the corporation may require.

### **ARTICLE II – Purposes**

The purposes of which this corporation has been organized are as follows:

To conduct an active nonprofessional ice program for youths under the age of 19 years; to develop its players' abilities and promote their interest and understanding of the game of ice hockey through competitive and recreational supervised, instructional hockey activities.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for pecuniary profit or financial gain of its members, directors, or officers, except as may be permitted under the Non-for-Profit Corporation Law.

The corporation is organized exclusively for charitable and educational purposes and the making of distributions to organizations qualified under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. Internal Revenue Code), and the Corporation shall restrict its activities to those permitted by such section of the Internal Revenue Code so as to continually qualify as a charitable organization under the IRC.

### **ARTICLE III – Membership**

#### **1. Qualifications for Membership**

Anyone over the age of 18 who is interested in supporting and furthering the purposes as set forth in Article II of the By-Laws may become a member of the Corporation, as hereinafter provided.

Families with a skater or skaters registered to skate are provided one membership in the Corporation as part of the registration fee for the skater or skaters. The annual dues are included in the registration fee for a skater at any skating level of the Corporation. One of the parents/legal guardians of the player will be designated at the time of registration as the

member for the skater or skaters, unless another individual is designated for this purpose at the time of registration with the written consent of the parents/legal guardians. Each member in goodstanding is entitled to one vote at any meetings of the membership.

Individuals of the age of 18 or older at the start of the corporation year interested in supporting and furthering the purposes as set forth in Article II of the By-Laws may apply to the Board of Directors for an associate membership in the Corporation. Once approved by the Board of Directors as an associate member and upon payment of the annual dues of \$100.00, the individual will be entitled to all rights accorded a member.

## **2. Membership Meetings**

The annual membership meeting of the Corporation shall be held within two months from the end of each hockey season, or otherwise on such date as scheduled for such purpose at the discretion of the Board of Directors.

The Secretary shall post a notice of the annual meeting setting forth the time and place of the annual meeting on the website of the Corporation, not less than 7 days before such annual meeting shall take place, and shall otherwise cause said meeting to be announced to the membership as the Board of Directors may, in its discretion, designate.

A quorum shall be necessary to conduct the business of the Corporation. However, a lesser number may adjourn the meeting for a period of not more than two weeks from any membership meeting date scheduled by the Board of Directors and the Secretary shall cause a notice of the rescheduled date of the meeting to be posted on the Corporation's website. A quorum as herein above set forth shall be required at any adjourned meeting of the membership. The majority vote of the members present, once a quorum is attained, shall be sufficient to carry any vote or motion.

## **3. Special Meetings**

Special meetings of the membership of the Corporation may be called by the President or a majority vote of the Board of Directors. Once a meeting is called in accordance with the foregoing, the Secretary shall post a notice of the meeting setting forth the time, date and place of the membership meeting on the website of the Corporation, not less than 7 days before such meeting, and shall otherwise cause said meeting to be announced to the membership as the Board of Directors may, in its discretion, designate. The notice of the special meeting shall also state the purpose of such meeting. No other business but that specified in the notice may be transacted at such special meeting.

## **4. Fixing Record Date**

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the record date for the determination of eligible members shall be the date 30 days before any membership meeting.

## **5. Quorum**

The presence at any membership meeting of not less than one tenth of the current members (including proxies) shall constitute a quorum and shall be necessary to conduct the business of the Corporation.

## **6. Action by Members at a Meeting**

No action may be taken by the membership without a meeting duly called at which a quorum is present.

## **7. Membership Roll**

A membership roll showing the list of all members of the Corporation as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting of members upon the request of any member who has given written notice to the Corporation that such request will be made, provided such notice is given to the Secretary at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting, and no one else will be permitted to vote as a member.

## **8. Proxies**

Every member entitled to vote at a meeting of members may authorize another person or persons to act for him/her by proxy. Every proxy must be an original document signed by the member or his/her attorney-in-fact with an appropriate acknowledgement attested to by a Notary Public. No proxy shall be valid after the expiration of eleven months from the date thereof. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

The Board of Directors may stipulate proxy voting at the annual, special or other membership meeting is not allowed. Notification of this stipulation will be made by the Secretary in conjunction with the announcement of the meeting. The Board of Directors may also consider certain means of electronic voting, such as on the Slate of Candidates for Board positions, as desired and applicable and not otherwise prohibited in the Bylaws.

## **9. Order of Business**

The order of business at all annual meeting of the membership of the Corporation shall be essentially as follows:

1. Approval of the minutes of the preceding membership meeting.
2. President's report and other hard copy materials (program, financial, etc.)
3. Vote on Slate of Candidates Nominated by the Board of Directors if not occurring prior to the meeting.
4. Association award presentations
5. Adjournment

## **ARTICLE IV – Directors**

### **1. Management of the Corporation**

The Corporation shall be managed by the Board of Directors which shall consist of a Board with no fewer than 7 Directors and no more than 18 Directors. Each director shall be at least eighteen years of age, and a member or associate member in goodstanding.

### **2. Election and Term of Directors**

The Board, acting as the Nominating Committee for the Corporation, shall solicit interest from the membership in serving on the Board on an annual basis. This time specific solicitation shall result in a final list of candidates to be considered by the Board for each Board position. For each Director (non-Officer) position, only the names of all candidates receiving a majority Board quorum vote shall be listed on the slate provided to the membership with an indication of the Board recommended candidate based upon the number of Board votes received. At the annual meeting of the membership, or other such time or method designated by the Board and with prior notice to the membership, the membership shall vote on the Board approved slate. The membership shall vote for the Board recommended candidate, other listed candidate or abstain for each position on the slate. Each elected Director shall hold office until the next annual meeting of the membership and until his successor has been elected, or until his/her prior resignation or removal.

### **3. Increase or Decrease in Number of Directors**

The number of Directors may be increased or decreased by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

### **4. Newly Created Directorships and Vacancies**

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office, unless otherwise provided in the Certificate of Incorporation of the Corporation. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

### **5. Removal of Directors**

Any or all of the Directors may be removed for cause by vote of the membership or by action of the board. Directors may be removed without cause only by vote of the members.

### **6. Resignation**

A Director may resign at any time by giving written notice to the Board, the President or

the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

## **7. Quorum of Directors**

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire board with voting privileges shall constitute a quorum for the transaction of business or any specified item of business. When a quorum is not met, Board members unable to attend a meeting in person may participate and vote via teleconference at the discretion of a majority of the Board members in attendance.

## **8. Action of the Board**

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

## **9. Place and Time of Board Meetings**

The board may hold its meeting at the office of the corporation or at such other places, either within or without the state, as it may from time to time designate for this purpose.

## **10. Regular Annual Meeting**

The regular annual meeting of the Board shall be held within 45 days following the annual meeting of members.

## **11. Regular Meetings of the Board and Attendance Requirements**

Regular Meetings of the Board will typically be held once a month during the year, as designated by the Board of Directors.

All Board members are expected to attend each meeting. A Board attendance problem exists with any of the following conditions:

1. The member has two un-notified absences in a row (“un-notified” means the member did not contact the Secretary before the meeting to indicate their anticipated absence);
2. The member has three notified absences in a row;
3. The member misses one third of the total number of board meetings in a twelve-month period;

If an attendance issue exists, the Board can vote to remove the Board Member, remove the Board Member’s voting rights or other such remedial action.

## **12. Special Meetings of the Board**

The President or a Vice President of the Corporation may call a special meeting of the Board as determined to be necessary to conduct the affairs of the Corporation. The President or a Vice President shall call a special meeting at the written request of 3 or more board members.

## **13. Notice of Meetings of the Board**

Regular Monthly Meetings of the Board of Directors will be held with notice at such time and place as the Board shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called as provided for above upon three days' notice to each director, given either personally or by email. Each Board member will be provided at least 7 days' notice of the regular annual meeting. The next three subsequent Board meetings will be scheduled at the adjournment of each meeting and confirmed in the minutes of each such meeting. The Secretary will provide a meeting agenda and any required supplemental information one week prior to each regular monthly meeting to each Board member. The Secretary will provide Board meeting minutes to each Board member within one week of each meetings adjournment.

## **14. Adjournments of Board Meetings**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment.

## **15. Chairman**

At all meetings of the Board the President, or in his/her absence, the Administrative Vice-President, or in his/her absence, a Chairman chosen by the Board members then present shall preside.

## **16. Executive and Other Committees**

The Board of Directors, by resolution adopted by a majority of the entire board, may designate from among its members an Executive Committee and such other committees, each consisting of three or more directors, as the Board of Directors may determine, in its discretion, to be desirable for the Corporation to carry out its operations. Each such committee shall serve at the pleasure of the Board and shall report to the Board as requested or on some other frequent basis. It is expected that all committees, with the exception of the Executive and Discipline ad hoc committees, will meet at least once per season. The committees will keep meeting minutes and report meeting outcomes to the Board. The Board can consider dissolving committees that do not meet these requirements.

## 17. Rink Management Committee

A Standing Committee is herein provided for to be known as the Rink Management Committee, which shall continue to exist for so long as the Corporation is a party to a Rink Management Agreement with the County of Schenectady (or otherwise continues to act as the manager of the rink), which agreement as presently conceived or as the same may hereinafter be amended generally provides that the Corporation is to manage the ice rink known as the Schenectady County Recreational Facility on behalf of the County of Schenectady, as otherwise provided for in the documents establishing this rink management role.

The Rink Management Committee shall consist of Seven Members, including three members who are not, as of the time of his/her appointment, on the Board of Directors of the Corporation, the President, and three members who are, as of the time of such appointment, members of the Board of Directors. Each member of the Rink Management Committee, who is not on the Board of Directors, shall be appointed by the Board of Directors for three year renewable terms. Each member of the Rink Management Committee, that is also on the Board of Directors, will serve a term that is the lesser of their Board term or a three year renewable term.

The appointment to and confirmation of the Rink Management Committee shall occur at the Annual Meeting of the Board of Directors. Any vacancies occurring as a result of the death, resignation or removal of a Committee member shall be replaced as soon as is practicable by the Board of Directors. In every case, a non-Director committee member vacancy shall be replaced by a non-Director committee member replacement, and a Director committee member vacancy shall be replaced by a committee member who is then serving as a Director for the Corporation, so that the desired balance is retained at all times.

The Rink Management Committee is intended to independently oversee, manage and direct the operations of the ice rink known as the Schenectady Recreational Facility for the benefit of all ice users seeking to use such facility, and for the recreational benefit of the greater Schenectady County area, under the general direction of the Board of Directors. The financial operations of the Rink Management Committee occurs within the context of the Corporation and therefore the Board of Directors has a fiduciary duty to insure that the financial and other affairs of the ice rink governed by the Rink Management Committee are conducted in a business-like and prudent manner, seeking to maximize the financial return of the facility first and foremost, while also maximizing its recreational benefit to the public as a secondary objective.

The Rink Management Committee cannot, in the exercise of its duties, favor one potential ice user over another or conversely, discriminate against one potential ice user instead of another, and instead is bound to offer all interested ice users an equal opportunity to rent ice at this facility, as further provided for in the governing documents of the bond issue and the Rink Management Committee's guidelines on ice users, as the same may, from time to time, be amended.

## **ARTICLE V – Officers Offices, Election, Term**

### **1. Election of Officers**

Unless otherwise provided for in the Certificate of Incorporation, the Board shall elect or appoint a President, a Vice-President of Hockey Operations, a Administrative Vice President, a Secretary, a Treasurer, and such other officers as it may determine to be necessary or desirable, who shall have such duties, power and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the next meeting of the Board of Directors following the annual meeting of members. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

### **2. Removal, Resignation, Salary**

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the un-expired term of the office vacated by such death, resignation or removal. Any two or more offices may be held by the same person, except the offices of President and Secretary. The salaries of all officers shall be fixed by the board, and must be ratified by the membership.

### **3. President**

The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the members and of the Board. The President shall oversee and direct the general management of the operations of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

### **4. Vice-Presidents**

During the absence or disability of the President, the Administrative Vice-President shall have all the powers and functions of the President. The Administrative Vice-President shall perform such other duties, as the Board shall proscribe for such position or the President may delegate to the Administrative Vice-President. Other Vice-Presidents of the Board include the Vice-President of Hockey Operations.

### **5. Secretary**

The secretary shall keep the minutes of the Board of Directors and also the minutes of the meetings of the Members. The secretary shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. The secretary shall attend to the giving and servicing of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; the secretary shall attend to such correspondence as may be assigned to him/her,



and perform all duties incidental to this office. The secretary shall kept a membership roll containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing the addresses or residences of same as last reported to the Corporation and the time when they became members.

## **6. Treasurer**

The Treasurer of the Corporation shall receive all monies of the Corporation and shall deposit all monies in a federally insured bank account. He/she shall keep all books, records and accounts and shall cause all bills of the Corporation to be paid. He/she shall also present an annual report setting forth in full the financial condition of the Corporation at the annual meeting of the membership and be prepared to give a short financial report at any regular meeting of the Board of Directors. He/she shall, upon reasonable request, exhibit his/her books and accounts to the President or to the Board of Directors, at the offices of the Corporation, during ordinary business hours. The President and Vice Presidents shall have the power to sign checks. As a control measure, the Treasurer is specifically prohibited from having the power to sign checks for the Corporation.

## **7. Sureties and Bonds**

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct conditioned upon the faithful performance of his/her duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his/her hands.

## **ARTICLE VI – Seal**

The seal of the Corporation shall be as follows:



## **ARTICLE VII – Affiliations**

The Corporation may affiliate with and cooperate with NYSAHA, USA Hockey, and/or any other governing bodies of international and national amateur ice hockey, seeking to promote youth ice hockey.

## **ARTICLE VIII – Construction**

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern and control.

## **ARTICLE IX – Amendments**

The By-Laws may be adopted, amended or repealed by the Board of Directors.

If any By-Law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next Annual Meeting of members for the election of Directors the By-Law so adopted, amended or repealed, together with concise statement of the changes made.