

BY-LAWS

**DOVER YOUTH HOCKEY ASSOCIATION INC.
(DYHA)**



**LAST REVISION APPROVED - 05/16/2022
BOARD APPROVED - 05/16/2022**

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ARTICLE I – NAME

The name of this organization shall be “Dover Youth Hockey Association, Inc.” (DYHA) and shall operate as a 501(c)3 non-profit organization - Revised 5/8/2012, 1/22/18

ARTICLE II - PURPOSE

Section 1: To provide procedures, policies and direction for the Dover Youth Hockey Association (DYHA) Board of Directors (BOD). - Revised 1/22/18

Section 2: To promote the development of a Youth Hockey program in the greater Dover, New Hampshire area in conjunction with the latest revision of the Dover Youth Hockey Association – Program Guide. Revised 1/22/18

Section 3: To provide hockey skill development and game play opportunities and instruction for youth in the Dover area without regard to race, color, creed, sex, gender or national origin. Revised 5/16/2022

Section 4: To buy, mortgage, sell, lease, hire, or own real estate and personal property and to erect, build and/or maintain any such real estate, buildings, and structures which may be necessary and proper for the Corporation.

Section 5: To operate exclusively for charitable, scientific, literary, and educational purposes, defined in accordance with the applicable provisions of the Internal Revenue Code of the United States. Provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntarily or involuntarily, or by operation of law.

The following provisions shall apply:

A. This Corporation shall not have or exercise any power or authority, either expressly, by interpretation or by operation of law nor shall it directly or indirectly engage in any activity that would prevent this Corporation described in Section 501 (c) (3) of the IRS Code, contributions to which are deductible for federal income purposes.

B. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion of the assets or net earnings of this Corporation ever be organized or operated for the purposes that are not exclusively charitable, scientific, literary or educational within the meaning of Section 501 (c) (3) of the IRS Code.

D. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to the Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

E. In the event of termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations described in Section 501 (c) (3) of the IRS code. Revised 5/8/2012

ARTICLE III – MEMBERSHIP

Section 1 – Requirements:

Membership in this Corporation shall be by application only, in such form and pursuant to such provisions and procedures as the Board of Directors shall from time to time determine. Membership is not transferable except as the Board of Directors shall determine.

Section 2 –Membership:

A Member of DYHA is composed of Parent(s) and/or legal guardian(s) family of any hockey player in good standing with DYHA. There may be various Divisions of Membership which shall be approved by the Board of Directors. The current “Divisions of Membership” are currently referenced in the DYHA Program guide - Revised 1/22/18

Section 3 – Membership Tuition and Assessments:

Annual tuition and assessments of the Members are determined, and from time to time changed by the DYHA BOD. Tuition amount may be different for each Division of Membership. - Revised 1/22/18

Section 4 – Rights and Privileges of Members:

The rights and privileges of Members, including the right to vote at any annual meeting or at any special meeting of the Members, such differing rights and privileges being determined and made known from time to time by the Board of Directors. Each Member entitled to vote (herein after called voting Member) shall have one vote. - Revised 1/22/18

ARTICLE IV – OFFICERS AND ELECTIONS

DYHA shall be governed by a Board of Directors consisting of seven (7) members from which shall be elected the following officers; President, Vice-President, Treasurer, and Secretary. These officers shall be elected annually. The names of all Board Members shall be posted on the DYHA website. The members of the Board of Directors may not be of the same immediate family nor related by blood or marriage. No employee of the Association shall hold the position of officer. Each member of the DYHA BOD shall be a member in good standing with Dover Youth Hockey. Revised 02/04/1989, 05/23/1993, 11/18/1996, 08/02/2004, 5/8/2012, 7/2013,1/22/18, 05/16/2022

Section 1 – President

The President shall preside at all meetings of the Directors. They shall sign, as President, with the Treasurer, all contracts and other instruments in writing which have first been approved by the Board of Directors. They shall call special meetings of the Board of Directors whenever they deem the same to be necessary and shall call other meetings when so requested by a majority of the Board of Directors. The President with the advice of the Directors shall appoint all committees whether or not otherwise provided for. Revised 05/16/2022

Section 2 – Vice President

It shall be the duty of the Vice President to perform all the duties of the President during the latter's absence. In the event the office of President shall become vacant, the Vice President shall fill the position until such time a new President is elected. In addition, the Vice President shall chair the Discipline Committee. Revised 08/02/2004, 5/8/2012, 05/16/2022

Section 3 – Secretary

It shall be the duty of the Secretary, who shall act as clerk of the Corporation, to issue all proper notices, to keep a true record of all meetings of the Association, the proceedings of the Board of Directors meetings and all matters concerning which a record shall be deemed advisable by the President and/or the Directors. Such records shall be, at all reasonable times open to the inspection of any Member of the Association. The Secretary shall also conduct all correspondence pertaining to the office. In case of inability to attend any meetings, the Secretary shall appoint another BOD member to keep minutes and forward them to the Secretary for distribution to the DYHA BOD members for approval. The Secretary shall act as the Vice Chair the Discipline Committee - Revised 1/22/18, 05/16/2022

Section 4 – Treasurer

It shall be the duty of the Treasurer to safely keep all the monies of the Association and to disburse the same under the supervision of the Board of Directors. At each annual meeting of the Members and at each annual meeting of the Board of Directors, the Treasurer shall submit a complete summary of the accounts for the past corporate year. Proper vouchers and other general information shall be presented at the request of the Board. The Treasurer shall give bond for the faithful performance of the duties, with sureties, if required by the Board of Directors, such amounts as may be required by the Board. The Treasurer shall keep, in a manner prescribed by the Board of Directors, all accounts of the Association, in the books to be provided for that purpose, and the Treasurer shall keep all valuable books and papers of the Association and all such books and papers shall at all times be open to the inspection of the Directors. The Treasurer of the Association is authorized with the President in the name of the Association, and on behalf of the Association to sign, execute, and deliver checks. The Treasurer shall discharge such other duties pursuant to its office as shall be prescribed by the Board of Directors. Revised: 08/02/2004, 5/8/2012, 05/16/2022

Section 5 – Member at Large

The remaining 3 members of the Board of Directors shall serve in the capacity of Member at Large. It shall be the duty of these members to attend all meetings and to be a voting member of the Board. It shall be the responsibility of one of these members to make up the balance of the 3 member Discipline Committee, of which they will perform the role of Secretary for the Committee. The remaining Members at Large will be encouraged to participate on one or more of the other Committees. They will be a liaison between the Board these committees. Revised: 05/16/2022

ARTICLE V – BOARD OF DIRECTORS

At the annual meeting, the Association shall elect from its membership, persons to fill vacancies created on the Board of Directors. All Board Members shall be elected for terms of three years. Past Directors shall be eligible for re-election. The immediate past President shall automatically become and ex officio Member of the Board of Directors for the subsequent year if not re-elected to the Board. In such role, the immediate past President shall not have a vote at Board meetings. Revised 5/8/2012

The President shall have the authority to set terms of office for existing and newly elected Board Members to achieve a rotation of three (3) members' terms to expire one year, followed by four members' terms in each of the following two years. Revised 5/8/2012

Upon resignation of any Board Member, any member of the Executive Board may nominate, and the Board approve by majority vote, a new member to serve in the position for the unexpired term. Revised 5/8/2012

The Board of Directors shall have the responsibility to: - Revised 1/22/18

1. To make rules and regulations, not inconsistent with the law of the State of New Hampshire or with these by-laws, for the guidance of its officers and the management of the affairs of the Corporation. By-laws and rules of the Corporation shall be reviewed prior to the annual meeting.
2. To elect annually by ballot an Executive Committee consisting of a President, Vice-President, Treasurer and Secretary. Revised 5/8/2012, 7/2013, 05/16/2022
3. To purchase, lease, hire and acquire any and all property, whether real or personal, and fixtures, whenever in their judgment they deem it beneficial for the purpose of the Corporation. They shall have the power to sell, mortgage, hire, lease, and dispose of any real or personal property of the Corporation when in their opinion the interest of the Corporation would best be promoted thereby.
4. To audit all accounts and fix the compensation, if any, of any officer or employee.
5. To fill any vacancies in their own number, or in any officer, however such vacancies may occur, whether by resignation, failure to elect or otherwise.
- 6.: Be the voice of the Association, shall, except as otherwise provided for by these bylaws and the laws of the State of New Hampshire. - Revised 1/22/18
7. Keep a complete record of all meetings and acts. - Revised 1/22/18

8.To supervise all the affairs of the Association and act as its officers and employees; require the Treasurer to keep full and accurate books of accounts and to prescribe the mode of keeping such books and to require the Secretary to keep an accurate record of all votes and posted on the DYHA website. - Revised 1/22/18, 05/16/2022

9.To remove at any time, for cause, any DHYA BOD Members, by a majority vote. Notice of intent to remove the Member stating the specific cause shall be forwarded to each member at least seven days prior to a vote to remove. The Executive Board may suspend any DYHA BOD Member pending a vote to remove. - Revised 1/22/18

10. To adopt a set of rules and regulations under which all games will be played and which will set the standards of conduct to be followed by participating teams which shall include the players, coaches, managers, or other members of this Association.

11. The President may appoint three or more Members of the Association, including at least one member of the Board of Directors, to the following standing committees, and charge each committee with their appropriate duty and responsibilities;

1. Program Committee
2. Budget Committee
3. By-Laws Review Committee
4. Tryout Committee
5. Discipline Committee

Each standing committee shall elect a chair, and vice-chair who shall be responsible for the business of the Committee and who shall report such business at each Board Meeting.

12. To appoint those committees it feels necessary for efficient operation of the Association.

ARTICLE VI – MEETINGS

Section 1 – Parliamentary Rules - Revised 1/22/18

Roberts Rules of Orders Revised shall govern the proceedings of all meetings, except where they conflict with the constitution or by-laws of the Association.

Section 2 – Annual Meeting of the Association

The annual meeting shall be during the month of May of each year. The Board of Directors shall determine the date, time and location of the meeting. Notification of the meeting shall be announced a minimum of two weeks prior to the meeting. Revised 05/03/1988, 05/23/1993, 5/8/2012

Section 3 – Board of Directors Meeting

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

Association, or at the special meeting in lieu thereof. Special meetings may be held at any time or place when called by the President, the Treasurer, or two or more Directors. Records of all meetings, including special meetings shall be kept and filed with the Secretary.

A. Virtual Meetings -

1. Virtual participation by members of the board shall be allowed to accommodate schedules and/or to follow guidance from government authorities as it relates to public gatherings and health.
 - a. There shall be a standing presumption that all members of the board consent to participating via video conferencing for board of directors' meetings.
 - b. To establish a quorum with virtual participation, the meeting shall require the following.
 - i. All directors (in person and virtual) must be able to see and hear each other. A director participating remotely will be deemed present, only if they are able to participate with both audio and video (ie. webex, teams, facetime, etc...)
 - ii. All directors must have the ability to communicate concurrently with other directors. Members participating remotely shall be afforded full opportunity to provide an opinion, objection, proposal, and vote without interference. Should it be necessary to mute a virtual director (noisy background, children, pets, etc), a mechanism such as raising a hand, or a chat message will be used to interject into a matter.
 - iii. Any director has the option to object to virtual participation on a meeting-by-meeting basis. Should a director object to virtual participation by another director, it shall be noticed at least 7 days prior to the meeting, thereby affording all directors an opportunity to attend.
 - iv. If any director(s) participate remotely, a roll call for all votes shall be taken, and each vote/director will be documented in the meeting minutes.
- Adopted 05/16/2022

Section 4 – Notice of Meetings

Notice of all regular meetings (except as provided for in Section 3 of this Article) and of all special meetings of the Board of Directors shall be given to each Director by the Secretary at least twenty-four hours in advance of the meeting.

Section 5 – Quorum

A majority representation of the Directors shall be necessary and sufficient for the transaction of business. Quorum shall be defined as 4 members of the Board of Directors.
Revised 05/16/2022

Section 6 – Attendance

A. To orient newly elected or appointed board member in accordance with the "DYHA New Board Member Orientation Policy". - Revised 1/22/18

B. Board Members are required to attend Board Meetings as called. Any Board Member who misses three (3) Board Meetings in a year without having been excused by the President,

may be removed from office by a majority vote of the Board. Four (4) consecutive unexcused absences shall be considered a resignation from the Board. Adopted 03/05/1983, Revised 05/23/1993

Section 7 – Conflict of Interest

A. Members of the Dover Youth Hockey Association Board of Directors may not be or become members of any other conflicting hockey association board. The interpretation of conflicting shall be defined by a majority vote of the Board.

B. Additional conflicts of interest rules are to be managed by the DYHA “Conflict of Interest Policy”. This policy shall not conflict with the New Hampshire State Laws (RSA 7:19-a and RSA 292:6-a). - Revised 1/22/18

C. Transactions between the Dover Hockey Association and a member of the Board of Directors, which are less than \$500.00 in a fiscal year, are permitted if they are in the Dover Youth Hockey Association’s best interest.

D. Transactions between the Dover Youth Hockey Association and any member of the Board of Directors, which are more than \$500.00 in a fiscal year must meet the following conditions:

1. the goods or services that are purchased must only be in the ordinary course of the Association’s business, and the charge must be the actual, reasonable or discounted cost;
2. the member must disclose the details of the transaction to the board and the member may not take part in the discussion or the vote on the transaction;
3. a two-thirds majority of the Board of Directors who have not themselves sold goods or services to the Association in the last fiscal year must find that the transaction is in the Association’s best interest; and the Board must keep written minutes regarding Directors with whom the Association does business.

E. Transactions between the Dover Youth Hockey Association and any member of the Board of Directors, which are more than \$5,000.00 in a fiscal year must meet all the conditions of Section D and;

1. publish a notice in the newspaper of general circulation in the Community where the Association has its headquarters;
 2. and give notice to the Attorney General before consummating the transaction.
- Revised 11/18/1996

ARTICLE VII – FISCAL YEAR

The fiscal year of the Association shall be from April 1 to March 31. Revised 11/05/1979, 12/19/11

ARTICLE VIII – AMENDMENTS TO THE BY-LAWS

Proposed amendments to the By-Laws must be submitted in writing to the Board at a meeting. The amendments shall be read and discussed by the Members present, after which the proposed amendments shall be tabled until the next scheduled Board meeting. A two thirds (2/3) vote of the entire Board shall be required to pass an amendment to the By-Laws.

ARTICLE IX – ASSOCIATION PROGRAM

The Board of Directors shall, annually or as otherwise necessary prepare rules and regulations covering Association programs as listed in the latest revision of the Dover Youth Hockey Association – Program Guide. - Revised 1/22/18