

# **Back Bay Hockey Association Inc.**

## **By-Laws**

### **Article I-ORGANIZATION**

#### **Section 1: Name**

The name of this corporation shall be the BACK BAY HOCKEY ASSOCIATION INC (BBHA).

#### **Section 2: Registered Address**

The registered address of the corporation shall be at a place selected by the Board of Directors, as the affairs of the corporation require.

#### **Section 3: Registered Agent**

The registered agent of the corporation shall be the Treasurer elected by the Board of Directors.

#### **Section 4: Non-Profit Status**

This corporation is organized as a State of New Hampshire non-profit organization upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

#### **Section 5: Exempt Status**

This corporation is organized and shall be operated exclusively as an exempt organization under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended as of this date.

#### **Section 6: Use of Funds**

All funds and property of this corporation shall be used and distributed exclusively for carrying out the purposes of the corporation as set forth in Article II.

#### **Section 7: Fiscal Year**

The fiscal year of the corporation shall begin May I and end on April 31 of the following year.

#### **Section 8: Power to Borrow Money**

The Association may borrow money, and mortgage its property or issue a promissory note or bond for repayment with interest, at the recommendation of the Treasurer and with the approval of two-thirds of the Board of Directors.

#### **Section 9: Financial Statements**

The Treasurer shall, at least once each year or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the corporation for the preceding fiscal year. The statement shall be available to any member on their request

#### **Section 10: Dissolution**

In the event of dissolution of this corporation, any property or money remaining, after all debts have been paid shall be donated to another local nonprofit organization.

## **Article II - PURPOSE**

BBHA is a non-profit organization operating youth hockey programs for the benefit of people in the greater Wolfeboro area. The purposes of the corporation are:

1. To develop character, sportsmanship, and physical fitness among the area's youth;
2. To promote, encourage, and improve the standard of amateur ice hockey;
3. To associate with other ice hockey associations;
4. To conduct an amateur hockey program consistent with the rules and regulations of the State Amateur Hockey Association (s) and USA Hockey, Inc; and
5. To perform or participate in other activities that will aid in reaching these objectives.

## **Article III- MEMBERSHIP**

### **Section 1: Active Member**

An active member is (l) a parent, stepparent, guardian, or other person who pays at least fifty (\$50.00) dollars or is an elected member of the Board of Directors. The term of membership is from June 1 through May 31 of each year. The Board of Directors will reserve the ability to waive this fee. Funds contributed to BBHA as part of a fund-raising activity do not entitle the contributor to the benefits of membership.

### **Section 2: Expulsion**

An active member may be expelled, after due notice and an opportunity for a hearing, for conduct detrimental to the Association, by the vote of two thirds of the Board of Directors. The Secretary shall provide at least ten days' notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at that meeting and to present others to testify in his or her behalf prior to any final disposition by the Board.

### **Section 3: Voting Rights**

Each active member at least 18 years of age and in attendance at the Annual Meeting shall be entitled to one vote by secret ballot in the election of members to the Board of Directors.

### **Section 4: Right to Hold Office**

Each active member at least 18 years of age is entitled to run for a position on the Board of Directors under the procedures established by these By-Laws, and if elected, to run for any office of the Association.

### **Section 5: Activities Fund**

Any person, association, partnership, corporation, or estate may establish or participate in an activities fund administered by the Board of Directors or its designate, to further the purposes of the Association. Participation in such a fund shall carry with it no voting rights or other privileges of membership.

### **Section 6: Annual Meeting**

The Board of Directors shall hold the Annual Meeting of the active members between the April and May 31<sup>st</sup>, at a place and time determined.

#### Section 7: Notice and Quorum

At least fifteen days prior to the Annual Meeting, written notice of the time and place shall be mailed to the address of each active member entitled to vote at the meeting and posted in locations frequented by the members. The notice of the Annual Meeting shall include the list of members selected by the Nominating Committee to run for positions on the Board of Directors, and the text of any amendment to the By-Laws, which will be presented for approval at that meeting. The active members present at the Annual Meeting shall constitute a quorum.

#### Section 8: Order of Business

The order of business at the Annual Meeting, unless amended by majority vote of those present, shall be as follows:

1. Call to Order
2. Minutes of the last Annual Meeting
3. Treasurer's Report
4. Standing Committee Reports
5. Other Committee Reports
6. Nominating Committee Reports
7. Nominations from the Floor
8. Election of Members to the Board of Directors
9. Other Business
10. Adjournment

## **Article IV- BOARD OF DIRECTORS**

### **Section 1: Board of Directors**

A. The property and affairs of BBHA shall be managed by a Board of Directors composed of not more than 9 elected directors. The Officers of the Board shall be President, Vice President, Secretary and Treasurer. The terms of the Directors and Officers shall commence at the close of the meeting at which they are elected.

B. A President who is not re-elected to the Board of Directors is expected to attend board meetings for one year after their term has expired and offer counsel and guidance to the new President and Board.

### **Section 2: Election of Directors**

A. Directors shall be elected at the Annual Meeting to a term of three years. A Director may succeed himself/herself for an indefinite number of terms.

B. When a position is vacant due to resignation or expulsion of a Director, the Board of Directors shall appoint a member to serve the remainder of the three year term.

C. The number of Board positions open for election at any Annual Meeting may not be less than one third of the total number of elected Directors.

### **Section 3: Terms of Office**

Directors elected at the Annual Meeting serve for three years, with their term expiring following the Annual Meeting of the third year. Directors appointed by the Board to perform special functions serve only until the next Annual Meeting.

### **Section 4: Duties of the Board of Directors**

The duties of the Board of Directors shall include:

A. To elect the officers of the Association from within the Board of Directors;

B. To fill any vacancies which may occur in the Board of Directors;

C. To manage the business, property and affairs of Association;

D. To formulate the policies and determine the overall conduct and standards of the hockey program which shall be administered by the officers;

E. To establish a budget and set fees for the hockey programs;

F. To study for approval proposals to amend or revise the Association's By-Laws, rules or regulations;

G. To review and act upon any temporary decision by the President;

H. To hear and rule on appeals.

### **Section 5: Regular Meetings**

Regular meetings of the Board of Directors shall be held monthly or at the discretion of the President at a time and place determined by the President. The Secretary shall notify all members of the Board of the date, time and place of each meeting.

### **Section 6: Special Meetings**

Special meetings of the Board of Directors may be called by the President, or at the written request, to the President, of at least five members of the Board. The Secretary shall notify members of the Board of the date, time and place of the meeting at least five days in advance.

Section 7: Quorum

At least 5 members of the Board, must be present to constitute a quorum at any regular or special meeting.

Section 8: Election of Officers

At the first regular or special meeting of the Board of Directors following the election of new Directors, the Board as then constituted shall elect its officers.

Section 9: Order of Business

The order of business for meetings of the Board of Directors shall be as follows:

1. Roll call of the Board of Directors
2. Minutes of the previous meeting
3. Treasurer's Report
4. Committee Reports
5. Old Business
6. New Business
7. Adjournment

Section 10: Parliamentary Procedure

All meetings shall be governed by rules of parliamentary procedure. Roberts Rules of Order shall govern questions of procedure.

Section 11: Limited Liability

No director shall be liable in any manner for any debts or obligations of the Association and shall not be subject to any manner of assessment by virtue of his membership.

Section 12: Resignation

Any member of the Board of Directors may resign and/or withdraw from membership in the Association at any time, upon written notice of his/her desire to do so delivered to the President or Secretary of the Association.

Section 13: Expulsion

Any director shall be subject to removal upon missing 70% of the Board meetings within a fiscal year, or for failure to discharge the normal duties of a Board members, or for conduct detrimental to the Association, after due notice and opportunity for a hearing, by a vote of two-thirds of the Board of Directors at any regular or special meeting. The Secretary shall provide at least ten days' notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at the meeting and to present others to testify in his/her behalf prior to any final disposition by the Board.

## **Article V- OFFICERS DUTIES**

### **Section 1: President**

The duties of the President shall include, but not be limited to, the following:

- A. To preside at all regular or special meetings of the membership or Board;
- B. To call special meetings of the Association or Board;
- C. To make decisions on questions not provided for in the By-Laws or rules until the next regular or special meeting of the Board of Directors;
- D. To represent, or designate suitable representation for, this Association at other ice hockey meetings;
- E. To appoint Chairperson of the standing committees of the Association, subject to approval of the Board of Directors;
- F. To serve as an ex-officio member of all committees;
- G. And such other duties as may be specifically assigned by the Board of Directors.

### **Section 2: Vice-President**

The duties of the Vice-President shall include, but not be limited to, the following:

- A. To assume the duties and powers of the President in his/her absence;
- B. And such other duties as may be assigned by the President or the Board of Directors.
- C. To chair the Disciplinary Committee;

### **Section 3: Secretary**

The duties of the Secretary shall include, but not be limited to, the following:

- A. To record the attendance and minutes of all regular or special meetings of the Board or the membership;
- B. To assume the responsibility for the Association's correspondence;
- C. To notify the membership of the Association of the date, time and location of the Annual Meeting or any special meetings;
- D. To provide an Annual report of the affairs of the Association, to be presented to the membership at the Annual Meeting;
- E. To notify the members of the Board of all regular and special meetings of the Association;
- F. To advise the Board on a regular basis unexcused absence of members of the Board;
- G. And such other duties as may be specifically assigned by the Board of Directors.

### **Section 4: Treasurer**

The duties of the Treasurer shall include, but not be limited to, the following:

- A. To receive all funds due the Association and deposit them into a charter bank or banks. The Treasurer shall furnish a security bond as the Board of Directors shall deem necessary, the cost of which shall be paid by the Association;
- B. To pay the rightful obligations of the Association, as approved by the Board of Directors;
- C. To provide a regular monthly report and an Annual Report as to the financial condition of the Association;
- D. To prepare and file any financial reports that may be required by state or federal regulations;
- E. To keep and maintain ledgers and other books of account, which may be audited at the request of the Board of Directors;
- F. And such other duties as may be specifically assigned by the Board of Directors.

## **Article VI - COMMITTEES**

### **Section 1: Chairpersons**

Chairpersons for the following standing committees shall be appointed annually by the President with Board approval.

### **Section 2: Committee members**

Each chairperson shall select at his/her discretion at least two members of the Association to serve on the committee. Members may serve on more than one committee, or as an officer or administrator and on a committee.

### **Section 3: Annual Report**

Prior to the Annual Meeting, each committee chairperson shall file a written report with the Secretary of the Association on the committee's membership, activities and recommendations. The Secretary shall make such reports available to any Association member at his/her request.

### **Section 4: Disciplinary Committee**

The Disciplinary Committee shall be created as needed to review and act upon all disputes regarding infractions of the BBHA rules and regulations. The committee shall consist of the Vice President and two other Directors. Decisions of the committee shall be final, subject only to review by the full Board at their regular meeting.

### **Section 5: Nominating Committee**

The President will appoint a Committee of no less than (2), with one from the Board. Said committee shall nominate one person for each open position. All members of the Board shall be elected at the Annual Meeting. A majority of all votes cast by those present shall be necessary for election.

### **Section 6: Fund Raising Committee**

The Fund Raising Committee shall select, subject to Board approval, the fund-raising activities of the Association and supervise the participation of the membership in these activities.

### **Section 7: Special Committees**

The President, or a majority vote of the Board, may establish other committees for specific purposes as necessary. The chairperson may be any active member of the Association, and the committee may meet as required for its purposes. A report on its membership and activities shall be submitted to the Annual Meeting. The committee shall terminate at the completion of its assignment or at the next Annual Meeting.

## **Article VII- AMENDMENTS TO THE BY-LAWS**

### **Section 1: Board of Directors**

The Board of Directors may amend these By-Laws by presenting the amendment at an Annual meeting or at a special meeting. Any amendment approved at a special meeting must be presented at the next scheduled annual meeting. The approval of two-thirds of the membership of the Board is required to pass the amendment.

### **Section 2: Annual Meeting**

These By-Laws may be amended at an Annual Meeting by including the amendment in the notice of the Annual Meeting and having the members vote on the amendment. The approval of two-thirds of the votes cast is required to pass the amendment.

April 2005- updated April 2019