St. Albans Skating Association, Inc.

A Vermont Non-Profit Corporation

CONSTITUTION

ARTICLE I
Name

The name of the organization shall be the St. Albans Skating Association, Inc., hereinafter referred to as "SASA."

ARTICLE II
Purpose

The purpose of SASA is to promote and encourage youth of the greater St. Albans community to participate in ice skating and ice hockey. SASA will provide a fun, safe, affordable, competitive and educational environment that allows each participant to grow and develop into the best skater, player and person they can. This will be done by teaching and promoting teamwork, camaraderie, sportsmanship, dedication, and respect for the sport, coaches, officials, fans and parents who help serve our association and community. SASA aims to provide an experience that will help develop productive members of our community. Any terms not specifically defined herein shall be deemed to have their ordinary and usual definition.

ARTICLE III
Membership, Dues, Calendar, Voting

MEMBERSHIP: Membership in SASA shall be designated to the following individuals: 1) an individual who pays the annual dues on behalf of any skater or player, 2) each registered skater and player, 3) each parent or legal guardian of a registered skater or player, and 3) each member of the St. Albans Skating Association, Inc. Board of Directors (hereinafter "the Board."). The Board may choose to designate, by majority vote, non-parent coaches, referees and other individuals as SASA members. A member shall be deemed to be in good standing if the member is current with respect to required membership dues, the member abides by the association's code of conduct, and has completed or is actively engaged in completing all required volunteer hours. The Board shall have sole discretion to determine a member's standing status.

CALENDAR: SASA shall operate and Membership shall be based on a fiscal year, July 1 – June 30. All references to "year" herein unless otherwise specified shall refer to the fiscal year.

DUES: The annual membership dues shall be established and set annually by the Board at a regular meeting. Membership dues are based on and related to skater/player registration. Parent/guardian members, Board members or others designated as members by the Board shall not have an obligation to pay dues separate from and in addition to dues related to a registered skater/player. Failure to timely pay membership dues may result in termination of player's or skater's membership and eligibility to participate in SASA programming. The Board will consider any incident of non-payment and related membership and eligibility on a case by case basis. The Board reserves the right to refuse to grant and/or to revoke membership at any time, based on a majority vote of the Board.

VOTING**:** Voting eligibility will be limited only to members who are at least eighteen (18) years of age, and who are

in good standing with SASA. Parent/guardian members are limited to one vote per collective family unit, regardless of the number of skaters or players in their collective family unit. Parent/guardian members with multiple players or skaters, are entitled only to one vote. Parent/guardian members shall designate the voting member on each skater/player's registration form, and such designation shall control for the registration period.

ARTICLE IV

Board of Directors

Section 1: The Board of Directors shall be comprised of up to (15) directors, who shall be designated to the following Director positions: President, First Vice President, Second Vice President, Secretary, Treasurer and ten (10) at-large Directors. The Executive Officers of the Board shall be the President, First Vice President, Second, Vice President, Secretary and Treasurer.

No person who has a child registered as a skater or player or participating as a player in a skating organization other than SASA (excluding players/skaters participating at a high school level) during the regular term of the hockey season may serve as a Director.

Section 2: TERMS: Each Director shall serve a term of three (3) years. Each year at the annual membership meeting, after the election of Directors, the Executive Officers shall be elected by the Board for a term of one year, Each Executive Officer shall serve a term of one year.. All terms served coincide with the organization's fiscal year. (See Constitution, Article V, Section 3).

Section 3: The Board of Directors shall manage the business and exercise all fiscal authority for the conduct of the business of SASA. At any time, in its sole discretion, the Board of Directors may refer any matter to the entire membership for general consideration and/or vote. The Board of Directors alone shall authorize use of SASA funds and shall initiate and provide for the execution of activities which will implement the stated purposes of SASA.

Section 4: In March of each year, the Secretary will post or cause to be posted those Board positions that are open or up for election in the upcoming year. Nominations for Board positions will be accepted by the Nominating Committee for a period of three (3) weeks as designated in the posting. At the end of the three (3) week period so designated, the nominating committee shall deem nominations closed (see Bylaws Article II, Section 12). The nominating committee shall then conduct interviews of all nominees for each position and, consistent with the Bylaws, shall from those nominees forward a maximum of two (2) candidates per position to the Board for consideration. The Board shall vote on the candidates forwarded by the Nominating Committee to be placed on a ballot for voting by the membership. Any candidate approved by a majority vote of the Board shall be placed on the ballot for a vote of the membership for the position for which they were nominated.

Section 5: Each year, the SASA membership shall elect Directors. All eligible members shall be entitled to participate in the election. Voting will be conducted by a remote balloting system; paper ballots will not be available. (Refer to the Constitution, Article III for voting eligibility.) Voting will take place for a minimum period of (5) days prior to the annual meeting. Biographies for all candidates on the ballot will be posted by the Secretary for membership review during the voting period.

Section 6: There shall be a SASA membership meeting each year, which will be held after the completion of

the regular hockey season, but prior to the beginning of the following fiscal year (July 1st)at a time, date and location as designated by the President, with thirty (30) days' notice to all members by notice posted by the Secretary. The annual membership meeting will be held for the purpose of seating the newly elected Directors, election of the executive committee, receiving reports, providing an annual financial overview of the organization, reviewing bylaws, appointing committees, and for the transaction of such business as may properly come before the meeting. The agenda shall be set by the Board.

Section 7: No member shall hold more than one Board position at a time. The Executive Officers and Directors may serve as many terms as they may be elected to serve.

Section 8: Any Director may resign at any time by delivering a written and signed notice of resignation to the Secretary; unless otherwise specified therein, such resignation shall take effect upon delivery. The Board may appoint a Director to complete the term created by any vacancy occurring by virtue of the death, resignation or removal (per Article IV Section 9 and Article IV Section 10) of a Director by appointing an individual to serve as the unexpired portion of such term created by the vacancy.

Section 9: Should a Director fail to attend any two (2) consecutive meetings or a total of three (3) Board meetings in the fiscal year, the Director shall be considered in poor standing and may be removed from office by a majority vote of the Board. By the majority vote of the Board, a Director's failure to attend a meeting due to an emergency or work-related conflict shall be deemed an exception to this provision. In-person attendance at regularly scheduled board meetings by Directors is highly recommended and encouraged, but remote participation will be permitted.

Section 10: To maintain governance and accountability within the organization, the Board may remove one or more Directors (with or without cause) at a special meeting called for that purpose. Prior notice of such a meeting shall be provided to all Directors and Members by the Secretary at least 10 days prior to the meeting by notice and or posting. Any Director proposed for removal shall be afforded an opportunity to speak at said meeting, and removal of a Director shall require a vote of two thirds of the Directors, refer to the Constitution, Article V, Section 3.

ARTICLE V

Meetings

Section 1: The SASA Board shall meet regularly on the second Monday of the month at 6:00pm. Notice of regular meetings shall be provided by the Secretary by notice and/or posting.

Section 2: Special meetings may be called and scheduled by the President, upon a majority of the Board, or by petition of thirty (30) SASA members each of whom is at least 18 years of age or older, which petition shall be delivered to the Board Secretary by letter or hand delivered. The petition will be reviewed for validity by the President and the Board Secretary to confirm that a petition meets the following requirements: 1) thirty (30) SASA members in good standing and at least 18 years of age at the time of the petition, with signatures of each petitioning member, 2) all signatures are legible. If the petition is deemed valid, a special meeting will be scheduled and noticed to membership. If the petition is deemed invalid (does not meet the minimum criteria listed in this section), a response with explanation will be delivered by the President, to the person who submitted the petition.

Section 3: Votes of the Board and Membership shall be as set forth and defined herein, and as otherwise set forth in these Articles:

Quorum: A quorum of Directors shall be established for a regular meeting when there are nine (9) Directors present (50% of the voting Directors plus one (1)). Lacking a quorum, no official business shall be undertaken at a regular meeting. Only Directors who are present may participate in any Board vote. Directors appearing in person or remotely, shall be deemed present.

Majority: Total votes equal to 50% plus one of the total votes cast by those present.

Two Thirds: Total votes equal to 2/3 of the total votes cast. A vote of two thirds is required to amend the Constitution or By-laws, to take any disciplinary action including such action against a Director or Member, for appointment to the Board for an open Director position or for dissolution of the Association and for election as an Executive Officer

Abstentions: Any Director who abstains from a vote, does not participate in or cast a vote. A director abstention from any vote excludes their vote from the total vote count. (Refer also to Conflict-of-Interest Policy Article VIII.)

Any vote which fails to meet the requirements set forth in the Constitution or Bylaws, does not proceed and upon Board motion and approval, further discussion or additional rounds of voting may take place to resolve the issue.

ARTICLE VI

Appointments and Committees

Section 1: The President shall appoint Members to serve in the following roles: Parliamentarian, Registrar, Head Referee, Head Coach, Hockey League Representatives, Tournament(s) Chairperson(s), Equipment Manager, Fund Raising Chairperson, Schedulers, Snack Bar Coordinator, SafeSport Coordinator, Skate/Proshop, Young Blades Coordinator, Girls Hockey Coordinator and any other special appointments deemed necessary by the Board. These individuals shall serve at the President's pleasure. The President's appointment shall be for a term of one year.

Section 2: Members appointed to serve as set forth in this Article may select other Members to assist them, which Members shall be identified to the Board.

Section 3: The President, and by majority vote, the Board, shall have the ability to make other appointments, standing or special, if deemed necessary to carry on the work of SASA.

Section 4: At the President's discretion, there shall be no limit on the number of Terms for which a Member may serve an appointment under this Article.

Section 5: Nominating Committee: The President will appoint a nominating committee which shall be comprised of a minimum of three (3) and a maximum of five (5) individuals. The nominating committee shall be comprised of a minimum of one (1) Director and a maximum of two (2) Directors and a minimum of two (2) and maximum of three (3) Members of the general membership. One Director shall be appointed to serve as Chair of the Nominating Committee. The nominating committee shall always have an odd number of Members.

Section 6: The President shall create committees as follows: Tournament Committee, Fund Raising Committee, Scheduling Committee, Nominating Committee, and any other committee as deemed necessary to fulfill the obligations and needs of the SASA organization.

ARTICLE VII

Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order shall govern all SASA proceedings for any proceeding or issue which is not explicitly addressed in the Constitution or Bylaws. The Parliamentarian shall advise Directors and the President on matters of Parliamentary procedure and the proper conduct of voting and meetings by interpreting the Constitution and Bylaws, together with any other adopted Rules and Robert's Rules of Order, where applicable. The Parliamentarian shall not participate in votes, by making motions or otherwise participating in discussion regarding votes, unless otherwise entitled to do so by virtue of his or her position in the Association. As the Parliamentarian's role is advisory, final authority on any matter rests with the President, or whichever Director is presiding over the relevant proceeding.

ARTICLE VIII

Amendment of Constitution

This constitution may be amended at any meeting for which such an Amendment is noticed, and only by a vote of two thirds of the Directors, refer to the Constitution, Article V, Section 3. Proper notice for a proposed Amendment shall be made by presentation of an Amendment in writing by any Director at any meeting, with the Notice of a proposed vote together with the proposed Amendment language consistent with regular meeting notice requirements.

All documents concerning the governance of SASA shall be null and void with acceptance of this document. Where other documents and vehicles concerning SASA should arise, this document shall take precedence.

BYLAWS

ARTICLE I

Power and Duties of Executive Officers

Section 1: Executive Officers provide governance and continuity and may handle urgent matters. Officers may act on behalf of the Board only when immediate action is required and convening the full Board is impractical. Actions must be limited to the urgent issue and must be aligned with Board policies, the mission, and the budget. All actions taken must be reported at the next Board meeting, including the urgency, the decision made, and any financial impact.

Section 2 President: The President shall serve as the Executive Officer of the Board, shall preside over meetings of the Board and the general membership, shall make appointments as set forth in the Constitution, shall automatically serve on committees. The President shall represent SASA before the public either personally or through delegates.

Section 3: First Vice President: The First Vice President shall assist the President, serve as President in the absence of the President, serve as chair of the Discipline Committee and SafeSport Committee.

Section 4: Second Vice President: The Second Vice President shall assist the President, serve as President in the absence of the President and First Vice President, sits on the Discipline Committee and Tournament Committee, and oversee the Young Blade and House Programs.

Section 5: Secretary: The Secretary shall keep accurate minutes of all meetings and shall assist the President with SASA correspondence.

Section 6: Treasurer: The Treasurer shall be responsible for maintaining and accounting for all SASA funds, and shall disburse funds upon authorization by the Board, shall bill and collect annual membership dues, maintain a roll of members, keep accurate accounts of receipts and disbursements, prepare an annual financial statement for publication as directed by the Board, and shall at all times keep the President and Board informed of SASA's financial condition. The Treasurer's duties include financial supervision of and accounting for the Snack Bar, Skate/Pro Shop, fund raising, hockey, skating and any other SASA activities, functions or business. The Treasurer may appoint an Assistant Treasurer, and any other assistants as needed, subject to the approval of the Board. Subject to Board approval, the Treasurer may hire a bookkeeper or an accountant to assist with the Treasurer's duties. The Treasurer and the President, individually, shall have discretion to approve disbursements and/or payments of less than Five Hundred Dollars ($500.00). Disbursements or payments of greater than Five Hundred Dollars ($500.00), may be made by the Treasurer or President only upon approval of the Board. The Board shall vote in advance to approve any known and/or regular or reoccurring disbursements or payments which it expects the Treasurer or President to make during such Officer's Term, such as the annual ice bill (See Bylaws, Article II, Section 5).

ARTICLE II

Appointments

Section 1: Registrar: The Registrar shall keep accurate records, including name, birthdate, address, telephone number of all SASA hockey players or skaters, shall have evidence of birth certificates for all hockey players or skaters, and shall execute all record and birth certificate correspondence with affiliate organizations.

Section 2: Head Referee: The Head Referee shall supervise the recruitment, education, and the assignment of all SASA Hockey referees.

Section 3: Head Coach: The Head Coach shall supervise the recruitment, education, and the assignment of all SASA Hockey and Skating Coaches. He or she will also coordinate preseason clinics and the player/skater evaluation process.

Section 4: Hockey Representatives: Hockey Representatives shall serve as the appointed representatives to the various leagues and associations to which SASA belongs. These representatives shall attend Board meetings to report to the Board and shall inform appropriate parties of necessary information.

Section 5: Master Scheduler: The Master Scheduler shall be responsible for the ice schedule for the hockey and skating season, for all games and practices. In conjunction with the Treasurer, the Master Scheduler shall be responsible for auditing the ice bill and authorizing payment after confirming such bill is accurate.

Section 6: Schedulers: Schedulers shall schedule games and practices and arrange for the distribution of schedules to the skaters, players, coaches, Head Referee, Master Scheduler and other appropriate parties.

Section 7: Tournament(s) Chairperson(s): The Tournament(s) Chairperson(s) shall organize and supervise all SASA hosted and sponsored tournaments. The tournament chairperson(s) will conduct tournament work with the Board approved Tournament budget unless otherwise approved by the board.

Section 8: Equipment Manager: The Equipment Manager shall plan for, collect, maintain and store all SASA hockey equipment and with Board approval shall purchase and disburse funds for equipment purchases.

Section 9: Fund Raising Chairperson: The Fund-Raising Chairperson shall create plans for, and with Board approval, implement, organize and supervise activities and events for raising funds to benefit SASA. The chairperson shall work closely with the Treasurer to manage and track the funds raised as well as budgeting for board approved fund-raising events.

Section 10: Snack Bar Coordinator: The Snack Bar Coordinator shall be responsible for overall operation of the Snack Bar within the Board approved Snack Bar budget, including but not limited to ordering snack bar inventory on a weekly basis, scheduling volunteers to work at the snack bar, coordinating the snack bar for large events, and interacting with all teams.

Section 11: Discipline/SafeSport Coordinator: The SafeSport Coordinator shall monitor the training of all local program administrators, coaches, members, and others within SASA regarding USA Hockey policies included in SafeSport. The coordinator will serve as the initial contact for any individual reporting suspected abuse, misconduct or other violations, and shall compile information on disciplinary issues and, as necessary within governing guidelines, report such information to the Board, VSAHA and/or USA Hockey. The First Vice-President will be considered the SafeSport Coordinator unless another individual is appointed by the President.

Section 12: Nominating Committee: The Nominating Committee is responsible for scheduling and conducting interviews with all nominees for all open and available Director positions. All nominees will be interviewed. Upon completion of interviews, the Nominating Committee will select up to two (2) candidates for each position and will forward the nominees selected to the Board of Directors. Refer to Constitution, Article IV, Section 4.

Section 13: Skate/Pro Shop Coordinator: The Skate/Pro Shop Coordinator shall be responsible for overall operation of the Skate/Pro Shop within the Board approved Skate/Pro Shop budget, including but not limited

to ordering inventory, scheduling volunteers to work at the shop, coordinating the shop schedule for large events, and interacting with all teams.

ARTICLE III
Duties of Coaches

Hockey and Skating Coaches appointed by the Head Coach shall be responsible for the management and training of respective skaters and teams together managing player/skater conduct in the locker rooms, care of the locker rooms, transportation and lodging for away games/events, and any other duty assigned by the Head Coach. Duties other than management of the players/skaters may be separately assigned by a Coach to an assistant coach or coach's representative.

ARTICLE IV
Affiliate Organization Memberships

Generally, the SASA service area shall include St. Albans City and St. Albans Town and players/skaters who would normally matriculate to BFA High School. Extended service areas shall include Georgia, Fairfield, Milton or any other surrounding towns.

ARTICLE V
Amendment of Bylaws

These Bylaws may be amended at any meeting for which such Amendment is properly noticed, and only by an affirmative vote of two thirds of the Directors, refer to the Constitution, Article V, Section 3. An amendment may be proposed by presentation of a proposed Amendment in writing by any Director at any meeting. The Board shall then vote on whether to forward the proposed amendment or a version thereof for vote by the Membership. Proper notice to the Membership of a proposed amendment shall be made by posting the proposed amendment language within the regular meeting notice, consistent with regular meeting notice requirements.

ARTICLE VI
Fundraising

All fundraising shall be coordinated by the Fundraising Chairperson. The proposed fundraising events and activities will be presented by the Chairperson to the Board for approval. Individual groups/teams shall not independently fundraise for the benefit only of limited groups/ teams without special approval from the Board. Board approval for fundraising shall require a simple majority vote of the Directors present for such a vote.

ARTICLE VII
501(C)(3) STATUS

The purpose of this Association is non-profit/charitable and as such the Association must always attempt to comply with those regulations set forth in the Internal Revenue Code which includes amending the Articles of Association, when necessary, as was done on March 11, 2002 (as ratified at the Annual Meeting on April 15, 2002) when the following provisions were adopted:

Notwithstanding any other provisions of the Articles of Associations, the organization is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization, or any private individual shall be entitled to share in the distribution of any of the organizations assets on dissolution of the organization. No substantial part of the activities of the organization shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Vermont.
In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not

a) engage in any act of self-dealing as defined in IRC 4941(d);
b) retain any excess business holdings as defined in IRC 4943(c);
c) make any investments in such a manner as to subject the organization to tax under IRC 4944; or
d) make any taxable expenditure as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Article VIII

Conflict of Interest (COI) Policy

Whenever a director or officer has a financial or personal interest in any matter coming before the SASA Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. All SASA Board members may be asked to complete a COI statement annually.

Adopted 1967.

Amended and approved 10-12-26

All documents concerning the governance of SASA shall be null and void with acceptance of this document. Where other documents and vehicles concerning SASA should arise, this document shall take precedence.