

# **Methuen Youth Hockey Association**

## **By-Laws of Methuen Youth Hockey Association, Inc.**

### **ARTICLE I – NAME**

#### **Section 1**

The name of the corporation shall be Methuen Youth Hockey Association, Inc. and any reference to Methuen Youth Hockey Association or MYHA shall have the same meaning as Methuen Youth Hockey Association, Inc. Only the Board of Directors shall authorize the use of these names.

### **ARTICLE II – PURPOSE**

#### **Section 1**

The purpose of the corporation shall be:

- To promote the development of character and good sportsmanship in the youth of Methuen through hockey
- To promote the game of hockey as governed by the rules of USA Hockey and Massachusetts Hockey, and MYHA rules and regulations.
- To hold or arrange hockey games, practices and skills sessions for our members.

The corporation shall be organized and operated exclusively for charitable purposes and in no manner, directly or indirectly, for private profit.

In furtherance of the above mentioned charitable purposes, the corporation is empowered to take or otherwise hold by bequest, devise, gift, purchase, lease, trust or otherwise, any property, real, personal, or mixed, necessary or desirable for the uses and purposes of the corporation and to develop, maintain, sell, license, deed in trust, alienate or dispose of the same at the pleasure of the corporation, to borrow money and issue notes and other evidences of indebtedness of the corporation and to secure the same by mortgage, pledge or other lawful means, and in general to exercise any and all and every power which a non-profit corporation organized under the provisions of Massachusetts General Laws Chapter 180 can be authorized to exercise, and to perform and do either directly or indirectly and either alone or in kind and nature, all other acts and things incidental to or in furtherance of the corporate purpose, including solicitation of funds from the general public, and public and private agencies.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its 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 its primary purposes. No substantial part of the activities of the corporation shall involve 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 activities on behalf of any candidate for public office.

Notwithstanding any other provisions of these purposes, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under

section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.) Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine.

### **ARTICLE III – FISCAL YEAR**

#### **Section 1**

The fiscal year of the corporation shall begin April 1 and end March 31.

### **ARTICLE IV – MEMBERSHIP**

#### **Section 1**

All parents of registered skaters shall be voting members of the Association. Membership shall also be open to step-parents and guardians of registered skaters, active participants in Methuen Youth Hockey, other registered personnel, and any such other interested persons as may be elected to membership from time to time by the then existing voting members.

A voting member of MYHA for a year shall be defined as the two legal parents (or guardians) listed on the registration form of each registered skater in good standing within MYHA. No more than two parents/guardians may cast a vote in total per family, regardless of the number of children they represent in the program.

#### **Section 2: Expulsion of Members**

Any 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 Clerk 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. Expulsion from MYHA may be defined as permanent or temporary based on the conclusion of the Board of Directors.

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1**

There shall be thirteen directors who shall have the management and control of the corporation except as is herein otherwise provided and subject to limitation imposed by Law. They shall act as a board at meetings held as hereinafter provided.

### **Section 2**

The Board of Directors shall consist of the following thirteen positions:

President

Vice-president

Clerk/Secretary

Treasurer

Director of Fundraising

Purchasing Manager

Head of Coaches

Six Age-level Coordinators, one each from the LTS/LTP, Mite Development, Mite, Squirt, Pee wee and Bantam age levels.

The Board of Directors shall assume their office on the first day of May of the year of their election.

### **Section 3.a. Director Replacement**

If the President resigns, dies or becomes incapacitated, he or she shall be replaced by the Vice-president. A vacancy in all other board positions shall be filled by the Board of Directors for the balance of the term by a vote requiring a majority of the board of directors then sitting on the Board. Vacancies arising from the board appointed positions described in Section 6.B. below shall be filled by the Board of Directors for the balance of the term also by a vote requiring a majority of the board members. Alternatively, in its discretion the position may be left unfilled for such period as the Board may determine.

### **Section 3.b. Director Resignation**

An officer may resign by delivering a written resignation to the President, or Vice-president, or Clerk/Secretary of the Association, or to a meeting of the members of the Association at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states. Resignation of an officer shall automatically result in that person's resignation as a voting member of the board.

### **Section 4 Board Meetings**

**Board of Directors shall hold monthly meetings as determined to be necessary. The Board of Directors shall determine the exact date, time and location of the meetings.**

There shall be one regular annual meeting of the directors immediately following the annual meeting of the members.

Special meetings may be held from time to time, on not less than three days' notice to the directors by mail, email, telephone, or fax. Special meetings may be called by either the president or the clerk/secretary or by any three members of the board.

At all meetings of the board, 50% of the members of the board of directors shall constitute a quorum. At least one of whom must be either the President, Vice-President, Secretary/Clerk or Treasurer. The voting members of the Board of Directors shall be made up of no less than 50% of individuals who have children actively participating in the Methuen Youth Hockey program.

## **Section 5**

The Board of Directors may be removed by a two-thirds vote of the voting members of MYHA at any time with or without cause. Any Director may also be subject to removal upon missing three (3) consecutive board meetings without good cause within a fiscal year or for failure to discharge the normal duties of a Board member or for conduct detrimental to the Association, after due notice and the opportunity for a hearing, by a vote of two-thirds of the Board of Directors at any regular or special meeting. The Clerk/Secretary shall provide at least ten days' notice to the person being 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.

## **Section 6.A: Elections and Appointments to the Board of Directors**

### **Section 1**

The election process will occur completely online. Registered members will be notified in January of an election year of any open board positions for the upcoming season and will have the opportunity to nominate themselves. Members may only put their name in for one board position on the ballot. Members may not nominate another individual without their written consent to the current board giving their approval.

In February all registered membership will be sent a ballot of all parties running for election of open board positions. The election will take place electronically in March. Only registered members, at least eighteen years at the time of the election, in good standing shall be allowed to run election and vote. Members in good standing shall not be financially delinquent or otherwise under suspension from league activities as stipulated in the Coach's/Player's/Parent's Code of Conduct established by the MYHA. Voting Members shall include the parents/guardians of minor players, coaches, assistant coaches in the Methuen Youth Hockey Program.

The following tables identify the positions on the board of Directors and the method of election or appointment to the board. All elected positions are for a term of two (2) years except as otherwise specified in the by-laws and all appointed positions are for a term of one year. The President, Vice-President, Clerk/Secretary and Treasurer shall comprise the Executive Committee of the Board of Directors.

<b>Position</b>	<b>Term</b>	<b>Method of Selection</b>
President	2 year term, 2 consecutive terms	Elected by MYHA members
Vice-President	2 year term, 2 consecutive terms	Elected by MYHA members
Clerk/Secretary	2 year term, 2 consecutive terms	Elected by MYHA members
Treasurer	2 year term, 2 consecutive terms	Elected by MYHA members
Director of Fundraising	2 year term, 2 consecutive terms	Elected by MYHA members
Purchasing Manager	2 year term, 2 consecutive terms	Elected by MYHA members
Head of Coaches	No Term Limit (Appointed each season)	Elected by the head coaches for the upcoming season
6 age-level coordinators (LTS/LTP, mite development, mites, squirts, peewees, bantams)	1 year term, 3 consecutive terms	Elected by MHYA members

**Section 6.B: Appointment of the Board – The Board of Directors shall have the discretion to appoint any or all of the positions listed below with members of MYHA.**

<b>Position</b>	<b>Term</b>	<b>Method of Selection</b>
Team Head Coaches and Assistant Coaches	1 year term	Appointed by the Board
USA Hockey & Mass Hockey Rep	1 year term	Appointed by the Board
Ice Manager	1 year term	Appointed by the Board
Marketing and Fundraising Coordinator(s) – up to 3 at same time during any year.	1 year term	Appointed by the Board
Director of Communication & Publicity (Website Maintenance and Updates, and Media information)	1 year term	Appointed by the Board
Concession Stand Manager	1 year term	Appointed by the Board

## ARTICLE VI – DUTIES OF OFFICERS

### Section 1

**Board of Directors:** It shall be the duty of the Board of Directors to determine the policies of the corporation. The Board of Directors shall keep a record of its meetings and make a report at the regular meetings of the corporation.

Each position on the Board of Directors, with the exception of the President, is entitled to one vote at all meetings. The President position is a non-voting position and is entitled a vote only to break a tie.

**President:** It shall be the duty of the President to preside at all meetings of the corporation to preserve order and enforce a strict observance of the laws of the corporation. The President shall prepare a written annual report that shall be distributed to the membership at the annual meeting. This report shall contain information summarizing the financial status of the corporation during the year. The President shall also be charged with the day-to-day supervision and control of the corporation's activities. The President shall perform such other duties as the by-laws require; and shall be ex-officio member of all committees without the right to vote, except in the case of a tie vote. The President shall not make, second or discuss a motion while acting as presiding officer of the corporation.

**Vice-President:** The duties of the Vice-president shall be to perform the duties of the President in the absence of the President; however, they do not maintain their ability to vote when acting on a temporary basis for the then absent President, except in the case of a tie vote; to take over the Chair in the course of a meeting when the President desires to make, second or discuss a motion or offer a suggestion; and to receive and present all applications for membership.

**Clerk/Secretary:** The duties of the Clerk/Secretary shall be to record all minutes of each meeting of the membership and the Board of Directors. The Clerk/Secretary shall keep a record of the membership of the corporation. The Clerk/Secretary shall maintain a permanent notebook concerning the minutes of the corporation. The Clerk/Secretary shall conduct the correspondence of the corporation and be responsible for the dissemination of all directives, policy, and information from the Board of Directors. The Clerk/Secretary shall notify the membership of all meetings. The Clerk/Secretary shall assist the Treasurer whenever needed. In addition, the Clerk/Secretary will assume the role of President in situations where both the President and Vice President are absent from a board meeting, however they do not maintain their ability to vote when acting on a temporary basis for the then absent President, except casting a tiebreaking vote when necessary.

The Clerk/Secretary shall take a best-efforts approach to keep the membership informed as to the happenings of each meeting on the League website. The Clerk/Secretary shall coordinate and maintain all rosters for each team in the program, and shall maintain a roster of all registered In-house program (i.e. learn to skate, learn to plan and cross-ice).

**Treasurer:** The duties of the Treasurer shall be to collect all dues and receive all money due to the corporation; to pay all bills of the corporation only upon such bills having been approved by the Board of Directors in accordance with Article XIV – Miscellaneous,

Section 1: Execution of Instruments; to keep an itemized account of all receipts and disbursements of the corporation; to present a written statement at each regular board meeting of the transactions that have occurred since the last regular meeting, but not less than monthly; to keep all cancelled checks and applicable bills and to submit a written annual report to the membership and to the Board of Directors for internal review at least two weeks before the Annual Membership meeting. The Treasurer must be bonded with a reasonable time but not later than 30 days after assuming the office of Treasurer.

**Director of Fundraising:** The Director of Fundraising shall be responsible for all activities undertaken by MYHA related to the generation of revenue with the exception of direct billing of fees and services. The Director of Fundraising shall work directly with the Event Coordinator and appoint individuals and/or create committees to assist in the execution of these responsibilities.

The Director of Fundraising shall be responsible but not limited to the following:

- Team Sponsorships
- Event Raffle Items
- Event Sponsorships
- Grant Applications

**Purchasing Manager:** The Purchasing Manager shall be in charge of all equipment owned by MYHA and provide the President with a written inventory at the end of each playing season (April 30<sup>th</sup>). The Purchasing Manager shall prepare a list of equipment required for the forth-coming season and submit it to the Board of Directors. Upon approval of the equipment from the Board of Directors, the Purchasing Manager shall prepare a bid list, using catalogue numbering of any manufacturer he or she deems appropriate. The bid list shall be submitted to at least three vendors with the responses to be submitted to the Board of Directors by the first day of July.

**Head of Coaches:** The Head of Coaches shall be elected by the head coaches of the MYHA teams, who have been appointed to coach during the following season. A meeting to elect the Head of Coaches shall include the Secretary/Clerk of the Board such that the Secretary/Clerk can record the nominations and vote of the Head of Coaches. This meeting shall occur no later than April 30<sup>th</sup> each year for the upcoming season. The Secretary/Clerk shall report the minutes to the full Board of Directors of the Head of Coaches representative within 5 days following the vote occurring. The Head of Coaches role is to be the coaches' representative on the Board and should ensure that the coaches are consulted on matters that impact the coaches as a group.

The Head of Coaches shall be responsible for the following:

- Interview all prospective Head Coaches
- Make recommendation to the Board of Directors for appointment of said Coaching positions;
- On-going oversight of Coaching Staff;
- Communicate to Coaching Staff all USA Hockey and MA Hockey rules and regulations and oversee enforcement;
- Provide monthly report and updates to the full Board of Directors regarding any issues regarding Coaches and coaching discipline;
- Provide all coaches an overview of the version of MYHA regarding player development and expectations of sportsmanship of every player and coach in the program.

**Age Level Coordinators:** The coordinators will serve as the primary liaison between the Board of Directors and the teams/team parents at his/her age level. The coordinator will also assist the head of coaches in working with the coaching staffs, assure that all administrative duties of the team are fulfilled (including Individual Medical Forms and required forms for USA Hockey and Massachusetts Hockey, fund-raisers, newsletter stories, etc.); be the first MYHA official (other than the coach or team parent) to which a parent addressed any problems (regarding tuition, coaching, league or player problem, etc.); assist other MHA officers as needed.

Any person seeking the position of Mite, Squirt, Peewee, or Bantam Coordinator must have been involved in Methuen Youth Hockey's travel team program for at least one year prior to seeking these offices.

No Head Coach or their spouse may serve as an Age Level Coordinator as they are they first resource if a coaching issue arises at their age level.

All officers, upon retiring from office, shall deliver to their successors all money, accounts, record books, papers or other property belonging to the corporation.

*Note* – In any interpretation of the by-laws, the decision of the Board of Directors shall be final

## **ARTICLE VII - MEETINGS**

### **Section 1 Annual Meeting**

The annual meeting of the corporation shall be held at a time and place designated by the Board of Directors and stated in the notice of the meeting which shall be given by the clerk by written notice mailed, emailed, or hand-delivered to each member. If mailing via first class mail it shall be mailed to his/her address appearing on the books of the corporation and posted in locations frequented by the members. The notice of the annual meeting shall include the list of members elected by the Registered Membership for positions on the Board of Directors and the text of any amendments to the by-laws that will be presented for approval at that meeting.

### **Section 2 – Board Meetings**

Notice of Board meetings shall be posted to the MYHA website at least 24 hours prior to the scheduled Board of Directors meeting time. The Board of Directors meeting shall have a public period of not less than 5 minutes at the beginning of every Board meeting for any registered member to attend, announce him/herself and raise any business to the Board of Directors, after which the Board shall take any subject under advisement. Upon the closing of the public period of a Board of Directors meeting by a proper motion of a member of the Board, the Board shall hold its regular meeting.

### **Section 3**

Special meetings may be called at any time by any member of the Executive Committee by giving like notice, but notices for special meetings shall state the purpose thereof.

### **Section 4**

A special meeting of the registered members shall be called by the Clerk/Secretary when so requested by 20% of the registered members in writing stating the purposes for which the meeting is to be called.

### **Section 5**

A general membership meeting will be held each month during the schedule season (September through March) at a time and place determined by the Board of Directors. Notice shall be posted to the website at least 24 hours prior to the time of the general membership meeting.

## **ARTICLE VIII - QUORUM**

### **Section 1**

Seventeen (17) registered members shall constitute a quorum at any regular or special meeting with the exception of any proposed amendment change

### **Section 2**

Any meeting may be adjourned to such a date or dates not more than 45 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

## **ARTICLE IX - AMENDMENTS**

### **Section 1**

The by-laws and rules may be amended or repealed if all of the following conditions are met:

1. A quorum of not less than seventeen (17) registered members of the corporation be present at the meeting.
2. The proposed amendment having been signed by at least twenty (20) registered members of MYHA.
3. The proposed amendment having been submitted at the previous meeting of the Board of Directors.
4. In order for an amendment to carry, a two-thirds (2/3) majority of registered members present is needed.

## **ARTICLE X – ORDER OF ANNUAL MEETING OF THE GENERAL MEMBERSHIP**

### **Section 1**

1. Call to order
2. Annual report of officers
  - a. Clerk
  - b. Treasurer
  - c. Board of Directors
  - d. Head of Coaches
  - e. President
3. New business
4. Introduction of officers and at-large representatives
5. Adjournment

## **ARTICLE XI – COMMITTEES**

### **Section 1**

The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Directors. The members of a committee shall remain in office at the pleasure of the Directors. The findings and recommendations of will not be binding on the Board of Directors, but will be strongly considered. Members of any committee will be afforded the same liability protection as the Board of Directors are provided as outlined in Section 2 of Article XIV.

## **ARTICLE XII - MISCELLANEOUS**

### **Section 1: Execution of Instruments**

All deeds, leases, contracts, transfers, bonds, notes, checks, drafts, and other instruments for payment of money drawn or endorsed in the name of the Corporation shall be approved and signed as follows except as the Directors may generally or in particular cases otherwise determine.

<b>Type of Instrument</b>	<b>Approvals required</b>	<b>Signatures required</b>
Expenditures\Payments less than or equal to \$300	President, Treasurer or Purchasing Manager	President, Treasurer or Purchasing Manager
Expenditures\Payments more than \$300 but equal to or less than \$1000	Majority of BOD	President or Treasurer
Expenditures\Payments more than \$1000	Majority of BOD	President and Treasurer
Deeds, leases, contracts, transfers, bonds, notes	Majority of BOD	President and Treasurer

### **Section 2: Personal Liability**

The members, Directors, officers, employees and other agents of the Methuen Youth Hockey Association shall not be personally liable for any debt, liability or obligation of the Methuen Youth Hockey Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Methuen Youth Hockey Association may look only to the funds and property of the corporation for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

### **Section 3: Review of By-Laws**

The Board of Directors at intervals no longer than three-years shall appoint from its membership a committee to review the By-Laws of the Association and submit a report with recommendations to the full Board of Directors concerning any proposed amendments or revisions to the By-Laws which the Committee believes are necessary or desirable.

#### **Section 4: Outside Audit**

The Board of Directors shall meet the requirements of the independent financial review and/or financial audit under the requirements of the Commonwealth of Massachusetts for non-profit and charitable organizations qualifying under section 501(c)(3). Additionally, regardless of MYHA requirements for an independent financial review of the books and records of MYHA each year, the Board of Directors shall conduct a financial self-review which shall consist of no less than 3 Directors, (none of whom shall be the Treasurer), and this self-review shall be completed by March 31<sup>st</sup> each fiscal year and shall be included in the minutes of the April Board of Directors Meeting.

#### **Section 5**

The provisions of the By-Laws are severable. If any provision of the by-laws is held to be invalid, the other provisions shall not be affected thereby.

### **ARTICLE XIII - PARLIAMENTARY PROCEDURE**

#### **Section 1**

The rules of Parliamentary Practice as set forth in “Robert’s Rules of Order” shall govern the proceedings of this Corporation subject to these by-laws and to special rules which may be adopted.