



# Saratoga Youth Hockey, Inc. By Laws

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## ARTICLE I – OFFICES

The principal office of Saratoga Youth Hockey, Inc. (the “corporation”) shall be in the City of Saratoga Springs, County of Saratoga, State of New York.

The corporation may also have offices at other places within or without this state as the board of directors of the corporation (the “board”) may from time to time determine, or the business of the corporation may require.

## ARTICLE II - PURPOSES

The corporation seeks to promote the social welfare of the Saratoga area by providing a nonprofessional ice hockey program to youth under the age of nineteen (19) to better such youth physically, morally and civically, thereby making them better citizens, and aiding the community in eliminating juvenile delinquency. The corporations shall also 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, religious, educational and scientific purposes including, for such purposes the making of distributions to organizations that qualify as exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Code). The corporation may do any other act or thing incidental to or connected with the foregoing purpose, or the advancement thereof, provided the same does not defeat the tax exempt status of the corporation as provided by Section 501 (c) (4) of the Internal Revenue Code and further provided that none of these acts be for the pecuniary profit or financial gain of its members, directors, or officers except as permitted by New York Not-for-Profit Corporation Law, Article 5.

## ARTICLE III – MEMBERSHIP

### **I. Members; Qualifications for Membership.**

The corporation shall have members as provided in New York Not-for-Profit Corporation Law, Article 6. Any person (up to a maximum of 2 for each registered player) over the age of twenty-one (21) years who is a parent or other legal guardian of any player who is registered to participate in the corporation’s hockey program shall become a member upon payments of the annual registration fee set by the Board of Directors for his or her player. A single regular membership shall be issued to a parent/guardian or set of parents/guardians of any such player (as opposed to separate membership for each parent) and only one such membership shall be issued to any parent/guardian or set of parents/guardians, regardless of the number of players registered. Only players who are members of USA Hockey shall be eligible to register to participate in the corporation’s hockey program.

### **2. Membership Meetings.**

#### **a) Annual Membership Meeting and Election of Directors.**

The annual meeting of the membership shall be held each year during the month of March, at a date, time and place determined by the board of directors (the “board”). The board shall post the date, time and place of the annual meeting on the corporation’s website as soon as it is determined. At least four (4) weeks prior to the annual meeting the board shall give notice to each member in good standing of the annual meeting and elections to the board by email to the member’s email address on record. Any member in good standing may apply to run for election to any director position which will become vacant at the end of the month of March immediately following the annual meeting. One week prior to the annual meeting an electronic ballot for election of open board seats will be forwarded by email to each member. The ballot shall reflect as candidates each member in good standing who has applied to be a candidate. Electronic ballots shall be completed and returned not later than 24 hours prior to the convening of the annual membership meeting. Final results of the board elections will be tallied and

announced at the annual membership meeting.

**b) Quorum of Members.**

The presence at any membership meeting of not less than ten (10) members shall constitute a quorum and shall be necessary to conduct the business of the corporation; provided, however, a lesser number may adjourn the meeting, and the secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

**c) Membership Roll.**

A membership roll showing the list of members (the "membership roll") as of the record date, agreed upon by the Board, shall be maintained by the secretary and produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation. Such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

**d) Special Meetings.**

Special meetings of the members may be called by the board. The board shall forward notice of such meeting to all members as they appear in the membership roll at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

**e) Fixing of Record Date.**

For the purposes of determining the members entitled to notice of or entitled to vote at any meeting of members or any adjournment thereof, to vote in an election of directors, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution of any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

**f) Order of Business.**

The order of business at all meetings of members shall be as follows:

- i. Roll Call
- ii. Reading of the minutes of the preceding meeting
- iii. Report of the president
- iv. Report of the treasurer
- v. Old and unfinished business
- vi. New Business
- vii. Adjournment

**3. Action By Members Without A Meeting.**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all members entitled to vote thereon.

**4. Proxies.**

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the member or his (or her) attorney-in- fact. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**5. Membership Dues, Fees and Assessments.**

The Board of Directors shall fix the amount of the membership dues, fees and assessments for the ensuing hockey season by resolution passed by a majority vote of the board held before the first day of June for that year.

**6. Voting.**

- a. For the purpose of voting as members, each parent or guardian or set of parents or guardians shall be allowed one vote for each child registered to participate in the hockey program.
- b. A member shall be entitled to vote only if all dues, fees and assessments owed to the corporation are paid in full.
- c. If there is more than one parent or guardian for a child registered to participate in the hockey program, and they disagree as to how to cast a vote, the parent or guardian whose birthday is closest in date to the beginning of the calendar year shall have the right to cast the vote.

**7. Revocation of Membership.**

All players and parents, as a condition of registration must agree to the conditions of the corporation's Code of Conduct. Following reasonable notice to a member, the Board may terminate the membership of any member for failure to pay dues, fees or assessments or for violation of the Code of Conduct.

ARTICLE IV - BOARD OF DIRECTORS

**1. Management of the Corporation.**

The corporation shall be managed by the board which shall consist of not less than three (3) directors. Each director on the board (a "director") shall be at least twenty-one (21) years of age.

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

The election of directors shall proceed as specified in Article III. Each director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and shall have qualified, or until his or her prior resignation or removal. Director terms of office shall be for two (2) years, except that during elections held in March of 2021 and March of 2022, if necessary the board may set the term of director seats at either one (1) year or two (2) years, in a manner which will result in approximately one half (1/2) of director seats expiring each year. Thereafter, all directors' terms shall be for a period of two (2) years. Director terms of office shall begin on April 1<sup>st</sup> and end on March 31<sup>st</sup>.

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

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all 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 except the removal of a director without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of a director without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by a resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

**5. Removal of Directors.**

Directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by a 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.**

A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

**8. Action of the Board.**

Unless otherwise required by law, the vote of the majority of directors present as 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 of Board Meetings.**

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

**10. Annual Meetings.**

The annual meeting of the Board shall be held during the month of April on a date and time set by the Board. At the annual meeting the Board shall conduct elections of officers as provided in Article V, and shall appoint committees as provided in Article VI.

**11. Other Meetings of the Board, Adjournment.**

Regular meetings of the board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three day's notice to each director either personally or by mail or by email; special meetings shall be called by the president or by the secretary in a like manner on written request of five (5) directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to them.

A majority of 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 all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

**12. Presiding Officer.**

At all meetings of the board the president, or in his or her absence, a vice president (first the vice president of hockey operations, or in his or her absence, vice president of administration), shall preside. In the absence of the president and both vice presidents, a temporary presiding officer shall be chosen by the directors present.

**ARTICLE V - OFFICERS**

**1. Officers, election, term.**

The board shall elect or appoint a president, a vice president of hockey, a vice president of administration, a secretary, a treasurer, a registrar and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided or as otherwise fixed by the board. Commencing with officer elections held in April of 2021, the term of office of each officer shall be two (2) years, except that for officers who are also directors, the term shall be co-terminous with his or her then term as a director. Director terms of office shall begin on April 1<sup>st</sup> and end on March 31<sup>st</sup>. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified.

**2. Removal, resignation.**

Any officer, elected or appointed by the board may be removed by the board with or without cause. In the

event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary.

**3. President.**

The president shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the members and of the board; he or she shall have general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

**4. Vice President(s).**

**a. Vice President of Hockey.**

The vice president of hockey shall assist the president with matters concerning organization and delivery of hockey programs, and shall serve as the corporation's ACE coordinator in compliance with requirements of USA Hockey and the New York State Amateur Hockey Association. During the absence or disability of the president, the vice president of hockey, shall have all the powers and functions of the president.

**b. Vice President of Administration.**

The vice president of administration shall assist the president with corporation operations other than delivery of hockey programs.

**c. Additional Duties.**

Each vice president shall perform such additional duties as the board may from time to time prescribe.

**5. Treasurer.**

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he or she shall, when duly authorized by the board; he or she shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board (checks, drafts, notes and orders for the amount in excess of \$2,000 must be countersigned by the president); he or she shall at all reasonable times exhibit his or her books or accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each fiscal year, he or she shall have a compilation, review or audit of the accounts of the corporation made by a certified public accountant as required by New York Executive Law Section 172-b, as the same may be amended from time to time, and shall present such certified public accountant financial prepared statements in writing at the annual meeting of the members; at which time he or she shall also present an annual report setting forth in full the financial conditions of the corporation.

**6. Secretary.**

The Secretary shall keep the minutes for the board and of the members. He or she 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. He or she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board may direct; he or she shall attend to such correspondences may be assigned, and perform all the duties incidental to his or her office. He or she shall keep the membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time they became members.

**7. Registrar.**

The registrar shall be responsible to register players, teams and coaches according to USA Hockey Rules and Regulations and to maintain such records.

**8. 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 or her duties to the corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the corporation which come into his or her hands.

## ARTICLE VI- COMMITTEES

### **I. Generally.**

There shall be committees of the board (consisting of only members of the board) and committees of the corporation (which may include persons not a member of the board) as provided in this Article VI. Each such committee shall be appointed by a majority of the entire board and shall serve at the pleasure of the board, except where committee membership is provided in this Article to be on an *ex officio* basis. Except as hereinafter provided, the board shall designate from among the member of each committee a chairperson to serve as presiding member of the committee.

### **2. Standing Committees.**

There are hereby established the following standing committees, the membership for which and chairperson for which shall be appointed at the annual organizational meeting of the board. Each committee shall have such powers and duties as are hereinafter set forth and such other not inconsistent duties as are prescribed by resolution of the board.

#### **a. Executive Committee.**

The Executive Committee shall be a committee of the board, and shall consist of the members of the Board holding the following offices, who shall each serve as an *ex officio* member thereof: the president, each vice president, the secretary, the treasurer and the registrar. The president shall be the presiding director of the executive committee. The executive committee shall have all the powers of the board between meetings of the board, except those which are prohibited by New York Not-for-Profit Corporation Law Section 712. Before exercising any powers delegated to it, the executive committee shall first make a determination to be recorded in the minutes of its meeting that (i) it is impracticable to convene a special meeting of the board, including a meeting using video and/or audio communications as allowed by law, and (ii) the circumstances are such that a delay in convening a special meeting of the board creates an unreasonably risk of substantial harm to the corporation. The executive committee shall additionally serve as the body to deal with issues of conflict which cannot be resolved between parents and coaches, parents and parents, etc., and to recommend to the board any final action regarding discipline or behavior of corporation members, players, coaches, etc.

#### **b. Finance Committee.**

The Finance Committee shall be a Committee of the Corporation, and shall consist of not less than three (3) members of the Board, together with such additional members who are not members of the Board as the Board shall determine to appoint. The Finance Committee shall be responsible for the following matters: recommending to the Board all financial policies and practices; annual budget preparation, monthly and annual financial reports; preparing and reviewing reports to the NYS Attorney General Charities Bureau or the United States Internal Revenue Service, financial condition, bank relations, accountant and/or auditor relationship, insurance, scholarships, payment plans, taxes, registration fees, and such other matters as are reasonably related thereto. The Treasurer shall be a non-voting *ex officio* member of the Finance Committee and shall report to the Finance Committee.

#### **c. Governance Committee.**

The governance committee shall be a committee of the board, and shall consist of not less than three (3) members of the board. The governance committee shall be responsible for the following matters: certificate of incorporation, bylaws, handbook and other governing policies, procedures and documents; structure of the board, and board and committee nominations.

#### **d. Coaching and Player Development Committee.**

The coaching and player development committee shall be a committee of the corporation, and shall consist of not less than three (3) members of the board (one of whom shall be the Vice President of Hockey), together with the head coach of each team. The members of the coaching and player development committee who are members of the board shall annually recommend to the board appointment of the coaching staff of each team, and shall, in consultation with the head coach of each team, determine the roster of each team following an objective try-out process. The coaching and player development committee shall be responsible for coaching education and qualification, player safety, practice plans, clinics (including goalies), player and coaches reports/surveys, team manager communication, coordination with head scheduler, coordination with the registrar, and team equipment. The coaching and player development committee shall additionally be responsible for recommending to the board the number of teams at each level of play and the formation of or discontinuance of tournament bound teams.

**e. Scheduling and Facilities Committee.**

The scheduling and facilities committee shall be a committee of the corporation, and shall consist of not less than three (3) members of the board, together with such additional members who are not members of the board as the board shall determine to appoint. The vice president of administration and the head scheduler, if one is appointed, shall be an *ex officio* member of the scheduling and facilities committee. The scheduling and facilities committee shall be responsible for all home ice scheduling matters and matters concerning ice rink facilities owned or rented by the corporation.

**f. Communications Committee.**

The communication committee shall be a committee of the corporation, and shall consist of not less than three (3) members of the board, together with such additional members who are not members of the board as the board shall determine to appoint. The webmaster, if appointed, shall be an *ex officio* member of the communications committee. The communications committee shall be responsible for communications with the membership of the corporation regarding programming and operational issues, promotion of the hockey programs of the corporation in furtherance of recruitment and retention of players, and public relations of the corporation generally.

**g. Marketing, Fundraising and Special Events Committee.**

The marketing, fundraising and special events committee shall be a committee of the corporation, and shall consist of not less than three (3) members of the board, together with such additional members who are not members of the board as the board shall determine to appoint. The marketing, fundraising and special events committee shall be responsible for promoting the brand of the corporation to potential donors, fundraising events and programs, sales of apparel and other promotional items, and supporting teams in local tournaments.

**3. Temporary Committees.**

The board may establish other temporary committees as it may from time to time see fit and designate the chairperson thereof, giving such committee specific objectives and powers not contrary to law, the certificate of incorporation, or these bylaws. Members of any such committees shall be appointed by the Board.

**4. Committee Meetings.**

Meetings of each committee shall be held at such dates and times, and at such locations, as the majority of the members thereof may agree. The designated chairperson of each committee shall be the presiding officer thereof, and shall cause minutes of the proceedings of each committee to be prepared and timely provided to the board. In the absence of the committee chairperson at any committee meeting the committee members in attendance shall appoint from their membership a temporary chairperson to serve as such for the duration of the meeting.

**5. Committee Vacancies.**

Vacancies on any committee however created, may be filled by the board for the remaining unfilled term.

#### ARTICLE VII - SEAL

The seal of the corporation shall be as follows: (The seal appears on the original copy of the Bylaws.)

#### ARTICLE VIII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

If there be any conflict between the provisions of these bylaws and the Affiliate Agreement between the corporation and New York State Amateur Hockey Association, then in effect, the provisions of the Affiliate Agreement shall govern.

#### ARTICLE IX – FISCAL YEAR

The fiscal year of the corporation shall commence on June 1<sup>st</sup> and conclude on May 31<sup>st</sup> of each calendar year.

#### ARTICLE X - AMENDMENTS

The bylaws may be adopted, amended or repealed by the members. These bylaws may also be adopted, amended or repealed by the board, but any bylaw adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any bylaw 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 the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

#### ARTICLE XI - INDEMNIFICATION FROM PERSONAL LIABILITY

The corporation hereby consents and declares that each officer, members of the board of directors, and members of all committees and all elected or appointed officials in any capacity shall be deemed to have assumed office or assignment on the understanding, agreement and condition that each one of them and his or her heirs, executors and administrators, estate and effects respectively shall at all times be indemnified and saved harmless from and against all liabilities, judgments, costs charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his office and also from and against all other cost, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his or her own willful misconduct.