

Auburn Hockey Club, Inc
By-Laws

ARTICLE I

Location

Section 1: Office

The office of the corporation shall be located in the City of Auburn, County of Cayuga and State of New York.

ARTICLE II

Membership

Section 1. Admission to Membership

Any parent or legal guardian of a child participating in a program of the Auburn Hockey Club or coach, assistant coach, manager, referee or Board member shall automatically be a member. However, in any event, all members must be 18 years of age or older.

Any other person can become a member of the corporation upon paying to the treasurer a \$25.00 annual membership fee. Notwithstanding any provision in these bylaws to the contrary, any member of the Auburn Hockey Club on the date of the adoption of these by laws shall continue to be a member without the payment of any fees.

Section 2. Membership Meetings

A. Annual Meetings

A meeting of the members shall be held annually for the election of directors and the transaction of other business; on the last Wednesday of April in each and every year at 7:30 p.m., if not a legal holiday in the place of meeting, and if a legal holiday, then on the next business day following which is not a legal holiday at 7:30 p.m.

B. Other Membership Meetings

At least one additional meeting of the members shall be held during the course of the hockey year or just prior to the beginning of the hockey season, at the call of the Board of Directors.

C. Special Meetings.

Special Meetings of the members, for any purpose or purposes, may be called by the President or the Board of Directors and shall be called by the President at the request, in writing, by members entitled to cast at least 20% of the total number of votes entitled to be cast at such meeting. The notice for such meeting states the purpose or purposes thereof and shall indicate at whose request the meeting is being called.

D. Agenda.

The order of business at the annual meeting of members shall be as follows:

- a. Calling the meeting to order.
- b. Proof of notice of meeting or waiver thereof.
- c. Reading of minutes of last annual meeting.
- d. Reports of officers.
- e. Reports of committees.
- f. Election of directors.
- g. Transaction of other business.

Section 3 Notice of Meeting

Notice of the annual meeting stating the place, date, and hour shall be given personally, in writing, by electronic mail or by first class mail at least (10) days before the date of the meeting to every member.

Notice of a special meeting stating the place, date, and hour and indicating that it is being issued by or at the direction of person or persons calling the meeting, and stating the purpose or purposes for which the meeting is called, shall be given personally, in writing, by electronic mail or by first class mail, not less than (10) ten days before the date of the meeting to each member.

Section 4 Quorum

At any meeting of the members, the members entitled to cast 10% of the total number of votes entitled to cast thereat shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members. The members present may adjourn the meeting despite the absence of a quorum.

Section 5 Membership List

A list of members entitled to vote shall be available at every membership meeting for inspection by any member. That list shall be certified by any corporate officer and shall be produced at a meeting of members upon the request thereof by any member who is given written notice to the board that such a request will be made at least 10 days prior to the meeting. If the right to vote at any meeting is challenged, the President shall require such a list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such lists or record of members entitled to vote thereat may vote at such meeting.

Section 6 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 in writing and signed by the member or his attorney-in-fact. No proxy will be valid after the expiration of the meeting for which the proxy was issued. The proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. The President shall vote at all issues. Proxy votes are acceptable only for votes by ballot at meetings of the members.

Section 7 Fixing Record Date

The purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent or dissent from any proposal without a meeting,

or for the purpose of any other action by the members, the record date shall be 21 days before the date of such meeting.

ARTICLE III

Directors

Section 1 Board of Directors

A Board of Directors shall manage the business of this corporation. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the board at all meetings of the club in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Auburn Hockey Club.

Section 2 Qualification of Directors

Each director shall be a member of the corporation.

Section 3 Number of Directors.

- a) The number of directors constituting the entire Board will be eleven.
- b) At each annual meeting of the directors, directors shall be elected to hold office until expiration of the term for which he or she is elected, and until his or her successor has been elected and qualified. The term for each director shall be three years.
- c) A director shall be elected by ballot by a plurality of votes cast at such meetings by the members. The candidates receiving the highest number of votes shall be elected to fill the open positions.

Section 4 Nominations for Election.

Nominations for election to the Board shall be by petition. Any club member in good standing desiring to run for the Board of Directors will have to obtain 20 names of members on a petition form, to be supplied by the Board. Any club member in good standing whose petition has been submitted prior to the mailing of the notice of the annual meeting of members will have his, or her name appearing in said notice.

Section 5 Vacancies.

Vacancies occurring in the Board of Directors for any reason shall be filled by the highest vote getters in the previous election, not elected, for the balance of the remaining year until the general election. At the general election the remaining balance of the 3-year term will be up for election. In the event the board member resigns in the last year of the term, the position is filled until the general election and the new 3-year term is voted on.

Vacancies shall be filled in order of the term time remaining and order of vote, with the highest vote getter getting the longest available term. In the event of a tie in votes for two positions of

unequal lengths of time, the tie shall be decided by the majority vote of the newly elected Board, with the members in question abstaining from the vote. In the event there were no candidates to fill all the position(s), the newly elected Board by a 2/3 vote shall fill the vacancies until the next general election when the remaining balance of the term(s) shall be up for election.

EXAMPLE: '97 GENERAL ELECTION

3 YR (TERM UNTIL 2000)

CHRIS 54 VOTES

3 YR (TERM UNTIL 2000)

KELLY 46 VOTES]

2 YR (TERM UNTIL 1999)

TERRY 36 VOTES

2 YR (TERM UNTIL 1999)

JOE 24 VOTES (*decided by Board vote)

1 YR (TERM UNTIL 1998)

JERRI VOTES (*decided by Board vote)

Section 6 Removal of Directors

Any member of the Board missing three regular meetings during the course of any year may be removed from office by action of the Board if the Board, after discussion, shall decide that such board member's absence was not for good cause.

Any director may be removed for cause by the vote of a majority or the total membership at a special meeting called for said purpose. The director whose removal is sought shall be notified of the reason, the date, time and place of said meeting.

Section 7 Resignation of Directors

Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.

Section 8. Quorum

Two-thirds of the entire board shall constitute a quorum for the transaction of business or for any specified item of business and the vote of a majority of the Board of Directors present at the time of a vote if a quorum is present at such time shall be the act of the Board of Directors.

Section 9 Meetings of Directors

Regular meetings of the Board of Directors may be held without notice at such time the Board of Directors shall fix. A special meeting of the Board of Directors shall be held upon notice to the Directors, mailed, by electronic mail or given personally at least two days prior to the time appointed for the meeting. A majority of the directors, whether or not a quorum is present, may adjourn any meeting to another time and place. The President or any other office may call meetings at any time. All votes shall be recorded and shall be available for

inspection by any person entitled to examine the minutes of the Board.

Section 10 Attendance of Meetings by Members

The meetings shall be open to any member of the Club upon approved request. A request consists of a written statement detailing the business the person wishes to bring to the Board. The request should be submitted in time to make the agenda for the next meeting.

Section 11. Committees of the Board

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members and from among the membership of the Club such committees the Board shall deem necessary or appropriate for the management of the Club.

ARTICLE IV

Officers

Section 1. Officers

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer. A different person shall hold each office.

Section 2. Election and Term of Office.

All officers shall be elected by the Board to hold office for the term of one year, and each shall hold office for such term and until his or her successor has been elected and qualified.

The election of the President shall be held at the last Board meeting following the qualifying of directors for the ensuing year.

Section 3 Duties of Officers.

- a. President: The President shall preside at all meetings of directors. The President shall be an ex-officio member of all standing committees and shall, in general, supervise and manage all of the business and affairs of the Club, subject to the control of the Board of Directors. He or she shall perform all the duties usually incident to the office of President.
- b. Vice President: The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall have such powers and perform such duties as may be delegated to him by the President, or prescribed by the Board of Directors.

c. Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of the meetings of all members and also, unless otherwise directed, the minutes of all meetings of committees in books provided for that purpose. He or she shall give cause to be given notice of all meetings of members and directors and all other notices required by law or by these by-laws. The Secretary shall be in charge of the corporate books and records. The Secretary shall file all requests for notices to be mailed to members at an address other than that which appears on the record of the members. In general, the Secretary shall perform all duties incident to the office of the Secretary.

d. Treasurer: The Treasurer shall have custody of all funds and valuable documents of the Corporation. When necessary or proper, the Treasurer shall endorse on behalf of the Corporation for collection checks, notes or other obligations and small deposit the same to the credit of the Corporation in said bank or banks or depositories as the Board of Directors may designate. The Treasurer shall cause to be kept such books as will show a two record of the expenses, losses, gains, assets and liabilities of the Corporation. The Treasurer shall, at all reasonable times, exhibit his or her books and accounts to any director of the Corporation. In general, the Treasurer shall perform all duties incident to the office of Treasurer.

Section 4 Removal of Officers

Any elected officer may be removed by the Board, with or without cause by a 2/3 vote of the entire Board.

Section 5 Vacancies of Officers

In the event that any office becomes vacant, the directors may appoint another director to fill such vacancy, whom shall hold the office for the unexpired term of his/her predecessor and until the successor is elected or appointed and qualified.

ARTICLE V

Section 1 Fiscal Year

The fiscal year of the Club shall begin on the first day of June and terminate on the 31st day of May in each calendar year.

ARTICLE VI

Section 1 Exoneration from Personal Liability

The Club hereby consents and declares that each Board Member 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 express understanding agreement, and that each one of them and his heirs, executors and administrators, estate and effects respectively shall, from time

to time, and at all times be indemnified and saved harmless, out of the funds of the Club 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 for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses are occasioned by his own willful neglect or default.

ARTICLE VII

Section 1. Team Officials

Coaches, Assistant Coaches and Team Managers shall be chosen each year by a vote of the majority of the Membership of the Board.

Section 2

All Head Coaches and Assistant Coaches on all teams must have current USA Hockey Certification requirements completed by December 31, of that coaching year.

Section 3.

Upon a 2/3 vote of the membership of the Board of Directors, any Coach, Assistant Coach or Manager may be removed with or without cause. Such Coach, Assistant Coach or Manager shall be notified of the date, time and place of the meeting for such vote to take place.

ARTICLE VIII

RESOLUTION OF DISPUTES AND SUSPENSIONS

For all claims, demands or disputes having any impact on ice hockey, including but not limited to any alleged violation of any of the Bylaws of USA Hockey, NYS Hockey, Auburn Hockey Club or the Applicable Playing Rules by a member, a component part or a component person of the Association, Affiliates, players, managers, coaches, and other persons or entities within the jurisdiction of Auburn Hockey Club, including, but not limited to each parent, guardian, or other person, including such claims, demands, disputes or alleged violations involving Auburn Hockey Club the procedures established in *Article VIII of the NYS Hockey Guidelines* shall constitute the sole and exclusive remedy for resolution of such Disputes.

Article IX

Amendments of By-Laws

Amendments of the By-Laws shall be written by the Board and submitted to the membership of the Club at any meeting of the members. Any other person may by petition signed by 20

immediate members of the Club, submit a proposed amendment to the Membership at any regular or special meeting of the Membership. The same shall be balloted upon and a two-thirds majority of those voting shall be required for amending the by-laws of this Corporation.

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