



## **ERIE YOUTH HOCKEY ASSOCIATION, INC. BYLAWS**

### **ARTICLE I NAME, OFFICES, COLORS**

1. **NAME.** The name of this Corporation is Erie Youth Hockey Association, Inc. DBA Erie Jr. Otters
2. **SEAL.** The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "Erie Youth Hockey Association, Inc." The Board of Governors may change the form of the seal on the inscription thereon at any time.
3. **OFFICES.** The principle office of the Corporation shall be in the County of Erie and Commonwealth of Pennsylvania
4. **COLORS.** The official colors of the organization will be Navy, Gold, and White.

### **ARTICLE II – INTRODUCTION AND PURPOSE**

**1.01 Definition of Bylaws:** These bylaws constitute the code of rules adopted by the Erie Youth Hockey Association (the "Association") for the regulation and management of its affairs.

**1.02 PURPOSE:** The purposes for which the Erie Youth Hockey Association, Inc. was incorporated are any educational charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and particularly to instruct and train the youth of the greater Erie community in the skills associated with the game of hockey, as well as the ideals of good sportsmanship, fair play, and the respect for their fellows. In order to facilitate these purposes, the Association shall promote and sponsor schools, clinics, games, leagues, tournaments, and other organized activities, as well as hockey competition between the schools located within the greater Erie area, and shall be authorized to receive gifts, contributions, donations, bequests, fees, and charges and to apply them to the charitable and educational purposes of the Association so that the Association can provide programs of high quality and extend the opportunity to participate in and derive the benefits from the Association programs to all the youth of the community without regard to the financial status of their parents or their race, creed, or national origin.

### **ARTICLE III**

#### **MEMBERSHIP**

**3.01 Definition of Membership:** The members of this association are those persons having membership rights in accordance with the provisions of these bylaws.

**3.02** Membership in this Corporation shall be open to all parents and legal guardians of registered players, rostered coaches, and official sponsors of teams sanctioned by this Association. Current membership shall entitle each family to have one vote in the election of officers. Individuals who qualify for membership in more than one category shall nonetheless have only one vote. No member shall be entitled to share in the distribution of corporate assets upon the dissolution of the Corporation.

**3.03 -** Member Dues and/or Fees: The annual dues and/or fees payable to the association by members of each class, if any, will be in the amount(s) fixed annually by resolution of the Board of Directors.

### **ARTICLE IV**

#### **OFFICERS AND BOARD OF DIRECTORS: THEIR ELECTION AND DUTIES**

**4.01 Definition of Board of Directors:** The board of directors is the group of persons vested with the management of the business and affairs of the association. The board of directors may institute and maintain such policies as it deems useful and necessary to effectively manage the association.

**4.02 OFFICERS.** The officers of this Corporation shall consist of President, Vice President, Secretary, and Treasurer.

4.03 A. President (1 year): The President shall be the executive officer of the Corporation. He/she shall:

- a. Preside at all meetings.
- b. Appoint, with Board approval, special committee chairpersons or persons in charge of special assignments.
- c. Plan all meetings.
- d. Sign all official documents and papers on behalf of the Corporation.
- e. Schedule regular and special meetings of the Board.
- f. Be a member of the Board of Directors.
- g. Perform all such additional duties usually attached to this office.

B. Vice President (1 year as VP- 2<sup>nd</sup> year as President): The Vice President shall:

- a. Preside at all meetings in the absence of the President.
- b. Carry out any duties or assignments set forth elsewhere in these by-laws, or delegated to him/her by the President.
- c. Succeed to the Presidency in the event of a vacancy in the office of the President.
- d. Act as the Parliamentarian.
- e. Be a member of the Board of Directors.
- f. Chair the nomination process of the non-elected members of the Board of Directors. Taking input from the elected members the VP will solicit and encourage those nominees to serve and present them to the Board for confirmation. Nominees are then ratified by simple majority vote of the elected Board members.

C. Secretary (2 years): The Secretary shall:

- a. Preside over all meetings in the absence of the President and Vice President.
- b. Record minutes of all meetings of the members and of the Board of Directors.
- c. Send out notices of all regular and special Board meetings.
- d. Oversee all correspondence required for the operation of the Corporation.
- e. Be a member of the Board of Directors.
- f. Perform all duties as directed by the Board of Directors.

D. Treasurer (2 years)(Nominated by 3 executive Board members and voted on by board – reviewed every 2 years – no term limit): The Treasurer shall:

- a. Record all financial transactions of the Corporation.
- b. Collect all money due to or raised by the Corporation and deposit same in an authorized depository.
- c. Pay all accounts payable by check.
- d. Keep an accurate and current record of all monies received and distributed.
- e. Report on the Corporation's financial condition at meetings.
- f. Prepare a financial statement annually, based on an independent audit of the books; prepare and file all required tax returns.
- g. Be a member of the Board of Directors.

E. Director (2 years staggered with Secretary): Directors shall:

- a. Attend all meetings.
- b. Perform any duties designated by the Board of Directors.
- c. Serve as chairperson of any committee so designated by the Board of Directors, i.e. tournament, fund raising, etc.

**4.04 QUALIFICATION OF DIRECTORS:** Directors must be current or former members of this association in good standing with the association.

**4.05 NOMINATIONS.** Although any member eligible for office may declare himself a candidate for election to office, as provided below, the vice president shall have the responsibility of soliciting and encouraging candidates to submit their names for election prior to January 30 of any year. An eligible member may only declare for one office.

**4.06 METHOD OF ELECTION.** Any parent or legal guardian of a currently registered player shall be eligible for election as an officer or elected member of the Board of Directors. Any such person desiring to be a candidate for office shall notify the secretary no later than January 30. The secretary shall prepare a ballot listing the names of all declared candidates and shall provide, by mail, or other personal delivery, no later than February 14, a ballot to each member eligible to vote. Each candidate shall have the right to have included with the ballot a written statement in support of his or her candidacy, no longer than one page in length. The return of ballots shall be due no later than midnight, March 1 and shall be promptly tabulated and the results announced. Votes shall be counted simultaneously. There shall be no write-in votes. The secrecy of the ballots shall be maintained and the results announced by the secretary at the March Board meeting, which shall be deemed the annual meeting. Those elected shall be those who receive the most votes cast for the particular office. If there is no declared candidate for an office by January 30, the office shall be filled by majority vote of the Board which assumes office on May 1. Nominations for positions to be filled by the Board, as provided above, shall be made by the vice president, or, in the absence of a vice presidential candidate, by the president.

The Board may, in its discretion, schedule a candidates' forum between February 1 and February 15, for the purpose of introducing the candidates to the eligible voting membership, and may adopt rules and procedures governing aspects of the election not addressed in these By-laws.

**4.07 Vacancies on the Board:** Any vacancy occurring on the Board of Directors – ***with the exception of President*** – shall be filled by majority vote of the Board of Directors upon nomination by the Vice President. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office and would maintain the respective anniversary dates. In the event of a vacancy in the Presidency, such vacancy shall be filled by the Vice President.

**4.07 MEMBERS of BOD:** The Board of Directors shall consist of the following elected and appointed positions:

- President – Non elected – Non Voting (Except in case of a tie) (2 year of the elected VP term)
- Vice President – Elected – Voting (1<sup>st</sup> year as VP – 2<sup>nd</sup> year as President)
- Secretary – Elected – Voting (2 year term)
- Treasurer – Appointed – Voting (2 year term)
- Director at Large – Elected – Voting (2 year term)
- Girl's Travel Director – Elected – Voting (2 year term)
- Boy's Travel Director – Elected – Voting (2 year term)
- House League Director – Elected – Voting (2 year term)
- ADM Director – Elected – Voting (2 year term)

The Board of Directors has the right to appoint directors including, but not limited to:

- Adult league Director (Voting Position), Scheduler, Tournament Director, Spring League Director, Webmaster, Coaching Director, Registrar, Equipment Manager

Appointed members will be nominated by the Vice President and confirmed by majority vote of the elected members of the Board of Directors. The appointed Directors need not be members eligible to vote under Article III, but may be any qualified friend of the program.

The Vice President, Girl's Travel Director, Director at Large and House Director will be elected in even years beginning in 2016. Secretary, ADM/TIMBIT Director, Boy's Travel Director will be elected in odd years.

**4.09 BOARD OF DIRECTOR DUTIES:** The Board of Directors is authorized to act as sole authority on behalf of the Corporation in all matters pertaining to the operation of the hockey program.

**4.10 LIABILITY** The Board of Directors and Coaches of the Erie Youth Hockey Association serve voluntarily and without compensation. They serve for a Corporation which has a membership that is ever growing in numbers. Directors and Officers liability insurance is provided for these persons who serve without cost to them. Yet, it is recognized that there are situations where they will still remain at risk to suit from members of the organization, their heirs, and assigns. To ensure continued service by the present as well as future Directors, Officers, and Coaches, Erie Lions Hockey will indemnify any liability for their act or actions which are on behalf of the Corporation or insure to its benefit unless such act or actions shall be determined to be gross negligence, actions which are committed intending to cause harm or actions criminal in nature.

**4.11 Regular Director Meetings:** Regular meetings of the Board of Directors will be held at such dates and at such times and places, as the Board of Directors shall in its discretion determine. Reasonable advance notice of the meetings shall be given to Board members. The President may establish rules and procedures governing the public comment portion of the meeting. When appropriate, the Board may conduct its business in executive sessions which will be attended only by members of the Board and others who are specifically invited. There shall be no proxy voting by members of the Board, but the President may, when he deems it appropriate, conduct business requiring Board action, by any electronic manner. In exigent circumstances, in the absence of a Board meeting, the four elected officers may take any action the Board could have taken, provided the same is reported to the Board at its next meeting and provided further that the action is subsequently ratified by the Board.

An appointed or elected member of the Board of Directors must be present for 50% of the yearly meetings. If a Director or Officer had excess absences, the Board may review their ability to carry on as a member of the Board.

## **ARTICLE V-OPERATIONS**

**5.01 Fiscal Year:** The fiscal year of this association shall commence May 1 and end on April 30<sup>th</sup>.

**5.02 Execution of Documents:** Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of this Association will be signed by the Treasurer and counter signed by any other Officer. Contracts, leases, and other instruments executed in the name of and on behalf of the Association will be signed by the Secretary and countersigned by any other Officer, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

**5.03 Books and Records:** This Association will keep complete and correct books and records of account, and will also keep minutes of the proceedings of its members, Board of Directors, and committees. This Association will keep at its principle place of business a membership register giving the names, addresses, classes, and other details of the membership of each member, and the original or a copy of its bylaws including amendments to date certified by the Secretary of the Association.

**5.04 Inspection of Books and Records:** All books and records of this Association may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

**5.05 Nonprofit Operation:** This Association will not have or offer shares of stock. No dividend will be paid, and no part of the income of this association will be distributed to its Members, Directors, or Officers. However, the Board of Directors reserve the right to approve compensation for services rendered for the organization.

## **ARTICLE VI**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rule of Order, as Revised, shall govern the Corporation in all cases in which they are applicable, and in which they are not in conflict with these By-Laws and any special rules of order the Corporation may adopt.

## **ARTICLE VII**

### **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, Director, Officer, or employee of, or member of a committee or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation or for goods sold to the Corporation in affecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE VIII**  
**INVESTMENTS: PROHIBITED TRANSACTIONS**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investment which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action of any nature shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE IX**  
**EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these By-Laws, no member, Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE X -AMENDMENTS**

**Modification of Bylaws:** The power to alter, amend, or repeal these bylaws, or to adopt new bylaws, to the extent allowed by law, is vested in the Members of the Association. Proposed bylaw amendments will be electronically presented to the membership 2 consecutive months – those months meeting will be open to the membership for discussion and shall be voted on at the third membership meeting. A two-thirds vote of a quorum of the membership shall be required for ratification.