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BILLERICA HOCKEY ASSOCIATION, INC.

BY-LAWS

ARTICLE I - Corporation

1. Name: The name by which the Corporation shall be known is "BILLERICA HOCKEY ASSOCIATION, INC." (which shall hereinafter be referred to as the "Corporation").

2. Objective: The objective of the Billerica Hockey Association Inc. shall be to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, character, courage and dedication, so that they may be finer, stronger and happier youths and will grow to be clean living, physically healthy, and mentally responsible adults and citizens.

The objective shall be achieved by providing supervised competition and instructions in games applicable to ice sports. The supervisors and personnel of the corporation shall bear in mind at all times that the attainment of exceptional athletic skill or the winning of games is secondary, and the participation and the molding of future men and women is of prime importance.

ARTICLE II - Membership

1. The Corporation: The Corporation shall consist of a body of Corporate Members who shall consist of the present

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Board of Directors and Officers and others as decided on by the Directors; and such other classes of members as may be established by the Directors.

2. Election of Corporate Members: Each division (mite, squirt, pee wee, bantam and midget) shall elect by secret ballot one representative to be a Corporate Member which member may be a coach if so elected. The form of the ballot and the election procedure shall be established by the Board of Directors. Each person so elected shall serve as a Corporate Member only during the particular hockey season for the year in which they are elected. The Officers and Directors shall also serve as Corporate Members and all such Officer, Directors and elected Corporate Members shall have exclusive voting power.

Any individual seeking Corporate Membership or applying for a coaching position must comply with AHACM/MASS Hockey CORI screening for a criminal record check. Any individual having prior conviction information, or detrimental results from the CORI screening, which shall be detrimental to the Billerica Hockey Association, shall be disqualified from membership and or coaching position.

3. Termination of Membership: Any member of the Corporation may resign by filing his resignation in writing with the Directors or with the Clerk of the Corporation, and any with or without cause member may be removed from membership for any reason by vote of the Directors at any meeting of the Board of Directors duly held, provided that notice of such action is

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set forth clearly in a written notice mailed to all Directors not less than seven days prior to the date of such meeting. A vote of not less than two-thirds of the Directors then in office shall be necessary for the removal of any member.

Any parent, guardian, player, coach or other affiliated members, who conduct themselves in a manner detrimental to the Corporation, shall be subject to dismissal from the program. Parents and guardians may also jeopardize their children's participation in the program by their conduct. A two-thirds vote of the Board of Directors shall govern such matters.

4. Players: Each player selected for a town team shall be afforded fair and equal ice time as a member of said team. See also Coaches Handbook.

ARTICLE IIII - Meetings of Voting Members

1. Place of Meetings: Meetings of members shall be held in Massachusetts, unless otherwise determined by the Directors.

2. Annual Meetings: An annual meeting of the members of the Corporation entitled to vote shall be held on October 31 of each year at such time and place as the Directors shall determine. The Directors shall have the authority to designate another date to hold such annual meeting by majority vote.

3. Special Meetings: A special meeting of the members entitled to vote may be called by the President at any time.

4. Quorum of Members: At any meeting of the members, a majority of the members entitled to vote shall constitute a quorum. The vote of a majority of any quorum shall be sufficient to transact business unless otherwise provided by law, or by the Agreement of Association or by the By-Laws.

5. Votes and Proxies: At all meetings of the members, those entitled to vote shall have one vote each. Absent members may not vote by proxy.

ARTICLE IV - Board of Directors

1. Powers: The directors may exercise all the powers of the Corporation except such as are required by law or the Agreement of Association or By-Laws to be otherwise exercised. They shall have the general direction, control, and management of the activities of the Corporation. Except as otherwise provided by the By-Laws, they shall have the power to purchase, lease, and sell such property, and to make such contracts and agreements as they deem advantageous. They may determine their own duties in addition to those prescribed by the By-Laws and the duties of all officers, agents, and employees of the Corporation.

2. Election: A Board of Directors of not less than eleven shall be elected by and from the Corporate Members at each annual meeting. The officers of the Corporation shall also serve as directors. The Board of Directors shall be made

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up of no less than 20% of individuals who shall have children actively participating in the program.

3. Tenure: The present Board of Directors shall remain in office for a period of three years from the date these amended By-Laws are adopted or until May 31, 1999, whichever occurs last. Except as otherwise provided by law or by vote of the Corporate Members, each Director shall hold office until the next annual meeting of members. A Director may resign by filing his resignation in writing to the other directors or to the Clerk of the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time. Presently, there are eleven directors (four of whom are officers of the corporation). After May 31, 1999, the directors shall be elected as follows: four directors for three years, two directors for two years, and one director for one year. The other four directors shall be the officers of the corporation and shall be elected as set forth in these by-laws.

4. Removal: Any Director may be removed from office at any time, which cause, by the affirmative vote of a two thirds of the Corporate members.

5. Vacancy: Any vacancy in the Board of Directors may be filled by the Corporate Members at a meeting called for that purpose. Unless and until so filled, a vacancy in the board of directors may be filled by a vote of a majority of the remaining Directors.

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6. Meetings: The Directors shall hold a regular meeting each year as soon as practicable after final adjournment of the annual meeting of members for the election of such officers not elected by the members as they may determine. Other meetings shall be held as often as the needs of the Corporation may in their opinion require. Meetings of the Directors may be held any place as determined by a vote of a majority of directors.

7. Notice of Meetings: Meetings of the Directors may be called by the President, the Treasurer, or any two or more directors. Notice of the time and place of all regular meetings of the Directors shall be given by the Clerk and of any special meetings by the Clerk or the Officer calling the meeting. Notice may be given orally, by telephone, telegraph, fax, or in writing; and notice given in time to enable the Directors to attend, or in any case notice sent by mail or telegraph to a Director's usual or last known place of business or residence, at least three days before the meeting, shall be sufficient. Any meeting of the Directors shall be a legal meeting without notice if each Director by a writing filed with the records of the meeting, gives such assent. Every Director who attends a meeting, and every absent Director who shall waive notice thereof by a writing filed with the records of the meeting or who shall sign such records, shall be deemed to have been duly notified of such meeting.

8. Quorum of Directors: At any meeting of the Directors, a majority of the Directors unless otherwise provided by law or By-Laws must be present in order that business may be transacted by vote of a majority of those in attendance at any meeting at which there is a quorum.

ARTICLE V - Executive Officers

1. Officers: The Officers of the Corporation shall consist of a President, Treasurer, Clerk and such other officers as the Directors may from time-to-time elect.

2. Election: The President, Treasurer and Clerk of the Corporation shall be elected by the Corporate Members at each annual meeting of the Corporate Members. However, the present officers of the Corporation shall remain in office for a period of three years from the date these amended By-Laws are adopted or May 31, 1999 whichever occurs first. Thereafter, the President, Vice President, Treasurer and Clerk shall serve for a period of three years.

3. Vacancy: Any vacancy in any office held by a person elected by the Corporate Members may be filled by vote of the Corporate Members at a meeting called for that purpose. Unless and until so filled, a vacancy in any office may be filled for the unexpired balance of the term by vote of the Directors or by appointment by all of the Directors if less than a quorum shall remain in office.

Any vacancy in any office held by a person elected by the Directors may be filled for the unexpired balance of the term by vote of the Directors or by appointment by all of the Directors if less than a quorum shall remain in office.

4. President: The President shall, if present, preside at all meetings of members and of directors. He shall have general supervision and control over the activities of the Corporation, except as otherwise provided by the By-Laws or by the Directors and shall have and perform such other powers and duties as may be prescribed by the By-Laws or from time to time determined by the Directors. The corporation may also elect a Vice President who will assume the duties of the President in his/her absence, and if so elected, shall serve for a period of three years after May 31, 1999.

5. Treasurer: The Treasurer, subject to the control and direction of the Directors, shall have and perform such powers and duties as may be prescribed in the By-Laws or from time to time determined by the Directors. He shall have custody of all monies, obligations, contracts, and other valuable documents of the Corporation, and the records books; and he shall keep accurate books of accounts, transactions of the Corporation. All property of the Corporation in his custody shall be subject at all times to the inspection and control of the Directors. If required by the Directors, the Treasurer shall, at the Corporation's expense, give bond to the Corporation for the faithful performance of his/her duties, in

such form and amount, with such sureties, and to be held by such officer as the Directors may determine.

6. Clerk: The Clerk, who shall be a resident of Massachusetts, shall have and perform the powers and duties prescribed in the By-Laws, and such other powers and duties as may from time to time be determined by the Directors. He shall attend all meetings of the members and Directors, and shall record upon the record book of the Corporation minutes of the proceedings at such meetings. He shall have custody of the record books of the Corporation. In the absence of the Clerk from any meeting, a temporary clerk shall be appointed by the persons present at said meeting.

7. Removal: Any officer may be removed from office at any time with cause by affirmative vote of a two thirds of the Corporate members.

ARTICLE VI - Committees

The Directors may from time to time appoint one or more committees consisting of Directors, Corporate Members or other persons, as the Directors shall determine, and the members of any committee shall have such tenure, authority and duties as the Directors shall determine.

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ARTICLE VII - Miscellaneous Provisions

1. Fiscal Year: Except as otherwise determined by the Directors, the fiscal year of the Corporation shall be April 30th.

2. Seal: Subject to change by the Directors, the Corporation shall have a seal which shall bear its name, the word, "Massachusetts", and the year of its incorporation, and such other device or inscription as the directors may determine.

3. Execution of Instruments: Negotiable paper shall be signed, endorsed or accepted by the Treasurer, or by any other officer authorized by the Directors, and shall be countersigned if and as the Directors determined. The Directors may from time to time designate the person or persons who shall sign, countersign, endorse, or accept such negotiable paper in the absence of other persons exercising authority thereunder and who shall execute on behalf of the Corporation contracts, deeds and other written instruments.

4. Evidence of Authority: A certificate by the Clerk or temporary Clerk as to any action taken by the members, Directors, or any officer or representative of the Corporation shall as to all persons who rely thereon in good faith in conclusive evidence of such action. The exercise of any power which by law or under these By-Laws, or under any vote of the members or of the Directors, may be exercised in case of absence or any contingency shall bind the Corporation in favor

of any one relying thereon in good faith, whether or not the absence or contingency existed.

ARTICLE VIII - Indemnification

1. Indemnification of Officers and Directors: The Corporation may, by vote of a majority of Directors not affected, indemnify each of its officers or directors, or former officers or directors against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding which he is made a party by reason of being or having been an officer or director of the Corporation; provided, however, that no indemnification shall be provided in relation to matters as to which any such officer or director shall have been adjudged to be liable by reason of willful misconduct in the performance of his duties as such officer or director. As to whether or not an officer or director was liable for willful misconduct in the performance of his duties, the Board of Directors of the Corporation, and each officer and director, may, in the absence of a court adjudication at this point, rely conclusively upon the opinion of legal counsel selected by or in the manner designated by the Board of Directors.

ARTICLE IX - Amendments

These By-Laws may be amended by a two-thirds vote of the Corporate Members at a meeting properly called by the President

after giving written notice of the proposed amendment to each Corporate Member.

ARTICLE X

All coaches shall abide by the Handbook and follow all rules and regulations from time to time prepared by the Board of Directors. If rules are not so followed, the Board of Directors shall hold a hearing and shall take the appropriate disciplinary action by a majority vote, which vote is final and binding.

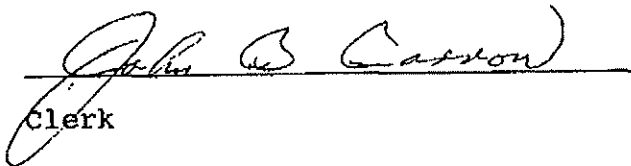
ARTICLE XI

Roberts Rules of Order shall be the parliamentary authority on all matters not covered by these by-laws.

ARTICLE XII

No corporate member, director or officer shall engage in any conduct or activity that conflicts with the interests of this Corporation. Each corporate member, directors or officer shall act in good faith and in the best interest of this Corporation. No corporate member, director or officer shall allow his or her personal interests knowingly conflict with the interests of this Corporation.

Attest: Clerk



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