

AMENDED AND RESTATED BYLAWS  
OF HAMDEN YOUTH HOCKEY  
ASSOCIATION, INC.

## **ARTICLE I NAME**

**Section 1.01 Name.** The name of the Corporation shall be Hamden Youth Hockey Association, Inc., (hereinafter the "**Corporation**").

**Section 1.02 Offices.** The principal office of the Corporation shall be at 595 Mix Avenue, Hamden, New Haven County, Connecticut, 06514. The Corporation may have other offices, inside or outside the State of Connecticut, as the Board of Directors of the Corporation (the "**Board**") from time to time shall determine or the purpose of the Corporation may require.

## **ARTICLE II PURPOSE**

**Section 2.01** The purposes of this Corporation shall be to: (1) sponsor and encourage ice hockey as a youth sport; (2) encourage the character, mental and physical benefits derived from sports in general and hockey in particular; (3) help guide our youth to become purposeful citizens in a democracy with the full knowledge of the responsibility as well as the privileges of citizenship; (4) render moral support and material aid to all youth regardless of race, color or creed; (5) help inspire in our youth a sense of responsibility, cooperation, self-reliance and sportsmanship and to assist in any way possible with youth of all groups; and (6) raise, hold and use funds to carry out the above purposes.

## **ARTICLE III MEMBERS**

**Section 3.01 Active Members.** Active members shall be parents or legal guardians of current registered players in programs sponsored by the Corporation where registration fees are paid directly to the Corporation, and coaches appointed by the Board of Directors for such programs. For the purposes of this section, a player is considered "current registered" from the time of their registration until September 1st of the following season, unless the player leaves to join another program, in which case their registration and the associated Active Member status of their parents or legal guardians shall terminate upon their departure. Parents or legal guardians of players in programs managed by third-party vendors in partnership with the Corporation, where registration fees are not paid directly to the Corporation, shall not automatically qualify as Active Members unless granted such status by a majority vote of the Board of Directors. Former members whose children are no longer registered may submit a request to maintain Active Member status, subject to annual approval by a majority vote of the Board of Directors. In cases where membership eligibility is unclear or not covered above, the Board of Directors may grant Active Member status by majority vote, provided any involved Board member recuses themselves from the vote.

**Section 3.02 List of Active Members.** A list of all active members shall be kept current and updated by the Secretary and in their possession at the Annual and open membership meetings of the Corporation.

**Section 3.03 Honorary Members.** Honorary membership shall be granted to individuals by the Board of Directors of the Corporation at its discretion, in recognition of an individual's conspicuous and meritorious service to the sport of ice hockey. Honorary members shall be non voting members.

**Section 3.04 Additional Active Member Duties** Active Members, inclusive of those serving

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within the capacity of the Board of Directors, Officers, and Appointed Positions, shall undertake the performance of the duties outlined within this section (the “**Additional Duties**”), in addition to the existing duties of their respective positions. Assignment of Additional Duties shall be determined by a vote of the Board of Directors. If action is required prior to the vote, the Board of Directors shall assume the requisite duties. Additional Duties include: **(1) Scheduler.** The Scheduler shall be responsible for scheduling and tracking ice time for all teams and communicating changes to all appropriate parties. The Vice President will work with the scheduler on needed schedule changes throughout the seasons; and **(2) CGHL Representative.** The CGHL Representative shall act as the Corporation representative and liaison to the Connecticut Girls Hockey League (CGHL) and attend and report on all CGHL meetings.

**Section 3.05 Good Standing.** An Active Member or Honorary Member shall be deemed in good standing provided that:

- a) All financial obligations to the Corporation are met by the deadlines set by the Treasurer, including but not limited to tuition, registration fees, or other assessed dues, are fully paid or subject to a payment plan approved by the Treasurer; and
- b) The member is not currently subject to an ongoing investigation or disciplinary action by the Board of Directors or a Disciplinary Committee (as established under Section 7.03, if applicable) for alleged violations of the Corporation’s Code of Conduct, SafeSport guidelines, USA Hockey regulations, or other applicable policies.

The Board of Directors may, by majority vote, determine a member’s standing in cases of dispute, consistent with the procedures outlined in these bylaws.

**Section 3.06 Code of Conduct.** Members shall adhere to the Code of Conduct (Exhibit E), with violations subject to review by the Disciplinary Committee.

## ARTICLE IV MEETINGS OF THE MEMBERS

**Section 4.01 Quorum and Vote.** Any issues up for vote will be presented to the membership at regularly scheduled open membership meetings. If a special meeting is needed for a vote, Active Members shall be given at least 10 days’ notice for the meeting and its purpose. The number of Active Members present at any meeting shall represent the quorum. The act of the majority of Active Members in good standing present at a meeting shall be the act of the membership.

## ARTICLE V BOARD OF DIRECTORS

**Section 5.01 General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these by-laws, or applicable law, as it may deem proper for the conduct of its management of the Corporation.

**Section 5.02 Executive Board.** The Board of Directors shall at all times consist of an Executive Board comprised of the Corporation’s President, Vice President, and Treasurer.

**Section 5.02(a) Powers of the Executive Board.** The Executive Board shall have the authority to act on behalf of the Board of Directors between regular Board meetings for urgent matters requiring immediate action, provided such actions are consistent with the Certificate of Incorporation, these bylaws, and applicable law. Such actions shall be reported to the full Board

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at the next Board meeting. The Executive Board shall also oversee the implementation of Board resolutions, manage day-to-day operations, and coordinate with appointed positions and committees.

**Section 5.03 Number.** The number of directors shall be at least five.. Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board, but not decrease shall shorten the term of any director then in office.

**Section 5.04 Term.** Board members are elected for a term of three (3) years at the Annual Meeting of each season. Each officer shall remain in office until their successor is elected and qualified, subject to such person's earlier death, resignation of office, termination by removal, or disqualification. Vacancies on the Board shall be filled by a majority vote of the remaining Board at any regular or special meeting as soon as practicable, unless the Board determines by majority vote to delay until the next Annual Meeting. . There shall be no limit on the number of terms in which any individual may serve as a director of the Corporation.

**Section 5.05 Qualifications of Directors.** Board participation is subject to certain performance parameters set forth and communicated to the Board Member at the time the respective individual takes office. Only one parent, legal guardian, or representative associated with a registered player may serve on the Board of Directors at any given time. A member of the Board of Directors of the Corporation shall not serve concurrently on the Board of Directors or be an officer in any other youth hockey organization. This prohibition does not apply to groups such as Connecticut Hockey Conference, USA Hockey, CGHL, or similar organizations.

**Section 5.06 Newly Created Directorships and Vacancies.** Any newly created directorships resulting from an increase in the authorized number of directors and any vacancies occurring in the Board shall be filled solely by the affirmative votes of a majority of the remaining members of the Board, although less than a quorum, or by a sole remaining director. A director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the director whom he or she has replaced, a successor is duly elected and qualified, or the earlier of such director's death, resignation, or removal.

**Section 5.07 Resignation.** Any director may resign at any time by notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified. A verbal resignation shall not be deemed effective until confirmed by the director in writing or by electronic transmission to the Corporation.

**Section 5.08 Removal.** Except as prohibited by applicable law or the Certificate of Incorporation, the Members entitled to vote in an election of directors may remove any director from office at any time as a result of non-performance or just cause by the affirmative vote of a majority in voting power thereof.

**Section 5.09 Compensation of Board Members.** No part of the Corporation's income shall be distributed to its members, directors, or officers, in accordance with the Certificate of Incorporation. Members of the Board of Directors shall serve on a voluntary basis and shall not receive tuition reductions, monetary compensation, or other financial benefits for their service, except for reimbursement of reasonable expenses incurred in the performance of their duties, as approved by the Board of Directors.

**Section 5.10 Policies.** Each member of the Board of Directors shall submit annually their signed attestation that they have read and agreed to the following Board of Directors policies: (1) Whistleblower Policy; (2) Records Retention Policy; (3) Gift Policy; (4) Conflict of Interest Policy. Board members shall submit this at the next Board of Directors meeting held after Board Member elections and shall submit these to the current Secretary.

## **ARTICLE VI MEETINGS OF THE BOARD**

**Section 6.01 Annual and Regular Meetings.** The Board shall conduct open membership meetings no less than three times a year, September through April. These meetings shall be open to Active Members in good standing, who may observe, address the Board during a designated portion of the agenda, or vote on issues presented, subject to rules established by the Board. Open membership meetings may be held in person or via remote communication, if approved by the Board. The date, time, and place of these meetings shall be posted on the Corporation's website or shared with members via social media or email. Minutes of open membership meetings shall be shared with the membership. The Annual Meeting, held in April or May in the Town of Hamden, shall be distinct from these regular open membership meetings and shall focus on Board elections and bylaw approvals, as outlined in these bylaws. The Board shall collect applications from Active Members interested in filling open Board positions prior to the Annual Meeting. After the Annual Meeting and new Board members have been voted, the President has the right to either appoint members into their roles on the Board or leave it up to a vote if more than one individual is interested in the same position. At any meeting where Directors are to be elected, nominations for said offices may be made from the floor, only if the nominated individuals are present. A meeting of the Corporation shall be held in September each year, at which the Board of Directors shall provide the membership with a report covering the program for the forthcoming season.

**Section 6.02 Special Meetings.** Special meetings of the Board may be held at such times and at such places as may be determined by the Chair of the Board or the Vice President on at least forty-eight (48) hours' notice to each director given by one of the means specified in Section 6.05 hereof other than by mail or on at least three (3) days' notice if given by mail. Special meetings shall be called by the Chair of the Board or the Vice President in like manner and on like notice on the written request of a majority of the Board. Board work group meetings will occur with Board members and invited guests only as necessary throughout the season.

**Section 6.03 Remote Meetings.** Board meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a director in a meeting pursuant to this Section 6.03 shall constitute presence in person at such meeting.

**Section 6.04 Adjourned Meetings.** A majority of the directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified within the Notice of Meetings hereof other than by mail, or at least three (3) days' notice if given by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

**Section 6.05 Notice of Meetings.** Subject to the terms of Special Meetings, Adjourned Meetings, and Waiver of Notice hereof, whenever notice is required to be given to any director by applicable law, the Certificate of Incorporation, or these by-laws, such notice shall be deemed given effectively if given in person or by telephone, mail addressed to such director at such director's address as it appears on the records of the Corporation, facsimile, email, or other means of electronic transmission.

**Section 6.06 Waiver of Notice.** Whenever notice to directors is required by applicable law, the Certificate of Incorporation, or these by-laws, a waiver thereof, in writing signed by, or by electronic transmission by, the director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in any waiver of notice.

**Section 6.07 Quorum of Directors.** Except as otherwise permitted by applicable law, the Certificate of Incorporation, or these by-laws, the presence of five members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 6.08 Action by Majority Vote.** Except as otherwise provided by applicable law, the Certificate of Incorporation, or these by-laws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 6.09 Action Without Meeting.** Unless otherwise restricted by the Certificate of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all directors consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board in accordance with applicable law.

## **ARTICLE VII COMMITTEES OF THE BOARD**

**Section 7.01 Committee Powers and Authority.** The Board of Directors may, by resolution of the majority of the Board, establish committees of two or more Board members or Board appointed volunteers in good standing to conduct the management of the Corporation. Other committees shall be established consisting of members of the Corporation but may not exercise the authority of the Board of Directors in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Directors.

**Section 7.02 Committee Reports.** Actions taken at a meeting of any committee shall be reported to the Board of Directors at its next meeting following the committee meeting; except that, when the meeting of the Board of Directors is held within two days after the committee meeting, the report shall, if not made at the first meeting, be made to the board of directors at its second meeting following the committee meeting.

**Section 7.03 Disciplinary Committee.** When required, the Disciplinary Committee shall consist of three to five members, appointed by the President, subject to approval by the Executive Board. The Committee shall include:

1. The Director of Player Safety, or if that position is vacant, at least one member of the

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Board of Directors, who shall serve as the Committee Chair.

2. At least one Active Member who is not a current Board member, unless no such member is available, in which case the President may appoint an additional Board member or coach, subject to Executive Board approval.
3. Optional additional members, such as other Directors or coaches, as deemed appropriate by the President. No Committee member shall have a direct conflict of interest in the matter under review (e.g., a family relationship with the accused or complainant). If a conflict exists, the President shall appoint a replacement member, subject to Executive Board approval.

The Disciplinary Committee shall be responsible for reviewing and addressing allegations of misconduct or violations of the Corporation's policies, codes of conduct, or applicable regulations (e.g., USA Hockey rules, SafeSport guidelines) by members, players, coaches, volunteers, or other individuals associated with the Corporation. The Committee shall ensure fair, consistent, and transparent handling of disciplinary matters to uphold the Corporation's mission and values.

### ARTICLE VIII OFFICERS, EMPLOYEES, AND AGENTS

**Section 8.01 Officers.** The officers of the Corporation shall be elected annually by the Board and shall include a Chair of the Board (who must be the President), a Treasurer, and a Secretary. The Board, in its discretion, may also elect one or more Vice Chairs (who must be directors), and one or more Vice Presidents, Assistant Treasurers, Assistant Secretaries, and other officers. Any two or more offices may be held by the same person. Except as otherwise provided in these by-laws, the Chair of the Board shall preside at all meetings of the Board and of Members. The Chair of the Board shall perform such other duties and services as the Board shall assign to or require of the Chair of the Board.

**Section 8.02 Term.** Each officer of the Corporation shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. The election or appointment of an officer shall not of itself create contract rights.

**Section 8.03 Removal.** Any officer elected or appointed by the Board may be removed by the Board at any time, with or without cause, by the majority vote of the members of the Board then in office. The removal of an officer shall be without prejudice to their contract rights, if any.

**Section 8.04 Resignations.** Any officer of the Corporation may resign at any time by giving written notice of their resignation to the President or the Secretary. Any such resignation shall take effect at the time specified there in or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 8.05 Vacancies.** Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

**Section 8.06 President.** The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings and have general supervision of all affairs of the Corporation. They shall act as Agent of the Corporation and as such, shall have the authority to sign all deeds, leases, conveyances and other legal and official documents. They shall see that all orders and resolutions of the Executive Board and of the Corporation are carried into effect.

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They shall appoint the chairman for and be *ex officio* member of all standing and special committees. They shall have the general powers and duties of supervision and management usually vested in the office of President. At the expiration of their term, the President shall remain on the Board of Directors for one year, as a non-voting member, if their term on the Board of Directors is over. To qualify for the office of President, a person must be an Active Member in good standing and have served on the Board of Directors within the past year.

**Section 8.07 Vice President.** The Vice President shall assist the President in all of the duties above and help manage the daily needs of the Corporation. The Vice President shall be the liaison to the rink and manage all ice time needs, coordinate any schedule changes, and track ice use throughout the season.

**Section 8.08 Treasurer.** The Treasurer shall have full custody of all funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. They shall deposit all moneys, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Corporation. They shall disburse the funds of the Corporation taking proper vouchers for such disbursements and shall render to the membership at regular meetings of the Corporation, and whenever requested by them, an account of the transactions as Treasurer and of the financial condition of the Corporation. The Treasurer agrees to complete application for, deliver to the President of the Corporation, a bond in form, amount, with surety or sureties satisfactory to the members, conditioned for faithful duties of their office and for restoration to the Corporation in case of their death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and property of whatever kind in their possession or under their control belonging to the Corporation. The Treasurer shall prepare or have prepared and file in a timely manner such annual returns as may be required by the Federal, State, and Local Authorities, including but not limited to documents necessary for the acquisition or maintenance of Federal tax exempt status.

**Section 8.09 Secretary.** The Secretary shall keep a record of all the proceedings at the meetings of the membership and the Board; and to keep all books, papers, records and documents belonging to the Corporation or in any way pertaining to the business thereof safely and systematically. They shall see that all notices are given in accordance with these bylaws, keep a list of all members and their mailing addresses and in general, perform all the duties incidental to the office of Secretary and such duties assigned by the President or the Board of Directors. They shall take minutes at all Board meetings and share those minutes with all Board members. Minutes for open membership meetings shall be shared with the membership.

## ARTICLE IX APPOINTED POSITIONS

**Section 9.01 Appointed Positions.** The appointed positions of this Corporation shall be those shown here.

**Section 9.02 Grow the Game Coordinator.** The Grow the Game Coordinator develops and executes recruiting and retention strategies to grow the program. They work closely with the Director of Marketing to create promotional materials and coordinate the Learn to Play Program. They shall conduct year-to-year research on peer organizations and what is happening in the Connecticut Hockey Community. They will also be responsible for player and coaching yearly awards, planning any Corporation fundraising and events.



**Section 9.03 Registrar.** The Registrar shall account for all skater registrations, including USA Hockey registrations for both skaters and coaches and shall process paperwork for transferring skaters and prepare official team rosters. The registrar shall manage all roster changes and provide coaches with official USA rosters. All releases shall be processed through the Registrar, and they will work closely with the Treasurer to determine eligibility. They will work with the safe sport coordinator to ensure all coaches meet certification guidelines and ensure all players meet eligibility requirements.

**Section 9.04 Director of Player Safety.** The Director of Player Safety is responsible for ensuring that all coaches and Board members maintain applicable SafeSport certification. They are also responsible for creating and communicating and managing any safety guidelines (i.e. concussion protocol, first-aid or public health related guidelines) to and for our community. They shall also coordinate with the Registrar to ensure all coaches meet USA requirements by all deadlines. They will also act as the Chair of the Disciplinary Committee as outlined in **Section 7.03 Disciplinary Committee**.

**Section 9.05 Director of Fundraising.** The Director of Fundraising is responsible for organizing volunteer members & committees for various organizational fundraisers, events, games, etc. They will design and maintain guidelines and provide support for team fundraising. They are responsible for player recognition and awards, as well as creating, updating and maintaining fundraising guidelines & opportunities, identifying sponsors and donors and maintaining relationships to increase support of the Corporation.

**Section 9.06 Director of Marketing.** The Director of Marketing is responsible for the design and maintenance of the Corporation's web site. This includes management of social media accounts, maintaining creative assets and updating/creating marketing materials. They shall be responsible for the distribution of news and announcements via email & the Corporation's social media. They shall develop and maintain a communication calendar and strategy for the Corporation.

**Section 9.07 Director of Hockey Operations.** The Director of Hockey Operations is an experienced individual with a strong coaching background who serves as the administrative link to USA Hockey and its Coaching Education Program (CEP). In their role, the Director of Hockey organizes and manages coaching meetings and training requirements, assists the Corporation in the development of a well-trained coaching staff, promotes parent education and provides clear goals and objectives for player skill development at each level. They also help to mentor and delegate responsibilities to other coaches in the Corporation in order to build the consistency and sustainability of the program.

**Section 9.08 Program Coaches and Assistant Coaches.** Hamden Youth Hockey coaches will be selected by a committee consisting of the Board of Directors and the Corporation's Appointed Positions, when those Appointed Positions are filled. An active Program Coach, or Assistant Coach for the Corporation, shall not hold a coaching position for any other youth hockey group or organization, unless approved by the Board of Directors.

**Section 9.09 Other Appointed Positions.** Appointed Positions may be added or eliminated by a majority vote of the Board of Directors. Such positions may include for example: Director of Player Development, Coaching Coordinator, etc. This is not an exhaustive list.

**Section 9.10 Delegation of Duties.** In case any officer is absent, or for any other reason that the Board may deem sufficient, the President or the Board may delegate for the time being the

powers or duties of such officer to any other officer or to any director.

## **ARTICLE X INDEMNIFICATION AND INSURANCE**

**Section 10.01 Indemnification.** The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

**Section 10.02 Advancement of Expenses.** The Board may but need not authorize the Corporation to pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (a) written request of such Covered Person, and (b) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under these by-laws or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person, may be made by the Corporation, subject to such terms and conditions as the Corporation in its discretion deems appropriate.

**Section 10.03 Insurance.** The Corporation may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Connecticut law.

**Section 10.04 Repeal, Amendment, or Modification.** Any amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

## **ARTICLE XI GENERAL PROVISIONS**

**Section 11.01 Seal.** The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

**Section 11.02 Fiscal Year.** The fiscal year of the Corporation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year, unless otherwise determined by the Board.

**Section 11.03 Books and Records.** Any records administered by or on behalf of the Corporation in the regular course of its activities, including its books of account and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); *provided that* the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

**Section 11.04 Checks, Notes, Drafts, Etc.** All checks, notes, drafts, or other orders for the payment of money of the Corporation shall be signed, endorsed, or accepted in the name of the Corporation by such officer, officers, person, or persons as from time to time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

**Section 11.05 Conflict with Applicable Law or Certificate of Incorporation.** These bylaws are adopted subject to any applicable law and the Certificate of Incorporation. Whenever these bylaws may conflict with any applicable law or the Certificate of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

**Section 11.06 Annual Returns.** The Board of Directors shall cause an annual report to be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail: (1) A balance sheet of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report, or if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records; and (2) Any other information the Board of Directors deems appropriate.

**Section 11.07 Whistleblower Policy.** The Corporation shall follow the policies and procedures set out in the Hamden Youth Hockey Association, Inc., Whistleblower Policy (the "**Whistleblower Policy**"), attached hereto as Exhibit A, as amended from time to time, and incorporated into these by-laws by reference, in any instance where a director, officer, employee, or volunteer reports a suspected violation of law or corporate policy.

**Section 11.08 Records Retention and Destruction Policy.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Active Members, Board of Directors, executive committee, and any other committee having any authority of the Board of Directors. The Corporation shall keep at its registered office or principal office in Connecticut a record of the names and addresses of its members.

**Section 11.09 Gift Policy.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the general or special purposes of the Corporation.

**Section 11.10 Conflict of Interest Policy.** For purposes of these by-laws, a "**Conflict of Interest**" arises through the execution of any contract or other transaction between the Corporation and (1) any present director or any individual who has served as a director in the five years preceding the transaction (a "**past director**"), (2) any family member of a present or past director, (3) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (4) any present officer or any

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individual who has served as an officer in the five years preceding the transaction (a "**past officer**"), (5) any family member of a present or past officer, or (6) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest. In any instance where the Corporation proposes to enter into an interested party transaction as described herein it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board and as amended from time to time. For purposes of this section, 'family member' includes parents, legal guardians, spouses, domestic partners, siblings, children, or other individuals with a significant personal or financial relationship to a present or past director or officer, as further detailed in the Conflict of Interest Policy (Exhibit D).

### **ARTICLE XII AMENDMENTS**

**Section 12.01 Adoption, Amendment, or Repeal of Bylaws** The Board of Directors shall have the authority to adopt, amend, repeal, or create new bylaws by a majority vote of the Board at any regular or special meeting, provided that notice of the proposed bylaw changes is included in the meeting agenda and shared with the Board at least seven (7) days in advance. Upon adoption, amendment, or repeal of bylaws by the Board, the Secretary shall notify Active Members of the changes, posted on the Corporation's website or shared via email or social media. Active Members may provide feedback on adopted changes at the next open membership meeting and such feedback shall be advisory. For matters requiring a vote of the Active Members, as specified elsewhere in these bylaws, approval shall require a majority vote of Active Members in good standing present at a meeting where a quorum is met.

### **ARTICLE XIII FINANCIAL POLICY**

**Section 13.01** The Certificate of Incorporation of the Corporation, as filed on August 21, 1968, with the Secretary of the State of Connecticut, shall govern the financial policy of the Corporation and is declared a part of the Constitution of the Corporation. Said Constitution and included Certificate of Incorporation are not amendable by these By-Laws.

### **ARTICLE XIV DISSOLUTION**

**Section 14.01 Dissolution.** Upon the dissolution of this Corporation or the winding up of its affairs, subject to the discharge of valid obligations of the Corporation, the Corporation's assets shall be distributed exclusively to one or more nonprofit organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future federal tax code, as is (are) selected by the Corporation's Board of Directors.

### **ARTICLE XV SEVERABILITY**

**Section 15.01 Severability.** Should any part term, portion or provision of these Bylaws be determined to be in conflict with any law or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

**Amended by the Board of Directors:** August 7th, 2025

**EXHIBIT A**

**WHISTLEBLOWER POLICY**

**EXHIBIT B**

**RECORDS RETENTION AND DISTRIBUTION POLICY**

**EXHIBIT C**

**GIFT POLICY**

**EXHIBIT D**

**CONFLICT OF INTEREST POLICY**

**EXHIBIT E**

**CODE OF CONDUCT**

**EXHIBIT F**

**DESCRIPTION OR LIST OF OFFICERS**