

**Dynamo Hockey Club LLC
Dba Vermont Junior Catamounts.
By-Laws**

**ARTICLE I
ARTICLES OF THE ASSOCIATION**

The name, location of principal office, and purposes of the Corporation (also known as the association) shall be set forth in the Articles of Association; and these By-Laws, the powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Association; and the Articles of Association are hereby made a part of these By-Laws. The location of the principal office and Registered Agent may change from year to year and shall be properly reflected in the LLC's as filed with the Vermont Secretary of State.

**ARTICLE II
MEMBERSHIP**

Membership in the Association shall be registered players, coaches, alumni and the Corporation's Ownership Group/ Directors. However, voting members must be at least eighteen (18) years of age and part of the Corporation's ownership group. Voting members shall be entitled to one vote each. Member or members may be denied continued membership privileges by act of a vote of two-thirds of the Board. Said member(s) will be notified in writing by the Secretary.

**ARTICLE III
MEETINGS OF ASSOCIATION MEMBERS**

The annual meeting of the members of the Association shall be scheduled at the conclusion of the playing year by any officer of the association.

A minimum of a majority of the voting members shall constitute a quorum for the purposes of conducting business at the annual meeting or special meetings of the Corporation.

**ARTICLE IV
DUTIES OF THE OFFICERS**

The officers shall be President, Vice President, 2nd VP/ Director, Secretary, and Treasurer.

A. President: Shall preside at meetings; sign contracts, leases, deeds and also notes and other evidences of indebtedness upon approval of the Board; sign checks; call Association and Board meetings; have general supervision of affairs of the association.

B. Vice President: Shall assist the President in the discharge of his/her duties and in his/her absence or disability to assume his/her duties and officiate in his/her stead.

C. 2nd VP/Director: Shall assist the President in the discharge of his/her duties as well as support the operations of the organization

D. Secretary: Shall keep the minutes of the Association and Board meetings and keep all reports and documents connected with the business of the Association.

E. Treasurer: Shall have charge of the funds of the Association and keep a record of all receipts and disbursements and shall render a written report when requested by the President of the Board of Directors

ARTICLE V BOARD OF DIRECTORS

There shall be a Board of Directors composed of a maximum of five (5) members and a minimum of three (3).

The five (5) officers will include:

1. President. 2. Vice President, 3 Director/2nd VP 4. Secretary VP 5 Treasurer

Additional Appointed members may include

1. Coaching Director
2. Social Media/ Marketing Director

Appointed member does not have voting rights (unless they also classify as members under Article II)

The term of office for officers and appointed Board members shall be for one (1) year ending immediately after the Annual Meeting, or until succeeded. Board members may succeed themselves for successive terms if duly elected or appointed.

Should a Board vacancy occur, the Board of Directors, by majority vote, shall appoint an individual to serve for the balance of the term.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall meet as a Board as required during the year.

A majority of the current Board members shall constitute a quorum at Board meetings. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if (3) three Board members consent thereto, in writing, and such writing or writings are filed with the Minutes of the Proceedings of the Board. The Board shall have the entire authority in the management of affairs and finances of the Association and have general control of all its property. Without limiting any of the provisions herein, the Board will have all of the powers and authority granted directors under the Laws of the State of Vermont. They shall make such rules as they deem proper respecting the use and application of the Association's property and operating philosophy, fix penalties of offenses against the rules, and make rules for their own government and for the government of the committees appointed by them.

They shall appoint any committee, with full authority over them, as deemed necessary to the conduct of the Association business. They may remove officers at any time with or without cause.

They may establish, organize, and direct activities of hockey leagues, sponsor clinics, hockey games, and other activities in accordance with the aims of the Association. They shall make such rules as deemed proper and relevant to the conduct of all participants in the program. See VT Jr. Cats Handbook.

The Board may conduct money raising projects, engage employees, agents, and servants to the extent necessary, determine their remuneration and borrow money; mortgage and pledge its assets, and do all other acts necessary to carry out the purpose of the Association.

The Board shall establish the guidelines and philosophy in the program profile which shall be revised, as needed.

The Corporation (Dynamo Hockey Club LLC) shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, successors and assigns, against any and all expenses, including amounts paid upon judgments, attorneys' fees and amounts paid in settlement (whether before or after suit is commenced), actually and necessarily incurred by such person or persons in connection with the defense or settlement of any civil claims, action, suit or proceedings in which they, or any of them, are a party or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person or persons shall have been adjudged to be liable for his/her own gross negligence or willful misconduct in the performance of his/her duty.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE VIII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX DISSOLUTION

Upon dissolution of the Corporation the assets of the Corporation shall, pursuant to the Articles of Incorporation.

ARTICLE X GENERAL CORPORATION LAW

Unless specifically covered herein, the affairs of the Corporation shall be governed by the State of Vermont.

ARTICLE XI AMENDMENTS

The Articles of the Association and By-Laws may be amended at any annual meeting or special meeting by a minimum of four (4) members of the Board of Directors and two-thirds of the votes

cast by other members of the Association provided the proposed amendment(s) was included in the notice of the meeting.

ARTICLE XII

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.