



AMENDED AND RESTATED BY-LAWS

SARATOGA YOUTH HOCKEY, INC.

**A New York Not-For-Profit Corporation
(Effective as of January 18, 2024)**

ARTICLE I

- 1. Name.** This organization shall be known as the Saratoga Youth Hockey, Inc. hereinafter referred to as the “corporation”.
- 2. Offices.** The principal office of the corporation shall be in the City of Saratoga Springs, County of Saratoga, State of New York. The corporation may also have offices at other places within or without this state as the board of directors of the corporation (the “board”) may from time to time to determine the business of the corporation may require.

ARTICLE II - PURPOSE

- 1. Purpose of the Corporation.** The purpose of the corporation shall be to provide a sound, experienced and permanent organization dedicated to firmly instilling in youth in the community a spirit of teamwork, loyalty, integrity, honesty, fair play, good sportsmanship. The purpose is sought with the intent to foster a setting for young people participating to become well-adjusted, stronger and happier. It is the further intent of the corporation to advance, enlarge and perpetuate the scope and quality of amateur hockey and by providing the instruction and education of players in hockey fundamentals. Provided however, that attainment of exceptional athletic or hockey skill or the winning of games is of secondary importance, and the molding of future citizens is the primary objective of the corporation.

The corporations shall also do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for pecuniary profit or financial gain of its members, directors, or officers, except as may be permitted under the Non-for-Profit Corporation Law. The conduct of all persons involved with the corporation must always be consistent with this objective.

2. Accomplishment of Purpose. To achieve this purpose, the corporation will provide a supervised program under the rules and regulations of USA Hockey and the [New York State Amateur Hockey Association](#) (NYSAHA).

3. Conformity with 501(C)(3). The corporation is organized exclusively for charitable, and educational purposes including, for such purposes the making of distributions to organizations that qualify as exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Code). The corporation may do any other act or thing incidental to or connected with the foregoing purpose, or the advancement thereof, provided the same does not defeat the tax exempt status of the corporation as provided by Section 501 (c) (4) of the Internal Revenue Code and further provided that none of these acts be for the pecuniary profit or financial gain of its members, directors, or officers except as permitted by New York Not-for-Profit Corporation Law, Article 5.

ARTICLE III – MEMBERSHIP

1. Members; Qualifications for Membership. The corporation shall have members as provided in New York Not-for-Profit Corporation Law, Article 6. Any person (up to a maximum of 2 for each registered player) who is a parent or other legal guardian of any player who is registered to participate in the corporation's hockey program shall become a member upon payments of the annual registration fee set by the Board of Directors for his or her player. A single regular membership shall be issued to a parent/guardian or set of parents/guardians of any such player (as opposed to separate membership for each parent) and only one such membership shall be issued to any parent/guardian or set of parents/guardians, regardless of the number of players registered. Only players who are members of USA Hockey shall be eligible to register to participate in the corporation's hockey program.

Individuals of the age of 19 or older interested in supporting and furthering the purposes as set forth in Article II of the By-Laws may apply to the Board of Directors for an associate membership in the Corporation. Once approved by the Board of Directors as an associate member and upon payment of the annual dues, the individual will be entitled to all rights accorded a member.

2. Participation Fee. Any person wishing to participate in a corporation activity shall pay a reasonable participation fee as determined by the corporation to assure the operational continuity of the corporation. The corporation may waive the participation fee if it determines that payment of such a fee shall result in a financial hardship for the person or their family. Application for a hardship waiver must be made to the finance committee which shall have the sole authority to grant a partial or full waiver.

ARTICLE IV – BOARD OF DIRECTORS

1. Management of the Corporation. The corporation shall be managed by the board of directors which shall consist of not less than three (3) directors. Each director on the board (a "director") shall be member of the corporation in good standing. The directors shall, upon election, immediately enter into the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified, or until their resignation or removal.

2. Election and Term of the Directors. Each director shall hold office until the expiration of the term for which they were elected and until their successor has been elected and shall have qualified, or until their prior resignation or removal. Director terms of office shall be for two (2) years, except that during elections held in March of 2021 and March of 2022, if necessary the board may set the term of director seats at either one (1) year or two (2) years, in a manner which will result in approximately one half (1/2) of director seats expiring each year. Thereafter, all directors' terms shall be for a period of two (2) years. Director terms of office shall begin on April 1st and end on March 31st.

3. Increase or Decrease in Number of Directors. The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. Vacancies. If any vacancy occurs in the board it may be filled by majority vote of the remaining board members at any regular or special meeting called for that purpose. In the interim, the president may temporarily appoint a board member to fill the vacancy until the position is filled permanently by election of the board. A board member elected to fill a vacancy shall be elected to hold office for the unexpired term of their predecessor.

5. Resignations and Removals of Directors.

- a. Any director of the corporation may resign at any time by giving written notice to the president or to the secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. The board of directors is not required to accept the resignation for the resignation to take effect.
- b. The board shall have the authority to discipline, suspend, or remove any board member for cause by a vote two-thirds (2/3) vote of the entire board of directors, at a meeting called specifically for taking such action. The board member who is the subject of such action shall be notified in writing of such meeting at least five (5) days in advance of such meeting, be informed of the general nature of the charges with sufficient specificity and clarity to prepare an appropriate response and be given an opportunity to appear at the meeting to answer such charges. Any director who is absent from three (3) consecutive board meetings without excuse accepted as satisfactory by the board may be deemed, by majority vote of the board, to have resigned. A majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

6. Action of the Board. Unless otherwise required by law, the vote of the majority of directors present as the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

7. Policies and Procedures. The board may adopt such policies and procedures for the conduct of its meetings and the management of the corporation as it may deem proper, so long as such policies and procedures are consistent with the corporation's By-Laws and are not in violation of any applicable provision of the New York State Not-for-Profit Corporation Law.

8. Place of Board Meetings. The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

9. Annual Meetings. The annual meeting of the Board shall be held during the month of April on a date and time set by the Board. At the annual meeting the Board shall conduct elections of officers as

provided in Article V and shall appoint committees as provided in Article VI.

10. Other Meetings of the Board, Adjournment. Regular meetings of the board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by email; special meetings shall be called by the president or by the secretary in a like manner on written request of five (5) directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to them.

A majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

11. Presiding Officer. At all meetings of the board the president, or in their absence, a vice president (first the vice president of hockey operations, or in their absence, vice president of administration), shall preside. In the absence of the president and both vice presidents, a temporary presiding officer shall be chosen by the directors present.

ARTICLE V - OFFICERS

1. Officers, election, term. The board shall elect or appoint a president, a vice president of hockey, a vice president of administration, a secretary, a treasurer, a registrar and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided or as otherwise fixed by the board. Commencing with officer elections held in April of 2021, the term of office of each officer shall be two (2) years, except that for officers who are also directors, the term shall be co-terminus with their then term as a director. Director terms of office shall begin on April 1st and end on March 31st. Each officer shall hold office for the term for which they are elected or appointed and until their successor has been elected or appointed and qualified.

2. Removal, resignation. Any officer, elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary.

3. President. The president shall be the chief executive officer of the corporation; they shall preside at all meetings of the members and of the board; they shall have general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. Vice President(s).

a. Vice President of Hockey Operations.

The vice president of hockey shall assist the president with matters concerning the organization and delivery of hockey programs, and shall serve as the corporation's ACE coordinator in compliance with requirements of USA Hockey and the New York State Amateur Hockey Association. During the absence or disability of the president, the vice president of hockey, shall have all the powers and functions of the president.

b. Vice President of Administration.

The vice president of administration shall assist the president with corporation operations other

than delivery of hockey programs.

c. Additional Duties.

Each vice president shall perform such additional duties as the board may from time to time prescribe.

5. Treasurer. The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; they shall, when duly authorized by the board; they shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board (checks, drafts, notes and orders for the amount in excess of \$2,000 must be countersigned by the president); they shall at all reasonable times exhibit their books or accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each fiscal year, they shall have a compilation, review or audit of the accounts of the corporation made by a certified public accountant as required by New York Executive Law Section 172-b, as the same may be amended from time to time, and shall present such certified public accountant financial prepared statements in writing at the annual meeting of the members; at which time they shall also present an annual report setting forth in full the financial conditions of the corporation.

6. Secretary. The Secretary shall keep the minutes for the board and of the members. They shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. They shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board may direct; they shall attend to such correspondences may be assigned, and perform all the duties incidental to their office. They shall keep the membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time they became members.

7. Registrar. The registrar shall be responsible to register players, teams and coaches according to USA Hockey Rules and Regulations and to maintain such records.

8. Sureties and Bonds. In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of their duties to the corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the corporation which come into their hands.

ARTICLE VI - COMMITTEES

1. Generally. There shall be committees of the board (consisting of only members of the board) and committees of the corporation (which may include persons not a member of the board) as provided in this Article VI. Each such committee shall be appointed by a majority of the entire board and shall serve at the pleasure of the board, except where committee membership is provided in this Article to be on an *ex officio* basis. Except as hereinafter provided, the board shall designate from among the member of each committee a chairperson to serve as presiding member of the committee.

2. Standing Committees. There are hereby established the following standing committees, the membership for which and chairperson for which shall be appointed at the annual organizational meeting of the board. Each committee shall have such powers and duties as are hereinafter set forth and such other not inconsistent duties as are prescribed by resolution of the board.

a. Executive Committee.

The Executive Committee shall be a committee of the board, and shall consist of the members of the Board holding the following offices, who shall each serve as an *ex officio* member thereof: the president, each vice president, the secretary, the treasurer and the registrar. The president shall be the presiding director of the executive committee. The executive committee shall have all the powers of the board between meetings of the board, except those which are prohibited by New York Not-for-Profit Corporation Law Section 712. Before exercising any powers delegated to it, the executive committee shall first make a determination to be recorded in the minutes of its meeting that (i) it is impracticable to convene a special meeting of the board, including a meeting using video and/or audio communications as allowed by law, and (ii) the circumstances are such that a delay in convening a special meeting of the board creates an unreasonable risk of substantial harm to the corporation. The executive committee shall additionally serve as the body to deal with issues of conflict which cannot be resolved between parents and coaches, parents and parents, etc., and to recommend to the board any final action regarding discipline or behavior of corporation members, players, coaches, etc.

b. Finance Committee.

The Finance Committee shall be a Committee of the Corporation, and shall consist of not less than three (3) members of the Board, together with such additional members who are not members of the Board as the Board shall determine to appoint. The Finance Committee shall be responsible for the following matters: recommending to the Board all financial policies and practices; annual budget preparation, monthly and annual financial reports; preparing and reviewing reports to the NYS Attorney General Charities Bureau or the United States Internal Revenue Service, financial condition, bank relations, accountant and/or auditor relationship, insurance, scholarships, payment plans, taxes, registration fees, and such other matters as are reasonably related thereto. The Treasurer shall be a non-voting *ex officio* member of the Finance Committee and shall report to the Finance Committee.

c. Governance Committee.

The governance committee shall be a committee of the board, and shall consist of not less than three (3) members of the board. The governance committee shall be responsible for the following matters: certificate of incorporation, bylaws, handbook and other governing policies, procedures and documents; structure of the board, and board and committee nominations.

d. Coaching and Player Development Committee.

The coaching and player development committee shall be a committee of the corporation, and shall consist of not less than three (3) members of the board (one of whom shall be the Vice President of Hockey), together with the head coach of each team. The members of the coaching and player development committee who are members of the board shall annually recommend to the board appointment of the coaching staff of each team, and shall, in consultation with the head coach of each team, determine the roster of each team following an objective try-out process. The coaching and player development committee shall be responsible for coaching education and qualification, player safety, practice plans, clinics (including goalies), player and coaches reports/surveys, team manager communication, coordination with head scheduler, coordination with the registrar, and team equipment. The coaching and player development committee shall additionally be responsible for recommending to the board the number of teams at each level of play and the formation of or discontinuance of tournament bound teams.

e. Scheduling and Facilities Committee.

The scheduling and facilities committee shall be a committee of the corporation, and shall consist of not less than three (3) members of the board, together with such additional members who are not members of the board as the board shall determine to appoint. The vice president of administration

and the head scheduler, if one is appointed, shall be an *ex officio* member of the scheduling and facilities committee. The scheduling and facilities committee shall be responsible for all home ice scheduling matters and matters concerning ice rink facilities owned or rented by the corporation.

f. Communications Committee.

The communication committee shall be a committee of the corporation, and shall consist of not less than three (3) members of the board, together with such additional members who are not members of the board as the board shall determine to appoint. The webmaster, if appointed, shall be an *ex officio* member of the communications committee. The communications committee shall be responsible for communications with the membership of the corporation regarding programming and operational issues, promotion of the hockey programs of the corporation in furtherance of recruitment and retention of players, and public relations of the corporation generally.

g. Marketing, Fundraising and Special Events Committee.

The marketing, fundraising and special events committee shall be a committee of the corporation, and shall consist of not less than three (3) members of the board, together with such additional members who are not members of the board as the board shall determine to appoint. The marketing, fundraising and special events committee shall be responsible for promoting the brand of the corporation to potential donors, fundraising events and programs, sales of apparel and other promotional items, and supporting teams in local tournaments.

h. Girls Hockey Committee.

The girls hockey committee shall be a committee of the corporation, and shall consist of no less than three (3) members of the board together with such additional members who are not members of the board as the board shall determine and appoint. The girls hockey committee shall be responsible for the intentional growth and development of girls hockey in the corporation.

3. Temporary Committees. The board may establish other temporary committees as it may from time to time see fit and designate the chairperson thereof, giving such committee specific objectives and powers not contrary to law, the certificate of incorporation, or these bylaws. Members of any such committees shall be appointed by the Board.

4. Committee Meetings. Meetings of each committee shall be held at such dates and times, and at such locations, as the majority of the members thereof may agree. The designated chairperson of each committee shall be the presiding officer thereof, and shall cause minutes of the proceedings of each committee to be prepared and timely provided to the board. In the absence of the committee chairperson at any committee meeting the committee members in attendance shall appoint from their membership a temporary chairperson to serve as such for the duration of the meeting.

5. Committee Vacancies. Vacancies on any committee however created, may be filled by the board for the remaining unfilled term.

ARTICLE VII - MEETINGS

1. Membership Meetings.

a. Annual Membership Meeting and Election of Directors.

The annual meeting of the membership shall be held each year during the month of March, at a date, time and place determined by the board of directors (the “board”). At least four (4) weeks prior to the annual meeting the board shall give notice to each member in good standing of the

annual meeting and elections to the board by email to the member's email address on record. Any member in good standing may apply to run for election to any director position which will become vacant at the end of the month of March immediately following the annual meeting. One week prior to the annual meeting an electronic ballot for election of open board seats will be forwarded by email to each member. The ballot shall reflect as candidates each member in good standing who has applied to be a candidate. Electronic ballots shall be completed and returned not later than 24 hours prior to the convening of the annual membership meeting. Final results of the board elections will be tallied and announced at the annual membership meeting.

b. Quorum of Members.

The presence at any membership meeting of not less than ten (10) members shall constitute a quorum and shall be necessary to conduct the business of the corporation; provided, however, a lesser number may adjourn the meeting, and the secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

c. Membership Roll.

A membership roll showing the list of members (the "membership roll") as of the record date, agreed upon by the Board, shall be maintained by the secretary and produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation. Such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

d. Special Meetings of Members.

Special meetings of the members may be held at a time and place fixed by the board. If determined by the board, members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. The secretary shall call such a special meeting upon written request of the president or majority of the board. The board shall forward notice of such meeting to all members as they appear in the membership roll at least ten (10) days but not more than fifty (50) days before the scheduled date of such special meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

e. Fixing of Record Date.

For the purposes of determining the members entitled to notice of or entitled to vote at any meeting of members or any adjournment thereof, to vote in an election of directors, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution of any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

f. Order of Business.

The order of business at all meetings of members shall be as follows:

- i. Roll Call
- ii. Reading of the minutes of the preceding meeting
- iii. Report of the president
- iv. Report of the treasurer
- v. Old and unfinished business

- vi. New Business
- vii. Adjournment

2. **Action By Members Without A Meeting.** Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all members entitled to vote thereon.
3. **Membership Dues, Fees and Assessments.** The Board of Directors shall fix the amount of the membership dues, fees and assessments for the ensuing hockey season by resolution passed by a majority vote of the board held before the first day of June for that year.
4. **Voting.**
 - a. For the purpose of voting as members, each parent or guardian or set of parents or guardians shall be allowed one vote for each child registered to participate in the hockey program. An associate member of the corporation is allowed one vote.
 - b. A member shall be entitled to vote only if all dues, fees and assessments owed to the corporation are current.
 - c. If there is more than one parent or guardian for a child registered to participate in the hockey program, and they disagree as to how to cast a vote, the parent or guardian whose birthday is closest in date to the beginning of the calendar year shall have the right to cast the vote.
 - d. Voting must be cast in person, not by proxy. Any voting action taken at a meeting may be taken verbally unless a written vote is necessary, and electronic voting (i.e., authenticated web form) from virtual participants will be acceptable).

All players and parents, as a condition of registration must agree to the conditions of the corporation's Code of Conduct. Following reasonable notice to a member, the board may terminate the membership of any member for failure to pay dues, fees or assessments or for violation of the policies and procedures outlined within the corporation's Player/Parent Handbook and Code of Conduct.

ARTICLE VIII – INDEMNIFICATION

1. **Authorized Indemnification.** Unless clearly prohibited by law or section 2 of this Article, the corporation shall indemnify any person ("indemnified person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the corporation, by reason of the fact that they (or their testator or intestate), whether before or after adoption of this section, (a) is or was a director, or officer of the corporation, or (b) in addition is serving or served, in any capacity, at the request of the corporation, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an indemnified person with respect to any such threatened or actual action or proceeding, and any appeal thereof.
2. **Prohibited Indemnification.** The corporation shall not indemnify any person if a judgment or other final adjudication adverse to the indemnified person (or to the person whose actions are the basis for the action or proceeding) establishes, or the board of directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were

material to the cause of action so adjudicated or that they personally gained in fact a financial profit or other advantage to which they were not legally entitled.

3. Advancement of Expenses. The corporation shall, on request of any indemnified person who is or may be entitled to be indemnified by the corporation, pay or promptly reimburse the indemnified person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the indemnified person makes a binding, written commitment to repay the corporation, with interest, for any amount advanced for which it is ultimately determined that they are not entitled to be indemnified under the law or section 2 of this Article. An indemnified person shall cooperate in good faith with any request by the corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

4. Proceedings Initiated by Indemnified Person. Notwithstanding any other provision in this Article, the corporation shall not indemnify or advance expenses to an indemnified person for any liability or costs incurred in a proceeding or claim initiated or brought voluntarily by an indemnified person and not by way of defense (such as by counterclaim, cross-claim or third-party claim) or participated in as an intervenor or amicus curiae by the person seeking indemnification, unless such indemnification or advancement of expenses is found to be appropriate and is approved by two-thirds (2/3) vote of the entire board of directors.

5. Indemnification of Others. Unless clearly prohibited by law or section 2 of this Article, the board of directors may approve corporation indemnification as set forth in section 1 of this Article or advancement of expenses as set forth in section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the corporation or who is or was a volunteer for the corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

6. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an indemnified person, if indemnification has not been ordered by a court the board of directors shall, upon written request by the indemnified person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the board of directors must explicitly find that such indemnification will not violate the provisions of section 2 of this Article. No director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested directors is not obtainable, the board of directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

7. Binding Effect. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

8. Insurance. The corporation may purchase directors' and officers' liability insurance if authorized and approved by the board of directors. To the extent permitted by law, such insurance may insure the corporation for any obligation it incurs as a result of this Article or operation of law and it may insure

directly the directors, officers, employees or volunteers of the corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the corporation.

9. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The board of directors is authorized to enter into agreements on behalf of the corporation with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of section 2 of this Article.

ARTICLE IX - CODE OF CONDUCT

1. Code of Conduct. The board shall adopt a Code of Conduct.

2. Code of Conduct Review Committee. The Board shall appoint a Code of Conduct Review Committee, hereinafter referred to as the “committee,” consisting of five (5) current or previous board members. The committee shall have jurisdiction over all issues arising out of possible violations of the Code of Conduct, these By-Laws, policies and procedures and/or division rules which have been adopted by the board. Its findings and determinations with respect to discipline shall be final, binding and conclusive and no appeal to the board will be permitted.

The committee shall have the authority to discipline, suspend, or remove any individual when the conduct of such person with respect to corporation activities is considered detrimental to the best interests of the corporation. Such action will require a vote of at least three (3) members of the committee.

3. Procedures. The individual involved shall be informed of the general nature of the charges with sufficient specificity and clarity to prepare an appropriate response and shall be given an opportunity to answer such charges. If the individual involved is a player, notice of the charges shall also be given to the head coach of the team on which the player is a member and to a parent or legal guardian of the player. The head coach, parent or legal guardian shall act as advisers to the player before the Committee and shall have the power to accompany the player to any meeting that the committee may convene. The committee shall also have full power to suspend or revoke a player’s right to future participation in corporation activities.

4. Anti-Discrimination Policy. There shall be no discrimination with regard to age, citizenship status, color, creed, disability status, family status, gender, gender identity or expression, genetic information, HIV/AIDS status, income, marital status, national or ethnic origin, parental status, pregnancy, race, religion, sex, sexual orientation, veteran status or other bases protected by applicable law in the selection of directors, officers or in the administration of the corporation's programs and activities.

ARTICLE X- SEAL

The seal of the corporation shall be as follows: (The seal appears on the original copy of the Bylaws.)

ARTICLE XI - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

If there be any conflict between the provisions of these bylaws and the Affiliate Agreement between the corporation and New York State Amateur Hockey Association, then in effect, the provisions of the Affiliate Agreement shall govern.

ARTICLE XII – FISCAL YEAR

The fiscal year of the corporation shall commence on June 1st and conclude on May 31st of each calendar year.

ARTICLE XIII - AMENDMENTS

The bylaws may be adopted, amended or repealed by the members. These bylaws may also be adopted, amended or repealed by the board, but any bylaw adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any bylaw regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next annual meeting of members the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.