



Saratoga Youth Hockey, Inc. By Laws

SARATOGA YOUTH HOCKEY, INCORPORATED
BY-LAWS
(Updated May 2012)
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ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Saratoga Springs, County of Saratoga, State of New York.

The corporations may also have offices at other places within or without this state as the board may from time to time determine or the business of the corporation may require.

If the corporation has offices without the state, then any authority to do business in any other state shall first be obtained.

ARTICLE II - PURPOSES

Saratoga Youth Hockey, Inc. seeks to promote the social welfare of the Saratoga area by instructing the youth participating in the program of this corporation to better themselves physically, morally and civically, thereby making them better citizens, and aiding the community in eliminating juvenile delinquency.

The corporation is organized exclusively for charitable, religious, educational and scientific purposes including, for such purposes the making of distributions to organizations that qualify as exempt organization under Section 501© (3) of the internal Revenue Code of 1954 (or the corresponding provisions of any future US Internal Revenue Code). Said 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 this corporation as provided by Section 501 © (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 the Not-for-profit Corporation Law, Article 5.

ARTICLE III - MEMBERSHIP

I. Qualifications For Membership

- a) Any parents or guardians (up to a maximum of 2 for each player) or other persons over the age of 19 who are interested in supporting and furthering the purposes set forth in Article II of the by-laws may become a member upon payments of the annual registration fee for a player. Additionally, all players and parents, as a condition of registration must agree (by their signature) to the conditions of the SYHI Code of Conduct. Loss of membership will result if all financial obligations (i.e. registration fee, assessment) are not met, or as a result of disciplinary action, if imposed by the Board and/or Disciplinary Committee.
- b) Any person, regardless of whether he or she has a child registered in the program, who donates 40 hours of his or her time to the corporation shall be considered members and be entitled to the same privileges.
- c) Any person, and his or her family, accepted as a member of this corporation before April 1, 1976, shall be a Charter Member and shall be entitled to thereafter enjoy membership rights and privileges, provided all membership dues of said member have been paid.

2. Membership Meetings

- a) Annual Membership Meeting and Annual Hockey Event.
- b) The annual meeting of the corporation shall be held each year during the month of March, at a date, time and place determined by the Board of Directors. The Board of Directors shall post the time and place of the Annual Meeting on the Organization's website (currently www.shyi.org). During the annual meeting the Board of Directors will present a slate for any board position that may have become vacant during the year. Ballots for election of Board members will be forwarded via email address on record by the Board of Directors, within ten business days following the annual meeting,

to every member in good standing. Final results of the Board elections will be tallied and posted on the website within two business days following the election.

- c) The Annual Hockey Event (i.e. Banquet &/or Fundraiser) will be held at least four weeks after the Annual Membership Meeting, at a date, time and place determined by the Board. An announcement of the date, time and place of the banquet shall be posted on the website at least 10 days prior to the event date. Electronic ballots cast for Board Members must be received one day prior to the Annual Hockey Event. Results of board elections shall be posted on the website within two business days following the election.
- d) Regular Board of Director meetings
Regular meetings of the Board of Directors shall be held monthly (i.e. the first Tuesday of every month), or more often from time to time if the board feels it necessary.
- e) The presence at any membership meeting of not less than 10 members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than three weeks from the date scheduled by the by-laws 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.
- f) A membership roll showing the list of members as of the record date, agreed upon by the Board of Directors of the Corporation, shall be 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 10 days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. Special Meetings

Special meetings of the corporation may be called by the Board of Directors. The Board of Directors shall forward notice of such meeting to all members as they appear in the membership roll book at least 10 days but not more than 50 days before the scheduled date of such 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.

4. Fixed 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, 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 50 nor less than 10 days before any such meeting, nor more than 50 days prior to any other action.

5. 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.

6. Proxies.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the member of his (or her) attorney-in- fact. No proxy shall be valid after the

expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. Order of Business.

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

- a. Roll Call
- b. Reading of the minutes of the preceding meeting
- c. Reports of committees
- d. Reports of officers
- e. Old and unfinished business
- f. New Business
- g. Good and welfare
- h. Adjournments.

8. Membership Dues, Fees and Assessments

The Board of Directors shall be authorized to fix the amount of the membership dues, fees and assessments for any hockey season by resolution passed by a majority vote of the Board of Directors held before the first day of September for that year. Set amount of dues, fees, and assessments adopted by resolution of the Board shall be for the hockey season beginning in September of that year.

9. Voting

- a. For the purpose of voting as members, each family shall be allowed one vote by an adult, regardless of the number of children participating in the hockey program.
- b. A family shall be entitled to vote only if all dues owed to this corporation are paid in full.
- c. In the case of a person who has no children enrolled in the program, but who volunteer 40 hours of his or her time to the program, he or she will be entitled to one vote only if membership dues for the right to vote have been paid in full.

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 directors. Each director shall be at least 19 years of age.

2. Election and Term of the Directors

At each Annual Meeting of members, the membership shall be presented with a ballot for election of persons to fill vacant positions on the Board of Directors. The election of Directors shall proceed as specified in Article III. Each director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and shall have qualified, or until his or her prior resignation or removal. Terms of Office shall be for three years, except that in the first years terms shall be as follows: One director shall be elected for a term of one year, two directors shall be elected for a term of two years and two directors shall be elected for ea term of three years. Thereafter, all directors' terms shall be elected for a period of three years. Terms shall begin and end at the time of the Annual Banquet.

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. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate

of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by a resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

5. Removal of Directors

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by a vote of the members.

6. Resignation

A director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. Quorum of Directors

Unless otherwise provided in the certificate of incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

8. 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.

9. Place and Time 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.

10. Regular Annual Meetings

A regular Annual Meeting by the board shall be held immediately following the Annual Meeting of Members at the place of such Annual Meeting of members.

11. Notice of 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 wire; special meetings shall be called by the President or by the Secretary in a like manner on written request of two 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.

12. Chairman

At all meetings of the Board the President, or in his or her absence, the Vice President, shall preside. In the absence of both the President and Vice President, a Chairman shall be chosen by the Board members present.

ARTICLE V - OFFICERS

1. Officers, election, term

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the Board following the annual meeting of members.

Each

officer shall hold office for the term for which he is elected or appointed and until his or her 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; he or she shall preside at all meetings of the members and of the Board; he or she 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)

During the absence or disability of the President, the Vice President, or if there are more than one, the Executive Vice President, shall have all the powers and functions of the President. Each Vice President shall perform other such duties, as the Board shall 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; he or she shall, when duly authorized by the Board of Directors, sign and execute, all contracts in the name of the corporation, when counter signed by the President; he or she shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors (Checks, drafts, notes and orders for the amount in excess of \$1000 must be countersigned by the President); he or she shall at all reasonable times exhibit his or her 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 corporate year, he or she shall have an audit of the accounts of the corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the members; at which time he or she 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 of Directors and also the minutes of the members. He or she 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. He or she 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 of Directors may direct; he or she shall attend to such correspondences may be assigned, and perform all the duties incidental to his or her office. He or she shall keep a 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. 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 his or her 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 his or her hands.

ARTICLE VI- COMMITTEES

1. Executive and Temporary Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and or other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the Board.

2. Standing Committees

Standing committees of the corporation shall be: (A) Finance Committee; (2) On-Ice Committee; (3) Saratoga Grievance Entity

a) Finance Committee

This committee shall consist, at a minimum, of the treasurer as chairperson, the president, vice-president of fundraising, and such people as deemed necessary to accurately report and control the financial affairs of the corporation. It shall recommend to the Board all financial policies and practices.

b) Coaches Committee-this committee shall consist of the coaches coordinator, who will act as chairperson, all head coaches (House & Local Travel, AAA and Girls), Vice-president of operations, the corporation's USA Hockey representative, if any, and such people as deemed necessary. It shall advise and recommend to the Board instructional programs, clinics and the overall development of the skaters.

c) SYHI Grievance Entity- (SGE) this committee shall consist of the Executive Committee &/or is substitutes to deal with issues at hand. It shall meet on an as needed basis only 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 action regarding discipline or behavior of corporation members, players, coaches, etc.

ARTICLE VII - SEAL

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

ARTICLE VIII - 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.

ARTICLE IX - AMENDMENTS

The bylaws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of Directors. Bylaws may also be adopted, amended or repealed by the Board of Directors, 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 meeting of members for election of Directors the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE X - INDEMNIFICATION FROM PERSONAL LIABILITY

The Saratoga Youth Hockey Association, Inc., hereby consents and declares that each officer, members of the Board of Directors, and members of all committees and all elected or appointed officials in any capacity shall be deemed to have assumed office or assignment on the understanding, agreement and condition that each one of them and his or her heirs, executors and administrators, estate and effects respectively shall at all times be indemnified and saved harmless from and against all liabilities, judgments, costs charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his office and also from and against all other cost, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his or her own willful misconduct.

ARTICLE XI - NOT-FOR-PROFIT CORPORATION

The corporation is a corporation as defined in subparagraph (a) (5) of Section 182 (Definitions); the corporation is a Type A corporation under Section 201 (Purposes); and the corporation shall remain a Type A corporation. The certificate of incorporation qualifies the corporation for exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.