

BYLAWS OF
MILTON YOUTH HOCKEY ASSOCIATION, INC.

Article I

Name

The name of the Corporation is Milton Youth Hockey Association, Inc. (the "Corporation").

Article II

Purpose

As stated in the Articles of Association, the Corporation has been formed and shall exist exclusively for charitable and educational purposes, including in particular: providing instruction, education, training and scholarships in the sport of ice hockey to youths between the ages of five and eighteen years. The Corporation is not formed for the pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to or shall inure to the benefit of its members, trustees, directors, officers, or other private persons, except to the extent permitted in said Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Article III

Basic Policies

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsecretarian, and nonpartisan.
2. Neither the name of the Corporation nor the names of any of its Directors in their capacities as such shall be used in connection with any commercial concern or any partisan interest, except to the extent specifically approved by the Board of Directors upon a finding that the same will promote the purposes and objectives of the Corporation.
3. The Corporation may cooperate with other organizations and agencies concerned with the programs, policies, and needs which the Corporation seeks to promote and further, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation without the express approval of the Board of Directors.

Article IV

Membership

1. A member of the Corporation shall be any registered boy or girl, their parents or guardians, coaches and any member of the Board of Directors. However, each member must be at least eighteen years old or older to vote. Each member shall be entitled to one vote. Each family unit shall have no more than two votes to be cast by the parent/guardians of said unit.

Article V

Officers and Their Election

1. The Officers of the Corporation shall consist of the President, a Vice President, a Treasurer, a Secretary, and such Assistant Secretaries, if any, as the Board of Directors may from time to time determine. Any two or more offices may be held by the same person, except the offices of President and Secretary **and, the offices of Treasurer and Fundraising Director.**
2. Officers shall be appointed or elected annually by the Board of Directors at the annual meeting of the Board of Directors.
3. A vacancy occurring in any office shall be filled by the Board of Directors.
4. Officers may be removed by the Board of Directors at any time when in its judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Article VI

Duties of Officers

1. The President shall preside at all meetings of the Board of Directors at which he or she may be present; shall perform such other duties as may be prescribed in the Bylaws or assigned to him or her by the Corporation or the Board of Directors, and shall coordinate the work of the officers and committees of the Corporation in order that the Corporation's purposes may be promoted.
2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. The Treasurer shall have custody of all of the funds of the Corporation; shall keep correct and complete books and records of account; and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors, or a special committee appointed by it. The Treasurer shall present a financial statement at periodic meetings of the Board of Directors as requested by the Board, and shall make a full report at the annual meeting of the Board of Directors. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws. The Treasurer's accounts shall be examined annually by an independent auditor or by an auditing committee of not less than three Directors, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.
4. The Secretary shall record the minutes of all meetings of the Board of Directors and shall perform such other duties as may be delegated or assigned by the Board of Directors.
5. The Assistant Secretaries, if any, shall act as aides to the Secretary and shall perform such duties as may from time to time be assigned by the Board of Directors and have such powers and authorities as customarily pertains to such office.
6. All officers shall perform the duties prescribed in the preliminary authority in addition to those outlined in these Bylaws and those assigned from time to time, and shall deliver to their successors all official material not later than ten days following the election of their successors.

Article VII

Board of Directors

1. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Vermont.
2. The Board of Directors shall consist of 12 members or such other number (but not less than seven) as may be determined by resolution of the Board. The initial Board of Directors shall consist of those persons whose names appear on attachment A to the Articles of Association. Such first Board of Directors shall hold office until the first annual election of directors as specified in these Bylaws. The number of directors may be increased or decreased from time to time at any special or annual meeting of the Board of Directors called for that purpose. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.
3. The members of the Board of Directors shall serve for terms of two (2) years each, and thereafter until the election and qualification of their successors. The election of Directors shall be yearly by the membership at the annual meeting. Any Director may be

removed from the Board at any time upon the affirmation vote of at least two thirds (2/3) of the remaining Directors.

4. The Directors shall annually elect a President, who shall also serve as Chairman of the Board, a Vice President, a Secretary, a Treasurer, a Fundraising Director, a State Representative, an Equipment Director, a Coaching Director, an Ice Scheduler, a Referee Coordinator, a **Communications Director**, and a Registrar. Any member of the Board of Directors may be removed as such at any time upon the affirmative vote of at least two-thirds (2/3) of the remaining Directors.
5. Regular meetings of the Board of Directors shall be held quarterly or more often, at times and places fixed by the Board at its first meeting of the year or otherwise. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors.
6. A majority of the Board of Directors shall constitute a quorum at all meetings.
7. An annual meeting of the Board of Directors shall be held during the **months of March or April** of each year, at a time and place to be determined by the Board.
8. Notice of the time and place of each meeting of the Board of Directors shall be given as far in advance as reasonably possible, and in any event at least forty-eight (48) hours prior to the meeting. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice.
9. To the extent applicable, the order of business at all meetings of the Directors shall be as follows:
 1. Roll Call
 2. Proof of Notice of Meeting or Waiver of Notice
 3. Reading of minutes of preceding meeting
 4. Report of Officers
 5. Reports of Committees
 6. Election of Directors
 7. Unfinished Business
 8. New Business

Article VIII

Standing and Special Committee

1. The Board of Directors, by resolution of a majority of the directors in office, may designate and appoint such standing committees as it may deem necessary or advisable to

promote the purposes and carry on the work of the Corporation, except to the extent limited or prohibited by the Vermont Non-Profit Corporation Act.

2. The President shall be a member ex officio of all committees except the Nominating Committee.

Article IX

Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors

As Amended on April 15, 2014.

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