

ARTICLE I

Name, Location and Corporate Seal

Section 1.1 Name. The name of this Corporation shall be Maine Jr Black Bears.

Section 1.2 Seal. The corporate seal shall be the common wafer seal unless otherwise determined by the Board of Directors.

Section 1.3 MJBB is an affiliate member of USA Hockey, Inc. and Maine Amateur Youth Hockey, and shall at all times follow their rules, regulations and recommendations.

ARTICLE II

Purpose

Section 2.1 Purpose. The purposes of this Corporation shall be as set forth in the Articles of Incorporation and may be amended from time to time. **The purpose of the organization shall be to provide a high-quality, competitive travel hockey and recreational hockey to families in Bangor and the surrounding regions. The organization will focus on instilling the values of respect, sportsmanship, self-esteem, teamwork, discipline, and responsibility in its players.** The Corporation will provide a positive environment on and off the ice to challenge its players to grow to their fullest potential in all aspects of the game and as individuals.

Section 2.2 Powers. This Corporation shall have all the powers, rights, and duties normally incident to such corporations and all other rights granted to corporations organized under the Maine Nonprofit Corporation Act.

ARTICLE III

Membership

Section 3.1 Members. Members of the Corporation shall be those who have paid their annual registration fees as established from time to time by the Board of Directors.

Any family with at least 1 child enrolled in any MJBB program will be considered a member of the organization. For families with Tier 1, 2 or 3 level players, membership will run from the time a roster position is accepted through the following years tryout process. For families with Tier 4 players and/or in the Learn to Skate Program, membership will run from Sept 1 until August 31 of the following year.

An Affiliate Membership is designated by the BOD to recognize any family, business, or community organization that supports MJBB, but does not have a child enrolled in MJBB programming. Affiliate membership requests must be presented to the BOD at

any monthly meeting. The Board will grant Affiliate memberships at that time. No BOD vote is required to assign Affiliate memberships.

Section 3.2 Retiring Jerseys. Any member of the corporation may request to any one of the Board of Directors to bring forth a vote to retire a jersey number from the organization at any time. A majority vote is needed to retire a jersey number and it will be retired from the entire organization at all levels. It shall be recorded here in this section of the Bylaws for future Board Members.

1. Retired Jersey Numbers: July 13th, 2016 – Jersey number 26 Dylan McInnis

2/26/2002 – 5/06/2016

ARTICLE IV **Board of Directors**

Section 4 .1 General Powers. The affairs of the Corporation shall be governed by a Board of Directors consisting of no less than five (5) and no more than fifteen (15) members.

Section 4.2 Compensation of Board members. MJBB is a volunteer organization and therefore no Board member will receive any compensation for work completed in support of the organization. Any paid position (Director of Hockey Operations, Scheduler, Registrar, Coach) will not be eligible to sit on the Board of Directors.

Section 4.2 Qualification and Term. The Board Members shall be appointed or elected in accordance with the provisions of this Section.

- a. Annual Meeting. The Annual Meeting of the Corporation shall be held after between April and June at such time and place as shall be set by the Board of Directors.
- b. Qualifications.
 - i. In order to serve on the MJBB board of directors, Executive Board Members or Board Members filling a membership seat must have at least 1 child playing in the organization.
 - ii. Board members filling community seats do not need to have a child playing with MJBB, but they can not have a child playing with any other youth hockey organization.
 - iii. Special exceptions to this rule can be brought to the BOD at any meeting. The board will evaluate the request and examine the petitioners qualifications to determine if an exception to this rule will be granted. In order to qualify for this exception, a 2/3 or greater vote in favor of the decision is required.

- c. Election. Board Members shall be elected by the general membership at the Annual Meeting.
 - i. At the Monthly Board meeting prior to the Annual meeting, the BOD will vote on and approve the slate of candidates up for election at the Annual meeting.
 - ii. Members will vote for 4 Executive Board Positions (President, Vice President, Secretary, and Treasurer) in separate elections for each position.
 - iii. All other Board seats will be open seats and voted on at the annual membership meeting.
- d. Term. Board Members will serve for two (2) year terms. Terms will be such that no more than half the terms expire each year. Each Board Member shall hold office until the expiration of the term for which he/she is elected or until his/her resignation, removal from office, death or incapacity.
- e. Vote. Each member (family with at least 1 child participating in MJBB programing) present at the Annual Meeting shall have one vote regardless the number of children who may participate in the Maine Jr Black Bears program.

Section 4.3 Removal. Any Board Member may be removed from office by the affirmative vote of a majority of the other Board Members whenever it is determined that the best interests of the Corporation would be served by such removal. Any Board Member who misses three consecutive Board meetings without being excused there from shall be deemed to have resigned from Board unless a majority of the other Board Members votes to reinstate such Board Member.

Section 4.4 Regular Meetings. Meetings of the Board of Directors, regular or special, may be held at any location within or outside of the State of Maine. The Board of Board Members may provide by resolution the time and place for the holding of regular meetings of the Board of Directors without necessity for notice other than such resolution.

Section 4.5 Special Meetings. Special meetings of the Board of Directors may be called by the President, or by any four (4) Board Members.

Section 4.6 Notice. Except as otherwise provided in Section 4.3 above, notice of any regular meeting of the Board of Directors shall be given at least seven (7) business days prior to thereto and notice of any special meeting of the Board of Directors shall be given at least five (5) business days prior thereto by written notice. Such written notices are to be delivered personally or sent by mail, electronic mail, social media or fax to each Board Member at his or her address as shown on the records of the Corporation. Attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except when a Board Member attends the meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless the applicable provisions of the Maine

Nonprofit Corporation Act so require. Meeting notice shall also be emailed to the general membership or posted online at the Corporation's website on the same schedule.

Section 4.7 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.8 Vacancy. Any vacancy occurring in the Board of Directors by reason of the resignation or removal of any Board Member, shall be filled by the affirmative vote of a majority of the remaining Board Members. Any Board Member elected to fill a vacancy shall be elected to fill the unexpired term of his or her predecessor in office.

Section 4.9 Informal Action by Board Members. Any action which may be taken or which may be required by Maine law to be taken at a meeting of Board Members may be taken without a meeting if all the Board Members sign a written consent, setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Board of Directors meetings and shall have the same effect as a unanimous vote of the Board of Directors.

Section 4.10 Meetings by Conference Telephone. Board Members may participate in a meeting of the Board of Directors by means of conference telephone, online web conferencing or similar communications equipment whereby all persons participating in the meeting can hear each other. Such participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE V **Officers**

Section 5.1 Officers. The Board of Directors shall be comprised of the following Executive Board Member positions: President, Vice President, Secretary, and Treasurer. The remaining 11 seats are open Board member positions and can be filled by any member of the organization or community representative. Upon being voted on to the board, members will elect to serve in one of the key roles needed for the operation of the organization. Board roles may consist of Tier II & Tier III Hockey Director, Tier IV Hockey Director, Grow the Game Director, Coaching Coordinator, Tournament Director, Fundraising Director, Equipment Manager, and such other officers as the Board deems necessary. New officer positions may be created and filled at any monthly meeting of the Board of Directors.

Section 5.2 Election and Term.

- a. The President, Vice President, Secretary, and Treasurer shall be elected for 2 year terms by a general election available to all members. Any Executive Board member who replaces an elected Executive Member will carry the title

of “Interim” until that position is voted on by the general membership at the next Annual Meeting.

- b. Board Seats may be elected at the annual meeting or appointed by the Board of Directors at any meeting. All Board Members appointed by the Board of Directors must run for reelection at the next scheduled Annual Meeting. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, officers shall hold their office until their resignation, removal from office, or the expiration of their term.
- c. Any Board Member may voluntarily hold up to 3 roles for the organization at any time. Board members may only hold 1 Executive Board position at any time.

Section 5.3 Board Composition

- a. The 4 Executive Board Members (Pres, VP, Sec, Treasurer) must have at least 1 child playing at some level within the organization. In the event that an Executive Board Member’s child(ren) moves to a different organization exclusively relinquishing their MJBB membership, that person must step down from their position immediately following the acceptance of a roster spot at another organization or prior to the start of MJBB on ice practices, whichever comes first.
- b. At least 80% of the Board of Directors must consist of members of the organization. 3 Board seats (non executive) will be designated as Community Representative seats. These seats are open to all community members or MJBB members and do not require that a child be playing in the organization.
- c. The MJBB Board of Directors is a volunteer organization and so all membership groups should be represented on the Board of Directors. Board Members should represent the various programs and age groups across the entire organization to the fullest extent possible.

Section 5.4 Removal. Any Board member may be removed from their position by the affirmative vote of a majority of the other Board Members whenever it is determined that the best interests of the Corporation would be served by such removal. Organization Members may request the removal of a board member in a written letter to the President. The Board of Directors must take action and vote on any request for the removal of a Board Member.

Section 5.5 Vacancies. A vacancy in any board seat, however occurring, may be filled by the Board of Directors at any regular board meeting. Executive Board members that are filled by the BOD in this manner will be considered Interim until the next Annual Membership Meeting where that position will be voted on in a general membership election for a full 2 year term.

Section 5.6 President. The President shall have general supervision of the affairs of the Corporation, shall preside at all meetings of the Board of Directors, and generally shall perform the duties usually incident to the office of President or prescribed by law or vote of the Board of Directors. The President will only vote in monthly meetings in the event of a tie or if that vote will constitute a quorum. The president will serve as the representative to MEAHA or appoint a representative to attend MEAHA meetings in his/her place. The President will also be the official signatory of all official MJBB documentation.

Section 5.7 Vice President. The VP will reside at all meetings of the Board of Directors in absence of the President. This position will assist the president in running the the organization. The VP will supervise all business activities of the organization and foster positive relationships in the community and with other organizations and groups that serve the interest of MJBB and the promotion of youth hockey

Section 5.8 Secretary. The Secretary, to the extent required by these bylaws, shall notify all Board Members of regular and any duly called special meetings of the Board of Board Members. Notice shall be furnished in the manner provided by these bylaws. The Secretary shall faithfully and impartially record the actions taken at each meeting of the Board of Directors. The secretary is responsible for all official MJBB communication with members, the community, or other stakeholders. The secretary will keep official records of organization in an organized and structured manner.

Section 5.9 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and shall deposit all such monies in the name of the Corporation at such banks, trust companies, or other depositories as selected and approved by the Board of Directors; and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 5.10 Officer Position Job Descriptions. See Appendix A for all Executive Board role descriptions.

ARTICLE VI

Committees and Task Forces

Section 6.1 Generally. The Board of Directors may establish such committees and task forces as it may deem necessary or appropriate for the purpose of furthering the objectives of the Corporation.

Section 6.2 Term. Committee and task force members shall be appointed by the Board of Directors and each member shall serve for such period as designated by the Board of Directors.

Section 6.3 Chair. One member of each committee and each task force shall be appointed by its members to serve as committee or task force chair.

Section 6.4 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or task force, a majority of the whole committee or task force shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or task force.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 7.1 Contracts. The Board of Directors may authorize any Officer(s) or agent(s) of the Corporation, in addition to the Officers so authorized by law or these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, any such instrument with an aggregate value of less than Ten Thousand Dollars (\$10,000) may be signed by the President or Treasurer, acting singly and for any such instrument with an aggregate value of Ten Thousand Dollars (\$10,000) or greater, such instrument shall be signed by either the Secretary or Treasurer, and countersigned by the President.

Section 7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 7.5. Fundraising. The Corporation may elect to raise money through fundraising for the Corporation's general purposes, or for any specific purposes such as funding a specific team, a tournament, or an event. Fundraising monies shall never directly or

indirectly benefit the Board of Directors in their individual capacities except where a Board Member's child or children are participants in the team or program benefiting from the fundraising. The Board of Directors may also grant individual teams permission to fundraise for specific purposes under the terms of the Maine Jr Black Bears Policies and Procedures.

ARTICLE VIII **Books and Records**

Section 8.1 Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of each meeting of the Board of Directors. All books and records of this Corporation may be inspected by any Officer or Board Member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX **Fiscal Year**

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of June and end on the last day of May in each year.

ARTICLE X

Distribution of Assets Upon Dissolution

Section 10.1 Prohibition Against Sharing in Corporate Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any Board Member or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no Board Member or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 10.2 Distribution of Assets Upon Dissolution. Upon any dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed to one or more organizations, to be identified by the Board of Directors in its sole and absolute discretion, that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI
Investments

Section 11.1 Investments and Debt. The Corporation shall have the right to invest and reinvest any funds held by it, but shall have no authority to borrow any funds other than the minimal amounts associated with ordinary operation of checking and savings accounts.

ARTICLE XII
Seal

Section 12.1 Seal. The seal of the Corporation may, but need not, be affixed to any properly executed document, and its absence therefrom shall not impair the validity of the document or any action taken in pursuance thereof or in reliance thereon. The presence of the corporate seal and a document purporting to be executed by authority of a domestic or foreign corporation shall be prima facie evidence of the document so executed.

ARTICLE XIII
Amendments to Bylaws

Section 13.1 Amendments to Bylaws. These bylaws may be amended by a majority of the Board Members present at any regular meeting or at any special meeting, if the written notice for such meeting states that one of the proposed actions is the amendment of these bylaws.

ARTICLE XIV
Indemnification

Section 14.1 Indemnification. The Corporation shall have the power to indemnify and, without formal action by the Board Members or other persons, shall indemnify any Officer or Board Member, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Board Members, such as employees, agents, or other persons acting for or on behalf of the Corporation may be made only upon the affirmative vote of the Board of Directors in

specific instances. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Board Member, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as Board Member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person.

Date Adopted: February 10, 2014 Michelle Chappelle, Secretary

Amended: April 8, 2019 Daniel Puhlman, Secretary

Amended: May 21, 2020; Daniel Puhlman Secretary

APPENDIX A

Officer Position Job Descriptions

President

- Preside at all meetings of the Board of Directors
- Supervise all business activities of the organization
- Implement all policies and resolutions set forth by the Board of Directors
- Represent MJBB at all MEAHA functions and meetings with input on issues, plans, etc.
- Develop and foster positive relationships in the community and with other organizations and groups that serve the interest of MJBB and the promotion of youth hockey
- Expand membership base

Vice President

- Preside at all meetings of the Board of Directors in absence of the President
- Supervise all business activities of the organization
- Foster positive relationships in the community and with other organizations and groups that serve the interest of MJBB and the promotion of youth hockey
- Work closely with the president to expand the membership base
- Serve as the appointed Chair to the Awards and Discipline Committee

Secretary

- Attend all meetings of the Board of Directors and record minutes of all events
- Post minutes to MJBB web page within 3 days of approval

- Work closely with all positions to make sure registration dates and information are broadcast to the public via school flyers, media, for the opening day of registration
- Update Policies and Procedures Manual with any approved changes
- Record and update changes to MJBB Bylaws
- Take attendance and record minutes of Annual Meeting

Treasurer

- Budget/forecast each season
- Reconcile all bank accounts on a regular basis
- Prepare monthly reports for Board meetings
- Issue checks as part of normal business operations and at the direction of the Board of Directors
- Work with scheduler(s) for ice costs, invoices, and payments
- Work with the President and Events Coordinator on expected income and expenses
- Oversee and Collect ice bills, collections, membership fees, etc.
- Delegate duties to an assistant as needed