

Clinton Comets Youth Hockey
Association, Inc.

By-laws

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ARTICLE 1.0 PRINCIPAL OFFICE

The name of the corporation is Clinton Comets Youth Hockey Association, Inc., hereinafter referred to as “the Association”, with a mailing address of: PO Box 312, Clinton, NY 13323-0312, and principal office located in the Village of Clinton, Town of Kirkland, County of Oneida, State of New York.

ARTICLE 2.0 MISSION STATEMENT

The Association is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law. It is formed exclusively for the purposes enumerated in the paragraphs below. The Board of Directors shall manage the Association and distribute the corporate income in furtherance of these stated purposes;

- (a). To advance recreational, amateur sports among children in and around the Town of Kirkland, Oneida County, of the State of New York;
- (b). To develop, promote, encourage and regulate the sport of amateur ice hockey, with emphasis on the use of ice hockey as a tool to promote the development of sportsmanship, character and leadership amongst children in and around the Town of Kirkland, Oneida County, State of New York.

In furtherance of these corporate purposes, the Association is affiliated with, cooperates with and maintains uniform playing rules in accordance with the bylaws, rules and regulations of USA Hockey and the New York State Amateur Hockey Association.

ARTICLE 3.0 ACTIVITIES LIMITED OR PROHIBITED

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any or other provisions of this certificate, the Association shall not conduct or carry on any activities not permitted by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 4.0 MEMBERSHIP

Section 1.0 Qualifications for Membership

Members of the organization shall include: (1) parents or legal guardians of children duly registered with the Association; (2) head or assistant coaches and team managers who do not have a child registered with the Association; and (3) members of the Association's Board of Directors who do not have a child duly registered with the Association.

Section 2.0 Eligibility to Vote on Association Matters

Each member of the Association shall be allotted a maximum of (1) vote. In no event shall votes by proxy or alternate or absentee ballots be permitted.

Section 3.0 Duration of Membership

In accordance with USA Hockey and New York State Amateur Hockey, membership shall continue from Annual Meeting to Annual Meeting. The Board of Directors of the Association may terminate the membership of a member at any time for one of the following reasons but not limited to: (1) failure to renew registration with the Association; (2) failure to be reappointed to a coaching or board position; (3) removal from the Association for disciplinary or other reasons; and (4) resignation from the Association. The Board of Directors may further terminate membership at any time due to the failure to timely pay required registration and/or fundraising fees as well as for violation of the rules and regulations of the Association, New York State Amateur Hockey and/or USA Hockey. Membership termination for rule violations may occur only after a full review of the circumstances and in accordance with NYSAHA, and USA Hockey policy and procedure.

ARTICLE 5.0 BOARD OF DIRECTORS

Section 1.0 General Powers

The affairs of the Association shall be managed by its Board of Directors.

Section 2.0 Number, Tenure and Qualifications

The number of Directors will be thirteen(13). Each Director will hold office for a term of two (2) years. Directors will be installed at the close of the Annual Meeting at which they are elected and serve until their successors are elected. To maintain continuity, election for Director seats will alternate between six (6) one year and seven (7) the following year. Any member may become a candidate for election to a Board position by proclaiming such desire in accordance with these by-laws.

Section 3.0 Election of Officers

Directors shall be elected by a plurality of the members at the Annual Meeting of the Corporation. All requests for candidacy to fill Board vacancies must be submitted in writing to the attention of the Association Secretary. All statements of candidacy must declare the intention to serve and the candidate must be in good standing with the organization, NYSAHA, and USA Hockey if elected. Such requests for candidacy must be submitted to the Secretary no later than 15 days prior to the posted election date. The secretary shall post, in a location to be designated by board, 10 days prior to the election, at least one copy of the ballot with the ballot measures for the membership to view. Written requests for candidacy received after the deadline shall be eligible for write-in status by the membership but will not appear on the ballot. Write-in votes for candidates that have not submitted written intent to run shall not be counted. The candidates

receiving the greatest number of votes shall be elected to fill each vacancy. In the event of a tie, a runoff election shall be conducted.

Section 4.0 Vacancies

In the event that a vacancy should occur for a position other than officers, the Board shall appoint the candidate who has the highest number of votes to fill said position. Said member must meet criteria for good standing as per Article 5 sec 3.0. In the event that there is no additional candidate seeking said position, the board may appoint any active member in good standing, not presently holding an office to fill said position for the remainder of the term. This appointment must be approved by 2/3rds vote of the current board members. In the event that the office of President becomes vacant, the Vice President shall fill the remainder of the term. Vacancies for any other officers will be filled by appointment of the President with approval of a 2/3rds majority of the current board members. Candidates elected to fill such seats shall serve until the expiration of the current term of that seat, and are then free to petition for election again.

Section 5.0 Compensation

Directors shall not be paid compensation for their regular services. However, Directors may be compensated for expenses actually incurred for attendance of special meetings, seminars or other corporate related functions. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and to receive compensation therefore.

Section 6.0 Code of Conduct

The Board of Directors shall be guided by the following standards of conduct in the performance of their duties:

- (a). Exhibit commitment and loyalty to the Association by implementing and abiding by its Mission Statement, policies, rules and directives.
- (b). Follow the principles of due process and protect the civil and human rights of all individuals.
- (c). Make no promises or statements without appropriate authority which would be binding or appear to be binding on the association.
- (d). Dispense no special favors or privileges either for remuneration or reciprocal favors and accept no benefits of any kind which might be construed as influencing the performance of the member's duties.
- (e). Maintain the highest levels of personal and professional integrity
- (f). Never directly or indirectly solicit any gift for personal use or gain in connection with performance of Association duties.
- (g). Never disclose confidential information acquired in the course of a members duties, except where required by law.

Section 7.0 Disputes and Protest

The Board shall entertain complaints regarding actions or decisions by the Board.

Final resolution of complaints will be submitted and resolved by a majority vote of

the Board members present. Any complaint must be presented in writing and addressed specifically to the Board.

ARTICLE 6.0 MEETINGS

Section 1.0 Conduct of Meetings

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

Section 2.0 Quorum

A minimum of seven (7) Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him or her.

Section 3.0 Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless law or these by-laws require the act of a greater number.

Section 4.0 Regular Meetings

A regular meeting of the Board of Directors will be held, at a minimum, 10 times throughout the year at times and places decided by the Board. The Board of Directors may elect to hold special meetings. All regular Board meetings shall be

open to the general membership of the Association. The Board may also elect to conduct business in a closed executive session for the purpose of discussing personnel matters, matters involving sensitive personal or financial information, or pending or threatened litigation. A closed executive session may be convened upon a statement on the record of the reason for the executive session and a majority vote of the Board.

Section 5.0 Annual Meeting

An annual meeting will be held for the purpose of electing Directors, and for such other business as the Board may prescribe. The annual meeting shall be held no later than May 1 at a date, place and time to be determined by the Board of Directors. Notice of the annual meeting shall be made by posting the meeting date, place and time at the Clinton Arena at least ten (10) days prior to the meeting, and through such other notice as the Board determines in its discretion. The annual meeting shall be open to the general membership of the Association. The Board may also elect to conduct business in a closed executive session as described in Article 6 section 4 of these by-laws.

Section 6.0 Special Meetings

Special meetings of the Association may be called by a majority of the directors or by a petition signed by 1/3 of the general membership. Public notice must be given to the membership at least 2 days in advance and the meeting must take place within 7 days of the motion or receipt of petition. Such notice should include the

time, place, date, and the purpose of the meeting. Business other than that specified in the notice may be discussed with consent of a majority of all present at the time of such a meeting.

Section 7.0 Voting

Association business shall be carried out during the regularly scheduled meetings of the board of directors, unless a special meeting is required. Association business may also be conducted by email or conference call vote in the event that waiting until the next regularly scheduled meeting would result in a delay of the function of the organization. An email or conference call vote may be conducted when deemed necessary with formal ratification at the next regularly scheduled meeting of the board.

ARTICLE 7.0 BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The Board shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the corporation may be inspected by any officer or Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 8.0 FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of June in each year and end on the last day of May of the following year.

ARTICLE 9.0 OFFICERS

Section 1.0 Election, Term.

Officers of the Corporation may be, but are not required to be, Board Directors.

Officers shall be elected by plurality vote of the Directors.

- (a). The board shall elect a president, a vice president, a secretary, a treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided.
- (b). Each officer shall be elected to hold office for one (1) year and until his successor has been elected and qualified.
- (c) In the event a president is elected that is not a board director he may, in the event of a tie, vote on a motion to affect the result.

Section 2.0 Removal, Resignation, and Compensation

- (a). Any officer may be removed by a 2/3-majority vote of the Board, with or without cause.
- (b). In the event of death, resignation or removal of an officer, the Board may elect a successor to fill the unexpired term in accordance with Article 5.0 section 4 of these by-laws.

- (c). The board may authorize reimbursement of actual expenses incurred by the officers in performing corporate duties.

Section 3.0 Duties

- (a). The President shall:
 - (1). Be the chief executive officer of the corporation;
 - (2). Shall preside at all meetings of the board or assign a substitute in the event of his absence;
 - (3). Shall see that all orders and resolutions of the board are carried into effect.
- (b). The Vice President shall:
 - (1). Assume the responsibilities of the president in the event the president is unable to fulfill his duties and responsibilities, until which time the Board elects a new president;
 - (2) Perform such other duties as may be prescribed by the Board or the president.
- (c). The Secretary shall:
 - (1). Attend all meetings of the Board or assign a substitute in the event of his absence;
 - (2). Record all votes and minutes of all proceedings in a book to be kept for that purpose;

- (3). Distribute, in a timely manner, copies of all minutes to Directors for their review and approval;
- (4) Give or cause to be given notices of all meetings and of special meetings of the board;
- (5) Keep all documents and records of the Corporation as required by law or otherwise in a proper and safe manner;
- (6) Perform such other duties as may be prescribed by the board or the president.

(d). The Treasurer shall:

- (1) Have the custody of the corporate funds and securities;
- (2) Keep full and accurate accounts of receipts and disbursements in the corporate books;
- (3) Deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the board;
- (4) Disburse the funds to the corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;
- (5) Render to the President and Board at the regular meetings of the board, or whenever they require, an account of all his

transactions as treasurer and of the financial condition of the Corporation;

(6) Render a full financial report at the annual meeting of the Board of Directors if so requested;

(7) Be furnished by all corporate officers and agents at his request, with such reports and statements as he may require as to all financial transactions of the Corporation;

(8) Arrange for a review or certified audit of corporation books as required, submit tax information and returns to comply with IRS regulations.

(9) Perform such other duties given to him by these by-laws or assigned to him by the board or the president.

ARTICLE 10.0 CORPORATE ASSET MANAGEMENT

Section 1.0 Investment Activity

The Board of Directors shall manage and invest all corporate assets with a conservative approach towards preservation of principal. Investments of a speculative nature shall be prohibited. Investments recommended, by way of illustration only, may include, but are not limited to, certificates of deposit and federal treasury bills.

Section 2.0 Income Distribution

The Board of Directors shall make distribution of income, after payment of corporate expenses and obligations, to further the stated corporate purposes. The distribution of income shall be provided for the following purposes, listed in order of priority, including, but not limited to:

- (a). Promotion and enhancement of youth hockey within the Town of Kirkland, Village of Clinton, Oneida County, New York area;
- (b). Enhance awards of recognition or development as presented by the corporation to youths, coaches, officials, volunteers and others involved in and supporting youth hockey.

Section 3.0 Invasion of Corporate Assets and Principal

The Board of Directors is hereby authorized to utilize principal assets to provide payment expenses and costs of the formation and maintenance of the corporation, including, but not limited to, attorneys' fees, accountant fees, filing fees, disbursements and costs. Corporate purposes shall be accomplished only through the expenditure of corporate income. This provision shall be amended only upon a unanimous vote of the Board of Directors

Section 4.0 Accumulation of Corporate Income

The Board of Directors shall exercise their best judgment in determining whether to accumulate any corporate income during the course of a fiscal year. In this regard, the Directors are to consider the accomplishment of corporate purposes as well as

any federal or state tax liabilities, which may be incurred by reason of such accumulation.

Section 5.0 Asset Responsibility

The corporate officers shall open and establish a corporate checking account and money market account on behalf of the corporation. Withdrawals and checks shall be drawn upon signature of the Treasurer.

Section 6.0 Liquidation of Assets

In the event that the Association should cease to function, any and all assets remaining, after all creditors are paid, shall be donated to a non-profit youth athletic organization to be determined by the current Board of Directors.

ARTICLE 11.0 EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board of Directors may from time to time designate.

ARTICLE 12.0 REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the certificate of incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE 13.0 BY-LAW CHANGES

Amendments to the By-Laws must be submitted in writing to the Board of Directors at a regular or special meeting of the board. The amendment(s) shall be read and discussed by the members present, after which the proposed amendment shall be tabled until the next regular meeting. The Secretary shall send to all Board members a copy of the proposed amendment(s) at least one (1) week prior to the next Board meeting. A 2/3 majority vote of the entire Board of Directors shall be required to place the proposed amendment(s) on a ballot to be voted upon by the general membership. The Board shall decide timing and procedures for such a vote.

ARTICLE 14.0 NON-DISCRIMINATION POLICY

This organization and its members shall not discriminate against any individual(s) for reasons of age, color, disability, gender identity or expression, national origin, race, religion, sex, sexual orientation, or veteran status.

