



BYLAWS

of

The Eastern Shore Hockey Association

Revised January 21st, 2019

Version 1.0

Date: January 21, 2019

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ARTICLE I NAME, POWERS, MISSION, AND OFFICES

Section 1 - Name

The name of the Corporation is the Eastern Shore Hockey Association (ESHA), Inc. (hereinafter referred to as the "Association" or "Club"), a nonprofit corporation incorporated in the State of Maryland.

Section 2 - Powers

All the powers of the Association shall be vested in the Board of Directors (hereinafter referred to as the "Board").

Section 3 - Mission

It shall be the mission of the Association to provide all players with (i) the opportunity to learn the game of hockey, (ii) the opportunity to play the game of hockey, (iii) a safe environment to play the game of hockey, (iv) instruction on proper techniques and skill development, (v) examples of good sportsmanship, (vi) the opportunity to experience the joy of victory and the acceptance of defeat, and (vii) the opportunity to have fun playing the game they love.

Section 4 - Principal Office

The principal office of the Association shall be located within the State of Maryland, at such place as the Board shall from time to time designate. The Association may maintain additional offices at such other places as the Board may designate. The Association shall continuously maintain within the State of Maryland an office at a place designated by the Board from time to time.

Section 5 - League Affiliations

The Association may be a member of such hockey leagues or organizations as determined by a majority of the Board of Directors of the Association.



ARTICLE II MEMBERSHIP

Section 1 - Classes of Membership

Membership shall be of two (2) classes: Player Members and Regular Members. Membership shall not be restricted by geographical boundaries, providing tentative members meet the requirements of these By-laws. For purposes of these Bylaws, the term “in Good Standing” shall mean that all dues, assessments, or other amounts due the Association shall have been paid when the same were due and the member adheres to the Code of Conduct and Discipline.

Section 2 - Player Members

Any person who fulfills the following requirements may be a Player Member subject to Article II, Section 1:

1. Shall be registered to participate in any of the ice hockey programs of the Association
2. Attends practices and games regularly and demonstrates good sportsmanship
3. Maintains annual membership in USA Hockey
4. Remains in Good Standing
5. Adheres to the Code of Conduct and Discipline as established by the Board

The number of Player Members in a particular age group will be determined on an annual basis based on registration. Player Members do not have the right to vote but, have the right to present issues to the Board.

Section 3 - Regular Members

The parents or legal guardians of Player Members, in good standing, are Regular Members of the Association. Each parent or legal guardian who attends an annual or special meeting is entitled to one vote. Proxy votes are not permitted. Coaches and Board Members who do not have a Player Member registered with the Association will be considered Regular Members of the Association. For voting purposes each Coach or Board Member, who does not have a Player Member registered, who attends an annual or special meeting is entitled to one vote. Proxy votes are not permitted. Each Player Member and Regular Member shall comply with and adhere to (i) these Bylaws, rules, Code of Conduct, Discipline, and other policies of the Association; (ii) the bylaws, rules, and other policies of USA Hockey, the Potomac Valley Amateur Hockey Association, Inc., and any such current hockey leagues or organizations currently playing within (i.e. Chesapeake Bay Hockey League (CBHL), Capital Corridor Hockey League (CCHL), Eastern Junior Elite Prospects League (EJEPL) etc.), and their respective successors and assigns; and (iii) the rules of any subsequent or additional youth hockey league in which the Corporation participates (all such bylaws, rules, and policies described in (i), (ii), and (iii) , as amended, modified or supplemented from time to time hereafter, shall be individually and collectively referred to as the “Rule” or the “Rules”).

Section 4 - Registration

All registrations (annual, clinic, etc.) will be done via the Associations web site. All Player Members must be registered and accepted by the Association prior to participating in any Association activity (tryouts, assessments, practices, games, clinics, etc.). Registration with USA Hockey will be a prerequisite. Registrants will be enrolled into their respective program age

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groups as recommended by USA Hockey. The Board can reject, in its sole and absolute discretion, any registration for any reason.

Section 5 - Resignation

Any Player Member or Regular Member may resign by signing a written resignation and submitting the resignation to the Association Secretary, which resignation shall be effective, without acceptance, on the date of receipt of such notice; provided however, that refunds, if any, shall only be permitted if such requests are submitted to the Board or its designee in compliance with the refund policy then in effect.

Section 6 - Suspension/Expulsion

The Board may suspend or expel a Regular Member or Player Member for cause. The term "cause" shall refer to (i) any violation of any Rule, (ii) conduct, which, in the sole opinion of the Board, is prejudicial to the best interests of the Association, and (iii) failure to pay a fee or other sum of money as determined to be due by the Board. Prior to any suspension or expulsion of a Member, the Board may, in its sole and absolute discretion, refer the matter to a Disciplinary Committee which shall handle the matter as the Board of Director's designee or the Board may choose to address the matter itself. If the latter, then the Board shall direct that a written statement be sent to the Member of the charges made against that Member. Said statement shall notify the Member that he/she is entitled to appear and present before the Board, or present in writing, any defense or make any statement on his/her behalf. Upon the affirmative vote of two-thirds (2/3) of the Directors present at a meeting of the Board, the Member shall be suspended or expelled. If expelled, the Member shall permanently forfeit all rights and privileges as a Member and shall not be entitled to a refund of any fees paid. If suspended, the Member shall forfeit all rights and privileges as a Member for the duration of the suspension and shall not be entitled to a refund of any fees paid. If referred to a Disciplinary Committee, then the Disciplinary Committee's decision may be appealed by written request within thirty (30) days of the hearing date to the entire Board. At which time the Boards decision will be final.

Section 7 - Fees

Fees shall be charged to Player Members and such Player member's parents or guardians as a prerequisite of participation each year and from time to time for necessary activities, such as, but not limited to: assessments, clinics and tournaments. The Board shall establish the fees and schedule of payment in its sole and absolute discretion.

Section 8 - Hardships, Etc.

Upon a written application to the Board or its designee, the Board may, in its sole and absolute discretion, grant a reduction or elimination of fees for any person desiring and eligible to become a Player Member who exhibits special needs or hardships.

Section 9 - Refunds

Unless the Board determines otherwise, there shall be no refund of fees paid by any Member to the Association. If the Board determines to allow any portion of a refund it will be less merchant fees paid by the Association related to the refund AND, if refunding a season's registration fees that were paid by credit card/debit card, applicable merchant fees may also be deducted from refund.

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Section 10 - Deferred Payments

All requests for deferred payments of fees shall be made to the President or other designated representative of the Board who has the discretion to grant such deferrals upon appropriate terms.

Section 11 - Finance/Service Charges

The Board, in its sole and absolute discretion, may charge finance and/or service charges to the maximum amount permitted by law on all unpaid fees that are due and owing to the Association.

Section 12 - Delinquent Accounts

All fees are payable on a date determined by the Board. Any Member who is in arrears in fees will be so notified by the Treasurer. Such notice shall state the amount owed, that the voting rights of such Member have been suspended pending receipt in full, and that such Member's rights to membership may be cancelled within seven (7) days of the date of such notice unless other acceptable arrangements are made with the Treasurer to satisfy the delinquent account.

Section 13 - Interest in Property

The members of this Association do not, as such, have any right, title or interest in the real or personal property of this Association.

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ARTICLE III MEETINGS

Section 1 - Roberts Rules of Order

All meetings, whether annual or special, of the Membership shall be conducted according to the general outline of Robert's Rules of Order. The order of business shall be, as far as applicable and practicable, as follows:

1. Call to order
2. Approval of the minutes of the last meeting
3. Reading of officer reports
4. Committee reports
5. Old business
6. New business
7. Adjournment

Section 2 - Voting

For voting purposes, each Regular Member, in good standing, who attends an annual or special meeting is entitled to one vote. Proxy votes are not permitted. Votes must be cast in person. A majority of the votes cast at a meeting determines the result of elections or any questions before the membership unless the Articles of Incorporation, these Bylaws or a law requires a different procedure.

Section 3 - Annual Meeting

An annual meeting of the members shall be held for the purpose of electing directors and conducting such other business as may come before the meeting. The exact date, time, and place of the annual meeting shall be determined by resolution of the Board of Directors so long as such meeting occurs each year (the "Annual Meeting"). At each Annual Meeting, the Regular Members entitled to vote shall elect those positions eligible and they may transact such other business as shall be stated in the notice of the meeting.

Section 4 - Special Meetings

Special meetings may be called at any time by the President or by a majority of the Board of Directors. It shall be held within thirty (30) days after such determination. A membership meeting may be requested, and the President shall call such a meeting, upon receipt of a written request signed a majority of the Association's Regular Members. In this event, the requested meeting shall be held within twenty-five (25) days of the date of receipt by the President. The business at such a meeting shall be limited to subjects detailed in the notification of the meeting.

Section 5 - Place of Holding Meetings

All meetings of the members shall be held at the Talbot County Community Center (TCCC) or elsewhere as designated by the Board of Directors.

Section 6 - Notice

Notice of time, place, and purpose of the Annual Meeting, and, in the case of a Special Meeting, the general nature of the business to be transacted, shall be given or caused to be given to

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each Member by electronic mail (commonly known as “e-mail”) and posted on this Association’s official website (www.eastonhockey.org) to the extent permitted under applicable law at least fifteen (15) days prior to such meeting.

Section 7 - Member's List

The Registrar for the Association, having charge of the names, registration fees paid, and contact information for the members of the Association, shall be responsible for working with the President at any Annual Meeting or Special Meeting of the Association to validate voting rights.

Section 8 - Quorum

For purposes of quorum, the Regular Members present at the Annual Meeting or Special Meeting shall constitute a quorum except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. Except as otherwise provided by these Bylaws, all elections and all issues voted upon at the Annual Meeting or Special Meeting shall be decided by a simple majority of votes cast.

Section 9 - Minutes

Complete and accurate minutes shall be maintained by the Secretary recording all Association business conducted at any regular board, Annual, or Special Meeting. Such minutes shall be maintained for the inspection of any Club Member through posting on the club’s website.

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ARTICLE IV GOVERNMENT

Section 1 - Management By Board of Directors

The business and affairs of the Association shall be managed by its Board of Directors (hereinafter referred to as “the Board” or “Directors”), which may exercise all such powers they deem as being in the best interests of the Association.

Section 2 - Number and Composition

The Board of Directors shall consist of both Executive and Functional officers, as well as the immediate Past President. Any number of offices or functions of those offices may be held or exercised by the same person unless the Articles of Incorporation or these Bylaws otherwise provide. Duties and responsibilities of these offices will be described within the ESHA Policies and Procedures.

There shall be five (5) Executive Board members: the President, Vice President, Secretary, Treasurer, and Registrar.

The number of Functional Directors will be determined by action of the Board from time to time by the then current Board in order to meet the needs of the Association. At a minimum, these shall include the Hockey Director/ACE Coordinator, Scheduler, 8U Program Coordinator and Communications Director.

Section 3 - Terms of office

Executive Directors shall serve a term of two years and may succeed himself/herself. The terms of office shall be staggered as follows:

1. The President, Registrar and Secretary shall be elected in ODD number years and serve for two years.
2. The Vice President and Treasurer shall be elected in EVEN number years and serve for two years.

Functional Directors shall be appointed by and serve at the pleasure of the Board.

Section 4 - Functional Officers, Assistant Officers, and Agents

Functional Officers, Assistant Officers, and Agents, if any, other than those whose duties are provided for in these Bylaws, may be appointed and shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board of Directors. Unless otherwise directed by the Board, only Executive and Functional Officers shall have the right to vote on matters brought before the board. Duties, authorities, and responsibilities of any appointee shall be reflected in the ESHA Policy and Procedures.

Section 5 - Qualifications of Board of Directors

Any person who is a Regular Member in good standing shall be eligible for election or appointment to the Board. Board members may not have any financial associations with any of the Club's vendors or any actual or potential financial gain from Club transactions. A Board member may not serve in an elected or appointed position with any other competing youth hockey club during their term of office, to include as a coach, assistant coach, or manager.

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Section 6 - Nomination of Board of Directors

Not less than sixty (60) days prior to the Annual Meeting or in the case of a special election to fill an interim vacancy, fifteen (15) days, the President shall appoint a Nominating Committee. Each representative shall be a Regular Member in good standing. The nominating committee shall nominate at least one (1) Regular Member of the Association for each elective office. The membership of the Association may also nominate candidates by submitting in writing to the Secretary of the Association the name(s) of Regular Member(s) in good standing. The Secretary shall notify the Chairman of the Nominating Committee of the name(s) of nomination so submitted. Prior to the conduct of elections, it is the responsibility of the Nominating Committee to individually contact each person whose name has been submitted to determine whether or not that person is eligible, willing, and able to accept the nomination and position if elected. Nominations may be accepted from the floor only if no candidate has been previously nominated by the Nominations Committee.

Section 7 - Conduct of Elections

At least two (2) weeks before the Annual Meeting, the Nominating Committee shall present to the membership the names of the Directors nominated to fill vacancies occurring on the Board of Directors. Election of Directors will be by secret ballot at the Annual Meeting by the Regular Members present who are in good standing. The nominees receiving a majority of the votes cast shall be declared elected to the office to which nominated. If, in elections with multiple nominees, no nominee receives a simple majority of the votes cast on the first poll of the membership, the nominee receiving the least number of votes shall be eliminated from the next and all succeeding polls. Succeeding polls will be held of the members attending until a simple majority of the votes is obtained. Nominees running unopposed do not need majority vote.

Section 8 - Removal

Any Director or the entire Board of Directors may be removed at any time, with or without cause, by a three-quarters (3/4) majority vote of the Regular Membership in good standing then entitled to vote at an election of directors, except as otherwise provided by statute. Furthermore, any Director, officer, or agent elected by the membership or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby majority vote.

Any member of the Board of Directors who has failed to attend at least one-half of the regularly scheduled Board meetings, or misses more than three (3) consecutive Board meetings, shall be subject to removal from the Board. Removal shall take place only after the Secretary has provided such Director with due notice, and the Board shall provide the Director with an opportunity for a hearing at a regularly scheduled or special Board meeting prior to disposition of the matter. A majority vote of the Board of Directors (excluding the offending Director) shall be required for removal of a Director under this section.

Any member of the Board of Directors who, in the opinion of the Board of Directors, has failed to adequately fulfill the duties of his or her position shall be subject to removal from the Board. Removal shall take place only after the Secretary has provided such Director with due notice, and the Board shall provide such Director with an opportunity for a hearing at a regularly scheduled or special Board meeting prior to disposition of the matter. A majority vote of the Board of Directors present at such meeting (excluding the offending Director) shall be required for removal of a Director under this subsection.

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Section 9 - Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, appointment to a new position, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term by a majority vote of the directors then in office.

Section 10 - Regular Board Meeting

Meetings of the Board will be held regularly on a predetermined, reoccurring date each month at such times and places as may be fixed by mutual agreement among the members of the Board. Attendees shall be limited to the Board members or those invited by special invitation unless open to all members in good standing by posting of meeting information on organization website and/or in prominent location at TCCC . Notice of the date, place, and time of the Board Meeting shall be given or caused to be given to each Board member by electronic mail at least twenty-four (24) hours prior to such meeting. Meetings of the Board of Directors may be held by conference call or other electronic means. The President shall preside over meetings. If the President is absent, the Vice-President shall preside. If the Vice-President is also absent, the Board of Directors present shall select a member to preside over the meeting by a majority vote.

Section 11 - Transitional Board Meeting

Annually at the first Board Meeting following the General Membership Meeting, the Board will hold a Transitional Meeting. This is meant to allow the newly constituted Board to organize their activities for the upcoming year.

1. The minutes will reflect the current Executive officers along with their terms.
2. Functional officers will be voted on and confirmed by majority vote of Executive Officers.
3. The minutes will reflect the appointed Functional Officers.
4. The minutes will reflect the Committee appointees as well as other appointed positions.
5. The minutes will define what members are voting members as well as defining what a quorum is for board action as per Section 13 of this Article.

Section 12 - Special Board Meetings

Special meetings may be called by the President or in his/her absence, by the Vice President.

Section 13 - Board of Directors Meeting Quorum

A majority of the total number of voting Executive and Functional Officers shall constitute a quorum for the transaction of business. The vote of a majority of these Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At all meetings of the Board of Directors, each voting member, as determined during the Transitional Board Meeting outlined in Section 11 of this Article, shall have one (1) vote. No voting by proxy will be allowed.

Section 14 - Informal Action

Any action permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if a majority of the members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

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Section 15 - Standing Committees

In order to perform an effective management of the Association, Committees will be utilized to extend the involvement of the membership and provide training for future Officers. Members of the Board of Directors will serve as the chairmen of each Committee. The President of the Association shall be an ad hoc member of each of the Committees. The specific membership and duties that be determined from time to time by Board resolution, shall be reflected in the ESHA Policy and Procedures. The following will comprise the Committees of the Association and will be staffed on an annual basis from the then active membership:

- Nominating Committee - Present a slate of Officers for election at the Annual Membership Meeting.
- Disciplinary Committee - Responsible for investigating any alleged misconduct of Association members, including players, coaches and parents. Additionally, this committee will investigate any member's complaint regarding any other member of the Association. The committee will review all circumstances, interview all parties involved, and make recommendations to the Board of Directors for any action. The Board of Directors will review the committees' findings and act as they determine is in the best interest of the Association. The committee has no power directly to administer any action towards any Association member, only to investigate and make recommendations to the Board.
- Other Committees - Other committees may be appointed or created on an as needed basis by a majority resolution of the whole board, as long as such committee has a Board member as Chairperson and keep regular minutes of meetings and report same to the Board.

Section 16 - Executive Committee

The Board of Directors may, in its sole discretion, elect an Executive Committee consisting of the President and at least three other directors. The Executive Committee, if any, shall be selected by the Board of Directors. Once constituted, the Executive Committee may exercise the powers of the Board of Directors in the management and affairs of the Association except as otherwise limited by statute or these Bylaws. The Executive Committee, if any, would undertake those actions necessary to manage the day-to-day affairs of the Association and would report to the full Board at meetings of the Board of Directors.

Section 17 - Committee Rules

Each committee of the Board of Directors may fix its own rules of procedure and shall hold its meetings as provided by such rules, except as may otherwise be provided by the resolution of the Board of Directors designating such committee, but in all cases the presence of at least a majority of the members of such committee shall be necessary to constitute a quorum. All Committees shall keep regular minutes of meetings and report same to board.

Section 18 - Compensation

Directors shall not receive any stated salary for their services as such. Directors shall not receive reimbursement of expenses in attending regular or special board meetings. By resolution, the Board of Directors may authorize reimbursement of various expenses for individuals.

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ARTICLE V INDEMNIFICATION OF OFFICERS, DIRECTORS, AGENTS, AND EMPLOYEES

Section 1 - Definitions

As used in this Article, any word or words defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

Section 2 - Officers and Directors

Every director, officer or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed against him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer, or agent of the Association, whether or not he/she is a Director, Officer or agent at the time such expenses are incurred, except in any case wherein the Director, Officer or agent is adjudged guilty of willful misfeasance, malfeasance, or fraud in the performance of his duties.

Section 3 - Agents and Employees

With respect to an employee or agent, other than a director or officer, of the Association, the Association may, as determined by the Board of Directors of the Association, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.



ARTICLE VI GENERAL PROVISIONS

Section 1 - Checks

All checks or demands for money and notes of the Association shall be signed by such officer, or officers, or such other person or persons as the Board of Directors may from time to time designate.

Section 2 - Fiscal Year

The fiscal year of the Association shall commence on July 1st and end on June 30th of the succeeding year unless otherwise fixed by resolution of the Board of Directors.

Section 3 - Seal

The Association shall not have a corporate seal.



ARTICLE VII AMENDMENTS

These Bylaws may be adopted, amended, altered or repealed at any meeting of the Board of Directors by majority vote.

Dated: January 21st, 2019

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