

ARTICLE I - NAME AND MISSION

The name of the organization shall be Massachusetts Hockey, Inc.

The Mission of Massachusetts Hockey is to provide a safe and enjoyable atmosphere where participants are given the opportunity to learn, grow and play the game of ice hockey.

ARTICLE II - PURPOSE & OBJECTIVES

Massachusetts Hockey is a not for profit, tax-exempt Massachusetts corporation established in accordance with the provisions of G.L. Chapter 180 and section 501 (c) (3) of the Internal Revenue Code, respectively, whose purposes and objectives are:

- A. To serve as the affiliate association of USA Hockey, Inc. in accordance with the terms of its Affiliate Agreement with USA Hockey, Inc. in the Commonwealth of Massachusetts, and as such affiliate association, to be the governing body for the sport of hockey in Massachusetts;
- B. To foster, advance, develop and encourage participation in the sport of hockey in Massachusetts;
- C. To develop and encourage sportsmanship among all players for the betterment of their physical and social well-being;
- D. To develop and improve the standards of the sport;
- E. To educate and train players, coaches, referees, managers, administrators and parents;
- F. To foster association with other USA Hockey Affiliates and International Ice Hockey Federations;
- G. To conduct tournaments leading to the selection of teams for District, State and National Tournaments, and to organize and select teams for other tournaments;
- H. To register players, coaches, referees, managers, teams and leagues composed only of teams registered in Massachusetts, (referred to herein as "registered leagues") to certify programs in Massachusetts and sanction multi USA Affiliate leagues that include teams registered with Massachusetts Hockey;
- I. To be guided by the USA Hockey core values of sportsmanship, respect for the individual, integrity, pursuit of excellence at the individual and team and organizational levels, enjoyment, loyalty and teamwork;
- J. To do any and all acts necessary and desirable to further the foregoing purposes and objectives.

Massachusetts Hockey, an affiliate association of USA Hockey, Inc., shall abide by and act in accordance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, and such documents and/or decisions shall take precedence over and supersede all similar governing documents and/or decisions of Massachusetts Hockey. Further Massachusetts Hockey (I) shall assist USA Hockey in the administration and enforcement of the provisions of the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and (II) agrees to be guided by the core values of USA Hockey.

ARTICLE III - MEMBERSHIP

Membership in Massachusetts Hockey shall be open to all persons and programs approved by Massachusetts Hockey in accordance with the provisions of these Bylaws and shall include, but not necessarily be limited to, the following:

- A. Hometown Programs certified in accordance with Massachusetts Hockey Bylaws and Rules and Regulations;
- B. Leagues (both registered and sanctioned) recognized by Massachusetts Hockey to coordinate team play;
- C. Club Programs recognized in accordance with Massachusetts Hockey Bylaws and Rules and Regulations.

- D. Girls/Women's Programs recognized in accordance with Massachusetts Hockey Bylaws and Rules and Regulations.
- E. Special Hockey Programs - any USA Hockey Sanctioned Special Hockey Program based within the Commonwealth of Massachusetts and recognized in accordance with Massachusetts Hockey Bylaws and Rules and Regulations.
- F. Honorary members elected by the Board of Directors of Massachusetts Hockey.

For the purpose of the Massachusetts Hockey Bylaws and Rules and Regulations, the term Massachusetts Hockey Association, shall refer to and include, Hometown Programs, Girls/Women's Programs, Club Programs or Special Hockey Programs.

Membership shall include but not be limited to those individuals who have registered with USA Hockey; the immediate families and guardians of registered players; directors, officers, employees, and volunteers of programs, districts, registered and sanctioned Hometown Programs, Club Programs, Girls/Women's Programs, Special Hockey Programs, leagues and teams; and all members of the Massachusetts Hockey Board of Directors.

Members shall be governed by the provisions of Massachusetts Hockey and/or USA Hockey Bylaws, Rules and Regulations, Policies and Procedures, Codes of Conduct, Codes of Ethics and USA Hockey Playing Rules and shall enjoy the benefits and privileges herein as long as they shall be in good standing. Such members shall not have direct voting rights for the officers, directors, registrars and all other positions in Massachusetts Hockey as the election process for the same is set out herein.

ARTICLE IV - BOARD OF DIRECTORS

The Board of Directors shall have all the powers necessary or desirable to carry out the management of the affairs of Massachusetts Hockey. The powers and duties of the Board of Directors shall include, but not be limited to, the power to put into effect rules and regulations, adopt policies and procedures, annually select an Auditor to perform a Certified Audit of Massachusetts Hockey accounts at the end of each fiscal year, and establish fees, dues and assessments, necessary for the management of the affairs of Massachusetts Hockey.

The Board of Directors shall be comprised of members of the Executive Board, District/Divisional Directors and Directors at Large. The majority of the Board of Directors shall at all times be comprised of the District/Division Directors, elected Officers of Massachusetts Hockey and non-voting USA Hockey appointed Registrars.

One-third of the Directors then in office shall constitute a quorum at meetings of the Board of Directors. Each member shall have only one vote, regardless of the number of positions held. No proxy votes shall be allowed. Alternate Directors may vote in the absence of a Director from a District/Division if registered, indicating the Director being replaced with the Secretary prior to the meeting being called to order by the presiding officer. Once a Director is replaced he/she is ineligible to vote during the current session of the meeting. All actions of the Board shall be subject to majority of the votes cast unless otherwise specified in these Bylaws. The presiding officer shall vote only to break a tie. The President may surrender the Chair to vote from the floor.

There shall be at least four (4) meetings of the Board of Directors annually. Special meetings of the Board of Directors may be called by the President or upon written request of six (6) or more Directors from separate Districts/Divisions. Special meetings shall be held within thirty (30) days of receipt of such a request with a minimum of seven (7) days' notice being given to the members of the Board of Directors.

Any member of the Board of Directors may be removed for cause by vote of two-thirds majority of the Board. For purposes of this provision, cause shall be deemed to be the material noncompliance by a member with the Bylaws, Rules and Regulations and/or Policies and Procedures of Massachusetts Hockey. Material

noncompliance may include, but not be limited to, failure to perform the duties of an elected or appointed office by a member, failure to attend meetings of the Board of Directors, failure to comply with or act in a manner consistent with the organization's Bylaws, Rules and Regulations and/or Policies and Procedures, USA Hockey Bylaws, Rules and Regulations, and/or Policies and Procedures, Codes of Conduct, Codes of Ethics and USA Hockey playing rules or any other misconduct by a member not appropriate for such member. Any member subject to removal for cause must be given written notice of the proposed removal by the President or Secretary no later than ten (10) days prior to the meeting of the Board of Directors at which the action shall be considered and the member shall be afforded an opportunity to be heard at the said meeting prior to any vote being taken. The President or Secretary shall only issue such notice if ten (10) members of the Board of Directors have made a written request of him to take such action. Any action taken by the Board of Directors to remove a member shall be final with no appeal available under any of the organization's rules of procedure. Removal for cause pursuant to this paragraph shall not be the only remedy for a violation of any Applicable Rule as defined herein.

A meeting of the Board of Directors may be held by any means of electronic or other communications through which all participating Directors can hear each other if and when the President determines the need for such a meeting or if the Board of Directors votes to conduct such a meeting.

Notwithstanding this provision, such a meeting shall not be a replacement or substitute meeting for any Board meetings required to be held annually or for any special meeting that may be called under the provisions of this Bylaw unless those calling such a meeting agree to this procedure. All the provisions for notice, quorum and voting applicable to board meetings shall apply to such meeting provided herein.

ARTICLE V - EXECUTIVE BOARD

The Executive Board shall consist of the President, Vice-Presidents, Treasurer, Secretary, Referee Coordinator, Chair of the Rules Committee, Chair of the Discipline Committee, Massachusetts Hockey Director of Coaching Education, General Counsel, and two members of the Board of Directors who are elected annually, by the Board of Directors for a one-year term and may not serve for more than two (2) years. The Executive Board shall be responsible for carrying out the directives of the Board of Directors and running the day-to-day activities of the organization. The USA Hockey District Registrar, the USA Hockey Coach in Chief, USAH Referee in Chief and the USAH Risk Manager may participate in the Executive Board meeting but may not vote. The Executive Board shall be solely responsible for all hiring decisions and the execution of employment contracts. The Executive Board shall meet as often as its members deem necessary without the requirement of any notice to the Board of Directors or the membership and it may conduct its business as informally as it deems necessary. Each member of the Executive Board shall have one vote. All actions of the Executive Board shall be subject to majority vote. Actions taken by the Executive Board shall be reported to the Board of Directors at its next meeting.

A meeting of the Executive Board may be held by any means of electronic or other communication through which all the participants can hear each other.

ARTICLE VI - DUTIES OF THE MEMBERS OF THE EXECUTIVE BOARD

Elected Officers

The elected officers shall be the President, Vice Presidents, Treasurer, and Secretary.

The President shall:

- A. Preside over all meetings of the Executive Board and the Board of Directors;
- B. Generally supervise all the activities of Massachusetts Hockey, and ensure that all rules and regulations and stated policies and procedures of the organization are observed;
- C. Have the power to rule on questions not provided for in the Bylaws until the next regular or special meeting of the Board of Directors;

- D. Represent Massachusetts Hockey and be its spokesperson at all public and private forums and places;
- E. In the absence of the Treasurer, have the right to sign checks;
- F. Appoint the non-elected members of the Executive Board;
- G. Establish committees as needed from time to time;
- H. Appoint the Chairs and members of all committees;
- I. Be an ex officio member of all committees; and
- J. Sign all contracts for Massachusetts Hockey that are in excess of \$10,000 that have been approved by the Finance Committee except Ice Rental contracts.

There shall be five (5) Vice Presidents: They shall be elected to the positions of First Vice President, Second Vice President, Third Vice President, Fourth Vice President and Fifth Vice President.

The First Vice President shall, in the absence of the President, have all the power and perform all the duties of the President. In the absence of higher-ranking officers, the 2nd, 3rd, 4th and 5th Vice Presidents shall have all the powers and duties of the higher ranking officers in their respective order of holding office.

Each Vice President shall be responsible for supervising, overseeing, organizing and reporting on the organizations committees and shall be assigned these responsibilities by the President in consultation with the Vice Presidents on an annual basis after the elections take place.

The Treasurer shall have the responsibility for carrying out all of the duties usually associated with the position of Treasurer, including the following:

- A. Receive all funds due Massachusetts Hockey, depositing them in a chartered bank and paying the rightful obligations of the Corporation;
- B. Sign the checks on the Corporation's accounts;
- C. Submit in writing at the regularly scheduled Board of Directors meetings and at the Annual Meeting a Treasurer's Report to the Board of Directors, containing all Massachusetts Hockey Accounts. The reports shall include Profit and Loss statements by revenue and year to date status, and at least one past year for purpose of comparison;
- D. Provide necessary materials to the Auditor for the certified audit of Corporation books as required
- E. Review reports of each Massachusetts Hockey account;
- F. Co-signature on all Massachusetts Hockey accounts;
- G. Chair the Finance Committee and conduct at least three (3) scheduled meetings of the Finance Committee per year. The reports for all Massachusetts Hockey accounts shall be reviewed at one of these meetings;
- H. Prepare or have prepared the annual 990 return to the Internal Revenue Service and the PC-1 to the Attorney General's Division of Public Charities and file these reports by their due date. Distribute the completed reports with a copy of the Audit report attached to the Board of Directors; and
- I. File the General Laws Chapter 180 Corporation Annual Report annually and any Corporation updates with the Secretary of the Commonwealth of Massachusetts. Be the official custodian of the Corporation Records.

The Secretary shall:

- A. Compile and distribute minutes of all Massachusetts Hockey meetings;
- B. Be the official custodian of the Corporation's meeting records;
- C. Advise the Board of Directors of all the upcoming meeting and other important information;
- D. Verify eligibility of voting members present at any meeting;
- E. Verify a quorum is present of appointed members of the Executive Board; and
- F. Publish the attendance records of each meeting.

The Referee Coordinator shall:

- A. Be appointed by the President, subject to the approval of the Executive Board;
- B. Register all referee applicants, and collect all fees due Massachusetts Hockey from the applicants; and
- C. Coordinate referee assignments to all State Final sites with the Referee-in-Chief, Referee Supervisors and the State Tournament Coordinator.

The Chair of the Rules Committee shall:

- A. Be appointed by the President, subject to the approval of the Executive Board;
- B. Hold committee meetings for review of Bylaws, Rules and Regulations, and policies and procedures; and
- C. Review and make recommendations on all proposed amendments to the Bylaws, Rules and Regulations, Policies and Procedures to the Board of Directors.

The Massachusetts Hockey Director of the Coaching Education shall:

- A. Be appointed by the President, subject to the approval of the Executive Board;
- B. Coordinate all the coaching clinics held in Massachusetts with the USA Hockey Coach-in-Chief;
- C. Establish dates and locations for all clinics in cooperation with the USA Hockey Coach-in-Chief, and notify all District/Divisional Registrars, Programs, and Referees-in-Chief of those dates and location;
- D. Receive copies of all Clinic Registration Forms and maintain a file of all attendees;
- E. Maintain a computer file by District of all individuals successfully completing requirements of the Coaching Education Program; and
- F. Distribute current lists of accredited coaches to the District/Divisional Registrars periodically.

The Chair of the Discipline Committee shall:

- A. Be appointed by the President, subject to the approval of the Executive Board;
- B. Coordinate the Discipline process; and
- C. Maintain records of the disciplinary actions of Massachusetts Hockey and report these actions to the Board of Directors.

The General Counsel shall:

- A. Provide legal advice to Massachusetts Hockey; and
- B. Administer the Physical and Sexual Abuse Polices and their associated rules. Is this correct?

ARTICLE VII - NOMINATION AND ELECTIONS OF USA HOCKEY DIRECTORS, USA HOCKEY SECTION REPRESENTATIVES, OFFICERS, EXECUTIVE BOARD MEMBERS AND DIRECTORS

Nominations of Officers, Executive Board Members, USA Hockey Directors and USA Hockey Section Representatives.

There shall be a Nominating Committee, as provided in Article IX of this document, consisting of no more than five (5) nor less than three (3) members, who shall be responsible for nominating candidates for all elected offices of the organization. They shall conduct its business as its members deem fit, and it shall meet as often as its members consider necessary. They shall prepare the official ballot for the Annual Meeting. Candidates desiring to be listed on the ballot must submit their name and the position they seek to the chair of the Nominating Committee by February 20. The Nominating Committee shall determine whether or not any potential candidate is eligible to be placed on the official ballot pursuant to the bylaws of the corporation and any applicable statutes.

The Nominating Committee shall review the qualifications of all candidates prior to a candidate's name being placed on the ballot. That review shall consist at a minimum of determining whether a prospective candidate has on file with the Treasurer a complete and up to date conflict of interest disclosure form, whether that candidate holds any other position in Massachusetts Hockey and/or USA Hockey that would disqualify him/her for holding the office sought and whether that candidate holds any other position outside of Massachusetts Hockey that would place that

candidate in a conflict of interest and prevent him/her in the opinion of the Committee from exercising his/her independent judgment on behalf of the best interests of Massachusetts Hockey. In the event the Committee determines the candidate is not qualified, the Committee will not place the candidate's name on the ballot and will report its decision in writing or via email to the full Board of Directors and the candidate.

One week prior to the March meeting, the Nominating Committee shall notify the Board of Directors of the names of those who it intends to list on the official ballot and those, if any, deemed not qualified, unless the aspiring candidate has withdrawn his/her name from consideration. After the Nominating Committee has made its report at the March meeting of the Board of Directors, nominations may be made from the floor by a motion with a second for all elected positions. After that time, nominations will be closed.

If any candidate nominated from the floor was deemed not qualified by the Nominating Committee to be placed on the ballot for election at the Annual meeting, the chair of said committee shall state to the Board prior to any vote being taken why that candidate was deemed not qualified. Unless otherwise stated herein, candidates must be former Executive Board members or current members of the Board of Directors and must be in good standing with Massachusetts Hockey to be eligible (Background Screening complete and Conflict of Interest Forms are accurate and submitted to the respective chairs, they have no outstanding financial issues and they are not under suspension). Any member who holds an appointed position from USA Hockey and is specifically excluded from holding office in a USA Hockey Affiliate and/or District by USA Hockey's Bylaws, Rules and Regulations and/or Policies and Procedures shall not be eligible to hold any elected position in Massachusetts Hockey.

Elections of Officers and USA Hockey Directors:

Elections of the Officers, and Executive Board Members of corporation, and the election of the corporation's USA Hockey Directors and USA Hockey Section Representatives shall take place at the Annual Meeting. Voting shall be by secret ballot and candidates receiving a simple majority of the votes shall be elected. The President's vote shall not be counted except to break a tie. All candidates will be allowed time to make a statement to the Board of Directors prior to the ballots being cast. Upon completion of the counting of the votes for each elective office the vote tally shall be announced. If no candidate receives a majority then the candidate with the least number of votes and any candidates tied with the least number of votes will be dropped for further voting until one person receives a majority. The President shall be elected for a two (2) year term. All other officers shall be elected for a two (2) year term, unless elected at a special election to fill the remaining term of an officer whose seat has been vacated.

Elections of Officers shall be held as follows:

For elections being held at annual meetings in odd calendar years – President, Treasurer, 3rd and 5th Vice Presidents

For elections being held at annual meetings in even calendar years the Secretary, the 1st, the 2nd, the 4th Vice Presidents

There shall be separate ballots for each office subject to election with the President's office being first voted, then the Vice Presidents, Secretary, Treasurer, and continuing in an order determined by the Chair of the Nominating Committee until all elected positions are filled. No person shall serve as President for more than four (4) consecutive years.

Election of District/Division Directors:

- A. Five (5) Directors shall be elected annually from each of the following twelve (12) Districts/Divisions:
 1. District 1, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 2. District 2, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.

3. District 3, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 4. District 4, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 5. District 5, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 6. District 6, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 7. District 7, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 8. District 8, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 9. District 9, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 10. District 10, consisting of the Hometown Programs within the geographical area depicted in the Annual Guide.
 11. Girls' / Women Division, consisting of the Girls'/Women's Programs registered and certified by the USA Hockey Registrar for Massachusetts as of January 1st of each year.
 12. Club Division, consisting of the Club Programs registered and certified by the USA Hockey Registrar for Massachusetts as of January 1st of each year.
- B. District and Division elections shall be held by District/Division Registrars no later than March 15 of each year. A quorum of one-third of the programs of the District/Division shall constitute a quorum at meetings of the Districts/Divisions when elections are held. Notification of the election meeting shall be given in writing or electronically by the Registrar to each program or team at least three weeks prior to said election.
- C. Nominees shall be members of Massachusetts Hockey and shall be eligible only in the District/Division in which they participate or reside and shall have been in good standing for at least one year immediately prior to nomination. For the purpose of this paragraph, participation shall mean active engagement with an program in the District/Division for at least one year prior to nomination.
- D. USA Hockey appointed individuals interested in running for office must resign in writing to the President of Massachusetts Hockey with an effective date prior to the District/Division election. If the resigned individual is the District/Division Registrar, the USA Hockey Registrar or designee will then run the District/Division elections.
- E. In District/Division elections for Directors, each registered and certified program shall have one vote for each Registered Participant Member as of March 1 as reported in the most recent census compiled by the USA Hockey Associate Registrar. In all other matters, each program shall have one vote at District meetings. Any Hometown Program consisting of groupings of cities and/or towns located within two or more of the of the ten (10) Districts described in paragraph A shall be assigned to one of the Districts containing any of the Hometown Program's cities and/or towns by a vote of the Board of Directors of Massachusetts Hockey.
- F. Directors' term shall run from the close of the Annual Meeting to the close of the next Annual Meeting.
- G. Alternate Director(s), if any, shall be elected by the same process as Directors.
- H. Names of elected Director(s) and Alternate Director(s), if any, shall be reported to the Secretary of Massachusetts Hockey by USA Hockey Associate Registrars no later than March 25. Failure to report names to the Secretary in a timely fashion shall cause individuals to be excluded from voting in the next regularly scheduled, special or Annual Meeting, whichever comes first. The Executive Board shall receive all credentials and forward to the Secretary a list of properly elected District/Division Directors by April 1.

Directors at Large:

Executive Board members not re-elected, or re-appointed may remain on the Board of Directors after the expiration of their term as a Director at Large with voting privileges for one year only, except those who have been a member of the Executive Board for fifteen (15) years who shall be Directors at Large with voting privileges for life. This bylaw does not apply to At Large Executive Board members who concurrently serve as District Directors.

Election of USA Hockey Directors:

The Board of Directors shall elect a USA Hockey Director for a three (3) year term annually, by a simple majority at the Annual meeting. The terms will be staggered so as to minimize the number of Directors whose term ends in any one year.

Election of USA Hockey Section Representatives:

The Board of Directors shall elect a Representative to the USA Hockey Disabled Section, a Representative to the USA Hockey Girls'/Women Section and a Representative to the USA Hockey High School Section. No person shall hold more than one USA Hockey Section Representative position at a time. Candidates for the position of USA Hockey Section Representative must: be a former or current USA Hockey Registrar or Associate Registrar for Massachusetts or a former or current member of either the Executive Board or Board of Directors; submit CORI, Background Screening and Conflict of Interest Forms; have no financial issues; and not be under suspension. Each USA Hockey Section Representative shall be elected for a term of three (3) years.

Vacancies

In the event of a vacancy in any elected office of the organization due to resignation, removal, death, or other cause, the vacancy shall be filled by election at the next regularly scheduled or specifically called meeting of the Board of Directors for the balance of the term remaining. Upon notice of such a vacancy, the President, or if the President's office is vacant, the next highest-ranking officer, shall request the Nomination Committee to inform the Board of Directors of the opening and to prepare for such an election. The Secretary shall give notice of the scheduled election to the Board of Directors.

ARTICLE VIII - DUTIES OF DISTRICT/DIVISION REGISTRARS & DIRECTORS

USA Hockey Associate Registrars shall:

- A. Be directly responsible to the USA Hockey Registrar;
- B. Hold District/Division meetings with a minimum of four per year;
- C. Distribute all materials supplied to the District/Division programs;
- D. Check player registrations for ineligible players, overall completeness and compliance with Massachusetts Hockey and USA Hockey forms;
- E. Confirm Tournament applications with the State Tournament Coordinator;
- F. Review and approve all player transfers within the District;
- G. Coordinate District/Division Playdowns, and qualify players and teams for participation in District/Division Playdowns;
- H. Hold District/Division Elections in accordance with Article VII of these Bylaws;
- I. Maintain all District/Division records, and provide to the USA Hockey Registrar upon request;
- J. Report rules violations to the President;
- K. Preside, without voting, at District Hearings. Registrars may decline to serve in this capacity.

Massachusetts Hockey District/Division Directors shall:

- A. Attend Massachusetts Hockey State and appropriate District/Division meetings;
- B. Cooperate with the District/Division Registrars in coordinating District/Division play downs and other business of their respective District/Divisions;
- C. Fulfill all the fiduciary responsibilities and obligations required by virtue of being an elected member of the Board of Directors of Massachusetts Hockey;
- D. Be eligible for appointment as a voting member of any disciplinary panel in accordance with Article XIV unless conflict of interest considerations dictate otherwise.

ARTICLE IX – COMMITTEES

- A. The permanent committees of Massachusetts Hockey shall be: Audit, Adaptive Hockey, American Development Model (ADM) & Player Development, Discipline, Finance, Nomination, Background Screening, Rules, Tournaments, SafeSport and Safety.
- B. The Chairs of the Rules Committee, Coaching Education Program, and Discipline Committee shall be appointed annually by the President subject to the approval of the Executive Board. The chairs of all other Committees and members of all Committees shall be appointed annually by the President, except that the Treasurer shall be the Chair of the Finance Committee.
- C. The President may from time to time appoint other committees for specific purposes and terms.
- D. The President and President elect shall be ex-officio members of all Committees.
- E. All committee action except action under Article XIII and XIV of these Bylaws shall be subject to review of the Executive Board on its own motion or at the request of the committee Chairperson. Any such review shall be limited to a review of the committee's decision on the record before it.
- F. The Chair of the Discipline Committee in consultation with the President and Counsel, if any, shall be the sole judge of the definition and meaning of all terms, phrases, words and procedures as they relate to the discipline process as set out in Article XIV of Massachusetts Hockey Bylaws.
- G. Any committee meeting may be held by any means of electronic or other communication through which all the participants can hear each other.
- H. The Audit committee shall consist of at least three (3) members. The majority of the members must be members of the Board of Directors and none of the members can have any material financial interest in any entity doing significant business with Massachusetts Hockey. The Audit committee shall make recommendations to the Board of Directors regarding:
 - 1. Selection, retention; and termination of an independent auditor;
 - 2. The compensation of the auditor;
 - 3. Measures to insure that the internal controls are documented by management and evaluated as part of the audit;
 - 4. Process by which the audit committee shall review the audit and the management letter, if any, with the auditor and work with the auditor and management of Massachusetts Hockey to resolve or recommend resolution to the board of any issues of concern arising from the audit or management letter; and
 - 5. Measures to ensure that any non-audit services provided by the auditing firm conform with the standards of independence required.The committee shall prior to the board's consideration of and action on the independent auditor's report, the committee shall report to the board on the results of the audit.
- I. The Background Screening Committee shall: Refer to Article VI Duties of the Members of the Executive Board.
- J. The Discipline Committee: Refer to Article VI Duties of the Members of the Executive Board.
- K. The Finance Committee: Refer to Article VI Duties of the Members of the Executive Board.
- L. The Rules Committee: Refer to Article VI Duties of the Members of the Executive Board.
- M. The Tournaments Committee shall:
 - 1. Have the responsibility of coordinating all State Championship Tournaments;
 - 2. Oversee all State Championships and District Playdown activity;
 - 3. Receive all District Playdown applications and fees;
 - 4. Ensure that all established deadlines are upheld;
 - 5. Award State Tournaments to the Districts at the annual meeting;
 - 6. Accept Tournament sites;
 - 7. Receive Tournament Compliance Forms from each Tournament site prior to the annual Tournament meeting;
 - 8. Appoint 'on-site' Tournament Directors to oversee each Tournament site;

9. Receive the reports from each Tournament Committee and each 'on-site' Director; and
 10. Issue a report on all Tournaments at the Annual Meeting.
- N. The Nomination Committee: Refer to Article VII for the duties of the Nomination Committee.

ARTICLE X - ANNUAL MEETING

The Annual Meeting of Massachusetts Hockey shall be held in the month of June. The time and place shall be designated by the President in writing and/or via electronic email using the [mahockey.org](mailto:info@mahockey.org) email address to the Board of Directors not less than fourteen (14) days prior to the meeting.

ARTICLE XI – PARLIAMENTARY AUTHORITY

All meetings of the organization, including meetings of the Board of Directors, shall be governed by Robert's Rules of Order, except to the extent said Rules conflict with these Bylaws.

ARTICLE XII - INDEMNIFICATION AND EXCULPATION

Massachusetts Hockey shall indemnify or protect and hold harmless USA Hockey, Inc., its Directors, members, councils, committees and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of Massachusetts Hockey, except to the extent (i) that USA Hockey, Inc., or its aforescribed representatives caused such claims. Liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board or Directors of USA Hockey. Further, Massachusetts Hockey understands and acknowledges that USA Hockey, Inc., and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this Bylaw.

Indemnification: Massachusetts Hockey shall indemnify or protect each person who is or was a director, officer or employee, or a volunteer acting within the scope of his/her authority on behalf of Massachusetts Hockey and/or its affiliates, such person's heirs, executors and legal representatives, against all liabilities and expenses, including judgments, fines, penalties and reasonable attorney's fees and all amounts paid, other than to Massachusetts Hockey, in compromise or settlement, imposed upon or incurred by such person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, which such person may be a defendant or with which such person is threatened or otherwise involved, directly or indirectly, by reason of such person's holding or having held such position. The provisions of this paragraph shall not apply to any person who has been adjudicated or determined in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Massachusetts Hockey shall provide no indemnification with respect to any matter settled or compromised, pursuant to consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interest of Massachusetts Hockey by (1) a disinterested majority of the Board of Directors of the Corporation or (2) if there were no disinterested directors, by independent legal counsel representing Massachusetts Hockey and appointed by a majority of the directors then in office. The right of indemnification provided in this Article shall not be exclusive of or affect any other rights to which any director, officer, employee or volunteer may be entitled under any agreement, statute or otherwise. Massachusetts Hockey's obligation to provide indemnification under the Article shall be offset by and to the extent of any other source of indemnification. Nothing contained in this Article shall affect any rights to which Massachusetts Hockey personnel other than directors or officers may be entitled by contract or otherwise.

No Personal Liability: No director, officer, employee of this Corporation or a volunteer acting on behalf of Massachusetts Hockey and/or its affiliates shall be personally liable to Massachusetts Hockey for monetary damages for breach of fiduciary duty as a director, officer, employee or volunteer notwithstanding any provisions

of law imposing such liability: provided, however, that the liability of an officer, director, employee or volunteer to the extent that such liability is imposed by applicable law, shall not be eliminated (1) for any breach of such person's duty of loyalty to Massachusetts Hockey; (2) for acts or omissions not in good faith or which involve an intentional or a knowing violation of law, or (3) for any transaction from which such derived an improper benefit.

The directors, officer, employees and volunteers of Massachusetts Hockey shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any such claims against Massachusetts Hockey, may look only to the funds and property of this Corporation for the payment of such contract or claim, or for the payment of any debt, damages, judgment or decree, or any amount that may otherwise become due or payable to them from Massachusetts Hockey.

Massachusetts Hockey agrees, at all times, to be covered by the general liability insurance policy maintained by USA Hockey. USA Hockey shall inform Massachusetts Hockey of the limits of that policy, and of any changes to those limits which may be made by USA Hockey at its sole prerogative. By purchasing and maintaining the aforementioned general liability insurance policy, USA Hockey does not assume any liability for any actions or omissions of Massachusetts Hockey. Massachusetts Hockey agrees to use reasonable efforts to purchase, acquire or provide and maintain in full force and effect at all times, directors' and officers' liability insurance, and to name USA Hockey as an additional insured thereunder if such insurance is not obtained through USA Hockey. Massachusetts Hockey retains right to obtain whatever additional insurance coverage's it may desire, at its own expense, but agrees to name USA Hockey as an additional insured thereof.

ARTICLE XIII - EQUAL OPPORTUNITY AND RESOLUTION OF GRIEVANCES

Massachusetts Hockey shall provide an equal competitive opportunity, taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex or national origin.

Massachusetts Hockey shall provide for the prompt and equitable resolution of grievances of its members, including fair notice and opportunity for a hearing consistent with the provisions of these Bylaws and the requirements of the Amateur Sports Act of 1978 as amended.

Any grievance filed under this Article must be filed with the President of Massachusetts Hockey with a copy of the grievance forwarded to the Chair of the Disciplinary Committee and the General Counsel. Only a member in good standing may file a grievance and for the purpose of this Article. A grievance shall only be entertained and acted upon if it deals with a material violation by a member of Massachusetts Hockey and/or USA Hockey Bylaws, Rules and Regulations, Policies and Procedures, Codes of Conduct, Codes of Ethics and USA Hockey playing rules and such violation is clearly contrary to any practice or precedent consistent with said Bylaws, Rules and Regulations, Policies and Procedures, Codes of Conduct, Codes of Ethics and Playing Rules.

ARTICLE XIV - SUSPENSION, EXPULSION, OTHER DISCIPLINE; APPEALS

[ADDRESSED SEPARATELY]

ARTICLE XV – AMENDMENTS

- A. Proposed amendments to the Bylaws and Rules and Regulations must be submitted to the Rules Committee in writing or electronically for their recommendation as to adoption, rejection, modification or deferral prior to any vote being taken by the Board of Directors.
- B. These Bylaws may be amended at the Annual Meeting of the Board of Directors provided a quorum exists if the proposed amendments have been presented in writing or electronically by the Rules Committee to each member of the Board of Directors at least fourteen (14) calendar days prior to the meeting.

- C. The Rules and Regulations may be amended at any regularly scheduled or special meeting of the Board of Directors provided a quorum exists. If the Rules Committee has not acted within thirty (30) calendar days of the submission of the proposal, the submitter may bring the proposal to the Board of Directors by providing a written copy to each member of the Board of Directors at least fourteen (14) calendar days prior to the meeting.
- D. A two-thirds (2/3) majority of the votes cast is required to amend or change the Bylaws and a majority of the votes cast is required to amend or change the Rules and Regulations.
- E. Any proposed amendment or change to a Bylaw, Rule or Regulation determined by the Rules Committee to be in the same or similar form and/or substance to one which was rejected during the current or prior season cannot be placed before the Board of Directors unless it has received a two-thirds (2/3) majority vote cast by the Board of Directors recommending that it be placed before the Board of Directors.
- F. The failure of any Member of the Board of Directors to receive such written or electronic notice shall not make any actions at the meeting invalid, provided that a good faith effort was made to comply with the provisions of sections A, B and C above.

ARTICLE XVI - FINANCE AND ACCOUNTING

- A. The Treasurer of Massachusetts Hockey shall submit annually at the annual meeting of the Massachusetts Hockey Board of Directors the recommended budget proposal of Massachusetts Hockey for the upcoming season. Said budget proposal shall be recommended by the Finance Committee after prior review for a ratification vote (approval/disapproval) by the members of the Board of Directors.
- B. The Treasurer shall cause an annual independent audit to be performed on all the Massachusetts Hockey accounts. Said audit shall be presented in writing to the Board of Directors within six (6) months of the fiscal year end of Massachusetts Hockey.
- C. The Treasurer shall file at the times required any and all financial forms required by all governmental agencies.
- D. Prior to being presented to the Board of Directors any proposal or request for monies that deviate from the approved annual budget of Massachusetts Hockey in the amount of \$2,500 or more must be submitted in writing to the Finance Committee for a review for a recommendation vote (approval/disapproval). Said recommendation shall be submitted to the Board of Directors for a ratification vote. A proposal or request for monies shall not be broken down into separate sums below \$2,500 in an attempt to circumvent a recommendation of the Finance Committee. Any proposal or requests for monies that are below can be presented from the floor of a monthly meeting of the Board of Directors for approval/disapproval.
- E. The Finance Committee shall keep and maintain records of any and all meetings and their recommendations. Said records shall be available upon request to any and all members of Massachusetts Hockey Board of Directors.
- F. The Finance Committee shall establish, maintain and publish the Massachusetts Hockey Accounting and Financial Procedures.
- G. Massachusetts Hockey Memorial Fund contributions may not exceed \$1,000 per year in the name of a single individual. Fund contributions may not exceed five (5) years, consecutive or otherwise, in memory of a single individual