

SOUTH SHORE SEAHAWKS, INC.

BY-LAWS

Approved by the Board of Directors in July 2017

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ARTICLE I

NAME AND LOCATION OF ORGANIZATION

Section 1. The name of this organization shall be South Shore Seahawks Youth Hockey, Inc., comprising the towns of Hull, Norwell and Scituate.

ARTICLE II

PURPOSE

Section 1. The purposes for which the organization is formed are as follows:

- a. to give the youth of Hull, Norwell and Scituate the best possible opportunity to practice their ideals of sportsmanship amongst all players for the betterment of their physical and social well-being by seeing that any youth, regardless of sex, race, color, or creed have the opportunity to participate in the sport of hockey;
- b. to organize and implement charitable, educational and social activities to teach members the importance and value of safe play, charitable giving and team membership;
- c. to raise the moneys necessary to satisfy the financial responsibilities of the organization and to alleviate any financial burden incurred by the organization;
- d. to continually improve the standard of development and understanding of ice hockey taught by this program;
- e. to participate with other hockey programs.

This organization shall have no capital stock and shall not be conducted for pecuniary profit.

ARTICLE III

MEMBERSHIP

Section 1. Membership shall be open to all persons desiring to further the purposes outlined above. In addition, members shall abide by the Rules and Regulations, By-Laws and Code of Conduct of South Shore Seahawks Inc., and shall meet at least one of the following requirements:

- a. Have a youth participating in the program;
- b. Be a coach or assistant coach in the organization; or

- c. Have a proven interest in South Shore Seahawks Inc.

All members must be in good financial standing with the organization by a date determined and published annually by the Board of Directors. Said date shall be published to the members via email or as otherwise deemed appropriate by the Board of Directors no less than sixty (60) days prior to said date. Exceptions can be made at the discretion of the Board of Directors if a member:

- a. requests, in writing, a payment schedule to fulfill any and all financial obligations and said payment schedule is approved by the President and Treasurer or a majority of the Board of Directors (or Executive Committee); or
- b. obtains a hardship waiver from the Board of Directors. Any request for a hardship waiver must be submitted to a Board Member and presented pursuant to the Seahawks Scholarship Policy. Each such waiver shall terminate at the conclusion of the season for which it is obtained. Requests for a hardship waiver must be submitted on a year to year basis and the Board of Directors shall hear each such request on a *de novo* basis.

Membership may be terminated upon failure to uphold the financial obligations of the organization with fourteen (14) days written notice and a majority vote of the Board of Directors. Membership may be terminated upon failure to uphold the moral and ethical obligations of the organization immediately with reasonable opportunity for appeal as outline in Article VIII, Section 2, *infra*.

ARTICLE IV

SUCCESSION

Section 1. This organization shall have permanent succession.

ARTICLE V

DIRECTORS

Section 1. Number and Qualification: The affairs of the organization shall be governed by a Board of Directors composed of fifteen (15) persons. All Directors shall be members of the organization, and at least 60%, or nine (9), shall have youths skating in the program.

Any expansion or reduction to the aforementioned Board of Directors requires a two thirds majority vote by existing Board of Directors. Any sub-committee added or eliminated by the Board of Directors requires a majority vote by the existing Board of Directors. Sub-committee and or committee members will be a non-voting role.

Section 2. Powers and Duties. The Board of Directors shall exercise all the powers and duties of the organization except as otherwise required by law or by these By-laws, shall have access to the books, vouchers and funds of the Treasurer, shall fill any vacancies that may occur during the year in any office, and may make for their own government such rules and regulations not inconsistent with these By-laws, as they see fit.

Section 3. Election and Terms of Office: Elections shall be held annually following the conclusion of the season, but shall be concluded no later than May 31. Notification of the election shall be made to the membership and within one week of the posting of teams following tryouts. All applications for placement on the election ballot shall be due within fourteen (14) days after said notification or within a reasonable period of time as determined by a majority of the Board of Directors. Thereafter, an election shall be conducted through the Seahawks web site or as determined by a majority of the Board of Directors. The time and mode of election shall be published to the membership via email no less than seven (7) days prior to the election and voting shall be open for no less than three (3) days or as otherwise determined by a majority of the Board of Directors.

One-half of the elected members of the Board of Directors are elected each year (such that eight (8) Directors will be voted in one year, seven (7) Directors voted in the following year and so forth), so that each elected director shall serve for a term of at least two years. The newly elected Board members begin their term at any time following the election but prior to the conclusion of the Annual Board Meeting.

Section 4. Vacancies: Vacancies in the Board of Directors caused by any reason other than the removal of a Director during the general election shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall serve out the remainder of the term. The person elected should be from amongst those who have previously applied or expressed interest in serving as a Director, provided he or she fulfills the qualifications of membership, or other individual a majority of the Board feels is qualified and willing to perform the duties of the vacant position.

Section 5. Removal of Directors: At any regular or special meeting duly called, any Director may be removed with cause by the membership upon vote of the majority of the Directors of record. A successor may then and there be elected to fill the vacancy thus created by a vote of a majority of the Board of Directors. Any Director missing more than two (2) meetings without notification of the President or missing four (4) meetings in any one calendar year may be removed from the Board by a vote of the majority of the Executive Committee. Any Director whose removal has been proposed by the Board shall be given an opportunity to be heard at the meeting.

ARTICLE VI OFFICERS

Section 1. Designation: The principle officers of the organization shall be a President, a Vice President, a Secretary, a Treasurer, and a Registrar, all of whom shall be elected from the Board of Directors. The same person may hold any two or more offices except where a conflict in duties will occur.

Section 2. Election of Officers: The officers of the organization shall be elected each year at the Annual Meeting of the organization by the newly elected Board of Directors. All Officers must have served at least one year as a Director prior to being elected, except by a two-thirds vote of the full Board.

Section 3. Removal of Officers: Upon an affirmative vote of a majority of the Directors, any officer may be removed with cause, and his successor elected at any regular or special meeting of the Board of Directors. Any Officer whose removal has been proposed by the Board shall be given an opportunity to be heard at the meeting.

Section 4. President: The President shall be the chief executive officer of the organization. He or she shall preside at all meetings, and shall have all the general powers and duties which are usually associated with the office of President, including but not limited to:

- a. calling an emergency meeting at any time;
- b. ruling with two-thirds approval of the Board on questions not provided for in the by-laws or rules and regulations;
- c. the obligation to personally attend or appoint a representative of South Shore Seahawks Inc. to attend other hockey meetings;
- d. the right to sign checks of South Shore Seahawks Youth Hockey, Inc.

Section 5. Vice President: The Vice President shall perform the duties of the President in his absence or incapacity, and such other duties as the Board of Directors may, from time to time, direct. He or she also has the right to sign checks of South Shore Seahawks Youth Hockey, Inc.

Section 6. Secretary: The duties of the Secretary shall be:

- a. to compile the minutes of all meetings of the Board and the organization;
- b. to secure appropriate venues for meetings of the Board of Directors and confirm the date, time and location with all Board Members prior to the meeting;
- c. to verify that a quorum is present for each vote taken;
- d. to retain in the Secretary's file a copy of all written correspondence for South Shore Seahawks Inc.;
- e. to collect the applications for the annual Board of Directors election and to preside over the counting of the election ballots;

- f. to be the custodian of the by-laws and the rules and regulations of South Shore Seahawks Youth Hockey, Inc;
- g. to publish a regular newsletter for distribution to the membership.

In the absence of the Secretary, a temporary Secretary shall be chosen who shall record the proceedings thereof. All records of the Secretary shall remain the property of South Shore Seahawks Youth Hockey, Inc. and shall be available for inspection by any member upon reasonable advance notice.

Section 7. Treasurer: The duties of the Treasurer shall be:

- a. to be responsible for the billing and receiving of all funds due South Shore Seahawks Youth Hockey, Inc.;
- b. to collect, record, and deposit all monies paid to the South Shore Seahawks Youth Hockey, Inc.;
- c. to maintain savings and checking accounts in chartered banks;
- d. to pay rightful obligations of South Shore Seahawks Youth Hockey, Inc.;
- e. to submit a monthly report to the Board of Directors;
- f. to work with an outside Certified Public Accountant, paid and approved by the Board, to review and ensure accuracy of record keeping.

All cash receipts must be in duplicate and signed by the Treasurer. All financial records under the control of the Treasurer are the property of South Shore Seahawks Youth Hockey, Inc. and shall be available for inspection by any member upon reasonable advance notice.

Section 8. Registrar: The duties of the Registrar shall be:

- a. to maintain a current list of registered members of South Shore Seahawks Inc. with mailing addresses;
- b. to coordinate player, coach and program registration for South Shore Seahawks Youth Hockey, Inc. using dates and fees set by the Board of Directors;
- b. to maintain a master file of all teams, coaches and players;
- c. to maintain and coordinate rosters in compliance with USA Hockey and/or other affiliates;
- . to maintain all CORI forms for all coaches;
- e. to ensure all players and coaches are properly registered and insured via USA Hockey requirements;
- f. Manage all travel permit, registration and eligibility issues in coordination with Mass Hockey rules.

All records of the Registrar shall remain the property of South Shore Seahawks Youth Hockey, Inc. and shall be available for inspection by any member upon reasonable advance notice.

ARTICLE VII

ATHLETIC AND OTHER DIRECTORS

Section 1. Athletic Director: The Athletic Director shall be appointed by the Board of Directors. He/she shall be responsible to the Board and his/her duties shall be:

- a. to oversee the day-to-day operations of the organization, excepting player moves, which must come before the Board for approval;
- b. to make recommendations for Level Director and Goalie Director appointments;
- c. to oversee coaches' meetings as needed and hold a minimum of one (1) per year, with all teams represented.

Section 2. Level Directors. A Level Director will be appointed for each of the skating levels in the organization (Learn-To-Skate, Instructional, Girls, Mite, Squirt, PeeWee, Bantam, Midget). They shall be recommended by the Athletic Director and confirmed by the Board of Directors. Their duties shall be:

- a. to be responsible to the Athletic Director;
- b. to make recommendations to the Board for coaching staff appointments;
- c. to assist the Athletic Director in any manner that the Athletic Director sees fit in the running of the day-to-day operations of the levels;
- d. to ensure all coaches appropriately implement coaching and instructional philosophies and strategies as designated by the Athletic Director;
- e. to run tryouts for their levels.

Any Level Director who is not a member of the Board of Directors shall make monthly reports to the Athletic Director so that the Athletic Director may report at the meeting of the Board of Directors. Any Level Director who is not a member of the Board of Directors may attend any regular meeting of the Board of Directors but may not vote. The Level Directors may appoint Assistant Directors from within the membership or the organization. All coaches at each level are responsible to the Level Director.

Section 3. Goalie Director. A Goalie Director shall be appointed. The duties shall be:

- a. to promote the position of goalie among Seahawks members;
- b. to be the point of contact for any goalie related questions from coaches or membership;
- c. to coordinate external goalie skills sessions provided through the Seahawks Organization (if any);
- d. to advise coaches as to the best use of goalies during practice and at the Learn to Play and Mite In-House levels;
- e. to work with the Equipment Director in the purchase of goalie equipment as

- needed;
- f. to run goalie tryouts.

Section 4. Ice Director: An Ice Director shall be appointed. The duties shall be:

- a. to be responsible to the Athletic Director;
- b. to be the main contact person for all ice rinks;
- c. to be responsible for coordinating and managing all ice rink contracts;
- d. to be responsible for analyzing and assigning, in cooperation with the full Board of Directors, all practice ice, skills ice and clinic ice and any other potential use of available ice;
- e. to make recommendations to the board for acquisition of new ice contracts and the disposition of existing ice.
- f. ensure compliance with respect to any insurance obligations set forth in any and all ice contracts in coordination with USA Hockey.

Section 5. Web Director: A Web Master shall be appointed. The duties shall be:

- a. to be responsible for all maintenance of the organization's web site;
- b. to ensure web site is in order, clearly publishing sponsorship, team posting by May 1st of every year and regular program news.
- c. to be the main contact person for all web site related issues;
- d. to be responsible for coordinating and managing web site contracts;
- e. to post notices on the Seahawks web site as appropriate and requested by the Board.

Section 6. Public Relations Director: A Public Relations Director shall be appointed. The duties shall be:

- a. to place announcements in local newspapers, elementary school newsletters and other news and media outlets as appropriate, regarding registration of the Learn to Skate, Learn to Play and Mite In House programs;
- b. to arrange for game summaries submitted by coaches to be placed in local newspapers;
- c. to plan and implement charitable, educational and social events as proposed and/or approved by the Board of Directors;
- d. to prepare and publish announcements to the membership the general operations of South Shore Seahawks, Inc., to promote events to membership via email or as otherwise appropriate and to seek new events and activities to promote the organization;
- e. to maintain the content of the organizations social media accounts and promote the organization through social media.

Section 7. Equipment Director: An Equipment Director shall be appointed. The duties shall

be:

- a. to keep and maintain all hockey, promotional and/or other equipment, clothing and materials owned by the organization;
- b. to order new equipment, uniforms and/or promotional items as appropriate;
- c. to coordinate with the President and Treasurer for payment for all equipment, clothing and other materials for the organization; and
- d. coordinate with all coaches and teams to distribute and collect (as appropriate) all uniforms and equipment.

ARTICLE VIII

COMMITTEES

Section 1. Executive Committee: The Executive Committee shall consist of the Officers of the organization. The committee shall resolve differences among Board Members that cannot otherwise be resolved and perform other duties as approved and assigned by a two-thirds majority of the Board of Directors.

Section 2. Disciplinary Committee: The Disciplinary Committee shall be a standing committee and shall consist of the President, Vice President, Secretary, Athletic Director and the Conference Representative for the Conference applicable to the subject disciplinary issue. In the event that any Committee Member has personal interest or a conflict of interest, said member shall recuse him/herself from the Committee for purposes related to the issue giving rise to the conflict or personal interest only. An alternate committee member shall be elected by a majority vote of the Board of Directors for such purposes such that the committee shall always consist of five (5) members.

The Disciplinary Committee shall address all disciplinary issues that may arise within the organization or its membership including, but not limited to players, coaches, parents and/or other family members. Disciplinary issues shall include but are not limited to any violations of the Code(s) of Conduct of the organization and/or any Conference or other organization with which the Seahawks organization is affiliated including, but not limited to, USA Hockey, Massachusetts Hockey, the South Shore Conference and the Yankee Conference.

The Disciplinary Committee shall determine, by a majority vote of the committee, what, if any disciplinary action shall be imposed upon any player, coach, parent or other family member for any disciplinary issue. Disciplinary actions may include, but are not limited to, suspension, termination from the program, banning from games and/or practices or banning from hockey venues during Seahawks events. The Disciplinary Committee, when appropriate, shall work in conjunction with affiliate organizations and may decide to impose disciplinary action consistent with or greater than disciplinary action imposed by affiliate organizations. The Disciplinary Committee may also elect to

appeal disciplinary actions imposed by affiliate organizations on behalf of any member who is subject to such disciplinary action.

Any disciplinary action imposed by the committee may be appealed by the disciplined party (or, if said party is a minor, by his parents or guardians) by presenting written notice to any member of the Disciplinary Committee within seven (7) days of notification of the disciplinary action to the disciplined party. Upon notice of Appeal, the President shall call for a special meeting of the Board of Directors to commence within seven (7) days or, in the event of a player suspension, prior to the players next game. Upon appeal, the Board of Directors may elect, by a majority vote, to enforce the disciplinary action imposed by the Disciplinary Committee, enforce a lesser disciplinary action or enforce no disciplinary action. The decision of the Board of Directors shall be final.

Section 3. Grievance Committee: Any member of the organization with a grievance that has not been resolved through the procedures established in the Rules and Regulations of South Shore Seahawks, Inc. may submit said grievance to the board in writing by delivering a copy of the written grievance to any Board Member or by mailing said grievance to the mailing address of South Shore Seahawks, Inc. All such grievances shall be presented to the Board of Directors no later than the next scheduled Board Meeting. Upon receipt of any such grievance the Board of Directors may, at its discretion, convene a Grievance Committee. Any such committee shall consist of two (2) Directors nominated by the President and approved of by a majority of the Board Members and three (3) members of the organization selected in the following manner:

- a. The Executive Committee members shall solicit interested members of the organization to form a pool of no fewer than six candidates for this committee;
- b. A lottery will be held to select 3 members from the "pool" to sit on the committee.

The results of all grievance hearings shall be presented at the next meeting of the Board of Directors.

ARTICLE IX

MEETINGS

Section 1. Place of Meetings: Meetings of the membership and the Board of Directors shall be held at a suitable place convenient to the membership as may be designated by the Board. The Secretary will be responsible for securing appropriate meeting venues and confirming date, time and location prior to the meeting.

Section 2. Parliamentary Procedure: All meetings of South Shore Seahawks Youth Hockey, Inc. shall be governed in accordance with Robert's Rules of Order and shall be subject to standard parliamentary procedure.

Section 3. Annual Meeting: The Annual Meeting of South Shore Seahawks Inc. shall be held once a year between the conclusion of one season and the commencement of the next season. Notification of this meeting shall be made to all members at least 14 days prior to said meeting. The order of business at the Annual Meeting shall be as follows:

- a. Minutes of the previous meeting;
- b. Introduction of new Board of Directors and appreciation of retiring Directors;
- c. End of the year Treasurer's report;
- d. Report on the year's activities and committee reports;
- e. Unfinished business;
- f. New business;
- g. Open session;
- h. Formal Election of Officers;
- i. Adjournment.

Section 4. General Meeting: There shall be one General Meeting that shall be held each October. Notification of this meeting shall be made to all members at least 14 days prior to said meeting. All members may speak in accordance with the rules governing all meetings.

Section 5. Board Meetings: The Board of Directors shall meet in regular monthly meetings. These meetings shall be open, and any member in good standing may attend said meetings without voice.

All votes at any Board Meeting shall require a quorum of Board Members to be present. A quorum shall consist of no less than two-thirds of all Board Members.

All motions shall be presented at a Board Meeting or other special meeting called by the President unless otherwise authorized by the President or a two-thirds majority of the Board. Any such special meeting, once called, shall be attended by at least two thirds of the Board Members. No vote shall be cast by any Board Member who is not present for the meeting, however, such presence may be effectuated by telephone or other electronic means.

All motions must be presented for discussion prior to being voted upon. Any vote cast prior to opportunity for discussion shall be void. In the event that any motion is presented outside of a Board Meeting or other special meeting of the Board, no vote shall be cast on any such motion until all Board Members have acknowledged awareness of said motion or until twenty-four (24) hours have passed after the motion has been set forth in order to give all members an opportunity to be heard on said motion and/or call for a meeting and debate. After all members have acknowledged awareness of the motion and/or twenty-four (24) hours have passed, and if no Board Members have called for meeting and/or debate, voting may commence upon authorization of the President.

Any vote cast prior to authorization by the President shall be void. In the event that any member calls for a meeting or debate, no vote shall be cast until such meeting and/or debate has been effectuated or a two-thirds majority of the Board votes that no such meeting or debate is necessary.

Any person wishing to come before the Board of Directors with specific intent may do so provided said person's request to the President precedes the meeting. Executive sessions may be called by a two-thirds vote of those Board members present.

Section 6. Special Meetings: Special meetings of the Board of Directors may be held at any time as requested by the President, and after duly notifying all Directors.

Section 7. Committee Meetings: All committee meetings shall be subject to the call of the respective chairperson.

ARTICLE X

AMENDMENTS

Section 1. The by-laws of South Shore Seahawks Youth Hockey, Inc. may be amended or added to at any meeting of the Board of Directors if the proposed amendments and/or additions have been presented in writing to each Director seven (7) days prior to the meeting. A two-thirds vote of the full Board is required to amend or add to the by-laws of South Shore Seahawks Youth Hockey, Inc. A copy of the by-laws with the amendments and/or additions shall be available for inspection prior to the next General or Annual Meeting. The procedure for amendments and/or additions shall meet all the requirements of the General Laws of the Commonwealth of Massachusetts.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Each Director and Officer of South Shore Seahawks Youth Hockey, Inc. shall be defended and indemnified by the organization against all actions, suits, proceedings, losses, judgments, claims, expenses, penalties, fines and other legal liabilities, except as stated below to which he or she shall be subjected, or with which he or she shall be threatened by reason of his or her being or having been a Director or Officer of the organization, whether or not he continues to be a Director or Officer at the time of incurring such expenses. The expenses covered by the foregoing indemnity shall not include any:

- a. expenses incurred in connection with any matters as to which such Director or Officer shall be adjudicated from such action, suit or proceedings without such judgment being reversed, to be liable by reason of his or her having been guilty of

willful misconduct in the performance of his or her duty as such Director or Officer.

As used in this paragraph, the terms "Director" and "Officer" include their respective agents, heirs, executors and administrators. The foregoing rights of defense and indemnification shall be in addition to any rights to which any Director or Officer may otherwise be entitled as a matter of law.

ARTICLE XII

RESIGNATIONS

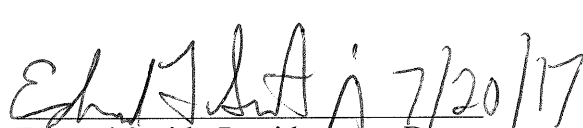
Section 1. Any Director or Officer may resign at any time by delivering his or her resignation in writing to the President or Secretary or to a meeting of the Board of Directors.

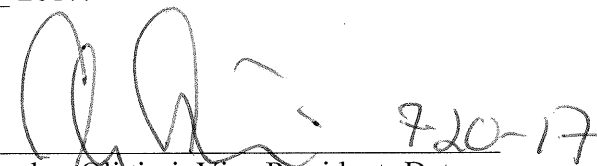
ARTICLE XIII


FISCAL YEAR

Section 1. The fiscal year of the organization shall begin on the first day of May of each year and end on the thirtieth day of April of the next year.

The foregoing are the official bylaws of South Shore Seahawks, Inc., approved by unanimous vote of the Board of Directors, as of ___ 2017.

 7/20/17
Edward Smith, President Date

 7-20-17
Christopher Olivieri, Vice President Date

 7-20-17
Thomas Donahue, Secretary Date