

**BY-LAWS**  
**WOODSTOCK YOUTH HOCKEY**  
**Revised and Adopted June 5, 2023**

Article 1  
Name

This organization shall be known as Woodstock Youth Hockey, but is referred to herein as “WYH” for ease of reference.

Article 2  
Purpose and Makeup of WYH

Section 1. Purpose. WYH strives to promote the game of hockey and provide a welcoming environment to come together as a hockey community.

Section 2. Application of Funds and Property. WYH shall use all of the monies and property received by it in furtherance of the purpose of WYH and in accordance with these Bylaws and its Articles of Association. No director shall receive any compensation from WYH for acting as such. WYH may make proper reimbursements for monies paid by a director on behalf of WYH.

Section 3. Members. WYH shall have members to elect individuals to serve on the Board of Directors and to amend these bylaws and the Articles of Association as hereinafter provided. A member of WYH is not, as such, personally liable for the acts, debts, liabilities, or obligations of WYH. Individuals qualifying shall be admitted as a member and added to the member’s list for no consideration. No member shall be liable to pay dues or assessments to WYH for membership. Members shall have no right to transfer membership in WYH or rights arising there from. Members in good standing is defined as a member who is current on dues and payments.

Section 4. Board of Directors. WYH shall have a Board of Directors to govern and manage its affairs and property. The Board of Directors may be referred to herein as “the Board of Directors” or “the Board.” A member must be in good standing to be eligible for position on the board of directors.

Article 3  
Membership

Section 1. Membership. The members of WYH shall consist of parents or the legal guardians of registered players in the hockey programs operated by WYH during the season immediately following registration, any currently serving director of WYH, and any coach who is certified by USA Hockey and is on the roster of WYH for the season immediately following the annual meeting of members. A player/participant who withdraws from a program prior to the end of the regular season shall not be used to establish membership for any person. A coach or director who resigns or is removed prior to the end of the regular season shall not be entitled to membership under another category.

Section 2. Maintenance of Member’s List. The secretary of the Board shall maintain a members’ list of all persons qualifying for membership under Section 1 of this Article. The list shall be made available to members upon request and shall be posted at the facility in Woodstock

regularly used for practice during the season at least thirty days before the annual meeting of members. The secretary shall remove a name appearing on the list upon the request of the named person at any time. Disputes regarding inclusion on or exclusion from the member's list shall be decided by the Board, provided, however, any person shall have absolute right to be excluded. The member's list, as of the date of the annual meeting of members, shall be conclusive for purposes of such meeting.

Section 3. Annual Meeting of Members; Quorum. The members shall meet once each year in Woodstock, Vermont. The annual meeting of members shall be on the 3<sup>rd</sup> Tuesday of May at 7:00 p.m. at the established regular place of meeting of the Board and no further notice thereof will be required. The president shall be the presiding officer at the annual meeting. The meeting shall be held in accordance with these bylaws and Robert's Rules of Order. Sixteen members actually in attendance at the meeting (or 25% of the membership, if less) shall constitute a quorum. If a quorum is not obtained, the presiding officer shall call the meeting to order, declare a lack of quorum, and declare the meeting recessed to a date, time, and place, in which event the meeting shall be held as ordered without further notice.

Section 4. Notice of the Annual Meeting of Members. The secretary, or designee, shall give oral or written notice of the date, time, and place of the annual meeting other than the default date specified in Section 3 to each member at least seven days before the date thereof. A written notice thereof shall also be posted within such time at the same place as the posting of the member's list.

Section 5. Order of Business at Annual Meeting of Members. At each annual meeting of members, the order of business shall be as follows: first, any proposed amendments to the bylaws or to the Articles of Association; and then the election of directors-at-large. The board of directors may add additional agenda items so long as notice is provided to the members at large no later than 7 days prior to the Annual meeting.

Section 6. Voting. Nominations shall be required for the election of directors. Members may speak in favor of the election of any person for the directorship(s) then under consideration by the meeting. A person who is not a member shall not be entitled to speak at the annual meeting unless introduced by a member. All members as defined in article 3 section 1 shall be granted 1 vote per director position. All elections of directors will be conducted by paper ballots. Proxy voting is not permitted. There shall be no absentee voting.

Section 7. Unfilled Director Vacancy. Whenever the Board shall fail to fill a vacancy on the Board, the directorship shall be open for election by the members at their next annual meeting.

Section 8 Voting for Directors-at-Large; Elections Involving Different Terms. Voting for directors-at-large shall be conducted in a single election and the persons who qualify and who receive the largest number of votes shall be the directors elected. In the event of a tie, a second or additional elections shall be held immediately to break the tie between the tied candidates. Whenever voting occurs for multiple open director positions, the election shall be divided into as many different elections as there are different vacancies to fill.

Section 9. Voting for Parent Representatives. Parent Representatives will be elected at the regularly scheduled Board of Directors meeting just prior to the beginning of the season.

Section 10. Majority Voting for Amendments to Bylaws and Articles of Association. Any vote involving a proposed amendment to the bylaws or the Articles of Association shall be determined by a majority of the quorum present and voting at the meeting.

Article 4  
Board of Directors

Section 1: Number and Qualifications. The Board of Directors shall consist of not fewer than five and no more than nine directors-at-large and one parent (or guardian) of a player from each organized hockey team as defined by USA Hockey age and gender categories. No more than three directors at large may double as Parent Representative, and if serving both functions may not assume an executive position on the Board. An individual is not disqualified from serving as a director-at-large solely because the individual is also a parent or guardian of a player. Coaches shall not serve as a Parent Representative of any team. No more than three coaches shall serve simultaneously as directors-at-large. A director need not be a member of WYH.

Section 2: Elections at Annual Meeting of Members. Directors shall be elected by the members at their annual meeting as provided in Article 3.

Section 3: Term. An individual elected to serve on the Board of Directors as a director-at-large shall hold office, upon qualification, for a term of three years or until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal from office, provided, however, one-third of the initial slate of directors-at-large shall serve for a term of two years and one-third shall serve for a term of one year to establish staggered terms. An individual elected to serve on the Board of Directors as a Parent Representative shall hold office, upon qualification, for a term beginning just prior to the beginning of the season and ending at the annual meeting or until his or her earlier death, resignation, or removal from office. An individual elected to the Board to fill a vacancy shall hold office for the balance of the year(s) left in the term of the director being replaced, or, if the vacancy created was not previously filled, then for the balance of the year(s) which would have been left in the term had the director been elected at the last annual meeting of members. The term of a Parent Representative of a team which is discontinued after annual meeting of the members shall automatically end when the team is discontinued.

Section 4: Resignation. A director may resign at any time by delivering a written notice of resignation, signed by such director, to an officer of the Board, or if no officer is then available, then to any other director. Unless otherwise specified in the notice, the resignation shall take effect upon delivery. A resignation shall not require acceptance by the Board to be effective. The resignation of a director who is also an officer shall automatically constitute a resignation as officer as well.

Section 5: Vacancies. A vacancy exists on the Board of Directors when there are not nine directors-at-large and a Parent Representative for each team as specified in Section 1 of this Article, including a team established between annual meetings. A vacancy may be filled by the

Board at any meeting of the Board, provided the notice of the meeting expressly includes notice of a proposed election to fill a vacancy. The notice need not identify the candidate(s).

Section 6: Removal of Directors. A director may be removed from office for cause by vote of not less than seventy-five percent (75%) of the other directors then serving, provided the notice of the meeting at which such vote is taken expressly includes notice of the proposed removal and names the person who may be removed. Cause for removal shall exist only when there is a serious violation of a director's fiduciary duty to WYH or of any existing code of ethics of the Board, or if a director is habitually absent from meetings of the Board, or is otherwise disqualified to serve under these bylaws. Habitually absent is defined as the missing of three consecutive duly noticed meetings. The removal of a director who is also an officer shall automatically constitute a removal as officer as well.

## Article 5 Meetings of the Board

Section 1: Annual Organization Meeting. Annually, the Board shall hold an organizational meeting for the purpose of electing officers for the ensuing year. The meeting shall be held as soon as practicable after the annual meeting of the members, but in any event before or at the first regular meeting of the Board following the annual meeting of members. The date, time, and place of such meeting shall be announced, if practicable, at the annual meeting of members. If so announced, no other notice is required for such meeting. The highest ranking executive board member shall be the temporary presiding officer until a president is elected. If more than one team has the same eligibility age, the position of temporary presiding officer shall be chosen by coin toss or other method of chance.

Section 2: Regular Meetings. The Board of Directors shall from time to time, establish a schedule of regular meeting dates and times, and a regular place of meeting. Notice thereof shall be given to all directors not present at the meeting such schedule was established or changed. Except as otherwise provided in these bylaws, no further notice is required for such meetings. The schedule shall provide for at least four regular meetings annually.

Section 3: Special Meetings. The Board of Directors may, from time to time, hold such special meetings as the business of the Board may require. Special meetings may be called at any time by an officer of the Board or by any two directors.

Section 4: Notice; Waiver of Notice. Any notice required by these bylaws may be given orally unless expressly required to be in writing. Any notice required to be in writing may be hand delivered to a director or faxed, electronically mailed, or mailed by regular or other U.S. mails to a director at his or her current address for such purpose, and shall deemed to be given upon being properly dispatched.. Any notice required by these bylaws may be waived by any director, which waiver may be oral, in writing, or implied by attendance at a meeting where a right to object based upon lack of notice is not expressly reserved by such director.

Section 5: Quorum; Majority Vote. Unless otherwise provided in these bylaws or in any applicable law, at every meeting of the Board 50% of the directors then serving shall constitute a quorum and, unless otherwise provided in these bylaws or in any applicable law, the action of a

majority of those present at such meeting at which a quorum is present shall be the action of WYH.

Section 6: Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the directors then serving consent thereto, in writing, and such writing of writings are filed with the minutes of the proceedings of the Board.

Section 7: Participation by Electronic Device. For all purpose under these bylaws, a director shall be deemed present and may participate in any meeting of the Board by means of a conference telephone, video conferencing equipment, or other device by means of which all directors in the meeting can at least hear each other.

Section 8: Attendance at Meetings. Persons who are not directors may attend meetings of the Board and bring up matters for discussion by the Board. The Board reserves the right to go into Executive Session for such reasons as would be permitted under the laws governing Vermont municipal select boards.

Section 9: Rules of Order. At any time, the presiding officer may demand adherence to Robert's Rules of Order at any meeting, provided, however, a motion shall be in order without the for a second.

## Article 6 Officers

Section 1: Officers. The officers of WYH are president, vice-president, secretary and treasurer. The position of secretary and treasurer may be held by the same director, but not other offices shall be held by the same director. The Board may, from time to time, appoint such subordinate officers and agents as in its judgment the business that WYH may require, may prescribe the duties and powers of such officers and agents not inconsistent with these bylaws, and may remove them in their discretion.

Section 2: Election of Officers; Terms. WYH officers shall be elected to serve a two-year term with Secretary and Vice President being elected during even years and President and Treasurer being elected in odd years. Officers will be elected by the Board of Directors from its directors at-large at its annual organizational meeting by the affirmative vote of the majority of the directors then serving and shall serve as such until the earlier of adjournment of the next annual meeting of members or such person ceasing to be a director.

Section 3: Officers to Remain Voting Board Members. All officers of WYH shall remain regular voting members of the Board of Directors and shall be entitled to vote in all matters before the Board except where to do so would violate any code of ethics then governing the Board.

Section 4: Removal of Officer. An officer may be removed at any time by the Board of Directors by removing such officer as director in Section 6 of Article 4 of these bylaws.

Section 5: Resignation of Officer. An officer may resign the office at any time by resigning as director as provided in Section 4 of Article 4 of these bylaws.

Section 6: Vacancies. Any officer vacancy may be filled by the Board of Directors from its directors at-large at any meeting, provided the notice of the meeting expressly includes notice of a proposed election to fill the vacancy. The notice need not identify the candidate(s). The vote of a majority of the directors then serving shall be required for the election, and the term of an officer so elected shall end upon the earlier of adjournment of the next annual meeting of members or such person ceasing to be a director.

Section 7: President. The president shall preside at all meetings of the Board and at the next annual meeting of members. The president shall perform the usual duties of the office and shall be, ex officio, a member of all committees and advisory panels. The president shall also have such powers and perform such duties as may, from time to time, be assigned by the Board of Directors

Section 8: Vice President. The vice president, or the president's designee, shall exercise the powers and perform the duties of the president in the absence of the president or during such time as the president is unable to act. The vice-president shall also have powers and perform such duties as may, from time to time, be assigned by the Board of Directors.

Section 9. Secretary. The secretary shall be responsible for the minutes and records of the annual meeting of members and meetings of the Board and any committees of the Board, record all votes, and issue all notices required by these bylaws. The secretary shall also be responsible for maintaining the member's list. The secretary shall also have such powers and perform such duties as may, from time to time, be assigned by the Board of Directors

Section 10. Treasurer. The treasurer shall have the care and custody of all funds of WYH, and shall deposit the same in such banks or other depositories as the Board may, from time to time, direct or approve, and shall disburse the same under direction of the Board, and shall keep full and accurate account of all monies and property received and paid on account of WYH and shall render a statement of accounts whenever the Board shall require. All checks in excess of \$1000 drawn on WYH accounts will require the signature of two of the following officers: president, vice-president and treasurer. The treasurer shall perform all other necessary actions and duties in connection with the administration of record keeping and financial affairs of WYH, subject to the control of the Board. The treasurer shall also have such powers and perform such duties as may, from time to time, be assigned by the Board of Directors

## Article 7 Committees and Agents

Section 1. Executive Committee. The officers of the Board shall constitute an executive committee of the Board which shall have the authority, subject to control by the Board, to act on behalf of the Board in matters involving policy interpretation, financial transactions specified by the Board from time to time, and legal actions. All actions of the executive committee must be approved by all officers. Minutes of executive committee meetings shall be submitted to the Board at its next meeting.

Section 2. Other Committees. The Board may, from time to time, establish such committees from its number as is deemed necessary or convenient to administer the affairs of WYH effectively and efficiently. The Board shall prescribe the duties and powers of any committee appointed and

shall appoint its presiding officer. All such committees shall act subject to the control of the Board and no such committee is authorized to act on behalf of the Board and is advisory only except to the extent any authority to act on behalf of the Board is expressly set forth in a current written charge to the committee from the Board.

Section 3. Advisory Panels. The Board may, from time to time, appoint advisory panels of directors and/or other persons to provide advice and counsel to the Board. Any such panel shall not have authority to bind the Board but shall be advisory only.

Section 4. Agents. Subject to the approval of the Board, the president may enter into any contract or execute and deliver any instrument in the name and on behalf of WYH. The Board may authorize any other officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of WYH. Any such authorization may be general or limited to a specific contracts or instruments.

## Article 8 Code of Ethics

Section 1. Maintenance of Code. The Board of Directors shall maintain, from time to time, a code of ethics to govern the activities of the directors and officers. At a minimum, the code should provide rules governing conflicts of interest and the resulting need for disclosure, non-participation in discussions of the Board, and abstention from voting. Directors shall adhere strictly to the code in the performance of their duties.

Section 2. Effect of Recusal or Abstention. A director who abstains from voting or timely recuses himself or herself in a matter before the Board for the stated purpose of complying with the code of ethics of the Board, or, of adhering to a personal belief that a conflict of interest in fact exists notwithstanding the provisions of the code, shall, for all purposes of such vote and matter, be deemed not to be a director then serving. An abstention from voting for any other purpose shall not have such effect.

## Article 9 Earnings or Assets

The net earnings and assets of WYH shall be used and applied consistently with the provisions and proscriptions contained in the Article of Association, and said provisions and proscriptions, together with the statement of intent therein contained, are, by this reference, incorporated herein as if fully set forth herein. The financial books and records of WYH shall be audited/reviewed at least every four years by a person or persons who did not serve on the Board during the period being audited/reviewed. The audit/review may be performed by a professional or non-professional auditor at the discretion of the Board.

## Article 10 Amendment

These bylaws may be amended by the members, from time to time, at their annual meeting, provided notice of the proposed amendment(s) set forth at length is mailed, e-mailed, or hand

delivered to all members on the member's list at least seven days prior to such meeting. The members shall not amend or change the proposed amendment(s) at the meeting unless such action is consented to unanimously by all members present and voting. The affirmative vote of a majority of the quorum present and voting at the annual meeting of members shall be required to adopt an amendment to the bylaws. No amendment of the bylaws is authorized or allowed if such amendment would cause WYH to lose its exemption from taxation pursuant to sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("the Code"), or cause WYH to be categorized as a private foundation under Section 509 of the Code.

A team must have a Parent Representative and a Locker Room attendant certified before that team will be allowed to play in their first game.

Coaches: The names of proposed head coaches must be provided to the WYH board at least two weeks prior to final voting decision.