



**BY-LAWS OF
NORTHFIELD AMATEUR HOCKEY ASSOCIATION**

ARTICLE I

NAME, OFFICE, DURATION, PURPOSE

- 1.01 Name. The name of this association is Northfield Amateur Hockey Association.
- 1.02 Principal Office. The principal office of the association shall be located at P.O. Box 14, Northfield, Vermont or wherever the Board of Directors of the Association shall from time to time designate the location of the principal office.
- 1.03 Duration. The duration of existence of this association shall be perpetual.
- 1.04 Purpose. The purpose of this association shall be defined by its Vision and Mission Statements. The Association and its Board of Directors are responsible for developing and implementing those action plans and activities that best meet the spirit of the Vision and Mission Statement within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Vision Statement: We are committed to creating a unified, informed, and proud body of hockey enthusiasts, both young and old, who will collectively involve themselves with the interests and activities, which perpetuate the organization in a safe, fair and supportive manner.

Mission Statement: Our mission is to work to the effort of teaching the game of hockey to the youth members of our organization, while developing supportive meaningful programs and services that will enhance good sportsmanship and value to the youth of the community.

- 1.05 Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE II MEMBERS

- 2.01 Membership: The membership of the corporation shall consist of parents or guardians of youngsters enrolled in the organization and who are in good standing with the association. Those who elect to become members will do so through payment of fees established the Board of Directors. Such membership is open to any adult not having a youngster enrolled, but who volunteer's time and skills for the benefit of the association. Said member is exempt from any membership fee. The rights and obligations of membership shall be fixed by the Bylaws of this corporation.
- 2.02 Fees: The NAHA by majority vote of the board of directors will establish the fee for each level of youth skater as membership in the association.
- 2.03 Place of Meeting: Meeting of members shall be held at the time and place stated in the notice of the meeting or in a waiver of notice.
- 2.04 Annual Meeting: An annual meeting of the members shall be held each year on or before the first Tuesday of April. This will be after the March meeting of the Board of Directors and will allow for the Directors to close the business of the association prior to the annual meeting. Any business to be place on the agenda of the annual meeting must be submitted in writing to the Secretary of the Association no later than 10 days prior to the annual meeting. At the meeting, the members shall transact such business as may be properly brought before the meeting. But the following items maybe included:
1. Election of the Association Board of Directors.
 2. Review of financial transactions for the year.
 3. State of the Association.
- 2.05 Voting List. At least ten days before each meeting of members a complete list of the members in good standing arranged in alphabetical order, with the address of each, shall be prepared by the NAHA Secretary. The purpose of the list is to identify the voting members of the association. Each skater's family or legal guardian will carry one vote for each player, not to exceed two votes per family, as will members through volunteer status. The list shall be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any member during the whole time of the meeting.

- 2.06 Special Meeting. Special meetings of the members, for any purpose or purposes, may be called by the President, or the Board of Directors.
- 2.07 Notice. Written or printed notice, stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President of the Association, to each member of record entitled to vote at the meeting.
- 2.08 Quorum. The presence, in person, of ten (10) or more of the members entitled to vote there at shall constitute a quorum at meetings of the members for the transaction of business except as otherwise provided by statute or by these Bylaws.
- 2.09 Majority Vote. When a quorum is present at a meeting, the vote of the majority of the members present in person, shall decide any question brought before the meeting.
- 2.10 Method of Voting. Each family member, legal guardian or member under volunteer status and shall be entitled to vote on each matter submitted to a vote at the annual meeting of members, as outlined in Article II, Paragraph 2.05, Voting List. At the annual meeting of the members, every member having the right to vote will do so in person. Any vote may be taken by voice or by show of hands unless someone entitled to vote objects, in which case written ballots shall be used.
- 2.11 Record Date. In the absence of any action by the Board of Directors, the date upon which the notice of the meeting is mailed shall be the record date

ARTICLE III ORGANIZATION

- 3.01 Board of Directors. As set forth in Article IV of these Bylaws.
- 3.02 Executive Committee. The executive committee will include the President, Vice President, Secretary, Treasurer and other members of the Board of Directors, as the President may deem necessary.

ARTICLE IV DIRECTORS

- 4.01 Management. The business, management and control of the association and its

affairs, funds and property shall be vested in a Board of Directors consisting of the elected officers and the immediate past president of the Association, and such a number of additional directors as may be fixed by the By-Laws of this Association. The Board of Directors shall have the power to adopt and amend By-Laws. The Board of Directors shall have the power to make, adopt, alter or repeal such rules, regulations and determinations for and in respect to the operation and control of the Association and its affairs and purposes, as it may deem appropriate.

4.02 Number and Terms. The number of directors of the Association upon adoption of these Bylaws shall consist of not less the seven (7) and not more then nine (9) members as set forth in the By-Laws who shall serve until the expiration of their respective terms and until their successors are elected and qualified. In addition, The President and the Past President of the Association shall serve as members of the Board of Directors. Each director elected shall hold office for a term of one (1) year and until his successor shall be duly elected and qualified. Directors may be elected to serve consecutive terms. The term of each director will begin at their election at the annual meeting and terminate at the annual meeting at the completion of their term.

4.03 Nomination. Each year a slate of names will be presented at the March meeting and placed into nomination to be voted upon at the Annual meeting in April. This slate will be assembled by the Secretary of the Association and will include any eligible candidate for each position they so choose to hold for the upcoming year. This slate will be presented and voted on separately by position at the Annual meeting of all the members of the association. This slate will be complete and final at the close of the March meeting of the Board of Directors and any member seeking to hold office needs to send their respective name and desired position in to the Secretary prior to the March meeting. The Secretary shall also solicit candidates for any vacancies created by an increase in the size of the Board of Directors. There will be no "at large" nominations during the Annual meeting or after the close of the March meeting. The perspective slate of candidates will be listed as part of the published agenda for the Annual meeting.

At the Annual meeting, Directors-elect shall assume office immediately following.

4.04 Qualification. Directors shall be members of the association in good standing.

4.05 Removal. Any one or more of the directors may be removed at any meeting of the directors called expressly for that purpose, by the affirmative vote of at least two thirds (2/3) in number of the directors entitled to vote at any meeting of the directors. A director shall automatically be removed for purposes of this paragraph upon the failure of the director to attend three (3) consecutive meetings of the Board of Directors unless the Executive Committee finds that the

absenteeism was unavoidable and did not interfere with the director's effective service on the Board.

- 4.06 Vacancies. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall hold office until the expiration of the term of the director replaced and until his successor is duly elected and qualified.
- 4.07 Election of Directors. The seven directors elected each year shall be elected by a plurality vote of the members at the annual meeting as outlined in Article II, Paragraph 2.05, Voting List.
- 4.08 Place of Meeting. Meetings of the Board of Directors, regular or special, shall be held at the place stated in the notice of the meeting or a waiver of notice.
- 4.10 Regular Meetings. Regular meetings of the Board of Directors will be held every second week of the month or at such time as determined by the Board.
- 4.11 Special Meetings. Special meetings of the Board of Directors may be called by the President on ten (10) days notice to each director, either personally, by mail, by fax or by e-mail.
- 4.12 Quorum: Majority Vote. At meetings of the Board of Directors a majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transactions of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by statute, or these Bylaws.
- 4.13 Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes recorded and signed by the Secretary shall be placed in the minute book of the association.
- 4.14 Committees. The association shall have committees, as the Board of Directors shall from time to time create. The President shall appoint the members of the committee from the membership of the Board of Directors as well as Members-at-Large and shall designate a chairperson.

Such committees will be but will not be limited to:

- a) Executive Committee: The Executive Committee shall be empowered to conduct routine business of the association, coordinate the work and presentations of all committees and to serve in an advisory capacity to the President and the Board of Directors. The executive committee shall be composed of officers

and other members of the Board of Directors as set forth in 3.05.

- (b) Fundraising & Marketing Committee: The Fundraising & Marketing Committee implements revenue programs to raise funds for the association. The Fundraising & Marketing committee can be comprised of Directors as well as Members-at-Large.
- (c) Special Committees: Special committees shall be created by resolution of the Board of Directors. Such resolution shall establish the size, term, and task of the committees. The President shall appoint the members of the committees from the membership of the Board of Directors as well as Members-at-Large and shall designate a chairperson. Each special committee shall provide interim reports to the Board of Directors at the regularly scheduled meetings.

ARTICLE V

NOTICE

5.01 Method: Whenever, by statute, these Bylaws, or otherwise, notice is required to be given to a member, director, or committee members, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given:

(a) In writing, by mail, postage prepaid, by fax, or by e-mail, addressed to the director, committee member, or member at the address on the books of the association.

(b) In another method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mail.

ARTICLE VI

OFFICERS AND AGENTS

6.01 Number; Qualification; Election; Term.

(a) The Association shall have: (1) President; (2) Vice President, (3) Past President, (4) Treasurer; (5) Secretary, (6) Coach Coordinator, (7) State Representative, (8) Scheduler (9) Registrar and such other officers and assistant officers and agents as the Board of Directors may think necessary.

(b) Officers of the association shall be members of the Association. All Officers shall become members of the Board of Directors for and during their terms of office.

(c) Officers shall be elected by the members of the association, as stated in Article II, Paragraph 2.05, Voting List, at the annual meeting immediately preceding the expiration of an officer's term. Officers may be elected by the Board to fill a vacancy at any meeting, whether regular or special.

(d) The President may be elected to succeed him/herself, as well as the Vice President, Secretary, Treasurer, Head Coach, State Rep., Registrar and Scheduler.

(e) Unless otherwise specified by the Board at the time of his or her election or appointment, each officer's term shall end on the last day of the Association's annual year, except the President who shall be seated on the Board as Past President. Each officer shall serve until the end of his or her term or removal.

(f) No two offices may be held by the same person.

(g) Officers shall assume their respective offices at the conclusion of the election of all the officers.

6.02 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association will be served thereby.

6.03 Vacancies. Any vacancy occurring in any office of the Association may be filled by the Board of Directors.

6.04 President: The President shall preside at all meetings of the Board. The President shall be the chief executive officer of the Association and shall have general management of the business and affairs of the Association. The President shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe. The President has sole authority to purchase ice for the association.

6.05 Vice-President: The Vice-President, in the absence of the President, shall assume the duties and have all the responsibilities of the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe or as the President may from time to time delegate. This would include but is not limited to presiding as "fact-finder" for any infractions by a member or player during a game or time spent in and

around an official NAHA event. This judicial review will include the Head Coach and the State Representative and all findings will be passed on to the full Board for final disposition. This is to ensure that due process has been served. The Vice President will chair the so named, Infractions Committee.

- 6.06 Treasurer: The Treasurer shall make a good faith effort to keep the Board informed regarding the financial status of the Association. The Treasurer shall not be personally liable for the receipt, deposit and expenditure of Association funds unless he or she may have acted with a willful, corrupt intent or purpose to cause funds to be lost or misapplied, and no greater responsibility shall be imposed on the Board member serving as Treasurer than that imposed on other members of the Board. The Treasurer shall have the authority to countersign all checks written by the association.
- 6.07 Secretary: The Secretary shall attend all meetings of the Board of Directors and record all votes, actions and minutes of the proceedings in a book kept for that purpose and shall perform like duties for the executive and other committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors. The Secretary will be responsible for developing the slate of "Candidates for Office", as described in Article IV, Paragraph 4.03, Nominations, to be voted upon by the members of the association at the Annual meeting. The Secretary will maintain the list of slated candidates and present it at the Annual meeting for action. The Secretary will preside over the voting of the new officers at the Annual meeting.
- 6.08 Coaching Coordinator: The Coaching Coordinator will be responsible for the solicitation of qualified and competent coaches at all team levels. The Coaching Coordinator will be responsible for providing continuous opportunities for training and developing coaches' skills, set clear expectations and guidelines for all the associations' coaches to follow and develop a hierarchical system for parents who have questions or complaints. The Coaching Coordinator will maintain and distribute any and all association equipment to the teams or individuals who will use it for the time designated by the Coaching Coordinator. The Coach Coaching Coordinator will also maintain and set schedules for coaches meeting during the season to keep the coaches informed of any Board actions. The Coaching Coordinator will serve as the "ACE" Coordinator, (Association Coaching and Education Coordinator,) for the association. The Coaching Coordinator will also keep the Board of Directors informed of any concerns that may develop during the season that may need Board action. The Coaching Coordinator will be responsible to work with the Head Scheduler to ensure that each team has the required ice needed for that particular level of play. The Coaching Coordinator will also serve on the Infractions Committee.
- 6.09 Head Scheduler: The Head Scheduler will be responsible for the scheduling of all the game that the association teams play in the given season. The Head Scheduler

may work with an assistant scheduler that will not hold a Board position. All scheduled game times and changes to the times will pass the review of the Head Scheduler. The Head Scheduler will work in concert with the Head Coach, who will serve as a conduit to all the coaches in the association, and will assist the Head Scheduler in the making of ice time decisions. The Head Scheduler will not be allowed to purchase any ice for any team or the association. The Head Coach will be responsible for preparing the month's schedule of ice events, games or practice, and distributing this information to the Head Coach prior to distribution to the team coaches.

- 6.10 State Representative: The State Representative shall provide guidance to the Board on any activity guided and governed by the Vermont State Amateur Hockey Association (VSAHA), for which NAHA, as an organization, serves under. The State Representative will attend the monthly VSAHA meetings and report any activity to the NAHA Board of Directors that may need attention. The State Representative serves the association and is the voice for the association at the monthly VASHA meetings. The State Representative will serve on the Infractions Committee.
- 6.11 Past President: The Past President has knowledge of the association that is deemed important to the future welfare of the association and is asked to serve in an "Emeritus" status. The individual that holds this position is the most recent Past President and has just vacated the position of President. This position may be filled from time to time, or left vacant, depending on the individual involved. While they are not required to attend monthly meetings on a regular basis, it is strongly recommended that they attend the three meetings following the Annual meeting to maintain the continuity of the organization. After this period of time, the Past President may choose to step aside and the position will be vacant.
- 6.12 Registrar: The Registrar will coordinate and be responsible for the membership roster of the players in the association. The Registrar will distribute team registration and player registration forms. Receive record and promptly forward to the USA Hockey Office all individual registrations and Team Membership Application forms with proper fees. Verify qualifications all teams and players for Regional and National competition. Coordinate the annual registration drive during preseason.

ARTICLE VII GENERAL PROVISIONS

- 7.01 Books and Letters. The association shall keep at its registered office or principal place of business, a Membership Book that shall contain a record of its members, giving the names and addresses of all members. The Membership Book may be maintained as a computer record

- 7.02 Checks and Notes. Checks, demands for money, and notes of the Association shall be signed by officer(s) or other person(s) designated from time to time by the Board of Directors.
- 7.03 Depositories. Designation of banks and financial institutions where funds of the Association are to be deposited or invested, as well as authorization of other investments, shall be a function of the Board of Directors.
- 7.04 Fiscal Year. The fiscal year of the Association shall begin on the first(1st) day of June each year and end the following May thirty-first (31st).
- 7.05 Resignation. A director, officer or agent may resign by giving written notice to the President or Secretary. The resignation shall take effect at the time specified in it, or immediately, if no time is specified. Unless it specifies otherwise, a resignation takes effect without being accepted.
- 7.06 Amendment of Bylaws.
- (a) These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors by:
1. A simple majority vote of members present at any regular or special meeting provided notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting or
 2. A 3/4 affirmative vote of the full membership of the Board at any regular or special meeting without prior notice.
- 7.07 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible:
- (a) The remainder of the Bylaws shall be considered valid and operative, and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 7.08 Table of Contents: Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.
- 7.09 Rules of Procedure. When these Bylaws do not specify procedures to be

followed, Robert's Rules of Order, Newly Revised, shall be used as a guide.

- 7.10 Audit. An audit of the accounts of the Association shall be made annually as a common expense by a certified public accountant, and a copy of the report shall be furnished to each member who requests a copy in writing. Such audit may take the form of a certified audit, review or compilation at the direction of the Finance Committee.
- 7.11 Severability. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these Bylaws.

ARTICLE VIII DISPERSAL OF ASSETS

- 8.01 Dissolution of the Corporation. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

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