

**BY-LAWS  
OF THE  
PELHAM RECREATION ICE HOCKEY, INC.  
doing business as Pelham Youth Hockey Association**

**1. PURPOSE**

The purpose of the Pelham Recreation Ice Hockey, Inc., doing business as Pelham Youth Hockey Association, is:

- (i) to promote the health and well-being of boys and girls, resident in Pelham, New York and surrounding communities, through participation in athletics in general and in the sport of amateur ice hockey (in accordance with USA Hockey, Inc. rules, regulations, policies, and procedures) in particular, including instruction, education, and training in the fundamentals of ice skating, ice hockey, physical fitness, responsibility, self-reliance, cooperation, leadership, sportsmanship, teamwork, and team spirit;
- (ii) to support and develop amateur athletes for competition in the sport of amateur ice hockey at the high school level and beyond;
- (iii) to promote community interest and participation in the sport of amateur youth ice hockey;
- (iv) to associate with other amateur youth ice hockey associations to establish and promote league and association competition in the sport of amateur youth ice hockey;
- (v) to establish, operate, and manage amateur youth ice hockey programs, teams, clinics, workshops, lessons, and seminars in furtherance of the purposes of the association; and
- (vi) to raise (through membership fees, sponsorship fees, and other fundraising activities), hold, and use funds, securities, and other assets in furtherance of the purposes of the association.

**2. AFFILIATIONS**

The association will be affiliated with USA Hockey, Inc. and the New York State Amateur Hockey Association or any successor to any such organization, as well as any other hockey- or youth athletics-related organizations the affiliation with which is consistent with the purposes of the association as the board of directors may determine.

**3. QUALIFICATION AS TAX-EXEMPT CORPORATION**

**3.1. SECTION 501(C)(3) ORGANIZATION**

Notwithstanding anything to the contrary contained herein, the association is formed hereby for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 of the United States of America (as hereafter amended, supplemented, or otherwise modified, or replaced, the “*Internal Revenue Code*”), and shall not engage in any act or activity that is not permitted to be engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**3.2. NO PRIVATE BENEFIT**

No part of the net earnings of the association will inure to the benefit of or be distributable to any player, member, director, officer, or appointee of the association or to any other private person; *provided, however*, that the association may pay reasonable

compensation for services rendered and may make payments and distributions in furtherance of its purposes as provided in these by-laws.

**3.3. NO PROPAGANDA, ETC.**

The association shall not in any substantial respect: (i) engage in any propaganda; (ii) attempt to influence legislation, except to the extent permitted under Section 501(h) of the Internal Revenue Code; or (iii) intervene or participate (including by the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**3.4. DISTRIBUTIONS UPON DISSOLUTION**

In the event of the dissolution of the association, the association or, in the event that the association fails promptly to do so, the Supreme Court of the State of New York sitting in the County of Westchester shall distribute all of the assets and property of the association remaining after the payment of and provision for all expenses and liabilities of the association in accordance with the Not-for-Profit Corporation Law: (i) to another organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or for any purposes or purposes otherwise permitted thereby, as determined by the members; or (ii) to the villages of Pelham and Pelham Manor jointly for purposes of supporting other youth athletics programs funded by such villages.

**3.5. ADDITIONAL RESTRICTIONS IF A PRIVATE FOUNDATION**

In any taxable year in which the association is a private foundation as defined in Section 509(a) of the Internal Revenue Code, the association shall distribute its net income for such year so as not to subject the association to tax under Section 4942 of the Internal Revenue Code, and the association shall not: (i) engage in any self-dealing, as defined in Section 4941(d) of the Internal Revenue Code; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code; (iii) make any investments so as to subject the association to tax under Section 4944 of the Internal Revenue Code; or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

**4. MEMBERS**

**4.1. CLASSES OF MEMBERS**

**4.1.1. REGULAR MEMBERS**

Each parent or legal guardian of any currently registered player of the association (*i.e.*, players on one of the associations competitive travel ice hockey teams) is a regular member of the association; *provided* that if two or more persons are regular members due to their relationship with one or more association players, such persons, collectively, will be entitled to a single vote on all matters submitted for action by the members. Participants in the clinic or other educational programs of the association are not players of the association for purposes of this section, and accordingly, their parents or guardians will not become regular members by reason of such participation, by itself. If two or more persons are entitled pursuant to the immediately preceding sentence to only a single vote on any matter submitted for action by the members, the association may, unless any such person has submitted to the board of directors a protest in writing at least five business days prior to the date any such matter is

submitted for action by the members, accept the vote cast by the first of such persons and disregard any votes cast by any other such persons. If any such written protest is timely submitted to the board of directors, the person or persons to which such protest relates will not be entitled to vote on any matter submitted for action by the members until such protest is withdrawn in writing by the person that submitted it. Regular memberships commence on September 1 of each year with respect to association players registered to play on or after that date and before August 31 of the following year, or such later date during such membership year that an association player is registered to play. By way of example, if a player registered for the Fall 2008-Winter 2009 season before September 1, 2008, such player's parents or guardians would become regular members for the 2008-2009 membership year on September 1, 2008. If such player did not register until October 1, 2008, such player's parents or guardians would become regular members for the 2008-2009 membership year only on October 1, 2008, and would not be regular members of the association for the entire 2008-2009 membership year. Likewise, if a player did not participate in the Fall 2008-Winter 2009 season, but only registered for the Spring 2009 season (on April 1, 2009) during the 2008-2009 membership year, such player's parents or guardians would become regular members for the 2008-2009 membership year only on April 1, 2009, and would be regular members of the association for only five months of the 2008-2009 membership year.

#### **4.1.2. AUTOMATIC MEMBERS**

Each member of the board of directors of the association and each head and assistant coach of any association team is an automatic member of the association. Each automatic member will be entitled to a single vote on all matters submitted for action by the members, in addition to any vote such person (alone or together with any other person or persons) is entitled to as a regular member of the association.

#### **4.1.3. HONORARY MEMBERS**

The board of directors may in its sole discretion appoint any person an honorary member of the association in recognition of conspicuous and meritorious service to the association or the sport of ice hockey. Honorary members will not be entitled to vote on any matter submitted for action by the members.

### **4.2. MEETINGS**

#### **4.2.1. ANNUAL MEETINGS**

The members shall meet annually to conduct such business as may be required by applicable law and such other business as the board of directors may determine on such dates, at such times, and at such places as the board of directors may determine.

#### **4.2.2. SPECIAL MEETINGS**

The members may meet for such other purposes, on such dates, at such times, and at such places as the board of directors, or members in good standing entitled to cast twenty-five percent of the total number of votes that all members in good standing are entitled to cast, may determine. It is expected that under

normal circumstances the members would only need to meet at their annual meeting.

#### **4.2.3. MEETING AGENDA**

The board of directors shall, with the assistance of the secretary or such other officers of the association as it may deem necessary, develop an agenda for each annual meeting of the members and, to the extent that time reasonably permits, each special meeting of the members. Any member who wishes to place an item on the agenda for any meeting of the members may do so by submitting a request therefor to the board of directors or the secretary of the association at least thirty days prior to the scheduled date of any annual meeting of the members (or, if later, within five days after notice of such meeting is given pursuant to Section 4.2.4 (“—Notice”)), and as far as practicable before any special meeting of the members.

#### **4.2.4. NOTICE**

The secretary shall use reasonable efforts to give the members written notice (by posting on the association website, by electronic mail, or by any other means determined by the board of directors) of each meeting of the members, stating the date, time, place, and purpose of such meeting, at least thirty days prior to the scheduled date of any annual meeting of the members, and as far as practicable before any special meeting of the members. The secretary shall use reasonable efforts to include the agenda for each annual and special meeting of the members in the notice of such meeting given to the members, and to publish or notify the members of any subsequent changes to such agenda as far as practicable before any such meeting of the members.

#### **4.2.5. QUORUM AND MANNER OF ACTING**

Members in good standing entitled to cast twenty-five percent of the total number of votes that all members in good standing are entitled to cast must be present in person at any meeting of the members in order to constitute a quorum for the transaction of business at such meeting. Except as otherwise expressly required by applicable law, the articles of incorporation of the association, or these by-laws, the vote of members in good standing entitled to cast a majority of the total number of votes that all members in good standing present at any such meeting at which a quorum is present are entitled to cast will be necessary and sufficient for the passage of any resolution or act of the members. In the absence of a quorum for any such meeting, members in good standing entitled to cast a majority of the total number of votes that all members in good standing present at any such meeting are entitled to cast may adjourn such meeting until a quorum is present; *provided* that any such adjourned meeting is held not later than the date of the next annual meeting of the members held pursuant to Section 4.2 (“—Annual Meetings”) of these by-laws.

#### **4.2.6. ORGANIZATION**

At each meeting of the members, one of the following will act as chairman of the meeting and preside, in the following order of precedence: (i) the co-chairmen of the board of directors; (ii) any officer chosen by members in good standing entitled to cast a majority of the total number of votes that all members in good standing present at any such meeting are entitled to cast; and (iii) any member

chosen by members in good standing entitled to cast a majority of the total number of votes that all members in good standing present at any such meeting are entitled to cast. The secretary or, in the case of his or her absence, any person that the chairman of the meeting appoints to act in the secretary's place, shall act as secretary of such meeting and keep the minutes thereof.

**4.2.7. NO PROXIES**

A member of the association must be present in person at any meeting of members of the association in order to be entitled to cast any vote with respect to any matter submitted for action by the members at such meeting. Accordingly, no member may give any proxy to any other person to vote in such member's stead, and any proxy given or purported to be given by any member of the association will be null and void.

**4.2.8. MEMBER IN GOOD STANDING**

A member in good standing is a member of the association whose financial obligations to the association have been satisfied in full and who is not under suspension for any reason. The determination of the treasurer as to any member's good standing status will be final and binding for all purposes, absent manifest error.

**5. BOARD OF DIRECTORS**

**5.1. COMPOSITION**

The board of directors will, subject to the requirements of the Not-for-Profit Corporation Law, be comprised of the officers of the association holding office pursuant to Section 6 ("Officers"), the persons holding appointed positions pursuant to Section 7 ("Appointees") (other than team managers), and a coaches' representative (appointed by the coaches), a parents' representative (appointed by the team managers), and two community representatives (appointed by the co-presidents). The appointment, tenure, resignation, and removal of the members of the board of directors serving by reason of the office or appointed position held pursuant to Section 6 or 7 are governed by the provisions of Section 6 and 7, respectively. Each coaches' representative, parents' representative, and community representative member of the board of directors will hold office until his or her successor has been elected or appointed or until his or her resignation or removal in the manner provided in these by-laws. Any coaches' representative, parents' representative, or community representative member of the board of directors may resign at any time by giving written notice to the board of directors. Such resignation will take effect at the time specified in such notice or, if no time is specified, upon receipt thereof by the board of directors. Unless otherwise specified in such notice, acceptance of such resignation will not be necessary to make it effective. Each coaches' representative, parents' representative, and community representative member of the board of directors will be subject to removal, with or without cause, at any time by the co-presidents or the board of directors (as well as, in the case of the coaches' representative, by the coaches; and in the case of the parents' representative, by the team managers).

## **5.2. CO-CHAIRMEN**

The co-presidents of the association shall act as the co-chairmen of the board of directors. The co-chairmen of the board of directors shall ensure that all resolutions of the board of directors are promptly implemented.

## **5.3. MEETINGS**

### **5.3.1. ORDINARY MEETINGS**

The board of directors shall meet at least quarterly to conduct its regular business on such dates, at such times, and at such places as the co-chairmen of the board of directors may determine.

### **5.3.2. SPECIAL MEETINGS**

The board of directors shall meet for such other purposes and as often as necessary, appropriate, or desirable in order fully and in a timely manner to execute, perform, observe, and discharge its duties and responsibilities on such dates, at such times, and at such places as the co-chairmen of the board of directors or any five members of the board of directors may determine. It is expected that under normal circumstances the board of directors would only need to meet at its ordinary, scheduled meetings.

### **5.3.3. MEETING AGENDA**

The co-chairmen of the board of directors (or, in the case of a special meeting called by any other director, such director) shall, with the assistance of the secretary or such other officers of the association as they may deem necessary, develop an agenda for each ordinary meeting of the board of directors and, to the extent that time reasonably permits, each special meeting of the board of directors. Any director who wishes to place an item on the agenda for any meeting of the board of directors may do so by submitting a request therefor to the co-chairmen of the board of directors or the secretary of the association at least ten business days prior to the scheduled date of any regular meeting of the board of directors (or, if later, within five business days after notice of such meeting is given pursuant to Section 5.3.5 (“—Notice”)), and as far as practicable before any special meeting of the board of directors.

### **5.3.4. EXECUTIVE SESSIONS**

Immediately before and after each meeting of the board of directors, the board of directors shall meet in executive session to discuss any matters relevant to the execution, performance, observance, and discharge of its duties and responsibilities that any director wishes to raise in such session. The co-chairmen of the board of directors shall determine what outside advisers or other persons should attend each executive session.

### **5.3.5. NOTICE**

The secretary shall give each director written notice of each meeting of the board of directors, stating the date, time, place, and purpose of such meeting and, to the extent available, enclosing an agenda therefor and all available written materials relating to the items listed on such agenda, at least ten business days before the day on which such meeting is to be held. The secretary shall give each director written notice of any subsequent changes to such agenda as far as practicable before any such meeting. A written waiver of notice, signed by the

director entitled to notice, whether before or after the time of the meeting referred to in such waiver, will be deemed equivalent to notice. The purpose of the meeting of the board of directors need not be specified in any written waiver of notice thereof. Attendance by a director at a meeting of the board of directors with respect to which such director did not receive proper notice will constitute a waiver of notice of such meeting unless such director objects thereto in writing at or prior to such meeting.

**5.3.6. QUORUM AND MANNER OF ACTING**

A majority of the total number of members of the board of directors then in office must be present in person at any meeting of the board of directors in order to constitute a quorum for the transaction of business at such meeting. Except as otherwise expressly required by applicable law, the articles of incorporation of the association, or these by-laws, the vote of a majority of those directors present at any such meeting at which a quorum is present will be necessary and sufficient for the passage of any resolution or act of the board of directors. In the absence of a quorum for any such meeting, a majority of the directors present may adjourn such meeting until a quorum is present; *provided* that any such adjourned meeting is held not later than the date of the next ordinary meeting of the board of directors held pursuant to Section 5.3.1 (“— Ordinary Meetings”) of these by-laws.

**5.3.7. WRITTEN CONSENT IN LIEU OF MEETING**

The board of directors may take any action required or permitted to be taken at any meeting thereof without a meeting, without prior notice, and without a vote, if a consent in writing setting forth the action so taken is signed by all the members of the board of directors and such consent is filed with the minutes of the proceedings of the board of directors.

**5.3.8. ORGANIZATION**

At each meeting of the board of directors, one of the following shall act as chairman of the meeting and preside, in the following order of precedence: (i) the co-chairmen of the board of directors; and (ii) any director chosen by a majority of the directors present at such meeting. The secretary or, in the case of his or her absence, any person that the chairman of the meeting appoints to act in the secretary’s place, shall act as secretary of such meeting and keep the minutes thereof.

**5.3.9. ACTION BY MEANS OF TELEPHONE CONFERENCE**

Any one or more members of the board of directors may participate in a meeting of the board of directors by means of a telephone conference or similar communications method by means of which all persons participating in the meeting may hear or hear and see each other, and participation in a meeting by such means will constitute presence in person at such meeting. It is, however, preferable, in respect of both the effectiveness and efficiency of board of directors deliberations and decision-making, for the board of directors to meet in person to the fullest extent possible. Accordingly, all members of the board of directors shall use their best efforts to attend in person all ordinary, scheduled meetings of the board of directors, and shall use all reasonable efforts to attend in person all special meetings of the board of directors.

## **5.4. COMMITTEES**

### **5.4.1. DESIGNATION**

The board of directors may by act of a majority of the total number of members of the board of directors then in office designate one or more committees to assist the board of directors in executing, performing, observing, and discharging its duties and responsibilities. Such committees may, but need not, include audit and finance, nominating, fundraising and annual dinner, scheduling and tournament, coaching and player development, clinic, registration and membership, and rules and sportsmanship committees. Each committee shall consist of one or more members of the board of directors, and such other persons as the board of directors may determine. The board of directors may designate one or more members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not he, she, or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

### **5.4.2. AUTHORITY**

Any committee of the board of directors, to the extent provided in the resolution of the board of directors designating such committee and not inconsistent with applicable law, the articles of incorporation of the association, or these by-laws, will have all the powers and authority of the board of directors in the management of the business and affairs of the association.

### **5.4.3. EXECUTIVE COMMITTEE**

The board of directors hereby designates an executive committee of the board of directors. The executive committee will be composed of the co-presidents, the treasurer, the coaches' representative, and parents' representative, and such other directors as the board of directors may specify. The executive committee will have such duties, responsibilities, and authority and will conduct its business in accordance with such procedures as the board of directors may from time to time designate by resolution of the board of directors.

### **5.4.4. COMMITTEE RECOMMENDATIONS AND REPORTS**

The board of directors will give due, timely consideration to any recommendations or reports given to it by any committee designated by the board of directors to the extent any such recommendations or reports are within the scope of the duties, responsibilities, powers, and authority delegated to such committee by these by-laws, the charter of such committee, or otherwise by resolution of the board of directors.

## **6. OFFICERS**

### **6.1. GENERAL**

The officers of the association will include the co-presidents, the treasurer, and the secretary, and may include one or more vice presidents, assistant treasurers, and assistant secretaries. The offices of co-president and treasurer must be held by three different

individuals. The same person may hold any two or more other offices. Except as otherwise required by applicable law, the articles of incorporation of the association, or these by-laws, the management of the association will for all purposes be vested in the co-presidents, and the co-presidents will have the sole authority: (i) to act on behalf of the association in connection with the association's day-to-day affairs; and (ii) to bind the association pursuant to authority expressly granted by these by-laws or expressly authorized by the board of directors.

## **6.2. OFFICES**

### **6.2.1. CO-PRESIDENTS**

The co-presidents of the association will have the authority and duty to: (i) act as co-chief executive officers and official spokespersons of the association; (ii) jointly manage the day-to-day business, operations, and affairs of the association; (iii) carry out and put into effect all orders and resolutions of the board of directors; (iv) prepare an agenda for each meeting of the members and the board of directors; (v) jointly preside at all meetings of the members and the board of directors; (vi) jointly approve and pay (or cause the treasurer to pay) by check out of association funds invoices greater than \$5,000; (vii) sign, together with the secretary, as directed by the board of directors all contracts, deeds, mortgages, and other instruments to which the association is a party; (viii) prepare and deliver at each annual meeting of the members a report on the business, affairs, operations, and finance of the association for the previous year; and (ix) perform such other tasks as directed by the board of directors. Without limiting the power of the board of directors to oversee the performance by the co-presidents of their duties or to restrict the authority of the co-presidents in accordance with applicable law, the articles of incorporation of the association, and these by-laws, the board of directors reserves to itself the sole power and authority to: (i) determine the number of teams in each division; (ii) determine the number of players on each team; (iii) deny membership in the association to any person or refuse to register any player; (iv) select the color and style of team uniforms; (v) change team names; and (vi) adopt or change the player or parent code of conduct or any other general playing or conduct rules of the association.

### **6.2.2. VICE PRESIDENT OR VICE PRESIDENTS**

The vice presidents of the association, if any, will have the authority and duty to: (i) assist the co-presidents in the performance of their duties; (ii) in order of their seniority or in any other order determined by the board of directors, perform the duties of the co-presidents during their absence or incapacity; and (iii) perform such other tasks as directed by the co-presidents or the board of directors.

### **6.2.3. TREASURER**

The treasurer of the association will have the authority and duty to: (i) receive (and give receipts for) and disburse association funds and securities; (ii) maintain true and complete records of association income, expenses, receipts, and disbursements; (iii) deposit association funds and securities with such banks, trust companies, or other depositories as directed by the board of directors; (iv) approve and pay by check out of association funds invoices less than or equal to \$5,000 or, in the case of invoices for ice time only, \$50,000; (v) prepare appropriate financial statements annually; (vi) coordinate with a certified public

accountant approved by the board of directors the preparation of and timely file appropriate informational tax returns; (vii) obtain and maintain tax-exempt (501(c)(3)) status; (viii) report to the officers and board of directors as directed with respect to financial transactions and the financial condition of the association; and (ix) perform such other related tasks as directed by the co-presidents or the board of directors.

**6.2.4. ASSISTANT TREASURER OR TREASURERS**

The assistant treasurers of the association, if any, will have the authority and duty to: (i) assist the treasurer in the performance of his or her duties; (ii) in order of their seniority or in any other order determined by the board of directors, perform the duties of the treasurer during his or her absence or incapacity; and (iii) perform such other tasks as directed by the treasurer, the co-presidents, or the board of directors.

**6.2.5. SECRETARY**

The secretary of the association will have the authority and duty to: (i) maintain the documents, papers, and other records of the association; (ii) give due notice of meetings of the members and the board of directors; (iii) prepare, at the direction of the co-presidents, and distribute an agenda for each meeting of the members and the board of directors; (iv) attend and keep minutes of meetings of the members and the board of directors and submit such minutes for approval to the members or the board of directors, as the case may be; (v) sign, together with the co-presidents, as directed by the board of directors all contracts and other instruments to which the association is a party; and (vi) perform such other related tasks as directed by the co-presidents or the board of directors.

**6.2.6. ASSISTANT SECRETARY OR SECRETARIES**

The assistant secretaries of the association, if any, will have the authority and duty to: (i) assist the secretary in the performance of his or her duties; (ii) in order of their seniority or in any other order determined by the board of directors, perform the duties of the secretary during his or her absence or incapacity; and (iii) perform such other tasks as directed by the secretary, the co-presidents, or the board of directors.

**6.3. QUALIFICATION; APPOINTMENT; TERM; RESIGNATION AND REMOVAL**

Each officer must be at least eighteen years of age and possess such other qualifications as the board of directors may determine. The board of directors shall, taking into due consideration nominations by or other recommendations of the executive committee, appoint two co-presidents, a treasurer, and a secretary, and may in its sole discretion appoint one or more vice presidents, assistant treasurers, and assistant secretaries. Each officer will hold office for such term as the board of directors may direct. Each officer will hold office until such officer's successor has been appointed and qualified or such officer's earlier death or resignation or removal in the manner provided in these by-laws. Any officer may resign at any time by giving written notice to the board of directors or the co-presidents. Such resignation will take effect at the time specified in such notice or, if no time is specified, upon receipt thereof by the board of directors or the co-presidents, as the case may be. Unless otherwise specified in such notice, acceptance of such resignation will not be necessary to make it effective. All officers and agents of the association will be subject to removal, with or without cause, at any time by the board of

directors. Unless otherwise determined by the board of directors, each officer will serve a one-year term, commencing on June 1 each year.

#### **6.4. CHECKS, DRAFTS AND NOTES**

All checks, drafts, and other orders for the payment of money, notes, and other evidences of indebtedness issued in the name of the association may (pursuant to authority granted by these by-laws or by the board of directors) be signed by the co-presidents or by such other officer or officers or agent or agents of the association as the board of directors may direct.

### **7. APPOINTEES**

#### **7.1. GENERAL**

The appointed positions of the association will include those listed in Section 7.2 (“— Positions”) and such other positions as the board of directors may create. The same person may hold any two or more appointed positions.

#### **7.2. POSITIONS**

##### **7.2.1. VOLUNTEER COORDINATOR**

The volunteer coordinator of the association will have the authority and duty to: (i) create and maintain handbook for each appointed position to record institutional knowledge that may easily be passed on to new appointees; (ii) compile and maintain a list of and solicit prospective volunteers for association officer and appointed positions, as well as other association activities; (iii) advise prospective volunteers with respect to job responsibilities; (iv) keep a record of volunteer services rendered for purposes of facilitating appropriate recognition by the association; (v) attend meetings of the board of directors; and (vi) perform such other related tasks as directed by the co-presidents or the board of directors.

##### **7.2.2. REGISTRAR**

The registrar of the association will have the authority and duty to: (i) collect and maintain pertinent registration data for all association players; (ii) prepare reports from player data as requested by the officers for such purposes as the officers may require, including tryouts, team assignment, coaching assignments, and USA Hockey, league, and tournament rosters; (iii) assist the treasurer to ensure all players are properly registered (including with USA Hockey) and have paid all applicable fees; (iv) attend meetings of the board of directors; and (v) perform such other related tasks as directed by the co-presidents or the board of directors.

##### **7.2.3. SCHEDULER**

The scheduler of the association will have the authority and duty to: (i) schedule all ice time for practices and home games; (ii) ensure full utilization of association ice time; (iii) prepare and post master and team schedules to the association website; (iv) act as liaison between the association and the Ice Hutch Ice Rink and any other venue where the association purchases ice time; (v) attend meetings of the board of directors; and (vi) perform such other related tasks as directed by the co-presidents or the board of directors.

**7.2.4. ACE COORDINATOR**

The ACE coordinator of the association will have the authority and duty to: (i) oversee performance and development of the association's coaching staff in accordance with the association's stated coaching goals and objectives and the USA Hockey Coaching Education Recommended Guidelines; (ii) develop or update, as appropriate, a coaches' handbook, to include: (A) a set of stated coaching goals and ideals consistent with the association's purpose and policies; (B) a list of association contacts for purposes of dealing with different situations; (C) a set of player skills development goals for each division; and (D) a set of guidelines for dealing with various game situations; (iii) hold regular meetings with the coaching staff; (iv) report the results of coaching staff meetings to the co-presidents and the board of directors; (v) coordinate coaching staff certification and training; (vi) review game misconduct penalties with head coaches for possible league appeal or further disciplinary action; (vii) report to the board of directors with respect to any player with two or more game misconduct penalties for consideration of disciplinary action; (viii) mediate complaints concerning coaching staff with association members, other youth hockey associations, hockey leagues association teams participate in, and others; (ix) attend meetings of the board of directors; and (x) perform such other related tasks as directed by the co-presidents or the board of directors.

**7.2.5. DIVISION DIRECTOR/COORDINATOR**

The division director of each division (Mite, Squirt, Pee Wee, Bantam, Midget) of the association will have the authority and duty to: (i) manage the operation of such division; (ii) coordinate communication between such division and the officers of the association; (iii) ensure that non-coaching administrative tasks for such division are carried out in a timely manner; (iv) attend meetings of the board of directors; and (v) perform such other related tasks as directed by the co-presidents or the board of directors.

**7.2.6. REFEREE COORDINATOR**

The referee coordinator of the association will have the authority and duty to: (i) ensure referees are scheduled for each home game; (ii) review all complaints from coaches regarding officiating, as well as complaints from referees regarding player, coach, or fan conduct; (iii) report to the board of directors with respect to any significant or systemic officiating-related complaints; (iv) attend meetings of the board of directors; and (v) perform such other related tasks as directed by the co-presidents or the board of directors.

**7.2.7. FUNDRAISING COORDINATOR**

The fundraising coordinator of the association will have the authority and duty to: (i) propose association fundraising opportunities to the board of directors; (ii) implement association fundraising opportunities at the direction of the board of directors; (iii) solicit sponsors for the association and its activities; (iv) attend meetings of the board of directors; and (v) perform such other related tasks as directed by the co-presidents or the board of directors.

**7.2.8. MERCHANDISING MANAGER**

The merchandising manager of the association will have the authority and duty to: (i) propose association merchandising opportunities to the board of directors;

(ii) implement association merchandising opportunities at the direction of the board of directors; (iii) procure association merchandise from third-party vendors; (iv) coordinate and organize sales and distribution of association merchandise; (v) attend meetings of the board of directors; and (iv) perform such other related tasks as directed by the co-presidents or the board of directors.

#### **7.2.9. PUBLICITY COORDINATOR**

The publicity coordinator of the association will have the authority and duty to: (i) collect and edit game, tournament, and other reports from team coaches and managers for publication; (ii) coordinate publication of team game, tournament, and other reports and other association information as directed by the board of directors with local media; (iii) post team game, tournament, and other reports and other association information as directed by the board of directors to the association website; (iv) attend meetings of the board of directors; and (v) perform such other related tasks as directed by the co-presidents or the board of directors.

#### **7.2.10. WEB MASTER**

The web master of the association will have the authority and duty to: (i) coordinate technical maintenance and service of the association website with the website service provider; (ii) become familiar with all features and functionality of the association website; (iii) suggest to and coordinate with the website service provider upgrades to the features and functionality of the association website; (iv) help familiarize officers and other appointees with the features and functionality of the association website in order to maximize utilization of online capabilities; (v) assist officers and appointees to post information to the association website; (vi) monitor content posted to the association website to ensure that it remains up to date; (vii) attend meetings of the board of directors; and (viii) perform such other related tasks as directed by the co-presidents or the board of directors.

#### **7.2.11. TOURNAMENT DIRECTOR**

The tournament director of the association will have the authority and duty to: (i) plan, coordinate, and execute all tournaments hosted by the association; (ii) serve as the association representative to all tournaments at which any association team is to participate; (iii) gather information regarding local, regional, and national amateur ice hockey tournaments and report findings to the board of directors; (iv) coordinate with coaches team applications to and scheduling of tournaments; (v) serve as the association's representative to other amateur ice hockey associations; (vi) attend meetings of the board of directors; and (vii) perform such other related tasks as directed by the co-presidents or the board of directors.

#### **7.2.12. EQUIPMENT MANAGER**

The equipment manager of the association will have the authority and duty to: (i) procure at the direction of the board of directors, maintain, and secure, and maintain an inventory of, all association-owned equipment; (ii) distribute association-owned equipment at the beginning of each season and collect it at the end of each season; (iii) negotiate group purchase discount for hockey equipment purchases by association players with various local and online

equipment distributors, and coordinate dissemination of group purchase discount information to association members; (iv) coordinate group equipment purchases; (v) attend meetings of the board of directors; and (vi) perform such other related tasks as directed by the co-presidents or the board of directors.

#### **7.2.13. TEAM MANAGER**

The team manager of each team of the association will have the authority and duty to: (i) perform non-coaching administrative tasks for such team as directed by the head coach—including, principally, collecting and distributing information (*e.g.*, schedules, medical and liability release forms, tournament registration materials) for, to, and from the team; (ii) write game, tournament, and other reports regarding the team for publication, and coordinate publication of such reports with the publicity coordinator; and (iii) perform such other related tasks as directed by the co-presidents or the board of directors.

### **7.3. QUALIFICATION; APPOINTMENT; TERM; RESIGNATION AND REMOVAL**

Each appointee must be at least eighteen years of age and possess such other qualifications as the board of directors may determine. The board of directors may in its sole discretion fill or leave vacant any appointed position, taking into due consideration nominations by or other recommendations of the executive committee. Each appointee will hold his or her position for such term as the co-presidents or the board of directors may direct. Each appointee will hold his or her position until such appointee's successor has been appointed and qualified or such appointee's earlier death or resignation or removal in the manner provided in these by-laws. Any appointee may resign at any time by giving written notice to the board of directors or the co-presidents. Such resignation will take effect at the time specified in such notice or, if no time is specified, upon receipt thereof by the board of directors or the co-presidents, as the case may be. Unless otherwise specified in such notice, acceptance of such resignation will not be necessary to make it effective. All appointees of the association will be subject to removal, with or without cause, at any time by the co-presidents or the board of directors. Unless otherwise determined by the board of directors, each appointee will serve a one-year term, commencing on June 1 each year.

## **8. COACHES**

### **8.1. DUTIES**

The head coach of each team of the association will have the authority and duty to: (i) instruct players in basics of ice skating, ice hockey, physical fitness, responsibility, self-reliance, cooperation, leadership, sportsmanship, teamwork, and team spirit; (ii) oversee all team activities, including on-ice practices and games; (iii) appoint (subject to the approval of the co-presidents) up to two assistant coaches and a team manager; (iv) ensure that all players are treated in accordance with USA Hockey, Inc. and association policies; (v) ensure all ice time (practice and game) allocated to the team is fully used, and promptly notify the scheduler if any scheduled ice time will not be used or has been swapped with any other team or person; (vi) coordinate with the tournament director to schedule tournaments for such team; and (vii) perform such other related tasks as directed by the co-presidents or the board of directors.

**8.2. CERTIFICATION AND TRAINING**

The coaches of each team of the association will satisfy such certification and training requirements as USA Hockey, Inc. or the board of directors may direct.

**9. DISCIPLINE****9.1. CODE OF CONDUCT**

The board of directors shall adopt, and the co-presidents shall implement and enforce a player code of conduct, a parent code of conduct, and such other conduct or disciplinary rules, regulations, or policies that the board of directors may determine in its sole discretion are necessary, appropriate, or desirable: (i) to ensure the safety, health, and well-being of participants in association programs and any others involved in association activities (including opposing players and coaches, referees, and by-standers); and (ii) to otherwise facilitate the fulfillment of the purposes of the association. All association activities will be governed by such codes of conduct and other conduct or disciplinary rules, regulations, or policies. All fees and other amounts paid to the association are subject to forfeiture for violations of any such codes of conduct and other conduct or disciplinary rules, regulations, or policies.

**9.2. PLAYER EJECTIONS**

If any association player is ejected from a game by a referee, then the ejected player will automatically and immediately be suspended for one game. The board of directors may by a majority vote extend any such suspension up to one year and expand the scope of such suspension to include all games, practices, and other association activities. One-game suspensions pursuant to this section are not subject to appeal.

**9.3. PARENT EJECTIONS**

If any parent, guardian, or relative of any association player is ejected from a game by a referee, then: (i) the ejected party will automatically and immediately be suspended from all games, practices, and other association activities for thirty days; and (ii) the player may, by a majority vote of the board of directors, be suspended from all games, practices, and other association activities for up to thirty days. The board of directors may by a majority vote extend any such suspension for up to one year. Thirty-day suspensions pursuant to this section are not subject to appeal.

**9.4. FAILURE TO ABIDE ASSOCIATION RULES, REGULATIONS, OR POLICIES**

The board of directors (or any standing or special committee of the board of directors formed for that purpose) will promptly investigate any failure by any association player or any parent, guardian, or relative of any association player to abide by any applicable code of conduct or other association rule, regulation, or policy that reported in writing to or otherwise brought to the attention of the co-presidents or the board of directors. The board of directors (acting on the recommendation of any committee, if applicable) may by a majority vote (in addition to any punishment imposed pursuant to Section 9.2 (“—Player Ejections”) or 9.3 (“—Parent Ejections”)) punish any such failure with suspension from all games, practices, and other association activities of up to one year or expulsion from the association.

**9.5. NO REFUNDS**

Under no circumstance will any association player or any parent, guardian, or relative of any association player be entitled to any refund of any kind or in any amount whatsoever of any fees or other amounts previously paid or payable to the association.

**10. PLAYER ELIGIBILITY AND REGISTRATION****10.1. ELIGIBILITY**

Any youth resident in the villages of Pelham or Pelham Manor is automatically eligible to become an association player. Any other youth is also eligible to become an association player, subject to availability of roster slots. The board of directors will establish each season a goal for the resident/non-resident makeup of each team and the program as a whole.

**10.2. REGISTRATION REQUIREMENTS**

The board of directors will establish registration requirements before each season. Registration will not be accepted without completion of all required registration forms and payment of all required fees.

**10.3. FEES**

The board of directors (in consultation with and after giving due consideration to any recommendations of the treasurer) will establish applicable fees before each season. Fees must be paid in full prior to commencement of each season, unless waived or deferred by the co-presidents or the board of directors.

**10.4. DENIAL OF MEMBERSHIP**

The board of directors may deny registration and membership to any player who: (i) has not paid in full all fees from prior seasons that have not been waived by the board of directors; (ii) has not satisfied any then-effective eligibility requirements; (iii) has not satisfied any then-effective registration requirements; (iv) was previously expelled from the association; (v) has not returned any previously issued association-owned equipment; or (vi) has not provided appropriate proof-of-age documentation.

**10.5. PLAYER REGISTRATION LIMITS**

The association will accept as many registrants as financial and ice time constraints will allow. If it is necessary to limit the number of players, players from the immediately preceding season will be given first priority. The association may also limit or prioritize player registration by any other lawful means as the board may determine, including tryout performance, coach evaluation, independent, third-party evaluation, and town of residence.

**11. RECORDS**

The board of directors shall keep minutes and other records of all meetings, actions by written consent, reports, and other proceedings, findings, and recommendations of the board of directors and any committee of the board of directors, and provide copies of such records to any individual director upon request.

**12. LIMITATION OF LIABILITY OF DIRECTORS**

To the fullest extent permitted by applicable law, no director of the association will be personally liable to the association or its members or any other person for monetary damages for breach of fiduciary duty as a director.

**13. INDEMNIFICATION OF DIRECTORS, OFFICERS, APPOINTEES, AND OTHERS**

To the fullest extent permitted by applicable law, the association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the association) by reason of the fact that such person is or was a director, officer, appointee, employee, or agent of the association against all damages, losses, expenses, or other liabilities incurred or sustained by such person in connection with such action, suit, or proceeding; and the association may, upon such terms and subject to such conditions as the board of directors deems appropriate, pay in advance the expenses of such person incurred in connection with such action, suit, or proceeding. The indemnification and advancement of expenses provided or permitted by this section are not exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

**14. AMENDMENT**

These by-laws may be amended, restated, supplemented, or otherwise modified only by act of a majority of the total number of members of the board of directors then in office or by members in good standing entitled to cast a majority of the total number of votes that all members in good standing are entitled to cast.

Adopted January 24, 2008