

CLIFTON PARK YOUTH HOCKEY ASSOCIATION
 BY-LAWS
 (Updated April 2008)
 TABLE OF CONTENTS

ARTICLE 1 – OFFICES	1
ARTICLE II – PURPOSES	1
ARTICLE III – MEMBERSHIP	1
1. QUALIFICATION FOR MEMBERSHIP	1
2. ANNUAL MEMBERSHIP MEETING	2
3. REGULAR ANNUAL MEETING	2
4. REGULAR MEETINGS	2
5. SPECIAL MEMBERSHIP MEETINGS	2
6. PROXIES	3
7. ORDER OF BUSINESS	3
ARTICLE IV – BOARD OF DIRECTORS	3
1. MANAGEMENT OF THE CORPORATION.....	3
2. ELECTION AND TERM OF BOARD OF DIRECTORS	3
3. INCREASE OR DECREASE IN NUMBER OF BOARD MEMBERS	4
4. NEWLY CREATED BOARD POSITIONS AND VACANCIES	4
5. RESIGNATIONS.....	4
6. QUORUM OF BOARD.....	4
7. ACTION OF THE BOARD	4
8. SPECIAL MEETINGS OF THE BOARD, ADJOURNMENT	5
9. CHAIRPERSON	5
10. EXECUTIVE, OTHER STANDING COMMITTEES AND BOARD APPOINTED POSITIONS	5
11. REMOVAL, RESIGNATION	6
12. PRESIDENT	6
13. VICE-PRESIDENT.....	6
14. TREASURER.....	6
15. ASSISTANT TREASURER	7
16. SECRETARY.....	7
17. DIVISION DIRECTORS	7
18. ACE COORDINATOR.....	7
19. DIRECTOR OF PLAYER DEVELOPMENT.....	87
20. COACHING SELECTION COMMITTEE	8
21. SURETY AND BOND	8
ARTICLE VI – CONSTRUCTION	8
ARTICLE VII – AMENDMENTS	98
ARTICLE VIII - DISSOLUTION PROVISION	9
ARTICLE IX - NON-INUREMENT PROVISION	9
ARTICLE X – RESTRICTIVE LEGISLATION PROVISION	9

ARTICLE XI – RESTRICTIVE PURPOSES AND ACTIVITIES PROVISION 109

BY-LAWS
OF
CLIFTON PARK YOUTH HOCKEY ASSOCIATION, INC.

ARTICLE 1 – OFFICES

The principal office of the corporation shall be in the Town of Clifton Park, County of Saratoga, and State of NY.

The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require. If the corporation has offices without the state, then any authority to do business in any other state shall first be obtained.

ARTICLE II – PURPOSES

The purposes for which this corporation has been organized are as follows:

To conduct active non-professional ice hockey and learn to skate programs for youths under the age of 19 years; to develop their abilities, interest and understanding of the game of ice hockey through competitive, supervised, instructional activities.

To do any other act of thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for - profit or financial gain of its members or board members.

ARTICLE III – MEMBERSHIP

1. QUALIFICATION FOR MEMBERSHIP

Any parents or guardians (up to a maximum of 2 for each player) or other persons over the age of 19 who are interested in supporting and furthering the purposes as set forth in Article II of the by-laws may become members upon payments of the annual registration fee for a player. Additionally, all players and parents, as a condition of registration must agree (by their signature) to the conditions of the CPYHA Code of Conduct. Loss of membership will result if all financial obligations (e.g. registration fee, assessments,) are not met, or as a result of disciplinary action, if imposed by the Board and/or Disciplinary Committee.

Persons over the age of 19 who do not have children in the organization will not be considered for a board position until one full hockey season of volunteer work has been completed. This category of volunteer will be recognized to have a vote at the annual membership meeting at the completion of their season.

2. ANNUAL MEMBERSHIP MEETING

The annual membership meeting of the corporation shall be in April each year. The board of directors shall forward to every member in good standing a notice stating the time and place of the annual meeting.

The presence at the annual membership meeting of any number of current members plus a majority of the board of directors, however no less than the number of members required under Section 698(b) of the New York Not for Profit Corporation Law, shall constitute a quorum and shall be necessary to conduct the business of the corporation, however, the board of directors may adjourn the meeting for a period of not more than two weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the rescheduled date of the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

A membership roll showing the list of members shall be produced at any meeting upon the request therefor of any member who has given written notice of the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

All proposals to by-laws submitted for consideration at the Annual Membership Meeting must be received by the Secretary no later than thirty-five (35) days prior to the Annual Membership Meeting. The Secretary shall include all proposals on the written notice of Annual Membership Meeting and/or with ballots for Board of Directors elections.

3. REGULAR ANNUAL MEETING

The regular annual meeting of the board shall be held immediately following the monthly membership meeting at the place of the monthly membership meeting which will be communicated in advance.

4. REGULAR MEETINGS

Regular meetings of the board of directors shall be held monthly, e.g., the first Tuesday of each month (or more often as required). Transaction of business at regular meetings shall be by majority vote of the board of directors present at a meeting with a proper quorum.

5. SPECIAL MEMBERSHIP MEETINGS

Special meetings of the corporation may be called by the board of directors. The secretary shall cause a notice of such meeting to be mailed to all members, at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting.

6. PROXIES

Every member entitled to vote at the annual membership meeting of members may authorize another person or persons to act for him by proxy. A proxy ballot must be obtained from the secretary at least one week prior to the annual membership meeting.

An annual proxy will be developed and approved by the board. The board will communicate to the general membership on the proxy as to why they are recommending a change or addition to the by laws.

7. ORDER OF BUSINESS

All meetings will be taped and agenda will be provided no less than 48 hours prior to board meeting. Minutes from each meeting shall be posted on the website no more than 30 days after each meeting. Members with specific issues that would like to be heard at the board meeting should email or send a written request under “new business” to the secretary no less than one week prior to any regular scheduled board meeting.

The suggested order of business at all meetings of members shall be as follows:

- a. Minutes of the preceding meeting
- b. Reports of committees.
- c. Reports of officers.
- d. Old and unfinished business.
- e. New business
- f. Adjournments.

ARTICLE IV – BOARD OF DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the board of directors which shall consist of not more than twenty (20) members. Each board member shall be at least nineteen years of age. In addition to all other powers of the board of directors, it shall have the right and power to promulgate and approve policy.

2. ELECTION AND TERM OF BOARD OF DIRECTORS

At the annual membership meeting, the membership shall elect the following board members:

President	Girls Director
Vice President (2)	Mini-Mite Director
Secretary	Mite Director
Treasurer	Squirt Director
Ace Coordinator	Pee Wee Director
Director of Player Development	Bantam Director

Registrar
Tournament Director
Web Master-Non Voting

Midget Director
Ice Scheduler-Appointed
Equipment/Merchandise Director

Any board member who fails to serve the first 8 months of their term shall not be allowed to hold any future board position until two full seasons have been completed which commence at the conclusion of the season for which they were elected. The board by majority vote will have the right to waive this requirement for reasons such as medical, job transfer or other special circumstances during the year for which such departure has occurred.

a. One board member = one vote. There will be no co-directors.
Each board member shall hold office until the next annual membership meeting, his/her resignation, or removal from office under Article IV.5

3. INCREASE OR DECREASE IN NUMBER OF BOARD MEMBERS

The number of board members may be increased or decreased by vote of the members or by a vote of a majority of all of the board members by an amendment to these by-laws. No decrease in number of board members shall shorten the term of any incumbent director.

4. NEWLY CREATED BOARD POSITIONS AND VACANCIES

Newly created board positions resulting from an increase in the number of board members and vacancies occurring in the board for any reason except the removal of board members without cause may be filled by a vote of a majority of the board members then in office. Vacancies occurring by reason of the removal of board members without cause shall be filled by vote of the members. A board member elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

5. RESIGNATIONS

A board member may resign at any time by giving written notice to the President of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President, and the acceptance of the resignation shall not be necessary to make it effective.

6. QUORUM OF BOARD

A majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

7. ACTION OF THE BOARD

A quorum shall be required for the board to conduct any business that requires a vote. Each board member present shall have one vote. No board member will be allowed to miss more

than 3 of the 12 regularly scheduled meetings. Failure to comply will give the board the right to remove such violator with a majority vote.

8. SPECIAL MEETINGS OF THE BOARD, ADJOURNMENT

Special meetings of the board shall be held upon notice to the board members and may be called by the President upon three days' notice to each member either personally or by mail or by wire, or email or fax. Special meetings shall be called by the President or by the secretary in a like manner on written request of two board members. Notice of a meeting need not be given to a board member who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto at its commencement, the lack of notice to him/her.

A majority of the board members present, once properly, initially constituted, whether or not a quorum is present at the time, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all board members who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other board members.

9. CHAIRPERSON

At all meetings of the board, the President, or in his absence, the Vice President(s) shall preside.

10. EXECUTIVE, OTHER STANDING COMMITTEES AND BOARD APPOINTED POSITIONS

The Board by resolution adopted by a majority of the entire board may designate an executive committee consisting of three or more board members; and other committees and board appointed positions, consisting of members from the association membership. Each such committee and board appointed position shall serve at the pleasure of the board. If an executive committee is designated, it shall have all the powers of the board, specific and limited to a defined scope of work and time, except as limited by law.

Disciplinary Committee - This committee shall be a standing committee and shall consist of three (3) members with a chair selected by the President and approved by the board. It shall be the duty and responsibility of the committee to convene at the call of the President hear evidence presented by the party supporting disciplinary action against the accused and evidence presented by the accused deliberate, prepare it's findings, and recommend to the Board it's decision with appropriate, if necessary disciplinary actions.

Grievance Committee - This committee shall be a standing committee and shall consist of three (3) members with a chair selected by the President and approved by the board. Such matters that cannot be resolved by coaches, team managers or Division Director can be made in writing to the committee. It shall be the duty and responsibility of the committee to convene at the call of the President hear evidence presented by the party supporting a grievance action against the accused and evidence presented by the accused, deliberate,

prepare it's findings, and recommend to the Board its decision with appropriate, if necessary corrective actions.

Player Advocate - This position shall consist of one (1) member selected by the President and approved by the board. The duties of this position will be to represent any player in any dispute including but not limited to tryout disputes, disciplinary actions and other things that may come up during the season. He/she will have investigative rights in discussing tryout results and problems throughout the year with coaches, evaluators, team managers etc. He/she will report their findings to the member who enlisted their services, as well as to the board, where applicable. He/she will also sit on the coaching selection committee.

11. REMOVAL, RESIGNATION

Any board member, elected or appointed, may be removed by the board with cause (e.g., dereliction of duties, misappropriation of funds, etc.), or without cause. The members' right to remove directors under Section 706 of the Not-For-Profit Corporation Law may only be exercised by a vote of eighty (80%) percent of the members present at a meeting of the members. In the event of the death or removal of any board member the President shall nominate a successor to fill the unexpired term. The board of directors shall vote to accept the nomination. No person shall be allowed to hold more than one board position at any time.

12. PRESIDENT

The President shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the members and of the board; he/she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect; he/she shall have power to create committees and nominate replacements of board members; he/she shall have power to nominate at-large board positions.

13. VICE-PRESIDENT

During the absence or disability of the President, the Vice-President, or if there are more than one, the one designated by the board, shall have the powers and functions of the President. The Vice-President shall perform such other duties as the board shall prescribe.

14. TREASURER

The treasurer shall have the care and custody of all funds, the budget and securities of the corporation, and shall deposit or transfer, said funds in the name of the corporation in such bank or trust company as the directors may elect; the treasurer shall, when duly authorized by the board of directors; also sign checks, drafts, notes, and orders for payment of money, which shall be duly authorized by the board of directors and shall at all reasonable time exhibit his/her books and accounts to any director. At the end of each corporate year, the treasurer shall review the accounts of the corporation as needed with a committee appointed by the President, and shall present such review in writing at the annual meeting of the

members. At this time, the Treasurer will set forth the financial conditions of the corporation, establish due dates for billable or collectable actions. Any member that is not in financial compliance will be subject to having on-ice privileges revoked until account is brought back into compliance. The board will by majority vote have the right to override individual situations as the board deems necessary. Monthly summary report on the association's financial state should be available at each board meeting. A simple excel template may be developed for individual team use by managers so they can report to team members on how expenses are being tracked.

15. ASSISTANT TREASURER

At the discretion of the board, an Assistant Treasurer maybe named to assist with the duties of the Treasurer and as so designated by the board, have the powers and functions of the Treasurer.

16. SECRETARY

The secretary shall keep the minutes of the board of directors meetings. The secretary shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; shall attend to such correspondence as may be assigned and perform all the duties incidental to the office. The secretary shall keep a membership roll containing the names of all persons who are members of the corporation, showing their places of residence and the time when they became members. The secretary will electronically tape record all meetings. Secretary in conjunction with registrar/webmaster and team managers will develop annual email master list as an additional but not only way of communicating to members.

17. DIVISION DIRECTORS

The division director shall be responsible for the activities at his respective competition level. The director shall relate to the members of his/her competition level all information concerning decisions and proposals set down by the board of directors. The director shall assist the treasurer in the collection of funds or fees from members of his competition level. In the event of a "Match" penalty being imposed at his competition level, the director shall assist in obtaining all pertinent information concerning the incident prior to the hearing; as outlined in the appropriate playing rules of USA Hockey. Division directors will serve on the committee for selection of coaches and attend Northern Zone meetings as needed.

18. ACE COORDINATOR

The ACE Coordinator is the General Manager of the coaching staff. He/She organizes the coaching selection committee, represents CPYHA in coaching forum and maintains USA Hockey CEP for CPYHA and is responsible for overall conduct and control of the coaching staff. The ACE Coordinator prepares and distributes coaching evaluations, summarizes results and provides feedback of coaching performance and organizes coaching clinics. He/She does not recruit players. The Ace Coordinator works closely with the Director of Player Development.

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19. DIRECTOR OF PLAYER DEVELOPMENT

The Director of Player Development is a member of the Coaching Committee. The Director participates in coaching selection, organizes and coordinates tryouts and evaluates players during tryouts. He/She coordinates summer programs, preseason clinics and participates in tournament organization. He/She recommends skills coaches and schedules and contracts skill coaches. He/She does not recruit players. The Director of Player Development works closely with the ACE Coordinator.

20. COACHING SELECTION COMMITTEE

Annually the board shall appoint a Committee Chair to head the coaching selection committee, which shall be a standing committee.

Committee for selection of coaches: This committee will be chaired by Coaching Committee Chair and consist of the ACE Coordinator, Director of Player development, Midget through Mite level Directors and Player Advocate to form an eight member panel. This committee will submit recommendations to the board. The board will be the final authority on all coaching decisions which must be passed by majority vote.

Coaches Evaluation Form: All annual evaluation forms will be sent to the secretary and be saved as permanent records of the corporation of CPYHA. All evaluation forms will be made available to the new coaching committee to help evaluate and select coaches for the next season.

21. SURETY AND BOND

In case the board shall require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his/her duties to the corporation and including responsibility for negligence and for the account for all property, funds or securities of the corporation which may come into his hands.

22. ICE SCHEDULER

The Ice Scheduler is (1) position and is appointed by the President and approved by the board. They schedule all ice time for all of CPYHA. The ice scheduler will work with the arena management and all team schedulers. The Ice Scheduler will receive financial credits towards registration and assessment fees up to an amount not to exceed \$1500 for his/her children who are members of CPYHA.

ARTICLE VI – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VII – AMENDMENTS

The by-laws may be adopted amended or repealed by the members at the Annual Membership Meeting. By-laws may also be adopted amended or repealed by the board members entitled to vote at a duly constituted meeting of the Board of Directors. Any by-law adopted amended or repealed by the Board must be presented on the agenda at the next Annual Membership Meeting for ratification. Notwithstanding the foregoing, the vote of the members of the Board of Directors to amend the by-laws to modify or delete the eighty (80%) percent vote of the members needed to remove a director, shall require an eighty (80%) percent vote of the members of the Board of Directors, as the case may be.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth on the agenda at the next Annual Membership Meeting the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE VIII - DISSOLUTION PROVISION

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organization as shall qualify under section 501(c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government, for a public purpose; and to another organization approved by and to be used in such a manner as in judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

ARTICLE IX - NON-INUREMENT PROVISION

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**ARTICLE X – RESTRICTIVE LEGISLATION
PROVISION**

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE XI – RESTRICTIVE PURPOSES AND
ACTIVITIES PROVISION**

Notwithstanding any other provision of the by-laws, the corporation is organized exclusively for the following purpose; amateur sports competition as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.