

**BY-LAWS
Of the
Winchester Hockey Parents Association, Inc.**

ARTICLE ONE - ORGANIZATION

Section One. The name of this organization shall be Winchester Hockey Parents Association, Inc. (hereinafter referred to as the "Organization")

Section Two. The address of the Organization shall be WYH P.O. Box 145, Winchester, Massachusetts 01890.

Section Three. The Organization may at its pleasure by a vote of the membership body change its name.

Section Four. The Organization shall have a Corporate Seal. The Corporate Seal shall be circular in form and shall bear the name of the Organization, the year of incorporation and such other inscription as the Board may determine.

Section Five. The Organization is organized as a charitable Organization under Chapter 180 of the Massachusetts General Laws, for the general purpose of fostering and encouraging athletic exercises. The Organization is also organized and shall be operated exclusively as an exempt organization under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and as may be amended in the future.

Notwithstanding any other provision of the articles of incorporation, this Organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, (b) by a corporation, contributions to which are tax deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

Section Six. The Organization will not discriminate on the basis of race, color, national origin, age, sex, disability or any other legally protected classification in the selection or in the administration of any of its programs and activities. Announcement of this policy is in accordance with state and federal laws including Title IV of the Civil Rights Act of 1964, Title IX of the Educational Amendments of 1972, Sections 503 and 504 of the Rehabilitation Act of 1973, the Age Discrimination Act of 1975, the Americans with Disabilities Act of 1990.

Section Seven. All funds and property of the Organization shall be used and distributed exclusively for the purposes and in the manner set forth in these By-laws.

Section Eight. The Fiscal Year of the Organization shall begin January 1 and end on December 31 of that year (hereinafter referred to as the "Fiscal Year"). The Hockey Season shall begin on June 1 and end of May 31 of the following year (hereinafter referred to as the "Hockey Season").

Section Nine. The property and affairs of the Organization shall be managed by a Board of Directors (hereinafter referred to as the "Board") composed of not more than fifteen (15) elected Directors (hereinafter referred to as the "Directors"). Said Directors will maintain a web site to better serve the Organization. The website will include, at a minimum, the By Laws and a list of the current Directors and Officers.

Section Ten. If the Organization ceases to operate, the funds and property of the Organization shall be disbursed. The membership shall vote as to how the funds and property are disbursed. In such a case a two-thirds majority of those members in good standing who attend the Special Meeting shall be required to disburse the funds and property.

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ARTICLE TWO - PURPOSE OF THE ORGANIZATION

Section One. The following are the purposes for which this Organization has been organized:

- (a) to develop skills in the youth of the Town of Winchester in the sport of ice hockey;
- (b) to establish and maintain clinics and teams in order that said youths receive the training and gain experience necessary to actively compete in the sport of ice hockey;
- (c) to develop the abilities of said youth to appreciate the benefit of teamwork striving for personal athletic achievement;
- (d) to act as a booster club or support group for ice hockey as enjoyed at all levels by the youth of the Town of Winchester;
- (e) to ensure that no cause interferes with the best interests of any individual youth and to ensure that the best interest of any individual youth shall be paramount over the interest of any adult no matter how well intended said adult may be;
- (f) to promote, encourage and improve the standard of amateur ice hockey;
- (g) to conduct an amateur hockey program consistent with the rules and regulations of USA Hockey, the Massachusetts Hockey District ("Mass Hockey") and the various leagues in which the Organization's players participate; and
- (h) to train and to develop coaches, administrators and team parents so as to provide both a developmentally appropriate and fun environment for all involved.

ARTICLE THREE - MEMBERSHIP

Section One. Each parent or legal guardian having one or more children registered and eligible to play in the Organization's programs shall be a member of the Organization (hereinafter referred to as the "Member", or "Members"). In addition coaches, managers, team officials and hockey enthusiasts who do not have children in the program but share the Organization's ideals may be Members of the Organization. The Board reserves the right to deny membership to any individual who in the sole discretion of the Board is not considered to share the Organization's ideals and values.

Section Two. Each Member shall have all of the rights and powers to participate in the governance of the Organization as set forth in these By-laws, including the election of Directors to the Board.

Section Three. The annual membership meeting of the Organization shall be held in May at a place and time determined by the Board. The Board must forward to Mass Hockey two weeks after the Annual Meeting the following four items:

1. Date, time, location of Annual Meeting;
2. Agenda of Annual Meeting;
3. Draft Minutes of Annual Meeting; and
4. Method of communicating date, time location of Annual Meeting.

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Section Four. Unless otherwise by vote of the Board, the Board shall hold an open monthly meeting, with the exception of the month of July. In no event shall the Board cancel the Annual Meeting nor hold not less than five monthly meetings. The Board at its discretion may go into executive session at any time.

Section Five. The President may call special Meetings of the Organization when he or she deems it for the best interest of the Organization. At the request of three members of the Board or twenty-five Members of the Organization the President shall cause a Special Meeting to be called but such request must be made in writing at least seven days before the requested scheduled date. No other business but that specified in the notice may be transacted at such Special Meeting without the unanimous consent of all present at such meeting.

Section Six. The form and method of notice to the Members with respect to the Annual or Special Meetings of the Organization shall be determined by the Secretary, provided that at least seven days notice is provided to the Members by mailing or via electronic mail a written notice of such Annual or Special Meeting to the Members and by posting written notice of any meeting, including the time and place of such meeting, as well as the purpose of any Special Meeting, on the Winchester Youth Hockey web site and at such other place(s) designated by the Board. The failure of any Member to receive such notice shall not make any actions at the meeting invalid, provided that a good faith effort was made to comply with the provisions of this section.

Section Seven. Except as otherwise provided by these By-laws, the presence at any meeting of the Organization of at least 8 Board members shall constitute a quorum. If any meeting of the Organization cannot be held because a quorum is not present, the President may adjourn the meeting one or more times until a quorum is present and the meeting may thereupon be held as adjourned without further notice. Under no circumstances shall the meeting begin more than three hours after the original scheduled time.

Section Eight. The order of business at any meeting except Special Meetings of the membership of the Organization shall include at a minimum the following:

- (a) Call to order;
- (b) Roll call;
- (c) Reading of the minutes of the preceding meeting;
- (d) Financial Report;
- (e) Other committees reports;
- (f) Election of Members to the Board, if applicable;
- (g) Unfinished business;
- (h) New business;
- (i) Scheduling of the next meeting; and
- (j) Adjournment.

Section Nine. The annual dues for a Member shall be \$10.00. The Board reserves the right to waive this fee.

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Section Ten. A "Member in good standing" is defined as a Member who is not more than thirty days late with payment of tuition, fees or dues and is in compliance with Article Three of these By-Laws.

ARTICLE FOUR – VOTING AT MEMBERSHIP MEETINGS

Section One. At all membership meetings, except for the election Directors, all votes shall be viva voce. For the election of Directors ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

Section Two. At all votes by ballot the chairperson of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed to the minutes of that meeting. The committee may not include more than two Directors if there are other members present. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

Section Three. At any meeting of the Members of the Organization, each Member in good standing shall be entitled to one vote; only one parent or guardian per family shall be entitled to vote. It is presumed that the first family member in attendance at said meeting has the authority to vote.

ARTICLE FIVE - THE BOARD OF DIRECTORS

Section One. The position of Director in the Organization shall be open to those Members of the Organization in good standing who are interested in and committed to the purposes of the Organization, as stated in Article Two and Three of these By-laws.

Section Two. A Board of Directors consisting of not more than fifteen Directors shall manage the business of this Organization. At least 4 of the fifteen Directors shall have children actively skating in the program.

Section Three. The term of office for a Director shall be two (2) years, commencing on the day of the Annual Meeting and ending at the Annual Meeting two years hence. The terms of the Directors shall be staggered so that approximately one-half of the Directors' terms shall expire at each Annual Meeting. In the event that a Director resigns or is removed before his or her term has expired, the Board may elect a Member to fill the remaining term of said Director. Said vote shall be held at the next regular meeting of the Board after the Secretary shall have given seven days notice to the remaining Directors. In no event shall the Board consist of less than thirteen Directors.

Section Four. The Board shall solicit and accept nominations for Directors from Members in good standing of the Organization. Said nominations must be sent no later than April 15th either by mail or electronic mail to the Secretary or presented at the April monthly meeting if such meeting is held. An election to fill the scheduled vacancies on the Board shall be supervised by the Board and held at the Annual Meeting of the Members in May. No Member may cast more than one vote for a specific nominee.

Section Five. At the conclusion of the Annual Meeting the newly elected Board shall elect its Officers as stated in Article Four Section One of these By-laws. The position of President and Treasurer can only be filled by a Director who has served at least one year on the Board.

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Section Six. Upon a vote of two-thirds of all of the Directors, any Director or Officer may be removed with cause, after reasonable notice and an opportunity to be heard is provided to such Director or Officer. Notwithstanding the foregoing, failure to attend either (a) three (3) consecutive Board meetings without advance notice to the President or Secretary, or (b) at least fifty percent (50%) of the meetings of the Board during any Hockey Season, shall be considered cause for removal from the Board.

Section Seven. A Director or Officer wishing to resign shall submit a notice either written or via electronic mail to the President or Secretary. Receipt of the notice shall constitute resignation.

Section Eight. Except as otherwise provided by these By-laws, the presence at any meeting of the Board of at least eight Directors, at least two of whom are Officers, as hereinafter defined, shall constitute a quorum for a meeting of the Board. Only Directors present at a meeting are entitled to vote on any matter. Each Director shall have one vote and such voting may not be by proxy.

Section Nine. The business, property and affairs of the Organization shall be managed by the Board, who shall have and may exercise all of the powers of the Organization, except those powers specifically reserved to the Members under Massachusetts law, the Articles of Organization, or these By-laws. Without in any manner limiting the general powers conferred or implied by the prior sentence, it is hereby expressly declared that the Board shall have the following specific powers and duties:

- (a) to rule on all matters and affairs affecting the operation of the Organization, specifically with respect to its size, goals and purpose and to establish operational policies and procedures with respect to such matters;
- (b) to elect all Officers of the Organization, assign duties to such Officers, and delegate all necessary authority to each Officer elected, consistent with the provisions of these By-laws;
- (c) to determine the type and number of teams which shall represent the Organization and the leagues in which the teams shall play;
- (d) to establish a budget, set fees for the Organization's programs, and authorize the expenditure of Organizational funds, each consistent with the provisions of these By-laws;
- (e) to direct the purchase of equipment and uniforms as required to ensure that all teams representing the Organization are fully equipped and in the proper uniform sanctioned by the Organization;
- (f) to review and act upon any temporary decision of the President, as authorized under these By-laws; and
- (g) to adopt procedures, policies, rules or guidelines for the Organization which shall supplement these By-laws and govern many of the issues and day to day operations of the Organization, and to amend such procedures, policies, rules or guidelines from time to time.

Section Ten. The Board shall hire and fix the compensation of any and all employees and contractors which they in their discretion may determine to be necessary in the conduct of the business of the Organization.

Section Eleven. The Board may make any rules and regulations regarding meetings that it deems necessary as long as they are consistent with these By-Laws.

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ARTICLE SIX - OFFICERS OF THE ORGANIZATION

Section One. The Officers of the Organization shall consist of a President, Vice President, Secretary, Treasurer and Controller. In addition there will be a variety of functional positions, such as determined by the Board for the Organization.

Section Two. The term of office for the Officers shall be from Annual Meeting until Annual Meeting. An Officer shall not serve more than three consecutive terms in the same office.

Note: This section will apply to the terms of office beginning in May of 2005.

Section Three. At the Annual Meeting, the Board shall from its members elect all Officers. The Board may elect such temporary or acting Officers as may be necessary during the temporary absence or disability of any regular Officer.

Section Four. The President shall preside at all Board of Directors meetings and all membership meetings, and by virtue of the office be chairperson of the Board; present at each annual meeting of the Organization an annual report of the work of the Organization; appoint all committees, temporary or permanent with the exception of the Coaches Committee and the Indemnification Committee which shall be appointed by the Board; see that all books, reports and certificates as required by law are properly kept or filed; be one of the Officers who may sign the checks or drafts of the Organization; and have such powers and authority to run the Organization on a day-to-day basis so long as the actions of the President are not inconsistent with a Board vote. The President shall oversee the placement process and recommend coaches to the Board for approval.

Section Five. The Vice President shall in the event of the absence or inability of the President to exercise his or her office become acting President of the Organization with all the rights, privileges and powers as if he or she has been duly elected President.

Section Six. The Secretary shall keep the minutes and records of the Organization in appropriate books; file any certificate required by any statute, federal or state; give and serve all notices to Members of the Organization; be official custodian of the records and seal of the Organization; present to the membership at any meeting any communication addressed to the Secretary of the Organization; submit to the Board any communications which shall be addressed to the Secretary of the Organization; attend to all correspondence of the Organization; and exercise all duties incident to the office of Secretary.

Section Seven. The Treasurer shall have the care and custody of all monies belonging to the Organization; be solely responsible for such monies or securities of the Organization and be one of the Officers who shall sign checks and drafts of the Organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at all meetings of the Board and at the Annual Meeting a written account to include a monthly budget report, a year to date report and a monthly transaction report of the finances of the Organization and such report shall be physically affixed to the minutes of the Board of such meeting; and shall exercise all duties incident to the office of Treasurer.

Section Eight. The Controller shall manage and direct the finances and accounts of the Organization. He or she shall be the fiscal agent of the Organization and, as such, shall be charged with and shall exercise general supervision over all Officers in any manner charged with the receipt, collection or disbursement of all funds and revenues. He or she shall inspect, audit and revise the accounts of the Treasurer and shall submit an annual tax return at the end of each year in the manner provided by law.

Section Nine. No Officer or Director shall for any reason of the office be entitled to receive any salary or compensation including tuition reduction. Nothing herein prohibits any Officer or Director from receiving tuition reduction or forgiveness on a basis of need.

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Section Ten. Except as specifically provided in these By-laws, in order to avoid the appearance of a conflict of interest, no Director may serve as more than one Officer at any given time.

ARTICLE SEVEN - FISCAL MANAGEMENT

Section One. The Executive Committee, consisting of the Organization's Officers, President, Vice President, Secretary, Treasurer and Controller, shall prepare and the Board shall adopt prior to each June 30, an estimated annual budget for the upcoming Hockey Season (the "Annual Budget"). Included in this Annual Budget shall be the following:

- (a) the estimated cost of operating the Organization for the next Hockey Season; and
- (b) the projected revenues for the Organization for the next Hockey Season, including an estimated annual tuition payment for each player participating in the Organization's Programs during the next Hockey Season and a proposed fundraising goal for the next Hockey Season.

Section Two. The President and the Treasurer have the power to expend the Organization's funds, provided such expenditures are consistent with the Annual Budget and other motions approved by the Board. The Treasurer shall report on expenditures made by the Organization to the Board at each regularly scheduled Board meeting.

Section Three. The books and accounts of the Organization shall be kept under the direction of the Treasurer. At the request of any Director, the Treasurer shall produce for review the books and financial records of the Organization within seven days of the request.

Section Four. At the close of each Fiscal Year, the books and records of the Organization shall be examined, reviewed and, if requested by a majority of the Board, audited by an independent audit by a certified public accountant of the Board's choosing. The President of the Organization shall cause the Treasurer to annually prepare a full and correct statement of the financial affairs of the Organization for the preceding Hockey Season, which upon completion shall be submitted to the Board and thereupon placed in the official records.

ARTICLE EIGHT - MISCELLANEOUS

Section One. These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than a two-thirds majority of Members in good standing, present and voting at the Annual Meeting or any Special Meeting held for that purpose.

Section Two. Unless otherwise provided for in the Articles of Organization or these Bylaws, for any meeting of the Members, the Board or any committee formed by the Board, a majority vote shall mean the votes of one more than fifty percent (50%) of the Members, Directors, or committee member's present at the respective meeting. For purposes of any of the aforementioned meetings, all Members, Directors or committee members must be present at the meeting to vote.

Section Three: No coach, volunteer, team parent or Member of the Organization shall receive any tuition reduction for any reason other than financial need.

Section Four: The Organization shall have a Coaches Committee, nominated by the President and appointed by the Board. The Coaches Committee shall:

- (a) Act as a liaison among coaches, players, parents and the Board;

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- (b) Conduct disciplinary hearings according to Mass/USA Hockey guidelines. Should a Disciplinary hearing be required; the Coaches Committee members shall serve as the Disciplinary Committee. One other Director, who is appointed by the President and not an Officer, shall serve as the non-voting moderator of the disciplinary hearing;
- (c) Discuss any allegation brought to the President, the Board, or any committee member and report to the Board on the status of the allegation at each monthly Board meeting until its conclusion. If appropriate, these reports shall be delivered in Executive Session.

All Officers, Directors and Coaches shall report all allegations of impropriety by players, coaches, Directors or parents relating to the operation of the Organization to the President and the Chairperson of the Coaches Committee within 24 hours. The President and the Coaches Committee will determine if an allegation of impropriety relates to the operation of the Organization.

The Coaches Committee shall consist of three Directors. Reasonable efforts will be made to select a Coaches Committee with at least two members who are not head coaches in the current Hockey Season.

The Coaches Committee shall elect a Chairperson.

One member of the Coaches Committee (not necessarily the Chairperson) shall serve as the Organization's Association Coaching and Education (ACE) Coordinator. The ACE Coordinator shall:

- (a) Communicate coaching certification requirements;
- (b) Ensure compliance with USA Hockey coaching requirements;
- (c) Deliver education programs to coaches;
- (d) Ensure that the program is promoting age-specific skill development (e.g., cross ice hockey for Mites);
- (e) Plan, organize and execute periodic skills workshops for coaches;
- (f) Evaluate practice sessions and provide feedback to coaches;
- (g) And, in conjunction with the President, the ACE Coordinator shall oversee the placement process and recommend coaches to the Board for approval.

Section 5: The organization can not refuse to register a player who resides in our organization's geographic boundaries for any reason other than:

- 1. Arrears of financial obligations to this program or another Association/Program;
- 2. Player has been subject to disciplinary action by Association, League or Mass Hockey;
and
- 3. No space available.

The organization may define "no space available".

ARTICLE NINE – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section One. Definitions:

- (a) "Covered Person" means an individual: (1) who is a present or former Director or Officer; and (2) who by reason of said position was, is, or is threatened to be made a party to a proceeding.

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- (b) "Proceeding" includes any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and any claim which could be the subject of such a proceeding.
- (c) "Disinterested Director" means a Director who is not a party to the Proceedings in questions.
- (d) "Expenses" means liabilities, including but not limited to amounts paid in satisfaction of judgments, in compromises or as fines or penalties, and expenses, including reasonable legal and accounting fees.

Section Two. Actions in Name of the Organization

The Organization shall indemnify any Covered Person to the extent legally permissible against all Expenses incurred in connection with the defense or disposition of any Proceeding by or in the name of the Organization or any Director or Officer in his or her capacity as such if a reasonable determination is made, based on a review of the readily available facts but without special investigation, that the Covered Person acted in good faith, and in the reasonable belief that his or her action was in, or not opposed to, the best interest of the Organization, and with respect to any criminal action or Proceeding, had no reasonable cause to believe that his or her conduct was unlawful. Such determination shall be made by:

- (a) the vote of a majority of Disinterested Directors;
- (b) a special litigation / indemnification committee of the Board appointed by the Board; or
- (c) independent legal counsel in a written opinion.

Section Three. Presumptions upon Termination of Proceeding.

The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a Covered Person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, or, with respect to any criminal Proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section Four. Indemnification Not Exclusive

The right of indemnification provided shall not be exclusive of or affect any other rights to which any such Covered Person may be entitled.

Section Five. Insurance

The Organization may purchase and maintain insurance on its behalf and on behalf of any Covered Person against any liability by him or her in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under these provisions.

Section Six. Indemnification of Selected Others

Except as the articles of organization or by-laws otherwise indicate, indemnification of any persons who are not Directors of the Organization may be provided by it to the extent authorized by the Directors. Such indemnification may include payment by the Organization of expenses incurred in defending a civil or criminal action or Proceeding in advance of the final disposition of such action or Proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section which undertaking may be accepted without reference to the financial ability of such

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person to make repayment. Any such indemnification may be provided although the person to be indemnified is no longer an Officer, Director, employee or agent of the Organization or of such other Organization or no longer serves with respect to any such employee benefit plan.

Section Seven. Limitations on Indemnification

No indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any Proceeding not to have acted in good faith in reasonable belief that his or her action was in the best interests of the Organization or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. The absence of any express provision for indemnification shall not limit any right of indemnification existing independently of this section.