

**BY-LAWS
OF
BURLINGTON AMATEUR HOCKEY ASSOCIATION, Inc.**

ARTICLE I ARTICLES OF THE ASSOCIATION

Section 1.1 Name. The name of this Organization shall be Burlington Amateur Hockey Association, Inc. ("BAHA") and/ or (the "Association") and its principal office and Registered Agent may change from year to year and shall be properly reflected in the Biennial Report for Non-profit Organization as filed with the Vermont Secretary of State.

Section 1.2 Purpose. The Association's purpose is to provide and promote amateur youth hockey to the surrounding Burlington, Vermont areas.

Section 1.3 Not for Profit Status. Notwithstanding any other provisions of these articles, the Associations shall be a Vermont not for profit corporation, operating as provided in the Articles of Associations as filed with the Vermont Secretary of State, intended to be an Affiliate Association of the Vermont State Amateur Hockey Association (VSAHA) and USA Hockey, Inc, and shall not carry on any activities not permitted to be carried on by an organization exempt for Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue law.

Section 1.4 USA Hockey and VSAHA Preeminence. The Association, an Affiliate Association of VSAHA which is an Affiliate Association of USA Hockey, Inc., shall abide by the Articles of Incorporation, By-laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey and such documents shall take precedence over and supersede all similar governing documents and/or decisions of BAHA. Further, BAHA shall: assist USA Hockey, Inc. and VSAHA in the administration and enforcement of the provisions of the By-laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, Inc., within and upon its members and/or within its jurisdiction and (b) agrees to be guided by the Core Values of USA Hockey, Inc.

ARTICLE II MISSION OF THE ORGANIZATION

Section 2.1 Promote USA Hockey's Core Values. Promote USA Hockey's Core Values under the State level guidance of the Vermont State Amateur Hockey Association (VSAHA). The Core Values are: Sportsmanship, Respect for the Individual, Integrity, Pursuit of Excellence of Individual, Team and Organization, Enjoyment, Loyalty and Teamwork.

Section 2.2. Objectives. (a) To make every possible attempt to provide everyone, at all skill levels, with a place to play. (b) To provide programs that encompass fairness to all participants, promote fair and safe play, and teach sportsmanship. (c) To permit volunteers, including coaches, in

the community who demonstrate qualities conducive to being role models to the youth, in the sport of hockey. (d) To support programs that train and educate players, coaches, parents, officials, and volunteers. (e) To partner with parents by practicing open communication through parent meetings as well as by being available to answer questions and address problems throughout the season. (f) To promote and publicize our programs and to seek out financial support when possible.

ARTICLE III MEMBERS OF THE ASSOCIATION

Section 3.1 Members at Large. Membership in the Association shall include: registered players; their parents or guardians; coaches; referees; and the Board of Directors.

Section 3.2 Player Code of Conduct. Players must sign and adhere to the BAHA Player Code of Conduct as established in the BAHA Handbook. Any misconducted outlined in the Player Code of Conduct will be directed to the Disciplinary Committee for review.

Section 3.3 Parent Code of Conduct. Parents must sign and adhere to the BAHA Parent Code of Conduct as established in the BAHA Handbook. Any misconducted outlined in the Parent Code of Conduct will be directed to the Disciplinary Committee for review.

Section 3.4 Coach Code of Conduct. Coach must sign and adhere to the BAHA Coach Code of Conduct as established in the BAHA Handbook . Any misconducted outlined in the Coach Code of Conduct will be directed to the Disciplinary Committee for review.

Section 3.5 Voting Members. Members who are at least 18 years of age shall be considered voting members and shall be entitled to one vote each during the Annual Meeting on all issues raised at the Annual Meeting, including election of the Executive Board. Voting for the annual meeting shall be made available two weeks prior to the Annual meeting via online or in person ballot. Member(s) may be denied continued membership privileges by a vote of two-thirds majority of the Board. Said member (s) will be notified in writing by the Secretary of the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers. All Association powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors.

Section 4.2 Executive Board. The five (5) Officers of the Executive Board shall be President, Vice President of Travel, Vice President of House, Secretary, and Treasurer. The Executive Board Officers shall be elected by the voting members during the annual Meeting and shall serve for one (1) year, unless the Officer resigns or said term is sooner terminated by the Board as set forth in Article IV Section 4.9, Officers may serve successive one-year terms and shall serve without compensation.

(a) President. Shall preside at all meetings of the membership and of the BAHA Board; enforce the rules and regulations of the current BAHA By-laws and Handbook, sign contracts, leases, deeds and also notes and other evidences of indebtedness upon approval of the Board; shall sign checks; shall call Association and Board meetings; shall ensure all Board members are fulfilling the responsibilities of their positions and works with the board members to achieve the mission of BAHA and optimize the relationship between the board and all members of the organization; shall have general supervision of affairs and communications of the association with its members. President shall not also be a Head Coach of any team of the Association while serving as Association President.

(b) Vice President of Travel. Shall assist the President in the discharge of his/her duties, and in the absence of the President, shall assume his/her duties and officiate in his/her stead; in addition shall serve as Director of the Travel Program. The Vice President of Travel shall bring additional authority, responsibility, and accountability to the Travel level. He/she shall coordinate and oversees tryouts, shall enforce the duties of Coaches, Team Parents, and/or Managers of all Travel Teams. He/she shall support the President and Board with additional or new tasks and issues that may arise.

(c) Vice President of House. Shall assist the VP of Travel in the discharge of his/her duties and in his/her absence shall assume his/her duties and officiate in his/her stead. The VP of House shall bring additional authority, responsibility, and accountability to the House Program at BAHA. He/she shall coordinates and oversees the duties of Coaches, Team Parents and/or Managers of all House Teams. He/she shall work to meet the developmental needs of the teams and players, maintaining constant communication with Coaches and Parents, as well as maintaining and confirming Game and Practice Schedules.

(d) Secretary. Shall be responsible for posting and sending reminder message to the board and the association members as to the date/time of monthly meetings. For the meeting, he/she shall prepare the monthly agenda, takes detailed minutes, touch base as to previously discussed matters, issues, concerns, events, etc. along with assisting the president and other board members with additional tasks.

(e) Treasurer. Shall be responsible for the BAHA financials, preparing monthly budget updates to the board, and maintaining on a day to day basis, all money taken in and issued out. He/she shall be responsible for issuing checks to Leddy for Ice, Referees, Tournament Sites, Vendors, etc. He/she shall work with accountant to ensure tax returns are filed in a timely manner.

Section 4.3 Appointed Officers of the Board. The thirteen (13) Appointed Officers of the Board of Directors shall consist of Director of Operations, Communications and Website Director, Registrar, Ice Coordinator, Tournament Director, Coaching Director of Travel (ACE), Coaching Director

of House, Equipment Coordinator, Fundraising Coordinator, Girls Program Director, State Representative, Past President and Head Referee. The Appointed Officers are appointed by Executive Board members and shall serve for one year unless the Officer resigns or said term is sooner terminated by the Board of Directors set forth in ARTICLE IV Section 4.9. Appointed Officers may serve successive one-year terms and shall serve without compensation.

Section 4.4 Creation of Committees. Appointed Officers may create committees and appoint any members of the Association to serve on them. The Board of Directors shall appoint the Chair for each committee. Committee membership shall be reviewed and approved by the Board of Directors at least once annually and members of any committee may be removed by the Board of Directors by a majority vote of the Board of Directors and a meeting at which a quorum is present. Each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee; provided, however, a committee may not: (i) authorize distributions; (ii) fill vacancies on the Board of Directors or on any of its committees; (iii) amend the articles of incorporation pursuant to the authority of the Board of Directors; or (iv) adopt, amend, or repeal By-laws.

Section 4.5 Standing Committees. Standing committees shall be established by the Board of Directors as needed and shall include at a minimum of an Executive Committee.

(a) Disciplinary Committee. The Disciplinary Committee shall consist of at least five committee members appointed annually. The Disciplinary Committee members shall not be current members of the Association. The role of the Disciplinary Committee shall be to review all player, coach, parent or team disciplinary issues as outlined in the BAHA Handbook. Disciplinary action against an Association member shall be fair and consistent with those rules and regulations outlined in the Association Handbook, and without regard to the player's importance to his/her team or the Association. The decision of the Disciplinary Committee shall be submitted as a recommendation to the Board of Directors. The Executive Board shall make the final and binding decision on all Disciplinary issues.

(b) Board Resource Committee. The Board Resource Committee shall identify and nominate individuals for elections to the Board of Directors.

Section 4.6 Annual Meeting and Regular Meetings of the Board of Directors. The Annual Meeting of the Board of Directors shall be held each year during the Month of February at a location as designated in the notice of meeting. Notice of the annual meeting shall be given to all members of BAHA at least (30) days prior to the Annual meeting via email and by posting on the BAHA website. All regular meetings of the Board of Directors shall be given to all Officers of the Board of Directors at least five (5) days prior to the meeting via email. Regular meetings of the Board of Directors shall be held monthly and no less than ten (10) times per year.

Section 4.7 Special Meeting of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the President, by any Executive Board member or by any three (3) appointed Officers. Notice of any special meeting of the Board of Directors shall be given to all Directors at least two (2) days before the meeting either orally or in writing.

Section 4.8 Director Quorum. A majority of the number of officers of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.9 Removal of Officers. The Board of Directors may remove one or more Officers (with or without cause) at a meeting called for that purpose, if proper notice has been given that a purpose of the meeting is such removal with a vote by the majority of the Executive Board. In addition, any Officer who has more than three (3) consecutive absences may be removed from the Board of Directors by a vote of the majority of the Board of Directors.

Section 4.10 Board of Director Vacancies. If a vacancy occurs on the Board of Directors, the Board may immediately fill the vacancy. The term of an Officer elected to fill a vacancy expires at the end of the term of the Officer he/she is replacing.

Section 4.11 Conflict of Interest. A matter in which an Executive or Appointed member of the Board of Directors has a conflict of interest may be reviewed by the Board of Directors if the interest is disclosed to the Board of Directors, and the member with the conflict of interest does not participate in any discussion of the matter nor cast a vote with respect to the matter.

ARTICLE V INDEMNIFICATION OF OFFICERS OF THE BOARD OF DIRECTORS

Section 5.1 Indemnification. The Association shall indemnify any individual made a party to a proceeding because he/she is or was an Officer of the Association, to the fullest extent permitted by Vermont law, provided that the Officer met the standards of conduct set forth in BAHA's Codes of Conduct in Article III, and only to the extent that the status of the Association as a 501 (c)(3) tax exempt organization is not affected thereby.

ARTICLE VI FISCAL YEAR

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

ARTICLE VII WAIVER OF NOTICE

Section 7.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Vermont Nonprofit Corporation Act (Title 11B VSA) or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the

person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII GENERAL CORPORATION LAW

Section 8.1 General Corporation Law. Unless specifically covered herein, the affairs of the Association shall be governed by the Vermont Nonprofit Corporation Act (Title 11B VSA).

ARTICLE IX RULES OF ORDER

Section 9.1 Rules of Order. Robert's Rules of Order, Newly Revised shall govern the conduct of all meetings by the Board of Directors, and all committees of the Association, unless inconsistent with these By-laws, which shall prevail.

ARTICLE X AMENDMENT OF THE BY-LAWS

Section 10.1 Amendments. The Association's Board of Directors may amend or repeal the Associations' By-laws by a vote of two-thirds of the Officers of the Board of Directors at the time the amendment is adopted.

Section 10.2 Notice. The Association shall provide (30) day notice of any meeting of the Board of Directors at which a By-laws amendment is to be voted on. The notice shall state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the By-laws and contain a copy or summary of the amendment.

ARTICLE XI DISSOLUTION

Section 11.1 Dissolution. Upon dissolution of this Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for youth amateur hockey purposes shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, as the Board of Directors shall determine.

Adopted July 10, 2017 by the BAHA Board of Directors

Certified by the Secretary of the Association