

**Bylaws of
Central Vermont Youth Hockey Association, Inc.
A Vermont Nonprofit Corporation**

Article I - Offices and Purpose

1. The office of the Corporation shall be located in the City of Montpelier, Vermont.
2. The Corporation may also maintain offices at such other places within the United States as the Board of Directors may, from time to time, determine.
3. The business purpose of the Central Vermont Youth Hockey Association, Inc., which is the successor organization to four Vermont youth hockey programs (Barre Youth Sports Association, Northfield Amateur Hockey Association, Harwood Youth Hockey Association, and Central Vermont Skating Association), is to promote youth hockey in central Vermont by providing opportunities for youth in the combined geographic area of these four organizations, and to utilize all four local rinks (Waterbury Ice Center, B.O.R., CVMCC and Kreitzberg Arena) to the greatest extent possible.
4. The Central Vermont Youth Hockey Association, Inc. shall adopt the team name of "The Black Bears" and may take "Black Bear Hockey, "The Black Bears," "Black Bears," and similar variations as their trade name, officially with the Vermont Secretary of State and informally on team products and advertising.
5. The Corporation is a member association in good standing of the Vermont State Amateur Hockey Association ("VSAHA"), the USA Hockey affiliate for the state of Vermont, and of USA Hockey, Inc. ("USA Hockey"). The corporation shall register its teams, players, coaches, and other participants with USA Hockey through VSAHA, as required by the current VSAHA and USA Hockey annual guides, bylaws, rules, and policies, as they may be amended from time to time.
6. The Corporation hereby adopts and agrees to be bound by all applicable bylaws, rules, regulations, and policies of VSAHA and USA Hockey, including, without limitation, their annual guides, registration rules, playing rules, disciplinary policies, and safety requirements. In the event of any direct conflict between these bylaws and the bylaws or rules of VSAHA or USA Hockey on matters of player eligibility, rosters, discipline, or game-related rules, the VSAHA or USA Hockey bylaws or rules, as applicable, shall govern to the extent of such conflict. In the event that VSAHA and USA Hockey bylaws or rules or conflict, the policies of USA Hockey shall govern.

Article II – Members

1. Class of Members: The Corporation shall have one class of members. Any adult person or a parent/guardian of a minor participating in a program offered by the Corporation and paying the prescribed fee, therefore, shall be a member of the Corporation for the year (April 1 -March 31)in which such program is offered.
2. Membership in the Corporation shall be offered to non-participating persons and entities upon payment of annual dues to be established from time to time by the board of directors.
3. Voting Rights: Each member, regardless of the number of corporation programs in which

he or she participates, shall be entitled to one vote on all matters submitted to the membership.

4. As a condition of membership and participation in any program of the corporation, each member, player, coach, volunteer, and team shall comply with all applicable policies and rules of the Corporation, VSAHA, and USA Hockey, including but not limited to registration requirements, codes of conduct, zero tolerance, background screening, and SafeSport or any other current safety program. Failure to comply may result in disciplinary action in the form of a suspension from the organization, removal from membership or participation, or as determined by the Board of Directors.
5. The Corporation may deny or condition membership, registration, or participation where a member or participant is not in financial good standing with the Corporation or is listed on the VSAHA Outstanding Debt List, consistent with VSAHA policy.

Article III - Meetings of Members

1. Annual Meeting: An annual meeting of the members shall be held during the first four months of the calendar year, at a date, time, and place to be designated by the Board of Directors at least thirty days in advance, for the purpose of electing Directors and for the transaction of such business as may come before the meeting.
2. Special Meetings: Special meetings of the members may be called by the President, five members of the Board of Directors, or not less than one-tenth of the members.
3. Place of Meeting: The Board of Directors shall designate any place within Washington County as the place of meeting for any Annual Meeting or for any Special Meeting called by the Board of Directors; but if all of the members shall meet at any time and place, within Washington County, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken which is within the authority of the membership.
4. Notice of Meetings: The Notice of Meeting shall define the place, day, and hour of any meeting of its members. The Notice of Meetings shall be prepared such that the notice is advertised and distributed with the same electronic system used for the registration of current players and their families. The Notice of Meeting shall be sent to the email of record for each registrant's parent or guardian; on the website for the organization; and at the option of the Board, via other social media outlets. Notice shall be given not less than five days nor more than fifteen days before the date of such meeting, by or at the discretion of the President, the Secretary, or the officers or persons calling the meeting.

In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. In lieu of said foregoing notice, the President or the Directors, or the Secretary may, in the alternative, send written notice by mail to each member. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

5. Quorum: The members holding one-tenth of the votes that may be cast at any meeting shall constitute a quorum at such a meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.
6. Proxies: At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy

shall be valid after eleven months from the date of its execution.

Article: IV- Board of Directors

1. **General Powers:** The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be residents of the State of Vermont and members of the Corporation.
2. **Number, Tenure, and Qualifications:** The number of Directors shall be no more than NINE (9). Each director shall hold office for the following terms:
 - a) **Initial Terms:** Beginning at the adoption of these Bylaws, and for the 2022-2023 hockey season, the membership shall consist of the following:
 - (1) Two members shall be from the Northfield Amateur Hockey Association (NAHA)
 - (2) Two members shall be from the Harwood Youth Hockey Association (HYHA)
 - (3) Two members shall be from the Central Vermont Skating Association (CVSA)
 - (4) Three members shall be from the Barre Youth Sports Association (BYSA)
 - b) **Proceeding Terms:** Beginning with the Annual Meeting held in the spring of 2023, any Board positions that shall become open shall be open for nomination and vote without limit as to the geographic residency or former membership of the nominated parent or guardian.
 - (1) All newly elected Board members shall serve a **three-year term**, starting from their election.
 - c) Thereafter, Directors shall be elected annually in the number and sequence herein established. Notwithstanding the foregoing, a Director shall hold office until his or her successor has been elected and qualified.
3. **Regular Meetings:** A regular Annual Meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the Annual Meeting of the members. The Board of Directors may provide by resolution the time and place, within Washington County, for the holding of additional meetings of the Board without other such notice than such resolution.
4. **Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings may determine any place within Washington County as the place for holding any special meeting of the Board of Directors called by them.
5. **Notice:** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by personal notice given over a telephone, or, in the alternative, at the Secretary's discretion, by written notice sent to the address of the Director, appearing in the records of the Corporation. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of such meeting, unless specifically required by law or by the Bylaws.
6. **Quorum:** A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
7. **Manner of Acting:** The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
8. **Replacement of Directors:** Any elected Board member who misses three consecutive

meetings may be replaced at the pleasure of the majority of the Board.

9. Vacancies: Any vacancy occurring among the elected Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
10. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum for expenses of attendance, if any, may be allowed for attendance, at each regular or special meeting of the board; but nothing herein contained shall be constructed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.
11. Informal Action by Directors: Any action required or permitted by law to be taken at a meeting of Directors or any board or committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, board, or committee.
12. Telephonic Meetings: To the extent permitted by law, the Board of Directors or any committee may transact any lawful business by means of telephonic equipment or other electronic means, including online platforms, as long as the choice of platform does not limit meaningful participation from any Board member or other participant respectfully participating or observing the meeting, and reasonable alternatives are provided to the extent practical, and provided that a record thereof be maintained by the Secretary.
13. Chairman: In all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside, and in his absence, a Chairman chosen by the Directors shall preside.
14. Committees: The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members or the members of the Corporation, an Executive Committee, a Building Committee, and such other committees, and alternate members thereof, as they deem desirable, each consisting of three or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.
15. Purchase and Sale of Assets: No purchase, sale, lease, exchange, mortgage, pledge, or other disposition of the capital assets of the Corporation shall be effective unless adopted by affirmative vote of three-quarters of the Board of Directors and thereafter approved by affirmative vote of the members in the manner provided by law.

Article V - Powers to maintain affiliate and national compliance

1. The Board of Directors shall have the authority to take all actions reasonably necessary to maintain the corporation's status as a member association in good standing with VSAHA and USA Hockey, including but not limited to:
 - (a) adopting policies required or recommended by VSAHA or USA Hockey;
 - (b) ensuring that all teams, players, coaches, and volunteers are properly registered;
 - (c) enforcing discipline and suspensions imposed by VSAHA or USA Hockey; and
 - (d) Cooperating with any investigation or hearing conducted by VSAHA or USA Hockey.

Article VI- Officers

1. Officers: The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary,

and a Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

2. Election and Term of Office: The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New Directors may be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.
3. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. Any Director may be removed from office for cause, including but not limited to failure to perform required duties, misconduct, or violation of policies, by a two-thirds (2/3) vote of the remaining Directors. Prior to removal, the Director shall be given written notice of the reasons and an opportunity to respond to the Board.
6. President: The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she may sign, with the Secretary or other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. In cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation, and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall also serve as or appoint the primary liaison to VSAHA and USA Hockey for purposes of registration, governance, and compliance, unless the board designates another officer or director to fulfill that role.
7. Vice President: In absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their elections) shall perform the duties of President, and when so acting, shall have all powers of and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.
8. Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of the Bylaws, and in general perform all the duties incident to the office of Treasurer and

such other duties as from time to time may be assigned to him by the President or the Board of Directors.

9. Secretary: The Secretary shall keep the minutes of the members and of the Board of Directors in one or more books or electronic media provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation and see that the corporate seal is affixed to all documents, the execution of which on behalf of the Corporation tender its seal is duly authorized in accordance with the provisions of these Bylaws, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Article VII-- Contracts, Checks, Deposits, and Funds

1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance.
2. Checks, Drafts, etc.: All checks, drafts, or orders for the payment of money notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two Officers of the Corporation who shall not be the Treasurer of the Corporation.
3. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
4. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.
5. Fiscal Year: From time to time, the Board of Directors shall designate the fiscal year of the Corporation.
6. Policies required by governing bodies: The Board of Directors is authorized to adopt and maintain written policies, including but not limited to conflict of interest, confidentiality, whistleblower, internal payment, record retention, and logo/brand use policies, which shall be at least as protective as any corresponding policies adopted by VSAHA or USA Hockey applicable to member associations. Directors and officers shall comply with such policies and, when required by the board, shall annually acknowledge their receipt and understanding of them.

Article VII -- Certificate of Membership

1. Certificate of Membership: The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new

certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine. The membership record maintained by the Secretary shall be deemed conclusive as to voting eligibility, regardless of the membership certificates

Article IX -- Amendments to Bylaws

1. These Bylaws may be altered, amended, or repealed, and new bylaws or amendments may be adopted by an affirmative vote of SEVEN (7) Directors, subject to approval by vote of the members at an annual or special meeting called for such purpose.
2. Any amendment that would cause these bylaws to be inconsistent with the bylaws or governance requirements of VSAHA or USA Hockey shall not be effective unless and until the corporation remains or is again in good standing with those organizations, and the board of directors shall use reasonable efforts to avoid such inconsistency.

These bylaws were further amended and restated by the Board of Directors and approved by the members on February 11, 2026.

Black Bears Historical Context:

These Bylaws were adopted at a duly warned special meeting of the Board of Directors of the Central Vermont Skating Association held on the 22nd day of July, 2022. Contemporaneously with this meeting, the hockey program of the Barre Youth Sports Association, Northfield Amateur Hockey Association, and Harwood Youth Hockey Association, ceased their corporate activities and merged into Central Vermont Skating Association, upon the condition that Central Vermont Skating Association accept, include and serve the existing and future players and families of Friends of Harwood Hockey, Inc. d/b/a HYHA, Northfield Amateur Hockey Association, and Barre Youth Sports Association and those from around their geographic regions and adopt certain Bylaws changed as reflected herein.

CVSA Historical Context:

Approved at a duly noticed special meeting of the Board of Directors held on the 19th day of July, 1994.

Amended at a duly warned special meeting of the Board of Directors held on the 26th day of January, 2000, and by the Members of the Corporation at a duly noticed annual meeting of the members held on April 2000.

These bylaws have been amended by the Members of the Corporation at a duly noticed annual meeting of the members held on April 28, 2005.