

BYLAWS OF FINGER LAKES REGIONAL HOCKEY ASSOCIATION, INC.

1 ORGANIZATION.

1.1 The name of the corporation is Finger Lakes Regional Hockey Association, Inc. (the "Corporation").

1.2 The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of section 102 (Definitions) of the New York Not-for-Profit Corporations Law (the "Law").

1.3 The certificate of incorporation of the Corporation was filed with the New York State Secretary of State on June 9, 2015.

1.4 The Corporation is a charitable corporation under section 201 of the Law.

1.5 The Corporation shall have members.

1.6 The Corporation is an affiliate of the New York State Amateur Hockey Association, Central Section, which is an affiliate of USA Hockey under the Amateur Sports Act of 1978 as amended, and hereby acknowledges the indemnification provisions of USA Hockey and its affiliates as set forth in its Affiliate Agreement.

2 CORPORATE PURPOSES.

2.1 The purposes for which the corporation is formed are to:

2.1.1 expose youth in the area of Lansing, New York and surrounding communities to the game of ice hockey and particularly to instill in them the highest degree of good sportsmanship, respect for the individual, integrity and teamwork

2.1.2 conduct funding-raising activities such as acceptance of contributions, corporate sponsorships, tournaments and in-kind ice time commitments in support of the above;

2.1.3 provide amateur youth athletes an equal competitive opportunity taking into account ability and physical sizes; and

2.1.4 offer athletes, coaches, trainers, managers, administrators and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

2.2 The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.3 No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or the State of New York or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as “prohibited” under Section 503 or Section 504 of the Internal Revenue Code or the Regulations promulgated thereunder, as these may exist from time-to-time. Notwithstanding any other provisions of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 503 and Section 504 of the Internal Revenue Code and the Regulations promulgated there under, as these now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and the Regulations promulgated there under, as these now exist or as they may hereafter be amended. The Corporation shall maintain a Conflict of Interest Policy, in its Policy and Procedures Manual, which requires, among other things, annual disclosure by directors.

2.4 In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

3 OFFICERS AND BOARD MEMBERS.

3.1 The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of New York, shall be and are hereby be vested in and shall be exercised by the Board.

3.2 The number of Officers and Board members shall be fixed from time-to-time by the Board of Directors but shall consist of no less than three (3) nor more than seven (7). It is the intention of the corporation that members of the Board of Directors not be a parent or grandparent of registered players in the Association.

The names and addresses of the three initial officers, as provided by the certificate of incorporation of the Corporation, are:

<u>Name</u>	<u>Address</u>
Andrew J. Sciarabba	521 Ridge Road Lansing NY 14882

James A. Sciarabba 119 East State St.
Ithaca, NY 14850

Lawrence Young 927 Taughannock Blvd.
Ithaca, NY 14850

3.3 The initial members of the Board of Directors shall serve staggered terms as follows:

Andrew Sciarabba, expiring June 30, 2016;
James A. Sciarabba, expiring June 30, 2015;
Lawrence Young, expiring June 30, 2017.

The initial members of the Board of Directors shall continue in office until their successors shall be duly elected and qualified.

3.4 Successor Officers of the Board shall serve three-year terms.

3.5 The officers of the Board of Directors shall be the President, Vice President, Secretary and Treasurer with duties as follows:

3.5.1 President. The President shall preside at all meetings of the Board and of the Executive Committee. The President shall execute or oversee the appropriate execution of all documents in the name of and on behalf of the Corporation. The President shall render a report at the annual meeting of the Corporation, highlighting activity for the year ending and the outlook for the ensuing year. The President shall be the principal liaison between the Corporation and the New York State Amateur Hockey Association.

3.5.2 Vice President. In the absence or inability of the President to act, the Vice President shall perform the duties and possess and exercise the powers of the President, and shall perform such other duties as may be assigned by the Board.

3.5.3 Secretary. The Secretary shall oversee the keeping of the minutes of all meetings of the Board and of the Executive Committee, so that they are properly recorded and a permanent file is maintained. The Secretary shall when necessary attest to official acts of the Corporation and of the officers of the Corporation.

3.5.4 The Treasurer shall oversee the full and accurate accounting of and for all monies, property, and assets held or received by the Corporation as well as all liabilities and obligations thereof, and shall see to the preparation, execution and filing of such reports including tax returns as may be required of the Corporation.

3.5.5 The officers of the Board shall be elected by the Board, in each case to a three-year term, at

the annual meeting of the Corporation. Board members will be elected to a two year term by the board.

3.5.6 The Board may by majority vote fill any vacancy occurring on the Board, or among the officers, and any officer or board member so elected with hold such position until the next annual meeting.

3.6 Resignation. The resignation of any board member or officer will be effective when received in writing by the President.

3.7 Removal. Any board member or officer may be removed with or without cause by the affirmative vote of two-thirds of all the board members acting at any regular or special meeting of the corporation.

3.8 Meetings.

3.8.1 The Corporation shall hold its annual meeting at the call of the President after March 31 and before May 31 of each year, notice thereof to be given by any reasonable means including but not limited to e-mail or an equivalent.

3.8.2 The Board of directors may hold such other meetings as it may agree, or upon call of the President or of a majority of members of the Board.

3.8.3 Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any board member may waive notice of any meeting. The attendance of a board member at any meeting shall constitute a waiver of notice of such meeting, except where a board member 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, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

3.8.4 The presence, in person or by electronic communication as permitted by the Law, of a majority of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board 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 by-laws.

3.8.5 All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

3.8.6 Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

3.10 Executive Committee.

3.10.1 The Executive Committee of the Board shall be composed of the officers. President, Vice President, Secretary, Treasurer

3.10.2 The Executive Committee shall present a slate of board members and officers to the Board for discussion and election by the Board of directors at its annual meeting.

3.10.3 The Executive Committee shall be empowered to act for and exercise the authority of the Board between meetings, as provided for by the New York Not-for-Profit Corporation Law, except that the Executive Committee shall not have authority:

- 3.10.3.1 to fill vacancies on, or remove board members from the Board or any committee;
- 3.10.3.2 to fix the compensation of officers, board members, or committee members;
- 3.10.3.3 to amend or repeal these Bylaws or adopt new Bylaws;
- 3.10.3.4 to amend or repeal any resolutions of the Board which by its terms is not so amendable or repeal able;
- 3.10.3.5 make capital or operating expenditures above limits, if any, established by the Board;
- 3.10.3.6 to change the number of officers or board members; or
- 3.10.3.7 to authorize indemnification under these Bylaws.

3.11 Compensation. Officers or members of the Board of Directors shall not receive any compensation for their services to the Corporation.

4 MEMBERSHIP

4.1 One parent or legal guardian of players registered with both FLRHA and USA Hockey will be a voting member of FLRHA. Registered players are required to be members in good standing.

4.2 Coaches are considered voting members of FLRHA.

4.3 Voting membership will be determined from player registrations and shall automatically terminate upon failure to re-register.

4.4 Association members shall have the opportunity to:

- Elect persons to the Board of Directors prior of the regular meeting to be held after March 31st and before May 31st each year.

- Vote on proposed amendments to the By-Laws of the Association.

4.5 Candidates for the Board positions will be identified by the nominating Committee chairperson. The persons receiving the highest number of votes to the extent of the number of vacancies shall be elected. In the event of a tie, a runoff election will be conducted. The person with the highest number of votes shall fill a full term position and the person with the lowest number of votes shall be offered by the nominating committee chairperson a position within the board of directors if such a position exist within the 3 to 7 member corporation requirements.

5 Conflict of Interest and Compensation.

5.1 Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

5.2 Definitions.

5.2.1 Interested Person. Any board member or officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

5.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, family or domestic partnership:

5.2.3 An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

5.2.4 A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or

5.2.5 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest; a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

5.2.6 Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

5.3 Procedures

5.3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the officers and board members of committees with governing board delegated powers considering the proposed transaction or arrangement.

5.3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a

conflict of interest exists.

5.4 Procedures for Addressing the Conflict of Interest.

5.4.1 An Interested Person may make a presentation at the board of directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

5.4.2 The chairperson of the governing board of directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

5.4.3 After exercising due diligence, the governing board of directors or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

5.4.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board of directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

5.5 Violations of the Conflicts of Interest Policy

5.5.1 If the governing board of directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

5.5.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board of directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5.6 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

5.6.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board of directors or committee's decision as to whether a conflict of interest in fact existed.

5.6.2 The names of the persons who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the

Proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5.63 Annual Statements. Each board member and officer shall annually sign a statement which affirms that such person: (i) has received a copy of the conflicts of interest policy; (ii) has read and understands the policy; (iii) has agreed to comply with the policy, and (iv) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

5.64 Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits (if any) are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

6 INDEMNIFICATION AND INSURANCE

6.1 To the extent not prohibited by law, the Corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a board member or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation, against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements). Persons who are not officers or board members of the Corporation may be similarly indemnified in respect of service to the Corporation at the request of the Corporation, to the extent that the Board of Directors at any time specifies that such persons are entitled to the benefits of the Article 5.

6.2 The rights to indemnification and reimbursement or advancement of expenses granted by this Article shall continue as to a person who has ceased to be a board member or officer or other person indemnified hereunder, and shall insure the benefit of the executors, administrators, legatees and distributees of such person.

6.3 The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, against any liability asserted against such person and incurred by such person in such capacity.

7 AMENDMENTS

7.1 The certificate of incorporation may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each board member and officer at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.

7.2 All amendments of the Certificate of Incorporation shall require the affirmative vote of an absolute majority of directors then in office.

7.3 The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member not less than 3 days in advance of the meeting at which the amendment is to be voted.

ADOPTION OF BYLAWS

We, the undersigned, being all of the Current officers of this Corporation, consent to, and we hereby do, adopt the foregoing Bylaws, consisting of the eight preceding pages, as the Bylaws of this Corporation, on this day of March 18 , 2019.

Russ Johnson (President)

Jon Parmenter (Vice President)

Shannon Coffin (Secretary)

Patty Nickles (Treasurer)

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