

**BYLAWS
OF
FRIENDS OF HARWOOD HOCKEY, INC
d/b/a Harwood Youth Hockey Association**
(Updated as of 4/30/19)

ARTICLE I

Name, Location and Registered Office

1. Name

The name of the corporation shall be Friends of Harwood Hockey, Inc. with the registered Tradename d/b/a Harwood Youth Hockey Association.

2. Principal Office; Registered Office

The principal place of business/business office of the corporation in the State of Vermont shall be located at:

546 River Road, Waterbury, VT 05676, County of Washington.

The corporation shall have and continuously maintain in the State of Vermont a registered office, and a registered agent whose office is identical.

Such registered office shall be:

Registered Agent: E. Darby Herrington, Esq.

Registered Office: 89 South Main Street, Waterbury, VT 05676

Principal Place of Business/Business Office: 546 River Road, Waterbury, VT 05676

The registered agent and registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Mission Statement

Harwood Youth Hockey Association (HYHA) is a non-profit, 501(c)(3) corporation, which serves the youth of Waterbury, Duxbury, Waitsfield, Warren, Moretown, Hancock and Granville Vermont and surrounding areas. HYHA enjoys an affiliation agreement with the Vermont State Amateur Hockey Association (VSAHA) and USA Hockey. In partnership with parents, coaches, volunteers and the Ice Center of Washington West, we strive to ensure that children are provided a meaningful, enjoyable, challenging and safe hockey experience. We are an athlete-centered organization that places the needs of children first. We give each player the opportunity to participate to the best of their ability and to develop as a young athlete. HYHA promotes an environment that is open and supportive to youth at all levels of interest, ability and economic standing; and regardless of race, gender, sexual orientation or religion.

Together, we nurture the physical and emotional well-being of all members in an environment that fosters and promotes a sense of community. We are guided by the values of good sportsmanship,

honesty, respect for all individuals and personal integrity. HYHA is committed to the long-term growth and development of all levels of developing ice hockey players. Our success will be measured by more children who enjoy playing and participating in hockey in the future.

Core Values

HYHA is built on the below core values:

- Advocate USA Hockey's core values of sportsmanship, Zero Tolerance, respect for individuals, integrity, the pursuit of excellence at the individual, team and organizational levels, enjoyment, loyalty and teamwork. Emphasize that honesty, integrity and fair play go hand in hand with developing playing skills and having fun.
- Provide a fun, safe and rewarding experience for all participants and their families.
- Provide top-quality coaching and playing experience for participants of all levels of ability, from house-level players to traveling team players.
- Encourage members of the organization to be positive ambassadors of HYHA by maintaining, showing and sharing respect for the game and all it encompasses.
- Develop and maintain a positive reputation for HYHA by requiring all participants – players, coaches, parents, volunteers and administrators – to exhibit sportsmanship and behavior that is beyond reproach at all times.
- Implement meaningful girls' hockey initiatives and player development in an effort to grow our girls' program and to foster girls' interest in and love for the game of hockey.
- Attract and retain coaches of the highest personal and professional caliber. Provide ongoing educational opportunities for all coaches.
- Develop and carry out fund-raising programs that meet the financial needs of HYHA.
- Create a scholarship fund and donor program to provide scholarships as needed.
- Acknowledge and appreciate all organizations and individuals who donate financial assistance and volunteer time to support our fund-raising efforts.

ARTICLE III

Friends of Harwood Hockey, Inc - General Members

1. General Membership Eligibility

The corporation shall consist of Players, Coaches, Parents, Administrators and Volunteers actively involved in HYHA. HYHA will serve the general area towns of Fayston, Waterbury, Duxbury, Moretown, Waitsfield, Warren, Hancock and Granville, Vermont. General Members will be represented by HYHA Board of Directors to include a minimum of four (4) Officers. General Members are encouraged to attend meetings and participate in committees as non-voting members.

HYHA may refuse to accept the registration and membership of any participants within its discretion. HYHA may also terminate or release the membership of any players, coaches, parents, administrators and volunteers within its discretion upon a vote by the Board of Directors, with a pro-rated refund, as applicable, paid to the terminated or released member.

2. Board of Directors Membership Eligibility and Election to a Board Member Position

Any General Member eighteen (18) years or older, who has a common interest in the health and wellbeing of the program may be nominated by an existing Board Member for consideration to the Board of Directors. The nominated individual must have evidenced a common interest in the support and operation of a local, grass roots, youth ice hockey program for the benefit of all children served. Said individual must successfully complete a background check and SafeSport Certification within 60 days of election onto the Board. A qualifying member must receive a majority vote of total votes at the Annual Meeting by the existing Board of Directors. (Newly elected Board of Directors - meaning just voted on at the current Annual Meeting, are not entitled to vote until after Board Member elections are complete.) Any person seeking election to the Board of Directors must be present at the Annual Meeting in person. The President may allow for attendance by telephone in special circumstances.

3. Voting Rights

The voting rights of the corporation shall be vested in the Board of Directors. Each Board Member in good standing shall be entitled to one vote when a vote is required. Each Board Member shall also be entitled to one vote to alter, amend or repeal the By-Laws or to amend the Articles of Association and to elect a Board of Directors and Officers at the Annual Meeting or any warned special meeting for that purpose. If an individual holds more than one position, that person may cast only one vote. If two or more individuals co-chair a position, each may cast their own singular vote. If spouses hold voting positions at the same time, only one spouse may vote between them. Proxy voting is prohibited.

4. Online Voting

Online or email voting for regular day-to-day business is acceptable but shall not be used in lieu of the Annual Meeting. The Board Member requesting the vote shall give Board Members 24 hours to respond unless the majority has voted in favor or against an item in less than 24 hours. The Secretary shall maintain records of such votes and present them at the next meeting to be incorporated into the Minutes.

5. Annual Registration Fees

The annual registration fees for members of the corporation shall be as determined by the Board of Directors on or before June 1st of each year.

6. Termination of Membership

The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the Board of Directors, may suspend or expel any General or Board Member for any cause after an appropriate hearing. Any Member so suspended or expelled may be entitled to a prorated refund of registration fees paid for the year in which the suspension or expulsion occurred at the discretion of the Officers of the Board of Directors. All refunds must be requested before the end of that playing season.

Any Member may voluntarily terminate membership by written notice thereof addressed to the Secretary of the Corporation and may be entitled to a prorated refund of registration fees paid for the year in which termination occurred at the discretion of the Officers of the Board of Directors. All refunds must be requested before the end of that playing season.

7. Transfer of Membership

Membership in the corporation is not transferable or assignable.

ARTICLE IV

Meetings of Members

1. Annual Meeting

An annual meeting of the Members of the corporation shall be held in the month of April each year at such time and place the Board of Directors shall designate for the purpose of electing Directors, Officers and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be warned with not less than thirty (30) days' notice.

2. Special Meetings

A special meeting of the Members of the corporation may be called by the President, affirmative vote of the majority of the Board Members, or by 25% of the General Members of the corporation.

3. Place of Meeting

The Board of Directors may designate any place located within Washington County, Vermont as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. In the event all of the Board of Directors shall meet at any time and place, either within or out of the State of Vermont, consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

4. Notice of Meetings

Written or printed notice of meetings stating the place, day and hour of any meeting shall be given to each Member by email or posting on the corporation website or Facebook page at least three (3) days, and not more than sixty (60) days before the date of the meeting.

5. Action without Meeting

Any action required by law to be taken at a meeting for the Board of Directors, or any given action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document files with the Secretary of State under 11 V.S.A., Chapter 19.

6. Quorum

The presence of 2/3 Members entitled to cast votes at any meeting shall constitute a quorum, the amendment of the By-Laws or the amendment of the Articles of Association of the corporation or for the transaction of such business as may come before the meeting.

7. Proxy Voting

No Member is entitled to vote by proxy. Email voting as necessary shall be allowed per Article III, subsection 4.

8. Manner of Acting

If the requisite quorum of Board of Directors is present for the consideration of a matter at any meeting of the membership, the majority of votes of those Board of Directors who are present and who are entitled to vote on such matters shall be necessary for the adoption or passage of such matter.

ARTICLE V

Board of Directors

1. General Powers

The affairs of the corporation shall be managed by its Board of Directors who shall have the powers and duties necessary or appropriate for management of the affairs and property of the corporation. All powers of the corporation, to the extent permitted by law, shall be vested in the Directors.

2. Qualifications

A Director must be a Member of the corporation and a resident of the State of Vermont. The number of Directors shall be a minimum of seven (7) but not more than eleven (11). The terms of the Office of Directors shall be as follows

- a) Four Directors shall have a 3-year term each
- b) Three Directors shall have a 2-year term each
- c) Any additional Directors shall have a 1-year term each

Each Director shall hold office until the end of their terms at the next annual meeting of Members.

3. President, Vice President, Secretary and Treasurer

At the annual meeting of the Members, the Board of Directors may elect from among its newly elected Board Members a President (and co-chair, if applicable), Vice President (and co-chair, if applicable), Secretary and Treasurer as Officers of the corporation.

4. Annual Meeting; Regular Meetings; Frequency

An annual meeting of the Board of Directors shall be held at the same place as the annual meeting of members. The Board of Directors may provide by resolution a time and place, either within or without Washington County, for the holding of additional regular meetings of the Boards without other notice than such resolution, provided however, that the Board of Directors shall meet at least once during each calendar quarter.

5. Special Meetings

Special Meetings of the Board of Directors may be called by, or at the request of, a President or Vice President, and shall be called by the President or Secretary of the Corporation upon the written request of any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without Washington County, as the place for holding any special meeting of the Board called by them. All Board Members must be notified with at least 24 hours' notice of all special or emergency meetings.

6. Notice

Notice of any special meeting of the Board of Directors shall be given to all Board of Director Members at least three (3) days before the date of the meeting, by email or posted on the

corporation website or Facebook page. The business to be transacted at and the purpose of, any regular or special meeting of the Board needs be specific in the notice. In the case of an emergency, a President shall make every attempt to notify the membership of any emergency meeting by posting the meeting on the corporation's website.

7. Attendance

Directors are expected to make a good faith effort to attend all meetings. Any member of the Board of Directors who in a period of 12 months (between Annual Meetings) fails to attend more than two (2) meetings unexcused, or fails to attend three (3) consecutive meetings (whether excused or unexcused) shall be considered remiss and neglectful of duty and may, by action of the Board of Directors, be removed from office. A member missing a meeting due to an emergency shall be considered excused, or if due to a work-related or family-related conflict shall be considered excused if approved by the President.

7. Quorum

One more than half of the total number of Board Members shall constitute a quorum for the transaction of any business at any meeting of the Board. If less than a quorum of Directors is present at said meeting, a majority of the Directors may adjourn the meeting without further notice.

8. Action of the Board

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the corporation. Any action consented to shall be valid and inserted in the minute book for record.

9. Committees

The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors. Committees shall have and exercise all of the authority of the Board of Directors, as and to the extent provided by such resolution.

10. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term or his or her predecessor in office.

11. Compensation

Directors shall not receive any stated salary or compensation for their services, to include discounts or exclusion on registration fees for players and fundraising requirements. Directors or Members may receive reimbursement for preapproved personal funds spent with a request to be voted on by the remaining majority of the Directors and a receipt for such expenditures is required.

12. Informal Action by Directors

In the day to day operation or in case of emergency, the President(s) in conjunction with the Vice President(s) may take any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if it is in the

best interest of the corporation. The President(s) and Vice President(s) will make every effort to report the action to the remaining Members of the Board within three business days.

ARTICLE VI

Officers

1. Officers

The officers of the corporation shall be President, Vice President, a Treasurer, and a Secretary and any such other officers as may be elected in accordance with the provisions of this Article. The offices of President or Vice President may be co-chaired. 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 President and Secretary (Federal and State Law). A President, Vice President, Secretary and Treasurer, and any co-chairs may not be related in any manner such as spouses, immediate family members or significant others. The majority of the Board of Directors has the authority to veto any nomination of “related” individuals if deemed a risk to the Association.

2. Election of Officers

The officers of the corporation shall be elected annually by the Board of Directors as 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 offices may be created and 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

The Board of Directors may remove any officer elected or appointed by the Board of Directors whenever it is in the best interest of the corporation. There must be an attempt to notify any Board of Director being removed of the circumstances and they must be given an opportunity to a hearing. Removal will require a 2/3 majority vote by the other Board of Directors. In case of emergency, a majority vote of the Officers may give authority to the immediate suspension of a Director or Officer for up to thirty (30) days until further action can be taken, or the issue is resolved.

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. President

The President shall be the principal executive and chief administrative officer of the corporation and in general supervise and control all of the business affairs of the corporation. If the office of President is co-chaired, the term used in the singular context may be construed to include all co-chairs collectively and individually. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of

Directors of these By-Laws by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident of the office of President and such other duties as may be prescribed by the board of Directors from time to time.

6. Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If the office of Vice President is co-chaired, the term used in the singular context may be construed to include all co-chairs collectively and individually.

7. Treasurer

If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or securities as the Board of Directors shall determine. He or she shall act at all times as a fiduciary and have charge and custody of and be responsible for all funds and securities of the corporation and shall: receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies within one week or five (5) business days of receipt 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 VIII of these By-Laws; issue checks and/or payment for ice, referees, coach reimbursements, tournaments, board member reimbursements, gifts for volunteers, uniforms, socks and swag for players, and other Board of Directors approved expenditures; maintain and reconcile money accounts/check registers on a monthly basis; log into Sports Engine to pull reports for online payments and enter into Quickbooks; work with the accountant for year-end closing of books; invoice members for outstanding payments due (fundraising, registrations, etc); communicate regularly with the President and Vice President regarding outstanding balances; work with the Equipment Manager to purchase equipment as needed; order trophies, awards and food/drink for end of year celebrations and other HYHA events throughout the year; and in general perform all the duties incident to the officer of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

8. Secretary

The Secretary shall keep the minutes of the meetings of the corporation and, when directed by the President to do so, the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices and notifications to members, Officers and the general public are duly given in accordance with the provisions of these By-Laws or as required by law; record all votes and proceedings of the members and directors or executive committee thereof; He or she shall have the custody of the corporate seal and of the corporate records and shall keep such records within this state. He or she shall keep a book containing a record of the names of the members, officers, committees and committee members, the date of their membership and of others served by the cooperative, and of the places of residence of each, which book shall always be open to the inspection of members. He or she shall procure and file in the office of the clerk of the town where the principal office is located and also keep on file in his or her own office, certified copies of all papers required by law or by this chapter to be filed with the secretary of

state; and in general perform all duties incident to the office of Secretary and other such duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

ARTICLE VII

Board of Directors - Non-Officers

1. Member at Large

With the exception of the President, Vice President, Secretary and Treasurer, all other members of the Board of Directors will be considered a Member at Large. Members at Large will be responsible for assisting with the actions and activities of the running of the corporation and other such duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

2. Registrar

The Board of Directors will nominate and vote on a Registrar. The Registrar shall be chosen from the Board of Directors and may be a duty in addition to holding an office. The Registrar shall keep an accounting of all players, coaches and non-coaching persons assisting with the program such as team parents, student coaches and volunteers. He or she shall keep a record of all coach certifications and will ensure that all travel team rosters are reported, up to date and in compliance with State tournament requirements. He or she shall prepare before the first game and maintain throughout the season team binders for each team and ensure compliance with all requirements for the State tournament.

3. Safe Sport Coordinator

As required by and in accordance with USA Hockey directives, the President shall appoint a Safe Sport Coordinator. The Safe Sport Coordinator shall not be a member of the Board of Directors to avoid any conflict of interest. The Safe Sport Coordinator shall work to ensure there are multiple adults within the organization trained in the Safe Sport curriculum such as parents, coaches, team parents and volunteers. They shall be trained in accordance with USA Hockey's Safe Sport Program in the prevention of child abuse, the proper response to allegations/incidents and continuing education on this topic. The Safe Sport Coordinator shall maintain consistent and regular presence at the rink to check-in and "police" locker rooms to ensure that no parents/adults are present who are not certified and don't have their background check done, and to make sure there is always at least one team parent present at all necessary times. HYHA will comply with all State and Federal Laws regarding the reporting of child abuse. The Safe Sport Coordinator will comply with all requirements of the Program that can be found at USAhockey.com.

4. State Representative

The Board of Directors shall nominate and vote in a State Representative. The State Representative will be the Association's representative with USA Hockey and the Vermont State Amateur Hockey Association (VSAHA). Duties shall be accordance with USA Hockey and VSAHA guidance. The HYHA State Representative shall attend appropriate monthly VSAHA meetings and the Annual Faceoff Meeting, reporting back to the HYHA Board of Directors and inform appropriate parties of all necessary information, directives and rule changes, etc. from VSAHA and/or USA Hockey. The State Representative may also be requested by VSAHA to contribute to subcommittee work which could require additional meetings and/or phone conferences.

5. Coaching Director

The Coaching Director shall be the lead representative for all of the coaches at every age group and level from LTS/Initiation through 14U Bantam level. He or she shall coordinate with the coaches to ensure that all necessary certifications, background checks and requirements are met for each coach to qualify for on-ice participation, and shall keep and provide a record/list of each coach and his/her certifications, expirations/renewal dates, and USA hockey numbers to the Board of Directors and the Registrar before the first practice of each season. The Coaching Director shall be listed as a coach for each travel team for purposes of his or her having authority to represent HYHA as a coach at games and the State tournament when necessary. He or she shall follow and direct all coaches to follow HYHA's policies, and shall communicate and work with the coaches, parents and Board of Directors in accordance with HYHA's Handbook and all policies and procedures.

6. Fundraising Coordinator

The Fundraising Coordinator shall create, implement, organize and supervise plans and events for raising funds for the program. He or she shall coordinate all fundraising efforts in the name of HYHA and shall act as the organization's lead representative to communicate and work with local and out-of-state businesses and individual donors to maintain strong ties and goodwill in the community. He or she shall direct and plan fundraising opportunities and events throughout the year, including but not limited to, the annual Calcutta and dinner, silent auction, 3 v. 3 Summer Program, 50/50 raffles, and any other opportunities to raise funds for the HYHA program. The Fundraising Coordinator may work with a committee or other members and volunteers to carryout fundraising activities and events and shall report back to the Board of Directors and Treasurer all proceeds raised.

7. Snack Bar Coordinator

The Snack Bar Coordinator shall create, organize and maintain the schedule for snack bar coverage. This consists of working with HYHA volunteers and The Ice Center staff to facilitate their operation of the snack bar for all HYHA, HUHS and other agreed-upon events, including last-minute cancellations and rescheduled games. The Snack Bar Coordinator is responsible for obtaining and keeping a record of the contact information for all volunteers. He or she shall also keep a record of all completed shifts per family to ensure that they have fulfilled requirements for fundraising, and report to the HYHA Treasurer.

8. Equipment Manager

The Equipment Manager shall plan for, purchase with Board approval, inventory, disburse, collect, maintain and store all HYHA hockey equipment and uniforms and shall keep the equipment cage clean, organized and available when needed. Access to the cage shall be given to coaches and board members as is reasonable but shall be managed by the Equipment Manager so as to keep track of and maintain inventory in good order.

9. Master Scheduler/Other Schedulers

The Master Scheduler and any other appointed schedulers shall attend the annual schedulers meeting with VSAHA and shall coordinate with other organizations to schedule all games and events. He or she shall keep track of the minimum number of required games for each travel team

to qualify for the State tournament and shall work with the coaches to ensure all requirements are met. He or she shall provide timely notice of cancellations and schedule changes to coaches and families as soon as reasonably possible, through SportsEngine and social media, email or phone as necessary, and shall ensure that the HYHA website calendar is updated in a timely manner. The Master Scheduler shall immediately notify Ice Center Staff of any last-minute cancellations or schedule changes at the Ice Center that could affect the snack bar and opening of the rink. In conjunction with the treasurer, the Master Scheduler shall be responsible for auditing the ice bill to ensure that the billing is consistent with actual usage.

10. Girls' Program Director

The Girls' Program Director shall create and implement meaningful girls' hockey initiatives and player development (at a minimum as recommended by VSAHA) in an effort to grow HYHA's girls' program and to foster girls' interest in and love for the game of hockey. He or she will coordinate with VSAHA and other area hockey organizations as appropriate to further this initiative.

5. Other Non-Officer Positions.

The Board of Directors may appoint as necessary other such positions on an "as needed basis" to coordinate various parts of the program. These positions could include but are not limited to: Head Referee, LTS/House Program Coordinator, Special Events Coordinator and/or Tournament Director. Member of the Board of Directors, coaches, parents or volunteers may fill these positions as best fits the needs of the Association. Duties will be dependent on the needs of the organization and will be clearly identified as needed.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

1. Contracts

The Board of Directors may authorize an officer(s), appointed agent or agent of the corporation, in addition to the officers so authorized by these By-Laws, 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 and confined to specific instances.

2. Checks, Drafts, etc.

All checks, drafts and orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s), agents or agent of the corporation and in such manner as shall be from time to time be determined by resolution by the Board of Directors. In absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or signed by the President.

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.

ARTICLE IX
Books and Records

The corporation shall keep correct and complete books and records of the accounts and shall keep minutes of the proceedings of its' members, Board of Directors, and committees having any of the authority of the Board of Directors, and keep at the registered or principle office a record giving the names and addressed of the Board Members. All books and records of the corporation may be inspected by any member, his agent or attorney for any proper purpose at any reasonable time. Request to view records will be submitted in writing to the Secretary and "reasonable time" will be decided by the President.

ARTICLE X
Conflicts of Interest

Whenever a voting member or officer has a financial interest (whether as an individual or as a member of another organization or business) in any matter coming before the board of directors, that person has a conflict of interest. A conflict of interest may also exist when an individual's familial or business activities or interests, whether direct or indirect, interfere with, influence, or have the potential to interfere with or influence his or her responsibilities in any material respect on behalf of HYHA or they undermine the interests of HYHA. When a conflict of interest may be present, the affected person shall a) fully disclose the nature of the interest; and b) abstain from discussion (with the exception of informational matters), lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be governed by 11B V.S.A. § 8.31 and approved only when a majority of directors without a conflict of interest determine that it is in the best interest of the corporation to so act. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and, when applicable, rationale for approval.

ARTICLE XI
Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XII
Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a flat-faced circular disc and have inscribed thereon the name of the corporation, viz, "Friends of Harwood Hockey, Inc", the year and State of incorporation, and a designation "Nonprofit".

ARTICLE XIII
Waiver of Notice

Whenever any notice is required to be given under the provision of the Vermont Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the

corporation, the waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV
Amendment to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the members present at the annual meeting or at any special meeting, provided at least 30 days written notice is given of such meeting. This notice must be emailed to all members or posted on the corporation's website or Facebook page.

Article XV
Harwood Youth Hockey Association Policies and Procedures

The Board of Directors will provide policies and procedures for the corporation to include:
Maximum team size, play-up, multiple teams at a level and skills assessment when determining teams.

Age appropriate play.

Ice time, support of ADM and player development.

Equipment, to include jerseys.

Zero Tolerance.

Safe Sport.

Use of Cell Phones, Social Media and Personally Identifiable Information.

Locker room.

Parent, Player, Coach Interaction.

Discipline.

Dispute Resolution.

Equipment and jerseys.

Accounting of funds. (Bookkeeping policies, monthly reconciliation, checks and balances, record keeping.)

Girls' Hockey.

State and Regional Play.

Tournaments.

Any USA Hockey or VSAHA policy requirements.

Any other policy needed in support of the program.

HYHA policies include but are not limited to the Parent Coach Communication Plan and Complaint Procedure, the Codes of Conduct, the Locker Room Policy, the General Conduct and Disciplinary Action Plan, and the Dispute Resolution Procedure.

The corporation will also make available at all times a "Handbook" including or summarizing all HYHA policies and procedures.

Approval date: April 30, 2019 at the Annual Meeting. These By-Laws will remain in effect until such date that they are reviewed and any changes voted on by the Harwood Youth Hockey Association Board of Directors during a thirty (30) day warned meeting.

Signed this 30th day of April 2019,

Kelly Longbothum
//Original Signed\<\
President
Friends of Harwood Hockey, Inc.
d/b/a Harwood Youth Hockey Association

Amy Wells-Deslaurier
//Original Signed\<\
Secretary
Friends of Harwood Hockey, Inc.
d/b/a Harwood Youth Hockey Association