

LYNDON AREA YOUTH HOCKEY ASSOCIATION INC.

Incorporator's Written Consent in Lieu of Organizational Meeting

Effective as of August 22, 2019

Pursuant to the provisions of Section 2.05 of Title 11B of the Vermont Statutes Annotated, the undersigned, being the sole incorporator of Lyndon Area Youth Hockey Association Inc., a Vermont non-profit corporation (the "Corporation"), does hereby consent to the adoption of the following resolutions, such resolutions to be inserted in the minute book of the Corporation and to have the full force and effect as if adopted at a duly called and held organizational meeting of the incorporator:

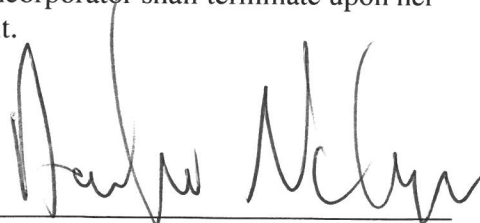
RESOLVED: That the following persons shall be elected to serve as members of the Board of Directors of the Corporation and shall complete the organization of the Corporation:

Andrew McGregor
Kristen Huntington
Todd Rexford
Danielle Brigham
Lance Tucker
Stacy Andre
Denise Montgomery
Robin Ware

RESOLVED: That the directors are hereby authorized and directed to take any and all actions necessary or appropriate to organize the Corporation in accordance with the Vermont Nonprofit Corporation Act, Title 11B of the Vermont Statutes Annotated.

RESOLVED: That all powers of the incorporator shall terminate upon her execution of this consent.

Dated as of the date above first written.



Andrew G. McGregor, Incorporator

LYNDON AREA YOUTH HOCKEY ASSOCIATION INC.

Directors' Written Consent
In Lieu of Organizational Meeting

August 22, 2019

Pursuant to the provisions of Sections 2.05 and 8.21 of Title 11B of the Vermont Statutes Annotated, the undersigned, being all of the directors of Lyndon Area Youth Hockey Association Inc., a Vermont non-profit corporation (the "Corporation"), do hereby unanimously consent to the adoption of the following resolutions, such resolutions to be inserted in the minute book of the Corporation and to have the same force and effect as if adopted at a duly called and held organization meeting of the Board of Directors:

RESOLVED, that the Articles of Incorporation of the Corporation that were duly filed in the office of the Secretary of State of Vermont on August 7, 2017 shall be inserted in the corporate record book before this Consent.

RESOLVED, that this Board hereby approves a complete set of By-Laws for the Corporation in the form attached hereto as Exhibit A, and that a true copy of said By-Laws shall be inserted in the corporate record book.

RESOLVED, that this Board hereby determines that the number of directors constituting the Board of Directors shall be at least three (3) and not more than nine (9).

RESOLVED, that this Board approves a corporate seal for the Corporation. The impression of which will contain the full name of the Corporation and its date of incorporation.

RESOLVED, that the following persons are hereby elected and appointed to serve as officers of the Corporation, to occupy the offices set forth opposite their names below, each of whom shall serve in such office until the next annual meeting of the Board of Directors or until his or her successor has been elected and has qualified:

President	Andrew G. McGregor
Vice President	Stacy Andre
Treasurer	Denise Montgomery
Secretary	Kristen Huntington
Assistant Treasurer	Danielle Brigham

RESOLVED, that the Board of Directors may determine other positions as necessary for the operations of the Corporation, and appoint persons to those positions. The Board hereby appoints the following persons to the following positions, each of whom shall serve in such office until the next annual meeting of the Board of Directors or until his or her successor has been appointed:

Equipment Manager	Todd Rexford
State Representative	Andrew McGregor
Webmaster	Andrew McGregor
Head of Fundraising	Danielle Brigham
Director of Coaching	Lance Tucker
Registrar	Stacy Andre
Safe Sport Coordinator	Stacy Andre
Player Development	Denise Montgomery
8U Coordinator	Denise Montgomery
2-on-2 Challenge Coordinator	Denise Montgomery

RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to procure the proper corporate record books for the Corporation; and that the Treasurer is hereby authorized and directed to pay all expenses of organization of the Corporation, including all legal and filing fees.

RESOLVED, that this Board hereby designates Union Bank, Lyndonville, Vermont, as the depository of the Corporation and is hereby authorized to accept, in accordance with bank rules and regulations, deposits to the account of the Corporation and/or for the collection of any and all checks, drafts, and other negotiable instruments when endorsed in the name of the Corporation, in writing or by rubber stamp, or otherwise, with or without a designated party being present, and any and all funds standing to the credit of the Corporation with the bank in such accounts, may be paid out of funds upon checks, drafts, orders or other instruments for the payment of money when signed by the President of the Corporation, or anyone else so designated by the President; and that the Secretary of the Corporation is hereby authorized to certify to such financial institution that the resolutions in the particular form required by such financial institution were duly adopted and approved by the Board of Directors of the Corporation on the date of this instrument, or any date subsequent hereto, and such officer is instructed to retain a copy of such resolutions in the permanent records of the Corporation.

RESOLVED, that this Board hereby determines that the fiscal year of the Corporation shall begin on the first day of January in each year and shall terminate on the thirty first day of December in each such year.

RESOLVED, that this Board hereby determines that the month of June, commencing with the year 2020, shall be the month during which the annual meeting of the directors shall be held in each year for the purpose of electing directors and for the transaction of such other business as may be properly brought before the meeting, such meetings to be held at a site designated by the Board of Directors.

RESOLVED, that this Board is hereby authorized to qualify the Corporation as a charitable corporation pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended; and that the President and Vice Presidents, acting individually, are each individually hereby authorized and directed to file all documents and to do all acts necessary or desirable in order to carry into effect such qualifications.

RESOLVED, that this Board is hereby authorized to qualify the Corporation to do business under the name "LAYHA"; and that the President and Vice President, acting individually, are each hereby authorized and directed to file all documents and to do all acts necessary or desirable in order to carry into effect such qualifications.

RESOLVED, that this Board hereby approves a Conflict of Interest Policy for the Corporation in the form attached hereto as Exhibit B, and that a true copy of said Policy shall be inserted in the corporate record book.

RESOLVED, that all acts of the Incorporator and duly authorized agents of the Corporation heretofore taken and performed are hereby approved, ratified, confirmed and adopted by the Corporation as duly authorized acts of the Corporation.

RESOLVED, that the proper officers of the Corporation are hereby authorized to look into and to obtain any liability or other forms of insurance coverage, including health and disability insurance, required in the operation of the Corporation; and further

RESOLVED, that the Board of Directors of the Corporation are hereby authorized to hire, when necessary and at terms left to the discretion of the Board of Directors, acting together, any part-time or full-time employees in order to meet the needs of the Corporation's business; and further

RESOLVED, that the proper officers of the Corporation are hereby authorized to obtain any supplies, equipment, or other items as required by the Corporation in the ordinary course of its business; and that the President and the Vice President, acting individually, is hereby authorized, in the name and on behalf of the Corporation, to enter into any contracts for or to purchase or lease said supplies and equipment; and further

RESOLVED, that this Board hereby authorizes and directs the proper officers, or any of them, to take all such further action, to obtain all consents and approvals necessary or advisable, and to execute and deliver all such agreements, documents and instruments, in the name and on behalf of the Corporation and under its corporate seal or otherwise, as in their judgment shall be necessary, proper or advisable in order fully to accomplish the purposes of the foregoing resolutions.

WHEREUPON, the undersigned, being all of the directors of the Corporation, have executed this Consent as of the date set forth above.



Andrew G. McGregor



Kristen Huntington



Todd Rexford



Danielle Brigham



Lance Tucker



Stacy Andre

Denise Montgomery
Denise Montgomery

Robin Ware
Robin Ware

EXHIBIT A
Form of Bylaws

LYNDON AREA YOUTH HOCKEY ASSOCIATION INC.

A Vermont Nonprofit Corporation

BYLAWS

Preamble and Statement of Purpose. The Corporation (also referred to herein as LAYHA) is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”), and for specifically stated purposes. Without in any way limiting the foregoing general purposes, the specific purpose of the Corporation is to foster national amateur sports competition through the operation of a youth hockey program serving children up to junior high school age, and the support of related activities consistent with the goals of the Corporation, subject to further limitation and condition that, notwithstanding any other provision of the Corporation’s Articles of Incorporation, only such powers as may be exercised by an organization exempt from federal income taxation under Section 501(c)(3) of the Code and by a corporation organized under Title 11B of the Vermont Statutes Annotated.

The Corporation will operate under the auspices of and pursuant to the policies and rules of USA Hockey, Inc., and supports the following philosophical policies of USA Hockey, Inc.. These policies include but are not necessarily limited to the following:

- Developing basic hockey skills of participants including the fundamental aspects of the game such as skating, shooting, puck handling and functioning as a team.
- Developing good sportsmanship amongst all participants to include learning how to win and lose games in a graceful manner.
- Providing as equal as possible a recreational activity for the youths who participate so that their participation will be an enjoyable and rewarding experience.
- Assisting youths who participate to develop social skills to assist them in relating to both their peers and adults in an appropriate manner.

Article 1. Philosophy

The Corporation is an organization designed to develop and improve the ice hockey skills of young men and women who are its players. The Corporation is devoted to promoting good sportsmanship, teamwork and a positive atmosphere in which to learn. The Corporation will provide a positive experience to serve as a building block to constantly improve and challenge our young athletes.

The Corporation’s goal is to provide equal ice time to all members, so that each individual has the opportunity to improve and hone his or her skills.

Winning “at all costs” is not part of our philosophy, but winning as a result of good work ethics, positive attitudes, teamwork, and a good basic knowledge of the game should be emphasized.

Bylaws of Lyndon Area Youth Hockey Association Inc.

Article 2. Offices

2.1 Business Office: The principal office of the Corporation shall initially be located in Lyndonville, Vermont.

2.2 Registered Office: The registered office of the Corporation, required by the Vermont Nonprofit Corporation Act (the "Act"), shall be located within the State of Vermont and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

Article 3. Board of Directors

3.1 General Powers: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under, the direction of the Board of Directors.

3.2 Number and Qualifications of Directors: The number of directors of the Corporation shall be not less than three and no more than nine. Directors need not be residents of Vermont.

3.3 Staggered Terms: Directors shall be elected by the Board at the annual meeting. Each director shall hold office for three years. Each Elected Director can be re-elected to no more than two (2) consecutive terms. Terms may be staggered such that every year approximately one-third of the Board is elected/re-elected.

3.4 Annual and Regular Meetings of the Board: An annual meeting of the Board shall be held each year before the end of the month of June at a place to be designated. Regular meetings of the Board shall be held no less than six times per year.

3.5 Special Meeting of the Board: Special meetings of the Board may be called by or at the request of the President or any three directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Vermont, as the place for holding any special meeting of the Board called by them.

3.6 Notice of, and Waiver of Notice for, Meetings: Notice of the annual meeting shall be given to all directors at least ten days before the meeting and may be given either orally or in writing (including by telefax or electronic mail). Notice of any regular or special director meeting shall be given at least two days previously thereto either orally or in writing (including by telefax or electronic mail). The business to be transacted at, or the purpose of, any special meeting of the Board must be specified in the notice. If mailed, notice of any director meeting shall be deemed to be effective at the earlier of: (1) when received; (2) five days after deposited in the United States mail, addressed to the director's home address, with postage thereon prepaid; or (3) the date shown on the return receipt of sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director. Any director may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. The attendance of a director at a 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

Bylaws of Lyndon Area Youth Hockey Association Inc.

business and at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

3.7 Director Quorum: A majority of the number of directors on the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

3.8 Directors, Manner of Acting: The acting of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board unless the Act or these bylaws require a greater percentage.

3.9 Electronic/Telephone Conference Meeting: Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously communicate with each other during the meeting, including, but not limited to, an electronic, telecommunications and video- or audio-conferencing conference telephone call. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.10 Unanimous Written Consent: Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all of the directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the Corporation. Action taken by unanimous written consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

3.11 Removal of Directors: The Board may remove one or more directors (with or without cause) at a meeting called for that purpose, if notice has been given that a purpose of the meeting is such removal, and if at sixty percent (60%) of the currently serving directors vote for removal. A Director's failure to attend either three (3) consecutive regular Board meetings, or six (6) regular meetings in one year will be grounds for removal from the Board.

3.12 Board of Director Vacancies: If a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of directors, the Board may fill the vacancy. The term of a director elected to fill a vacancy expires at the next Board meeting at which directors are elected. However, if his/her term expires, he/she shall continue to serve until his/her successor is elected and qualifies or until there is a decrease in the number of directors.

3.13 Director Committees: The Board may create one or more committees and appoint members of the Board and of the community at large to serve on them. Each committee must have two or more members, who serve at the pleasure of the Board. The sections of this Article 2 that govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board, apply to committees and their members. Unless limited by the articles of incorporation, each committee may exercise those aspects of the authority of the Board that the Board 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 or on any of its committees; (iii) amend the articles of incorporation pursuant to the authority of directors to do so granted by Section 10.02 of the Act; and (iv) adopt, amend, or

Bylaws of Lyndon Area Youth Hockey Association Inc.

repeal bylaws.

3.14 Financially Disinterested Majority: No more than forty-nine percent of the individuals serving on the Board may be financially interested persons.

3.15 Conflict of Interest: A transaction in which a director has a conflict of interest may be approved by the Board if the material facts of the transaction and the director's interest are disclosed to the Board, and the director with the conflict of interest does not cast a vote with respect to the matter. For purposes of this Section 2.15, a director has an interest in a transaction if he/she is a party to the transaction, or if another entity in which the director has a material interest or in which the director is a general partner or manager, in the case of a limited liability company, is a party to the transaction, or another entity of which the director is a director, officer or trustee is a party to the transaction. The conflict of interest transaction must be approved by the affirmative vote of a majority of the directors on the Board who have no direct or indirect interest in the transaction. The Board may, from time to time, establish policy guidelines and disclosure requirements regarding conflicts of interest by directors. Nothing in this section shall restrict the Board from adopting a conflict of interest policy which is stricter than this section, and in that event, the policy shall control.

3.16 Board Policies: The Board may, from time to time, establish policies and procedures that govern all aspects of its operations as it deems appropriate, including without limitation policies that addressing the recruitment and nomination of directors, orientation of new directors, the creation of Board committees and advisory committees, conflicts of interest, and such other matters as the Board may determine to be appropriate, provided that such policies may not conflict with these bylaws or the Act.

3.17 Meeting Rules: Robert's Rules of Order shall govern the conduct of all meetings.

Article 4. Tournament, Team and Player Classification; Fees

Without limiting the Board's authority as set forth in Section 2.1 above, the Board shall have oversight over the following matters:

4.1 State Tournament: State level of play will be determined by the team coach and approved by the Board.

4.2 Division of Teams: Teams in excess of twenty (20) players will be divided by skill level. A committee of coaches, including the Director of Coaches, two (2) non-LAYHA coaches, and an impartial Director will be formed by the Board to determine placement of players by tryout.

The Board, Director of Coaches and team coach will decide how to best organize teams with fewer than twenty (20) players.

4.3 Player Classifications: In-house, 8U (Mite), 10U (Squirt), 12U (Peewee) and 14U (Bantam).

a. Each registered player for LAYHA will be subject to classification criteria of USA Hockey and any league rules that apply.

Bylaws of Lyndon Area Youth Hockey Association Inc.

b. Any player who has not played organized youth hockey above the instructional level must first register with the instructional league (Learn-to-Skate) before playing with a travel team or in the in-house program. Evaluations will be conducted to determine when players may transfer to or tryout for the appropriate travel team or the in-house program. The instructional league coach and the potential receiving team coach will conduct the evaluation.

c. Requests for advancement to any higher level team (for example B to A, and/or U8 (Mite) to U10 (Squirt) will be considered on an individual basis. Any request must be submitted in writing by the parent or guardian of the player involved and must be accompanied by written endorsements from at least four certified coaches, one of which must be associated with LAYHA, and the request must include the following information:

i. The player is at or above the physical and emotional level necessary for the level of play requested.

ii. The player has the basic hockey skills necessary for the requested level of play.

iii. The player's needs will best be satisfied by the requested level of play.

d. The Board will make the final determination of placement with a majority vote based on the following criteria:

i. Proper endorsements have been received as specified above.

ii. Placement of the player at the requested level will not be a detriment to the LAYHA organization.

4.4 Registration Fees: Player registration fees will be set by the Board annually.

Article 5. Officers

5.1 Number of Officers: The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be appointed by the Board. Such other officers and assistant officers as may be deemed necessary, including any vice-presidents, may be appointed by the Board. The same individual may simultaneously hold more than one office in the Corporation, except the offices of President and Secretary.

5.2 Appointment and Term of Office: The officers of the Corporation shall be elected by the Board for a term of one year, at the annual meeting and for a term commencing thereat, following the election of directors at such meeting.

5.3 Removal of Officers: Any officer may be removed from office by the Board at any time, with or without cause by a vote of at least sixty percent of the currently serving directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

5.4 President: The President shall be the principal executive officer of the Corporation and,

Bylaws of Lyndon Area Youth Hockey Association Inc.

subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. He/she shall, when present, preside at all meetings of the Board. He/she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

5.5 Vice President: If appointed, in the absence of the President or in the event of his/her death, 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 the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

5.6 Secretary: The Secretary shall:

- a. Keep the minutes of the proceedings of the Board in one or more books provided for that purpose;
- b. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- c. Be custodian of the corporate records and of any seal of the Corporation if there is a seal of the Corporation, see that it is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- d. When requested or required, authenticate any records of the Corporation; and
- e. 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/her by the President or by the Board.

5.7 Treasurer: The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds of the Corporation;
- b. Be responsible for all financial accounting, bank transactions, and record keeping functions necessary for the Corporation's business.
- c. Prepare a detailed financial statement for distribution at the annual Board meeting, and shall provide monthly reports for the Board of Directors.
- d. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board; and
- e. In general perform all of the duties incident to the office of Treasurer and such

Bylaws of Lyndon Area Youth Hockey Association Inc.

other duties as from time to time may be assigned to him/her by the President or by the Board.

f. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board shall determine.

g. The Treasurer may only approve funds for purchases authorized by the Board of Directors.

5.8 Other Positions. The Directors may create other positions serving at the pleasure of the Board. The following positions, if appointed, will be responsible for the following:

Director of Coaching	Responsible for "Coaching" and "Powerskating" Clinics. The Director of Coaches must verify proper training and certification of all team coaches. He/she must also be available as a resource for all team coaches and act as a liaison between the team coaches and the Board.
League Representative	Represents LAYHA and attend monthly League meetings, and report necessary information to the Board.
Referee Representative	Resource for all team coaches and players, and act as a liaison between the coaches, Board and Head Referee if not also holding Head Referee position.
Registrar	Responsible for player/coach registration. The Registrar will be available as a resource for registration information.
Scheduler	Schedules Board-authorized number of games, provide copies of schedules to the President and team coaches, and confirm referee assignments.
State Representative	Represents LAYHA and attend monthly State meetings, and report necessary information to the Board.

5.9 Team Coaches: Team coaches and their assistants will be chosen by a majority vote of the Board. A list of applicants will be presented to the Board by the Director of Coaches. The list will include position applied for and coaching certification level. If necessary a committee will be formed to review coaches' qualifications and make a recommendations to the Board. The Director of Coaches will be Chairman of the Committee.

Article 6. Contracts, Checks, Deposits, and Gifts

6.1 Contracts: The Board may authorize any officer or officers or 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 may be confined to specific instances.

6.2 Checks, Drafts or Orders: All checks, drafts, or orders for the payment of money, notes or

Bylaws of Lyndon Area Youth Hockey Association Inc.

other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board.

Non-budgeted items up to \$300.00 may authorized by the President or Vice-President.

6.3 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 may select.

6.4 Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

Article 7. Indemnification of Directors, Officers, Agents, and Employees

The Corporation shall indemnify any individual made a party to a proceeding because he/she is or was a director, officer or employee of the Corporation, to the fullest extent permitted by Vermont law, provided that the director, officer or employee met the standards of conduct set forth in the Act, and only to the extent that the status of the Corporation as a tax exempt organization under Section 501(c) of the Code is not affected thereby.

Article 8. Conduct

8.1 Player Conduct: All participants are expected to participate in all scheduled practices. Failure to participate in scheduled practices may lead to lost ice time during games as missed practices have an effect on the team's performance. Excused absences may be granted by the team coach.

8.2 Association Parties Conduct: All persons associated with LAYHA, including players and their family members, are expected at all times to perform in a manner showing respect to coaches, officials, opposing players, fans and fellow team members. Swearing, using profane language or gestures toward officials, players, coaches or others will not be tolerated.

Article 9. Disciplinary Procedure

9.1 Disciplinary Committee: A Disciplinary Committee shall be appointed by the President at the first regular meeting following the Board's annual meeting, and shall be under the oversight of the Board. The committee shall be composed of the Director of Coaches, Referee Representative, Vice President and two Directors.

9.2 Conduct and Discipline Matters. All matters of conduct and discipline brought to the Board will be assigned to the Disciplinary Committee. All gross misconduct or match penalties against any player or coach must be presented to the Director of Coaches within one week of the penalty. If the Director of Coaches deems necessary, he/she will present the problem to the Disciplinary Committee to review. The Disciplinary Committee will review the matter in question and report findings and an appropriate action at the next regular Board meeting. The Board, by a vote of 2/3 majority, may reprimand or suspend any LAYHA player or person associated with LAYHA for any conduct which is clearly contrary to the best interest of the Association, and to encourage and enforce good sportsmanship and fair play from all LAYHA

Bylaws of Lyndon Area Youth Hockey Association Inc.

parties. If the Disciplinary Committee recommends dismissal, the Board as a whole reserves the right to make a thorough investigation.

Article 10. Amendment of Bylaws

10.1 Amendments: The Board may amend or repeal the Corporation's bylaws by a vote of a majority of the directors then in office at the time the amendment is adopted.

10.2 Notice: The Corporation shall provide at least 30 days' notice of any meeting of directors at which a bylaws amendment is to be voted on. The notice must state that the purpose (or one of the purposes) of the meeting is to consider a proposed amendment to the bylaws and contain a copy or summary of the amendment.

Article 11. Dissolution

In the event of dissolution of the Corporation, its net assets shall be paid over to such charitable organization or organizations, and in such proportions, as the Board of the Corporation shall determine, provided, however, that the organization or organizations to which the assets are paid over upon dissolution shall be an organization that qualifies as a tax-exempt entity under Sections 501(c)(3) and 509(a)(2) of the Code and is at the time eligible to receive deductible charitable contributions.

Aug 22

Adopted on ~~July~~, 2019, by the Board of Directors of the Corporation.

Certified by the Secretary of the Corporation.



Kristin Huntingon

EXHIBIT B

Conflict of Interest Policy

LYNDON AREA YOUTH HOCKEY ASSOCIATION INC.

Conflict of Interest Policy

Article I. Purpose

The purpose of the conflict of interest policy is to protect the interests of Lyndon Area Youth Hockey Association Inc. (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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.

Article II. Definitions

2.1 Interested Person: Any director, principal officer, or member of a committee with powers delegated by the board of directors (the "Board") of the Corporation, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Article III. Procedures

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 Board and members of committees with Board delegated powers considering the proposed transaction or arrangement.

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 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.

3.3 Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the Board or committee 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.

b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether the Corporation 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.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation'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.

3.4 Violations of the Conflicts of Interest Policy.

a. If the Board 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.

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

Article IV. Records of Proceedings

4.1 The minutes of the Board and all committees with Board delegated powers shall contain:

a. 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 Board's or committee's decision as to whether a conflict of interest in fact existed.

b. 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.

Article V. Compensation

5.1 A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

5.3 No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI. Annual Statements

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

6.1 Has received a copy of the conflicts of interest policy,

6.2 Has read and understands the policy,

6.3 Has agreed to comply with the policy, and

6.4 Understands the Corporation 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.

Article VII. Periodic Reviews

To ensure the Corporation 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:

7.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

7.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation'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.

Article VIII. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted as of ~~July~~ ^{Aug 22} ____, 2019

