

Bylaws

Issued: Amended in 2022

FRAMINGHAM YOUTH HOCKEY

HOME OF THE JR.FLYERS & LADY FLYERS



Framingham Youth Hockey Program

P.O. Box 2391
Framingham, MA 01703
fyhp.bod@gmail.com

BY-LAWS
OF THE FRAMINGHAM JUNIOR FLYERS HOCKEY PROGRAM,
INC.
(A Not-for-Profit Corporation)

Formally Adopted at the February 2015 Meeting of the Board of
Directors – Amended in 2022

ARTICLE I
Name and Location

Section 1:
Name

The name of this organization is the
Framingham Junior Flyers Hockey Program, Inc.

Section 2:
Location

The Corporation shall have such offices in addition to the principal office set forth in the Articles of
Organization as the Board of Directors may from time to time designate.

ARTICLE II
Purpose

The purpose of the Corporation is to engage in the following activities: To encourage, organize and direct a non-denominational, non-profit, Co-ed ice hockey program for youth in the greater Framingham area interested in learning the basic fundamentals of ice hockey, and principles of sportsmanship and competition. In furtherance of this purpose, to organize instructional sessions, teaching clinics, team competition and in general to promote and encourage an interest in ice hockey by local youth regardless of religion, race, color, nationality, economic status, sex or town of residence.

In conjunction therewith, the Corporation is empowered to buy, mortgage, sell, lease and own real estate and personal property and to erect, build and maintain on any such real estate buildings and structures which may be necessary and proper for the purposes of the Corporation.

To operate exclusively for charitable, scientific, literary and educational purposes, defined in accordance with the applicable provisions of the Internal Revenue Code of the United States.

To have and to exercise all rights, powers, and privileges which may now or hereafter be conferred by the laws of the Commonwealth of Massachusetts upon corporations formed under Chapter 180 of the Massachusetts General Laws.

PROVIDED, HOWEVER, that any reference herein to any provision of the Internal Revenue Code (hereinafter called the "Code") shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

PROVIDED, FURTHER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntarily or involuntarily, or by operation of law, the following provisions shall apply:

- This Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this Corporation from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for Federal income tax purposes.
- No substantial part of the activities of this 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 otherwise intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated, for the purposes that are not exclusively charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code.
- No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the members, directors, officers, or other private persons, except that, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, its remaining assets, if any shall be distributed to one or more organizations described in Section 501(c)(3) of the Code.

ARTICLE III

Membership

Section 1

Requirements

Membership in the Corporation shall be by application only and by majority vote approval of the then current Board of Directors, in such form and pursuant to such procedures as the Board of Directors shall from time to time determine. Membership is not transferable except as the Directors shall determine.

Section 2

Classes of Membership

There shall be two classes of membership in the Corporation, though additional classes may be established from time to time by the Board of Directors as it sees fit.

Class A – Active member. An active member is any elected member of the Board of Directors and/or any Executive Officer of the Corporation who pays a membership fee of one dollar. The term of membership is the fiscal year of the corporation. Each active member will have one vote in any vote taken up by the Board of Directors. Active members may be expelled upon a two-thirds vote of the Board of Directors, following a hearing, with at least 10 days notice.

Class B – Honorary Trustee. An honorary trustee is any person designated by the Board of Directors with an indefinite term of office, until terminated by death, resignation, or by majority vote of the Board of Directors.

Each past president shall receive Class B status in the Corporation. Honorary trustees shall act in an advisory capacity to the Board of Directors and shall meet from time to time at such time and place as determined by the Board of Directors. Honorary trustees shall have no voting rights.

Section 3

Membership Dues

Annual dues for members shall initially be one dollar. Annual dues for members may be fixed, determined and from time to time changed by the Board of Directors, which amount may be different for each class of membership.

Section 4

Rights and Privileges of Members

Each Class A member in good standing with the program, at least 18 years of age and in attendance at the Annual Meeting shall be entitled to one vote by secret ballot in the election of members to the Board of Directors. Each active member in good standing with the program and at least 18 years of age is entitled to run for a position on the Board of Directors, and if elected, to run for any office of the corporation.

ARTICLE IV

Meetings of Members

Section 1

Annual Meeting

The annual meeting of the Members of the Corporation shall be held in every year on the first Tuesday in May (or if that day falls on a legal holiday, on the next succeeding business day) at such place in Framingham, Massachusetts, or in such other city or Town in Massachusetts as the Board of Directors may determine: provided, however, that in any year a different date and time for the annual meeting, within nine months after the end of the fiscal year of the Corporation, may be fixed by the Board of Directors. In the event that for any reason the annual meeting shall not be held as herein provided, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 2

Special Meeting

Special meetings of Members may be called at any time by the President, or upon written application of twenty-five percent or more of the Voting Members, or by the Clerk. Such call shall state the date, time, place, and purpose of the meeting. All special meetings shall be held in Massachusetts.

Section 3

Notice and Waiver of Notice

A written notice stating the place, date, time, and purpose of each meeting of the Members shall be mailed or emailed by the Clerk at least seven (7) days before the meeting to each Member, addressed to him/her at his/her address (or email address) as it appears on the books of the Corporation. No notice of the time, place, or purposes of any annual or special meeting of Members shall be required if every Member or his authorized attorney waives such notice by a writing which is filed with the records of the meeting.

Section 4

Quorum

At any meeting of the Class A Members, five (5) Active Members represented in person or by proxy, or a majority of the Active Members if this shall be less than five (5), shall constitute a quorum, but a lesser number may adjourn any meeting, from time to time, and such meeting may be held as adjourned without further

notice. At any meeting at which a quorum is present, a majority of the Voting Members represented thereat, except where a larger vote is required by law, by the Articles of Organization or by these By-Laws, shall decide any matter brought before the meeting. All proxies shall be in writing and filed with the Clerk before being voted. No proxy shall be valid if dated more than six months prior to the date of the meeting at which it is used.

ARTICLE V

Board of Directors

Section 1

Number

The Board of Directors shall be elected at each Annual Meeting, and the number of Directors to be elected for the ensuing year shall be fixed at not less than five (5) nor more than twenty-five (25). The term of office shall be for one year and shall commence on June 1 and terminate on May 31. At all times, at least one member of the Board of Directors will be a resident of the Town of Framingham, Massachusetts and at least one member of the Board of Directors will be a resident of the Town of Wayland, Massachusetts.

Section 2

Powers

The Board of Directors shall have and may exercise all the powers of management of the Corporation, except such as conferred upon the Members by Law, by the Articles of Organization, or by these By-Laws and, without express or implied limitation of the generality of the foregoing, shall have the following express powers:

The Board of Directors shall have the power to lease, purchase, or acquire any real estate or the property, rights, licenses, or privileges, necessary or convenient for the purpose of this Corporation so far as is permitted by law and at such price and consideration and generally on such terms and conditions as they think fit; to borrow money on the credit of the Corporation; to incur such indebtedness on the notes of the Corporation or otherwise as they deem necessary to secure any indebtedness by pledge, mortgage, or other collateral; to engage and appoint all employees or agents of the Corporation on terms they think advisable and to fix reasonable salaries of the same, and to remove same at any time by a majority vote of the Board of Directors; to make rules and regulations for the guidance of the officers, employees, and agents of the Corporation; to designate in an emergency and otherwise what persons, officers, or agents may sign corporate checks in addition to or in substitution for any officer or officers empowered to do so by these By-Laws; to raise funds on behalf of the Corporation whether by securing loans or by soliciting donations from private persons, corporations, or foundations or from whatever source whatsoever and by any method whatsoever.

Section 3

Meetings

Regular monthly or special meetings of the Board of Directors may be held at such places and at such times as the Board of Directors may by vote from time to time determine. A regular meeting may be held without call or notice immediately following and at the same place as the annual meeting of Members, or the special meeting in lieu thereof. Special meetings may be held at any time and place when called by the President, the Treasurer, or two or more Directors. The Board of Directors will hold no fewer than 4 meetings per year open to all members of the association. One of these meetings will be an annual meeting at which time a written financial report for the most recent year ending shall be presented to its Members.

Section 4

Notice of Meetings

Notice of all regular meetings (except as provided in Section 3 of this Article) and of all special meetings of the Board of Directors shall be given to each Director by the Clerk, or in case of the death, absence, incapacity, or refusal of such person, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director personally, by telephone, or by email at least twenty-four hours in advance of the meeting or by written notice mailed to his business or home address at least forty-eight hours in advance of the meeting.

Directors shall for all purposes be deemed to have received due notice of any meeting at which he/she is present or of which he/she shall have waived notice in writing either before or after the meeting.

Section 5

Quorum

One-third (1/3) but not less than three (3) of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors. Less than a quorum may adjourn any meeting from time to time without further notice.

Section 6

Action of the Board of Directors

At any meeting of the Board of Directors at which a quorum is present, the vote of the majority of those present, except if a larger vote is required by law, by the Articles of Organization, or by these By-Laws, shall be sufficient to decide any question brought before the meeting. Any action set forth in the records of the Board of Directors which is approved in writing endorsed on the records of the meeting by all of the Directors then in office shall be the valid action of the Board of Directors whether or not a meeting was held in accordance with these By-Laws.

Section 7

Executive Committee

The Board of Directors may elect an Executive Committee of not less than three Directors who shall include the President. The Executive Committee shall be vested with powers to conduct the current and ordinary business of the Corporation, including the power to authorize purchases, sales and contracts on behalf of the Corporation. A majority of the Executive Committee shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. The Executive Committee may make rules not inconsistent herewith for the holding and conduct of its meetings. A record of the meetings of the Executive Committee shall be kept as provided for meetings of the Board of Directors. The Executive Committee shall report its action to the Board of Directors, and the Board of Directors shall have the power to rescind any action of the Executive Committee, but no such rescission shall have retroactive effect on any third parties.

Section 8

Advisory Committees

The Board of Directors may from time to time appoint one or more Advisory Committees whose members need not be Directors. The function of such committees shall be to advise and assist the Board of Directors in carrying out the purposes of the Corporation.

Section 9

Resignations

Any Director or other officer may resign by delivering his written resignation to the Corporation at its principal office or to the President, or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective upon its acceptance by the Board of Directors.

Section 10

Vacancies

Any vacancy in the Board of Directors, whether caused by death, resignation, or the creation of new positions on the Board of Directors, may be filled by the existing Directors to serve until the next annual meeting of the Members. However, if the remaining Directors do not choose to fill the vacancies, they may exercise the power of the full Board until new Directors are elected. The Board of Directors shall have the power to fill any vacancies among the officers of the corporation.

Section 11

Removals

The Directors are expected to attend 75% of the scheduled monthly meetings. Failure to do so could result in removal from office. With or without assigning cause, the Board of Directors may by two-thirds (2/3) vote of the Directors present, remove from office other Directors or any officer, which vacancy to be filled as herein above provided.

Section 12

Nominating Committee

The Board of Directors shall appoint a Nominating Committee comprised of at least three (3) persons, who need not presently be members of the Board of Directors. It shall be the function of the Nominating Committee to prepare and present to the annual meeting of the Members its recommendations for the election of persons to the office of Director, and to prepare and present to the meeting of the Board of Directors next following the annual meeting of the Members its recommendations for the election of persons to the various offices of the Corporation to be filled by the Directors annually.

Section 13

Parliamentary Procedure

All meetings shall be governed by rules of parliamentary procedure. Roberts Rules of Order shall govern questions of procedure, unless otherwise specified in these By-Laws.

Section 14

Limited Liability

No Member or Director shall be liable in any manner for any debts or obligations of the corporation and shall not be subject to any manner of assessment by virtue of his membership.

Section 15

Other Powers and Duties

Each executive officer shall, subject to these By-laws, have in addition to the duties and powers specifically set forth in these By-laws such duties and powers as are customarily incident to their office, and such duties and powers as the Board of Directors may from time to time designate. Each Member will abide by Mass. Hockey By-Laws, Rules, Regulations and Policies and Procedures, including but not limited to, those regarding the prevention of Physical and Sexual Abuse. The Board of Directors will make arrangements to prepare team rosters for all teams and pay all required fees as established by USA Hockey and Massachusetts Hockey as set out in the Fee Section of the Massachusetts Hockey Rules and Regulations.

ARTICLE VI

Executive Officers

Section 1

Title and Election of Officers

The officers of the Corporation, in addition to the Board of Directors who are elected by the Voting Members, shall consist of a President, a Treasurer, a Clerk, a Secretary and such other Vice Presidents, Assistant Treasurers, Assistant Clerks and other officers as may be elected from time to time by the Board of Directors. The President, Clerk, and Treasurer and all other officers shall be elected annually by the Board of Directors. The Executive Officers shall be elected from the Board of Directors. The term of Officers shall commence on June 1 and terminate on May 31 of the year following. Two or more offices may be held by the same person.

Section 2

President and Vice Presidents

The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors, the President shall preside when present at all meetings of the Members and at meetings of the Board of Directors. Any Vice President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

Section 3

Treasurer and Assistant Treasurers

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation. The Treasurer shall have the power to endorse for deposit or collection all instruments for the payment of money to the Corporation and to accept drafts on its behalf. The Treasurer shall cause to be kept accurate books of account of the affairs of the Corporation, and if required by the Board of Directors shall give bond for the faithful performance of duty in form and amount and with such sureties as may be determined by the Board of Directors. Any Assistant Treasurer shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

Section 4

Clerk

The Clerk, who shall be a resident of Massachusetts, shall keep a record of the meetings of the Members, the meetings of the Board of Directors and the Executive Committee or may delegate this task to the Secretary. In the absence of the Clerk from any meeting of Members, a temporary Clerk shall be designated by the person presiding at the meeting to perform the duties of the Clerk. The Clerk and any Temporary Clerk shall be sworn to the faithful performance of their duties. Any Assistant Clerk shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

ARTICLE VII

Seal and Fiscal Year

Section 1

Seal

As necessary and required, the Corporation shall develop and authorize a seal in such form to be decided from time to time by the Board of Directors. The corporate seal shall bear the name of the Corporation, the year of its incorporation, the word "Massachusetts" and such other device or inscription as the Directors determine.

Section 2

Fiscal Year

The fiscal year of the Corporation shall commence July 1 and end June 30.

ARTICLE VIII

Miscellaneous Provisions

Section 1

Execution of Instruments

Unless otherwise determined by the Board of Directors, all deeds, leases, contracts, assignments, instruments of transfer, proxies, and other instruments, whether or not under seal, and all checks, acceptances, promissory notes, bills of exchange and other orders for the payment of money shall be signed by the Treasurer or by the President.

Section 2

Amendments to the By-Laws

The Board of Directors may amend these by-laws by presenting the amendment at a regular or special meeting and voting on the amendment at a subsequent regular or special meeting. The approval of two-thirds of the membership of the Board is required to pass the amendment. The By-Laws may also be amended at an Annual Meeting by including the amendment in the notice of the Annual Meeting and having the Class A members vote on the amendment by secret ballot at the Annual Meeting. The approval of two-thirds of the votes cast is required to pass the amendment.