

Genesee Amateur Hockey Association By-Laws



Adopted March 2007

REVISION HISTORY		
Revision Date	Editor	Description of Change
15 May 1985		Original Document Adopted
8 March 1993		Amendments made
9 March 1993		Marked up Revisions received
3 June 2005		Add amendment passed on 9 March 2005 “In the absence of any qualified candidates, the nominating committee can solicit, or receive indications of interest from possible candidates who lack the requisite GAHA board experience, but whom the committee feels have adequate related experience and skills to capably perform all the duties of President.”
14 June 2005		Add Table of contents to use as outline during update
16 June 2005		Add Revision History for use by by-laws committee during unveiling of the update Add header/update text
May 2006	By-Laws Committee	Complete review of current by-laws and recommendations of additions/deletions/amendments, adopted by board until annual meeting
28 Aug 2006	Board	Article V – Board of Directors, Section 5. Election Process is ammended
22 Feb 2007	Board	Article V - Article V – Board of Directors, Section 6 method of Election of Officers is amended.
March 2007	General Membership	May 2006 By-Law Committee Draft with subsequent amendments posted for 14 days prior and passed by the general membership.

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BY-LAWS

ARTICLE I – Corporation Name

This Corporation shall be known as the Genesee Amateur Hockey Association, Inc., and located in the City of Batavia, and county of Genesee, and established under the applicable laws of New York

ARTICLE II – Affiliations

This Organization shall affiliate with the USA Hockey and New York State Amateur Youth and other such amateur hockey associations as deemed appropriate by the Board of Directors.

ARTICLE III – Purposes and Philosophy

The purposes for which this Corporation has been organized are as follows:

- a) To render constructive civic services for the promotion of the social welfare of the community through the formation of an ice hockey association serving the youth of the area.
- b) To foster, promote, and encourage the sport of hockey and sportsmanship in athletic leagues at the youth level, to build character, physical health and well being of the players in order to prepare them for their future role in society.
- c) To promote interest in the sport of ice hockey at a youth level.
- d) To give the area youth, regardless of ability, an equal opportunity to experience, learn, and enjoy organized ice hockey and to promote friendship, sociability, and physical recreation.
- e) To stress good sportsmanship and fair play, whether in winning or losing.
- f) To establish ice hockey leagues serving the youth of the area.
- g) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the financial gain of its members, directors, or officer, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

ARTICLE IV – Managers of the Corporation

The Corporation shall be managed and governed by its Board of Directors.

ARTICLE V – Board of Directors

Section 1. Duties and Powers

- a) Establish and adopt policies and standing rules for the operation of this association and to maintain a manual of association policies and procedures.
- b) To study for approval proposals to amend or revise the Corporations' By-Laws, rules or regulations or policies.
- c) Approve an annual budget.
- d) Act upon expenditures exceeding \$100.00, which is not covered in the annual budget. Such expenditures may be approved by the Board or the Treasure in the Board's absence.
- e) Adopt an agenda for each meeting.
- f) Fill all officer and director vacancies which may occur after the annual meeting. Individuals appointed by the Board will serve interim directorships and must run for that office or position at the next annual meeting.
- g) To review and act on all recommendations made from the committee levels.

Section 2. Attendance Responsibilities and Removal from Board

Any Director shall be subject to removal upon missing four Board meetings within a fiscal year, or failure to discharge the normal duties of a Board member, or for conduct detrimental to the Corporation, after due notice and opportunity for a hearing, by a vote of two thirds of the Board of Directors at any regular or special meeting. The Recording Secretary shall provide at least 10 days notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The Board shall offer the person an opportunity to be heard at the meeting and to present others to testify in his/her behalf, prior to any disposition.

Section 3. Number and Qualifications

- a) Number: The Board of Directors shall consist of not less than 10 board members and no more than 15.
- b) Qualifications: Each director shall be at least 18 years of age and be a member in good standing.

Section 4. Entire Board of Directors – Defined

As used in the document, "Board of Directors" means the total number of directors entitled to vote, which the Corporation would have if there were no vacancies.

Section 5. Election Process

At the annual general meeting, voters will be given two ballots – one for the Officers and one for the Directors. Voting will take place for Officers first, with results tallied and announced prior to Director voting. This will allow for certainty of the number of Director positions to be voted on. Nominations for Directors may be taken from the floor, including people who were not successful for an Officer bid and wish to be nominated for a Director position. A person's name may not appear on the Director and Officer ballots at the same time.

If an Officer vacancy occurs after the general meeting for the year has been held, the other person running for that position will be offered the opportunity to assume that position. If the position was not up for election or there was no opponent. The Board of Directors will appoint a replacement by majority vote. The appointee will hold such office until the Spring Annual Meeting of the general membership. At that time the remainder of the term will be subject to the general election process.

If a Director vacancy occurs after the general meeting for the year has been held, the position will be offered to the person remaining on Director ballot from the last election with the highest vote count. If that person declines, the position will continue to be offered to those remaining on that list in the order of highest vote count. If the list is exhausted without filling the vacancy, the nomination committee will develop a nomination slate, which will be posted as per the regular election process, with a vote to be held by special election. The method of election will be determined by the board.

Section 6. Method of Election of Officers

The nominating committee shall present a slate (not to exceed two for each position) of nominees to the board one month prior to the annual election. Officer nominations may not be accepted from the floor at the general meeting. Officers shall be elected by a majority vote of the members present at the annual meeting. Full office terms will be one year and will commence on the May 1st following the annual meeting at which they were elected. If a vacancy has occurred mid-term, the elected officer's term will be what remains of the full term.

Section 7. Method of Election of Directors

The nominating committee shall present a slate of nominees to the board one month prior to the annual election. Director nominations may be accepted from the floor. Director positions will be filled starting with the person obtaining the most votes, then the person with the next highest vote count and so on downward until the available number of positions has been filled. Two year openings will be filled first.

Full director terms will be two years and will commence on the May 1st following the annual meeting at which they were elected. If a vacancy has occurred mid-term, the elected director's term will be what remains of the full term. To maintain continuity of experience, the total number of directors elected annually will be approximately one half the total number of authorized directors.

Section 8. Resignation, Removal, and Vacancies

- a) Resignation: A director/officer may resign at any time by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.
- b) Removal: Any Director may be removed with just cause, by a majority vote of a quorum of the Board of Directors.

Section 9. Compensation

The Board of Directors shall receive no compensation for their services but shall be reimbursed for the expenses reasonably incurred by them in the performance of their duties as long as the Board approves expenses.

ARTICLE VI – Board Meetings

Section 1. Organization and Order of Meeting

- a) Organization: At each meeting of the Board of Directors, the President, or in the absence of the President, a Vice president, or the Treasurer shall preside, or in the absence of any such officers, a chairman chosen by a majority of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.
- b) Order of Business: The Order of business of meetings shall be as follows

Call to order
Approval of minutes of the last meeting
President's Report
Finance/Vice President's Report
Committee Reports
Old business
New business
Adjournment

Section 2. Parliamentary Authority

Meetings of all duly constituted bodies of this organization shall be governed by Robert's rules of Order, Newly Revised, except as otherwise provided in the Constitution and /or By Laws.

Section 3. Quorum and Adjournment

- A) Quorum: Unless otherwise provided in the Certificate of Incorporation, majority members of the Board shall constitute a quorum for the transaction of business.
- B) Adjournment: If a quorum is not present on the appointed date of the meeting, the meeting may be adjourned. No business can be voted on if the meeting takes place without a quorum.

Section 4. Action by the Board of Directors

Unless otherwise requires by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

Section 5. Voting

- A) One Vote: Each director present shall have but one vote and no vote shall be cast proxy.
- B) President: The President or the officer serving in the President's seat shall abstain from voting except in the event of a tie.

Section 6. Place and Time of Board Meetings

The Board may hold its meetings at the office of the Corporation or at such other places, as it may from time to time determine.

Meetings will be held regularly and notice will be published on the website and in the newsletter at least 2 weeks in advance of the meeting.

Section 7. Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the President or by any three of the Directors. Notice shall be given orally or by mail/e-mail and shall state purposes, time, and place of the meeting. If notice is given orally, in person, or by telephone, it shall be not less than one day before the meeting. No other business, other than the specified in the notice of the meeting, shall be transacted at such meeting.

Section 8. Nature and Presentations

- a) Open: All Board meetings shall be open to the general membership except as prescribed by these By-Laws.
- b) Executive Session: The Board may convene in Executive Session by resolution of any board member and confirmation of 2/3 votes of the Board of Directors.
- c) Presentations: Persons other than Board members may be permitted to present information or reports regarding agenda items to the Board. Any persons interested in addressing the Board must notify the Secretary in advance of the meeting, so that they are

included on the agenda. This may include, but is not limited to, consultants appointed by the Board.

Section 9. Annual Meeting

A regular annual meeting of the Board shall be held immediately following the annual meeting of the members at the place of such annual meeting of members.

ARTICLE VII – Board of Directors: Officers/Committees

Section 1. Officers

The officers of the Corporation shall be a President, Vice President –Travel, Vice President-House, Treasurer, Secretary, Registrar and such other officers as the Board of Directors may in its discretion elect.

Section 2. Term of Office

Those officers whose titles are specifically mentioned in Section 1 of Article III shall be elected by the membership at the Annual Meeting. Unless a shorter term is provided in the resolution of the membership electing such officer, the term of the officer shall be for a term of one year.

Section 3. President – Duties

The President will assume responsibility for the overall direction, operation, and development of the Corporation. He/She will preside over annual, general, special, and monthly board meetings. The President will also represent or ensure suitable representation for the Corporation at meetings of all affiliates of the USA Hockey Corporation, New York State Amateur Hockey Corporation, Western New York amateur hockey Corporation, and other affiliates of USA Hockey Corporation.

He/She will also plan all meetings and prepare an agenda prior to meetings, sign all official documents and papers on behalf of the Corporation, coordinate relations with other organizations and make decisions on questions not provided for in the By-laws or rules until the next regular or special meeting of the Board of Directors. The President will perform other such duties as may be specifically assigned by the Board of Directors.

The President will be a member of the Board of Directors, Coaching Committee, and Financial Committee and be an ex officio member of all committees.

Section 4. Vice President/Travel – Duties

During the absence or disability of the President, the Vice president/Travel shall have all the powers and functions of the President. The Vice President of Travel shall act as Chairman of the Travel league organization and it shall be his/her duty to supervise generally the management of the affairs of the travel organization subject only to the supervision of the Board. Vice President of Travel shall perform such other duties as the Board shall prescribe.

Section 5. Vice President/Empire – Duties

During the absence or disability of the President and the Vice president of Travel, the Vice President/Empire shall have all the powers and functions of the President. The Vice President of House (Empire) shall act as Chairman of the House league organization and it shall be his/her duty to supervise generally the management of the affairs of the house organization subject only to the supervision of the Board. Vice President of House shall perform such other duties as the Board shall prescribe.

Section 6. Registrar

The Registrar will conduct and record all registration of members and players of the organization. The Registrar will evaluate credentials and correspond with members in regard to the collection of any monies owed. The registrar shall deposit said funds in the name of the Corporation in such bank or trust company as directed by the Board of Directors. He/she will be responsible for informing the President, Treasure, Travel, and Empire Vice Presidents, skater's families, applicable coaches of skaters that are delinquent in paying registration fees.

The Registrar will be a standing member of the Board of Directors and the Finance Committee.

Section 7. Treasurer-Duties

The Treasurer shall have the care and custody of all the funds and securities of the Corporation. The Treasure when duly authorized by the Board of Directors signs and executes all contracts in the name of the Corporation. The treasurer shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by an authorized officer. In the Treasurer's absence two authorized officers may sign. The Treasurer shall prepare written financial reports of current financial status for each Board meeting. The Treasurer shall also be responsible for preparing a written annual report to be presented at the annual meeting and made available to all attendees setting forth, in full, the current financial condition of the Corporation at the time of the meeting. At the end of each corporate year, the Treasure shall prepare a written annual financial statement, which will be made available to the Board of Directors and the general membership. The treasure shall also oversee the preparation and filing of all necessary Internal Revenue forms and documents.

The Treasurer will be a standing member of the Board of Directors, and will serve as the Chairperson of the Finance Committee

Section 8. Secretary – Duties

The Secretary shall keep the minutes of the Board of Directors and such other meeting as direct by the Board. The Secretary shall have the custody of the Seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall have charge of such books and papers as the Board of Directors may direct, shall attend to such correspondence as may be assigned and performs all duties incidental to that office. The Secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members. The Secretary shall be chairperson of the Communication Committee.

Section 9. NOMINATION COMMITTEE

The nominating committee shall be composed of at least 3 members, two of which must be board members. The committee will identify Director and Officer openings by December of the year prior to the next general election. The committee will be responsible for creating notices for the newsletter and rink bulletin boards regarding anticipated board openings and deadline for application, identify and/or solicit people interested in running for positions on the board, collect letters of intent from each potential candidate, verify/confirm eligibility, alphabetical order for their respective nominated positions, distribute/collect/tally ballots, post election results and maintain a record of vote tallies for all nominees. A list of nominees must be posted at the rink and on the website at least two weeks prior to the annual meeting. The consent of each candidate must be obtained before his/her name is placed in nomination.

Section 10. FINANCE COMMITTEE

This standing committee will be chaired by the Treasurer of GAHA and include at least the Registrar, President, and two non-board members of GAHA. The finance committee shall have general charge and control of all financial affairs of the Corporation and any other related matters as assigned by the Board of Directors. For each board meeting this committee shall present at least an income statement showing year to date revenue and expenses along with a fund balance statement that provides balances of all accounts that are registered in the Association name. This committee is also charged with establishing and monitoring an investment policy along with overseeing the Associations funds should this Association be the recipient of any large gifts or bequests.

Section 11. COMMUNICATION COMMITTEE

The Secretary will be the chairperson of this committee. Other GAHA members may serve on this committee. The function of this committee is to facilitate communication regarding GAHA activities and news within the organization as well as to related outside groups. This includes preparation of GAHA materials that need to be published, publicity or registration dates, maintenance of GAHA specific rink bulletin boards, preparation of a newsletter to be published regularly, web site maintenance, publicity of general GAHA activities, development of e-mail communication methods as appropriate and other information dissemination responsibilities as determined by the Board.

Section 12. ICE COORDINATING COMMITTEE

The Committee will meet at the call of the Chairman. It will consist of a Chairman and the Vice Presidents of Empire and Travel. The function of this Committee will be to prepare a schedule for the program, to publish and distribute schedules to appropriate individuals (coaches, Board members, concession stand, area staff, referee, sponsors), to make revision as needed and inform, in writing, the appropriate individuals, and maintain a weekly log of ice used.

Section 13. COACHING COMMITTEE

This Committee should be composed of five (5) members, chairperson (appointed by the Board of Directors), two VP's, Ace Coordinator, and the Board President. No active coaches will be allowed to sit on this committee, any positions that are coaches will be replaced by the board of directors for that year. The duties of the Committee are to communicate to all coaches that GAHA expects them to be positive role models, to interview those persons interested in coaching and assign those deemed qualified to teams at levels where they are best suited. The Committee will encourage GAHA coaches to attend USA Hockey and other coaching clinics. To inform coaches at the start of the season of GAHA rules and regulations and to impress upon them that these must be followed. To hold regular coaches meeting on at least a monthly basis during the hockey season, to organize and hold local coaching clinics twice during the hockey season, to monitor practices and games (home and away, if possible), to ensure that coaches are carrying out their responsibilities as expected and to decide on questions of player movement. This Committee is responsible for the tryouts, practices, games, tournaments and related matters pertinent to running and supervising GAHA teams. This committee will also monitor and, when necessary, participate in practice sessions to oversee the quality and substance of these practices.

Section 14. TOURNAMENT COMMITTEE

Each summer, the board will determine the tournaments GAHA will host for the upcoming hockey season. A director for each tournament will be determined no later than August 1 by the Board by accepting volunteer offers for this responsibility or assigning these responsibilities. The group of individual tournament directors will serve as co-chairs of the tournament committee. A Board member must serve as a member of this committee. Other GAHA members may serve on this committee. It is not necessary for tournament directors to be on the Board, but they are still responsible for reporting to, acting at the direction of, and communicating with the Board on a regular basis. This may include attendance at Board meetings.

It is the responsibility of the tournament committee to work with the board to determine the tournament fees. Other responsibilities include publicizing tournaments, working with GAHA coaches to solicit and gain team entries at each division, notifying the ice scheduler of ice time needs, prizing and obtaining trophies, notifying the rink of tournament plans and needs, arranging for referees and their payments, arranging for music if desired and allowed, arranging for parent and other volunteers and ensuring that "two people in charge" are at the rink before, during and after each game if the tournament director can not be there. The tournament director or their designee is responsible for ensuring everything is running smoothly during the

tournament, troubleshooting problems, orienting volunteers to their responsibilities, handling spectator problems, recording scores and point totals and keeping teams notified of their standing as the tournament progresses. If the tournament director is new to running tournaments or new to their specific tournament, it is the committee's responsibility to provide this director with the orientation, information and possible mentorship needed for him/her to fulfill the designated responsibilities.

Section 15. MARKETING COMMITTEE

The Marketing Committee shall be composed of at least 3 members, one of which is a board member. This committee shall recruit and recognize team sponsors, explore options that will promote GAHA and increase membership. This committee will also be responsible for keeping members and the public informed of sponsorships and fundraising activities of GAHA.

Section 16. EQUIPMENT COMMITTEE

The Equipment Committee shall maintain an inventory of all hockey equipment and other supplies of the Corporation and distribute, monitor, and collect such equipment and supplies to the members, teams, or coaches of the Corporation s required to support the Corporation programs. This committee should also recommend purchases of new equipment or supplies to the full board for approval. This committee shall provide a written request from for approval to the treasure or president prior to ordering. No equipment purchases may be made without prior board approval. It is recommended that at least one board member and at least two non-board members serve on this committee.

Section 17. ACE COMMITTEE

The GAHA ACE Committee is in the first stage of creating a process for the fulfillment of the many activities outlined by USA Hockey and GAHA. As a way of organizing the process, the committee has identified the following areas for which it will attempt top provide help, activities, information, and/or resources.

- a) Distribution of the Skill Progression for Players and Coach Development, with additional skill development information; drills, and help as needed for all age levels, teams, and coaches. Included in USA Hockey guidelines besides age specific skill are character, sports psychology, hockey knowledge, and other areas.
- b) Coaching resources, development and growth; including certification and education information.
- c) Planning a season.
- d) Developing a Coaching Staff and a volunteer team structure.
- e) Key player equipment issues.
- f) Injury prevention, procedures, and resources.
- g) Developing on-ice player communication.
- h) Practice, Preparation, and Management
- i) Game Preparation and Management
- j) GAHA – speak! A common terminology and glossary for our players and coaches.
- k) Tournament Ideas.

- 1) Off-season and pre-season skill development, fitness training information, and resources.

ARTICLE VIII – Membership

Section 1. Membership

The membership in the Corporation shall be open to all parents/guardians of youth playing hockey for a GAHA team, and to persons actively engaged in the coaching, managing, or administering any part of the programs of the Corporation. The membership categories are:

- a) Active Membership in the Corporation shall be granted to elected and appointed officers, directors, coaches, assistant coaches, managers, members of standing committees and a maximum of two parents/guardians for each member at least 18 years of age and in attendance at the Annual Meeting to have one vote in the election of officers to the Board of Directors or in any other secret ballot election as directed by the Board of Directors. The term is the fiscal year of the Corporation.
- b) Youth Membership in the Corporation shall be granted to all skaters registered in GAHA programs.

All members are expected to take some active part in the Corporation's activities. No member shall be entitled to share in the distribution of corporation assets upon the dissolution of the Corporation. Funds contributed to GAHA as part of a fundraising activity do not entitle the contributor to the benefits of membership.

Section 2. Membership Meeting

- a) The annual membership meeting of the Corporation shall be held on or about the 15th day of March each year except that if such a day be a legal holiday or presents a serious conflict. In that event, the directors shall fix an annual membership meeting day not more than two weeks from the date fixed by these By-Laws. Notice of the meeting shall be provided in writing at least two weeks prior to the meeting in a newsletter and on the website.

Regular meetings of the Corporation shall be held at the Batavia Ice Arena or at such other place as the Board may determine.

The presence at any membership meeting of not less than twenty (20) members shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the By-Laws and the Secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting of the members. All persons appearing on such membership roll shall be entitled to vote at the meeting if in good standing. At a minimum an agenda must include presentation of a written financial

report, summarizing revenues and expenses for the year and elections to the Board of Directors.

b) A semi-annual membership meeting shall be held on or about December 1st.

Section 3. Special Meetings

The Directors may call special meetings of the Corporation. The Secretary shall cause a notice of such meetings to be mailed to all members at their addresses as they appear in the membership roll book at least five days, before the scheduled date of such meeting. Such notice shall state the date, time, place, and purposes of the meeting and by whom it was called.

No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meetings

Section 4. Action by Members without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 5. Order of Business

The order of business at all meetings of members shall be as follows:

Roll Call
Approval of membership meetings
Reports of Officers/Financial
Reports of Committees
Elections
Old Business
New Business
Good and Welfare
Adjournments

ARTICLE IX – Seal

The Corporate seal shall have inscribed thereon the name of Corporation, the year of its organization and the words “Corporate Seal, NY.”

ARTICLE X – Harassment: Sexual, Religious, and Age Clause

Harassment of any kind is not productive and will not be tolerated at the Genesee Area Amateur Hockey Association. Any individual who is subject to verbally abusive language relating to gender, race, religion, or age, or whom experiences sexually oriented physical touching or suggestive language is encouraged to report it immediately to a Board Member. Any individual who is aware of such verbally or physically abusive conditions should report such activity immediately. This policy will be reflected in the personnel policy and procedures declared by the Board of Directors.

ARTICLE XI – Dissolution

If the Board determines the Corporation should be dissolved, the proposal for dissolution shall be provided in writing to the membership in the newsletter and on the website at least 30 days in advance of a meeting designated to address the dissolution matter. The Corporation may be dissolved with a two thirds vote of the entire membership. If there are no members of the corporation, then the dissolution may proceed following the adoption of the dissolution plan by the Board of Directors. Upon dissolution of the corporation, any residual assets once all bills have been paid shall be donated to a not-for-profit organization as determined by the Board of Directors.

ARTICLE XII – Construction

If there be any conflict between the provisions of the Certificate of Incorporation and these By Laws, the provisions of the Certification of Incorporation shall govern.

ARTICLE XIII – Amendments

The Board of Directors may amend these by-laws by posting the amendment for at least two weeks at the rink, in the newsletter, and/or on the website prior to a regular, annual or special vote at which the by-law vote is to occur. The approval of two-thirds of the standing Board is required to bring the amendment to a membership vote.

Adopted by the General Membership March/2007.