

BYLAWS

VERMONT FLOOR HOCKEY, INC.

Amended May 9 2015
Annotated with Title 11B References

History of Amendments

Date	When	Sections	Amendments
5-Oct-01	N.A.	Original Issue	
22-Aug-02	Board Meeting	Sec 10.1	Added “with the exception of appendix A”
		Section 10.2	Added “game rules cannot be altered during a playing season”
13-Dec-02	Annual Meeting	Section 4.4	Added “if dues are not current, a player cannot play”
25-Mar-03	Special Membership Meeting	Section 4.2	Added “ maximum number of players per team will be either 9 (4 on 4) <i>instead of 10</i> or 10 (5 on 5)
		Section 8.3	Added “no more than 9 players if 4 on 4 or 10 if 5 on 5 will be assigned per team
2-Sep-03	Board Meeting	Section 8.3	Added wording about a waiting list and if a team had only 6 players, a sub of similar skills as the missing player would be asked to play, if the team had only 5 players, then 2 subs and so on
15-Dec-04	Annual Meeting	Section 4.2	Added a registration process with a priority period with current players, subs, members and former members first. After date, everybody is equal. Randomly select if on same day.
7-Jan-05	Board Meeting (per request at Annual Meeting)	Section 10.2	Removed 40 days before the beginning of a session and introduce memorandum of understanding, interpretations, rule approval, denial and interim.
16-Mar-05	Special Membership Meeting	All relevant sections	Replaced the term <u>waiting list</u> with the term <u>substitute players list</u>
		Section 4.2	Added a process to fill vacancy on a team during a season from the sub players list. Within the registration period following the 4 categories, then first come.
		Section 4.4	Added wording about if a player cannot finish the season, the board will decide the amount to be refunded

		Section 8.3	Replaced the Sep 2, 03 wording with the idea that an available sub can play if there is room on a team on any given night. Subs will not be allowed to play during the playoffs. Added a definition of an available sub as being a player who has played less than the number of games the player should have played.
2-Aug-05	Board Meeting	Section 4.2	Clarified that individuals who would like to play full time but do not want to be sub players will also be considered for vacancy on a team.
14-Dec-05	Annual Meeting	Section 4.5	Added wording about suspending members and clarify the fact that a member could not play while a case for termination is being reviewed.
13-Dec-06	Annual Meeting	Section 4.2	Changed the maximum number of players per team to be 8 instead of 9 if 4 on 4 and from 10 to 9 if 5 on 5.
		Section 8.3	
29-Nov-07	Board Meeting	Section 4.7	Changed the time of the annual meeting from the end of the fall playing session to the first quarter of the following fiscal year
4-Apr-08	Board Meeting	Section 4.2	Allowed for guests to play without being a member for up to two times
4-Apr-08	Board Meeting	Section 5.2	Increased the number of board members to up to five
22-Jun-10	Board Meeting	Section 4.2	Under A) replaced, in paragraphs 11 and 12, the term Substitute Players List with the term Waiting List and removed paragraph 13
22-Jun-10	Board Meeting	Section 8.3	Replaced March 05 wording to explain how teams can supplement their original rosters and what teams need to do in order to get subs for the playoffs
3-Aug-11	Board Meeting, Secretary of State	Article I	Changed the name of the corporation from Greater Burlington Floor Hockey Club, Inc. to Vermont Floor Hockey, Inc.
19-Apr-12	Annual Meeting of Members	Section 4.2, A	Changed the number of members in this category from 80 to 180
29-Apr-13	Annual Meeting of Members	Section 4-2 B	Added reference to Article V, Section 5.2 which was omitted from the original definition
29-Apr-13	Annual Meeting of Members	Section 4-2 C)	Eliminated the part about guests having to become members on the 3rd visits
29-Apr-13	Annual Meeting of Members	Section 4-5	Added language to conform to newly modified game rule 2.8.6 which added an automatic one game suspension following a game ejection.

29-Apr-13	Annual Meeting of Members	Section 4-7	Extended the period during which the annual meeting should be held by
29-Apr-13	Annual Meeting of Members	Section 5-1	Clarified that the officers of the Club are the elected board of directors
29-Apr-13	Annual Meeting of Members	Section 5-2	Added the requirement that an individual must have been a member for a full year before he/she can be consider for office
29-Apr-13	Annual Meeting of Members	Section 5-3	Eliminated nominations from a nominating committee
29-Apr-13	Annual Meeting of Members	Section 6-1	Introduces the concept of one overarching Club president and one or more regional vice-presidents
29-Apr-13	Annual Meeting of Members	Section 6-2	Clarified that the officers of the Club are the elected board of directors
29-Apr-13	Annual Meeting of Members	Section 6-3	Added language to list what is expected of all officers
29-Apr-13	Annual Meeting of Members	Section 6-3 Sub-Section A	Eliminated nominating committee from the list of committees that the president could form
29-Apr-13	Annual Meeting of Members	Section 6-3 Sub-Section B	Listed the duties of the regional vice presidents
29-Apr-13	Annual Meeting of Members	Section 8-3	Specified that the board could limit the number of friends on a team to three
29-Apr-13	Annual Meeting of Members		Section was updated. Rules 2.1.8 now addresses what was covered
April 21 2014	Annual Meeting	Section 4.1	Allow the possibility for players below 18 to play if certain conditions are met.
November 2014	Board Meeting	Article X	10.2 Rules modification moved to Game Rules Book. 10.1 Bylaws Amendment, replaced with language from 11B V.S.A. § 10.21
November 2014	Board Meeting	Article VIII	Article about Game Activities moved to Game Rules Book
May 9 2015	Annual Meeting of Members	Article IV	Eliminated the age restriction and created junior and adult membership categories

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VERMONT FLOOR HOCKEY, INC.

BYLAWS

Article I. NAME

The name of this corporation shall be Vermont Floor Hockey, Inc., hereinafter referred to as the "Club".

Article II. PURPOSE

The purpose of this corporation shall be to further personal interests in the sport of Floor Hockey by establishing playing opportunities through a common organization for those interested in this sport and to foster the ideals of team work, cooperation, good sportsmanship and personal wellness.

Participants will play floor hockey in a friendly, fun and safe environment.

Article III. MAILING ADDRESS

The mailing address of the Club shall be P.O. Box 462, Williston, VT 05495

Article IV. MEMBERS

Section 4.1 Eligibility

Any individual may become a member of the Club.

Section 4.2 Membership

The Club shall consist of the following membership categories, each having the respective rights and privileges hereinafter described.

A) Adult members

Club members that are eighteen years of age or older. Adult members have the right to vote and are eligible to serve on committees and the Board of Directors if they meet the criteria of Article V.

B) Junior members

Club members that are under the age of eighteen. Junior members do not have the right to vote and are not eligible to serve on the Board of Directors. A junior member automatically becomes an adult member upon notifying the Secretary of his/her 18th birthday.

C) Non-member guests

A guest is an individual who participates in a Club activity without being a member. A guest must pay the fee set for the activity and must not take the place of an available member.

Section 4.3 Voting Rights

Each member, eligible to vote, in good standing shall be entitled to one vote on each matter submitted¹ to a vote of the members.

Section 4.4 Fees and Dues

In general, an individual becomes member of the Club when he or she signs up for a program such as a league. An individual can also become a member of the Club by paying the membership fee. Membership is valid until the end of the calendar year.

Members shall be liable for whatever fees and dues the board of directors² may stipulate for such members. A member in good standing is one who has paid these fees and dues. If fees and dues are not current, a member may not play. If a member cannot finish the season, the Board will determine the amount refunded, if any. By signing the playing application form, a member agrees to make full payment for any deliberate damage caused to the facility or the equipment.

Section 4.5 Suspension and Termination

Membership may be terminated by resignation of the member or by action of the board of directors.

The board of directors, by at least a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend or terminate the membership of any member when the conduct of such person is considered detrimental to the best interests of the Club or when such person shall be in default in the payment of fees or dues for the period.

At least ~~5~~ 15 days prior written notice³ shall be given to the member to be suspended or terminated from the Club. Said notice shall state the reasons for the action, and shall give the member an opportunity to be heard orally or in writing⁴, not less than five days before the effective date of the proposed suspension or termination. Written notice of the

1 7.21(a)
2 6.23
3 6.31(b)(1)(a)
4 6.31(b)(1)(b)

proposed action shall be given by first class mail⁵ and sent to the member's last address. From the date the written notice has been sent and until the case has been settled, the member will not be allowed to take part to Club activities.

A member who has been terminated may be liable to the corporation pursuant to section 4.4 for dues, assessments or fees as a result of obligations incurred or commitments prior to or as a result of the termination⁶.

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section 4.6 Reinstatement

On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of a majority of the Board, may reinstate a member to membership on such terms as the board of directors may deem appropriate.

Section 4.7 Annual Meeting

The annual meeting of the members shall be held during the first four months following the end of the fiscal year, at the time specified by the Board⁷ for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on that day, the board of directors shall call a special meeting of the members as soon thereafter as is convenient. The meeting shall be held at the place specified in the annual meeting notice⁸.

Section 4.8 Special Meetings

The Club shall hold a special meeting of members on call of its Board or the person⁹ or persons authorized to do so by these bylaws; or if the holders of at least five percent¹⁰ of the voting members in good standing sign, date, and deliver to any officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

Section 4.9 Place of Meeting

The board of directors shall designate any place within the State of Vermont as the place

5 6.31(b)(2)(c)
6 6.31(e)
7 7.01(a) unless a different time is specifically set forth in the notice
8 7.01(c)
9 7.02(a)(1)
10 7.02(a)(2)

of meeting for any annual meeting or for any special meeting¹¹.

Section 4.10 Notice of Meeting

Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be made in by first class mail, or e-mail, whichever is more convenient, at least ten days¹² in advance of said meeting.

Section 4.11 Quorum

At least one-tenth of the total number of members eligible to vote, represented in person, shall constitute a quorum at a meeting of members¹³.

Unless one-third¹⁴ or more of the voting power is present in person, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice.

Section 4.12 Proxies

At all meetings of members, a member may not vote by proxy¹⁵.

Section 4.13 Voting

Any action which may be taken at any annual or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter; provided, however, that action taken by ballot may not be a substitute for the holding of an annual or special meeting¹⁶.

In the election of directors, cumulative voting shall not be permitted¹⁷.

Section 4.14 Resolutions

All resolutions offered for the consideration of the members shall be presented in writing prior to discussion before the membership¹⁸.

Section 4.15 Rules of Order

11	7.01(c)
12	7.05(c)(1)
13	7.22(a)
14	7.22(d)
15	7.24(a)
16	7.08(a)
17	7.25(a)
18	7.05(c)(2) and 7.05(c)(3)

Meetings of members shall be governed by Robert's Rules of Order, Newly Revised. The order of business of any meeting shall, in general, thus be:

- A) Call to Order
- B) Roll Call of Member Present
- C) Adoption of Preceding Meeting Minutes
- D) Treasurer Report
- E) Officers Reports
- F) Committee Reports
- G) Special Orders
- H) Unfinished Business
- I) New Business
- J) Balloting
- K) Announcement
- L) Adjournment

Article V BOARD OF DIRECTORS

Section 5.1 Power

The management of the business and affairs of the Club shall be vested¹⁹ in the board of directors. The board of directors shall consist of the officers listed in Article VI. The Board may appoint committees for any purpose, including an executive committee²⁰ that may exercise any of the authority of the Board.

Section 5.2 Number and Qualifications

The number of directors shall be at least three (3)²¹ but no more than five (5). Directors²² must be or become members of the Club. Any individual who has been a member of the Club for a complete calendar year may become a director.

Section 5.3 Tenure

Directors may be elected for successive terms, not to exceed six (6) years²³.

Directors shall be elected at the annual meeting of members, and the term of office of each director shall be until the next annual meeting of the members and the election and qualification of his or her successor²⁴.

19 8.01(a)(b)
20 8.01(c)
21 8.03(a)
22 8.02
23 8.05
24 8.05(d)

Nominations for board of directors will be made from the floor at the annual meeting of members at the time of the election.

Further nominations may be made from the floor at the time of the election by any active individual member.

When accepting nominations from the floor, any active member can nominate another member and/or himself/herself for office, but the persons to be nominated must be eligible and willing to serve. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote, with a majority vote of all active individual members present.

Section 5.4 Regular Meetings

No regular meeting of the Board will be scheduled. Instead, a minimum of one special meeting per playing session will be held²⁵.

Section 5.5 Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at such a place as the directors may determine.

Board members shall be authorized to participate in special meeting by, or conduct the meeting through the use of, any means of communication, including conference telephone call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.6 Notice

Notice of any special meeting shall be given at least forty-eight (48) hours²⁶ before the time fixed for the meeting, by written notice delivered personally or mailed to each director, or distributed by fax or e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. Any director may waive notice of any meeting. The attendance of a director at a meeting²⁷ 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 business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

25 8.20
26 8.22
27 8.23

Section 5.7 Quorum

A majority of the number of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors²⁸.

Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly warned and held meeting of the Board, provided such written consent is inserted in the minute book²⁹. Each action must be evidenced by one or more written consents describing the action taken and be signed by each director. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 5.8 Resignation

A director may resign at any time by delivering written notice to the board of directors, its chair, or to the president or other officer responsible for recording the minutes of the meetings of the directors of the corporation³⁰.

Section 5.9 Vacancies

If any vacancy occurs in the board of directors by death, resignation or otherwise, it may be filled by a majority vote of the remaining directors at any regular meeting or any special meeting called for that purpose³¹.

Section 5.10 Rules of Order

Meetings shall be governed by Robert's Rules of Order, Newly Revised.

Section 5.11 Compensation

The Club will not pay compensation to its board members, or officers³².

Article VI OFFICERS

Section 6.1 Number

28 8.24(a)(1)(2)
29 8.21
30 8.07
31 8.11(2)
32 8.12 if compensation, then will have to pay \$15 to the State to fill the biennial report

The officers of the Club shall be a President, Regional Vice President(s), Secretary, Treasurer³³ and Immediate Past President when applicable.

Section 6.2 Selection and Tenure

Except for the Immediate Past Club President, the officers of this Club are the board of directors elected by members at the annual meeting. If the office of Immediate Past Club President is vacated for any reason, it shall stay vacant for the remainder of the term.

Unless the best interest of the Club requires otherwise, the President shall be an ex officio member of this Club.

Section 6.3 Duties of Officers

All officers shall understand, uphold and support the mission, purpose, objectives, processes and procedures of the Club.

All officers shall display good sportsmanship.

All officers shall give assistance to the collection of membership, playing and sub fees as required.

All officers shall promote membership and Club's activities by assisting as needed in the development and distribution of informational and promotional materials to the public, area newspapers and other media.

All officers shall attend the annual meeting and any special meetings of members and most board meetings.

All officers shall review, evaluate and respond to materials, discussions and correspondences presented by the board in a timely manner.

All officers shall be leaders in the promotion, understanding and implementation of game rules, bylaws and privacy policy.

A) President

The president shall call special meetings of the Board as necessary or upon special request and preside at all meetings of the corporation and the board of directors.

The president shall conduct the affairs of the Club and execute the policies established by the board of directors as set in the bylaws.

33 8.40(a)

The president shall prepare and present a report of the condition of the Club at the annual meeting.

The president shall be responsible for investigating complaints, irregularities and conditions detrimental to the Club and reporting thereon to the Board as circumstances warrant.

The President will appoint special committees as necessary to carry out the activities of the Club.

B) Regional Vice President(s)

There will be a regional vice-president in each of the leagues offered by the Club. Should there be two or more regional vice-presidents, the one with the most membership seniority will preside in the absence of the Club president.

The regional vice-president shall respond to membership and player inquiries from the area league.

The regional vice-president shall serve as a liaison between the specific area league and the Board.

The regional vice-president shall become aware of current concerns, issues and needs in the area league represented and relay this information to the president and the board.

The regional vice-president shall recognize and advise the Board of changing membership issues and trends.

The regional vice-president shall prepare and submit a director report at the annual meeting.

The regional vice-president shall be, as applicable, the designated “person in charge” at weekly events within his/her specific area.

The regional vice-president shall work with the board or a subcommittee to make area league teams prior each season.

The regional vice-president shall ensure that players are aware of bylaws and game rules and that members play in a manner that fosters a fun and safe playing environment as per the game rules.

The regional vice-president shall observe the play at games and work with volunteer referees and teams to control physical play and to facilitate the proper application of the game rules.

C) Secretary

The secretary shall keep minutes of the proceedings of all special and annual meetings of the board of directors and of the corporation³⁴.

The secretary shall be responsible for providing minutes to all board of directors prior to the next board meeting.

The secretary shall notify members of the board of directors of all meetings.

The secretary shall conduct correspondence as directed and authorized by the president and board of directors.

The secretary shall be responsible for filing all reports and other documents required to be filled out by the Club.

The secretary shall have custody of the Club's Constitution and Bylaws and all other records and documents of this Club³⁵.

D) Treasurer

The treasurer shall receive all moneys and deposit same in a depository approved by the Board.

The treasurer shall keep records for the receipt and disbursement of all moneys of the Club.

The treasurer shall approve all payments from allotted funds and checks. Funds shall be withdrawn only by checks signed by both the treasurer and the president (or any other board member should the president and the treasurer be the same individual) and shall be for the payment of club purchases and bills duly submitted and approved by the board of directors.

The treasurer shall report to the Board as to the financial condition of the Club at all special and annual meetings³⁶.

The treasurer shall prepare an annual budget for the coming year for approval by the Board at or before the annual meeting.

The treasurer shall prepare or cause to be prepared and files in a timely manner all required tax documents.

34 8.40(b)
35 8.40(b)
36 7.01(d)1

E) Immediate Past President

The immediate past president shall chair the Nominating Committee charged with preparing a slate of candidates for office.

The immediate past president shall serve as an advisor to the president and the Board.

Article VII FISCAL YEAR

The fiscal year of the Club shall be January 1 to December 31. Efforts shall be made to assure that there shall be no balance of funds carried over from one year to another, it being intended that all funds received in any year should be expended on that year's programs. Exception would be fund raising efforts in support of long-term goals and objectives.³⁷

Article VIII WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice³⁸.

Article IX AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the board of directors at any special meeting of the Board³⁹; provided, however, the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected⁴⁰ nor shall the provisions of Article IV, concerning the members, be substantially altered without the prior approval of two-thirds of the members eligible for voting or a majority of the voting power, whichever is less.

Article X DISSOLUTION OR SALES OF ASSETS

Approval by the Board and approval by other members, if any, by two-thirds of the votes cast or a majority of the voting power, whichever is less, shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation⁴¹.

Upon the dissolution of the corporation, and after all creditors have been paid, assets

37 Tax Form
38 7.06
39 2.06
40 10.21
41 14.02

shall be distributed in a manner consistent with section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Distribution of assets will be as proposed by the Board and as selected by a voting majority of its members present at the dissolution meeting. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located⁴².