

# **BYLAWS OF THE CAPE COD WAVES GIRLS HOCKEY, INC.**

## ARTICLE I - GENERAL PROVISIONS

### 1. ORGANIZATION DESCRIPTION.

Cape Cod Waves, Inc. (the "corporation") is a non-profit organization incorporated in the Commonwealth of Massachusetts. The corporation has been organized to educate youths with respect to the rules of the game of hockey, fundamental hockey skills, good sportsmanship, teamwork and motivation. In addition, the objectives of the corporation are to provide the finest youth ice hockey experience possible, to promote fun through the learning of hockey skills, to sponsor continuous learning and improvement in each participant in the organization, and to provide suitable levels of competition.

### 2. OFFICES.

The principal office of the corporation in the Commonwealth of Massachusetts shall be located in the Town of Barnstable, County of Barnstable. The corporation may have such other offices, either within or without the state of incorporation, as the board of directors may designate or as the business of the corporation may from time to time require.

### 3. MEMBERS.

The corporation shall have no members. No person now or hereafter designated by the corporation as a "member" for any purpose shall be or be deemed to be a member for the purposes of the Articles or Organization or by-laws of the corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the directors of the corporation.

## ARTICLE II - BOARD OF DIRECTORS

### 1. GENERAL POWERS.

The business, affairs and property of the corporation shall be managed by its board of directors who may exercise all the powers of the corporation. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with these Bylaws and the laws of the Commonwealth.

### 2. NUMBER, TENURE AND QUALIFICATIONS.

The number of directors required to properly serve the well being of the corporation shall be determined by the directors. Directors will be nominated and elected at the annual meeting by a majority of the constituency. For the purpose of this document, constituents will be defined as parent(s) and/or legal guardian(s) of a waves player in good financial standing. Constituents will also include "Directors at Large" and other individuals determined by the current board, acting in the best interest of the Cape Cod Waves. All directors shall hold office until the next annual meeting or special meeting in lieu of an annual meeting or until their respective successors are chosen and qualified.

### 3. ANNUAL MEETING.

The annual meeting of the directors of the corporation shall be held in April of each year, at such time and place as the directors may determine. If the annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Notice of the annual meeting setting forth the date, time and place of any such meeting shall be mailed to all directors not less than seven (7) days prior to the date of the annual meeting. Notice of any special meeting shall be given as directed under Article II, Section 5, of these Bylaws.

#### 4. REGULAR MEETINGS

Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof.

#### 5. SPECIAL MEETINGS.

Special meetings of the directors may be held at any time and place designated in a call by the president, the treasurer or two or more directors. Notice of all special meetings of the directors shall be given to each director by the clerk or, in the case of the death, absence, incapacity or refusal of the clerk, by the office or one or more of the directors calling the meeting. Such notice shall be given to each director in person or by telephone, telegram, facsimile or electronic mail transmission sent to each such director's business or home address at least twenty-four (24) hours in advance of the meeting, or by mail addressed to such business or home address and post-marked at least forty-eight (48) hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (1) to any director who, either before or after the meeting, delivers a written waiver of notice, executed by the director, which is filed with the records of the meeting; or (ii) to any director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a director or officer.

#### 6. ACTION AT MEETINGS.

At any meeting of the directors a majority [more than half of the current directors] of the board of directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### 7. MANNER OF ACTING.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Any action by the directors or any committee may be taken without a meeting if a written consent thereto is signed by all the directors or all the members of the applicable committees and filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

#### 8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

#### 9. REMOVALS AND RESIGNATION OF DIRECTORS.

Any or all of the directors may be removed for cause by action of the board. A director may resign at any time by giving written notice to the board, the president, or the clerk of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### 10. PRESUMPTION OF ASSENT.

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the clerk of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

#### 11. EXECUTIVE AND OTHER COMMITTEES.

The directors may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, registration, investments, finances and budgets and other matters affecting the state of the corporation, and may delegate such powers and duties thereto as the board of directors may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the

transaction of all business property before the meeting shall consist of a majority of the elected members of such committee.

**ARTICLE III - OFFICERS**

**1. NUMBER**

The officers of the corporation shall be a president, a vice president, a clerk, a treasurer, and such other officers as the directors may determine.

**2. ELECTIONS AND TERM OF OFFICE.**

The president, vice-president, treasurer, registrar and clerk, hereby known as the executive staff, shall be elected annually by the constituency. Any other officers determined necessary or desirable by the directors may be elected by the directors. An individual cannot hold more than one executive staff position. However, an executive staff member can hold other directorships as deemed necessary by the other directors. Multiple, non-executive staff positions may also be held by other directors. The clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these Bylaws, all officers shall hold office until the annual meeting of the directors or until their respective successors are chosen and qualified.

**3. RESIGNATIONS AND REMOVAL.**

Any officer may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The directors may remove any officer with or without cause by a vote of a majority of the directors then in office.

**4. VACANCIES.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

**5. PRESIDENT.**

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the directors. He may sign, with the clerk or any other proper officer of the corporation thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors 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 offices of president and such other duties as may be prescribed by the directors from time to time.

**6. VICE PRESIDENT.**

In the absence of the president or in the event of his 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 by the president or by the directors.

**7. CLERK (SECRETARY)**

The Clerk, shall keep the minutes of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and of the seal of the corporation, and shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the directors. In the absence of the clerk from any meeting of directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk.

#### 8. TREASURER.

The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By laws or by the directors.

#### 9. REGISTRAR

The Registrar shall register all players, coaches, and managers and roster teams with USA Hockey and Mass Hockey. The Registrar will follow all USA and Mass Hockey rules and regulations pertaining to registration and team rosters. The Registrar shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the directors.

### ARTICLE IV - CONTRACTS. LOANS. CHECKS AND DEPOSITS

#### 1. CONTRACTS.

All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

#### 2. LOANS.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

#### 3. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

### ARTICLE V - CORPORATE RECORDS

The original or attested copies of the Articles of Organization, By laws and records of all meeting so incorporators and directors shall be kept in Massachusetts at the principal office of the corporation or of the clerk, but such corporate records need not all be kept in the same office.

### ARTICLE VI - AMENDMENTS

These By laws may at any time be amended or repealed, in whole or in part, by vote of a majority of the directors then in office.

### ARTICLE VII – RULES OF OPERATION

The directors will create, and modify as they see fit, a system for documenting rules for the proper operation of the corporation as spelled out in the Bylaws. New rules, and changes to old rules will be dealt with as normal business during the meetings of the directors. Members may challenge existing rules and/or request the addition of new rules at the annual meeting. The approval/disapproval of a challenge will be based upon a majority vote of all members present at the meeting.

#### BYLAWS

The Cape Cod Waves Girls Hockey, Inc.