

**AMENDED AND RESTATED BYLAWS
OF THE
COLORADO SELECT GIRL HOCKEY ASSOCIATION
A COLORADO NONPROFIT CORPORATION
(July 20, 2016)**

**ARTICLE
I
MEMBERS**

Section 1.01 *Membership.*

(a) Membership in the Colorado Select Girls Hockey Association (the “Association”) shall be comprised of the following (collectively, the “Members”):

Participant Members: Players currently registered with the Association (“Participants”), which in the case of a Participant Member who is not at least eighteen (18) years of age shall include the parent(s) or guardian(s) legally authorized to act on behalf of such minor Participant Member. For purposes of these Bylaws, a minor Participant Member or multiple minor Participant Members from one family unit and her parent(s) or other legal guardian(s) shall together be deemed to be a single Participant Member. Participant Member standing begins upon submission and acceptance of the annual season registration and associated registration fee and remains in place until the registration deadline date for the following annual season.

Coach Members: All coaches who are not parent(s) or legal guardian(s) of minor Participant Members. Coach Members standing as Members shall be consistent with their annual contract terms and conditions.

Other Members: Other persons who are deemed necessary to the operation of the Association’s program and who are elected to membership by the Association’s board of directors (the “Board of Directors”). Such Other Members may be removed from the membership of the Association from time to time in the sole discretion of the Board of Directors.

(b) Eligibility for and acceptance of registration with the Association of Members shall be determined in the sole and absolute discretion of the Board of Directors. Questions of membership status shall be resolved in accordance with these Bylaws and the rules and regulations of the Association and in the case of uncertainty or dispute, by the Board of Directors, whose determination on such issue shall be final.

(c) Except as otherwise provided in these Bylaws or required by applicable law, Member lists or other information concerning the Members shall be deemed and kept confidential and shall not be available for inspection or copying or otherwise furnished to any Member or other

person or entity except as maybe required in connection with the activities of the Association. Members wishing to communicate with other Members may request the Secretary/Registrar to distribute such information to the Members, and upon compliance with such conditions as the Secretary/Registrar may reasonably impose, and payment of the costs thereof, the Secretary/Registrar shall (and in the case of communications for commercial purposes may) distribute such information to the Members.

Section 1.02 ***Suspensions or Termination***. Membership in the Association and/or participation in activities of the Association shall be subject to suspension or termination in the event of a failure to comply with any of the requirements of these Bylaws, the rules and regulations or decisions of the Board of Directors, of USA Hockey, Inc. or of any Affiliate Members having jurisdiction over the Association from time to time, or for other reasons deemed by the Board of Directors to be in the best interests of the Association. A determination to suspend or terminate the membership or participation privileges of a Member shall be at the sole and absolute discretion of the Board of Directors and shall require a majority vote of all the existing Board of Directors at the time of consideration.¹ Notwithstanding the foregoing, the voting rights of any Voting Member (as defined in Section 1.08) shall be suspended during any period during which such Member is delinquent in the payment of the fees, assessments and other charges of the Association established in accordance with Section 6.01.

Section 1.03 ***Annual Meeting of Members***. The annual meeting of the Members shall be held at a time and place fixed by the Board of Directors, but shall in all events be after the completion of all USA Hockey National Tournaments in the spring(or as soon thereafter as may be practicable) and prior to the beginning of the next fiscal year.

Section 1.04 ***Special Meetings of Members***. A special meeting of the Members for any purpose or purposes maybe called by the Board of Directors or the President. The Association shall also hold a special meeting of the Members in the event it receives, in the manner specified in Section 10.09, one or more written demands for such meeting, stating the purpose or purposes for which it is to be held, signed and dated by Voting Members aggregating not less than ten percent (10%) of the then total Voting Members. Special meetings shall be held at such place as the Board of Directors or the President may determine.

Section 1.05 ***Member/Voting List***.

(a)The Secretary/Registrar shall prepare a list of the names of all Members who are entitled to be given notice of a meeting of Members (the “Notified Members”). This list shall include Voting Members and all non-voting Coach and Other Members. The list shall be alphabetical and shall show the email address of each Notified Member.

(b)The list of Notified Members shall be available for inspection by any Member beginning the earlier often (10) days before the meeting for which the list was prepared or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, at the Association’s principal office or at a place identified in the notice of the meeting in the city where the meeting will be held.

¹ This overrides the voting rights of the Board as defined in section 2.15

(c)The Secretary/Registrar shall make the list of Notified Members available at the meeting, and any Notified Member or agent or attorney of a Notified Member is entitled to inspect the list at anytime during the meeting or any adjournment.

Section 1.06 *Notice to Members.*

(a)The Secretary/Registrar shall give notice to Notified Members of the date, time and place of Each annual and special meeting of the Members no fewer than fifteen(15)nor more than sixty(60) days before the date of the meeting; except that if the Articles of Incorporation or Bylaws are to be amended, at least thirty(30)days' notice shall be given.

(b)Notice of an annual meeting of the Members need not include a description of the purpose or purposes for which the meeting is called unless a purpose of the meeting is to consider an amendment to the Association's Articles of Incorporation or Bylaws, a restatement of the Articles of Incorporation, a plan of merger, disposition of substantially all of the property of the Association, consent by the Association to the disposition of property by another entity or dissolution of the Association.

(c)Notice of a special meeting of the Members shall include a description of the purpose or purposes for which the meeting is called.

(d)Notice of a meeting of the Members shall be in writing and shall be given by (i) Posting in a conspicuous place at the principal venue of the Association's program; (ii) posting on the Association's website, and (iii) e-mail distribution to the last know e-mail of each Notified Member on the books of the Association. Notice shall be effective upon distribution by all three methods.

(e)If an annual or special meeting of the Members is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment; provided, however, that, if a new record date for the adjourned meeting is fixed pursuant to Section 1.07(c), notice of the adjourned meeting shall be given to persons who are Notified Members as of the new record date.

(f)If three successive notices are given by the Association, whether with respect to a meeting of the Members or otherwise, to a Notified Member and are returned as undeliverable, no further notices to such Notified Member shall be necessary until another address for the Notified Member is made known to the Association.

Section 1.07 *Quorum.* The presence of Voting Members entitled to cast ten (10) votes shall constitute a quorum for purposes of the meeting. If a quorum does not exist, the President or any Voting Member that is present at the meeting may adjourn the meeting to a different date (within sixty (60) days), time or place, and, subject to the next sentence, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. At any adjourned meeting at which a quorum exists, any matter may be acted upon that could have been acted upon at the meeting originally called; provided, however, that if new notice is given of the adjourned meeting, then such notice shall state the purpose or purposes of the adjourned meeting sufficiently to permit action on such matters.

Once a Voting Member is or is deemed present for any purpose at a meeting, including the purpose of determining that a quorum exists, such Voting Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

Section 1.08 ***Voting Entitlement.*** Participant Members in good standing with the Association (i.e. those Participant Members that have not had their voting privileges suspended) shall be entitled to vote at a meeting of the Members. Each Participant Member shall be entitled to one vote on each matter voted on at a meeting of the Members. Those Members who are entitled to vote at any annual or special meeting of the Members shall be referred to herein as “Voting Members.”

Section 1.09 ***Method of Voting.***

(a) A Voting Member generally must vote in person. Voting by proxy or absentee ballot shall not be permitted except as defined in section 1.09(b). Voting shall be by show of hands unless the Board of Directors determines that a secret ballot shall be utilized. If more than one parent or other legal guardian of a minor Participant Member is present at a meeting, one of such persons shall be designated to cast the vote of such minor Participant Member, or in the absence of such designation, the person entitled to vote on behalf of such minor Participant Member shall be designated by the Board of Directors.

(b) Electronic voting will be permitted for Board of Director candidate voting during the annual meeting of Members. Electronic ballots of candidates will be provided not less than fourteen (14) and not more than thirty (30) days prior to the meeting date. Electronic ballots will be distributed by the Registrar/Secretary using the Member/Voting list, Section (1.05). Electronic votes must be returned to the Registrar/Secretary no less than twenty-four (24) hours prior to the official start time of the annual meeting. Only electronic votes received from the registered email on the Member/Voting list will be accepted. Electronic votes must be assigned to a Voting Member to be accepted and counted.

Section 1.10 ***Waiver of Notice.***

(a) A Member may waive any notice required bylaw, the Articles of Incorporation or these Bylaws, whether before or after the date or time stated in the notice as the date or time when any action will occur or has occurred. The waiver shall be in writing, be signed by the Member entitled to take notice and be delivered to the Association for inclusion in the minutes or filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver.

(b) A Member’s attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

**ARTICLE
II
DIRECTORS**

Section 2.01 ***Authority of the Board of Directors***. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, a Board of Directors, each member of which also shall be an officer of the Association as provided in Article IV hereof.

Section 2.02 ***Number***. The Board of Directors shall be comprised of at least eight (8) officers plus applicable age division directors, but may be increased or decreased by amendment of these Bylaws; however, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 2.03 ***Required Positions***. The Board of Directors shall be comprised at a minimum of the following Board of Director positions; President, Vice President, Treasurer, Secretary/Registrar, Director of Tier Programs, Director of Recreational Programs, Co-Coaching Directors. In addition, the Prior Past President will be considered an adjunct and normally non-voting Board of Directors Position with the role of providing consultative services to the Board. The Prior Past President will, however, serve as the deciding tie-breaker for the purpose of any Board of Director vote ties (Section 2.15). The Prior Past President will function during a one year period.

Section 2.04 ***Qualification***. Each director shall be at least twenty-one (21) years of age. In the case of the President, such person also shall have previously served a minimum of one term as the Vice President, if that condition cannot be met, then such person shall have previously served one term as a member of the Board of Directors, or one term as a member of the Board of Directors of another Hockey Association. In the case of the Vice President, such person shall have previously served a minimum of one year term as a member of the Board of Directors within the Association or another Hockey Association. In the event that any director ceases to be qualified to hold his or her office, the term of office of such director shall thereupon terminate and a vacancy in such office shall be deemed to have occurred.

Section 2.05 ***Participation on Other Governing Boards***. During his or her term of office, a director shall not serve as a director or officer of any other organization which participates in a league in which an Association team also participates. Directors also are discouraged, although not prohibited, from serving as an officer or director of any organization in which the Association participates or which has jurisdiction over the Association. In the event a director shall serve in such capacity, the director shall disclose any potential conflict of interest to the Board of Directors or to the governing board of such other organization, as applicable, and shall refrain whenever possible from voting on such issues with respect to which such director may have a conflict of interest. All members of the Board of Directors shall, upon request, sign an Association created Conflict of Interest (COI) and Non-Disclosure Agreement (NDA).

Section 2.06 ***Election***. Directors shall be elected at the annual meeting of the Members or at a special meeting called for that purpose.

Section 2.07 ***Term***. The President and Vice President will serve a two year term and all Age Division Directors shall be elected for a term of one year and shall hold office until their respective successors are duly elected and qualified. Upon completion of his or her term, the President shall become the Prior Past President for the following one year term. All other directors shall be elected for a term of two years and shall hold office until their respective successors are duly elected and qualified. The terms of such directors shall be staggered, to be implemented as follows: at the first annual meeting of Members corresponding to the date of adoption of these Amended and Restated Bylaws (2011), the Treasurer, one of the two Co-Directors of Coaching, the Director of Communications and the Director of Sponsorships and Fundraising shall be elected for a two year term. At the next annual meeting of Members following the date of adoption of these Amended and Restated Bylaws, the Secretary/Registrar, Director of Tier Programs, the second Co-Director of Coaching and the Director of Recreational Programs shall be elected for two year terms. Thereafter, all such directors shall be elected for two year terms.

Section 2.08 ***Resignation***. A director may resign at anytime by giving written notice of his or her resignation to any other director or, if the director is not also the Secretary/Registrar, to the Secretary/Registrar. The resignation shall be effective when it is received by another director or the Secretary/Registrar, as the case maybe, unless the notice of resignation specifies a later effective date. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

Section 2.09 ***Removal***. Any director maybe removed by the voting Members, with or without cause, at a meeting called for that purpose. The notice of the meeting shall state that the purpose or one of the purposes, of the meeting is removal of the director. A director maybe removed only if the number of votes cast in favor of removal exceeds the number of votes cast against removal. Directors may also be removed by a majority vote of the remaining Board of Directors² due to failure to perform assigned duties, failure to meet participation standards (Section 2.20), negligence, waste, fraud or abuse.

Section 2.10 ***Vacancies***.

(a) Except as provided in 2.10(c), if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy, or if the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. If the Board of Directors fails to fill the vacancy within sixty (60) days of the occurrence of the vacancy, the Members may fill the vacancy at the next annual meeting of Members or at a special meeting of Members called for that purpose. If the Board of Directors does fill the vacancy based on majority vote of all the directors remaining in office, the new Director, whose position is fully governed by the Bylaws, shall be deemed to have served for a

² This overrides the voting rights of the Board as defined in section 2.15

full one year term at the completion of the association's fiscal year. "The Season", provided the new Director was in office for six or more calendar months during "The Season" and fulfilled the duties and responsibilities for the previously vacated position, as modified by the Board of Directors from time to time.

(b) A vacancy that will occur at a specific later date, by reason of resignation that will become effective at a later date under Section 2.08 or otherwise, maybe filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

(c) A vacancy which occurs as the result of the election of an incumbent director to a different office shall if possible be filled by election of the Members at such meeting; provided, however, that if such vacancy is not filled at such meeting, it shall be filled as provided in Section 2.10(a).

Section 2.11 *Powers of the Board of Directors.* In addition to other powers stated herein and provided or permitted by law, the Board of Directors shall have the power, among others, to: (a) formulate, prescribe, alter and amend the rules and regulations for the governance and operation of the Association;

(b) Impose and enforce penalties for any violation of these Bylaws or the rules and regulations of the Association;

(c) Modify any suspension or penalty that has been imposed by the officers or committees of the Association;

(d) Temporarily fill the vacancy on the Board of Directors caused by the resignation or withdrawal of any director;

(e) Appoint sub-committees from its membership, or otherwise employ individuals or entities for the handling of special or specified business;

(f) Establish and collect fees and funds of the Association and direct the expenditure of moneys;

(g) Approve the coaches assigned to each team in the Association's program and each team's player roster, including any changes thereto;

(h) Determine affiliation of the Association with one or more Affiliate Members of USA Hockey, Inc., and participation of teams in leagues and tournaments;

(i) Interpret, define and explain all of the provisions of these Bylaws and the rules and regulations of the Association; and

(j) Call any necessary special meetings of the Association and fix the time and place of such meetings, subject to Article I of these Bylaws.

The foregoing enumeration of specific powers of the Board of Directors is an example and not to be deemed a limitation of the powers and authority of the Board of Directors.

Section 2.12 *Limitations on Individual Director's Authority.* Unless specifically authorized by the Board of Directors, no director shall represent to other persons, organizations or others that he or she is speaking on behalf of the Association or that his or her opinion is the official position of the Association.

Section 2.13 *Meetings of the Board of Directors.*

(a) The Board of Directors may hold regular or special meetings within or without of the State of Colorado. The Board of Directors may, by resolution, establish the dates, times and places for regular meetings, which may thereafter be held without further notice. Special meetings maybe called by the President or by any two directors, and shall be held at such place as is specified in the notice of the meeting.

(b) Attendance at Board or Directors meeting shall be established by the Board of Directors in its sole and absolute discretion, and may, if so determined by the Board, be open to all Notified Members or other persons or organizations specifically invited by the Board of Directors (including an invitation to the public at-large). The Board of Directors may establish rules for the conduct of individuals invited to Board of Directors meetings and may deny entry into any regular or special meeting of the Board of Directors to any individual, and may remove any individual from any ongoing Board of Directors meeting, for failure to adhere to such rules.

(c) The Board of Directors may conduct any regular or special meeting of the Board of Directors, or any portion thereof, in Executive Session. Executive Session is defined as a meeting of the current members of the Board of Directors to conduct business that is sensitive in nature. This business may, but is not limited to, topics such as; disciplinary issues, issues that include personal financial information such as delinquency in payments, financial assistance, scholarships and issues regarding Association personnel performance and Code of Conduct matters. These sessions may be called at the discretion of any of the current Board of Directors at any time. Executive Sessions are restricted to current Board of Directors unless others are invited explicitly by the Board of Directors to gather information for purpose of conducting the business at hand. No discussion or voting of the Executive Session will take place with non-Board of Directors present.

Section 2.14 *Notice of Special Meetings.* Notice of a special meeting shall be given to every director at least twelve (12) hours before the time of the meeting, stating the date, time and place of the meeting. The notice need not describe the purpose of the meeting. Notice maybe given orally to the director, personally by telephone or via electronic communication.

Section 2.15 *Quorum and Voting.* Except as provided in Section 2.09 or 2.10, a majority of the number of directors fixed in accordance with these Bylaws shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by law or as provided in Section 2.09 or 2.10. In the event there is a deadlock among the directors, the Prior Past President or in the year where there is no Prior Past President, then the Vice President shall be empowered to cast the deciding vote.

Section 2.16 *Waiver of Notice.*

(a) A director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by Section 2.16(b), the waiver shall be in writing and shall be signed by the director. Such waiver shall be delivered to the Secretary/Registrar for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver.

(b) A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless, at the beginning of the meeting or promptly upon his or her later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 2.17 *Attendance by Telephone.* -Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may 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 2.18 *Deemed Assent to Action.* A director who is present at a meeting of the Board of Directors when corporate action is taken shall be deemed to have assented to all action taken at the meeting unless:

(a) The director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting;

(b) The director contemporaneously requests that his or her dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or

(c) the director causes written notice of his or her dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or by the Secretary/Registrar (or, if the director is the Secretary/Registrar, by another director) promptly after adjournment of the meeting. The right of dissent or abstention pursuant to this Section 2.18 as to a specific action is not available to a director who votes in favor of the action taken.

Section 2.19 *Action by Directors Without a Meeting.* Any action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if all members of The Board of Directors consent to such action in writing, including through electronic mail correspondence. Action shall be deemed to have been so taken by the Board of Directors at the time the last director signs a writing describing the action taken, unless, before such time, any director has revoked his or her consent by a writing signed by the director and received by the Secretary/Registrar or any other person authorized by these Bylaws or the Board of Directors to receive such a vocation. Such action shall be effective at the time and date it is so taken unless the directors establish a different effective time or date. Such action has the same effect as action taken at a meeting of directors and maybe described as such in any document.

Section 2.20 *Minimum Attendance Required of Directors.* Directors are required to attend a minimum of 75% of the regularly scheduled Board meetings either in person or phone or video. In the event a Director is unable to attend the minimum required meeting attendance

said director will be deemed unable to perform their duties according to this document and as such be removed from the Board.

**ARTICLE
III
COMMITTEES OF THE BOARD OF
DIRECTORS**

Section 3.1 **General.** The Board of Directors may create one or more committees and appoint one or more directors to serve on them. The creation of a committee and appointment of directors to it shall require the approval of a majority of all the directors in office when the action is taken, whether or not those directors constitute a quorum of the Board of Directors. The provisions of these Bylaws governing meetings, action without a meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors apply to committees and their members as well. To the extent specified by resolution adopted from time to time by a majority of all the directors in office when the resolution is adopted, whether or not those directors constitute a quorum of the Board of Directors, each committee shall exercise the authority of the Board of Directors with respect to the corporate powers and the management of the business and affairs of the Association. The creation of, delegation of authority to or action by a committee does not alone constitute compliance by a director with applicable standards of conduct.

**ARTICLE
IV
OFFICERS**

Section 4.01 **General.** The Association shall have as elective officers a President, Vice President, Secretary/Registrar, Treasurer, Co-Director of Coaching (2), Director of Tier Programs, Director of Recreational Programs, Director of Communications and Director of Sponsorships and Fundraising. Except for the Vice President position, no two or more elective offices may be held by the same person. The elective officers shall be members of the Board of Directors. The Board of Directors may from time to time appoint as additional officers one or more Assistant Secretaries, Assistant Treasurers and such other subordinate officers as the Board of Directors deem necessary or appropriate. Such subordinate officers of the Association shall hold their offices for such terms and shall exercise such authority and perform such duties as shall be determined from time to time by the Board of Directors. These subordinate officers are not members are not voting members, nor will they participate in the Executive Session.

Section 4.02 **Term.** Each elective officer shall hold office from the date of election until his or her successor is duly elected and qualified or until such officer is no longer eligible to hold such office or is removed or resigns as provided in Section 4.03. Subordinate officers appointed by the Board of Directors shall serve at the pleasure of the Board of Directors.

Section 4.03 **Resignation and Removal.** Any officer may resign at any time by giving written notice of resignation to any director (or to any director other than the resigning officer if the officer is also a director), to the President or to the Secretary/Registrar. Acceptance of such

resignation shall not be necessary to make it effective, unless the notice so provides. Elective officers may be removed only by the Members, with or without cause, at a meeting called for that purpose. The notice of the meeting shall state that the purpose or one of the purposes, of the meeting is removal of the officer. An officer may be removed only if the number of votes cast in favor of removal exceeds the number of votes cast against removal. Subordinate officers appointed by the Board of Directors may be removed at any time only by the Board of Directors, with or without cause.

Section 4.04 *President*. The President shall preside at all meetings of Members, and the President shall also preside at all meetings of the Board of Directors unless the Board of Directors has appointed a Chairman, Vice Chairman or other officer of the Board of Directors and has authorized such person to preside at meetings of the Board of Directors in lieu of the President. Subject to the direction and control of the Board of Directors, the President shall be the chief executive officer of the Association and as such shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may negotiate, enter into and execute contracts and other instruments on behalf of the Association as are necessary and appropriate to the conduct of the business and affairs of the Association or as are approved by the Board of Directors. Any contracts or other documents or obligations that bind the Association or the Board and that have a stated or likely obligation of the Association in excess of \$500 must be discussed with the Board at a meeting and approved by a majority of the members prior to finalization by the President. The President shall have such additional authority and duties as are appropriate and customary for the office of president and chief executive officer, except as the same may be expanded or limited by the Board of Directors from time to time. The President will serve as the Prior Past President the year following his or her term.

Section 4.05 *Vice President*. The Vice President shall be elected every two years by the Members of the Association, and shall succeed to the presidency at the end of the final year in which he or she serves as Vice President. It shall be the duty of the Vice President to serve as a director and to perform such other duties as may be prescribed by the President or the Board of Directors. The Vice President may concurrently serve out a previously held elected position, or if the previous position has expired, the Vice President may concurrently serve as in another Board of Director position, with the exception of the President position, but in no event shall the Vice President hold more than one vote as a member of the Board of Directors. Upon the death, absence or disability of the President, the Vice President shall have the authority and duties of the President.

Section 4.07 *Secretary/Registrar*. The Secretary/Registrar shall be responsible for the preparation and maintenance of minutes of the meetings of the Board of Directors and of the Members and of the other records and information required to be kept by the Association by law, the Association's articles of incorporation, these Bylaws or the rules and regulations of the Association, and for authenticating records of the Association. The Secretary/Registrar shall also give, or cause to be given, notice of all meetings of the Members and special meetings of the Participants, have charge of the corporate seal and have authority to affix the corporate seal to Secretary/Registrar's signature), be responsible for the maintenance of all

other corporate records and files and for the preparation and filing of reports to governmental agencies (other than tax returns) and other entities with which the Association is affiliated, and shall have such additional authority and perform duties as are appropriate and customary for the office of Secretary/Registrar, except as the same maybe expanded or limited from time to time by the President or the Board of Directors. The Secretary/Registrar also shall be the registrar for the Association and shall be responsible for the registration of teams, Participants, coaches and managers, as directed by the bylaws and the rules and regulations of the Association and such organizations as may have jurisdiction over the Association, including without limitation USA Hockey, Inc. and its applicable Affiliate Member(s); keep records of all registrations and memberships; certify those registered teams eligible for state tournaments; implement procedures to coordinate registration activities with USA Hockey, Inc.; and in general perform all duties incident to the office of registrar and such additional duties as area assigned from to time by the President or the Board of Directors. Nothing in this bylaw shall relieve any Member, team, Participant, parent or guardian of their responsibility to submit a roster that is true and correct and complies with these Bylaws and the rules and regulations of the Association.

Section 4.09 ***Treasurer***. The Treasurer shall be the chief financial officer of the Association and as such shall have general and active management of the financial affairs of the Association. The Treasurer shall have control of the funds and the care and custody of all investments owned by the Association, and shall be responsible for the preparation and filing of tax returns. The Treasurer shall receive all moneys paid to the Association and, subject to any limits imposed by the Board of Directors, shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the Association's name and on the Association's behalf, and give full discharge for the same. The Treasurer shall also have charge of disbursement of funds of the Association, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as shall be designated by the Board of Directors. The Treasurer shall render to the Board of Directors from time to time statements, which maybe written or oral, of the financial condition of the Association. Written statements of the financial condition of the Association shall be made available for inspection by or otherwise provided to Members by any reasonable means. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have such additional authority and perform duties as area appropriate and customary for the office of Treasurer, except as the same maybe expanded or limited from time to time by the President or the Board of Directors.

Section 4.11 ***Co-Directors of Coaching***. The Co-Directors of Coaching shall be responsible for the administration of all coaching and educational programs within the Association. There will be two Co-Directors of Coaching serving alternating terms. They will oversee the recruitment, selection, training and evaluation of all coaches and instructors; organize and develop periodic workshops for all instructors and coaches. In the absence of a Director of Hockey, one of the Co-Directors of Coaching shall assume player development responsibilities, and shall plan, develop and organize skating clinics, goaltending clinics,

checking clinics and any other clinics which will meet the needs of the Participants; develop teaching and practice curriculum for the Association; evaluate and supervise practice sessions and offer constructive criticism to improve the program; establish and maintain an Association resource center for coaches, instructors, parents, Participants and officers. In addition, the Director of Coaching shall perform such additional duties as maybe assigned from time to time by the President or the Board of Directors. The Director of Coaching also shall be responsible for investigating all incidents of reported misconduct or other complaints of coaches or instructors to the Board of Directors and shall file with the Board of Directors a written report and recommendations, if any. Only the Board of Directors shall have the power to suspend or terminate a coach or instructor, *with the exception of any disciplinary action imposed by the Colorado Amateur Hockey Association (CAHA)*.

Section 4.12 ***Director of Tier Programs.*** The Director of Tier and Select Programs shall be responsible for overseeing the competitive programs of the Association as designated by the Board of Directors, including the monitoring of the Participant selection process, approval of travel and tournament participation requests and representation of the Association and such teams, to the extent practicable, at meetings of the league(s) in which such teams participate. The Director of Tier and Select Programs shall perform such additional duties as maybe assigned from time to time by the President or the Board of Directors.

Section 4.13 ***Director of Recreational Programs.*** The Director of Recreational Programs shall be responsible for overseeing the programs of the Association designated by the Board of Directors which are not the responsibility of the Director of Competitive and Select Programs or the Director of Initiation Program, generally referred to as “recreational,” including the monitoring of the Participant selection process, approval of travel and tournament participation requests and representation of the Association and such teams, to the extent practicable, at meetings of the league(s) in which such teams participate. The Director of Recreational Programs shall perform such additional duties as maybe assigned from time to time by the President or the Board of Directors.

Section 4.14 ***Director of Sponsorships and Fundraising.*** The Director of Sponsorships and Fundraising shall coordinate the approval and fundraising activities for the individual teams throughout the season and shall identify and oversee all Association level fundraising activities and fundraising events. In addition the Director of Sponsorships and Fundraising will identify and promote sponsor opportunities and foster sponsor relationships. This will include negotiating terms and conditions of such relations and actively growing the level of Association sponsorship.

Section 4.15 ***Director of Communications.*** Shall be responsible for developing and implementing strategic communications and public relations content to support the mission and marketing of the Association. This includes helping manage and guide the Board of Directors and the Directors of Hockey in both internal and external communications for the Association. The position will be responsible for planning, management and development of content for the official website, social media outlets, and mainstream media channels in support of programs offered by the Association. The Director of Communications will work to expand the Association’s use of internet technology and digital media in support of improving the

Association's ability to communicate to existing and potential members. The position will be responsible for the day-to-day management and administration of the Association website, social media outlets (e.g. Facebook, Twitter, etc.) and member or potential member e-mail communication. The Director of Communications shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.

Section 4.16 ***Age Division Director.*** The Age Division Director shall be the liaison between the Board of Directors and the age-level teams that they represent. An Age Division Director will be appointed when the Association fields three or more teams in the same age division; if three teams in the same age division are not fielded, age levels maybe combined under a single Age Division Director. The Age Division Director is responsible for representing the interests of the teams at the Board of Directors meetings. They are also the Associations representative to the teams. The Age Division Director also shall perform such additional duties as maybe assigned from time to time by the President or the Board of Directors. The Age Division Directors shall be appointed by the Board of Directors, shall be voting members of the Board of Directors, and shall have such other authority and duties as are prescribed by the President or Board of Directors.

Section 4.17 ***Limitations on Individual Officer's Authority.*** Unless specifically authorized by the Board of Directors, no officer shall represent to other persons, organizations or others that he or she is speaking on behalf of the Association or that his or her opinion is the official position of the Association.

ARTICLE V DIRECTOR OF HOCKEY

Section 5.01 ***Appointment.*** The Board of Directors may employ or engage the services of a Tier Director of Hockey and a Recreational Director of Hockey upon terms and conditions as shall be mutually satisfactory. The Board of Directors shall have the authority to enter into a contractual agreement for a specified number of years with the Directors of Hockey, which shall be binding upon the Association.

Section 5.02 ***Duties.*** The Directors of Hockey shall be an ex-officio member of all committees of the Association and shall be responsible for implementing, monitoring and evaluating the Competitive and Recreational programs of the Association. The Directors of Hockey shall not vote at any meetings of the Association or committees and will not participate in Executive Sessions. The Directors of Hockey shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The duties and responsibilities of the Directors of Hockey will be detailed in their employment contract with the Association. The Directors of Hockey, in addition to the foregoing and with the concurrence of the President, may be charged with providing key guidance, recommendations and oversight for team selections, coaching selections, player education programs, power skating, goalie and dry-land training programs, parent education programs,

competitive team recruiting, team evaluations, be responsible for the acquisition and allocation of use of facilities for the Association's program including all scheduling and arrangement of officials, and shall discharge all of the duties imposed upon him or her by his or her employment contract or by the Board of Directors from time to time.

**ARTICLE
VI
FEES, ASSESSMENTS AND
SANCTIONS**

Section 6.01 *Fees, Assessments and Other Charges.* Fees, assessments and other charges shall be assessed to Participants and teams by the Board of Directors in amounts sufficient to carry out the purposes of the Association, including without limitation annual registration fees; the cost of facilities rental; officiating fees; equipment acquisition, maintenance and replacement; fees and dues to governing bodies, affiliated organizations and leagues; capital expenditures; administrative costs; and the provision of reasonable operating and capital reserves. Such fees, assessments and charges shall be established in accordance with sound financial practices, and may differ among age groups and competitive levels.

Section 6.02 *Sanctions.* Delinquency in the payment of the established fees, assessments and other charges of the Association when due and payable may result in loss of membership or suspension of the subject Participant from the Association. Continued failure to pay such fees or assessments, and any late fees or penalties imposed as a result thereof, for a period of thirty (30) days after they become due shall result in automatic termination of such Participant's membership in the Association.

**ARTICLE
VII
AFFILIATION WITH USA HOCKEY,
INC.**

The Association shall be a Member of USA Hockey, Inc. The Association shall abide by and act in accordance with the articles of incorporation, bylaws, rules and regulations, playing rules and decisions of the Board of Directors of USA Hockey, Inc., and the Affiliate Association of USA Hockey, Inc., having jurisdiction to regulate the sport of amateur ice hockey within the State of Colorado. All Participants and coaches, in order to be eligible to participate in the Association's program, shall be required to be registered with USA Hockey, Inc., in accordance with the prevailing rules and regulations of USA Hockey, Inc. The Association shall assist USA Hockey, Inc., in the administration and enforcement of the provisions of the bylaws, rules and regulations, playing rules and decisions of the Board of Directors of USA Hockey, Inc., within and upon its members and/or within its jurisdiction, and shall be guided by the core values of USA Hockey, Inc., relating to sportsmanship, respect for the individual, integrity, pursuit of excellence at the individual, team and organizational levels, enjoyment, loyalty and teamwork. Affiliation of the Association with one or more Affiliate Members of USA Hockey, Inc., shall be at the discretion of the Board of Directors.

**ARTICLE
VIII
SEXUAL ABUSE,
SCREENING AND
PHYSICAL ABUSE POLICIES**

The Association here by adopts the sexual abuse, screening and physical abuse policies of USA Hockey, Inc., and the Colorado Amateur Hockey Association (CAHA) as the same maybe amended from time to time; provided, however, that upon reasonable notice to the Members, the Board shall have the discretion to adopt and enforce policies, or sanctions for the violation of such policies, which are more stringent than the prevailing policies and/or sanctions promulgated by USA Hockey, Inc. and or CAHA.

**ARTICLE
IX
CODES OF
CONDUCT AND
DISCIPLINARY
PROCEEDINGS**

The Association hereby adopts the administrators, coaches, parents, players and spectators codes of conduct as promulgated by USA Hockey, Inc., as the same may be amended from time to time; provided, however, that upon reasonable notice to the Members, the Board shall have the discretion to adopt and enforce codes of conduct, including sanctions for the violation of such codes of conduct, which are more stringent than the prevailing codes of conduct and/or sanctions promulgated by USA Hockey, Inc. Violation of the Association's codes of conduct shall subject the offender to disciplinary proceedings and sanctions by the Association, which may include suspension or termination of participation privileges or membership in the Association. Disciplinary proceedings shall be conducted by the disciplinary committee of the Board of Directors.

The disciplinary committee shall be formed at the start of each season and may be composed of the following members; one of the Directors of Hockey, Director of Tier Programs, Director of Recreational Programs, one Director of Coaching and either the President or Vice President. Other Board members may be exchanged or substituted as needed to avoid conflict of interest situations or to provide specific expertise to the situation. Disciplinary proceedings shall be conducted by the disciplinary committee at which proceedings the alleged violator shall be afforded the opportunity to be heard. Persons charged with violation of the codes of conduct may be suspended from participation in the Association's program pending resolution of disciplinary proceedings.

The Member may appeal a suspension or termination of participation privileges that are imposed by a disciplinary committee to the President of the Board of Directors. This must be done in writing within twenty-one days of the disciplinary committee's decision to suspend or terminate the Member. Upon receipt of the request from the Member, the President of the Board shall call a special meeting of the Executive Session, at which proceedings the alleged

violator and other involved parties shall be afforded the opportunity to be heard. This meeting will take place within fourteen days of when the President received the appeal request. The Board will rule on the matter by a simple majority on what disciplinary actions, if any, should be imposed. Disciplinary decisions by the full Board of Directors are final.

Nothing herein shall be construed as prohibiting a coach from suspending a Participant on his or her team for a reasonable period of time for disciplinary purposes; however, no Participant shall be involuntarily removed from a team by a coach unless approved by the Board of Directors or a disciplinary committee thereof after a hearing thereon at which the Participant is afforded the opportunity to be heard.

ARTICLE X MISCELLANEOUS

Section 10.01 ***Compensation***. No director or officer, nor any person from whom the Association may receive any property or funds, receive of the Association any pecuniary profit from the operations of the Association; provided however, that reasonable compensation or other form of remuneration may be paid to directors, officers, coaches, agents and employees of the Association for services rendered in effecting one or more purposes of the Association, including reimbursement for actual and reasonable expenses incurred in connection with conducting the affairs of the Association.

Section 10.02 ***Conflicts of Interest***. No director or officer shall enter into any contract or agreement with the Association in which there exists a conflict of interest of such person in his or her capacity as a director or officer unless such conflict of interest is disclosed to the Board of Directors and the contract or agreement is approved by a majority of the non-interested directors.

Section 10.03 ***Property Interest of Directors, Officers and Members***. No director, officer or Member of the Association shall have any right, title or interest in or to any real or personal property or other assets of the Association during its existence, or upon the dissolution of the Association.

Section 10.04 ***Limitation of Liability of Directors and Officers***. The private property of the directors and officers shall be exempt from execution or other liability for any debts of the Association, and no director or officer shall be personally liable or responsible for the debts or liabilities of the Association. To the fullest extent permitted by applicable law in effect from time to time, a director or officer of the Association shall not be liable to the Association or to its Members for monetary damages for breach of fiduciary duty as a director or officer.

Section 10.05 ***Indemnification***. The Association shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that he or she is or was a director or officer of the Association or, while serving as a director or officer of the Association, he or she is or was

serving at the request of the Association as a director, officer, partner, trustee, employee, fiduciary or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity. The Association shall also indemnify any person who is serving or has served the Association as director, officer, employee, fiduciary or agent, and that person's estate and personal representative, to the extent and in the manner provided in any resolution of the Members or directors, contract or otherwise, so long as such provision is legally permissible. The Association is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification of directors, officers, employees, fiduciaries and agents of the Association.

Section 10.06 **Corporate Seal.** The Board of Directors may adopt a seal, circular in form and bearing the name of the Association and the words "SEAL" and "COLORADO," which, when adopted, shall constitute the seal of the Association. The seal may be used by causing it or a facsimile of it to be impressed, affixed, manually reproduced or rubberstamped with indelible ink.

Section 10.07 **Tax-Exempt Status.** The Association shall at all times maintain its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or any success or legislation).

Section 10.08 **Fiscal Year.** The fiscal year of the Association shall commence annually on June 1 and end on May 31 of the following year. The Board of Directors may, by resolution, adopt a different fiscal year for the Association.

Section 10.09 **Receipt of Notices by the Association.** Notices, Member writings consenting to action, and other documents or writings shall be deemed to have been received by the Association when they are received:

- (a) At the registered office of the Association in the State of Colorado;
- (b) At the principal office of the Association (as that office is designated in the most recent document filed by the Association with the Colorado Secretary of State designating a principal office) addressed to the attention of the Secretary/Registrar;
- (c) By the Secretary/Registrar wherever the Secretary/Registrar may be found; or
- (d) By any other person authorized from time to time by the Board of Directors, the President or the Secretary/Registrar to receive such writings, wherever such person is found.

Section

10.10 **Amendment of Bylaws.** These Bylaws may at anytime and from time to time be amended, supplemented or repealed by the affirmative vote of a majority of the Members voting at any annual or special meeting of the Members. Notwithstanding the foregoing, these Bylaws may not be altered, amended or repealed so as to be inconsistent with the Articles of Incorporation or with applicable law.

**ARTICLE
XI
STATEMENT OF DISSOLUTION**

Section 11.01 **Plan of Dissolution and Distribution of Assets.** If it becomes necessary for the Association to dissolve, the Board of Directors will meet and adopt a plan of Dissolution and Distribution of Assets. A quorum must be present and a majority of the directors present must vote for dissolution. Alternatively, the Board can adopt the Plan by unanimous written consent. The Board of Directors will then submit the Plan to the membership for a vote. A vote of two thirds of the members but not less than a quorum at a meeting or unanimous written consent of members is required for approval. An “Articles of Dissolution of a Nonprofit” form must be filed with the Colorado Secretary of State. The Plan must abide by all state and federal regulations.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

INWITNESS WHEREOF, I hereby certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the Colorado Select Girls Hockey Association as approved by the Members of the Association at a special meeting thereof duly called and held on July, 20 2016.

Gary L. Weber, President
Colorado Select Girls Hockey Association