

FORT WAYNE YOUTH HOCKEY, INC.

BYLAWS

As Amended (April 12, 2017)

ARTICLE I. ORGANIZATION

Section 1: Name

The name of this corporation shall be FORT WAYNE YOUTH HOCKEY, INC. d/b/a FORT WAYNE AMATEUR HOCKEY ASSOCIATION (“Association”).

Section 2: Registered Address

The registered address of the Association shall be P.O. BOX 13122, Fort Wayne, Indiana, 46867- 3122.

Section 3: Non-profit Status

This Association is organized as a non-profit corporation under the laws of the State of Indiana, upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

Section 4: Exempt Status

This Association is organized and shall be operated exclusively as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended and as may be amended in the future.

Section 5: Use of Funds

All funds and property of this Association shall be used and distributed exclusively for carrying out the purposes of the Association as set forth in Article II.

Section 6: Fiscal Year

The fiscal year of the Association shall begin on July 1 and end on June 30 of the following year.

Section 7: Financial Affairs

- A. Authority to Borrow Money:** The Association may borrow money, and mortgage its property or issue a promissory note or bond for repayment with interest, at the recommendation of the Treasurer and with the approval of two-thirds of the Board of Directors.
- B. Contracts:** The Board of Directors may authorize any officer or agent to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit or render it liable monetarily for any purpose or to any amount.

C. Checks, Etc.: All checks, drafts, bills of exchange or other orders for the payment of money issued in the name of the Association shall be signed on by such person or persons as specifically authorized by resolution of the Board of Directors.

D. Investments: The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

Section 8: Dissolution

In the event of liquidation or dissolution of this Association, or in the event that it shall cease to carry out any of its purposes, all funds and property of the Association shall be distributed to non-profit corporations with purposes similar to those set forth in Article II and which are exempt organizations as set forth in Section 4 of this Article I, that the Directors of this Association may select by a majority vote of the then active voting Directors, and in no event shall any of the funds or property be distributed to any of the members or used for any other purpose.

ARTICLE II. PURPOSE AND POWERS

Fort Wayne Youth Hockey, Inc. d/b/a Fort Wayne Amateur Hockey Association is a non-profit organization operating youth and amateur ice hockey programs for the benefit of people in Northeast Indiana and surrounding areas. The Association's powers, subject to these Bylaws and the Articles of Incorporation, shall include those powers vested in the Association by the Indiana Nonprofit Corporation Act of 1991. The purposes of the Association are:

1. To develop character, sportsmanship, and physical fitness;
2. To teach and develop, through effective coaching, the principles of hard work, teamwork, a sense of commitment, and a respect for authority;
3. To promote, encourage, develop, and improve the standard of amateur ice hockey;
4. To associate and compete in league competition and with other regional ice hockey associations;
5. To facilitate and foster national sports competition through participation in various tournaments including the Indiana state high school tournaments known as the Indiana State High School Hockey Association Invitational State Championship Tournament (the "State Championship Tournament") and the Indiana All Star Classic (the "Indiana Classic");
6. To ensure that players at all ages and skill levels will have the opportunity to further develop their hockey skills and abilities;
7. To conduct amateur ice hockey programs consistent with the rules and regulations of USA Hockey, Inc. and any other state or district associations of which it is a member; and
8. To perform or participate in other activities that will aid and foster the successful reaching of these objectives.

ARTICLE III. MEMBERSHIP

Membership in the Association is open to any and all Fort Wayne area youth travel and high school hockey teams that (i) are organized and operated to compete in regional or other interscholastic hockey competition; (ii) meet the membership team eligibility requirements set for in Fort Wayne Area high School Hockey League Regulations and Travel Hockey Regulations and Procedures; and (iii) compete in and are members of the Travel, Varsity or Junior Varsity division (“League Team”), (collectively, “League Team” is referred to herein as “Member Team” or “Member Teams”). Currently Member Teams consist of the following: Mite Select; Squirt Select; Squirt A Travel; Squirt AA Travel; Pee Wee Select; Pee Wee A Travel; Pee Wee AA Travel; Bantam Select; Bantam A Travel; Bantam AA Travel; U16 Travel; U18 Travel; Bishop Dwenger Saints; Carroll Chargers; Fort Wayne Bruins; Homestead Spartans; Leo Lions; and Summit City Panthers. Member team schools shall be as follows: Bishop Dwenger Saints-Bishop Dwenger High School; Carroll Chargers-Carroll High School; Fort Wayne Bruins-Northrop High School; Homestead Spartans-Homestead High School; Leo Lions-Leo High School; and Summit City Panthers-Snider High School.

Section 1: Categories of Membership

A. Member Teams: Member Teams shall pay such annual membership fees and have such privileges, as may be promulgated by the Board of Directors of the Association from time to time. Junior Varsity Member Teams shall have no voting rights.

B. Membership for Gaming Purposes: Membership for gaming purposes shall include players and parents/guardians of players from Member Teams as well as board members who may be identified as organizers or workers under any applicable annual license from the Indiana Gaming Commission.

Section 2: Expulsion

Any member may be expelled, after due notice and an opportunity for a hearing, for conduct deemed to be detrimental to the Association, by the vote of two thirds of the Board of Directors. The Association shall follow Rule 10 of the USA Hockey Bylaws for all discipline matters.

Section 3: Voting Rights

Each Member Team in attendance at the Annual Meeting shall be entitled to one vote by secret ballot in the election of members to the Board of Directors. A Member Team shall at no time hold more than one vote.

Section 4: Responsibility of Member Teams

A. Adherence to By-Laws and Good Standing: All Member Teams must adhere to these Bylaws and to any rules, regulations and procedures adopted by Board of Directors and must participate in Association functions (including but not limited to fundraising activities and special events) as directed by the Board of Directors. In addition, each Member Team shall be a member in good standing with USA Hockey, Inc. and shall secure USA Hockey, Inc. player and coaches registration forms

(including any background checks and safe sport certification), birth certificates and any necessary medical or parental agreement forms for all players and coaches on the team's roster. Further, each Member Team shall follow the Constitution, By-Laws, Rules and Regulations in regard to equipment and playing rules of USA Hockey, Inc., the Indiana State High School Hockey Association and Fort Wayne Amateur Hockey Association, Inc. In addition, each high school Member Team, associated with a Member Team school, must submit and have approved by the Board of Directors, Team Bylaws.

B. Web Site: Each Member Team shall use the Association Web Site as their primary web site and shall keep the web site up to date. Each Member Team shall require the parents of each player to provide contact information for each parent, including contact name, mailing address, phone number and email address to the manager of each Member Team. Each Team manager shall provide the contact information for each player and parent to the Secretary of the Association.

ARTICLE IV. BOARD OF DIRECTORS

The business, property and affairs of the Association shall be managed and controlled by a Board of Directors ("Board of Directors" or "Board") as from time to time constituted.

Section 1: Number of Directors

The Board of Directors shall be comprised of no less than six (6) Elected Directors and no more than thirteen (13) elected and/or appointed individuals. Except as otherwise provided in these Bylaws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 2: Appointed Representatives

Each Member Team except Junior Varsity Member Teams shall appoint one (1) individual to attend the annual meeting, to participate in the election of any elected director positions, and to participate in any amendments to these Bylaws. Each Member Team shall be required to report the name of such appointed individual to the Secretary of the Association within thirty (30) days after each Member Team's formation. A Member Team shall not appoint an individual who is also an Elected Director of the Association.

Section 3: Election of Directors

In addition to those individuals appointed to serve as directors by the Elected Directors, pursuant to Section 4 (the "Appointed Directors"), the Board of Directors shall include (6) individuals who have been elected to variable terms between one and three years ("Elected Directors") by the Fort Wayne Youth Hockey, Inc. Board of Directors and the Fort Wayne High School Hockey Association Board of Directors for the 2017-2018 season. When a vacancy for an Elected Director is created at the expiration of a term, the vacancy will be filled by a secret ballot at the annual meeting by a vote of the Elected Directors, Appointed Directors and Appointed Representatives. Any potential candidate shall be selected based on such individual's interest in furthering the objectives and functions of the Association, and his or her judgment, objectivity and leadership qualities. Directors need not be parents of players. Each Director shall promote the interests of the Association and not solely the interests of any Member Team or individual player.

Section 4: Appointed Directors

The Elected Directors, at their discretion, may appoint up to five (5) individuals to serve on the Board at the Annual Meeting. The Appointed Directors will be members of the community who can assist the Association in furthering its objectives.

Section 5: Term Limits

Other than those elected to be directors during the 2017-2018 season, each Elected Director of the Board of Directors shall serve for a term of two (2) years or until a successor is elected and qualified, or until the Director has resigned or been removed. Appointed Directors shall serve for a term of one (1) year or until a successor is appointed and qualified, or until the Director has resigned or been removed. Incumbent Directors shall be eligible for re-appointment and/or re-election. Directors are limited to two (2) consecutive terms, whether the terms are appointed or elected. After serving two (2) terms, a person is not eligible to be an Elected or Appointed Director for one (1) year.

Section 6: Vacancy

Any vacancy among the Directors, caused by death, resignation, removal or otherwise may be filled by the remaining Board of Directors, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. A Director elected or appointed to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

Section 7: Resignation

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Association. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 8: Removal

Any Director may be removed, with or without cause by a majority vote of the Board of Directors.

Section 9: Meetings

The Board of Directors shall hold its Annual Meeting in April each year for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. This Annual Meeting, and all other meetings of the Board of Directors, shall be held in the City of Fort Wayne, or at such other place within or without the City of Fort Wayne as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. The Board of Directors may provide by resolution the time and place, either within or without the City of Fort Wayne, for the holding of additional regular, special or monthly meetings of the Board without other notice than such resolution. All meetings of the Board of Directors shall be closed meetings and not open to non-Directors, unless prior approval has been obtained from the Board for a non-Board member to appear at a Board meeting.

Section 10: Special Meetings

Special meetings of the Board of Directors of the Association may be called by the President or any two (2) Directors and shall be called by order thereof upon the written request of at least five (5) Directors which request shall set forth the business to be conducted at such meeting.

Section 11: Notice of Meetings

Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same at least seven (7) days before the meeting; or by telephoning, faxing, electronic messaging or delivering personally the same at least one (1) day before the meeting; to the usual business or residence address of the Director as shown upon the records of the Association. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that 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.

Section 12: Quorum

A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be a majority of the duly Appointed and Elected Directors then occupying office. The act of a majority of the Directors present at a meeting where a quorum is present shall be the act of the Board of Directors.

Section 13: Action Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by at least one written consent describing the action taken and included in the minutes or filed with the corporate records reflecting the action taken.

Section 14: Meeting by Telephone, Etc.

Any or all of the members of the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 15: Voting

Each Appointed Director and each Elected Director shall be entitled to one vote on any action taken at any meeting of the Board of Directors.

Section 16: Electronic Voting:

To Facilitate the ability of the Board of Directors to vote on items, the Association shall provide for internet based voting in appropriate circumstances as determined by the Board of Directors. The mechanism established for electronic voting may be by email or by secured polling such as that provided by Yahoo!Groups. Electronic voting shall proceed as follows: The Secretary shall forward a motion for a virtual vote via email to the Board of Directors with a request for a second to the motion. A Director may submit a second to the motion via the group email. Upon receipt of the second, the floor will open for a twenty-four (24) hour virtual discussion. Any voting board member may request to table the virtual vote for discussion at the next board meeting. If no such request is made and upon hearing no objections thereto, the Secretary will bring the motion to a vote via email to the board members for a period forty-eight (48) hours. All votes must be submitted by the board member indicating "reply all" upon submitting the vote. Unless otherwise indicated, all other rules of parliamentary procedure and these Bylaws shall be followed. All Directors shall provide an email address in writing to the Secretary, which shall be the registered email address. Only this registered email address shall be suitable for electronic voting and only one registered address shall be recognized per Director. A list of registered email addresses shall be maintained by the Association Secretary and reasonable provisions for accepting email address changes during the year shall be made. The Association Secretary shall be responsible for submitting all electronic voting requests and will maintain a record of those Directors who

have voted in order to ensure that there is no duplication of voting. Once a Director has cast his or her vote electronically, that vote cannot be changed by a subsequent email.

Section 17: Vote by Proxy

Any Appointed Director who is present at any meeting may vote by proxy for any Appointed Director(s) who are absent at that meeting. Any Elected Director who is present at any meeting may vote by proxy for any Elected Director(s) who are absent at that meeting. Written evidence of such proxy must be presented to the Board.

Section 18: Officers

The officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and such Assistant Officers as the Board of Directors may, from time to time, elect. Only one (1) office may be held by the same person.

A. Election and Appointment, Term of Office and Qualification: The President, Vice-President, Secretary, Treasurer, and Assistant Officers (if any) shall be elected by the Board of Directors of the Association at the Annual Meeting. Each officer shall hold office (unless the officer resigns, is removed, or dies) until election is held for that office at the Annual Meeting of the Board of Directors or until a successor is chosen and qualified.

B. Vacancy: In the event an office of the Association becomes vacant by death, resignation retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until election is held for that office at the next Annual Meeting of the Board of Directors or until a successor is elected and qualified, or until the officer's death, resignation or removal.

C. Removal: Any officer may be removed from office, with or without cause, by the Board of Directors.

D. Resignation: Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

E. President: The President shall preside at all meetings of the Board of Directors; shall be Chairman of the Executive Committee; shall appoint the chairpersons of all standing and temporary committees, subject to approval by majority vote of the Board of Directors; shall be the chief executive officer of the Association; shall have and exercise general charge and supervision of the affairs of the Association; and shall do and perform such other duties as these Bylaws provide or as may be assigned by the Board of Directors.

F. Vice-President: The Vice-President shall exercise and perform all powers of, and perform duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as these Bylaws, the Board, or the President may prescribe.

G. Secretary: The Secretary shall have the custody and care of the records and the minute book of the Association. The Secretary shall attend all the Association meetings and all meetings of the Board of Directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices

of the Association, shall file and take care of all papers and documents belonging to the Association, shall authenticate records of the Association as necessary, and shall perform such other duties as may be required by these Bylaws or as may be prescribed by the Board of Directors or the President. With the consent of the President, the Secretary may delegate certain duties. In addition, the Board of Directors may elect an Assistant Secretary to assist in the performance of the Secretary duties.

- H. Treasurer:** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Association. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Association. All funds of the Association coming into the Treasurer's hands shall be promptly deposited in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Association. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Association and shall perform such other duties as may be required by these Bylaws or as may be prescribed by the Board of Directors or the President.

Section 19: Duties of the Board of Directors

The duties and responsibilities of the Board of Directors shall include:

- A. To elect the officers of the Association from within the Board of Directors;
- B. To fill any vacancies which may occur in the Executive Committee or in the Board of Directors;
- C. To manage the business, property, and affairs of the Association;
- D. To formulate the policies and determine the overall conduct and standards of the hockey program which shall be administered by the officers.
- E. To establish an annual operating budget and set fees for the hockey programs;
- F. To study for approval, proposals to amend or revise the Association's Bylaws, Regulations, and Procedures;
- G. To review and formally act upon any temporary decision by the President or Executive Committee;
- H. To hear and rule on appeals.

Section 20: Required Association Positions

The Association shall include certain selected positions representing primary operating functions within the Association. Such positions are appointed for one (1) year terms by the President and confirmed by a majority of the Board at a regular or special meeting of the Board. Incumbents of appointed operating positions may be reappointed for an indefinite number of terms. These positions may be filled by Directors. These positions include:

- A. Travel Commissioner:** The Travel Commissioner shall have the duty to assist with organizing, coordinating, and managing the Fort Wayne Mid-Am Regional Silver Stick Tournament and other travel level tournaments hosted by the Association; shall provide information on the tournament dates, locations, format, playing rules, disciplinary procedures, entry fees and other pertinent matters to the Member Teams at such times as the Board of Directors deems appropriate; shall be responsible to the President and the Board of Directors for the conduct of administrative business between Board of Director

meetings; shall be in charge of preparing the league schedule each year and coordinating with the rink(s) to obtain the necessary ice times for all travel league games and league tournament games; shall have the duty to draft any proposed amendments to the Travel Hockey Regulations and Procedures; and shall perform such other duties as determined by the President, the Board, or these Bylaws.

- B. High School Commissioner:** The High School Commissioner shall have the duty to assist with organizing, coordinating, and managing the League Tournament and other high school tournaments hosted by the Association; shall provide information on the tournament dates, locations, format, playing rules, disciplinary procedures, entry fees and other pertinent matters to the Member Teams at such times as the Board of Directors deems appropriate; shall be responsible to the President and the Board of Directors for the conduct of administrative business between Board of Director meetings; shall be in charge of preparing the league schedule each year and coordinating with the rink(s) to obtain the necessary ice times for all league games and league tournament games; shall have the duty to draft any proposed amendments to the Fort Wayne Area High School Hockey League Regulations and Procedures; and shall perform such other duties as determined by the President, the Board, or these Bylaws.
- C. Coaching/Player Development Chairperson:** The Coaching/Player Development Chairperson (CPDC) shall oversee and supervise the recruitment, selection, training, monitoring and evaluation of all coaches in the Travel and High School Divisions and to coordinate with the Compliance/Registrar to initiate/ensure Mid-Am background checks and Safe Sport training on all coaches and assistant coaches in the Association; shall chair the Coaching/Player Development Committee; shall develop and implement plans and programs for continued improvement and enhancement of all training for coaches and players within the program and will develop and implement plans for continued skill development of all players within the Association as recommended and outlined by USA Hockey; and shall perform such other duties as determined by the President, the Board, or these Bylaws.
- D. Discipline Chairperson:** The Discipline Chairperson shall oversee and supervise all disciplinary actions involving players, coaches, parents, spectators, or members and ensure such actions are in accordance with the Rules and Regulations of USA Hockey; shall preside over conducting hearings and discussions for these actions and prepare findings and dispositions to be presented to the affected person(s) and report to the Board as necessary; and shall perform such other duties as determined by the President, the Board, or these Bylaws.
- E. Registrar/Compliance Coordinator:** The Registrar/Compliance Coordinator shall receive and register all individual player, team, and coaching memberships of the Association and USA Hockey and will assist in correspondence with officials from USA Hockey and registration officials from other Associations and programs; shall oversee and ensure Association compliance with requirements of USA Hockey regarding the USA Hockey Safe Sport policy, coaching training, certification, and background checks; shall ensure proper registration and eligibility of the Association's Member Teams, coaches, players, and volunteers; shall attend the Annual MidAm District meeting; shall maintain the Association spreadsheet with the following information for all Association coaches, team managers, team treasurers, directors, and other

volunteers: name, e-mail address, telephone number, Safe Sport training certificate date, coaching level, coaching card expiration date, coaching card number, date of MidAm background screen approval letter, MidAm background screen certification number, and MidAm background screen expiration date; shall administer and document the dissemination to Association Member Teams the following: the Association's Locker Room Policy, the Association's Travel or High School Policy, the USA Hockey Safe Sport Handbook, the USA Hockey Safe Sport Poster, and all other materials required for dissemination by USA Hockey; shall facilitate training of all volunteers with the USA Hockey Safe Sport training program; shall coordinate with the MidAm Safe Sport Coordinator regarding implementation of the USA Hockey SafeSport policy; and shall perform such other duties as determined by the President, the Board, or these Bylaws.

F. Fundraising/Special Events Coordinator: The Fundraising/Special Events Coordinator shall oversee all fundraising and special events by the Association and Member Teams which will include compliance with any charitable gaming laws.

G. Tournament Chairperson: The Tournament Chairperson shall oversee the coordination, organization, and management of the League Tournament, Mid-Am Regional Silver Stick Tournament, and any other tournaments hosted by the Association; shall ensure proper sanctioning of all tournaments hosted by the Association with USA Hockey; and shall perform such other duties as determined by the President, the Board or these Bylaws.

H. Scheduling Coordinators: The High School Commissioner and Travel Commissioner shall serve as Scheduling Coordinators and shall be responsible for working with the designated Member Teams and the ice rink/facility (Park View Sport Once Ice House) in scheduling ice for practices and games for all Member Teams (other than League Games and Association sponsored tournaments) at the ice rink/facility (Park View Sport One Ice House). The Scheduling Coordinators in conjunction with the rink representative shall have ultimate authority in determining time slots for practice and games for Member Teams at the ice rink/facility (Park View Sport One Ice House).

I. Marketing Chairperson: The Marketing Chairperson shall oversee all marketing and branding for the Association and Member Teams, including the Association's website, press conferences, news releases, announcements and other events and promote the game of hockey as determined by the President, the Board or these Bylaws.

J. Finance Chairperson: The Finance Chairperson shall a) establish a committee to supervise Treasurer positions for Travel and High School funding; b) file all tax returns with the Association Accounting Firm; c) shall monitor all fund raising events done by any committee or team; d) will be the second name on all Team Association bank accounts giving the Finance Chairperson access if necessary; e) ensure compliance with relative legislation for proper 501C contributions and reporting. The Finance Chairperson shall be the Treasurer of the Association.

K. Statistician: The Statistician shall be in charge of monitoring the receipt of and analyzing the Member Teams' score sheets from all season games and shall provide

the Board of Directors with information necessary to determine the seeding order for the League Tournament hosted by the Association; shall be a member of the High School Team Committee; and shall perform such other duties as determined by the President, the Board, and Bylaws.

- L. Appointees to Board of Directors of the Indiana State High School Hockey Association, Inc.:** The President shall appoint three (3) individuals to serve, as the Association's directors on the Board of Directors of the Indiana State High School Hockey Association, Inc. The President may appoint such other appointees (such as a registrar) deemed appropriate.

Section 21: Parliamentary Procedure

All meetings shall be governed by rules of parliamentary procedure. Roberts Rules of Order shall govern questions of procedure.

Section 22: Limitation of Liability

No Director shall be liable in any manner for any debts or obligations of the Association and shall not be subject to any manner of assessment by virtue of his/her membership as a Director. The Association shall acquire director's and officers insurance annually, paid by the Association.

ARTICLE V. COMMITTEES

Section 1. Executive Committee.

There shall be an Executive Committee of five (5) Directors to serve the Association at such times as the Board may determine, from time to time. The Executive Committee shall consist of the President, Vice President, Secretary, and two other Directors designated by the Board of Directors. Except as otherwise provided in these Bylaws, the Executive Committee may exercise the authority of the Board of Directors in the management of the Association. A quorum of the Executive Committee at any committee meeting shall be a majority of the Directors comprising the Executive Committee; provided however, there shall never be less than three (3) Directors present. The act of a majority of the Executive Committee when a quorum is present at any meeting is deemed the act of the Executive Committee, subject to Board approval. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All actions taken by the Executive Committee shall be reported to the Board at its next meeting following the action and is subject to approval, revision, and alterations by the Board. However, no rights of third persons may be prejudicially affected by the Board's subsequent review of the Executive Committee's actions. Vacancies in the Executive Committee shall be filled by the Board, and the Board may appoint one (1) or more directors as alternate members of the Executive Committee who may take the place of any absent members at any meeting.

Section 2: Permanent Standing Committees

- A. Travel Team Committee** – responsibilities include organization and oversight of the Association's travel hockey program. The Travel Commissioner shall chair this committee. This committee is to ensure proper compliance of the travel program with the Association Bylaws, the Travel Regulations and Procedures, and USA

Hockey regulations, and to recommend to the Board any additional changes or amendments as may be deemed necessary. This Committee will be responsible for organizing and coordinating the Fort Wayne Mid-Am Regional Silver Stick Tournament and any other travel team tournaments hosted by the Association with the assistance of the Tournament Chairperson.

- B. High School Team Committee** – responsibilities include organization and oversight of the Association’s high school hockey program. The High School Commissioner shall chair this committee. This committee is to ensure proper compliance of the high school program with the Association Bylaws, the High School Regulations and Procedures, and USA Hockey regulations, and to recommend to the Board any additional changes or amendments as may be deemed necessary. This Committee will be responsible for organizing and coordinating the League Tournament and any other high school tournaments hosted by the Association with the assistance of the Tournament Chairperson.
- C. Marketing Committee** – The Marketing Committee shall advise the Board as to promotion of the Association, branding and licensing of the Association’s logo and name throughout the community and region, and establishing and promoting outreach programs. The Marketing Committee shall be chaired by the Marketing Chairperson.
- D. Discipline Committee** – responsibility for reviewing matters requiring disciplinary actions involving players, coaches, parents, or members that may arise from USA Hockey rules and regulations, Association Rules and Regulations, or from other incidents that are deemed to require specific remedial attention. The committee shall conduct hearings and discussions as necessary involving such instances to ensure the equitable gathering of all pertinent facts, and shall render its findings and dispositions, including any applicable suspensions or other disciplinary actions as deemed appropriate, to the affected person(s) in a prompt manner. The committee shall report to the Board of Directors at its next meeting of any and all disciplinary actions taken. All actions taken shall remain consistent with USA Hockey guidelines and with all regulations and procedures of the Association. The Discipline Committee is chaired by the Discipline Chairperson.
- E. Finance & Budget** – responsibility for reviewing financial related matters that may arise from time to time, and for the preparation and presentation of an annual Association budget. This committee is to be chaired by the Finance Chairperson who may also serve as the Association Treasurer.
- F. Coaching/Player Development Committee** – responsibility for the recruitment, selection, training, management, and direction of all coaches within the Association. Also responsibility for development and training of players. This committee shall be chaired by the Coaching/Player Development Chairperson.
- G. Compliance Committee** – responsible to ensure Member Team compliance with USA Hockey, Mid-Am Hockey Association, Indiana State High School Hockey

Association policies and provide updates at each regular meeting of the Board. This committee shall be chaired by Registrar/Compliance Coordinator.

- H. Fundraising/Special Events Committee** – responsible for organizing fundraising campaigns and special events for the Association. Also will work with Travel Committee and High School Committee for organizing and coordinating tournaments hosted by the Association. This Committee shall be chaired Fundraising/Special Events Coordinator.

Section 3: Special Committees

The President or a majority vote of the Board of Directors may establish other committees for specific purposes as necessary and appoint any appropriate committee chairperson(s). Reports for Special Committees on membership and activities shall be submitted to the Secretary for appropriate reporting at the Annual Meeting. A Special Committee shall terminate at the completion of its assignment or at the next Annual Meeting. A Special Committee Chairperson is not a Director and may not vote at board meetings, unless said chairperson is also an elected or appointed Director.

Section 4: Compensation of Officers and Administrators

No compensation of any kind is to be paid by the Association to any individual or Member Team of the Association, other than eligible expense reimbursements incurred by such individuals on behalf of Association business for which approval has been granted by the Association. Any such request must be made in writing to the Board of Directors, supported by a copy of the appropriate invoice/receipt, and approved by that Director and by the Association Treasurer.

The Board may, however, upon proper discussion and motion, with a minimum two-thirds vote, approve the payment of certain consulting fees to officers or administrators for the completion of specific tasks or functions deemed to be in the interests of the Association. Any such payments must be reviewed and approved at least annually and may not be extended for any period exceeding one year in duration. Any such payment is also fully subject to the financial availability of the Association, as confirmed by the Treasurer.

ARTICLE VI. REGULATIONS AND PROCEDURES

There are two established divisions of hockey activities within the Association: Travel and High School. These divisions are not independent units, but rather are functional divisions within the Association. Specific rules and regulations may vary between the divisions; however, all divisions must comply with the policies, regulations, and procedures as set forth in the By-Laws and as approved by the Board of Directors.

The Travel Division shall be managed by the Travel Commissioner and the High School Division shall be managed by the High School Commissioner to implement the policies and directives of the Board. It is further the responsibility of the Board to assure that each of the Divisions is operated consistently within the Regulations and Procedures as approved and adopted by the Board of Directors. The following Divisional Regulations and Procedures are hereby incorporated by reference into the by-laws:

Travel Hockey Regulations and Procedures (Appendix A)

Fort Wayne Area High School Hockey League Regulations and Procedures (Appendix B)

ARTICLE VII. AMENDMENTS TO BY-LAWS

The power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors and Appointed Team Representatives, which power shall be exercised by affirmative vote of a majority of the Directors and Representatives; provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to the By-Laws is included in the notice of any meeting, it shall not be voted on or become effective for a period of at least thirty (30) days after the proposed amendment was first introduced.

Section 1: Amendments to Regulations and Procedures

The Board of Directors may amend the Regulations and Procedures documents at a regular or special meeting by a majority vote, provided a quorum is present.

ARTICLE VIII. AFFILIATIONS

Section 1: USA Hockey Inc.

The Association at all times will remain a member in good standing with USA Hockey Inc., recognized as the national sanctioning body for amateur hockey in the United States. The Association shall abide by all USA Hockey rules and regulations governing the sport, as published annually in the Official Playing Rules, and as legislated through regular national and district meetings of USA Hockey Inc. No teams within the Association are to play games against non-USA Hockey member associations, or in the event of Canadian teams, unless such Association is recognized and approved through USA Hockey.

Section 2: State and Regional Associations

The Association may become an active member of those State or Regional Associations that may be formed for the purpose of governing and organizing hockey activities within the USA Hockey Mid-America District. Membership in such Association must be approved by the Board and reported annually at the Annual Meeting. Board and Association members are eligible to hold offices in such organizations, subject to the prior notification of and consent from the Board.

ARTICLE IX. INDEMNIFICATION

The Association shall indemnify any person who is or was a Director, Officer, or employee of the Association, or is or was serving as a Director, Officer, or employee of another organization, partnership, or other enterprise at the request of the Association, against expenses (including attorney's fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a Director, Officer, or employee of the Association or of such other organization; provided, such person acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, in a manner which he or she had no reasonable cause to believe was unlawful.

Any Director, Officer, or employee of the Association who has been successful as a party on the merits of otherwise in his or her defense of any claim, action, suit, or proceedings referred to in the first sentence of Article IX, paragraph 1, shall be indemnified as of right against expenses reasonable incurred by him or her in connection therewith (except to the extent covered and reimbursed by insurance proceeds).

Except as provided in Article IX, Paragraph 2 above, any indemnification under Article IX, Paragraph 1, shall be made by the Association only upon a determination that indemnification of the particular Director, Officer, or employee is proper in the circumstances because such person has met the applicable standards of conduct as set forth by the Board of Directors under Article IV, Section 4. Such determination shall be made by the Board of Directors of the Association by a majority vote of a quorum consisting of members who were not parties to such claim, action, suit, or proceeding, or, if such quorum is not obtainable, by independent legal counsel in a written opinion, or by a vote of the members of the Association.

The indemnification provided by Article IX shall not be deemed exclusive of any other rights to which a Director, Officer, or employee may be entitled under any bylaw, resolution, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or employee of the Association, and shall inure to the benefit of the heirs, executors, and administrators of any such person. The indemnification shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, arising from acts or omissions to act whether occurring before or after the adoption hereof.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the Association as a Director, officer, partner, employee, or agent of another organization, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provision of Article X; provided that when and to the extent that the Association has purchased and maintained such insurance, it shall have no duty under this Article to indemnify any such person to the extent that such liability is covered under such insurance.

ARTICLE X. PROHIBITED ACTIVITIES

No part of the net revenues of the Association shall inure to the benefit of its members, trustees, Officers, or other private persons, except that the Association shall be authorized by majority vote of the Board and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association shall be in the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

ARTICLE XI. INSURANCE

By the action of the Board of Directors, notwithstanding any interest of the Directors in the action, the Association may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person who is or was a Director, Officer, or agent of the organization.

Revision Record:

Fort Wayne Youth Hockey, Inc. Corporate Bylaws

The master copy of the Corporate Bylaws is maintained in electronic format by the Secretary of the Association and it is considered the final authority as to revision status of all sections in the Corporate Bylaws.

<u>DATE</u>	<u>SECTION AND PAGE</u>	<u>DETAILS</u>
8/23/1993	Historic revision	Revision included in electronic conversion
10/24/1996	Historic revision	Revision included in electronic conversion
4/30/2002	Article IV, section 3-B	Vacated Director positions to be elected for remainder of term at next Annual meeting
6/24/2002	Entire document	Converted to electronic Word format and added revision record.
3/1/2004	Historic revision	Revisions included in electronic version
10/18/2004	Revised Bylaws	As approved 9/7/2004 included in electronic version
3/21/2007	Revised Bylaws	As approved 3/21/07 included in electronic version
3/14/2011	Revised Bylaws	As approved 03/14/2011 included in electronic version
4/23/2013	Revised Bylaws	As approved 4/23/2013 included in electronic version.
4/30/2014	Revised Bylaws	As approved 4/30/2014 included in electronic version.
4/30/2015	Revised Bylaws	As approved 4/30/2015 included in electronic version.