

**BYLAWS
OF THE
ROCKY MOUNTAIN DISTRICT HOCKEY, INC.
Revised & Adopted September 27, 2025**

1. NAME, REGISTERED OFFICE, AND REGISTERED AGENT.

1.1 Name. The name of this Corporation is ROCKY MOUNTAIN DISTRICT HOCKEY, INC. In these Bylaws, this Corporation may also be referred to as the Corporation, the District or the RMD.

1.2 Registered Office and Registered Agent. The registered office and registered agent shall be as the Corporation shall designate from time to time.

2. NONPROFIT CORPORATION, PURPOSES AND POWERS.

2.1 Nonprofit Corporation: This Corporation is organized under the Colorado Nonprofit Corporation Act.

2.2 Purposes: The purposes for which this Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and in this regard, specifically on behalf of and as authorized by USA Hockey, pursuant to its Bylaw 3, to promote and administer amateur hockey within the States of Arizona, Colorado, Idaho, New Mexico, Oklahoma, Texas and Utah and the Rocky Mountain District of USA Hockey; to organize and unite the efforts of all amateur hockey associations and organizations within the identified States; to conduct Rocky Mountain District ice hockey tournaments and to select team representatives for other tournaments, as sanctioned by USA Hockey; to select qualified players for USA Hockey Player Development Camps; to administer and distribute grants to its affiliate organizations; to operate within the policies, procedures and guidelines of USA Hockey and the Rocky Mountain District; and to associate with other amateur hockey associations within USA Hockey.

2.3 Powers: This Corporation shall have all the powers, directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities as deemed necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers in the furtherance of the exempt purposes of the organization as set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and as may be permitted under the USA Hockey Bylaws, Rules & Regulations, Policies, Playing Rules and decisions of the USA Hockey Board of Directors.

2.4 Jurisdiction: The Rocky Mountain District recognizes each USA Hockey Affiliate has certain delegated authority to administer their leagues, teams, and players according to USA Hockey Bylaws and the USA Hockey Affiliate Agreement.

3. MEMBERSHIP AND BOARD OF DIRECTORS.

3.1 Membership: This Corporation shall include Members of the Affiliate organizations for each USA Hockey Affiliate within the geographical boundaries of the Rocky Mountain District, the Rocky Mountain District Representatives also referred to as Director(s), and the Rocky Mountain District personnel defined in Section 3.4 below. The President of each Affiliate shall represent their respective Members at any meeting of the Board.

3.2 Board of Directors: The Board of Directors of the Corporation shall include the Affiliate President for each Affiliate Member and each Rocky Mountain District Director. Each Affiliate President shall automatically and immediately become a Member of the Board of Directors upon his/her election as President of their Affiliate and may not have his/her membership suspended, restricted, compromised or eliminated in any way by the Corporation. Each Affiliate President shall cease to be a Member of the Board only upon one of the following:

- 3.2.1. Removal by USA Hockey,
- 3.2.2. Election of a replacement President by the Affiliate; or,
- 3.2.3. Resignation.

3.3. Rocky Mountain District Directors: Each Rocky Mountain District Director shall automatically and immediately become a Member of the Board of Directors of the Corporation upon his/her election as set forth in Section 7 below.

3.4 District Personnel: Personnel of the Rocky Mountain District, including, but not limited to, the Coach-in- Chief, Referee-in-Chief, Registrar, Risk Manager and any USA Hockey Section representative(s), shall be Members of the Board but shall not have a vote on any matter coming before the Board.

4. MEETINGS OF MEMBERS AND DIRECTORS

4.1 Rocky Mountain District Annual Meeting: The Annual Meeting of the Rocky Mountain District of USA Hockey shall be held during the month of August, September or October of each year. The time, place, and format (in-person, teleconference or video conference) shall be determined by the Board President.

4.2. Winter Meeting: A Winter Meeting of the Board of Directors shall be held, preferably during the USA Hockey Winter meeting in January of each year. The time, place, and format (in-person, teleconference or video conference) is to be determined by the Board President.

4.3. Special Meetings: Special meetings of the Rocky Mountain District Board of Directors may be held upon the request or motion of a majority of the Board Members. A special meeting may be held only upon request, submitted in writing, with at least a 14-day notice of the time, place, and defined agenda item(s) of such special meeting. Special meetings shall otherwise proceed as regular meetings of the Corporation, with only discussion limited to the agenda item(s) identified in the meeting notice. Emergency special meetings may be called and held with 5-day notice if 3 of 4 District Directors request a meeting with discussion of the agenda item(s) identified in the meeting notice only.

4.4. Meeting Notification: It shall be the responsibility of the Rocky Mountain District President or his/her designee to notify the persons listed below at least fourteen (14) days before a regular or special meeting or five (5) days before an emergency meeting. Such notice may be given by electronic mail (email) sent to the Members appearing on the books of the Corporation.

- 4.4.1. Rocky Mountain District Affiliate Presidents
- 4.4.2. Rocky Mountain District Directors
- 4.4.3. Rocky Mountain District Vice President
- 4.4.4. Rocky Mountain District Treasurer
- 4.4.5. Rocky Mountain District Secretary
- 4.4.6. USA Hockey and Rocky Mountain District Personnel or others as may be appropriate.

4.5. Agenda: An agenda shall be prepared and published by the District President no later than seven (7) days prior to any RMD meetings and shall be sent to each of the persons listed in Section 4.4. Item(s) placed on the agenda less than seven (7) days prior to the meeting can be discussed, but no issue pertaining to such agenda item(s) may be passed without an affirmative 2/3 vote of all voting Board Members. Agendas for special meetings shall be submitted with the request for such meeting.

4.6. Submission of Agenda Items: Only the Affiliate Presidents, District Directors, Officers, or USA Hockey-appointed Personnel of the Rocky Mountain District may submit items for inclusion on the agenda. Anyone else wishing to submit an agenda item must present it to one of the above for submission.

4.7. Cost: Meeting costs shall be budgeted by the District Treasurer and approved by the Board as part of the annual budget for the RMD. Funding for the meetings shall be included in the District Budget.

4.8. RMD Board Meetings: Meetings of the Rocky Mountain District are open to all Members and District Representatives of the Rocky Mountain District. The Rocky Mountain District President may close the meeting to include only those voting Members of the Rocky Mountain District Board present to discuss personnel, confidential, disciplinary, or other sensitive matters.

4.9 Matters Discussed in Closed Sessions: Matters discussed in closed sessions of the Rocky Mountain District Board shall remain within the confines of the Boardroom.

5. CONDUCT OF MEETINGS

5.1. Conduct of Meeting. Meetings shall be chaired by the District President or his/her designee and shall be recorded by the District Secretary or his/her designee.

5.2. Waiver of Notice or Objection. A Member of the Board may waive prior notice of the meeting. The waiver must be in writing, signed by the Member entitled to notice, and delivered to the Corporation for inclusion in the minutes with the corporate records. Attendance at a Board meeting, in person by a person entitled to notice, shall constitute a waiver of lack of notice or defective notice of the meeting unless at the beginning of the meeting the Board Member (or Official Designee) objects to holding the meeting or transacting business at the meeting. A Board Member's (or Official Designee) attendance at a meeting, either in person, 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 Board Member (or Official Designee) objects to considering the matter when it is presented.

5.3. Quorum, Vote Required and Adjournment: A majority of the voting Board Members present shall constitute a quorum at any meeting of the Board. If a quorum is present, the action of a majority of the voting Members (or Official Designees)-present shall be the act of the Board. If a quorum is not represented at a meeting, the majority of the voting Members (or their Official Designees) present in person may adjourn the meeting from time to time without notice if the new date, time and place of the meeting is announced before adjournment.

5.4. Voting: With the exception of voting for Rocky Mountain District Directors, all voting Members (or their Official Designees) and District Directors, with the exception of the Board President, shall cast one vote on all issues properly moved before the meeting. The Board President shall only cast a vote when an issue that has been properly moved is determined to have a tied vote. No individual person may cast more than one vote on any issue. Voting by an Official Designee shall not be considered proxy voting.

5.5. Official Designee. If an Affiliate President is unable to attend any RMD Board Meeting, he/she may appoint an Official Designee. The Official Designee shall be a current Member of the Board of Directors for which the Affiliate President is unable to attend. No other voting RMD Board member may act as an Official Designee. Only one person may act as the Official Designee for any Affiliate President for the entire duration of the particular meeting. For proper authorization, the Affiliate President must present written notice via email naming the Official Designee, their position with the Affiliate Board and contact email, to the District Secretary at least 24 hours prior to the start of the meeting.

5.6. Poll Voting: If 2/3 of the Members of the Board consent in writing via email to any action taken or to be taken by the Board and the writing evidencing their consent is filed with the District Secretary and the President of the Rocky Mountain District, the action shall be valid as though it had been authorized at an in-person meeting of the Board. Such consent shall have the same effect as the Board's action at a duly called meeting of the Board. Actions taken without an in-person meeting shall be restricted to official District business and expenditures under \$2,000.

6. OFFICERS, EMPLOYEES AND AGENTS.

6.1. Officers: The Officers of the Corporation shall be elected by the Rocky Mountain District Board and shall consist of a President, Vice-President, Secretary and Treasurer. The person for each Officer position receiving the most votes of the voting Board Members shall be deemed elected. The Vice-President and the Treasurer shall be elected on even calendar years and the President and the Secretary shall be elected on odd calendar years. Each officer shall have a term of two

(2) years. All officers elected terms shall commence at the end of the Rocky Mountain District Annual Meeting. Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary. The President and Vice-President shall be voting Members. The Treasurer and Secretary may be but do not have to be District Directors. Officers shall hold office until their successors are chosen and have qualified, unless they are removed sooner from office as provided in these Bylaws.

Other Officers, Agents and Employees, as deemed necessary from time to time, may be elected by the voting Board Members or be appointed in a manner prescribed by the voting Board Members or USA Hockey.

6.2 Limited Voting Rights: No officer of the corporation shall have any additional vote at any meetings. An officer, other than the President who shall only vote when a properly moved issue has resulted in a tied vote, shall be entitled to vote only the vote he/she has as a voting Board Member.

6.3 President: Powers and Duties. The President shall be the chief operating officer of the Corporation, shall preside at meetings of the Board of Directors, and shall perform the general operating duties of the Corporation. He/she shall also perform whatever duties and have whatever powers the Board of Directors may from time to time prescribe.

6.4. Vice-President: Powers and Duties. The Vice President shall, in the absence or disability of the President, perform all duties and exercise all powers of the President. He/she shall also perform whatever duties and have whatever powers the Board of Directors may assign to him/her.

6.5. Secretary: Powers and Duties. The Secretary shall attend all meetings of the Board of Directors, shall publish the agenda for meetings and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform whatever additional duties the Board of Directors may from time to time prescribe.

6.6. Treasurer: Powers and Duties. The Treasurer shall have custody of corporate funds and securities. He/she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in a depository or depositories designated by the Board of Directors. He/she shall disburse the funds of the Corporation and shall render to the President and Board of Directors, whenever they may require, an account of his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall furnish a bond satisfactory to the Board of Directors, if they so deem, provided the Corporation shall pay the cost thereof. The Treasurer shall perform the following traditional duties:

6.6.1. Prepare and submit a budget at the annual meeting and a financial report for all Rocky Mountain District funds at each meeting of the corporation.

6.6.2. Review and process any grant applications submitted by affiliates or other affected applicants.

6.6.3. Pay all authorized expenses of the District.

6.6.4. Maintain all District bank accounts and special funds, accounting, financial records and documents.

6.6.5. Review, process and oversee the filing of all corporate tax returns.

6.7. Removal of Officers and Agents: An officer, agent or employee of the Corporation may be removed by a majority vote of the voting Board Members whenever, in their judgment, the best interests of the Corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.8. Vacancy: When a vacancy occurs for a District officer by death, resignation or removal, it shall be filled by a majority vote of voting Board Members. The Officer so selected shall hold office for the remaining term of his/her predecessor.

7. EXECUTIVE COMMITTEE

7.1 Purpose: The purpose of the RMD Executive Committee is to serve as the leaders of the Board of Directors for Rocky Mountain District Hockey, Inc. The RMD Executive Committee shall review any major issues facing the Rocky Mountain District and provide strategic direction as well as to make preliminary decisions that may be reviewed and ratified by the full District Board of Directors at its next meeting.

7.2: Membership: The RMD Executive Committee shall be comprised of the District Directors, the Rocky Mountain District President (if not an RMD District Director), and one other, at-large voting Board Member who shall be elected by the voting Board Members for a one-year term. Terms of office for each person on the Executive Committee shall be as noted in Section 6.1. The Rocky Mountain District President shall serve as the Chair of the Rocky Mountain District Executive Committee.

7.3 Duties: The RMD Executive Committee shall act on behalf of the Board of Directors in managing day-to-day activities and shall report any actions taken to the RMD Board. Matters that arise which are not subject to existing RMD Policies and Procedures or RMD Bylaws shall be handled by this Committee serving in the best interests of all RMD Affiliates.

8. ROCKY MOUNTAIN DISTRICT REPRESENTATIVES

8.1 Eligibility Requirements: In order to be eligible to hold the elected position of Rocky Mountain District Representative, a candidate shall have a permanent domicile within the Rocky Mountain District. No Affiliate may have more than two active District Representatives with the residency of the District Representative being determined at time of election notwithstanding subsequent moves of that District Representative within the Rocky Mountain District during his/her term. District personnel appointed by USA Hockey shall be ineligible to concurrently serve as a District Representative.

8.2 Term of Office: The term of office shall be for three (3) years and shall commence at the end of the USA Hockey Annual Congress, generally held in June, in the year of election. The elections of District Representatives shall be staggered so all District Representatives are not elected in the same year.

8.3 Nominations: Any USA Hockey Member of the RMD may nominate himself/herself or any other person. Nominations shall be in writing and must be submitted to the RMD Registrar prior to February 1st of the election year, or in the case of a special election, by such date as determined by the District Registrar. A brief resume of the candidate shall be included in the nomination letter. Pursuant to USA Hockey Bylaws, prior to being eligible for election as a District Representative, each nominee shall be current with (i) SafeSport certification, (ii) background screen through USA Hockey's screening program, and (iii) completed and submitted a USA Hockey Conflict of Interest Disclosure Form.

8.4 Ballots: The District Registrar shall cause the ballots with the name of the nominee(s), their resume(s), and the respective votes by Member Association as determined by USA Hockey in each Affiliate to be sent to each Affiliate President by February 10th of the election year. Completed ballots from all Affiliate Presidents must be returned to the District Registrar by 11:59pm MT on February 24th, all votes tallied, and the election completed by March 1st of the election year, provided that such dates may be modified by the District Registrar in the case of any special election.

8.5 Voting: Each Affiliate President shall cast one vote for each paid Registered Participant Member within his/her Affiliate as of February 1st in accordance with the participants' wishes. Voting procedures within the Affiliate shall be established according to the current USA Hockey Annual Guide. Each Affiliate shall properly notify its paid Registered Participant Members of such election and the candidates for office, and request each Member Association cast its votes and forward such a tally to their Affiliate President who shall cast the Affiliate's votes in accordance with such tally.

8.6 Write-in Candidates: Votes for write-in candidates will be valid and counted provided the candidate(s) meet all eligibility requirements of this procedure.

8.7 Winning Candidate: The candidate with the highest number of votes tallied shall be declared the winner.

8.8 Certification of Ballots: All ballots shall be counted by the District Registrar who shall also have the authority to reject any ballots not in compliance with published RMD election procedures subject to USA Hockey requirements. Any candidate may request a second party to review the ballot count, but such request must be in writing and sent to the District Registrar within forty-eight (48) hours of notice by the District Registrar of the unofficial results. The District Registrar shall select a USA Hockey Board Member or Director of Member Services and shall not certify the results to the Members until such review has been completed and the votes certified by USA Hockey.

8.9 USA Hockey Approval: This election process and any changes thereto shall be subject to the approval of USA Hockey.

8.10 District Expenditures for Elections: Use of District funds by any candidate for election expenses shall be strictly prohibited, including but not limited to, use of telephone for solicitation of votes, use of postage or USA Hockey letterhead for solicitation of votes, including campaign literature in District mailings, etc. Any candidate violating this policy shall be immediately disqualified.

8.11 Resignation or Inability of a District Representative to Complete his/her Term of Office: Should a District Representative resign or otherwise become unable to complete his/her term of office, the District Registrar shall conduct a special election within ninety (90) days from the date of such resignation or incapacitation. This special election will be held in the same manner as determined herein except dates for nominations and election may be compressed to ensure the District is not without proper representation at any District or USA Hockey event involving District Representatives. The replacement District Representative shall be elected to serve only the remainder of the vacated term of office. If such vacated term is less than one (1) year, the RMD Board of Directors may appoint a District Representative to serve the remainder of such term with appointment held at a special meeting called for such purpose.

8.12 Newly Elected Affiliate Presidents or District Representatives Serving Concurrently in Both Positions: A newly elected District Representative or newly elected Affiliate President shall not concurrently serve in both positions at the same time. However, in order to cause the least disruption of Affiliate or District affairs, a newly elected District Representative or Affiliate President may have one (1) year from the date of election to resign one position of his/her choice. Nothing contained herein shall prohibit a District Representative from serving in any other capacities within his/her Affiliate or an Affiliate President from serving in any other capacities within his/her District.

8.13 Removal of District Representative: A District Representative may be removed by any of the following actions:

8.13.1. Removal by USA Hockey

8.13.2. Majority of the votes cast in the manner set forth in Section 8.5

8.13.3. Resignation

8.14 Reduction of District Representatives. If directed by USA Hockey to reduce the number of District Representatives based on the required number of Registered Participant Members, the District Representative with the least cumulative time as a District Representative shall relinquish his/her office.

8.15 Failure by a District Representative to Attend Regular Meetings. Should a District Representative fail to attend any two consecutive regular meetings, a recall election may be held after by a majority vote of the votes cast in the manner set forth in Section 8.5. Such regular meetings shall include among any of the Rocky Mountain District Annual Meeting, the Rocky Mountain District Winter Meeting, the USA Hockey Annual Congress, and the USA Hockey Winter Meeting.

8.16 District Representative Duties: Unless otherwise directed by the USA Hockey Board of Directors, the duties and responsibilities of the District Representatives shall be as set forth in these Bylaws and the current USA Hockey Annual Guide. Specifically, each District Representative, upon request, shall make himself/herself available to any Affiliate or Member Association to consult on any issues of concern or help needed. Referred issues shall be limited to those not involving playing rules appeals and those under the purview of USAH appointed District personnel. In this regard, he/she shall otherwise be the direct contact between the Affiliate and/or local Associations, their participants and USA Hockey.

9 SPECIAL CORPORATE ACTS.

9.1 Execution of Written Instruments: Contracts, deeds, documents, and instruments shall be executed by the President, or any other officer authorized by a majority vote of the voting Board Members unless the voting Board Members shall, in a particular situation, designate another procedure for their execution.

9.2 Signing of Checks and Notes: Checks, notes, drafts, and demands for money shall be signed by the Treasurer or other Officers as needed from time to time.

9.3 Records: The Corporation shall maintain accurate and correct books, records and accounts of its business and properties that comply with legal and government requirements. These records shall be kept in such places as are from time to time fixed and designated by the RMD Board of Directors. The following holding periods shall be utilized for the maintenance of the documents listed below:

- 9.3.1 Accounting records (Permanent)
- 9.3.2 Accounts Payable (7 years)
- 9.3.3 Accounts Receivable (7 years)
- 9.3.4 Audit Reports (Permanent)
- 9.3.5 Chart of Accounts (Permanent)
- 9.3.5 Depreciation Schedules (Permanent)
- 9.3.6 Expense Reports (7 years)
- 9.3.7 Annual Financial Statement (Permanent)
- 9.3.8 General Ledger & General Journals (Permanent)
- 9.3.9 Purchase Orders and Correspondence (7 years)
- 9.3.10 Purchase Requirements (2 years)
- 9.3.11 Tax Returns and Working Reports (permanent)
- 9.3.12 Annual Trial Balances (Permanent)
- 9.3.13 Bank Records and Bank Reconciliations (3 years)
- 9.3.14 Bank Statements (7 years)
- 9.3.15 Cancelled Checks (7 years)
- 9.3.16 Corporate Records/Board Minutes (Permanent)
- 9.3.17 Bylaws, Charters, articles of Incorporation (Permanent)
- 9.3.18 Business Licenses (Permanent)
- 9.3.19 Legal and Tax Correspondence (Permanent)
- 9.3.20 Contracts (Minor Life + 4 years)
- 9.3.21 Insurance Policies, Accident, Claims (Life + 4 years)

9.4 Fiscal Year: The fiscal year or business year of the Corporation shall be a fiscal year ending June 30 unless a different date is selected by the voting Board Members.

9.5 Dividends Prohibited: No dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or Officers of the Corporation. The Corporation may pay compensation in a reasonable amount to its Officers for services rendered and may confer benefits upon its Directors in conformity with its purposes; provided, however, any such payments or benefits shall comply with the Colorado Nonprofit Corporation Act, the Internal Revenue Code as such control's charitable nonprofit corporations and the Articles of Incorporation of this Corporation.

10. CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST.

10.1 Circumstances for Validity of Transaction: No contract or other transaction between this Corporation and one or more of its RMD Board of Directors in which the RMD Director has a direct or indirect conflict of interest shall be either void, voidable or the basis for imposing liability on the Director if the transaction was fair at the time it was entered into or (1) the material facts of the transaction and the RMD Director's interest were disclosed or known to the RMD Board of Directors and/or a committee of the RMD Directors that authorized, approved or ratified the transaction; or (2) the material facts of the transaction and the Director's interest were disclosed or known to the Directors of this Corporation, and they authorized, approved or ratified the transaction.

10.2 Approval of a Conflict-of-Interest Transaction: A conflict-of-interest transaction is authorized, approved or ratified, if it receives the affirmative vote of a majority of the voting RMD Board of Directors or on the committee taking such action, who have no direct or indirect interest in the transaction. If a majority of the RMD Board of Directors, or committee, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. A conflict-of-interest transaction is authorized, approved or ratified by the voting Board Members if it receives a majority of the votes of RMD Board of Directors who have no direct or indirect interest in the transaction.

10.3 Definition of Conflict-of-Interest Transaction: A RMD Director has a direct conflict of interest if he/she or any immediate family member has a material or financial interest in the transaction. A RMD Director has an indirect conflict of interest in a transaction if an entity in which the RMD Director has a material interest in or which the RMD Director is a general partner or a party to the transaction; or if another entity of which the RMD Director is a director, officer or trustee is a party to the transaction.

11. PREEMINENCE OF USA HOCKEY: The Corporation is organized to operate as a District of USA Hockey, which is the national governing body for the sport of amateur ice hockey in the United States. In such regard, the Corporation shall act and abide by the constitution, articles, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey, which shall supersede any acts of the Corporation not in conformance therewith. The Corporation shall assist USA Hockey in the administration and enforcement of its constitution, articles, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey within and upon the Corporation's Members and/or within the Corporation's jurisdiction.

12. AMENDMENT OF BYLAWS. These Bylaws may be amended or repealed only by the affirmative vote of at least two-thirds (67%) or more of the voting Board Members present at a meeting of the RMD Board of Directors.

IN WITNESS WHEREOF, these Bylaws have been revised and adopted as of the 27th day of September, 2025.

ROCKY MOUNTAIN DISTRICT HOCKEY, INC.

By: _____

Its: _____

Date: _____

By: _____

Its: _____

Date: _____