2026-2027

ATLANTIC AMATEUR HOCKEY ASSOCIATION

AFFILIATE OF USA HOCKEY

BYLAWS

USA HOCKEY

All Updates are highlighted in Yellow
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Article I Titles and Definitions

Whenever used in these Bylaws and unless otherwise qualified or if not specifically qualified by the words of these Bylaws, then as shall be reasonably implied by context, the following words and terms shall have the following meanings:

(1) "Affiliate" shall mean the AAHA.

(2) "Affiliate Boundary" shall mean the geographical territory that comprises the jurisdiction of the AAHA consisting of the State of Delaware, Rockland County, New York, Eastern Pennsylvania, and the State of New Jersey as designated by USA Hockey.

(3) "Board of Directors" shall refer to the Board of Directors of the AAHA.

(4) "Club" shall mean a program or organization consisting of at least one (1) Team.

(5) "Club Delegate" or "Delegate" shall mean a natural person who is duly-elected by its Registered Participant Members to represent their interests in a Club.

(6) "Coach" shall mean a Registered Participant Member who is registered with as a coach with USA Hockey and is rostered on a Team.

(7) "Director" shall refer to any Zone Director or Officer Director who is a member of the Board of Directors of the AAHA.

(8) "Hockey" shall mean the sport of ice hockey as played, conducted and administered under the auspices of the AAHA and USA Hockey.

(9) "Independent Team" or "Independent", shall refer to any Team or Club that is not a member of a League.

(10) "League" shall refer to a Local Association that is composed of Teams from different Local Associations, the majority of which are within the Affiliate Boundary, that compete against one another under common governance and which is sanctioned by the Affiliate.

(11) "League Member" shall refer to any Club within the Affiliate that is a member of a League.

(12) Local Association shall refer to any association, organization or club consisting of at least two teams under a single common governance.

(13) "Officer" shall mean an elected officer of the AAHA.

(14) "Player" shall mean a Registered Participant Member who is registered as a player with USA Hockey and rostered on a Team.

(15) "Registered Participant Member" means any Player or Coach who is a Registered Participant Member of USA Hockey as that term is defined by Bylaw 1. in the USA Hockey Annual Guide.

(16) "Team" shall refer to the composition of Players and their Coaches, all of whom are claimed on a USA Hockey team roster within the Affiliate Boundary that is approved by the USA Hockey District Registrar or Associate Registrar.

(17) "Zone Director" shall refer to a natural person duly-elected by a Local Association and/or Club Delegates to serve on the Board of Directors of the AAHA to represent the interests of the Registered Participant Members within a designated Zone.

Article II Name of the Corporation

The official name of the corporation shall be "Mid Atlantic Amateur Hockey Association, Inc.", dba the Atlantic Amateur Hockey Association, Inc. (A New Jersey Non-Profit Corporation) hereinafter referred to as the "AAHA" or the "Affiliate".

Article III Offices of the Corporation

The location and principal business office of the Corporation shall be that which is printed on the official letterhead of the presiding President of the AAHA.

Article IV Non-Profit/Charitable Status

The AAHA shall have no capital stock and is one that does not contemplate any pecuniary gain or profit to its members and is organized solely for non-profit and charitable purposes as that term is defined under Sec. 501(c)(3) of the Internal Revenue Code, and/or the laws of the state of its incorporation, as amended. No substantial part of the activities of the AAHA shall be devoted to carrying on activities that do not support the purpose and objectives stated herein.

Article V Purposes and Objectives

A. Purposes

The purposes of the Affiliate are to:

(1) Develop and encourage sportsmanship between all players for the betterment of their physical and social well-being; and

(2) encourage and improve the standard of ice hockey in the states of New Jersey, Eastern Pennsylvania, and Delaware; and

(3) associate and affiliate with other ice hockey associations; and

(4) conduct ice hockey tournaments and to select representatives for other tournaments, as sanctioned by USA Hockey or its appointees; and

(5) select qualified players for USA Hockey Development camps; and

(6) do any and all acts desirable in the furtherance of the foregoing purposes.

B. Equal Opportunity

(1) Equal Opportunity for Members: The AAHA shall provide an equal opportunity to all amateur athletes, coaches, managers, administrators, and officials to participate in amateur athletic competition without discrimination on the basis of race, color, religion, age, gender, sexual orientation, gender expression, mental or physical disability or national origin, and with fair notice and opportunity for a hearing before declaring such individual ineligible to participate as provided in **USA Hockey Bylaw 10 (Dispute Resolution)** and **AAHA Bylaw Article XVIII (Resolution of Disputes, Arbitrations and Suspensions)** herein.

(2) Equal Opportunity in Governance: The AAHA shall be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, age, gender, sexual orientation, gender expression, mental or physical disability.

Article VI Jurisdiction and Authority

A. Affiliate Jurisdiction and Authority

This Affiliate shall have full and final jurisdiction and authority over all Hockey-related activities taking place within the Affiliate Boundary and of the Hockey and related activities of those organizations belonging to this Association as authorized by USA Hockey and under these Bylaws as provided under its USA Hockey Affiliate Agreement and the prevailing USA Hockey Bylaws, Rules and Regulations and Policies.

B. USA Hockey Preeminence

The Atlantic Amateur Hockey Association, an Affiliate Association of USA Hockey, Inc., shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, and decisions of the Board of Directors of USA Hockey and such documents and decisions shall take precedence over and supersede all similar governing documents and or decisions of the Atlantic Amateur Hockey Association. Further, the Atlantic Amateur Hockey Association shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and agrees to be guided by the following core values of USA Hockey:

(1) Sportsmanship: Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat.

(2) Respect for the Individual: Treat all others as you're expected to be treated.

(3) Integrity: We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

(4) Pursuit of Excellence at the Individual, Team and Organizational Levels: Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

(5) Enjoyment: It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

(6) Loyalty: We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

(7) Teamwork: We value the strength of learning to work together. The use of teamwork, is reinforced and rewarded by success in the hockey experience.

Article VII Membership in the AAHA

A. Membership Types

The membership of the AAHA shall be composed of the following persons and organizations (each a "Member"):

(1) Individual Participant Member (Players and Coaches): Any Player or Coach who is a Registered Participant Member within the Affiliate Boundary shall be eligible to become an "Individual Participant Member" of the AAHA upon compliance with the provisions of these Bylaws, Rules and Regulations, Policies and decisions of the AAHA and the Bylaws, Rules and Regulations, Policies and decisions of the Board of Directors of USA Hockey (collectively referred to as the "Applicable Rules").

(2) Local Association Member (Clubs, Leagues and Organizations): Any Club or Local Association that is registered and located within the Affiliate Boundary shall be eligible to become a "Local Association Member" of the AAHA upon compliance with the Applicable Rules.

(3) Allied Member (unclaimed players and coaches, referees, other USA Hockey members): Any natural person or organization (other than an Individual Participant Member or Local Association Member), including, but not limited to, any player or coach who is registered with USA Hockey but not claimed by a Team, any Referee, or other person or organization interested or involved in the conduct of Hockey competition within the Affiliate Boundary shall upon

compliance with the Applicable Rules be eligible to become an "Allied Member" of the AAHA.

(4) Exclusivity of AAHA Membership: Individuals or organizations registered within the Affiliate Boundary, but who regularly participate in other Affiliates of USA Hockey may become Members of the AAHA, however, Individual Participant Membership and Local Association Membership shall only be valid during the period that such Members remain exclusively Members of, and subject to, the jurisdiction of the AAHA.

B. Voting Rights of Members

Individual Participant Members shall have certain voting rights in the AAHA relating to the election of Club Delegates, as set forth herein and for the election of Zone Directors, Officers and USA Hockey Directors, through their duly-elected representatives, as set forth in **AAHA Bylaw Article IX.D. (Election of Zone Directors)** and **Article X. C. (Voting Rights of Members of Board of Directors),** provided however, that Individual Participant Members shall have no other voting rights in the AAHA. Member voting rights are as follows:

(1) Individual Participant Members (Players and Coaches): Individual Participant Members' voting rights in the AAHA shall be limited to the election of Club Delegates who shall represent their voting interests in the election of Zone Directors as provided herein. Each Individual Participant Member shall be eligible to cast one (1) vote for a Club Delegate to represent his or her interest in each Club of which he or she is a Registered Participant Member and rostered on a Team in that Club in accordance with, and subject to, the rules of each such Club.

(2) Voting for Club Delegates shall be held in accordance with the rules of the Individual Participant Member's Club but in all cases Club Delegates must be determined by no later than June 1st of each year through a process approved by the AAHA with notice to all members of their Club. An Individual Participant Member who is a member of Teams belonging to different Clubs that participate in different Zones may vote for Club Delegates for each Club. The vote of any minor or youthful Individual Participant Member may be cast by his or her parent or authorized voting proxy.

(3) Local Association Members (Clubs, Leagues and Organizations): Local Association Members' voting rights in the AAHA shall be limited to representative voting on behalf of the Individual Participant Members in their Local Association for the election of its Zone Director(s) who shall represent the interests of their Individual Participant Members at all meetings of the AAHA. Delegates representing a Club that is a League Member shall be entitled to cast their vote(s) for Zone Director(s) in accordance with their League rules. Delegates representing an Independent Club shall be entitled to cast their vote(s) directly for their Zone Director(s).

(4) Allied Members (unclaimed players, coaches, referees, other USA Hockey members): Allied Members shall have no voting rights in the AAHA.

Article VIII Governance of AAHA

A. Officers

The Officers of the AAHA shall be comprised of:

(1) President;

(2) Executive Vice President;

(3) Secretary;

(4) Treasurer;

(5) Vice President of Rules and Regulations;

(6) Vice President of Suspensions, Protests and Appeals;

(7) Vice President of Rinks;

(8) Vice President of High School Hockey;

(9) Vice President of Adult Hockey;

(10) Vice President of Girls'/Women's Hockey;

(11) Past President

B. Election of officers

(1) Officer Elections: The officers shall be elected to office by a simple majority vote of the Board of Directors. (See **Article X.C Voting Rights of Members of Board of Directors**)

(2) Nomination: Any candidate for office must notify the nominating chairman in writing, not later than thirty (30) days before the scheduled meeting. Nominations from the floor will be allowed in cases where the position(s) have been vacated with less than 30 days prior to the Annual Meeting or no nominations have been received.

(3) 3-Year Term: The officers shall be elected to a three (3) year term commencing at the conclusion of the annual meeting at which they are elected and terminating at the end of the meeting at which they stand for election or reelection (provided that an election of an officer to fulfill a partial term shall terminate at the end of that partial term).

C. Terms of office

(1) The three year term of office begins on the year(s) listed below.

Position	Term of Office Begins			
President	2029	2032	2035	2038
Vice President of Suspensions, Protests and Appeals	2029	2032	2035	2038
Vice President of Girls'/Women's Hockey	2029	2032	2035	2038
Treasurer	2029	2032	2035	2038
USA Hockey Director II	2029	2032	2035	2038
Executive Vice President	2027	2030	2033	2036
Vice President of Rules and Regulations	2027	2030	2033	2036
Secretary	2027	2030	2033	2036
USA Hockey Director I	2027	2030	2033	2036
Vice President of Rinks	2028	2031	2034	2037
Vice President of High School Hockey	2028	2031	2034	2037
Vice President of Adult Hockey	2028	2031	2034	2037
Past President	2028	2031	2034	2037
USA Hockey Director III and IV	2028	2031	2034	2037

(2) Past President: The position of Past President shall be immediately filled by the outgoing President and shall only be occupied by the immediate past president and shall stand for election in a schedule prescribed under the Terms of Office. The immediate Past President may decline the position and there shall be no substitute. The Past President shall be responsible for functions as deemed necessary by the President. The Past President is a member of the Executive Committee and is a voting member of the Board.

D. Officer Vacancies

Vacancies in the elected officers shall be filled by appointment of the President subject to the approval of the Executive Committee at a meeting to be held within 30 days of the appointment, until the next regularly scheduled Board of Directors meeting, at which time there shall be an election either for the remaining term of the vacated office or a new full three-year term, whichever is appropriate. The appointment need not be from the Board of Directors.

E. Officers' Powers and Duties

(1) Corporate Officers:

(i) President: The President shall perform such duties and have such powers as are usual to the office of a corporate president including the following:

(a) to preside over all meetings of the Association, the Board of Directors and the Executive Committee;

(b) to call special meetings of this Association;

(c) to adopt and determine questions arising from emergencies not provided for in the Applicable Rules and Regulations upon proper notice to the Executive Committee and Board of Directors at their next meeting;

(d) to attend and represent the AAHA at other ice hockey meetings;

(e) to fill vacancies among the Officers subject to the approval of the Executive Committee;

(f) to provide to the Executive Director of USA Hockey an annual financial report of operations as furnished to the President by the Treasurer of the AAHA;

(g) to provide to the Executive Director of USA Hockey a written annual report which shall include all such information required by USA Hockey, including, but not limited to information concerning all dues, fees and assessments to AAHA members on or before May 1, of each year;

(h) Such other duties as shall be reasonably required under these Bylaws and the applicable Rules as amended.

(ii) Executive Vice President: The Executive Vice President shall perform such duties and have such powers as are usual to the office of an corporate vice president including the following:

(a) In the absence of the President, the Executive Vice President shall have all the duties and powers of the President and;

(b) to perform such other tasks as shall from time to time be delegated by the President and/or the Executive Committee.

(iii) Secretary: The Secretary shall perform such duties and have such powers as are usual to the office of a corporate Secretary, including:

(a) to provide notice of the Annual Meeting and other important information to the officers, members of the Board of Directors, and general membership;

(b) to keep, publish and maintain the Minutes of the Annual Meeting and other meetings of the Board of Directors in a timely manner;

(c) to oversee the annual distribution of copies of the latest AAHA Bylaws, Rules and Regulations, and all amendments thereto, copies of which shall also be reasonably available upon request.

(iv) Treasurer: The Treasurer shall perform such duties and have such powers as are usual to the office of a corporate treasurer and shall personally perform and/or delegate to and supervise the AAHA administrative personnel in performing the following:

(a) to receive and deposit all funds paid to the AAHA into the appropriate AAHA account(s);

(b) to approve expenditures. The Treasurer and/or the President are the only individuals who can approve expenditures with the exception of expenses over $10,000 which requires approval from the Finance Committee prior to purchase with confirmation of approval sent to Treasurer and President;

(c) to write checks;

(d) to prepare a monthly report of activity in the AAHA accounts;

(e) to prepare the annual Treasurer's report;

(f) to provide the President an annual financial report of operations that shall be furnished to the Executive Director of USA Hockey;

(g) to provide for the continuance of coverage under the general liability insurance policy maintained by USA Hockey and to obtain additional insurance coverage if deemed necessary by the Executive Committee of AAHA. Any such additional coverage will be at the expense of AAHA and name USA Hockey as an additional insured thereof;

(h) to maintain in full force and effect at all times directors' and officers' liability insurance that names USA Hockey as an additional insured thereunder;

(i) file all necessary federal, state and local governmental forms to maintain the tax-exempt status of this organization;

(j) to cooperate with USA Hockey in the event that AAHA is included in a group exemption letter;

(k) to submit for approval to the Board of Directors and Officers at the annual meeting a preliminary budget for the upcoming year of all anticipated expenditures of the AAHA in its entirety.

(2) Executive Officers:

(i) Vice President of Rules and Regulations: The Vice President of Rules and Regulations shall be responsible for all interpretations of the Rules and Regulations and may introduce proposed rule changes. In the absence of the President and the Executive Vice President, the Vice President of Rules and Regulations shall have the powers, responsibilities and duties of the President.

(ii) Vice President of Suspensions, Protests and Appeals: The Vice President of Suspensions, Protests, and Appeals shall be responsible for Protests, Suspensions, and Appeals, and is empowered to impose and enforce penalties for any violation of the Bylaws or Rules and Regulations of the AAHA or USA Hockey.

(iii) Vice President of Girls'/Women's Hockey: The Vice President of Girls'/Women's Hockey shall be responsible to oversee the development of Girls'/Women's hockey in the Affiliate.

(iv) Vice President of Rinks: The Vice President of Rinks shall be responsible to work with the rink owners and managers on implementing programs beneficial to ice rinks and convey their concerns to the Executive Committee. It is recommended that the Vice President of Rinks have the following qualifications:

(a) be affiliated with a rink that is registered with U.S. Ice Rink Association (formally STAR);

(b) be affiliated with a rink that has at least one employee with a CIT or CIRM designation or someone on staff who is in the process of attending U.S. Rinks educational classes working toward achieving one or both of these designations;

(c) have or be working toward both a CIT and 5-STAR operator designation and have or is working toward a CIRM designation;

(d) if a general manager of a facility, must have more than 3 years of experience;

(e) must have at least 5 years in industry working and have experience as an operational manager.

(v) Vice President of Adult Hockey: The Vice President of Adult Hockey shall be responsible to oversee the development of adult hockey in the AAHA.

(vi) Vice President of High School Hockey: The Vice President of High School Hockey shall be responsible to oversee the development and operation of high school hockey in the Affiliate.

(3) Appointed Officers:

(i) Commissioner(s) of Independent Teams: The Commissioner(s) of Independent teams shall:

(a) Be responsible for all matters pertaining to conduct, deportment and behavior of its officials, coaches, parents and players;

(b) Determine the necessary disciplinary action to be invoked as outlined and prescribed by USA Hockey Playing Rules and the Bylaws and Rules and Regulations of the AAHA and issuing notice(s) of such decisions to the AAHA Board of Directors and to the respective parties;

(c) Be responsible for the declaration of forfeited games as required or suggested by the By-laws;

(d) Perform such additional duties as may be assigned the AAHA Executive Committee or Board of Directors.

(e) Be empowered to issue supplemental discipline for actions that are detrimental to the sport of youth hockey, an official, an opponent, a coach or a spectator

(f) Shall be appointed yearly by the President of the AAHA and ratified by the Board of AAHA. This position will not be on the AAHA Executive Committee and will not have voting rights.

F. Board of Directors

The affairs of The AAHA shall be governed by its Board of Directors who shall serve without compensation. The Board of Directors shall be natural persons and consist of the following:

(1) Each of the elected Officers of the AAHA shall be an Officer Director of the Board of Directors by reason of his or her election as an officer. The Officer Directors then serving shall constitute the Executive Committee of the AAHA ("Executive Committee").

(2) Zone Directors: Each Zone Director elected by the Club Delegates within his or her Zone in accordance with **AAHA Bylaws Article IX.D.** (**Election of Zone Directors**) shall represent the interests of all Members within his or her Zone at all meetings of the Board of Directors.

(3) USA Hockey Directors: Each USA Hockey Director elected by the Zone Directors of the Board of Directors shall be become a Director of the AAHA by reason of his or her election.

(4) Director Emeritus: A Director Emeritus shall be a lifetime member of the Board of Directors with authority, but no responsibility to attend meetings. Directors Emeritus shall be those members nominated by a majority of the Board of Directors and elected by a majority of the Board of Directors at the Annual Meeting. A Director Emeritus shall be nominated on the basis of his or her significant contribution to youth hockey and the AAHA. The quorum requirement will not be achieved by the Director Emeritus. Any Director Emeritus elected after May 5, 2018 shall be a non-voting member.

(5) Multiple Directorships: No person shall hold more than one (1) directorship simultaneously, however, an Officer Director may simultaneously serve as a a Zone Director for the purpose of representing his or her Zone at meetings, but shall not cast more than one (1) vote in his or her dual directorship capacity.

G. Powers of The Board of Directors

The power and duties of the Board of Directors shall be:

(1) to elect the Officers of the AAHA;to create, amend or revise the Bylaws, Rules and Regulations and Policies of the AAHA;

(2) to act upon any temporary ruling by the President on emergencies not provided for in these Bylaws or the Rules and Regulations;

(3) to hear and rule on disciplinary matters and appeals;

(4) to remove from office with cause, any Member, Officer or member of the Board of Directors with two-thirds majority vote;

(5) to act on any other items presented to the Board of Directors.

Article IX AAHA Zones

A. Purpose of AAHA Zones

AAHA Zones are created for the purpose of identifying all Individual Participant Members of the AAHA to allow those members' voting interests to be represented and counted in the development of rules, policies and practices necessary to carry out the purposes and objectives of the Affiliate and USA Hockey.

B. Determination and Certification of Number of Individual Participant Members Per Zone

The number of Individual Participant Members comprising each Zone shall be determined by the USA Hockey Registrar serving the Affiliate. The Registrar shall determine the actual number of Individual Participant Members appearing on the roster for each Team within each designated Zone as of January 1st of each season and certify the number of Members in each Zone to the Executive Committee by no later than February 1st of each year. Individual Participant Members who are members of Teams in multiple Zones shall be counted in each Zone. The certified number of Individual Participant Members in each Zone provided by the Registrar shall be the conclusive determination of each Zone.

C. Designation of Zones

The duly constituted zones of this Association shall consist of all of the Individual Participant Members registered with USA Hockey and the AAHA who are listed on the official USA Hockey roster of a Team in each designated Zone that participates within the Affiliate Boundary as follows:

1	Zone 1	Tier I AAA Youth League Team
2	Zone 2	Tier I AAA Youth Independent Team
3	Zone 3	NJ Tier II Youth League Team
4	Zone 4	NJ Tier II Youth Independent Team
5	Zone 5	NJ House/Recreational Team
6	Zone 6	PA Tier II Youth League Team
7	Zone 7	PA Tier II Youth Independent Team
8	Zone 8	PA House/Recreational Team
9	Zone 9	Reserved
10	Zone 10	DE Tier II Youth Independent Team
11	Zone 11	DE House/Recreational Team
12	Zone 12	Girls'/Women's Tier I and Tier II League Teams
13	Zone 13	Girls'/Women's Tier I and Tier II Independent Teams
14	Zone 14	NJ Scholastic Teams
15	Zone 15	PA Scholastic Teams
16	Zone 16	DE Scholastic Teams
17	Zone 17	Reserved
18	Zone 18	Adult Teams
19	Zone 19	Para-Hockey and Special Needs Teams

D. Election of Zone Directors

(1) Term of Office: The term of office for Zone Directors shall be one (1) year beginning on August 1st of each year and ending on July 31st of the following year.

(2) Time of Zone Directors Meeting: Each Zone shall hold elections for the purpose of electing its Zone Director(s) and alternates no later than June 15th of each year and notify the AAHA Secretary of the of date of their scheduled election and the results of those elections by no later than July 1st of each year.

The Executive Committee shall have the authority to conduct the Zone Election in the event that any Zone fails to conduct its election as provided herein, which election may be conducted no later than August 1st of each year.

(3) Zone Director Voting Procedure: Zone Directors shall be elected by the Club Delegates through a democratic process approved by AAHA with notice of the election to all members of the Zone. If any Club Delegates cannot agree on the manner of conducting their vote, the Executive Committee shall prescribe the manner by which the vote of its Club Delegates for the Zone Directors representing that Zone shall be conducted.

(4) Number of Zone Directors per Zone: Each Zone shall be represented by no more than six (6) Zone Directors. The number of Zone Directors permitted for each Zone shall be based on the actual number of Individual Participant Members appearing on the then-current USA Hockey Team roster for each Team within that Zone as of January 1st of the year as certified by the USA Hockey Registrar (*See* **AAHA Bylaws Article IX.B.** (**Determination & Certification of Number of Individual Participant Members per Zone**) Each Zone shall be eligible to elect the number of Zone Directors that corresponds to the actual number of Individual Participant Members in that Zone as determined by the USA Hockey Registrar serving the AAHA as follows:

Zone Individual Participant Member Size	Eligible Number of Zone Director(s)
001-400	One (1)
401-800	Two (2)
801-1,200	Three (3)
1,201-1,600	Four (4)
1.601-2,000	Five (5)
2,001-greater	Six (6)

(5) Election of Alternate Zone Directors: Each Zone shall elect alternate directors up to 50% as it elects directors (e.g. 6 Zone Directors and 3 Alternate Zone Directors). Alternate Zone Directors shall serve in the place of elected Zone Director should the Zone Director be unable or unwilling to attend the Annual Meeting.

(6) Written Notice of Zone Director Election: Written notice of the Zone Director election meeting shall be given to each Club Delegate and precede the meeting date by no less than two weeks, with copies to the President, Secretary and Executive Vice President of the Affiliate as well as to the incumbent Zone Directors and Alternates of that Zone.

(7) Voting by Club Delegates: The Zone Director receiving the largest number of votes shall be the Zone Director Chairperson, who shall carry-out the responsibilities for that Zone. Alternate Directors will be those candidates

receiving the next highest number of votes in the election and will serve in the order of their election. Voting for Zone Delegates shall proceed as follows:

(i) Personal or Representative Voting. Each Club Delegate may cast his or her vote either personally or through a duly-elected representative of the League or Local Association of which he or she is a member, in accordance with the rules of his or her League or Local Association.

(ii) Cumulative Voting. Zone Directors shall be elected by *Cumulative voting*; that is, where each Club Delegate casts a vote or votes on behalf of, and corresponding to, the *actual* number of Individual Participant Members he or she represents, which votes may be split and allocated between or among several Zone Director candidates. For example, a Club Delegate who represents the interests of 500 Individual Participant Members and casts a Cumulative Vote, would be entitled to cast one (1) vote for each of the 500 Members he or she represents, which votes may all be cast for a single Zone Director candidate or divided among multiple candidates.
Absence of Zone Election. In the absence of a Zone elections by June 15th, the Affiliate shall conduct the election(s) for the Zone(s) pursuant to the procedures herein, by no later than August 1st.

(iii) Duties and Responsibilities of Zone Directors: Zone Directors are to attend Board of Directors and General Membership meetings.

(iv) Duties and Responsibilities of Alternate Zone Directors: Alternate directors shall serve at a Board of Directors meeting for an absent director upon notice of his or her attendance at the Meeting as provided herein.

Article X Affiliate Board of Directors' Meetings

A. Annual Meeting, Mid-Winter Meeting and Special Meetings

(1) Annual Meeting: The Board of Directors annual meeting shall be on or after June 1st but no later than June 30th and following the USA Hockey Annual Congress. All Board of Directors meetings are open, unless Executive Session is requested.
Mid-Winter Meeting: A Mid-Winter meeting of the Board of Directors will be held no later than the fourth Saturday in January via conference call or as communicated by the President.

(2) Special Meetings: Special meetings may be called by the President at any time, provided at least two weeks' written notice is given to all Directors.

(3) Calling Special Meeting: Special Meetings of the AAHA may be called by the President or by the Secretary of the Board of Directors (on a favorable vote of

two-thirds majority of the Executive Committee) upon not less than ten (10) days' written notice to the President and to all Officer Members, League Members, Team Members and Affiliate Members, provided that such notice may be provided to Team Members and Affiliate Members by publication or written notice to the League Member's President resulting in not less than fifteen (15) days effective prior notice of the meeting. The notice of such meeting must contain the date, place and hour of the meeting and the object thereof.

(4) Notice of Meetings: The time, date and place of the Annual Meeting are set by the President and communicated by the Secretary, or other designee of the President, no later than March 1st. Written notice by the Secretary, or other designee of the President, shall distribute a proposed agenda for the annual meeting, shall precede the meeting no less than three (3) weeks.

B. Conduct of Meetings

(1) Business at Annual Meeting: Officer and USA Hockey District Director Elections may only be conducted during the Annual Meeting except in the case of an election to fill a vacancy. Bylaw proposals may only be initially presented for consideration at an Annual Meeting. Bylaw proposals tabled at an Annual Meetings may be taken off the table and considered at any meeting of the Board of Directors.

(2) Quorum: One-third of the total voting directors (including officers) must be present in person to constitute a quorum of the Board of Directors of the Affiliate. The quorum will not be affected by the Director Emeritus.

(3) Attendance: Any officer or other member of the Board of Directors unable to attend a meeting shall so communicate to the President, Executive Vice President, or Secretary, preferably in writing, and state the reason for his absence.

(4) Meeting Order: Robert's Rules of Order shall generally govern the conduct of all meeting of the Board of Directors, unless modified by these Bylaws.

(5) Agenda Items: All items to be placed on the agenda for an annual meeting shall be received by the Secretary, in writing, at least forty-five (45) days prior to the meeting.

(6) Non-Agenda Items: Any item not properly presented for the agenda may be added to the agenda and voted upon only with the unanimous consent of the Board of Directors. Any item not originally on the agenda that is adopted shall not become effective for twelve months, unless it is passed by at least an 80% majority of the Board of Directors present and voting.

(7) Order of Business: The order of business at the annual meeting shall be as follows, unless changed by the President:

(i) Roll Call and proof of notice;

(ii) Election of Directors-at-Large;

(iii) Minutes of previous meeting;

(iv) Treasurers Report;

(v) President's Report;

(vi) USA Hockey Appointee's Reports;

(vii) Committee Reports;

(viii) Election of Officers, and directors Emeritus (when necessary);

(ix) Election of USA Hockey Directors (when necessary);

(x) Unfinished business;

(xi) New business, including changes to these rules;

(xii) Presentation of Awards;

(xiii) Awarding of tournaments and setting date;

(xiv) Announcement of date, time and site for next Annual Meeting;

(xv) Adjourn

(8) Items Withdrawn or Rejected: Any item in the same form or substantially similar form, as so determined by the President, to one which was rejected or withdrawn at a previous meeting of the Board of Directors cannot be placed on the agenda for the next annual meeting, unless it receives a two thirds majority vote to be placed on the agenda.

C. Voting Rights of Members of Board of Directors

The Officer Directors and Zone Directors shall have the right to vote on the following matters:

(1) Election/Removal of AAHA Officers: Each Officer Director and Zone Director shall be entitled to vote for each elected office open to election. Officers shall be elected by a simple majority vote of the Board of Directors entitled to vote. Officers may be removed by a two-thirds (2/3's) majority vote of the voting Board of Directors present at the meeting.

(2) Election of USA Hockey Directors: Each Zone Director (but not Officer Directors) shall be entitled to vote for USA Hockey Directors open to election.

USA Hockey Directors shall be elected by a representative/Cumulative Voting method as provided for herein.

(3) Amendment of the these Bylaws: Each Officer Director and Zone Director shall be entitled to vote on any proposed amendment of these Bylaws. These Bylaws may be amended by a two-thirds majority vote of the Board of Directors present at the meeting.

(4) Suspensions, Appeals and Related Disciplinary Matters: Each Officer Director and Zone Director, or a committee appointed by the President, shall be entitled to hear and determine certain disciplinary matters and appeals matters involving violations of the Applicable Rules.

(5) Special Matters: The Executive Committee may, in its sole discretion, submit certain other matters that it considers of general importance to the Association for a simple majority vote of the Board of Directors entitled to vote which votes may be binding or advisory, as the Executive Committee shall direct prior to the taking of the vote.

(6) Proxy Voting & Electronic Voting: Voting by proxy shall not be allowed for any vote of the Board of Directors. Voting on Special Matters under this Section shall be permitted; by telephonic, electronic (such as e-mail) or other means not requiring a physical meeting of the Directors.

D. Method of Voting

(1) One Vote Per Officer Director/Zone Director (Per Capita Voting): The right of Officer Directors and Zone Directors to vote at the Board of Directors Meeting shall be limited to one vote per Director (per capita voting) on each of the following matters:

(i) Election of Officers;

(ii) Adoption and amendment of these Bylaws;

(iii) Disciplinary and appeals matters;

(iv) Expulsion/Removal of Members;

(v) Acting upon temporary emergency rulings of the President;

(vi) Special Matters

(2) Notice of Attendance of Zone Directors at Meetings: Only those Zone Directors appearing on the official registration shall be entitled to represent their Zone at the time of any election or meeting called by the AAHA, except that said representatives may designate an alternate Zone Director in writing to the AAHA Secretary together with the name of the alternate not less than 72 hours

in advance of the election or meeting. Zone Directors not registered with the election meeting Chairman at the time of the close of nominations will not be permitted to vote.

(3) Limitation of Voting: No individual serving in more than one capacity shall be entitled to more than one vote. In all meetings a majority vote will carry a motion except as otherwise set forth in these Bylaws or Roberts Rules of Order. The President or Presiding Officers shall vote to break a tie, only if he/she has not already voted.

(4) Method of Casting/Counting Votes: At all meetings of the Board of Directors, voting shall be by a show of hands or cards, unless the President decides on a written ballot or electronic voting if approved by the those present and voting.

(5) Election of USA Hockey Directors: USA Hockey Directors shall be elected by a majority vote of the Zone Directors who shall elect those USA Hockey Directors to the terms and in the numbers provided by USA Hockey as follows:

(i) Elections Limited to Zone Directors: Only Zone Directors (not Officer Directors) shall be entitled to vote for USA Hockey Directors.

(ii) Cumulative Voting for USA Hockey Directors: Voting by Zone Directors for the election of USA Hockey Directors shall be by Cumulative Voting. Zone Directors shall be entitled to cast a representative vote on behalf of the voting interests of the Individual Participant Members that he or she represents in his or her Zone. If there is more than one position being elected, the elections shall be conducted separately. The number of votes that may be cast by each Zone Director shall be determined by the USA Hockey Registrar serving the AAHA and shall be equal to the actual number of Individual Participant Members in each Zone without regard to any duplication of those Members who may participate in multiple Zones. Any Zone Director may cast all or any portion of his or her votes for a single USA Hockey Director candidate or may split his or her votes among any number of candidates to represent the interests of his or her represented Members up to the total number of Individual Participant Members in his or her Zone.

Article XI Adoption of Operating Rules, Procedure and Policies

A. Operating Rules

The President, with the approval of the Executive Committee, may from time to time adopt and administer certain operating rules, regulations and policies as shall be deemed to be in the best interests of the Affiliate. Any Operating Rule, regulation or policy adopted by the Executive Committee may be revised, amended, abandoned or stricken in whole or in part, in the sole discretion of the Executive Committee so as to carry-out and achieve day to day operation, administration and activities of the Affiliate

in accordance with the needs and desires of the Members and the policies and objectives set forth in these Bylaws provided that notice of the adoption of such Rule, regulation or policy is provided at a regularly scheduled meeting of the Board of Directors, upon reasonable notice to all Members and which shall be open for attendance by all Members.

B. Maintaining Operating Rules

The Secretary shall be responsible to maintain a current copy of the Operating Rules which shall be available to all Members for inspection at every meeting of the Board of Directors and at interim periods upon reasonable notice.

C. Emergency Rule-Making Power

The President shall have the authority to adopt emergency rules when in the judgment of the President, exigent circumstances require such emergency rule must be adopted on an interim basis in order to prevent harm to Affiliate or its Members and there is insufficient time to call a meeting of the Executive Committee. In the event that any emergency rule shall be adopted under this Bylaw, the President shall take reasonable steps to notify the Executive Committee and Members of the adoption of the rule and it shall ratified or repealed at a meeting of the Executive Committee in accordance with Bylaw Article X.A.

Article XII Amendment of These Bylaws

These Bylaws may be amended, added to, or repealed with prior written notice at Annual meeting of the Board of Directors.

A. Proposed Amendments of Rules/Bylaws

These Bylaws may only be amended by the Board of Directors at the Annual Meeting. Proposals for changing these Bylaws shall be made, in writing, to the President not less than forty-five (45) days prior to the Annual Meeting. The notice shall contain a precise statement of the nature of the proposed change and the text of the change being proposed. Any changes submitted after May 1st require a unanimous vote of the Board of Directors.

B. Non-Compliance With USA Hockey Bylaws or Applicable Rules

If any aspect of these Bylaws are deemed to be non-compliant with USA Hockey's Affiliate Agreement or USA Hockey Bylaws, by the proper authorities and process of USA Hockey, then these AAHA Bylaws may be amended, added to or repealed at any meeting of the AAHA Board of Directors, if so required by USA Hockey's Executive Committee to make such amendments.

Article XIII USA Hockey Indemnity

The Atlantic Amateur Hockey Association, an association of USA Hockey, Inc., shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member of, the Executive Committee of USA Hockey and each member thereof, councils and committees of USA Hockey and each member thereof, and all others elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges, or expenses whatsoever, arising from the acts and omissions of Atlantic Amateur Hockey Association, except to the extent (i) that USA Hockey of its aforedescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such as or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations Playing rules or decisions of the Board of Directors of USA Hockey. Further, the Atlantic Amateur Hockey Association understands and acknowledges that USA Hockey and its aforedescribed representatives have assumed such assignment function, office or capacity upon the express understanding, agreement, and condition that they be indemnified and saved harmless to the extent described in this bylaw.

USA Hockey shall reasonably cooperate with Affiliate in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request: provided, however, that such cooperation shall not require USA Hockey to incur any out of pocket expense not reimbursed by Affiliate.

Article XIV Protection From Abuse

The AAHA prohibits all sexual and physical abuse and supports the criteria dealing with these issues as established by USA Hockey.

Article XV Protection of AAHA Proprietary Rights

No Member may use, alter or duplicate any of the AAHA's logos, registration documents, trademarks or other designating data without the prior written approval of the President with the advice of Affiliate's Legal Counsel.

Article XVI Committees

A. Executive Committee

The Executive Committee shall consist of the Elected Officers and USA Hockey Directors of the Atlantic District.

(1) Duties and Responsibilities: The Executive Committee shall assist the President and staff in the general supervision of the business and operation of the AAHA. It shall meet not fewer than two (2) times per year. No business of the Executive Committee may be voted upon unless there is a quorum present consisting of not fewer than one-half of the Executive Committee Members.

The Executive Committee will be charged with various duties as enumerated in these Bylaws and other comparable documents of the AAHA.

B. Nominating Committee

The Nominating Committee shall consist of at least one Member of the Executive Committee who will not be standing for election or re-election in that given year, and shall be appointed by the President and shall serve as its Chair.

(1) Duties and Responsibilities: It shall be the duty and responsibility of the Nominating Committee to receive nominations for those officer positions and USA Hockey Director(s) that are up for election.

(2) The Chair of the Nominating Committee: The Chair of the Nominating Committee shall:

(i) solicit from those holding positions at the current time whose term will expire at the Annual Meeting of the AAHA, an indication of their interest in continuing to hold their current position; and

(ii) advise the members of the Board of Directors, in writing, on or before each succeeding April 1st, of the officer and directorship positions which will be up for election at the approaching Annual Meeting and request any Board of Directors members interested in such positions to indicate such an interest, in writing, to the Chair.

C. Finance Committee

The Finance Committee shall consist of the Treasurer and no fewer than four (4) members of the Board of Directors and other persons who shall be appointed by the President. The Treasurer shall serve as Chairperson of the Finance Committee.

(1) Duties and Responsibilities: It shall be the duty and responsibility of the Finance Committee to:

(i) regulate and control all funds and all accounts of the AAHA, subject to the approval of the Board of Directors; and

(ii) examine any question arising out of the finances of the AAHA and recommend to the Board of Directors any course of action relating to the financial matters which may be deemed advisable; and

(iii) prepare and submit an operational budget for the upcoming year to the Board of Directors; and

(iv) supervise and recommend to the Board of Directors and the Executive Committee the investment of any excess funds of the AAHA.

D. Tournaments Committee

The President shall appoint a minimum of three (3) members to the Tournaments Committee, who have reasonable experience with District and or Invitational Tournament knowledge and operations.

(1) Duties and Responsibilities: The Tournaments Committee shall select tournament sites and tournament formats for all District Tournaments and similar Affiliate-sponsored events.

E. Hearing and Appeals Panel

The President shall appoint a panel consisting of 15-20 individuals who are trained in the process of conducting appropriate hearings and appeals, and the nuances of USA Hockey's Bylaw 10 and the Affiliate hearings and appeals rules.

The creation of this trained panel will allow for a broader group of individuals to serve in Disciplinary and Administrative hearings and appeals, thereby improving the quality, efficiency and consistency of our hearings and appeals process.

Article XVII Indemnification and Limitation of Personal Liability

The AAHA hereby consents and declares that each Director, Officer, member of the Executive Committee, chairperson and member of all Committees, councils, sections, and/or any other official representatives of the AAHA and any, appointees and volunteers acting on behalf of the AAHA shall be deemed to have assumed office or assignment on the express understanding, agreement and condition, that each one of them and his or her heirs, executors and administrators, estate and effects respectively shall from time to time and at all times, to the fullest extent permitted by law, be indemnified and saved harmless out of the funds of the AAHA from and against all liabilities, judgments, costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for and in respect to any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his or her office and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except there shall be no indemnification in the case of willful and unlawful misconduct as finally adjudicated by a court of competent jurisdiction.

Article XVIII Resolution of Disputes, Arbitration and Suspensions

The AAHA and all of its Members hereby consent and declare that any disputes arising under these Bylaws or the Applicable Rules, including but not limited to, the suspension, revocation or expulsion of any person from the AAHA shall be subject to the dispute resolution process provided under this Bylaw.

A. Resolution of Disputes, Exclusive Remedy

(1) Scope of Procedure: For all claims, demands, or disputes of any kind, type or nature having any impact on Hockey or between, by or among Members of The AAHA (collectively, "Dispute" or "Disputes"), the procedures established in this Bylaw shall constitute the sole and exclusive remedy for dispute resolution, unless another process is required under the Applicable Rules.

(2) Purpose: It is the specific purpose of this Bylaw 18 to provide for a uniform method of resolving all Disputes and to utilize the specific skills, expertise and background of people experienced in hockey and sports administration matters. The procedures contained in this Bylaw 18 are sometimes referred to collectively as the "Dispute Resolution Procedure." It is the further purpose of this Bylaw 18 to provide an administrative procedure that is a full and complete substitute for any court proceedings.

(3) Submission to Dispute Resolution Procedure: Each Member and other person within the jurisdiction of The AAHA (including, but not limited to each player, parent, guardian, agent or other person, and each League Member, sponsor, facility or other group or organization) agrees to abide by this Dispute Resolution Procedure by virtue of membership, affiliation or participation at any time in the AAHA or in a sanctioned AAHA game or program within the Affiliate Boundary.

(4) Applicability of this Process: Every Dispute under this Bylaw shall be resolved under this Bylaw, unless a specific procedure is required under the Applicable Rules, including, but not limited to, Tier Designations. In the event of any Dispute, the aggrieved Member shall submit a written request for a hearing to the Executive Committee, together with a statement of the nature of the dispute, its position on the matter and what remedy it seeks. Thereafter the Executive Committee shall order a hearing to be conducted under the following section of this Bylaw.

(5) Hearing Procedure: Any hearing convened under this Bylaw shall be conducted under the following rules:

(i) Hearing Committee: The Executive Committee shall conduct the hearing under this Bylaw by appointing a Hearing Committee, which shall consist of a minimum of three (3) persons, each of whom must be reasonably disinterested, fair and impartial. The Executive Committee shall appoint one member as the Committee chairperson, who shall be responsible to convene and preside over all proceedings of the hearing committee.

(ii) Hearing Time Frame: The Hearing Committee shall hold a hearing within thirty (30) days of: (i) receipt of the request for the hearing or (ii) notification of the completion of an appropriate investigation of the facts

giving rise to the proposed action, but not to generally exceed sixty (60) days from receipt of the request for the hearing. Any suspension, revocation or expulsion pending a hearing shall remain in effect until a decision is rendered.

(iii) Hearing Notice: The Hearing Committee shall provide at least seven (7) days' notice of the convening of the hearing to the Member, the Executive Committee proposing suspension and/or the party raising the dispute or claim.

(iv) Hearing Location: The hearing shall be convened in a location which is accessible to the parties.

(v) Hearing Procedure: The parties shall be afforded a fair hearing, which shall include, but not necessarily be limited to:

(a) reasonable notice of the grounds for the proposed action, but any grounds supported by the evidence presented may be considered in reaching a decision;

(b) the possible consequences of an adverse finding; and,

(c) a reasonable and fair opportunity to present evidence and argument in support of each party's position or claim;

(d) notice of the appeal procedure when a decision is rendered.

(vi) Conduct of Hearing: The Hearing Committee may, in its discretion, hold a formal or informal hearing, hear any evidence it believes is relevant to the issue(s) before it, place limits on time, evidence and documentation, have witnesses or written statements, establish other hearing rules so long as each party is treated in a substantially equal manner. The Rules of Evidence in Judicial Proceedings shall not apply to this hearing.

(vii) Burden of Proof: The burden of proof shall be on the party proposing the suspension, revocation or expulsion or proposing the action to be taken, by a preponderance of the evidence. (i.e., more likely true than not true).

(viii) Decision: The Hearing Committee will use reasonable efforts to: (i) render its decision to the parties to the hearing within seven (7) business days of the close of the hearing; and (ii) prepare and deliver a written decision to the parties to the hearing within fifteen (15) business days of the close of the hearing. The written decision shall contain findings of material facts, conclusions and the order of the hearing committee.

(ix) Written Record: Any party may request, in writing and prior to the hearing, that a written record of the hearing be made. Upon that request,

the Hearing Committee shall provide for a written record which may consist of a recording, audio or video, of the hearing at the discretion of the Hearing Committee. The cost of providing for a court reporter's transcript shall be paid for by the party who desires such a record.

(x) Scope of Suspension: Except as set forth in these Bylaws, any suspension, refusal of registration, participation ban or other action that is imposed or affirmed by the Executive Committee, after the hearing by a team, League, Association or local program, shall be in effect only for the program governed by the AAHA, subject to the Affiliate's authority to review, affirm, extend or modify the action taken on appeal. If the Executive Committee wishes to extend any suspension, refusal of registration, participation ban or other action that is imposed or affirmed by it ordered beyond its program, it must so notify the AAHA.

(xi) Notice of Appeal: Any party entitled to appeal the decision of the Hearing Committee shall send written notice of appeal to the Vice President of Suspensions, Protests and Appeals with a copy to the President, within fourteen (14) days of that party's receipt of the Hearing Committee's decision. The notice of appeal shall state the nature of the Dispute, the decision appealed from and the reasons for the appeal. All appeals must thereafter be pursued to the AAHA in accordance with the USA Hockey Bylaw 10.

Article XIX Conflict of Interest/Ethical Practices

Officers, Club Delegates, members of the Board of Directors, Hearing Committee members, employees of the Affiliate and any other persons with decision-making authority over Members, shall act independently and with the highest standards of ethical conduct and shall not cast votes or render decisions on any matter in which they have an undisclosed monetary interest in the outcome of the vote or decision.

Article XX Ratification of These Bylaws

These Bylaws shall be proposed Executive Committee of the AAHA. The Executive Committee shall then adopt these Bylaws by a majority vote and then offer the proposed Bylaws for ratification and adoption by the Board of Directors at the Annual Meeting. These Bylaws must be ratified by a simple majority vote at the Annual Meeting and will then stand as written.

Article XXI Dissolution of the Corporation

Voluntary dissolution of the Corporation shall be accomplished in accordance with the laws of State of New Jersey, governing the winding-up of non-profit corporations, as amended, so as to transfer, liquidate and/or distribute its assets and any proceeds thereof in order to maintain the non-profit and charitable status of the corporation under the laws, rules and

regulations of the State of New Jersey and the Department of Treasury, Internal Revenue Service, as amended.

Upon dissolution of the corporation, 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 public purposes.

Appendix I Conflict of Interest Policy

See next page.

END OF DOCUMENT

Appendix I

ATLANTIC AMATEUR HOCKEY ASSOCIATION

CONFLICT OF INTEREST POLICY

PREAMBLE

Conflicts of interest have the potential to cause legal problems as well as embarrassment for the Atlantic Amateur Hockey Association ("AAHA") and for USA Hockey, Inc. While transactions involving conflicts of interest are not necessarily prohibited or disqualifying of one's service, they must be disclosed and duly considered by the AAHA Board of Directors in order to properly assess the potential impact that the conflict may have on one's involvement in a given transaction. Parts I-IV of his conflict of interest policy ("Policy") is intended to help directors, officers, and certain other persons identify situations that may present conflicts of interest so that they may make the necessary disclosures. Part V of this Policy is intended to provide the AAHA with uniform standards and procedures for assessing and determining the impact of potential conflicts in order to fairly implement this Policy.

PART I - DEFINITIONS

A. Responsible Person

A "Responsible Person" is any person who serves as an AAHA officer; director; director emeritus; agent; employee; member of a committee; member of a task force or other similar ad hoc committee; member of a hearing panel or appeal committee regarding a disciplinary or administrative matter; or a person acting under color of express authority of the AAHA or any other person determined by the President of the AAHA to be subject to this Policy.

B. Transaction

A "Transaction" is any engagement, contract, agreement, interest or relationship between or among the AAHA and an AAHA Responsible Person or any other person or organization, whether business or not-for-profit, involving or relating to any material business, commercial, or pecuniary interest, including, the acceptance or giving of gifts, excessive entertainment or favors, involving the interests of the AAHA or any decision or determination of the rights or duties involving, relating and material to the AAHA.

C. Conflict of Interest

A "Conflict of Interest" exists when a Responsible Person is called upon to act on any Transaction where the Responsible Person's actions or relationships present the potential for any improper personal gain or advantage, or an adverse effect on the material interests of the AAHA.

PART II - TYPES OF TRANSACTIONS COVERED BY THIS POLICY

A. Financial Transactions

A "Financial Transaction" is a Transaction involving or relating to the material business, (including not-for-profit business), commercial, or pecuniary interest of a Responsible Person.

B. Relational Transactions

A "Relational Transaction" is a Transaction involving or relating to the material rights, duties or interests of a Responsible Person by virtue of such person's membership, association, affiliation or interest in any non-business, non-commercial or not-for-profit organization.

PART III - PROXIMITY OF RESPONSIBLE PERSONS TO TRANSACTION

A. Direct Conflicts of Interest

A "Direct Conflict of Interest" exists when a Responsible Person engages or participates in a Transaction with the AAHA involving the rights, obligations, benefits or interests of the Responsible Person, personally, or those of his or her spouse, parent, child, brother, sister, or spouse of a brother or sister of a Responsible Person ("Family Member") or by or through any business organization in which the Responsible Person or Family Member owns, directly or indirectly, at least fifty percent (50%) of the equity interests of that business organization or has the right, directly or indirectly to direct the management and policies of such other organization.

B. Indirect Conflicts of Interest

An "Indirect Conflict of Interest" exists when a Responsible Person engages or participates in a Transaction involving the AAHA where the Responsible Person reasonably stands to gain a material and unfair benefit or advantage from such Transaction by virtue of such person's relationship to another person or organization.

PART IV - EXISTENCE AND IDENTIFICATION OF CONFLICT OF INTEREST

A Conflict of Interest exists when a Responsible Person's activities or interests, whether directly or indirectly, interfere with, influence, or have the potential to interfere with or influence his or her responsibilities in any material respect to or on behalf of the AAHA or undermine the interests of the AAHA. The definitions of Conflict of Interest involving Financial Transactions and Relational Transactions are intended to be interpreted broadly because the appearance of impropriety can be just as damaging as actual impropriety. In each case, a Responsible Person must identify and comply with the provisions of this Policy when a Conflict is identified. A Conflict of Interest may exist and must be identified with respect to:

1. **Financial Transactions**. Any Conflict of Interest in a Financial Transaction must be identified and disclosed by the Responsible Person in accordance with

the provisions of this Policy. A Conflict of Interest exists whenever the public may reasonably infer the conflict from the following circumstances:

a. When the AAHA is considering entering into a Transaction with a Responsible Person.

b. When the AAHA is considering entering into a Transaction with an entity or individual in which a Responsible Person has a financial interest.

c. When a Responsible Person engages in activities competing with the AAHA, including in the provision of services for, or in any other transaction or arrangement with a third party.

d. When a Responsible Person has a financial interest in an entity or individual that competes with the AAHA, including in the provision of services for, or in any other transaction or arrangement with a third party.

e. When a Responsible Person accepts gifts, excessive entertainment or other favors from any individual or entity that does, or is seeking to do, business with the AAHA, if it might be concluded that such action was intended to influence or might influence the Responsible Person in his or her duties to the AAHA. This does not preclude the acceptance of items of nominal or insignificant value that are clearly tokens of respect or friendship and not related to any actual or potential transaction or activity of the AAHA.

f. When a Responsible Person has a financial interest, or is an Agent of an organization that is reasonably likely to be impacted (financially or otherwise) by an action or decision made by the Responsible Person in his or her capacity acting on behalf of the AAHA.

g. When a Responsible Person's activities or interests, whether direct or indirect, interfere with, influence, or have the potential to interfere with or influence his or her responsibilities on behalf of the AAHA or undermine the interests of the AAHA.

2. **Relational Transactions.** Any Conflict of Interest in a Relational Transaction must be identified and disclosed by the Responsible Person in accordance with the provisions of this Policy. A Conflict of Interest exists whenever the public may reasonably infer the conflict from following circumstances:

a. when a Responsible Person who works for a league or other organization is called upon to vote or make a decision on a matter materially impacting the league or other organization.

b. when a Responsible Persons serves on a committee for determining whether to grant Tier I status to competing programs.

c. when a Responsible Person's activities or interests, whether direct or indirect, interfere with, influence, or have the potential to interfere with or influence his or her responsibilities on behalf of the AAHA or undermine the interests of the AAHA.

d. a Responsible Person serves on a hearing panel or appeal panel involving discipline or administrative action against a member of the Responsible Person's program.

PART V - POLICY AND PROCEDURES

The procedures set forth below are designed to help Responsible Persons identify situations that present potential Conflicts of Interest and to provide the AAHA with a procedure for independent review and, when appropriate, approval of a circumstance in which a Responsible Person has or may have a Conflict of Interest.

A. Reporting Conflicts of Interest

1. **Duty to Report**. All identified shall be reported on a USA Hockey and/or AAHA approved Conflict Disclosure form prior to the start of each year. In the event that a Conflict of Interest shall be identified or must be resolved prior to Board, Executive Committee or other meeting, such action on a matter involving a Conflict of Interest (including any decision or any Transaction), a Responsible Person who believes he or she has a Conflict of Interest shall disclose all facts material to the Conflict of Interest as follows:

   a. In the case of Board or Executive Committee action, to the President;

   b. In the case of action by a subcommittee, task force, other ad hoc committee, or hearing panel or appeal committee, to the applicable chair (for example, a member of a committee who believes that he or she has a Conflict of Interest shall report the matter to the chair of the panel or committee); or

   c. In the case of action by AAHA staff, to the President.

2. **Time for Reporting**. Such disclosure shall be made by the person with the Conflict on the Disclosure Form or prior to or at the meeting, as indicated. The individual to whom the disclosure is made shall report the disclosure at the time of its disclosure or, in the case of a disclosure made at a meeting, prior to consideration of the matter involving the Conflict, and the disclosure shall be reflected in the minutes of the meeting. If the person having the Conflict of Interest is the President, then the required disclosure shall be made to, and the required report shall be made by, a Vice President or another officer. If the person having the Conflict of Interest is the Executive Director or an employee, then the required disclosure shall be made to, and the required report shall be made by, the President. For any other Conflicts of Interest not described above,

the Responsible Person who believes he or she may have a Conflict of Interest shall disclose to the President the facts relating to the potential Conflict of Interest.

3. **No Action until Conflict of Interest is Addressed**. A Responsible Person with a Conflict of Interest shall refrain from any action that may affect the AAHA's participation in the subject Transaction or other decision or action of the AAHA, and shall not attempt to exert his or her personal influence regarding the matter. Individuals or bodies of the AAHA with questions about procedures for disclosure and review of Conflicts of Interest may seek advice from the AAHA Legal Council, who may answer such question or refer such question to a member of the USA Hockey Legal Council or other designee.

B. Unreported Conflicts of Interest

At the direction of the President, the AAHA may review any matter to be considered by the Board, or a Committee, task force, other ad hoc committee, hearing panel or appeal committee or other body of the AAHA, to determine whether a Responsible Person has a Conflict of Interest, and if it is determined that a Conflict exists the Conflict of Interest procedures herein shall apply.

C. Review of Conflicted Transactions

For matters in which a Responsible Person has a Conflict of Interest, the Board, Executive Committee, Council, Committee, Section, task force, other ad hoc committee, hearing panel or appeal committee, or other body of the AAHA, as applicable, shall review each Conflict of Interest that is reported to it, and may approve the matter if the material facts as to the matter and the Conflict of Interest are fully disclosed or known to the body considering the matter, and the body approves the matter in good faith by the affirmative vote (without counting the person(s) with the Conflict) of a majority of the disinterested members of the body at the meeting, even though the disinterested members constitute less than a quorum for such meeting. A Responsible Person who believes he or she has a Conflict of Interest may participate in the body's discussion of the matter if they have disclosed the material facts related to the Conflict and all parties related to the subject of the matter are present or represented; provided however, the chair of the body considering the matter may provide an opportunity for the body to discuss the matter without the person with the Conflict of Interest present. The person with a Conflict of Interest may not vote on the subject matter. The chair has the power to require the interested person to leave the room while the vote is taken and/or during deliberations. The minutes of the meeting of the body reviewing a Conflict of Interest and making a decision on the underlying matter shall reflect

(1) 1. the matter under consideration,

(2) 2. the Responsible Person with a Conflict of Interest,

(3) 3. the Responsible Person's ineligibility to vote and/or absence from the meeting during any discussion or vote, and (4) the decision of the body on the matter under consideration. For all other Conflicts of Interest, the President shall determine whether the Conflict of Interest should be reported to or acted on by the Board or other body of the AAHA. The President may also determine whether review and resolution of a Conflict of Interest should be handled by another party or body of the AAHA, including a special committee designated by the President. In each case, the President may direct and address review and resolution of the matter in the President's discretion, and shall make a written record of the disclosure of the Conflict of Interest and related decision on referral of the matter.

D. Questions

If it is not clear whether a Conflict of Interest exists, then a Responsible Person with a potential Conflict shall disclose the circumstances to the President, who shall determine whether there exists a Conflict of Interest that is subject to this Policy. Individuals or bodies of the AAHA with questions about procedures for disclosure and review of Conflicts of Interest may seek advice from the AAHA Legal Counsel, who may answer such question or refer such question to a member of the USA Hockey Legal Council or other designee.

PART VI - ACKNOWLEDGMENT OF CONFLICT OF INTEREST POLICY

The undersigned hereby acknowledges that he or she has read the attached, the AAHA Conflict of Interest Policy, has had an opportunity to ask any questions that he or she may have about the policy, and understands and agrees to comply with the policy.

Signature:_____

Date: _____

Print Name: _____