

# OMAHA HOCKEY CLUB

## SECOND AMENDED AND RESTATED BYLAWS

### ARTICLE I

#### NAME

The name of the Corporation is OMAHA HOCKEY CLUB (the “Corporation”).

### ARTICLE II

#### OFFICES AND PURPOSES

2.1. Principal Office. The principal office of the Corporation shall be located in Omaha, Nebraska. Meetings of the Board of Directors (the “Board”) may be held at such places as may be designated by the Board.

2.2. Registered Office. The Corporation shall have and continuously maintain a registered office in the State of Nebraska and a registered agent whose office is identical to such registered office, as required by the Nebraska Nonprofit Corporation Act, as may be amended from time to time (the “Act”). The registered office may be, but need not be, identical to the principal office of the Corporation in the State of Nebraska, and the address of such registered office may be changed by the Board from time to time.

2.3. Purposes. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue Law. The following are some, but in no way all, of the specific purposes for which the Corporation is organized:

A. To accomplish the purpose set forth in the Articles of Incorporation of the Corporation.

B. To conduct youth ice hockey programs in a competitive environment that promotes competition, sportsmanship, teamwork and growth.

C. To solicit and accept contributions from other organizations and from the general public so as to carry out the purposes set forth above.

D. To make contributions and donations in money or property to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code.

E. To transact any and all lawful business, incidental to and in order to carry out the above purposes, for which nonprofit corporations may be incorporated under the laws of the State of Nebraska, but only to the extent that such business may be conducted by organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

These Bylaws shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

2.4. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Member, Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the United States Treasury Regulations as they now exist or they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the United States Regulations as they now exist or as they may be amended. No Member, Director, officer, or employee of the Corporation or member of a committee of or person connected with the Corporation, or any other private individual shall receive any of the net earnings of the Corporation; provided, however, that this provision shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation, nor shall it prevent expenditures made in connection with any of its purposes, as determined by the Board in accordance with these Bylaws.

### ARTICLE III MEMBERS

#### 3.1. Classes, Qualifications and Eligibility.

A. Classes of Members. The Corporation shall have three classes of members: Life Members, Family Members and Associate Members.

B. Qualification. Membership is open to persons who subscribe to the purposes, policies and procedures of the Corporation as set forth in these Bylaws and the Articles of Incorporation of the Corporation.

#### 3.2. Life Membership.

A. Eligibility. Individuals who: (1) have demonstrated long term support and at least ten (10) years of service to O.M.A.H.A, Omaha Gladiators Hockey and/or the Corporation in coaching and/or administrative duties; (2) do not have a child, or children,

who are nineteen (19) years old or younger that are registered in a Program for the applicable year; and (3) are approved by the Board under Section 3.2 are eligible for Life Membership (“Life Members”).

B. Life Members. Individuals who meet the qualification requirements under Section 3.1(B) and eligibility requirements under Section 3.2(A) may []become Members by:

i. Petitioning the Board seeking membership. The Board may or may not act upon such individual’s petition. If the Board approves a petition, such individual becomes a Member of the Corporation; or

ii. Appointment of an individual as a Member by the Board, and the individual’s acceptance thereof.

C. Termination of Lifetime Membership. A person who becomes a Member under this Section 3.2 shall continue as a Member until the earlier of the person’s death or resignation, or the termination of such person’s Life Membership by the Board.

### 3.3 Family Membership.

A. Eligibility. Parents and/or guardians of a child, or children, who: (1) are nineteen (19) years of age or younger; (2) meet the Corporation’s eligibility requirements for participation in a Program; and (3) have been fully registered in a Program for the applicable year of membership are eligible for Family Membership (“Family Members”).

B. Family Members. Individuals who meet the qualification requirements set forth in Section 3.1(B) and eligibility requirements set forth in Section 3.1(A) above are required to register and pay the registration fee(s) as determined by the Board of Directors to become Members of the Corporation.

C. Automatic Termination. Family Membership is terminated on the earliest of:

i. The registration date that is in the next fiscal year after the first registration date for the Member’s child’s participation in a Program; provided, however, in the event such registration is not held in any fiscal year, such membership shall continue until such registration is held or the Corporation is liquidated or dissolved;

ii. Upon the Member’s child being removed from a program sponsored by the Corporation if such Member does not have another child registered in a Program; or

iii. Upon the Member's child resigning from or quitting a program sponsored by the Corporation if such Member does not have another child registered in a Program.

D. Voting. If there are multiple parents and/or guardians claiming Family Membership through one or more children, each family shall only have one (1) vote per Family Membership. For example, if two (2) parents have three (3) children participating in Programs, the parents shall collectively have one (1) vote on matters called for a vote by Members; each parent shall not be entitled to a separate vote, and Family Members with more than one (1) child in any Program shall not be entitled to more than one (1) vote.

### 3.4. Associate Membership.

A. Eligibility. Individuals approved by the Board under this Section 3.4 are eligible for Associate Membership ("Associate Members")

B. Associate Members. Individuals who meet the qualification requirements under Section 3.1(B) but do not meet the eligibility requirements under Section 3.2 or Section 3.3 may become Members by:

i. Petitioning the Board seeking membership. The Board may or may not act upon such individual's petition. If the Board approves a petition, such individual becomes a Member of the Corporation after registration and payment of registration fee(s) as determined by the Board; or

ii. Appointment of an individual as a Member by the Board, and the individual's acceptance thereof after registration and payment of registration fee(s) as determined by the Board.

C. Termination of Associate Membership. A person who becomes a Member under this Section 3.4 shall continue as a Member until the earlier of the person's death or resignation, such time as such person is no longer participating in the affairs of the Corporation, or the termination of such person's Associate Membership by the Board.

### 3.5. Revocation of Membership.

A. Basis for Revocation. The general basis for revocation of membership shall be conduct prejudicial to the reputation of the Corporation as may be determined by the Board, or willful violation of the Articles of Incorporation, Bylaws and policies and procedures of the Corporation.

B. Notice. Membership may be revoked upon at least fifteen (15) days' prior written notice of the proposed effective date of the revocation and the reasons therefor are provided to the Member by the Executive Director or any Director. Written notice must be given by first-class or certified mail postage prepaid sent to the last-known address of the Member shown on the Corporation's records and provide the location, date, and time of the hearing provided for in Section 3.5(C).

C. Hearing. A hearing before the Board shall be held at least five (5) days before the effective date of such revocation, at which the subject Member shall be given the opportunity to be heard.

D. Revocation. Membership may be revoked by the two-thirds (2/3) vote of the Board after the hearing before the Board.

3.6. Resignation. In addition to the termination of a Member of the Corporation as described above, any Member may have his or her membership terminated by notifying the Board, in writing, of his or her desire to resign as a Member.

3.7. Annual Meeting. The annual meeting of the Members shall be held each year no earlier than April 1st and no later than April 30th, at the time and place designated by the President for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday or there is any other conflict with that date, such meeting shall be held as soon thereafter as possible.

3.8. Special Meeting. Special meetings of the Members shall be held whenever called by the President, not less than one-sixth (1/6) of the Members having voting rights, or a majority of the Board. The time and place of such meeting shall be designated by the person(s) calling such meeting.

3.9. Place of Meeting. The President, not less than one-sixth (1/6) of the Members having voting rights, or a majority of the Directors, as applicable, may designate any place, either within or without the State of Nebraska, as the place of meeting for any annual meeting or special meeting of the Members called by such person(s). If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Nebraska.

3.10. Notice of Meeting. No notice shall be given of any adjourned meetings. Written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, or phone, or by email, or through the Corporation's website, or at the direction of the President, Members, or the Director calling the meeting. If mailed, such notice shall be deemed delivered

five (5) days after its deposit in the United States mail addressed to the Member at the address appearing on the records of the Corporation, first-class postage prepaid.

3.11. Quorum. Five percent (5%) of the Members of the Corporation in good standing shall constitute a quorum. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

3.12. Voting by Members. Except as otherwise specifically provided in these Bylaws or the Articles of Incorporation or as is required by law, action approved by the affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be the action of the Members. At all meetings of the Members, each Member in good standing shall have one (1) vote. To be in good standing, a Member must abide by all the rules and regulations of the Corporation and have all moneys owed to the Corporation paid in full by the annual meeting in order to be entitled to vote on any matters subject to a vote of the Members at such annual meeting or any adjournment thereof or at any special meeting held thereafter.

3.13. Proxies. No Member may vote by proxy at any meeting.

3.14. Action by Written Ballot. Any action that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter, setting forth each proposed action and providing an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the Corporation in order to be counted. An action approved by a written ballot shall be valid when the number of votes cast by ballot exceeds the quorum required to be present at a meeting authorizing the action, and a majority of the votes cast approve such action.

3.15. Meetings Held Through Communications Equipment. Meetings of the Members may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.

#### ARTICLE IV DIRECTORS

4.1. Management of the Corporation. The business and affairs of the Corporation shall be managed by its Board.

4.2. Number, Classes, Appointment and Term of Office.

A. Number of Directors. There shall be seven (7) Directors. Although the qualifications of the Directors may be changed from time to time, no change shall affect the incumbent Directors during the terms for which they were appointed or elected.

B. Election of Directors. Directors shall be elected by the Members at each annual meeting of the Members and shall hold office until the termination of their terms and their successors are respectively elected and qualified, or until removal or resignation, provided nothing contained herein shall in any way bar the re-election of incumbent Directors.

C. Term of Office. Following the termination of the terms of the incumbent Directors in 2025 and 2026, and except for the terms of the Directors to be elected at the annual meeting of the Members in 2025 and 2026, which shall be staggered in length as set forth below, each Director elected after the annual meeting of the Members in 2026 shall serve for a term of three (3) years. Each Director shall hold office until his or her successor is duly elected at the annual meeting of the Members. In connection with the initial staggered term appointments approved by the Board in connection with adopting these Second Amended and Restated Bylaws, Directors shall be elected at the 2025 and 2026 annual meetings of the Members as follows:

- i. At the 2025 annual meeting of the Members, two (2) Directors shall be elected to serve for a term of two (2) years, and one (1) Director shall be elected to serve a term of three (3) years.
- ii. At the 2026 annual meeting of the Members, two (2) Directors shall be elected to serve for a term of two (2) years, and two (2) Directors shall be elected to serve for a term of three (3) years.

D. Qualifications. Directors need not be residents of Nebraska, however, Directors must be Members of the Corporation in good standing.

E. Nominations. If at the annual meeting of the Members there is any seat of a Director up for election for which there is not at least one (1) candidate running for such position, floor nominations for such position shall be accepted at the annual meeting.

4.3. Resignation. Any Director may resign at any time by notice in writing to the Board. Such resignation shall take effect at the time specified therein, or, if no time be specified therein, at the time of the receipt thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4. Successor Directors. In the event a Director resigns, dies, or otherwise becomes unwilling or unable to serve as a Director, a majority of the Directors shall appoint and fill such vacancy until the next annual meeting of the Members, at which time an election of the Members shall be held to fill the remaining term of the position.

4.5. Quorum. A majority of the then serving Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

4.6. Regular Meetings of the Board. The annual meeting of the Board shall be held without any other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the Members. The Board may provide, by resolution, the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings without other notice than such resolution.

4.7. Special Meetings of the Board. Special meetings of the Board may be called by the President, or in the case of the President's absence, death, or disability, by the Vice President; or by any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

4.8. Notice of Meetings. Written notice of the time and place of each meeting of the Board shall be given by the Secretary or the person or persons calling the meeting not more than fifty (50) days nor less than seven (7) days before the date of such meeting to each Director. Notice of any meeting shall be considered given if emailed to the address provided in writing by the Director, or mailed or otherwise sent or delivered in writing to the Director at his or her address specified in the records of the Corporation. If mailed, such notice shall be deemed to be delivered five (5) days after its deposit in the United States mail in a sealed envelope so addressed, with first-class postage thereon prepaid. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting. The lack of proper notice may be waived, in a writing, by any Director either before, at or after such meeting.

4.9. Voting. Except as otherwise specifically provided in these Bylaws or the Articles of Incorporation or as is required by law, action approved by the affirmative vote of a majority vote of the Directors present at a meeting at which a quorum is present shall be the action of the Board. At all meetings of the Board, each Director shall have one vote.

4.10. Powers. The Board shall have general charge of the affairs, property, and assets of the Corporation. It shall be the duty of the Directors to carry out the aims and purposes of the Corporation and, to this end, to manage and control all of its property and assets. In addition to the powers of the Board as provided by the Act, the Articles of Incorporation or the Act, the Board shall have the power to establish and approve the salaries of any coaches engaged by the Corporation.



4.11. Committees. The Board may, from time to time, create an executive committee of the Board and other committees. The Board may delegate to any such committee which consists solely of Directors any of the authority of the Board, other than the authority to appoint Directors. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided, however, that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of the whole authorized number of its members.

4.12. Action Without a Meeting. Any action which might be taken at any meeting of the Board or any committee thereof may be taken without such meeting by a writing or writings signed by all of the Directors or all of the members of such committee, as the case may be. The writings or writing evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Board.

4.13. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.14. Removal of Directors. Directors may be removed as set forth within these Bylaws including, without limitation, under Section 4.17, or with the approval of a majority of the Members, with or without cause.

4.15. Compensation. The Corporation shall not pay any compensation, fees or the like to the Directors for their service as Directors. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, and this provision shall not prevent the payment to any Director of reasonable compensation for services rendered to or for the Corporation that are unrelated to such Director's duties and services as a Director.

4.16. Meetings Held Through Communications Equipment. Meetings of the Board or any committee of the Board may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.

4.17 Attendance. Any Director missing two (2) consecutive monthly board meetings without notifying a Director of the Board prior to such absence or missing more than one-third

(1/3) of the monthly board meetings held over the course of the year with or without prior notice shall be removed from his or her position by an affirmative vote of a majority of the directors then in office and said position shall be filled by the Board of Directors as set forth herein.

4.18 Outgoing Directors. All outgoing Directors will avail themselves to the incoming Directors in an advisory capacity until December 31 of the year in which the incoming Director was elected. If, for any reason an outgoing Director is not able to perform this function, the Board will appoint an individual with experience to help the newly elected Director until December 31 of the year in which the Director was elected.

4.19 Transition Meeting. A meeting of the outgoing Directors, newly elected Directors, and Directors still serving their term shall be held within fourteen (14) days of the election of the new Directors to facilitate the transition of business.

## ARTICLE V OFFICERS

5.1. Officers. The officers of the Corporation shall consist of a President, Vice President, Treasurer and Secretary. The Board may elect or appoint such other officers as it deems advisable, such officers to have the authority to perform the duties prescribed from time to time by the Board. The Board may create such other officer positions, and enumerate duties and obligations of such additional positions, as it deems appropriate from time to time. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

5.2. Ex-Officio Officers. The Board may elect or appoint an Executive Director, Operations Director and/or Hockey Director (the “Ex-Officio Officers”) from time to time as it deems advisable. The Board may create such other Ex-Officio Officer positions, and enumerate duties and obligations of such additional positions, as it deems appropriate from time to time. The Executive Director, Operations Director and Hockey Director shall be ex-officio members of the Board, with voice and without vote, and shall attend all meetings of the Board. The Ex-Officio Officers shall serve at the pleasure of the Board and shall have such authority and perform such duties as prescribed by the Board. An Ex-Officio Officer may be removed with or without cause by approval of two-thirds (2/3) of the then serving Directors at any meeting. The Board shall establish job descriptions for the Ex-Officio Officers by resolution of the Board.

5.3 Election, Term of Office, and Removal. Except for the Ex-Officio Officers, the officers of the Corporation will be elected annually by majority approval of the Directors at the annual meeting of the Board and shall hold office until the annual meeting of the Board next following the election of such officers and until their successors are elected and qualified; provided, however, that any officer may be removed with or without cause by approval of a majority of the then serving Directors at any meeting. Any vacancy occurring in any office by

reason of death, resignation or otherwise may be filled for the unexpired portion of the term by the Board at any meeting.

5.4 Duties. The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as are prescribed in these Bylaws and as may from time to time be required of them by the Board.

A. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

B. Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Executive Vice President, or in the absence of designation of an Executive Vice President, then the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board.

C. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. If required by the Board, the Treasurer shall employ and work with such certified public accounting firm as designated by the Board for purposes of managing and preparing the accounting and financial records of the Corporation and preparing and filing any and all tax returns for the Corporation.

D. Secretary. The Secretary shall: (i) keep the minutes of the Board meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation, the execution of which on behalf of the Corporation is duly authorized; (iv) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; (v) in the absence of the Treasurer or in the event of the Treasurer's death, inability or refusal to act, the Secretary shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer; and (vi) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

5.5 Salaries. Unless otherwise determined by the Board, officers shall not receive any stated salaries for their services. The salaries of the officers may be fixed from time to time by the Board and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation.

## ARTICLE VI PROGAM COMMISSIONERS

6.1 Programs and Program Commissioners. The Corporation shall sponsor the following programs (each a "Program" and collectively, the "Programs"):

1. Learn to Play/Mite;
2. House SQ-BN;
3. OHSHL;
4. Girls Travel;
5. Co-Ed Travel; and
6. Omaha Junior Lancer Program.

Each Program shall have one or more commissioners (each a "Program Commissioner" and collectively, the "Program Commissioners"), who shall be assigned duties and responsibilities as designated by the Board of Directors. The Board may create such other Programs and Program Commissioner positions, and enumerate the activities, duties and obligations of such additional Programs and Program Commissioner positions, as it deems appropriate from time to time.

6.2 Application and Appointment of Program Commissioners.

A. Individuals desiring to be appointed as a Program Commissioner shall submit applications for such position in accordance with the directions and procedures as designated by the Board.

B. The Program Commissioners shall be appointed by the Board at the first regular meeting of the Board following the annual meeting of the Board and shall hold office until the termination of their terms and their successors are respectively appointed and qualified, or until removal or resignation, provided nothing contained herein shall in any way bar the re-appointment of incumbent Program Commissioners.

C. Except for the incumbent Program Commissioners (previously program Directors) in 2025 and 2026, no Director shall be eligible to be a Program Commissioner.

6.3 Term of Office. Following the termination of the terms of the incumbent Program Commissioners (previously program Directors) in 2025 and 2026, and except for the terms of the Program Commissioners to be appointed at the first regular meeting of the Board following the annual meeting of the Board in each of 2025 and 2026, which shall be staggered in length as set forth below, each Program Commissioner elected after the first regular meeting of the Board following the annual meeting of the Board in 2026 shall serve for a term of two (2) years. Each Program Commissioner shall hold office until his or her successor is duly appointed at the first regular meeting of the Board following the annual meeting of the Board. In connection with the creation of Program Commissioner positions separate from Director positions and the initial staggered term appointments approved by the Board in connection with adopting these Second Amended and Restated Bylaws, Program Commissioners shall be appointed at the first regular meeting of the Board following the annual meeting of the Board in each of 2025 and 2026 as follows:

A. At the first regular meeting of the Board following the 2025 annual meeting of the Board, the OSHSL Program Commissioner, the Co-Ed Travel Program Commissioner, and the Omaha Junior Lancer Program Commissioner shall be appointed, each to serve a term of two (2) years, and the Girls Travel Program Commissioner shall be appointed to serve a term of one (1) year.

B. At the first regular meeting of the Board following 2026 annual meeting of the Board, the Learn to Play/Mite Program Commissioner, House SQ-BN Program Commissioner, and Girls Travel Program Commissioner shall be appointed, each to serve a term of two (2) years.

6.4 Resignation. Any Program Commissioner may resign at any time by notice in writing to the Board. Such resignation shall take effect at the time specified therein, or, if no time be specified therein, at the time of the receipt thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.5 Successor Program Commissioners. In the event a Program Commissioner becomes unwilling or unable to serve as a Program Commissioner, a majority of the Directors shall appoint and fill such vacancy for the remaining term of the position.

6.6 Removal of Program Commissioners. Program Commissioners may be removed by the approval of a majority of the then serving Directors, with or without cause.

6.7 Compensation. Unless otherwise determined by the Board, Program Commissioners shall not receive any compensation for their services. The compensation of the Program Commissioners may be fixed from time to time by the Board and no Program Commissioner shall be prevented from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation.

## ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The Board may authorize by resolution any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Executive Director and countersigned by the President and/or Treasurer of the Corporation.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board may select.

7.4 Purchases. The Executive Director, as well as any other officer or member of the Board of Directors, must receive the prior approval of the Board of Directors for any purchase of goods or services by the Corporation in excess of Ten Thousand and No/100 Dollars (\$10,000.00).

## ARTICLE VIII BOOKS, RECORDS AND REPORTS

8.1 Records. The Secretary of the Corporation shall keep or cause to be kept a book, which may be included and be a part of the book containing the minutes of meetings of the Board and the minutes of meetings of the Members, in which shall be written in ink or typed the names of all Directors and Members, together with the last-known address of each Director and Member. There shall also be stated therein the date upon which each Director or Member

became such, and upon termination of any directorship or membership for any cause, the facts relating thereto shall be recorded in said book, together with the date of such termination. It shall be the duty of every Director and Member, upon becoming such Director or Member, forthwith to furnish to the Secretary of the Corporation, for inclusion in such record, his or her then address and, likewise, promptly to report to the Secretary for inclusion in such record any change in any such address.

8.2 Inspection of Corporate Records. Any person who is a Director or Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies of the relevant books and records or accounts, minutes and records of Directors of the Corporation during reasonable business hours. Any Director or Member making a demand for such records under this section shall pay all labor and copying expenses attributable to such records request to the extent the Corporation provides such copies.

## ARTICLE IX MISCELLANEOUS PROVISIONS

9.1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of May and end on the last day of April of each year.

9.2. Bonding. The Board may require, if desired, that all officers of the Corporation handling or responsible for corporate funds shall furnish adequate fidelity bonds. The premiums for such bonds shall be paid by the Corporation.

9.3 Rules of Order. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the latest edition of ROBERT'S RULES OF ORDER shall determine procedure in all meetings of the members and the Board.

## ARTICLE X NONPROFIT OPERATION

The Corporation shall not have or issue shares of stock or membership certificates. No dividends shall be paid. No part of the income or assets of the Corporation shall be distributed to its Members, Directors, or officers without full consideration. The Corporation may contract in due course with its Members, Directors, and officers without violating this provision to the extent permitted under any Conflicts of Interest Policy adopted by the Corporation.

## ARTICLE XI LIMITATIONS OF LIABILITY; INDEMNIFICATION

A. Limitations of Liability. Except as otherwise provided by the Act, the Members, Directors and employees of the Corporation shall not, as such, be liable on its debts and obligations.

B. Indemnification. To the extent permitted by the Act, the Corporation shall indemnify its Directors and officers for liabilities and expenses incurred by reason of such individual being made a party to a proceeding because the individual is or was a Director or officer of the Corporation.

## ARTICLE XII OTHER MATTERS

The Board shall have the power to and authority by motion or resolution to conduct the affairs of the Corporation as to any matter not covered by these Bylaws.

## ARTICLE XIII AMENDMENT

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by:

A. Approval of the lesser of a majority of the Members of the Corporation in good standing or two-thirds (2/3) of the votes cast by the Members in good standing at any annual or special meeting of the Members with due notice given of the proposed changes; and

B. Approval of the Board at any meeting of the Board with due notice given if the amendment does not relate to the number of Directors, the composition of the Board, the term of office of the Directors, or the method or way in which Directors are elected or selected.

For purposes of this Article, notice shall include written notice of the place, day and hour of the meeting, and of the proposed changes of the Bylaws, delivered personally to each Member and Director, or mailed by first class U.S. Mail, addressed to the Member or Director at his or her address as it appears on the records of the Corporation, with postage thereon pre-paid, not less than ten (10) nor more than fifty (50) days before the date of the meeting.

## ARTICLE IX DISSOLUTION



Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

***[Remainder of Page Intentionally Left Blank.  
Signature Page to Follow]***

ADOPTED AND APPROVED by the Members and Board of Directors of Omaha Hockey Club effective the \_\_\_\_\_ day of \_\_\_\_\_, 2025.

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Jackie Hildebrand, Secretary