

AMENDED AND RESTATED CONSTITUTION OF THE
IRISH YOUTH HOCKEY LEAGUE INC.

ARTICLE I: – NAME

The name of this corporation shall be the Irish Youth Hockey League Inc. (referred to hereinafter as the “IYHL”).

ARTICLE II: – OFFICES

The principal office of the IYHL shall be located in the State of Indiana. The registered office of the IYHL required by the Indiana Nonprofit Act of 1991 may be, but need not be, identical with the IYHL’s principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III: – PURPOSES

The purposes of the IYHL are:

- A. To encourage and improve the standards and conduct of youth hockey in North Central Indiana and Southwest Lower Michigan;
- B. To encourage, assist and administer community youth hockey leagues and programs so that the sport of hockey is made available to children in all levels of competition at the lowest possible cost;
- C. To encourage and develop sportsmanship between youth hockey players for the betterment of their physical and social well-being;
- D. To associate and affiliate with other ice hockey associations; and
- E. To do any and all acts necessary or desirable in the furtherance of the foregoing purposes and the sport of youth hockey.

ARTICLE IV: – MEMBERSHIP

- A. IYHL players and rostered staff, in compliance with the USA Hockey Annual Guide (and such compliance is required hereunder) for regular season play between September 1 - March 15, in good standing with the IYHL, shall be considered to be members of the IYHL. For any child to be considered a good standing participant in the IYHL, the player must have fully completed the previous season and that child’s fees and dues must have been paid in full for all prior years.
- B. A participant must pay his annual fees in conformity with the amounts and procedures set by the Board of Directors of the IYHL. It is understood that if a participant cannot pay the required fees, he may give evidence to this effect to the Board of Directors of the IYHL, which, at its discretion, may make special arrangements for the participant. Any such arrangements made by the Board shall be binding upon the IYHL. It shall be within the discretion of the Board to perform such acts and execute such documents, as are necessary to make the said arrangements binding upon the IYHL.

- C. Each member in attendance at the March General Meeting and in good standing with IYHL shall be entitled to one vote by secret ballot in the election of members to the Board of Directors. Parents/Guardians of players shall vote on behalf of their player(s) with the number of votes equaling the number of players. Non-player members are required to submit their own vote.
- D. Rostered staff of the IYHL or parents/guardians of players are entitled to run for a position on the Board of Directors under the procedures established by this Constitution, and if elected, to run for any officer position of the IYHL.
- E. Upon the request in writing of one quarter of the membership, the Board of Directors shall, or upon its own initiative may, submit any questions to the members for a vote at the next scheduled general meeting of the membership.
- F.
 - 1.) The IYHL shall have, at a minimum, two General Meetings each year. One General Meeting shall be during the month of October, and the other General Meeting shall be during the month of March. The Board of Directors shall determine the specific times and locations of the Semiannual Meetings as well as of any and all other Meetings to be held during the year. The Secretary shall be charged with the responsibility of giving notice of the Semi-Annual General Meetings in any publication which the Board of Directors may authorize, and by posting notice of such meetings in such places as the Secretary might deem appropriate.
 - 2.) The notice of the March General Meeting shall include the list of members selected by the Nominating Committee to run for positions on the Board of Directors.
 - 3.) The active members present at the Semi-Annual meetings shall constitute a quorum.
 - 4.) The order of business at the March General Meeting, unless amended by majority vote of those present, shall be as follows:
 - a. Call to Order
 - b. Minutes of the last Meeting of the membership
 - c. Treasurer's Report
 - d. Board of Directors Reports
 - e. Standing Committee Reports
 - f. Other Committee Reports
 - g. Nominating Committee Report
 - h. Nominations from the Floor
 - i. Election of Members to the Board of Directors
 - j. Other Business
 - k. Adjournment
 - 5.) The order of business at the October General Meeting unless amended by majority vote of those present, shall be as follows:

- a. Call to Order
- b. Minutes of the last Meeting of the membership
- c. Treasurer's Report
- d. Board of Directors Reports
- e. Standing Committee Reports
- f. Other Committee Reports
- g. Other Business
- h. Adjournment

ARTICLE V: – DIRECTORS

- A. There shall be thirteen members of the Board of Directors, including Officers.
- B. At least eleven of the members of the Board of Directors (including all Officers) must be either rostered staff of the IYHL or parents/guardians of players; under no circumstances shall a minor be considered eligible for a Directorship.
- C.
 - 1.) All of the members of the Board of Directors shall be elected at large. Each shall be elected to a two-year term, such that six are elected one year and seven are elected every other year.
 - 2.) The election of the members of the Board of Directors shall occur at the March General Meeting contemplated by this Constitution. In addition to the powers granted the Board of Directors pursuant to the laws of the State of Indiana, the Board of Directors shall have the power to make By-Laws, expend funds, elect Officers, form Committees, and call meetings of the general membership. The Board of Directors shall have total and final responsibility for all aspects of the operation of the IYHL.
- D. The duties of the Board of Directors shall include:
 - To elect the Officers of the IYHL from within the Board of Directors;
 - To fill any vacancies which may occur in the Board of Directors;
 - To manage the business, property, and affairs of the IYHL;
 - To formulate the policies and determine the overall conduct and standards of the hockey and any other program administered by the IYHL;
 - To establish a budget and set fees for the hockey and any other programs administered by the IYHL;
 - To appoint a Head Coach as provided for in this Constitution;
 - To study for approval, proposals to amend or revise the IYHL's Constitution, rules, or regulations;
 - To review and act upon any temporary decision by the President; 9. To hear and rule on appeals from the Disciplinary Committee.
- E.
 - 1.) Regular meetings of the Board of Directors shall be held at a time and place determined by the President. The Secretary shall notify all members of the Board of the date, time, and place of each meeting.

- 2.) The Board may, from time to time, meet in executive session in order to discuss matters it feels may not be appropriate for open discussion. However, in any case, the Secretary shall be responsible for publishing full and accurate minutes of such meetings.
- F. Special meetings of the Board of Directors may be called by the President, or at the written request, to the President, of at least six members of the Board, or by a petition signed by at least thirty members of the IYHL. The Secretary shall notify members in writing at least ten days prior to any meeting at the address provided by the participant at the time of registration. In the event of a meeting at the request of the membership, the Secretary shall include notice of any meeting in any publication which the Board of Directors may authorize, and by posting notice of any meeting in such places as the Secretary might deem to be appropriate.
- G. At least seven members of the Board must be present to constitute a quorum at any regular or special meeting.
- H. At the first regular or special meeting of the Board of Directors following the election of new Directors, the Board as then constituted shall elect its officers by a majority vote.
- I. All meetings shall be governed by Rules of Parliamentary Procedure. Robert's Rules of Order shall govern questions of procedure.
- J. No Director shall be liable in any manner for any debts or obligations of the IYHL and shall not be subject to any manner of assessment by virtue of his membership.
- K. Any member of the Board of Directors may resign and/or withdraw from membership on the Board of Directors at any time, upon written notice of his desire to do so delivered to the President or Secretary of the IYHL.
- L. Any Director shall be subject to removal upon missing three Board meetings within a fiscal year without notifying the President, or for failure to discharge the normal duties of a Board member, or for conduct detrimental to the IYHL, after due notice and opportunity for a hearing, by a vote of two-thirds of the Board of Directors at any regular or special meeting. The Secretary shall provide at least ten days' notice to the Director to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The Director shall be offered an opportunity to be heard at the meeting, and to present others to testify in his/her behalf, prior to any final disposition by the Board.

ARTICLE VI: – OFFICERS

SECTION 1 – Number. The officers of the IYHL shall consist of a President, a Vice President(s), a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors.

SECTION 2 – Election and Term of Office. The officers shall be appointed annually by the Board of

Directors at the first meeting of the Board of Directors held after each Annual Meeting of the Members. If the appointment of officers shall not occur at such meeting, such appointments shall occur as soon thereafter as may be possible. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been appointed and shall have been qualified or until he/she shall resign or shall have been removed in the manner hereinafter provided. Only members of the Board of Directors may be qualified to serve as officers of the IYHL.

SECTION 3 – Removal. Any officer, committee member or agent appointed by the Board of Directors may be removed from such position by a two-thirds vote of the entire Board of Directors whenever the best interests of the IYHL would be served thereby.

SECTION 4 – President. The President shall preside at all meetings of the Board of Directors. The President may sign, when authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, this Constitution, or the Board of Directors to some other officer or agent of the IYHL. The President shall, in general, perform all other duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all of the powers of and be subject to all of the restrictions upon the President.

SECTION 5 - Vice President. The Vice President shall have such powers and perform such duties as may be prescribed for him or her by the Board of Directors or delegated to him or her by the President. In the case of the absence, disability, death, resignation or removal from office of the President, the powers and duties of the President shall, for the time being, devolve upon and be exercised by the Vice President and he or she shall thereupon, during such period, exercise and perform all of the powers and duties of the President, except as may be otherwise provided by the Board of Directors.

SECTION 6 – Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation of the IYHL and this Constitution; shall be custodian of the corporate records of the IYHL; shall keep a record of the mailing address, cell phone number and email address of each director and officer of the IYHL, which addresses shall be furnished to the Secretary by the directors and officers; and in general shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.

SECTION 7 - Treasurer. The Treasurer shall be the principal accounting and financial officer of the IYHL and shall have charge of and be responsible for the maintenance of adequate books of account for the IYHL; shall supervise custody of all funds and securities of the IYHL, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds and securities of the IYHL in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of this Constitution; and in general perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the Chairperson or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine.

With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the IYHL.

ARTICLE VII: – COMMITTEES

The Board of Directors may form one or more committees as it may deem necessary to further the purposes of the IYHL. The President shall select the chairpersons for any committees so formed, subject to approval by the Board of Directors. Any member of the IYHL may serve on a committee or as the chairman of a committee, including current members of the Board of Directors.

ARTICLE VIII: – CONTRACTS AND FINANCE

SECTION 1 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the IYHL, in addition to the officers so authorized by this Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the IYHL, and such authority may be general or confined to specific instances.

SECTION 2 - Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the IYHL shall be signed by such officer or officers, agent or agents of the IYHL and in such manner as shall from time to time be determined by the Board of Directors. In the absence of Board action, such instruments shall be signed by the President, Vice President or Treasurer of the IYHL. Any payment in excess of Ten Thousand Dollars (\$10,000) may only be made with the approval of the Board of Directors.

SECTION 3 - Deposits. Funds of the IYHL shall be deposited from time to time to the credit of the IYHL in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4 - Investments. Investment of the funds of the IYHL shall be at the direction of the Board of Directors. Such investments shall be consistent with the purposes of the IYHL and in accordance with applicable federal and state law and relevant provisions of this Constitution.

SECTION 5 - Gifts. The Board of Directors may accept on behalf of the IYHL any contribution, gift, bequest or devise for the general purposes or for any special purpose of the IYHL.

SECTION 6 - Books and Records. The IYHL shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and its committees.

SECTION 7 - Fiscal Year. The fiscal year of the IYHL shall be the twelve month period ending April 30th of each year.

ARTICLE IX: – INDEMNITY

To the fullest extent permitted by law, the IYHL shall indemnify each of its officers, directors, coaches, committee members and agents (each an "Indemnitee"), if Indemnitee was, is or is threatened to be made, a party to or a participant (as a witness or otherwise) in any legal proceeding (other than a proceeding by or in the right of the IYHL to procure a judgment in the IYHL's favor), against all expenses, judgments, fines and amounts paid in settlement (if such settlement is approved in advance by the IYHL, which approval shall not be unreasonably withheld) actually and reasonably incurred by Indemnitee in

connection with such proceeding if Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in or not opposed to the best interests of the IYHL and, in the case of a criminal proceeding, had no reasonable cause to believe Indemnitee's conduct was unlawful.

ARTICLE X: – AMENDMENTS

- A. Except for Articles IV and V, the Board of Directors may amend this Constitution by presenting the amendment at a regular or special meeting of the Board and voting on the amendment as a subsequent regular or special meeting. The approval of two-thirds of the membership of the Board is required to pass the amendment.

- B. This Constitution may be amended at an Annual Meeting by including the amendment in the notice of the Annual Meeting and having the members vote on the amendment at the Annual Meeting. The approval of two-thirds of the votes cast is required to pass the amendment.

ARTICLE XI: - MISCELLANEOUS

SECTION 1 - Meeting by Conference Call. Any action which is required by law or the Articles of Incorporation or this Constitution to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall be equivalent to attendance and presence in person at the meeting of the persons so participating.

SECTION 2 – Notices. Any notice required by this Constitution may be delivered by any of the following methods: (a) in person; (b) by telephone, internet, teletype or other form of wireless communication; (c) by mail; or (d) by a newspaper of general circulation in North Central Indiana and Southwest Lower Michigan or by radio, television or other form of public broadcast communication covering North Central Indiana and Southwest Lower Michigan.

SECTION 3 - Prohibition on Self-Dealing. The IYHL shall not enter into any business arrangement with a director or with any entity in which a director has a direct or indirect financial interest. An exception to this prohibition may be made only after the Board of Directors approves the arrangement by an affirmative vote of two-thirds of the directors eligible to vote on the matter, following full disclosure to the Board of Directors of the nature and extent of the director's interest in the arrangement.

SECTION 4 – Equal Opportunity. The IYHL will provide an equal competitive opportunity taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, and staff, consistent with the requirements of the Sports Act, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

SECTION 5 – Disciplinary Process. The IYHL shall provide for prompt and equitable resolution of grievances of its members, consistent with USA Hockey rules, regulations and bylaws, and any requirement of the USOPC, including fair notice and opportunity for a hearing to all amateur athletes, coaches, and staff as a condition of declaring such individual ineligible to participate.

SECTION 6 – Insurance. The IYHL agrees to be covered by the general liability insurance policy and the Directors and Officers and Crime insurance policies maintained by USA Hockey. USA Hockey shall inform Affiliate of the limits of its policies, and of the changes to those limits which may be made by USA Hockey at its sole prerogative.

SECTION 7 – Safe Sport and Background Screening. The IYHL will enforce USA Hockey’s policies prohibiting child abuse, sexual misconduct, physical misconduct, emotional misconduct, bullying, threats, harassment, and hazing as described in the SafeSport Code adopted by the U.S. Center for SafeSport (the “Center”) and the USA Hockey Safe Sport Program Handbook. The IYHL will also adopt and enforce MidAM policies to incorporate protections to reduce the risk of potential abuse and misconduct as described by the Center and the USA Hockey Safe Sport Program as may be amended from time to time. The IYHL will comply with the aforementioned policies, as well as all training, reporting, and investigation requirements described by the Center and the USA Hockey Safe Sport Program Handbook and shall comply with any audit conducted by the Center or USA Hockey regarding these Safe Sport requirements. The IYHL shall adopt and enforce MidAM’s policy requiring background screens for its Participants in accordance with the USA Hockey Background Screen Policy as described in the USA Hockey Safe Sport Program Handbook.