BYLAWS

OF

GIRLS HOCKEY ARIZONA

(As adopted October 23rd, 2026)

ARTICLE I
NAME; OFFICES; AGENT

Section 1. Name. The name of this corporation is "Girls Hockey Arizona" (the "Corporation").

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Corporation's Board of Directors (sometimes referred to herein as the "Board" or the "Board of Directors"), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The registered agent's identity and address may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

ARTICLE II
MEMBERS AND MEMBER MEETINGS

Section 1. Classes of Members. The Corporation shall have no voting members, but shall have one or more classes of non-voting "members" or "affiliates." Use of the word "member" in these Bylaws shall refer only to such affiliates and not to a "member" as currently defined in Section 10-3140(37) of the ANCA. The Corporation shall have one (1) class of non-voting members as follows:

(a) Player Families. Each family of a player enrolled in the Corporation's youth hockey program shall be a Member for the entire Membership Year (defined below) during which the player is enrolled. Enrollment shall be determined by the player being duly registered on the official roster prepared by GHA and with USA Hockey.

The Board of Directors may by resolution create additional classes or sub-classes of "membership" as they see fit, but no such entities or individuals shall have the right of members under Section 10-3140(37) of the ANCA.

Section 2. Qualifications. Members specified in Section 1 of this Article shall at all times comply with the requirements of this Article and shall have paid, and continue to timely pay, the

dues required of them by the Corporation pursuant to Section 3 of this Article and any other amounts required by the Corporation.

Section 3. Dues. The Board of Directors may determine from time to time the amount of annual dues, if any, payable to the Corporation by its Members. The Board of Directors may fix or adjust the dues and donations applicable to the class of members enumerated in these Bylaws without amending these Bylaws Failure to pay any such amounts may result in suspension of membership pursuant to Section 10-3621 of the ANCA or termination as provided below.

Section 4. Membership Privileges. Membership privileges include participation in various Corporation activities, programs, and publications as may be designated from time to time by the Board.

Section 5. Membership Year. The "Membership Year" shall extend for twelve (12) months from July 1 to June 30.

Section 6. Termination of Membership.

(a) Failure to Pay Dues. Additionally, the Board of Directors may, by a majority (51%) vote of the Directors then in office at any regularly constituted meeting, suspend or expel any Member who is in default in the payment of any annual dues or other amounts established by the Corporation from time to time. A member who has been expelled or suspended may be liable to the Corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

(b) Suspension or Expulsion. An affirmative vote of a majority (51%) of the Directors then in office may request that a member may be suspended or expelled from membership with cause for conduct that is detrimental to the Corporation's mission or contrary to the Articles of Incorporation or these Bylaws, at the discretion of the Board. The Board shall provide written notice to the member at least fifteen (15) days before the meeting where the suspension or expulsion will be voted on and the reasons therefor. The Board shall provide the member an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of the suspension or expulsion. Any written notice that is mailed shall be sent to the last address of the member shown on the Corporation's records. The Board of Directors, by affirmative vote of a super majority (75%) of the Directors then in office at a meeting closed to all Members but the subject Member, may suspend or expel such Member for cause.

(c) Death. A member's membership shall be terminated upon the death of an individual member.

(d) Withdrawal of Player from Official Roster. The withdrawal of a player from the official roster prepared by the Corporation and/or from USA Hockey shall result in immediate termination of membership in the Corporation by that player's parent or legal guardian.

Section 7. Transfer of Membership. A member may not transfer or assign their membership or any right arising therefrom.

Section 8. Member Meetings.

(a) Annual Member Meeting. An annual meeting of the members, for the purpose of informing the membership of the Corporation's business and soliciting their feedback, shall be held each year at such time and place as the Board shall be determine. At each annual meeting, a report on the Corporation's activities shall be presented. If any annual meeting of the Members is for any reason not held, a deferred regular or annual meeting may thereafter be called.

(b) Special Member Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the Founding President/President or Secretary and shall be called by the Secretary on the written request of the lesser of fifteen percent (15%) of the members or at forty (40) members of the Corporation.

(c) Notice. The Secretary shall provide written notice by email to each Member of the Annual Meeting, or any demanded Special Meeting at least fifteen (15) days but no more than forty-five (45) days (inclusive of the date of the meeting) before the date of such meeting of the Members. Meeting notices shall also be posted on the Corporation's website and provided to team managers for distribution to players and parents.

(d) Conduct of Meetings. Each meeting of the Members will be called to order and thereafter chaired by an officer or Member in the following order: Founding President/President, Vice President, Secretary, Treasurer, Member representative approved by a majority of Members present. The Secretary shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

(e) Voting. Member(s) in Good Standing shall have one (1) vote per enrolled player. "Good Standing" means that the Member's accounts are not delinquent on the first day of the voting period, or if delinquent, then the Member has entered into an approved payment arrangement with the Association. No Member may vote by proxy. However, ballot voting and voting by email may be used for all voting by Members.

(f) Quorum. At any meeting of the Members, there must be at least twenty (20) voting Members or ten percent (10%) or more of the Members represented to transact business. Once a quorum has been formed by Members present or written ballots and/or email ballots received in advance of the meeting, the Members from time to time remaining in attendance may continue to transact business until adjournment, notwithstanding the prior departure of enough Members to leave less than a quorum. Once a quorum is formed, a vote of the majority of the Members present shall be an action of the Members. All written ballots or email ballots shall be read into the record and subject to verification.

(g) Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting of the Members or in the areas of credentials, proxies, quorums, voting, and similar matters, will be deemed waived if no objection is made at the meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The Corporation shall have powers to the full extent allowed by the ANCA. The Corporation's affairs shall be exercised and managed by the Board directly, or if delegated, under the Board's ultimate direction.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors (each, a "Director" and collectively, the "Directors") shall be as determined by the Board from time to time but in no event less than five (5) nor more than eleven (11) and shall serve for the term provided in Section 4 of this Article. No amendment to these Bylaws shall reduce the number of Directors to less than the number required by the ANCA which at the time of adoption of the bylaws is one (1).

(b) Qualifications. Each Director shall be a person of experience and good reputation in the community who will actively support the Corporation's goals and objectives and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws. Directors need not be residents of the State of Arizona.

Section 3. Election of Directors.

(a) Ex Officio Directors. The Corporation's President/Founding President, Vice President, Secretary, Treasurer, EVP of Hockey Operations, VP of Development Hockey shall be ex officio Directors of the Corporation with voting rights. The ex officio Directors shall be included in the total number of Directors authorized in Section 2(a) of this Article. The EVP of Hockey Operations will appoint the VP of Development Hockey.

(b) Parent Representative Directors. Four (4) parent representatives—one (1) Tier I representative, one (1) Tier II representative, one (1) Non-Tier representative, and one (1) Development representative (collectively, "Parent Representatives")—shall serve as Directors of the Corporation with voting rights. Parent Representatives shall be included in the total number of Directors authorized in Section 2(a) of this Article.

(c) Initial Directors. The initial Directors named in the Articles of Incorporation, organizational meeting minutes, or consents in lieu of the organizational meeting shall serve until the first annual Board meeting.

(d) Successor Directors. Directors, other than ex officio Directors, shall be elected by the affirmative vote of a super-majority (66%) of the Directors present at any regular or special meeting where a quorum is present, and Directors are being voted on. Elections of the Parent Representatives shall take place digitally within a reasonable amount of time after Elite tryouts

and Development evaluations and after parents have submitted their name to the Board of Directors to run for election.

Section 4. Term of Office. Directors, other than ex officio Directors, shall hold office from the close of the annual meeting for a term of one (1) year or until their successors have been elected and qualified. Directors may serve successive terms if their subsequent term(s) are ratified by the ex-officio Directors with a super majority (66%) Directors, other than ex-officio Directors, shall be nominated by the Board of Directors and voted on by the membership at the Annual Meeting. A simple majority is required for election to the Board.

Section 5. Resignation. A Director may resign at any time by filing a written resignation with the Corporation's Founding President/President or Secretary, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. A Director may be removed from office with or without cause by the vote of a seventy-five percent (75%) super majority of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 7. Vacancies. In the event a vacancy occurs in the Board from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for the purpose of electing a Director; provided, however, that for the purpose of counting term limits, the newly elected Director's term will be counted as beginning on the date of the first annual meeting following his or her election.

Section 8. Compensation. Directors of the Corporation shall not receive compensation for serving as Directors, but may receive reasonable compensation for other personal services rendered that are necessary to carrying out the Corporation's exempt purposes. In addition, Directors may receive reimbursements for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE IV
BOARD MEETINGS

Section 1. Annual Meeting. The annual Board meeting (the "Annual Meeting") shall be held each year at such time and place as the Board shall be determine, for the purpose of electing Directors and officers and transacting such business as may come before the meeting. The Annual Meeting is a regular meeting for purposes of the ANCA, which may be held without further notice, if held at such fixed time and place as the Board may provide by resolution.

Section 2. Other Regular Meetings. In addition to the Annual Meeting, the Board may provide by resolution for regular or stated Board meetings, to be held at a fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place without other notice than such resolution.

Section 3. Special Meetings. Special Board meetings may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the Founding President/President or Secretary and shall be called by the Secretary on the written request of a majority (51%) of the Directors then in office.

Section 4. Meetings by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a Board committee meeting through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 5. Place of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Arizona as the Board or any persons entitled to call the meeting shall designate, or by waiver of notice signed by all Directors.

Section 6. Quorum. A majority (51%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority (51%) of the Directors present may adjourn the meeting from time to time without further notice if the time and place are announced at the meeting at which the adjournment is taken.

Section 7. Manner of Acting; No Proxies. At any Board meeting, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, or the Corporation's Articles of Incorporation or Bylaws. No proxies shall be permitted.

Section 8. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time, and place of any special meeting shall be given by oral or written notice delivered personally to each Director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in subsection (b) below. The purpose of and the business to be transacted at any special Board meeting need not be specified in the notice or waiver of notice of such meeting.

(b) Methods of Giving Notice. Notice of any special meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail with return receipt requested,

and the receipt is signed by or on behalf of the addressee. Notice given by electronic mail is effective when directed to an electronic mail address shown on the Corporation's current records.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA, the Articles of Incorporation, or the Corporation's Bylaws, a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the Director entitled to the notice, or by electronic mail and filed with the Corporation's minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly on the Director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Presumption of Assent. A Director who is present at a Board meeting, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a 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 Corporation's Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Action by Written Consent of Directors.

(a) Written Consent. Any action required by the Articles of Incorporation, these Bylaws, or any provision of the ANCA to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents setting forth the action so taken, signed by all of the Directors entitled to vote with respect to the subject matter thereof, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. Any Director may revoke a consent by delivering a signed revocation of the consent to the Founding President/President or Secretary before the date the last Director signs the consent. Such consent shall have the same force and effect as a unanimous Board vote taken at a meeting.

(b) Use of Electronic Signature. A Director may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory to serve as his or her signature. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (i) contains, attaches, or references the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the e-mail or electronic communication.

ARTICLE V
ADVISORY BOARD

Section 1. Members. The members of the Advisory Board(s) should share the values and visions of the Corporation.

Section 2. Purpose. The Advisory Board(s) will be asked from time to time to provide input, feedback, and advice to the Board of Directors.

Section 3. Appointment. The Advisory Board(s) shall consist of Team Managers and other members appointed by the Board of Directors.

Section 4. Term and Service. Members of the Advisory Board shall serve at the pleasure of the Board of Directors, or until they resign, are removed, or otherwise vacate the position.

Section 5. Limitations of Powers. Members of the Advisory Board serve in an advisory role only and have no voting power on affairs of the Corporation and shall not be able to bind the Corporation in any matter.

Section 6. Meetings. The Advisory Board shall meet with the Board of Directors monthly, or at the Board's discretion at any place and at any time and date established by the Founding President/President. Notice of regular meetings shall be given to each member on the Advisory Board. Special meetings may be held at the pleasure of the Founding President/President and notice of same given in such manner as the Founding President/President shall determine. Meetings shall be run by the Founding President/President.

ARTICLE VI
OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a Founding President/President, a Vice President, a Secretary, and a Treasurer each of whom shall be elected by the Board of Directors. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one (1) office; provided, however, the same individual may not simultaneously hold the offices of the President and Secretary.

Section 2. Election and Term of Office. With the exception of the Founding President or Vice President, the officers of the Corporation shall be elected at the end of their term by the Board at its annual meeting, by the affirmative vote of a super-majority (66%) of the Directors present at the meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting at which they were elected for a term of three (3) years, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, incapacitation, resignation, or removal.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to the Founding President/President, the Secretary, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. With the exception of the Founding President or Vice President, any officer or agent elected or appointed by the Board may be removed by the Board by the vote of a sixty-six percent (66%) super majority of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. The Founding President may only be removed for cause by a unanimous vote of the other Directors of this Corporation.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6. The President. The President shall be the principal executive officer of the Corporation and, subject to the oversight of the Board of Directors, shall in general supervise and control all of the day-to-day business and affairs of the Corporation. The President shall, when present, preside at all Board meetings. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such corporate agents and employees as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the President's discretion. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

(a) Founding President. Lyndsey Fry shall serve as the "Founding President" until her death or incapacitation, resignation, or removal in the manner provided for herein. The Founding President shall also serve as a Director, with voting rights. The Founding President shall have such authority and perform such duties as outlined in Article IV, Section 6 herein or as may be determined by the Board of Directors.

Section 7. The Vice President. In the absence of the Founding President/President, or in the event of the Founding President/President's death, inability or refusal to act, the Vice President shall perform the Founding President/President's duties, and when so acting shall have all the powers of and be subject to all the restrictions upon the Founding President/President. The Vice President shall be responsible for such duties as assigned by the Founding President/President including and if so assigned, the oversight of all Committees of the Board of Directors and will regularly communicate with the Committee Chairs and provide guidance as needed. The Vice President shall be appointed by the Founding President/President and may only be removed by the Founding President/President.

Section 8. The Secretary. The Secretary shall: (a) ensure that the minutes of the Board of Directors' meetings are kept in one or more books or online databases provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the ANCA; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Founding President/President or by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from

any source whatsoever, including the deposit of 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 these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Founding President/President or by the Board of Directors.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 12. Compensation. Corporate officers may receive compensation for serving as officers and may receive reasonable compensation for other personal services rendered which are necessary to carrying out the Corporation's exempt purposes. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE VII
CONFLICTS OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers shall annually complete and sign the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

Section 3. Use of Information. No Officer or Director may use information gathered by the organization for their own personal use or decision making that is inconsistent with their role as a member of the Board. This includes information gathered relative to players and families contact information, financial information, tryouts, team information, and rosters.

ARTICLE VIII

COMMITTEES

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of two (2) or more Directors.

(a) Powers Reserved to the Board. Any committee, to the extent provided in the Board resolution, shall have and may exercise any of the Board's powers and authority, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any Board resolution; or (v) action on matters committed by the Bylaws or by Board resolution to another Board committee.

(b) Executive Committee. The Executive Committee shall consist of the Founding President/President, the Vice President, the Treasurer, the Secretary, the Elite Hockey Director, and the Development Hockey Director. The Executive Committee shall have such powers and duties, not inconsistent with subsection (a) hereof or any existing delegation of powers to a committee of Directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Additionally, the Executive Committee shall have and may exercise when the Board is not in session all of the Board's powers in the management of the Corporation's business and affairs other than the powers listed in subsection (a) hereof; provided, however, that all of the Executive Committee's actions shall be presented at the next Board meeting. The Executive Committee may go into executive session at the request of an Executive Committee member and with the approval of the Founding President/President.

(c) Participation by Non-Directors. A person who is not a Director may be appointed to any Board committee except the Executive Committee; provided, however, that such non-Director shall have no right to vote on any question that would create a binding corporate obligation.

(d) Removal; Board Authority. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular Board meeting.

(e) Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the Corporation's next annual meeting, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

(f) Committee Rules. Each committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure that are consistent with the Articles, the Bylaws and Board applicable resolutions.

Section 2. Advisory Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not Directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional members thereto. The members of any such committee shall serve at the Board's pleasure. Such advisory committees shall advise with and aid the officers and Directors of the Corporation in all matters designated by the Board. Each such committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure.

ARTICLE IX
MANDATORY INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or Proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA. Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE X
EMERGENCY BYLAWS

Section 1. Emergencies. Notwithstanding anything to the contrary herein, this Article X shall apply only in the event of an emergency, which is the limited period during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements herein:

(a) a natural catastrophe, including, but not limited to, a pandemic, hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;

(b) an attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) an act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(d) a state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

Section 2. Emergency Actions.

(a) In Anticipation of or During Emergency. In anticipation of or during an emergency, the Board may relocate the principal office or authorize the officers to do so.

(b) During Emergency. During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

(i) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed herein.

(ii) Deem that one or more officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

Section 3. Binding Effect. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a Director, officer, employee, or agent. All provisions of the regular Bylaws consistent with these Emergency Bylaws shall remain effective during the emergency.

ARTICLE XI
ARIZONA AMATEUR HOCKEY ASSOCIATION AND USA HOCKEY ASSOCIATION RULES

Section 1. Election of Arizona Amateur Hockey Association Representative(s). The Board shall be responsible for ensuring that the election of the Arizona Amateur Hockey Association ("AAHA") Representative(s) complies with all applicable requirements of AAHA and USA Hockey. The AAHA Representative(s) shall as act as liaison between the Corporation and AAHA.

Section 2. Relation to Board. Unless required by any rules of the AAHA, the AAHA Representative(s) may, but need not, be a member of the Board. An AAHA Representative who

is not otherwise elected as a voting Director on the Board shall be an ex-officio Director of the Corporation without voting rights during his or her term as the AAHA Representative. The AAHA Representative(s) shall report to the Board concerning activities by AAHA and shall represent the opinion of the Corporation's Board of Directors before AAHA.

Section 3. AAHA and USA Hockey Preeminence. The Corporation shall abide by and act in accordance with the Articles of Incorporation, Bylaws, published Policies and Procedures, Rules and Regulations, Playing Rules, and other decisions of the Board of Directors of AAHA and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Corporation. Further, the Corporation shall (i) assist AAHA in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules, and decisions of AAHA, to the extent they involve the Corporation's players and members and/or otherwise arise within the Corporation's jurisdiction; (ii) support, endorse, and implement the USA Hockey SafeSport Policy, Zero Tolerance, and other policies, decisions, or rules of USA Hockey; and (iii) agree to be guided by the following core values of USA Hockey and AAHA:

(a) Sportsmanship. Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. The Corporation will endeavor to foster friendship with teammates and opponents alike;

(b) Respect for the Individual. Treat all others as you expect to be treated;

(c) Integrity. The Corporation shall seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game;

(d) Pursuit of Excellence at the Individual, Team, and Organizational Levels. Each person involved in any capacity with the Corporation, whether as a member, player volunteer, staff, etc. should seek to perform each aspect of the game to the highest level of his or her ability;

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

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

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

Section 4. AAHA Mandatory Indemnity. The Corporation shall indemnify and hold harmless AAHA, the Board of Directors of AAHA and each member thereof, the Executive Committee of AAHA and each member thereof (if any), councils and committees of AAHA and each member thereof, and all elected, appointed, employed, or volunteer representatives of AAHA from any and all claims, liability, judgements, costs, attorneys' fees, charges, and expenses whatsoever, arising from acts or omissions of the Corporation, except to the extent that

(i) AAHA or its representatives caused such claims, liability, judgements, costs, attorneys' fees, charges, or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of the Corporation's good faith attempt to comply with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules, or decisions of the Board of Directors of AAHA. Further, the Corporation understands and acknowledges that AAHA and its afore described representatives have assumed such assignment, function, office, or capacity upon the express understanding, agreement, and condition that they be so indemnified and held harmless to the extent described in these Bylaws.

Section 5. Additional AAHA Rules and Principles. In addition to the foregoing, the Corporation understands and agrees that its organization, structure, policies, Bylaws, and/or operation shall reflect, and shall not violate, the following principles as set forth in more detail within Article III of the AAHA sub-affiliate agreement, if any: Membership; Government; Voting; Annual Meetings; Financials Reports/ Dues and Assessments; Publication of Constitution and Bylaws; Equal Opportunity; Grievance/Suspension Resolution; Insurance; 501(c)(3) Status; Abuse; and Adoption.

Section 6. Interpretation. In the event of any disputes in interpretation, these Bylaws shall at time be interpreted in conformance with the rules of AAHA and USA Hockey

ARTICLE XII
MISCELLANEOUS

Section 1. Fiscal Year. The Corporation's fiscal year shall end on June 30 each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. The Founding President/President, Vice President, and Treasurer shall have authority to sign, execute and acknowledge on the Corporation's behalf, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by Board resolution. Except as otherwise provided by the ANCA or directed by the Board, the Founding President/President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation.

Section 4. Loans. No amounts of money shall be borrowed on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a Board resolution. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board may select.

ARTICLE XIII
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a super majority (66%) of the Directors then in office at any regular or special meeting thereof, provided, however, that Article VI, Sections 4 and 6(a) may be amended only with the informed written consent of Lyndsey Fry, as the Founding President of the Corporation. After the death, incapacitation, or earlier resignation of Lyndsey Fry, the above referenced Sections may be amended upon an affirmative vote of 66% or more of the Directors then serving.

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Certified a true and correct copy of the Bylaws adopted on October 23rd, 2026, by the Board of Girls Hockey Arizona.

Becky Farrell Secretary