

BYLAWS OF THE FREDERICK YOUTH HOCKEY ASSOCIATION, INC.

Updated February 10, 2025

ARTICLE I. NAME, POWERS AND PRINCIPAL OFFICE

Section 1.01. The name of the Corporation is the Frederick Youth Hockey Association, Inc. (hereinafter referred to as "FYHA"), a nonprofit Corporation incorporated in the State of Maryland.

Section 1.02. All powers of the FYHA shall be vested in the Board of Directors (hereinafter referred to as the "Board").

Section 1.03. The principal office of the FYHA shall be located in Frederick County, Maryland, or at such place in the State of Maryland as the Board shall designate. FYHA may have such other offices as the BOARD may designate or as the business of the club may require.

ARTICLE II. PURPOSE AND OBJECTIVE

Section 2.01. The FYHA is organized and shall be operated exclusively for charitable and educational purposes as may qualify it for tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Federal tax laws (hereinafter referred to as the "Code").

Section 2.02. Notwithstanding any provision of these bylaws, or the laws of the State of Maryland governing FYHA or pertaining to it, FYHA shall only carry on activities permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c), 2055 and 2522 of the Code.

Section 2.03. The mission of FYHA is to foster the growth and development of young athletes through the power of ice hockey, instilling values of teamwork, discipline, and sportsmanship. We strive to provide a safe and inclusive environment that promotes skill development, personal growth, and a lifelong love for the game and friendships. By emphasizing both individual and collective achievements, we aim to empower our players to become resilient, confident, and respectful members of the community. FYHA shall exemplify the principles and philosophies of USA Hockey.

Section 2.04. The FYHA shall have in the furtherance of the foregoing purposes and objectives all of the powers conferred upon non-stock corporations organized pursuant to the provisions of the general laws of the State of Maryland.

ARTICLE III. MEMBERSHIP

Section 3.01. FYHA shall have five classes of membership. Membership in the FYHA is open to individuals who meet specific eligibility criteria and agree to abide by the organization's rules and regulations. Members may have varying levels of privileges, including voting rights, eligibility for leadership positions, and access to specific resources and benefits.

Membership types include:

1. Primary: the qualifications and eligibility for Primary Membership shall be any parent or legal guardian of any player member who has registered for the regular season and has paid the applicable membership dues in accordance with the terms established by the Board. Primary members are voting members, with one vote per player rostered.
2. Affiliate: the qualifications and eligibility for Affiliate Membership shall be any coach who is not otherwise a Member. Affiliate members may not vote.
3. Player: any player rostered on a team during the regular season who has paid the applicable membership dues in accordance with the terms established by the Board. Player members may not vote.
4. Volunteers: individuals that wish to assist and help with activities for the FYHA and are approved by the BOARD and are not otherwise members. Volunteers may not hold office without prior approval of the BOARD. In addition, volunteers may not vote.
5. Alumni: any parent or legal guardian of any youth who played a minimum of one full season of hockey for the FYHA, paid the applicable membership dues, in accordance with the terms as established by the BOARD, and is in good standing with (i) the FYHA; (ii) USA Hockey, the Potomac Valley Amateur Hockey Association ("PVAHA"), the Chesapeake Bay Hockey League ("CBHL"), Atlantic Hockey Federation ("AHF"), and their respective successors and assignees; and (iii) the rules of any subsequent or additional youth hockey league in which the FYHA participates. Alumni are non-voting members who may not hold office without prior BOARD approval.

Section 3.02. Resignation/Departure. Any active member may resign by signing a written resignation and submitting to the President, Hockey Director, and the Secretary; provided however, that refunds, if any, shall only be permitted if such requests are submitted to the BOARD or its designee in compliance with bylaws section 3.10 . Resignations may be accepted in electronic format.

Section 3.03. Suspension/Expulsion. Each member shall comply with and adhere to (i) the bylaws, rules and other policies of the FYHA; (ii) the bylaws, rules, and other policies of USA Hockey, the PVAHA, the CBHL, the AHF, and their respective successors and assignees; and (iii), the rules of any subsequent or additional youth hockey league in which the FYHA participates. Membership in the club may be suspended or terminated by the BOARD for cause. The term "cause" shall refer to any violation of:

1. The bylaws and/or rules and/or policies of the FYHA;
2. The bylaws, rules, and/or other policies of USA Hockey, the PVAHA, the CBHL, the AHF, or their respective assigns;
3. The rules of any subsequent or additional youth hockey league in which FYHA participates; and,
4. The Board may suspend a non-player member for conduct, which, in the sole opinion of the Board, is prejudicial to the best interests of the FYHA. Prior to any suspension of a member, the Board may, in its sole and absolute discretion, refer the matter to the Disciplinary Committee

which shall handle the matter as the Board's designee or the Board may choose to address the matter itself. If the latter, then the Board shall: provide written notification to the member of the charges made against that member by electronic communication, registered or certified U.S. mail, postage prepaid, return receipt requested, or by FedEx (or comparable overnight delivery service). Upon affirmative vote of two-thirds (2/3) of the directors present at a meeting of the Board, the member shall be suspended if referred to the Disciplinary Committee, then the Disciplinary Committee's decision may be appealed by written request within thirty (30) days of the hearing date to the entire Board. If suspended, the member shall forfeit all rights and privileges as a member for the duration of the suspension and shall not be entitled to a refund of any fees due or previously paid.

5. The Board may expel a non-player member for conduct, which, in the sole opinion of the Board, is prejudicial to the best interests of the FYHA. The Board shall: provide written notification to the member of the charges made against that member by electronic communication, registered or certified U.S. mail, postage prepaid, return receipt requested, or by FedEx (or comparable overnight delivery service). Upon affirmative vote of two-thirds (2/3) of the directors present at a meeting of the Board, the member shall be expelled. If expelled, the member shall permanently forfeit all rights and privileges as a member and shall not be entitled to a refund of any fees due or previously paid.
6. Reinstatement. A member who has been suspended or expelled may petition the Board for reinstatement. The Board shall consider such petition and may, in its sole discretion, reinstate the member upon such terms and conditions as the Board may deem appropriate. Factors the Board may consider include, but are not limited to, the seriousness of the violation, the member's conduct during the suspension or expulsion, and the member's willingness to comply with the FYHA's bylaws, rules, and policies.

Section 3.04. Good Standing. Membership in good standing will be based upon the completion of registration, payment in full of the applicable fees, and compliance with (i) the bylaws and rules of the FYHA; (ii) the bylaws, rules and other policies of USA Hockey, the PVAHA, the CBHL, the AHF, or their respective successors and assignees; and (iii) the rules of any subsequent or additional youth hockey league in which the FYHA participates.

Section 3.05. Dues. The Board shall prescribe the amount and manner of imposing and collecting any dues, assessments, initiation fees, other fees, fines, and/or penalties.

Section 3.06. Hardships. The Board or its designee, the Board may, in its sole and absolute discretion, grant a reduction of fees for any person desiring and eligible to become a player member who exhibits special needs or hardships.

Section 3.07. Finance Charges. The Board, in its sole discretion, may charge finance and/or service charges to the maximum amount permitted by law on all unpaid fees that are due and owing to FYHA. In

addition, the Board may also charge fees to that maximum amount permitted by law as related to returned checks and collection efforts, including legal fees.

Section 3.08. Special Payments. All requests for special payments outside of approved club payment policy of fees shall be made to the President and Treasurer, at a minimum.

Section 3.09. Special Assessments. In the event of a shortfall of funds necessary for FYHA to meet its regular financial obligations, the Board may authorize a special assessment by a vote of two-thirds (2/3) of the members of the Board.

Section 3.10. Refunds. Unless the Board determines and rules otherwise, there shall be no refund of fees paid by any member to the FYHA. In these cases, the member should submit a written refund request to the Board. The Board will review the refund request.

Section 3.11. Delinquent Accounts. All fees are payable on a date determined by the Board and in accordance with the established payment plan. Any member who is in arrears in fees will be so notified by the Treasurer. Such notice shall state the amount owed, that the rights of such member have been suspended pending receipt in full, and such member's rights to membership may be canceled if payment in full has not been received within seven (7) days of the date of such notice unless other acceptable arrangements are made with the Treasurer to satisfy the delinquent account within seven (7) days of the date of notice.

Section 3.12. Date of Record for Members. For the purpose of determining the members entitled to notice or to vote at any meeting of members or adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or purpose of any other action, the Board may fix, in advance, a date as the record date for any such determination of members. Any such record date shall not be more than sixty (60) days and not less than ten (10) days before the date of such meeting or such consent or dissent or action by the members, as the case may be.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01. Function and Definitions. The affairs of the FYHA shall be managed by a governing Board of Directors.

Section 4.02. Qualifications and Number.

1. The Board shall consist of a minimum of one person, which is the number of initial directors fixed in the Articles of Incorporation, and which shall be the fixed number of directors until a full Board is elected pursuant to these Bylaws and Maryland law. Thereafter, the full Board of the FYHA shall consist of not less than one (1), but not more than thirteen (13) directors.
2. The number of directors may be increased or decreased from time to time by majority vote of the Board provided, however, that any decrease in the number of directors shall not have the effect of shortening the term of any incumbent director or permitting less than the

minimum number of directors allowed under the general laws of the State of Maryland.

3. Each Board member shall be a natural person being at least eighteen (18) years of age. A Board member shall be a duly elected member in good standing with the FYHA as voted by the general membership unless a majority of the Board shall provide otherwise or as in accordance with section 3.01.
4. Any Board member with a player who participates in another Tier II youth hockey program must receive unanimous approval from the Board to begin or continue serving on the Board of Directors.
5. Each player member/family may only have one representative on the Board of Directors.
6. No immediate family member of employees/contractors may sit on the Board of Directors.

Section 4.03. Election. The Vice President shall appoint an Election Committee of at least two (2) Board members prior to April 1 of each year. The Election Committee shall be responsible for soliciting and vetting potential Board candidates as well as administering the election.

1. Persons determined to have been qualified by the Election Committee shall be included on the ballot for election of directors. The following criteria will be used to evaluate potential candidates:
 - a. The candidate must be a Primary member in good standing in accordance with section 3.01 and section 3.04. In no instance shall the Elections Committee approve for nomination an individual who is not a member in good standing.
 - b. The candidate should have been a member of the club for at least one season based upon the expected date that the candidate might assume a Board position, if elected.
 - c. The candidate must have served the club, or another USA Hockey sanctioned program, in a volunteer position for at least one year, or must provide professional expertise that amply qualifies the candidate to capably serve and fulfill the director role and duties.
 - d. In instances that Board applicants are not recommended to the Board for inclusion on the official ballot, the applicant may, after written notice provided in a timely manner but no later than 7 days in advance of the impending election or as otherwise provided by the Board, appeal the Election Committee decision to the Board. The Election Committee provide a summary of the contested application to the Board of Directors within 48 hours and the basis for their decision. The Board will, in closed session, discuss and reach a final decision by majority vote on the application and that decision should be final with no further rights or abilities for appeal. The nominee will receive notice within 48 hours of the board meeting on the final decision.

2. Head Coaches are permitted to serve on the Board but must recuse themselves from any votes that would be considered a conflict of interest as determined by the remaining non-coach Board members. No more than 25% or 1/4 of the sitting Board shall be Head Coaches.
3. The Board has the right to revise the election dates and/or calendar as deemed necessary and/or in the best interest of the FYHA.
4. The Election Committee, which is led by the Vice Chair or its designee, will be responsible for the following:
 - a. Soliciting applications and then performing the necessary review and due diligence on all applicants in order to reach a decision on the applicants recommended to the Board for inclusion on the ballot.
 - b. Providing notification to the candidates and the Board as to those nominees that will be included on the upcoming election ballot.
 - c. Administering the annual director elections which will take place no later than the end of May and certifying and announcing the results of the election to the Board no later than the June Board meeting.

Section 4.04. Elected Term.

1. Elected directors shall serve staggered two (2) year terms with approximately one-half (1/2) of the directors' terms expiring every year, except to the extent permitted under these bylaws or Maryland law.
2. The term shall commence and terminate to coincide with the fiscal year of FYHA, as defined in Article IX of the bylaws, except for team representatives, whose term is defined below.
3. Any director appointed by the Board for a partial term shall stand for election at the next election following such director's appointment. If a director is appointed by the Board to finish a partial term, the term of the director shall begin at the Board meeting following such director's appointment.

Section 4.05. Vacancies

1. Any vacancies on the Board, including any unfilled vacancies resulting from the removal of one or more of the directors by the members, or resignation of one or more directors, may be filled by the affirmative vote of a majority of the then remaining directors.

Section 4.06. The Board shall appoint the following positions with a simple majority vote and reserve the right to remove any of the appointees for any reason with a simple majority vote:

1. Treasurer. A Treasurer shall be appointed for a three (3) year term or as directed by the Board by a simple majority vote. The Treasurer may be a sitting Board member.

2. Scheduler. One or more Scheduler(s) shall be appointed for a three (3) year term or as directed by the Board by a simple majority vote. The Scheduler(s) may be a sitting Board member.
3. Executive Manager. An Executive Manager shall be appointed for a three (3) year term or as directed by the Board by a simple majority vote. The Executive Manager may be a sitting Board member.
4. Registrar. A Registrar shall be appointed for a three (3) year term or as directed by the Board by a simple majority vote. The Registrar may be a sitting Board member.
5. Equipment Manager. An Equipment Manager shall be appointed for a three (3) year term or as directed by the Board by a simple majority vote. The equipment manager may be a sitting Board member.
6. Hockey Director. The Hockey Director will be selected and serve in accordance with the Hockey Director contract. The Hockey Director shall not be a member of the Board of Directors.
7. Associate Directors of Hockey. The Associate Directors will be selected by the Hockey Director and approved by the Board. The Associate Director(s) will serve in accordance with associated contracts. Associate Director(s) shall not be a member of the Board of Directors.

Section 4.07. Expectations of a Board Member include:

1. Attend board meetings and other league events consistently.
2. Participate actively in board discussions and vote on important decisions.
3. Adhere to the highest ethical and confidentiality standards and avoid conflicts of interest.
4. Assist with fundraising efforts to support the organization's programs and initiatives.
5. Be willing to volunteer your time for various activities, such tryouts, clinics, and other annual events.
6. Contribute ideas and insights to improve the organization's operations and programs.
7. Communicate effectively and respectfully with others.

Section 4.08. Responsibilities of the Board. The Board shall be responsible for the management and administration of the affairs of the FYHA, which includes but are not limited to the following:

1. Deciding policy and operating rules and procedures.

2. Developing and approving all yearly and projected directions, goals, budgets and fiscal policies.
3. Initiating, approving and implementing fundraising strategies.
4. Approving all annual reports.
5. Approving financial and contractual agreements except for those in accordance with deferred payment plans as approved by the President and Treasurer.
6. Implementing other measures as the Board deems proper and expedient to promote the objectives of the FYHA and to best protect the interest and welfare of its members.

Section 4.09. Board of Directors Meetings.

1. Time. Meetings shall be held at a time scheduled by the Board. Meeting information must be posted for the general membership to find.
2. Place. Meetings shall be held at such place within or outside the State of Maryland as shall be identified by the Board. Each meeting may be conducted by means of electronic communication as permitted by law.
3. Call. No call shall be required for regular or special meetings for which the time and place have been fixed. Special Board meetings may be called by the President, if any, the Vice President, if any, or by a majority of the directors.
4. Notice or Actual Constructive Waiver of Notice. No notice shall be required for regular or annual meetings of the Board for which time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of any meeting need not specify the business to be transacted or the purpose of the meeting. Notice of any adjournment of a meeting of the Board to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to the other directors. Any requirement or furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting. A director's attendance at any meeting shall constitute a waiver of notice of such meeting, except such attendance at a meeting by such director for the purpose of objection to the transaction of business because the meeting is not lawfully called or convened.
5. Quorum and Action. A quorum is 51% of the current Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the general laws of the State of Maryland, the Articles of Incorporation, or these bylaws, the vote of a majority of the directors present at the time of the vote if a quorum is present at such time, shall constitute the act of the Board.

6. Non-Member Guests. If approved by a simple majority of the Board, any non-member representatives may be invited to attend the FYHA Board meetings and provide information as requested by the Board.
7. Voting. At any meeting of the Board, each director present shall be entitled to one vote. Voting actions may be conducted in a method to allow for anonymity. Any action required to be taken at any meeting of the Board or of any committee may be taken without a meeting if a quorum of the Board or committee, as the case may be consented thereto in writing, and such consents are documented in the minutes. Voting may be conducted by electronic communication to the extent permitted by law.
8. Chairman of the Meeting. The President, if any, and if present and acting, shall preside at all meetings. Otherwise, the Vice President, if present and acting, or any other director chosen by the Board shall preside.

Section 4.10. Failure to Perform Duties. If a Board member cannot regularly attend the monthly meeting, or otherwise fails to perform any of the expectations identified in section 4.07, one's office may be declared vacant by the affirmative vote of a majority of the Board.

Section 4.11. Removal of Directors. Any or all of the directors may be removed, with or without cause, at a special meeting of the members expressly called for that purpose, by a vote of which would suffice for the election of directors, or with cause by a majority vote of the Board. At the same meeting, of any adjourned meeting, the members, or the Board, may by a plurality of the votes cast at any such duly organized meeting, fill the vacancy or vacancies resulting from any removal.

Section 4.12. The Board of Directors, by resolution adopted by a majority of the full Board, may designate from their number two or more directors to constitute an Executive Committee and other committees, each of which to the extent provided in the resolution designation it shall have and exercise the authority of the Board with the exception of any matters which are required to be submitted to the members for their approval.

Section 4.13. Other Committees. Other committees not having and exercising the authority of the Board in the management of the affairs of the FYHA as aforesaid may be designated and appointed by approved resolution or resolutions or the affirmation of the Board. The committee designation resolution shall include review, termination and sunset clause language.

Section 4.14. Written Action. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing or electronic media, setting forth the action to be taken, shall be approved by a majority of the full Board after publication to all directors.

Section 4.15. Compensation. No compensation shall be paid to directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular special meeting of the Board may be authorized. Nothing herein shall be construed to preclude any director from serving the club in any other capacity.

Section 4.16. Presumption of Assent.

1. After a board meeting, all Board members shall have 7-days to file comments in either support or opposition to an issue considered at a Board meeting. Comments shall be filed with the Secretary by either written or electronic means. The Secretary shall insure the publication to the remaining Board members within 48-hours of the comments being filed. Comments shall be included in the minutes of the meeting but noted as filed as an addendum. If a conflict arises with submitting the information to the Secretary, comments shall be filed with the President.
2. A member of the Board or of any committee designated by the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or reports made to FYHA by any of its officers, or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board or by any such committee, or in relying in good faith upon other records of the FYHA.

ARTICLE V. OFFICERS

Section 5.01. Election or Appointment. The Board of Directors shall elect or appoint a President, Vice President, and Secretary, and such other executive, managerial, fiscal and assistant officers as it deems necessary for the FYHA. Assistant officers may be appointed or chosen in such manner as the Board shall determine. The officers of the FYHA may be designated by such other titles as permitted by the provisions of the general laws of the State of Maryland and as may be determined by the Board. Any two or more offices may be held by the same person, provided, however, that the same person may not concurrently hold the office of President and Vice President.

Section 5.02. Term. Unless otherwise provided in the resolution of election or appointment or other instrument choosing or appointing any officer, each officer shall hold office until the end of the their designated term as director and until his/her successor has been elected, appointed, chosen and qualified.

Section 5.03. Powers.

1. President. The President shall have direct charge of the management of the business operations of the FYHA, subject to the general control of the Board. He or she shall have custody of the corporate seal of the FYHA and shall have the authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature. However, the President or the Board may give general authority to any other officer to affix the seal of the FYHA and to attest to the affixing by signature. The President shall execute bonds, mortgages, and other contracts requiring the seal of the FYHA, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board or the President to some other officer or agent of FYHA.

2. Vice President. The Vice President (VP) shall perform the duties as assigned by the Board and the President. In the absence of the President, the VP shall have the authority to act as President on matters as delegated by the President. The VP acts as the chair of the Elections Committee, unless the member is up for election. In this case, the VP would appoint a member of BOARD as the chair of the Elections Committee as a replacement.
3. Secretary. The Secretary shall: Keep the minutes of the proceedings of the members, the Board and committees of the Board in one or more books provided for that purpose; See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; Be the custodian of the corporate records; Keep a register of the post office address, phone numbers and electronic mail address of each member which shall be furnished to the Secretary by each member or the FYHA Registrar; and, Chair, or appoint a chair, of the Communications Committee; In general perform whatever other duties as may be assigned to him or her by the President or the Board.
4. Other Officers. The FYHA may have such other officers as may be deemed necessary by the Board, each of whom shall have such duties as may be determined by resolution of the Board. Officers shall also have any additional powers and duties defined in the resolution or instrument electing, appointing, or choosing them, as the case may be.

Section 5.04. Removal. The Board may remove by a majority vote of the full Board, any officer or Board member whenever, with cause and in its judgment, the best interests of the FYHA will be served.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term. The President may appoint individuals to fill vacancies on an interim basis. Interim appointments made by the President are subject to confirmation by the Board at their next regular meeting or special meeting. The President shall file in writing the nature of any interim appointments with the Secretary of the FYHA within 48 hours of making such appointment.

Section 5.06. Resignation. An officer may resign at any time by delivering notice to the club. A resignation is effective when the notice is delivered unless the notice specifies a later date. If the resignation is made effective at a later date, the BOARD must approve the later date by a majority vote . The BOARD may fill the pending vacancy before the effective date if the successor does not take office until the effective date.

ARTICLE VI. BOOKS AND RECORDS/REGISTERED OFFICE AND AGENT.

Section 6.01. FYHA shall:

1. Keep correct and complete books and records of accounts;
2. Keep minutes of the proceedings of the members, the Board, and of any committee having the authority of the Board;

3. Keep its registered office or principal office in the State of Maryland a record of the names and addresses of all members.

Section 6.02. Such account records shall be audited by a qualified independent agency as required by law and may be reviewed by a member at any time. Requests for review by a member shall be made in writing or electronic medium to an officer of the FYHA. An FYHA officer will comply with the request for review by a member within ten business days of the official request.

Section 6.03. The address of the initial registered office of the FYHA and the name of the registered agent of the FYHA are set forth in the Articles of Incorporation.

ARTICLE VII. PROHIBITED ACTIVITIES.

Section 7.01. Notwithstanding any other provision of these bylaws, the Articles of Incorporation or the laws of the State of Maryland governing the FYHA or pertaining to it, FYHA shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Code of 1986 and exempt from taxation under section 501(a) of the Code.

Section 7.02. Net Earnings. No part of the net earnings of the FYHA shall benefit, or be distributed to its directors, members, officers, trustees (if any) or other private persons, except that the FYHA shall have the authority to pay reasonable compensation for services actually rendered to or for the FYHA in furtherance of its purposes as set forth in the bylaws hereof and to reimburse persons for out-of-pocket expenses incurred on behalf of the FYHA.

Section 7.03. Political Activities. No part of the activities of the FYHA shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted in section 501(h) of the Code. FYHA shall not participate in, or intervene in (including the publication or distribution of statements), any political campaigning on behalf of or in opposition to any candidate for public office.

Section 7.04. Loans and Guarantees. FYHA shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, provided however, that the FYHA may advance money to a director or officer of the FYHA for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses.

Section 7.05. Self-Dealing Transaction. Except as provided in this subsection, the Board shall not approve self-dealing transactions. A self-dealing transaction is:

1. One to which the FYHA is a party and in which one or more of the directors has a material financial interest, or
2. A transaction between the FYHA and one or more of the directors.
3. The Board may approve a self-dealing transaction if it determines that the transaction is in the best interest of the FYHA, is fair and reasonable and after reasonable investigation, reaches the

conclusion that the FYHA could not have obtained a more advantageous arrangement with reasonable effort. Such determinations must be made by the Board in good faith with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office (determined as if the position or positions of the interested director or directors were vacant), without counting the vote or votes of the interested director or directors.

ARTICLE VIII. CONTRACTS AND ACCOUNTS.

Section 8.01. Contracts, Checks, Notes, Bank Accounts, Other. All contracts and agreements authorized by the Board, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall be signed by the President or the Treasurer, or such officer or officers or employee or employees as the Board or the President may from time-to-time designate. Any transactions that exceed the value of \$500.00 shall require written authorization from the President.

Section 8.02. The President, or any other officer or employee so authorized by the President or the Board, may enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of FYHA, and such authority may be general or confined to specific instances. Unless authorized to do so by these bylaws or by the Board, no officer, agent or employee shall have any power or authority to bind FYHA by any contract or engagement, to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

Section 8.03. Deposits. All funds of the FYHA not otherwise employed shall be deposited from time-to-time to the credit of FYHA as the Board or President shall direct, in such Federally insured banks, trust companies, or other depositories as the Board or the President may select or as may be selected by any officer or officers or agent or agents of FYHA to whom power in that respect shall have been delegated by the Board or the President. For the purpose of deposit, and for the purpose of collection for the account of FYHA, checks, drafts and other orders for the payment of money that are payable to the order of FYHA may be endorsed, assigned, and delivered by any office or agent of the FYHA.

Section 8.04. General and Special Bank Accounts. The Board of Directors may from time-to-time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board or the President may select, or as may be selected by any officer or officers, agent or agents of FYHA to whom power in that respect shall have been delegated by the Board or President. The Board or President may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as it may deem expedient.

Section 8.05. The Board may direct the establishment of a specific fund to be utilized for specific improvements for the program including any independent or joint projects.

Section 8.06. Insurance. The Board will maintain adequate liability and officer insurance as selected by the BOARD after consultation with an outside insurance professional recommended by the President, Treasurer or Board.

Section 8.07. Loans. No loans shall be contracted on behalf of the FYHA and no evidences of indebtedness shall be issued in its name without express authorization by the Board.

Section 8.08. Gifts. The Board may approve the acceptance of any contribution, donation, gift, or bequest on behalf of FYHA

ARTICLE IX. STAFF.

Section 9.01. Staff. The Board may hire salaried employees and/or consultants as it deems necessary.

ARTICLE X. CORPORATE SEAL/NAME AND LOGO USE.

Section 10.01. Corporate Seal. The corporate seal, if any, shall be in any such form as the Board prescribes.

Section 10.02. The names "Frederick Youth Hockey Association," "Frederick Freeze," "Freeze," "Frederick Polar Bears," and "Polar Bears," are the express property of the Frederick Youth Hockey Association (FYHA), and may not be used by any entity without the express written consent of the FYHA Board of Directors.

Section 10.03. The FYHA has adopted official logos for the exclusive use of FYHA teams . These logos are the express property of the FYHA, and may not be used by any entity without the express written consent of, at minimum, the President.

Section 10.04. Any commercial use of any names or logos associated with the FYHA, except for those specifically approved by the FYHA Board of Directors to support the operation of the FYHA, is strictly prohibited.

ARTICLE XI. CERTIFICATES OF MEMBERSHIP.

Section 11.01. Certificates for Membership. Certificates of Membership are not required to be issued to members of the club.

Section 11.02. Transfer of Membership. The transfer of memberships shall not be permitted except upon resolution of the Board and in accordance with the Chesapeake Bay Hockey League (CBHL) Atlantic Hockey Federation (AHF), or any other applicable leagues rules and regulations.

ARTICLE XII. FISCAL YEAR.

Section 12.01. The fiscal year of the FYHA shall be July 1 through June 30 and shall be subject to change by the Board.

ARTICLE XIII. AMENDMENTS TO ARTICLES OF INCORPORATION.

Section 13.01. The Articles of Incorporation may be amended after they have been discussed at a Board meeting and approved by an affirmative vote of two-thirds (2/3) of the entire Board.

ARTICLE XIV. DISSOLUTION OF FYHA.

Section 14.01. Should it become necessary to dissolve FYHA, a special Board meeting shall be called to adopt such a resolution and dissolution shall proceed in accordance with the Articles of Incorporation and the laws of the State of Maryland.

ARTICLE XV. INDEMNIFICATION.

Section 15.01. Indemnification. FYHA shall indemnify every director and officer, any former director or officer, and any agent or agents acting under authority of the FYHA and the Board, against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon any director or officer in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding if approved by the Board) to which the director or officer may be made a party by reason of being or having been a director or officer of the FYHA regardless of whether her or she is a director or officer at the time such expenses are incurred.

Section 15.02. To the maximum extent permitted by Maryland law in effect from time to time, the FYHA, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall indemnify and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to any individual who is a present or former director or officer of the FYHA. FYHA may, with the approval of its Board, provide indemnification and advancement of expenses to any individual who is a present or former employee or agent of the FYHA.

Section 15.03. Neither the amendment nor the repeal of this section, nor the adoption or amendment of any other provisions of the bylaws, or charter of the FYHA, inconsistent with this section, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to the amendment, repeal, or adoption.

ARTICLE XVI. CONTROL OVER BYLAWS.

Section 16.01. The initial bylaws shall be adopted by the initial Board at its organizational meeting. Thereafter, the power to amend or repeal the bylaws and to adopt new bylaws shall be vested with the Board.

Section 16.02. The bylaws shall be reviewed every two (2) years or as needed.

Section 16.03. Current revision date is November 4, 2024.