

# BYLAWS

## OF

### ADHL HOCKEY

#### ARTICLE I Organization

Section 1. Preamble. **Arizona Development Hockey League Hockey** ("ADHL" or "ADHL Hockey" or the "Corporation") is composed of hockey players, their parents, coaching staff and other members participating in the sport of hockey through practice sessions, both on and off ice, as well as games. Hockey players in Arizona, their parents, or other interested persons may become members of this club through qualification and registration into ADHL Hockey. ADHL Hockey will abide by the rules and regulations as stipulated by USA Hockey ("USAH").

Section 2. Mission Statement The mission of ADHL Hockey is to provide advanced level coaching to players who have already mastered the basic skills for their level of play. ADHL Hockey focuses on the continued development of hockey players by teaching them system play, positioning, situational awareness, transitioning, and other advanced hockey training. To accomplish these goals, ADHL Hockey strives to provide an environment that fosters commitment, sportsmanship, a pursuit of excellence, scholarship, respect for others and self, personal integrity, leadership, enjoyment in the experience for the participants, loyalty and teamwork. The goal is to give the players the ability to develop to their full potential, while having fun and being competitive. ADHL Hockey shall run teams at one or more levels, with one or two teams at each level, depending on the number of interested players in a given year. The ADHL Board, in consultation with the President of ADHL, may determine how many players to field for each level and for each team. All ADHL players shall abide by the same bylaws under the authority of the ADHL Board. All ADHL players and a legal parent or guardian shall agree to sign and abide by the ADHL Code of Conduct Contracts before the season starts.

Section 3. Purpose of the Bylaws. These bylaws are a binding agreement of all parents and players upon joining ADHL Hockey and remain as the guideline of responsibilities, method of acting within ADHL and rules of conduct. When parents or players join ADHL Hockey, they have accepted the rules and guidelines set forth. If changes are desired for the betterment of ADHL Hockey, they must follow the procedure described within this document. The purpose of the bylaws is to document the rules and regulations of ADHL Hockey so that each member of the ADHL Hockey understands their responsibilities and rights.

## ARTICLE II

### Offices

Section 1. Principal Office. ADHL Hockey may have such offices, within the State of Arizona (sometimes referred to herein as the "State"), as may be designated from time to time by resolution of the Board of Directors of the Corporation (sometimes referred to herein as the "Board" or the "Board of Directors"), one of which may be designated as the principal office.

Section 2. 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 identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona nonprofit corporation act, as amended (the "ANCA").

## ARTICLE III

### Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number of Directors.

(a) The number of directors shall be as determined by the Board of Directors from time to time, but in no event shall the number be less than one (1) nor more than eight (8). No amendment of this section shall reduce the number of directors to less than the number required by the ANCA, which at the time of adoption of these bylaws (the "Bylaws") is one (1).

(b) An election of Officers who will serve as the Directors of the Board will be held annually in October. The Officers that may be elected are President, Vice President, Secretary, Treasurer, Director of Hockey Operations and Director of Player Development. The term of office shall be for one (1) year. One person may hold only one of the officer positions of President, Vice President, and Secretary, but a President, Vice-President or Secretary may serve simultaneously as the Treasurer, Director of Hockey Operations or Director of Player development, however, they are limited to one vote per person regardless of how many positions they serve simultaneously.

(c) Vote allocation. In compliance with IRS regulations, no more than 49% of the voting members of the board of directors may be related by blood and/or marriage. In the event of related persons comprising more than 49% of the board of directors, they are permitted to remain on the board providing their combined number of votes does not exceed 49% of the total votes.

Section 3. Election and Term.

(a) Eligible Voters. Those eligible to vote for the Board of Directors/Officers are all legal parents or guardians of a current eligible player ("Eligible Voters"). Only one vote per player. Eligibility is defined as 1) in good standing with ADHL Hockey, the AAHA and USA Hockey, 2) free of disciplinary action, and 3) current with their ADHL Payment Plan. All binding votes for the Board of Directors/Officers will consist of a simple majority of Eligible Voters present, providing there is a quorum. A quorum shall be defined as one half of the current eligible players in ADHL.

(b) Method of Election. Directors/Officers shall be elected in the fall by the affirmative vote of a majority of the Eligible Voters. Those wishing to seek an office shall submit their name to the nominations committee, chaired by the Vice President two (2) weeks prior to the annual Fall Election for voting by Eligible Voters. Each nominee may submit in writing why they think they should be considered for the office. Other members of the body may submit in writing references in favor of a nominee. All elections of the Board of Directors/Officers will be held by secret ballot with the counting of the ballots made by the current outgoing Secretary and/or Treasurer.

(c) Term of Office. Directors shall hold office from the close of the annual meeting of the Board of Directors for a term of one (1) year, or until their successors have been elected and qualified.

Section 4. Resignation and Removal. A director may resign at any time by filing a written resignation with the Board, its presiding officer, or the Corporation. A Director may be removed from office with or without cause by the unanimous vote of the remaining Directors of this Corporation either at a Regular meeting, or at any Special meeting called for that purpose.

Section 5. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, such vacancy may be filled by the Board of Directors, or an individual may be appointed by the Board of Directors, for the remainder of the term applicable to such vacancy. A director elected to fill a vacancy shall serve until a successor is duly elected and qualified.

Section 6. Annual Meeting. The Board of Directors shall hold an annual meeting to be held in the month of September each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the Fall Election.

Section 7. Regular Meetings. The Board of Directors may provide by resolution for regular meetings of the Board, 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 8. Team Parent Meetings. The ADHL Board shall schedule Team Parent Meetings when appropriate during the regular season (August through March) in addition to the Fall Election and Fall Registration meetings. All team meetings are scheduled by an ADHL Board member.

Section 9. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President or Secretary, and shall be called by the Secretary on the written request of a majority of the directors then in office.

Section 10. Meetings Format. All team meetings (Regular, Team Parent or Special) will be conducted using the following order of business when possible as follows:

The reading and approval of the minutes of the last meetings.

The reading of the Treasurer's report.

Reports of the regular committees.

Reports of the special committees.

Old Business.

New Business.

Discussion takes place after a motion is made and seconded. After a call to vote on the motion, a vote is taken. It is the President's responsibility to control the meeting so that only one topic at a time is being discussed.

#### Section 11. Meetings By Telephone or Other Communication Technology.

(a) Any or all Directors/Officers may participate in a Regular, Team Parent or Special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating Directors/Officers may simultaneously hear each other during the meeting.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors/Officers shall be informed that a meeting is taking place at which official business may be transacted. A Director/Officer participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

#### Section 12. Notice and Waiver of Notice.

(a) Notice of Regular or Team Parent Meetings. Notice of ADHL Regular or Team Parent meetings will be given at least seven (7) days written notice, including where, when and why with no other business transacted. A quorum of the ADHL Board, or Eligible Voters where applicable, is required to have binding votes at meetings. The ADHL Board meetings shall be held quarterly during the season (August through April) at the locations and times deemed most appropriate by the sitting board. Parents in the ADHL are welcome to attend.

(b) Notice of Special Meetings. Notice of Special Meetings will be given five (5) days in advance and may be called by any member of the Board. If this is a closed meeting due to a sensitive nature of the business at hand (i.e., disciplinary action), this must be stated in a written notice. A quorum of three (3) of the elected officers is required to conduct any ADHL Special meeting. The President is not allowed to vote on any motion, but has the deciding vote in a tie. Notwithstanding the foregoing, any action of the Board to remove a Director/Officer or to approve a matter that would require approval by Eligible Voters is not valid unless each Director/Officer and/or Eligible Voter is given at least two (2) days' written notice that the matter will be voted on at a Special meeting or unless notice is waived pursuant to the ANCA.

(c) Waiver of Notice. A director may waive any notice required by the ANCA, the Articles of Incorporation or the Bylaws of the Corporation before or after the date and time stated in the notice. The waiver shall be in writing and signed by the director entitled to the notice, or by electronic mail and filed with the minutes or corporate records of the Corporation. 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 13. Voting; Quorum. Every director entitled to vote at a meeting of the Board must do so personally, whether in person or via video conference. A majority of the number of directors present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present in person at a meeting, then a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 14. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the Corporation.

Section 15. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, 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 consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 16. Presumption of Assent. A Director/Officer of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken, is deemed to have assented to the action taken unless: (i) the Director/Officer objects at the beginning of the meeting or promptly on the director's arrival to holding the meeting or transacting business at the meeting; (ii) such Director/Officer's dissent to or abstention from the action taken is entered in the minutes of the meeting; or (iii) such Director/Officer delivers written notice of the dissent to or abstention from such action to the presiding officer of the meeting before the adjournment thereof or to the Corporation before 5:00p.m. on the next business day after the meeting. The right of dissent or abstention is not available to a Director/Officer who voted in favor of the action taken.

Section 18. Committees. The Board by resolution may create committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees are the foundation of a successful program and elected officials along with involved parents assist in the harmonious operation of the ADHL's business. Each parent should attempt to make themselves available for committee involvement. Some of the committees are: Fund Raising, Equipment, Special Events, Advertising, Program Press Relations, Game Result Reporting, Video and Statistics, Parent Relations, Communications, and others to be determined as deemed fit. The Board of Directors shall determine the committees and appoint a parent or Officer to chair the committee. Minutes shall be taken at each committee meeting. The head of the committee shall

determine the time and place for these meetings. Each committee shall report the results of their work to the body and then be voted on based on the recommendation of the committee. No Committee meeting shall be closed.

#### Section 19. Conflict of Interest

(a) This Section 19 shall govern transactions between the Corporation and Interested Persons, including, but not necessarily limited to, the lease or exchange of property between Interested Persons and the Corporation, the lending or borrowing of monies between Interested Persons and the Corporation, and the payment of compensation by the Corporation for services provided by Interested Persons.

(b) Each Director shall disclose to the Board of Directors any known Conflicting Interest such director or any of such Director's Related Persons have with respect to a transaction effected or proposed to be effected by the Corporation, by a subsidiary of the Corporation, or by any other entity in which the Corporation has a controlling interest.

(c) Any Director with a Conflicting Interest must make the following Required Disclosures:

- (1) The existence and nature of the Conflicting interest; and
- (2) All facts known to the Director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

(d) Any Director having a Conflicting Interest shall abstain from voting on the proposed transaction and shall not be counted in determining the quorum for the vote on the proposed transaction. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

(e) The minutes of the meeting involving any such Conflicting Interest shall reflect whether the Required Disclosures were made, whether the Director with the Conflicting Interest abstained from voting, and the quorum situation.

(f) All capitalized terms used in this Section 19 and not otherwise defined in these Bylaws shall have the meaning set forth in Sections 10-3860-3864 of the ANCA. This Section 19 is intended to supplement, but not replace, any applicable federal or state *laws* governing conflicts of interest, including but not limited to Sections 10-3860--3864 of the ANCA.

(g) The Board of Directors may, in its discretion adopt a comprehensive Conflict of Interest Policy to supplement or supersede this Section 19; provided, however, that any such Conflict of Interest Policy shall be no less stringent than the provisions of this Section 19 or the ANCA.

## ARTICLE IV Methods of Giving Notice

Notice of any Regular, Team Parent or Special meetings, and any other notice required to be given under these Bylaws, may be communicated in person, by telephone, telegraph, teletype, facsimile, electronic mail or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Oral notice is effective when communicated in a comprehensible manner; provided, that such oral notice is reasonable under the circumstances and written notice is not required by statute. Written notice, if in comprehensible form and mailed by the Corporation, is effective when mailed, if correctly addressed to the person's address shown on the Corporation's records. Notice given by electronic mail, if in comprehensible form, is effective when directed to an electronic mail address shown on the corporation's current records. In all other cases, written notice, if in comprehensible form, is effective at the earliest of the following:

- (a) When received;
- (b) Five days after its deposit in the U.S. mail as evidenced by the postmark, if mailed postpaid and correctly addressed; and
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and if the receipt is signed by or on behalf of the addressee.

## ARTICLE V Officers

Section 1. Number. The principal officers of the Corporation shall include a President, Vice President, a Secretary, a Treasurer, a Director of Hockey Operations and, optionally, a Director of Player Development, each of whom shall be appointed by the Eligible Voters. The Board of Directors may appoint such other officers and assistant officers and agents as may be deemed necessary. One person may hold only one of the officer positions of President, Vice President, and Secretary, but a President, Vice-President or Secretary may serve simultaneously as the Treasurer, Director of Hockey Operations or Director of Player development. Officers shall serve as the Board of Directors.

Section 2. Appointment and Term of Office. The Officers/Directors of the Corporation shall be appointed annually at the Fall Election. Each Officer/Director shall hold office from the close of the Fall Election for a term of one year, or until a qualified successor is appointed upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer or agent appointed by the Board of Directors may be removed by the Board of Directors 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. Appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired

portion of the term.

Section 5. Duties. Officers and agents appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors and, without such resolution, shall have such powers and perform such duties as are normally incident to and incumbent upon their respective offices.

Section 6. Board Responsibility. The ADHL Hockey Board shall assume the responsibility of the fiscal and administrative powers of the organization and report to the body of parents at regular meetings. The ADHL Board may have to act in certain matters on a very timely basis and shall report to the body of parents of any actions taken.

Section 7. Compensation. Officers of the Corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. 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.

Section 7. Duties.

(a) President The President shall be the chief executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall supervise the business of the Corporation; he or she shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all ADHL Regular, Team Parent, and Special meetings when called. The President is empowered with the sanction of the ADHL Board to call a Special meeting with at least seven (7) days' notice, stipulating in writing a brief agenda. The President is responsible for having on file, for member's review, the bylaws of ADHL Hockey, a current financial statement from the ADHL Hockey and all ADHL Hockey, AAHA or USA Hockey rules that pertain to the team, players and coaches. The President shall responsibly coordinate all activities of the club. The President shall, in accordance and agreement with the other members of the ADHL Board, call meetings of the ADHL Board for pertinent topics for the successful operation of ADHL Hockey.

(b) Vice President. The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In addition, in the absence of the President or in the event of his or her unavailability or inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President. The Vice President shall be responsible for delegation of all committee chairs. All committees shall have one chairperson and report all committee work to the body as a whole at the ADHL Board meetings. The Vice President is empowered to call a Special meeting of any committee or to check on the progress of committees to make sure that proper and timely action is being taken. The Vice President is responsible for overseeing the Coaches Committee, which will evaluate coaches at the end of the season and make recommendations for future coaches to the ADHL Board. If the President is unable to chair any meeting, it becomes the responsibility of the Vice President. If the President resigns or is permanently unable to serve, the Vice President shall act as President Pro Tem until the next election. An election shall be held at the next scheduled ADHL Team Parents meeting to elect a new club President.

(c) Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Treasurer shall have fiscal responsibilities for all ADHL finances. The Treasurer shall pay all bills approved by the required due date. The Treasurer shall prepare and propose a budget for the club's approval. The budget is then submitted to the ADHL Board at the Fall Registration meeting. The Treasurer shall report in writing on the club financial status. This report should include the following: balance on hand as of the date of the last report, income received during the period, expenses paid out during the period (all paid expenses must be itemized) and the new balance on hand. The Treasurer shall act in a responsible manner with the club's finances and shall not disperse any funds without the proper invoices to substantiate the expenditure. Formal invoices from creditors, with proper references as to whom the payment is made and what the invoice is for, is needed before any payment can be made. The Treasurer is responsible for the collection of all player/membership fees/assessments. The Treasurer will count ballots at the Fall Election.

(d) Secretary. The Secretary shall record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; be custodian of the corporate records; authenticate records of the Corporation; keep a register of the address of each Director, which shall be furnished to the Secretary by each such Director; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Secretary shall have all minutes available from all meetings held during his/her term typed and in a booklet to be passed in succession to the next secretary. The Secretary shall notify all players, coaches and parents in a timely manner of changes and other pertinent information of ADHL information. When there is more than one team or level in a given year, notification of each team or level changes and information will fall under the respective Team Representative's duties. The Secretary may empower another parent to assist with the duties if he/she is unable to attend any meeting. The Secretary may assist the Treasurer in preparing the budget. The Secretary will count

the ballots at the Fall elections meeting.

(e) Team Representative. Each squad, team or level registered with ADHL Hockey may have an elected Team Representative for that season. Each Team Representative will focus on their specific squad, team or level and will represent their squad, team or level at ADHL meetings. When there is more than one squad, team or level, each Team Representative shall be responsible to notify all players, coaches and parents in a timely manner of changes and other pertinent information.

## ARTICLE VI Indemnification

Section 1. 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 Directors and Officers 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. 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 Article VI and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA; provided, that for this Article VI, "Director" and "Officer," including their plural forms, shall have the meanings set forth in Section 10-3850 of the ANCA and not as otherwise defined in these Bylaws.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors or Officers, whether or not the Corporation would have the power to indemnify or advance Expenses to such Directors or Officers under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Chapter 42 Penalty Tax. Notwithstanding the foregoing, the Corporation shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

## ARTICLE VII Other Responsibilities

Section 1. Parent Responsibilities. Parents are encouraged to attend all regular meetings. It is desired that each parent becomes involved in at least one committee. Each year each player shall be assessed a fee to cover their involvement with the ADHL. This assessment is based on the budget approved by the ADHL Board. The total budget cost for each squad, team or level will be divided by the number of anticipated players, and each player will be assessed as an equal share of the costs. Each player's share of their squad, team or level costs will be assessed and due by a Standard Payment Plan of Payment in Full after payment of a Registration Fee; or a Tiered Payment Plan after payment of a Registration Fee may be determined by the ADHL Board and offered in addition to the Standard Payment Plan. If a parent is having financial difficulties,

an Individual Payment Plan can be initiated after payment of the Registration Fee. Requests for an Individual Payment Plan must be made in writing to the ADHL Board. Payment plans to cover the fees/assessments can be made by signing a promissory note covering the fees/assessments. If there is an unpaid balance from a previous season's assessments/fees, the player is ineligible to play in the next season unless paid up in full prior to the start of the new season's practice. If there is a shortfall in funds for any reason, a special assessment is required. It will be prorated based upon the number of players. The final determination of the share will be calculated by the Treasurer.

Section 2. Coaching Responsibilities. The Head Coach and the Team Representative(s) for each squad, team, or level shall meet to firm up the schedule and practice times. The Team Representative is to distribute a schedule, at the beginning of the season, listing the tentative games, scrimmages and tournaments to take place. All players must be given equal and fair treatment - not necessarily equal ice time, although the Coaches should strive to play everyone equally where it remains competitive and fun. If supplies are required, such as pucks or other equipment, a requisition shall be made to the Team Representative and the Treasurer for approval of purchase, in writing, prior to ordering or purchasing. The practice time and game times will be at the discretion of the ADHL Board, the Head Coach, and Assistant Coaches of the ADHL Hockey squads, teams or levels for the year. Coaches must follow the rules of ADHL, AAHA, and USA Hockey.

Section 3. Team Manager. Anyone interested in being a team manager does so strictly as a volunteer, and must comply with all ADHL, AAHA and USA Hockey requirements to serve as a volunteer.

## ARTICLE VIII Player Conduct

Section 1. Code of Conduct Each player and parent (to show support of their child by the Code of Conduct principles) shall agree to sign the Code of Conduct Contract at the start of each new season.

Section 2. USA Hockey Certification All registrations, rosters or other necessary information will be completed and sent to USA Hockey no later than December 23rd. and sooner if possible. The President will be responsible for any compliance and getting registration and payments in on time, if any.

## ARTICLE IX Fiscal year

The fiscal year of the Corporation shall end on the last day of December in each year.

## ARTICLE X Seal

The Corporation has no corporate seal

## ARTICLE XI Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts The President and Treasurer, or such other person or persons as authorized by the Board of Directors, shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments the execution and acknowledgement of which is deemed necessary or proper in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the ANCA or directed by the Board of Directors, the 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 Directors. Notwithstanding any of the foregoing, however, neither the President nor the Treasurer shall have the authority to sign, execute, or acknowledge on behalf of the Corporation any check, deed, mortgage, bond, stock certificate, contract, lease, report or other document or instrument in favor of himself or herself.

Section 2. Loans. No monies shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. 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 of Directors may select.

## ARTICLE XII Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of a majority of the directors at any regular or special meeting thereof.

Section 2. Implied Amendment. Any action taken or authorized by the Board of Directors permitted by law, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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I hereby certify that this is a true, correct and complete copy of the Bylaws adopted on the 5th day of October, 2026, by the Board of Directors of the **ADHL Hockey**.

**Date** \_\_\_\_\_

**Signature** \_\_\_\_\_

**Brenna Erickson**, Secretary, ADHL Hockey