

**AMENDED AND RESTATED BYLAWS
OF
NORTHERN COLORADO YOUTH HOCKEY**

Northern Colorado Youth Hockey (NCYH), a Colorado Nonprofit Corporation, pursuant to Colorado Revised Statute§ 7-130-101, et seq., hereby amends and restates its bylaws in its entirety as follows:

ARTICLE I. NAME.

1.1 NAME.

This organization is named Northern Colorado Youth Hockey (or “the Corporation”) and is a member of the Colorado Amateur Hockey Association (CAHA), as affiliated with the Amateur Hockey Association of the United States (AHAUS), which is also known as USA Hockey.

The name and any official logo of NCYH are proprietary and shall not be used, reproduced or altered unless expressly authorized by the NCYH Board of Directors (the “Board”).

ARTICLE II. DURATION.

2.1 The Corporation shall have perpetual existence.

ARTICLE III. PURPOSE AND POWERS.

3.1 PURPOSE.

The Corporation is formed exclusively to foster national or international sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (“the Code”). Specifically, Northern Colorado Youth Hockey (“the Corporation”) shall foster national or international amateur sports competition by subscribing to the stated purpose as follows: To develop and promote amateur hockey at youth levels for both participants and spectators in Northern Colorado and Southern Wyoming.

3.2 POWERS.

In furtherance of the foregoing purposes, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation or Bylaws and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefore; provided, however, that such use be exclusively and irrevocably applied to the purpose of the Corporation.

3.3. RESTRICTIONS UPON POWERS OF DIRECTORS AND OTHERS.

A. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the Corporation and reasonable compensation may be paid for services rendered), and no director or officer of the Corporation, or any other private individual shall be entitled to share in any dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the purpose of this organization. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(h) of the Code. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Amended and Restated Bylaws of Northern Colorado Youth Hockey ("Bylaws"), the Corporation shall not carry on any activities not permitted to be carried on

(i) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law) or

(ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

D. Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of by a distribution to an organization or organizations then qualified as exempt from taxation under Section 501(c)(3) of the Code or its successor provision, or to the federal government, or to a state or local government, for a public purpose, as determined by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by a court of appropriate jurisdiction in the county in which the principal office of the Corporation is then located.

3.4 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Colorado Nonprofit Corporation Law shall govern the construction of the Corporation's Bylaws.

ARTICLE IV. OFFICE LOCATIONS.

- 4.1. The principal office of the Corporation shall be located at: 7900 Fairgrounds Ave., Fort Collins, CO 80528. The Corporation may have other offices within the State of Colorado as the Board may determine or as the affairs of the Corporation may require from time to time.

ARTICLE V. MEMBERSHIP.

- 5.1. Participation in the activities of NCYH is by membership only. Membership activities, their rights, responsibilities, and authority are defined in the following section of these Bylaws. This Corporation shall have four classes of members: Players, Parents/Guardians or Individual Sponsors, Associate Members, and Directors. The various types of membership shall be obtained and shall have rights as follows:
- (a) **Player Members.** This type of membership shall be automatic for every registered player whose registration fee(s) and tuition has been fully paid. This type of membership shall exist for a term of up to one year ending on June 30 of each year. Tuition for such membership shall be as established by the Board of Directors. Player Members shall have the opportunity to express views (subject to any limitations on decorum which the President may impose) at any member meetings but shall have no right to vote.
 - (b) **Parents, Guardians, or Individual Sponsor Members.** The parents/guardians of any player(s) or any individual who sponsors a player by paying that player's charges, fees and tuition shall constitute a Parent/Guardian or Individual Sponsor Member upon registration with the Corporation. This type of membership shall exist for a term of up to one year ending on June 30 of each year. Parent/Guardian or Individual Sponsor Members shall be entitled to express views (subject to any limitations on decorum which the President may impose) at any meetings of the members and shall be entitled to vote at the annual election of the directors. For purposes of the annual election of directors only, both parents of any player member shall be deemed one member and said parents shall only have one vote per player for which they are parents. Additionally, if a single player is sponsored by more than one individual sponsor, all such sponsoring individuals shall collectively be deemed one member for the purpose of the annual election of directors as set forth in these by-laws. One player equals one vote.
 - (c) **Directors.** All members of the Board of Directors ("Directors") shall automatically be members of the Corporation for their term of office with full rights to conduct and review Corporation business, express views and vote as a Parent or Individual Sponsor Member in addition to those rights inherent to their offices.
- 5.2. **Voting Rights.** Members shall have the right to vote for the election of Directors (as defined below), on amendments to the Bylaws and on such other matters as may be properly submitted to a vote of the membership, in each case in accordance with the provisions of the Bylaws.

- (a) Only members in good standing shall be allowed to vote at any meeting of the Corporation. Good standing is defined as current on all financial charges with the Corporation and free from any disciplinary infractions that have resulted in voting rights being revoked.
 - (b) Voting by electronic mail on matters submitted to the vote of the membership may be authorized by the Board in specific instances. When voting by electronic mail is authorized by the Board on matters not brought before a meeting of the members, one-third of the members must cast their votes for such vote to be valid. Also see Section 6.6.
- 5.3. Decisions.** Members wanting to submit items for discussion at meetings of the membership, including items requiring a vote, must follow the Board-approved procedures for adding items to the agenda. Any matter submitted to a vote of the members present and eligible to vote shall be decided by a simple majority of the votes cast and matters not submitted pursuant to the Board-approved procedures for adding items to the agenda shall be decided by a two-thirds vote.
- 5.4. Termination/Suspension of Membership.** The Board may, upon recommendation of the Hockey Director and Assistant Director, suspend or terminate the membership of any member who becomes ineligible for membership or whose actions, in the Board's determination, are inconsistent with the Corporation's purposes and/or philosophy as stated in the relevant Code of Conduct of the Corporation. The Corporation shall follow Board-approved procedures for membership discipline and, if necessary, the member's appeal of suspension or termination.
- 5.5. Reinstatement after Suspension or Termination.** Upon recommendation of the Hockey Director and Assistant Director, the Board shall determine the reinstatement of membership after suspension or termination in accordance with consideration and a two-thirds (2/3) majority vote of the Board.
- 5.6. Resignation.** Any member may resign by filing a written resignation with the Board, but such resignation shall not relieve the member of any financial obligation accrued and unpaid.
- 5.7. Reinstatement after Resignation.** Upon written request signed by a former member and two-thirds (2/3) majority vote, the Board may reinstate such former member on such terms as the Board may deem appropriate.
- 5.8. Transfer of Membership.** Membership in this Corporation is not transferable or assignable.
- 5.9. Member Discipline.** All administrative remedies set forth in the policies and procedures as well as the Member Discipline policy must be exhausted before a member or other individual is eligible to proceed with legal action in regard to a disciplinary matter. Any legal action taken by a member or other individual, before all of the procedures, remedies and authority of the Bylaws of this Corporation have been exhausted, shall constitute inappropriate conduct and the member may be subject to immediate disqualification and indefinite suspension.

- (a) A member may be disciplined, including but not limited to suspension or expulsion from the Corporation and from any further participation in its affairs for actions or conduct in violation of standards established by the relevant Code of Conduct.
- (b) The disciplinary policy to be followed for any disciplinary allegation is outlined in the Member Discipline Policy.
- (c) Any discipline imposed pursuant to these Bylaws, as well as any information relating thereto, may be shared with or communicated to governing organizations, including but not limited to USA Hockey and CAHA.

ARTICLE VI. MEETINGS OF MEMBERS.

- 6.1. Annual Meeting.** So long as the Corporation has members, an annual meeting of the members shall be held each year at such date and hour as determined by the Board, typically the first Tuesday in May, for the transaction of any business as may come before the meeting, including the election of Directors to the Board.
- 6.2. Regular Meetings.** Regular meetings in addition to the annual meeting of the membership may take place according to a schedule and location established by the Board.
- 6.3. Special Meetings.** Special meetings of the members may be called by the chair, the Board, or by members having not less than one-tenth of the votes entitled to be cast at such meeting.
- 6.4. Place of Meeting.** The Board may designate any place within the State of Colorado as the place of meeting for any annual, regular, or special meeting called by the Board or members.
- 6.5. Notice of Meetings.** Notice stating the place, day, hour, and purpose of any meeting of members shall be delivered personally, by mail, electronic mail, or by facsimile, to each member. Any member shall be deemed to have waived notice if the member or its designated or alternate representative had actual knowledge of a meeting and failed to object prior to or at the meeting. Thirty days' written notice shall be required for the annual meeting and ten days' written notice for any other regular or special meeting.
- 6.6. Quorum.** One-third of the members eligible to vote at any given meeting of the membership shall constitute a quorum. If a quorum is not present at any meeting, those present must immediately adjourn for purposes of deciding any matter that requires a vote of the membership.
- 6.7. Action without Meeting.** Any action required to be taken at a meeting may be taken without a meeting if the Corporation distributes a written ballot to every member entitled to vote on the matter, and the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes by ballot.
- 6.8. Open Meetings.** Meetings of the membership shall be open to all members.
- 6.9. Voting by Mail, Fax, or Electronic mail.** Votes of the membership conducted by mail, fax, or electronic mail shall be submitted to the membership with written background

material and shall allow a minimum of fifteen days for the membership to respond before finalizing the outcome. Decisions rendered in this manner require the participation of at least one-third of the members eligible to vote to be valid.

ARTICLE VII. BOARD OF DIRECTORS.

- 7.1. General Powers.** The affairs of the Corporation shall be exercised under the direction of its Board.
- 7.2. Number.** The Corporation shall have seven (7) Directors.
- 7.3. Tenure.** Each Director is hereby designated to serve as Director for three year(s), until a successor is elected and duly qualified, but subject to such person's earlier death, resignation, removal or disqualification. At the end of such three-year term, each Director will be eligible for designation to serve an additional three-year if so elected by the members. There shall be no limit on the number of terms in which any individual may serve as a Director of the Corporation.
- 7.4. Composition.**
- (a) For so long as there is a loan or granted association, affiliation, use of warrants, use of logo, use of merchandise from the Colorado Eagles organization to NCYH, two (2) of the seven (7) Directors will be appointed by the management of the Colorado Eagles organization.
 - (b) Upon discontinued loan or granted association, affiliation, use of warrants, use of logo, use of merchandise from the Colorado Eagles organization to NCYH, these positions will be appointed by the current Board by two-thirds (2/3) majority vote of all Board Directors. These positions will be three (3) year terms. Qualifications for appointment of these two (2) positions shall be that the candidates are not Parent, Guardian or Individual Sponsor members of NCYH and are persons active and respected in both the hockey and business community.
 - (c) The remaining five (5) Directors must be members in good standing of NCYH for two full years.
 - (d) Elections held on even numbered years will have three Directors seated, and on odd numbered years, two Directors will be seated.
- 7.5. Election to the Board.**
- (a) To be nominated for election to the Board, a nomination must be submitted in writing to the Board Secretary at least 30 days prior to the annual meeting. Dependent upon the number of openings on the Board, the members receiving the most votes will be declared the winners of the election and appointed to the Board for their respective terms. A written announcement introducing the newly elected Board of Directors will be provided to all Corporation members.
 - (b) Each elected member director shall hold office on the Board for three consecutive years with no limitation on the number of terms served.
 - (c) The Board of Directors shall appoint all committee chairpersons as called for in these By-laws or as deemed necessary by the Board of Directors.

- 7.6. Special Meetings.** Special meetings of the Board may be called by or at the request of a majority of the Directors of the Board. The persons authorized to call special meetings of the Board may fix any place within the State of Colorado as the place for holding any special meetings of the Board called by them. Such meetings may also be held by teleconference.

Notice of any special meeting of the Board shall be given to all Directors at least twenty-four hours in advance. Notice shall be delivered by at least two of the following methods of communication: personally, by mail, by facsimile, by phone, or by electronic mail to each Director at her/his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. A Director shall be deemed to have waived notice if s/he had actual knowledge of a meeting and failed to object to insufficient notice at or prior to the meeting.

- 7.7. Quorum of Directors.** A majority of the Directors of the Board shall constitute a quorum at any meeting of the Board; if less than a quorum is present at said meeting, those Directors present shall not vote on any matter that requires a vote of the Board.
- 7.8. 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, unless the act of a greater number is required by law or by these Bylaws.
- 7.9. Vacancies.** In the event a Director position is vacated, the Board shall fill the position by appointment of a person qualified for the position until the next regular election, at which time a general election shall be held to fill any unexpired position of the term.
- 7.10. Compensation.** Directors shall not receive any compensation from the Corporation for their services. By resolution of the Board, however, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board and other Corporation functions. Nothing herein contained shall be construed to preclude any Director from representing the Corporation in any other capacity and receiving compensation therefor to the extent allowed by law, upon disclosure of any actual or perceived conflict of interest and subsequent approval of the Board.
- 7.11. Action without Meeting.** Any action required to be taken at a meeting may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all of the Directors or members of the committee as the case may be. Such consent shall have the same force and effect as a unanimous vote. The written consent or consents shall be filed with the minutes of the Board. Actions by written consent shall have the same force and effect as a unanimous vote of the Directors.
- 7.12. Conflicts.** Upon acceptance of election as a Director, any Director who has a financial interest that might affect the Director's votes on the Corporation's business, shall identify the nature of the interest. Any Director having a conflict of interest with respect to any item of business to be voted upon shall state the nature of the possible conflict and refrain from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter, may request the Board to resolve the question by majority vote. The vote of any Director failing to declare a conflict may be challenged immediately after the vote is taken and the

existence or non-existence of the conflict shall be resolved by a vote of a majority of the Directors present other than the challenged and challenging Directors.

- 7.13. **Removal.** Directors may be removed from the Board in accordance with Colorado Statutes Annotated §7-128-108 through §7-128-109.
- 7.14. **Absences.** A Director's unexcused absence from three consecutive regular or special meetings of the Board or from four such meetings in a calendar year may constitute cause for initiation of removal from the Board.

ARTICLE VIII. OFFICERS.

- 8.1. **Officer Positions.** The Officers of the Corporation shall be a Chief Executive Officer / President, Vice-President, Secretary, and Chief Financial Officer / Treasurer. Officers shall be elected by the Board for a term of 2 years at the first Board Meeting after the election of the Board. To be eligible to serve as an Officer of the Corporation, an individual must be a current Board member who has served as a member of the Board in the previous year, with the exception of during the first year following the incorporation of the Corporation.
- 8.2. **Officer Duties.** Duties of the Corporation's Officers shall be as follows:
 - (a) **Chief Executive Officer / President.** The President shall be the principal executive officer of the Corporation and shall provide information and recommendations to the Board regarding the supervision and coordination of the business and affairs of the Corporation. S/he shall preside at all meetings of the Board. The President shall appoint the Chair of each Committee. S/he shall sign official documents as required by law or by the Board. S/he shall serve as the Chair of the Executive Committee and shall coordinate their activities. The President shall perform any additional duties as prescribed by the Board.
 - (b) **Vice President.** The Vice President shall assume all of the authority of the President and perform such functions that may be required of the President in their absence. The Vice President shall also perform special duties as assigned by the Board.
 - (c) **Secretary.** The Secretary shall serve as parliamentarian of the Board and shall ensure that meetings are conducted in accordance with Robert's Rules of Order. The Secretary shall ensure that minutes of all meetings are maintained. S/he shall ensure proper notice of all meetings and Board actions in compliance with the Bylaws. The Secretary shall be responsible for advising the Board on compliance with the Bylaws. S/he shall sign official documents as required by law or by the Board.
 - (d) **Chief Financial Officer / Treasurer.** The Treasurer shall ensure books of account consistent with standard accounting practices are maintained. S/he shall deliver a report at each meeting of the Board and ensure that financial information is presented at general membership meetings. The Treasurer shall ensure performance of proper federal, state, and any other reporting which may be required, as well as an annual certified review or audit of the books of account. S/he shall ensure compliance with the Board approved operating budget and shall serve as Chair of the Internal Committee. S/he shall sign official documents as required by law or by the Board.

Any vacancy occurring in the officer positions shall be filled by the Executive Committee until the next regular election of officers.

ARTICLE IX. COMMITTEES AND TASK FORCES.

The Board may establish committees and task forces to assist in carrying out the purposes of the Corporation. The purpose of each committee and task force shall be consistent with the overall mission, goals, and philosophy of the Corporation and the work of each committee and task force shall be consistent with the work, needs, and purpose of the organization. All committees and task forces shall act in accordance with Board-approved policies.

- 9.1. Executive Committee.** Officers of the Board and Chairs of standing committees shall constitute the Executive Committee. To be eligible to serve as a member of the Executive Committee, an individual must be a current Director who has served as a Director of the Board in the previous year; provided, however, that only during the first year following incorporation of the Corporation, any Director shall be eligible to serve on the Executive Committee.

The Executive Committee shall meet on a regular basis and shall provide information and recommendations to the Board regarding the policies and governance of the business and affairs of the Corporation. The Executive Committee shall be empowered to act on behalf of the Corporation in accordance with Board-approved procedure and to the extent delegable by law.

The Executive Committee shall make recommendations to the Board regarding election of Directors of the Board prior to the annual Board election.

- 9.2. Standing Committees.** All standing committees shall be chaired by Board members and consist of two (2) or more Directors. The standing committees shall be the Internal Committee, the External Committee, and the Board Development Committee. All members of standing committees must be members of the Corporation in good standing, unless by contractual agreement nonmember representation is required. Standing committees may establish work groups for projects of limited duration in accordance with Board approved policy.

- (a) **Internal Committee.** The Internal Committee shall develop and ensure implementation of Board-approved fiscal management policies and the Corporation's annual operating budget, as well as dealing with personnel and operations matters.
- (b) **External Committee.** The External Committee shall deal with marketing, communications and fundraising.
- (c) **Board Development Committee.** The Board Development Committee shall deal with nominating members to the Board, helping conduct elections, addressing Board membership, evaluation, and training of Board members.
- (d) **Membership Committee.** The Membership Committee determines the dues structure for the three classes of membership, creates materials for the External Committee to distribute to solicit members, screens applicants for membership, and forwards recommendations to the full Board for approval.

- (e) **Other Committees.** The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board.
- 9.3. **Ad Hoc Committees.** The Board may activate ad hoc committees in accordance with Board-approved policy to address specific items or tasks affecting the business and affairs of the Corporation.
- 9.4. **Task Forces.** The Board may establish task forces in accordance with Board approved policies. Task Forces act in the name of the Corporation to emphasize the needs of those they represent within the Corporation. Task force membership is determined by Board-approved criteria set forth by each task force. All members of Task Forces must be members of the Corporation. The Board may establish a Task Force Committee in accordance with Board-approved policy.

ARTICLE X. CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS.

- 10.1. **Contracts.** The Board may authorize any Officer or agent of the Corporation in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.
- 10.2. **Loans to Directors and Officers.** The Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer.
- 10.3. **Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or agent of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such documents shall be signed by the Treasurer.
- 10.4. **Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board or its duly authorized agents may select.
- 10.5. The Board may accept on behalf of the Corporation any contribution, gift, or bequest for the general or special purposes of the Corporation.

ARTICLE XI. BOOKS AND RECORDS.

- 11.1. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board, and committees having any authority of the Board. The Corporation shall keep at its registered office or principal office in this State a record of the names and addresses of its members, if any, entitled to vote.

ARTICLE XII. FISCAL YEAR.

- 12.1. The fiscal year shall begin on the first day of January and end on the last day of December each year.

ARTICLE XIII. DUES.

- 13.1. Annual Dues.** The Board may determine from time to time the amount of initiation fee or special assessment, if any, and the annual dues payable to the Corporation by members, if any, of each category. The dues structure will then be implemented in accordance with the Board-approved policy and procedures.

ARTICLE XIV. INDEMNIFICATION.

- 14.1. Right to Indemnity.** To the fullest extent permitted by law, the Corporation shall indemnify each of its present or former Directors and Officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings or any threatened proceedings (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a Director or Officer of this corporation; provided that the Board determines that such person was acting in good faith and in a manner she or he believed to be in the best interest of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of the Corporation and certain actions alleging self-dealing or breach of any duty relating to assets held in charitable trust.
- 14.2. Insurance.** The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

ARTICLE XV. REPORTS.

- 15.1.** The Board shall cause an annual report to be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:
- (a) An end of the fiscal year balance sheet, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report, or if none, by the certificate of an authorized Officer of the Corporation that they were prepared without audit from the Corporation's books and records;
 - (b) A statement of the place where the names and addresses of current members are located; and
 - (c) Any information required by Section 11.1 of these Bylaws.
- 15.2.** The Corporation shall annually prepare and deliver to its members, if any, and furnish to its Directors a statement of any transaction or indemnification of the following kind within 120 days after the end of the Corporation's fiscal year:

- (a) any transaction (i) to which the Corporation was a party (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving more than \$50,000 in the aggregate, (iii) in which either of the following interested persons had a direct or indirect material financial interest: any Director or Officer of the Corporation; and
- (b) a brief description of the amounts and circumstances of any loans, guarantees, indemnification, or advances more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation.

The statement shall include a brief description of the transaction, the names of the interested parties, their relationship to the Corporation, and the nature of their interest in the transaction.

ARTICLE XVI. AMENDMENTS.

- 16.1. Any member or Director may propose amendments to the Bylaws. Such amendments shall be submitted to an ad hoc Bylaws Committee in accordance with Board-approved procedures for consideration and presentation to the Board.
- 16.2. An amendment of the Bylaws (including the repeal of the Bylaws and the adoption of new bylaws) is effective upon an affirmative majority of the votes cast by the Board.

ARTICLE XVII. CONDUCT OF BUSINESS AFFAIRS IN AN EMERGENCY.

- 17.1. The provisions of this Article XI are intended to manage and conduct the ordinary business affairs of the Corporation, effective only in an emergency as defined in Colorado Statutes Annotated Section 7-122-107. All provisions of the regular bylaws consistent with these emergency bylaws will remain effective during the emergency, and these emergency bylaws will not be effective after the emergency ends.
- 17.2. An emergency exists for the purposes of this section if a quorum of the Directors cannot be readily obtained because of some catastrophic event.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the Corporation and that the foregoing Amended and Restated Bylaws constitute the bylaws of the Corporation as duly adopted by its Board on February 25, 2025.

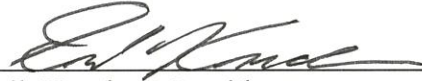
IN WITNESS WHEREOF, I have hereunto subscribed my name this February 25, 2025.

_____, Secretary

Executed at 7900 Fairgrounds Ave., Fort Collins, CO 80528.

WAIVER AND CONSENT

The undersigned, being the members of the Board of Directors for the Northern Colorado Youth Hockey Corporation, hereby waive all notice of the foregoing meeting, and consent to all action taken at the meeting as shown by the above minutes as of the date first above written.



Erik Knudsen, President



Ryan Bach, Vice President

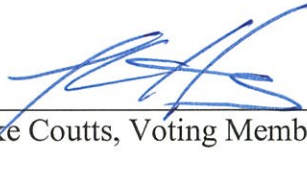
Cam Aldridge, Treasurer



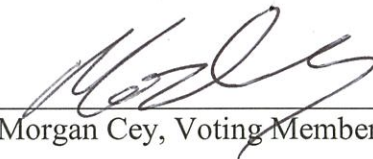
Ben Peal, Secretary



Jordan Levi, Voting Member



Jake Coutts, Voting Member



Morgan Cey, Voting Member