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BY-LAWS OF SIOUXLAND YOUTH HOCKEY ASSOCIATION

ARTICLE I OBJECTIVES AND FUNCTIONS

The business objectives and general purpose of the corporation shall be to teach the fundamentals of hockey to the young people of the Siouxland area, thereby promoting the health and well-being of Siouxland youth through participation in athletics in general and hockey in particular, and to promote and encourage the sport of hockey and to foster and promote public interest in and for the sport of hockey.

ARTICLE II MEMBERS

Section 1. Membership. The members of the Corporation must be registered with Siouxland Youth Hockey Association and USA Hockey and shall include the parents or legal guardian of all youth players and adult referees.

Section 2. Voting Rights. All members described in Section 1 of the Articles shall be entitled to vote for the election of the Board of Directors at the Annual Meeting. There shall be a limit of one vote per family. Members must be in good standing to vote. For purposes of this Section, good standing shall mean that the member and all of his/her family is current on all financial obligations to the Corporation and not the subject of any disciplinary action at the time of the vote.

Section 3. Suspension/Termination/Expulsion. A member(s) may be suspended/terminated/expelled for conduct deemed detrimental to the Corporation, upon affirmative vote of a majority of the Board of Directors. A member(s) shall receive fifteen (15) day notice of the reason(s) and given opportunity for hearing to dispute the reason(s) prior to suspension/termination/expulsion.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors, who shall have authority to do all things necessary for the orderly management of the Corporation including but not limited to, establishing committees, signing contracts, and establishing reasonable rules and regulations to carry out the purposes of the Corporation.

Section 2. Number and Qualifications. The number of directors shall be determined by the Board of Directors by resolution but shall not be less than seven (7) nor exceed nine (9). No director shall be less than twenty-one (21) years of age upon taking office and may not be paid nor a contracted Person, nor an Employee of the Association. The Board shall include the Director of Hockey Operations as an ex-officio member with no voting rights.

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Section 3. Terms of Office. Each director shall serve a three(3)-year term in office except that for the first Board of Directors one-third shall serve for one year, one-third for two years and one-third for three years. There shall be a limit of two (2) consecutive terms which may be served by a director. Upon expiration of serving two consecutive terms, a director may not serve another term for a period of three years after serving two consecutive terms. Approximately one-third of the positions on the Board shall be open for election at the Annual Meeting of the Board of Directors.

Upon amendment, alteration, or repeal of these By-laws, the current terms of sitting Directors shall continue through each respective term, unless amendment, alteration, or repeal states otherwise, or the continued service of term will violate these By-laws.

Section 4. Removal of Board Member. A Board member missing more than four (4) meetings in a fiscal year shall automatically be removed from his/her position on the Board. A Board member may be removed from his/her position at any time by two-thirds (2/3) vote of the Board itself.

Section 5. Installation and Vacancies. Directors shall be installed at the close of the meeting at which they are elected and shall serve until their successors have been duly elected and installed. In the event of a resignation, removal, or incapacity of any Director, the vacancy shall be filled by a majority vote of the Board of Directors for the unexpired term of office for the Director's term who is no longer on the Board.

Section 6. Annual Meeting. There shall be an annual meeting of the Board of Director for the purpose of electing Directors from a slate of candidates recommended by the Nominating Committee, and the transaction of other business as may properly come before the meeting. Board vacancies shall be filled by a plurality vote of the members. The annual meeting shall be held in May at a time and place to be determined by the President. The annual meeting will be open to all Members of the Corporation. Notice of the annual meeting shall be made not less than ten (10) before the meeting and shall consist of an announcement on the Corporation's web site and posting at the principal arena used by the Corporation.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at least twice per quarter, on such dates and times as determined by the President. A Director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Any regular meeting of the Board of Directors may be held electronically via video or telephone conference.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any two (2) or more Directors.

Any special meeting of the members (other than the annual meeting) may be called by for a specific purpose if at least fifty (50%) of the then current members of the Association, sign, date,

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and deliver to any corporate officer one or more written demand or a meeting describing the purpose(s) for which it is to be held so long as the demand is not addressed by these bylaws.

A special meeting of the Board of Directors may be held electronically via video or telephone conference.

Section 9. Notice. Unless otherwise specified in these bylaws, notice shall mean written notice by ordinary mail, electronic mail, facsimile, or personal delivery. Any written notice shall be delivered or sent to the address, email address, or facsimile number given by him/her to the Corporation. If notice be given by mail, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid. Notice shall be given not less than seven (7) days prior to regular meetings, and not less than two (2) days prior to special meetings.

Section 10. Quorum. One-half of the total membership of the Board of Directors shall constitute a quorum at all meetings. A majority of the Board of Directors acting at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Waiver of Notice. Consent to Meeting or Approval of Minutes. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at the meeting duly held upon notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written notice of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the minutes of the proceedings of the Board of Directors. Presence at any meeting of a Director shall be deemed a waiver of notice and consent to holding the meeting by him/her.

Section 12. Action by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent to writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. This section shall not authorize any committee of the Board of Directors to take action by written consent without a meeting.

ARTICLE IV COMMITTEES

Section 1. Committees. Committees and the Head of any committee may be appointed as needed by the President subject to the approval of the Board of Directors. At least one member of each committee shall be a member of the Board of Directors, which may be the committee Head. Other members of the committee may be any person from the Siouxland area who has expressed an interest in the Corporation and its purposes. The President and the committee Head shall be responsible to set the size and membership of an established committee. The Board of Directors shall decide the size and membership of an established committee if the President and committee Head cannot agree on the same.

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Section 2. Executive Committee. There shall be an executive committee consisting of the four (4) officers and one member from the Board of Directors, who shall be appointed by the President for a term of one (1) year. This committee shall be responsible for conducting the affairs of the Corporation upon the advice and recommendations of the Board of Directors.

Section 3. Nominating Committee. The Board of Directors shall appoint a committee of up to four (4) from the Board of Directors. This committee shall be responsible for nominating individuals to serve on the Board of Directors for those terms expiring at the next annual meeting; Recruitment of potential Directors; and organizing and operating the election of the Board of Directors, including the counting of votes.

Section 4. Coaching Committee. The Coaching Committee will be appointed by the President subject to the approval of the Board of Directors. The Committee will consist of five (5) to seven (7) members; a minimum of three (3) will be Board members. The purpose of the Committee is to recruit and select coaches for all age divisions, house and travel, subject to Board approval. The Committee will also investigate and make recommendations on coaching complaints and any behavior issues.

ARTICLE V OFFICERS

Section 1. Number of Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Qualifications of Holding Office. All officers must be duly elected Board members and previously have served one full year on the Board of Directors.

Section 3. Election and Nomination. All officers shall be nominated and elected by the Board of Directors immediately following the Annual Meeting.

Section 4. Term of Office. All officers shall be elected to a one-year term of office. All officers shall be eligible for re-election.

Section 5. Removal of Officers. Any officer may be removed from the office by a majority vote of the Board of Directors.

Section 6. Duties of Officers.

President-The President shall be the principal executive officer of the Corporation and shall in general supervise and control all business and affairs of the Corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or

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agent of the Corporation; he/she shall appoint members and chairmen of committees; he/she shall report annually on the activities of the Board; and in general he/she shall perform duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President - In the absence of the President or in the event of his/her 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 and be subject to all restrictions upon the President. The Vice-President shall perform such other duties as from time to time shall be assigned to him/her by the President or by the Board of Directors.

Secretary - The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He/She shall attend and keep minutes of all the meetings of the Board of Directors and members of the Corporation. He/She may sign with the President or Vice President, in the name of and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. He/She shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the President or the Board of Directors.

Treasurer – If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation and maintain financial records; receive and give receipt for money due and payable to the Corporation; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; render an annual report; and in general perform all the duties incident to the office of the Treasurer and such duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any office or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks. Drafts. Etc. 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 officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the treasurer and counter-signed by the President or the Vice-President of the Corporation.

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Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

ARTICLE VII AMENDMENT

The Board of Directors shall have the power to amend, alter or repeal, in whole or in part, these By-laws at any regular meeting of the Directors or at any special meeting when such action has been announced in the call and notice for such meeting.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall be June 1 through May 31.

ARTICLE IX INDEMNIFICATION

Subject to Iowa Law, the Association shall indemnify any member of the Board of Directors or any other officer of the Association against any and all losses, injuries, claims and expenses, including attorney fees and costs, judgments, fines and amounts paid in settlement, actually incurred by the officer or director, to the fullest extent permitted by law, arising out of or in connection with the Director or officer's performance as a member of the Board of Directors or an officer of the Association or in any other capacity on behalf of the Association.

The Board of Directors, by resolution adopted in each specific instance, may similarly indemnify any person other than a member of the Board of Directors or officer of the Association of liabilities incurred by them in connection with services rendered by them for or at the request of the Association.

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