

SIXTH AMENDED BYLAWS
of
LITTLE CAESARS FARMINGTON HILLS
HOCKEY ASSOCIATION
A Michigan Non-profit Corporation
Revised October 14, 2015

ARTICLE 1 - NAME AND OFFICES

- 1.1 The name of the Association shall be the Little Caesars Farmington Hills Hockey Association and may be referred to as the Association or as the LCFHHA.
- 1.2 The location of the office of this Association shall be in Farmington Hills, Michigan or in such other place as may be fixed by the Board of Directors from time to time.

ARTICLE II - PURPOSE

- 2.1 The purposes of this Association are:
 - A. To promote and develop recreational opportunities for the youth of Farmington Hills and surrounding communities.
 - B. To promote citizenship and good fellowship through the medium of the LCFHHA.
 - C. To foster good sportsmanship and cultivate physical, mental, and moral development through organized competition in the game of ice hockey.
 - D. To emphasize the excellence of coaching and teaching the sport of ice hockey.

ARTICLE III - NON-PROFIT

- 3.1 LCFHHA is a non-profit corporation. It shall have no capital stock and shall not be conducted for pecuniary profit. It shall not issue dividends to its members.

ARTICLE IV - REGISTRATION FEES/DUES

- 4.1 The registration fees and/or dues of the Association shall be determined from time to time, but at least annually, by the Board of Directors. Registration fees, membership fees and dues, voluntary contributions, fund-raising events and incidental receipts shall finance the operation and conduct of the Association.

ARTICLE V - MEMBERSHIP

- 5.1 The members of this Association shall be all elected officers and directors, all appointed governors, all persons appointed to positions by the Board pursuant to §7.4(D), all head coaches, and all parents or guardians of LCFHHA players. Membership is non-transferable. Membership is for a period of one fiscal year and may be renewed from year to year by paying the appropriate registration fees and dues.
- 5.2 A member may be removed from the Association for cause, only, upon the vote of two-thirds (2/3) majority of the Board of Directors pursuant to the quorum requirements set forth in these Bylaws, when after a full hearing by the Board of Directors, the Board determines that the best interests of the Association will be served by the removal.

ARTICLE VI - MEMBERSHIP MEETINGS

- 6.1 All meetings of the Members of the Association shall be held at such time and place as determined by the Board of Directors. The time and place shall be stated in the notice of the Meeting.
- 6.2 There shall be an Annual General Membership Meeting which, commencing in 1999, shall be held on the 1st Saturday of March of each year or on a date to be determined by the Board of Directors, but not later than the last day of March. At such Annual General Membership Meeting, the President shall announce the results of the last election. Any other proper business, notice of which was given in the notice of the meeting, may be transacted at the Annual Meeting.
- 6.3 Special General Membership Meetings may be convened by the President or by resolution of the Board. If a petition signed by twenty (20) members is presented to the Board requesting a Special Meeting, then a Special Meeting shall be convened within a reasonable time. Such petition shall clearly state all issues or purposes for which a special Meeting is requested.
- 6.4 Written notice of the Annual General Membership Meeting, or any special meeting, stating the date, time, place and purposes thereof, shall be posted at the Farmington Hills Ice Arena at least fourteen (14) days prior to such meeting.
- 6.5 At each meeting of the Membership, the Members shall address the issues stated in the notice or which have been properly put before them by the

President, Board of Directors or Members' petition and, additionally, any issues presented to the President in writing forty-eight (48) hours prior to the meeting.

- 6.6 The presence of ten (10) Members in person shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation of the LCFHHA. If, however, such quorum shall not be present at any meeting of the Members, the Members entitled to vote thereat, present in person, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.
- 6.7 When a quorum is present at any meeting, the vote of a majority of the Members having voting power, present in person, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.
- 6.8 Members' Votes may be cast orally or in writing, but a Member must be present to vote.

ARTICLE VII - BOARD OF DIRECTORS

- 7.1 There shall be ten (10) directors who shall constitute the board of directors. The directors shall be elected by the members and shall hold office for a term of two (2) years, or until a successor has been qualified and elected by the members. There is no limit to the number of terms a director may serve. In any given election, fifty (50%) percent of the positions shall be open for election. Openings for president and secretary, on the one hand, and vice president and treasurer, on the other hand, shall open in alternate years.
- 7.2 The ten (10) members of the Board of Directors shall be comprised of the Officers of the Association (i.e., the President, Vice President, Treasurer and Secretary), four (4) additional Directors, all of whom shall be elected, a Director appointed by Little Caesars® Amateur Hockey, and the immediate past president of the Association who is not elected.
- 7.3 Members of the Board of Directors shall receive no compensation from the LCFHHA for acting as a director.

- 7.4 The business and affairs of the Association shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the Members.
- A. The Board of Directors shall determine the policies and activities of the Association, discipline members, approve the budget, approve all bills, take counsel with committees, and have general management of the Association. It shall determine the official depository or depositories.
 - B. The President and Treasurer may execute any contract, conveyance or other instrument in the name of the Association when authorized by the Board of Directors.
 - C. The Directors shall perform such other duties as may be delegated to them by the Board of Directors.
 - D. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. All such persons so appointed shall be deemed Members and entitled to vote in the election of officers and directors.
- 7.5 Vacancies on the Board of Directors may be filled by appointment by the remaining Directors. Each person so appointed shall remain a Director until his or her successor is elected by the members at the next Annual General Membership Meeting or at any special meeting called for that purpose.
- 7.6 The Board shall meet regularly on a monthly basis or more often as it deems necessary. At each such meeting, the Board shall determine the next meeting date. A special meeting of the Board of Directors shall be held on not less than twenty-four (24) hours' notice by the Board, the President, or any three (3) members of the Board notifying the Secretary, in writing, of their desire to hold a meeting at such time and at such place as the President shall decide. Each newly elected Board may meet without notice immediately following the Annual General Membership Meeting of the LCFHHA. Any and all meetings of the Board of Directors of this Association may be held at such place as the Board of Directors shall from time to time determine.
- 7.7 The presence of Five (5) members of the Board of Directors shall constitute a quorum. If a quorum has been established, then The affirmative vote of the majority of those present shall be required to carry any motion or resolution, notwithstanding the withdrawal of any Directors.

- 7.8 The Board may employ staff or contract services, as it deems necessary, on behalf of the Association. The Board shall set duties, responsibilities, qualifications, consideration and compensations. Paid staff may be requested to attend meetings and/or report to the Board.
- 7.9 A Director may be removed for cause, only, upon vote of two-thirds (2/3) of the non-affected Directors and Officers.

ARTICLE VIII - OFFICERS

- 8.1 The Officers of the Association shall be elected by the Members and shall be limited to a President, a Vice President, a Secretary and a Treasurer. There is no limit to the number of terms an officer may serve. The Board of Directors may appoint one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers who shall not have voting power. Only one (1) office may be held by the same person, unless the Articles of Incorporation or statute otherwise provides.
- 8.2 The President shall be the Chief Executive Officer and Chief Operating Officer of the Association. The President shall also be the Chairman of the Board of Directors. He shall preside at all meetings of the Board and all membership Meetings. The President shall have general supervision over the business activities of the Association and shall be an ex-officio member of any committees appointed by the Board of Directors. The President shall supervise and direct all of the officers and agents of the Association but may delegate in his or her discretion any of the President's powers to any Officer or such other executive as he or she may designate. The President shall execute any bonds, mortgages or other contracts of the Association 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 of Directors to some other officer or agent of the Association.
- 8.3 The Vice President shall perform any assignments given by the President and/or the Board of Directors. In the absence of the President, the Vice President shall assume active supervision and management of all business of the Association.

- 8.4 The Treasurer shall have custody of all Association funds and shall keep, in books belonging to the Association, full and accurate accounts of all receipts and disbursements. The Treasurer shall sign the checks on the Association's account and disburse funds when countersigned by the President, or a Board member designated by the President, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board, and whenever requested by it an account of all of their transactions as Treasurer and of the financial condition of the Association. The Treasurer shall give a fidelity bond in such sum as the Board of Directors shall deem advisable and the Association shall pay the cost of such bond.
- 8.5 The Secretary or his or her designee shall attend all meetings of the general membership and the Board of Directors. The Secretary shall preserve, in the books of the Association, true minutes of the proceedings of all such meetings. The Secretary shall give all notices as required by these Bylaws or resolution of the Board. The Secretary shall perform such other duties as may be delegated by the Board of Directors or stated herein. The Secretary shall keep, or cause to be kept, a complete list of all members of the Association, their addresses and telephone numbers.
- 8.6 The Past President shall serve in an advisory capacity, with voting rights, and lend assistance to insure continuity of the Association's objectives. The Past President shall perform such duties as may be assigned from time to time by the President or the Board of Directors.
- 8.7 An Officer may be removed for cause, only, upon vote of two-thirds (2/3) of the non-affected directors.
- 8.8 Any vacancy in an officer's position may be filled by an appointment made by the Board of Directors. Each person so appointed shall remain as an officer until a successor is elected by the Members at the next Annual General Membership Meeting.
- 8.9 The Treasurer shall sign and the President, or his or her designee, shall countersign all checks on the Association's account. Two (2) signatures shall be required for disbursement of funds. The President may designate a third person from the Board of Directors to countersign checks on his or her behalf in case the President is unavailable to perform this obligation.

ARTICLE IX - COMMITTEES

- 9.1 The Board shall annually appoint a Grievance Committee consisting of three (3) members: the President and two (2) Directors. This committee shall act in respect to any breach of good conduct as defined in the LCFHHA Rules of Play or in respect to any alleged violation of MAHA or USA Hockey rules which are binding on the LCFHHA. Any member of the Association may submit, in writing, to the President within forty-eight (48) hours of the alleged violation a notice or claim of alleged violation, which notice shall then give the Grievance Committee jurisdiction to act in regard to the alleged violation. The committee

shall be empowered to take such disciplinary action as it deems fair and just including, without limitation, suspension of members, coaches, managers or players. Decisions of the committee may be appealed to the Board of Directors, in writing, within forty-eight (48) hours from the committee's decision. The Board of Directors may from time to time issue such other policies regarding grievances as it shall determine are in the best interests of the Association.

- 9.2 The Board may, from time to time, appoint other committees for specific purposes.

ARTICLE X - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- 10.1 Incumbent Officers and Directors may stand for re-election without nomination provided he or she indicates to the Board or to the President, orally or in writing, no later than the first Saturday in February prior to the date of the election, a willingness to serve again in any officer or director position. The names of such incumbent officers and directors who so comply shall be placed upon the ballot. Nomination of new candidates for officer or director positions must be in writing and signed by at least three (3) Members in good standing of the Association, not including the nominee, and submitted to the Secretary on or before the first Saturday in February before such election is scheduled to occur. The names of such candidates who comply shall be placed upon the ballot. No oral nominations shall be permitted of new candidates. Withdrawal of candidates and notice thereof shall be given to the secretary on or before the second Saturday in February.
- 10.2 To be nominated and elected, a candidate must, prior to the election, submit a written, signed statement of willingness to accept a nomination and to serve if elected.
- 10.3 The Secretary shall prepare an official ballot stating the names, identities and brief resumes of the candidates and shall prepare such ballot in a fair and equitable manner. The ballot prepared by the Secretary shall be used at the election of officers and directors.

ARTICLE XI - ELECTION OF AND VOTING PROCEDURES FOR OFFICERS AND DIRECTORS POSITIONS

- 11.1 The election of officers and directors shall occur by a general election to be held on the last Saturday in February of every year commencing in 1999. Balloting shall occur at the Farmington Hills Ice Arena or such other places as determined by the Board of Directors. The polls shall be open for at least eight (8) hours. Prior to the general election, the President shall appoint two (2) or more disinterested members of the Association to judge the next election of officers and directors. At the close of the balloting, the judges shall take possession of the ballots, the votes shall be counted by the judges and/or their designees, and the results reported to the President. The President, in turn, shall announce the

results of the general election to those members present at the Annual General Membership Meeting to be held pursuant to Section 6.2. In case of a tie in the number of votes cast for an officer or director position, which leaves undetermined the election of one or more persons, the existing Board of Directors shall vote, except the immediate past president who shall not vote, by secret ballot, only, and only to break the tie. The incoming Board of Directors and Officers may then set a time and place for a meeting, which meeting may be without any further notice.

- 11.2 A complete list of Members entitled to vote in said election or at the Annual General Membership Meeting, with the residence of each, shall be kept by the Secretary and shall be available for examination by any Member on reasonable notice to the Secretary.
- 11.3 A Member must be present in person at the General Election to cast a vote. Each Member is entitled to only one (1) vote. Only Members may vote. Proxies shall not be permitted.
- 11.4 The secretary shall monitor the general election to ensure that it is conducted fairly.

ARTICLE XII - COMPENSATION AND INDEMNIFICATION

- 12.1 No Officer, director, Coach or Member shall receive any remuneration, compensation or monetary reward for services rendered to this Association unless otherwise approved by the Board of Directors. However, the Officers and Directors shall be entitled to be reimbursed for their actual out-of-pocket expenses upon resolution by the Board of Directors.
- 12.2 Any person who is or was a director, advisory director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, advisory director, officer, employee or agent of another corporation, association, organization, partnership, joint venture, trust or other enterprise and who is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was serving in such capacity shall be and is hereby indemnified by the Association and shall be promptly reimbursed for all reasonable expenses to the fullest extent permitted by law, including, without limitation, any judgment.
- 12.3 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, advisory director, officer, employee or agent of the Association or is serving at the request of the Association in said capacity of another corporation against any liability asserted against such person and incurred by such person in any such capacity, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article.

- 12.4 Rights of indemnification or advancement of expenses under this article shall be in addition to any rights set forth in the articles of incorporation of the Association, a contractual agreement, or otherwise granted by law to which such person may otherwise be lawfully entitled.

ARTICLE XIII - GENERAL PROVISIONS

- 13.1 The LCFHHA shall not be used in any way for political purposes nor shall it, as an Association, participate directly or indirectly in the political candidacy of any person.
- 13.2 The fiscal year of the Association shall be from April 1 to March 31, or such period as may be selected from time to time by the Board.
- 13.3 The term of the Officers and Directors elected at the Annual General Membership Meeting shall be from April 16 of that year to April 15 of the following year.
- 13.4 "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.
- 13.5 The Board shall cause liability or other insurance to be obtained as deemed necessary or as required by law and shall be paid on an annual basis in such amounts and to such firms as the Board may determine.
- 13.6 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV - AMENDMENTS

- 14.1 These Bylaws may be altered or repealed at any regular or special meeting of the Members or of the Board of Directors if notice of such alteration or repeal be contained in the notice, if required, of such meeting. Amendment of these Bylaws by the Board of Directors requires the vote of not less than a majority of the Members of the Board of Directors then in office and notice posted in the Farmington Hills Ice Arena five (5) days prior to any meeting where amendment will be considered.

FEBRUARY 3, 1998

Revised December 7, 1998

Revised January 22, 2003

Revised January 12, 2008

Revised July 22, 2015

Revised October 14, 2015

Resolution adopted by the LCFHHA Board of Directors on October 14th, 2015, by a vote of 7 in favor, 0 opposed. Faithfully submitted,

A handwritten signature in black ink, appearing to read "Larry Winkelman", followed by a long horizontal line extending to the right.

Larry Winkelman
President