

**BYLAWS
OF
THE MONUMENT REBELS HOCKEY ASSOCIATION
A COLORADO NON-PROFIT CORPORATION**

2025

TABLE OF CONTENTS

<i>Article I. Name and Offices.....</i>	<i>3</i>
Section 1.1 Name of Corporation, Amended	3
Section 1.2 Business Office(s).....	3
Section 1.3 Registered Office.	3
<i>Article II. Members</i>	<i>3</i>
Section 2.1 Non-voting Membership	3
Section 2.2 Definition	3
<i>Article III. Board of Directors.....</i>	<i>3</i>
Section 3.1 Initial Board.....	3
Section 3.2 Powers	3
Section 3.3 Responsibilities	3
Section 3.4 Term.....	3
Section 3.5 Vacancies	4
Section 3.6 Regular Meetings.....	4
Section 3.7 Special Meetings	4
Section 3.8 Notice of Meetings	4
(a) Requirements	4
(b) Waiver of Notice	4
(c) Deemed Assent.....	4
Section 3.9 Quorum and Voting.....	4
Section 3.10 Voting by Proxy	4
Section 3.11 Compensation	4
Section 3.12 Committees	5
Section 3.13 Meetings by Telephone.....	5
Section 3.14 Action Without a Meeting	5
<i>Article IV. Advisory Board, Agents and Officers</i>	<i>5</i>
Section 4.1 Designation and Qualification.....	5
Section 4.2 Term.....	5
Section 4.3 Compensation	5
Section 4.4 Removal of Officers and Agents.....	5
Section 4.5 Vacancies	5
Section 4.6 Authority and Duties of Officers.....	6
(a) President.....	6
(b) Past-President.....	6
(c) Vice-President	6
(d) Treasurer	6
(e) Director of Hockey	6
(f) Ice Scheduler.....	6
(g) Association Registrar.....	6
(h) Association Webmaster.....	7

(i)	Director of Fundraising.....	7
(j)	Grievance and Disciplinary Committee Chair.....	7
(k)	Mite Coordinator.....	7
(l)	Parent Representative.....	7
Section 4.7	Purpose.....	7
Section 4.8	Appointment	7
Section 4.9	Volunteers.....	7
Section 4.10	Surety Bonds	7
Article V.	Indemnification.....	7
Section 5.1	Indemnification of Directors, Employees, etc.	7
Section 5.2	Indemnification Against Liability to Corporation	8
Section 5.3	Advances	8
Section 5.4	Indemnification in Criminal Actions	8
Section 5.5	Other Indemnification	8
Section 5.6	Period of Indemnification	8
Section 5.7	Insurance.....	8
Section 5.8	Right to Impose Conditions to Indemnification	8
Section 5.9	Limitation on Indemnification	9
Article VI.	Amendment of Bylaws	9
Section 6.1	Amendment of Bylaws by Board of Directors	9
Article VII.	Miscellaneous.....	9
Section 7.1	Account Books, Minutes, etc.	9
Section 7.2	Fiscal Year	9
Section 7.3	Conveyances and Encumbrances.....	9
Section 7.4	Designated Contributions	9
Section 7.5	Conflicts of Interest	9
(a)	Duty to Disclose.....	9
(b)	Not Void	9
(c)	Quorum	10
Section 7.6	Loans to Directors and Officers Prohibited.....	10
Section 7.7	References to Internal Revenue Code	10
Section 7.8	Severability	10
Bylaws Certificate		10
Article VIII.	Articles of Incorporation	11

ARTICLE I. NAME AND OFFICES

Section 1.1 Name of Corporation, Amended.

The Board of Directors, at its 2013 annual meeting, has voted unanimously to change the name of the Corporation. The Corporation previously known Colorado Hockey Club shall from hereto forward known and do its business as **Monument Rebels Hockey Association**, a Colorado Non-Profit Corporation.

Section 1.2 Business Office(s).

The initial principal office of the Corporation shall be as stated in the Articles of Incorporation. The Corporation may at any time and from time-to-time change the location of its principal office. The Corporation may have such other offices, either within the state or outside Colorado, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 1.3 Registered Office.

The registered office required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in Colorado may be changed from time to time by the Board of Directors or by the officers of the Corporation, or to the extent permitted by the Act by the registered agent of the Corporation, provided all cases that the street address of the registered office and the business office or home of the registered agent of the Corporation are identical.

ARTICLE II. MEMBERS

Section 2.1 Non-voting Membership

The Board of Directors has determined that the Corporation shall have members, and such members shall be non-voting.

Section 2.2 Definition

Members shall be defined as parents and/or guardians of players in good financial standing with the Corporation and Coaches.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 Initial Board

The initial Board is to constitute the Chairman of the Board, Andrew C. Sherman. The Chairman, who shall serve indefinitely, shall appoint the remaining Board members. The Board shall have no more than seven (7) members at any one time. The initial Board shall consist of in addition to the Chairman, a President, Secretary and/or Treasurer and two members at large. The President and Secretary/Treasurer shall also serve as officers as defined herein of the Corporation and shall receive reasonable compensation. Each director/officer of the Corporation shall be a person who is eighteen years of age or older. The directors need not be citizens of Colorado.

Section 3.2 Powers

The Board of Directors (the "Board") shall manage the business affairs of the Corporation. The Board shall have all powers allowed under the Act for the purpose of conducting business and addressing the hockey specific needs of the Membership.

Section 3.3 Responsibilities

The members of the Board of Directors shall have all statutory and common law fiduciary duties to the Corporation. Responsibilities are to include but not limited to the following:

- (a) Develop and approve the annual budget;
- (b) Ensure compliance with the IRS Code for exempt organizations and the Act, as well as all other Federal, State, and Local laws as may be applicable to the Corporation;
- (c) Ensure compliance with the rules, regulations, policies and procedures of USA Hockey, The Colorado Amateur Hockey Association, and the Colorado Competitive Youth Hockey League;
- (d) Appoint an advisory board made up of officers and agents as described in Section IV of these bylaws to assist with the management of the recreational and tier II hockey club;
- (e) Cause the policies and procedures and financials to be reported to the membership each fall by posting on the association website.

Section 3.4 Term

Directors shall serve at the pleasure of the Chairman of the Board, and may be removed by motion of the majority of Directors and or by action of the Chairman. Cause for removal will include but is not limited to:

- (a) Resignation;
- (b) Breach of fiduciary duty or the violation of Federal, State or Local law which negatively reflects on the Corporation;

- (c) Missing 50% of the meetings where proper notice as defined herein has been given. If a Director fails to attend 50% of regular and special meetings he/she will be deemed to have resigned and will be removed by a majority vote of the Board.

Section 3.5 Vacancies

If a Director dies, resigns or is removed from the Board, such vacancy shall be filled by appointment by the Chairman a majority affirmative vote by the remaining directors.

Section 3.6 Regular Meetings

The annual meeting of the Board of Directors shall be held during such month and at such time and place as may be determined by the Board for the purpose of electing officers, appointing new directors and for the transaction of such other business as may come before the meeting. The Board may also conduct regular meetings at the time and place, either within or outside Colorado, as determined by the Board for purposes of policy discussion and other business. An annual meeting will be held each spring with the Board and the membership. A minimum of 15 days' notice will be given via email.

Section 3.7 Special Meetings

Special Meetings may be called by or at the Request of the Chairman or President. The person or persons authorized to call special meetings may fix a place for the meeting within the state of Colorado. At least two days' notice shall be given prior to conducting the meeting.

Section 3.8 Notice of Meetings

(a) Requirements

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each director at such director's business or residential address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail. Notice may also be in the form of facsimile or electronic transmission or any other form of wire or wireless communication. The method of notice need not be the same for each director. Written notice, if in comprehensible form, is effective at the earliest of: (1) the date received; (2) five days after its deposit in the U.S. Mail, as evidenced by the postmark, if mailed correctly addressed and with the first-class postage affixed; and (3) the date shown on the return receipt, if mailed by registered or certified mail return receipt requested, and the receipt is signed by or on behalf of the addressee. If transmitted by facsimile or electronic communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice

Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director at the beginning of the meeting, or promptly upon the Director's late arrival, objects to the holding of the meeting or to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting.

(c) Deemed Assent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken, shall be deemed to have assented to the action taken unless: (1) the Director objects at the beginning of the meeting or promptly upon the Director's late arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (2) the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (3) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.9 Quorum and Voting

A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the directors present in person at the meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement of the meeting, until a quorum shall be present.

Section 3.10 Voting by Proxy

No director may vote or act by proxy at any meeting of the Board.

Section 3.11 Compensation

Directors shall not receive compensation for their services as such. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity. Any compensation shall be authorized and fixed by the Board.

Section 3.12 Committees

The committees of the Board of Directors shall include such committees as the Board may, by one or more resolutions, establish. The delegation of authority to any committee shall not operate to relieve the Board or any member from any responsibility imposed by law. The provisions of these Bylaws regarding notice, deemed assent, quorum and voting, meeting by telephone or other means of communications equipment and action without a meeting shall apply to committees of the Board and their members as well.

Section 3.13 Meetings by Telephone

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or any other means of communications equipment by which all persons participating in the meeting can hear each other during the meeting. Such participation shall constitute presence in person at the meeting.

Section 3.14 Action Without a Meeting

- (a) Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if each and every member of the board or committee in writing either (1) votes for such action; (2) votes against such action; or (3) abstains from voting. Each director or committee member who delivers a writing discussed in this section 3.14(a) to the Corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.
- (b) Action is taken under this Section 3.13 only if affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted.
- (c) No action taken pursuant to this Section 3.13 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.13(a), signed by all directors and not revoked pursuant to Section 3.13(d), are received by the Corporation. Any such writing may be received by the Corporation by electronically transmitted email, facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.13 shall be effective when the last writing necessary to effect action is received by the Corporation unless the writings describing the action taken set forth a different effective date.
- (d) Any director who has signed a writing pursuant to this Section 3.13 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the Corporation before the first writing necessary to affect the action is received by the Corporation.
- (e) Action taken pursuant to this Section 3.13 has the same effect as action taken at a meeting of the directors and may be described as such in any document.
- (f) All signed written instruments necessary for any action taken pursuant to this Section 3.13 shall be filed with the minutes of the meetings of the Board.

ARTICLE IV. ADVISORY BOARD, AGENTS AND OFFICERS

Section 4.1 Designation and Qualification

The officers of the Corporation who shall be appointed by the Board of Directors shall be (a) President; (b) Vice president; (c) Director of Hockey Operations; (d) Secretary and/or Treasurer; and (e) such other officers and agents as the as the Board of Directors deem necessary and as listed this Section 4.6. These officers and agents shall serve on the Advisory Board created by the Board of Directors for the purpose of conducting business and hockey operations for the recreational and Tier II hockey programs. One person may hold more than one office at a time. All officers and agents must be at least 18 years of age and need not be directors excepting the President who shall be a member of the Board of Directors.

Section 4.2 Term

The officers of the Corporation shall be elected by the Board of Directors and shall hold office for a period of not less than two years or as such time as the officer resigns, is removed, dies or a successor is duly appointed by the Board of Directors.

Section 4.3 Compensation

Officers and agents appointed to the Advisory Board shall not receive monetary compensation as such excepting the President and Secretary/Treasurer who are responsible for day-to-day operation of the Corporation. Compensation for expenses incurred in their official function must be for the actual amount and approved by the President and Treasurer. Under no circumstances shall the Board or Corporation be held liable for the cost incurred by committees or the Advisory Board where pre-approval from the Board Treasurer has not been rendered. In an emergency, such pre-approvals can be verbal.

Section 4.4 Removal of Officers and Agents

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the President or to the Board of Directors. An officer's resignation shall take effect at the time when it is received by the Corporation.

Section 4.5 Vacancies

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the President or to the Board of Directors. An officer's resignation shall take effect at the time when it is received by the

Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the officer any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers

The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the Board of Directors or by these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President

The President shall, subject to the direction and supervision of the Board of Directors, have the following responsibilities: (I) the President shall preside over the Board of Directors and set the agenda for the Board of Directors meetings; (ii) the President shall ensure that the officers fulfill the responsibilities of their office, and (iii) the President shall serve as spokesperson for the Corporation. The President shall be elected by the Board of Directors and shall serve initially for a three (3) year term, and may serve successive terms.

(b) Past-President

The Past-President shall function as a primary advisor to the President, assist the President, and shall perform such duties as may be assigned to him or her by the President or by the Board of Directors from time to time.

(c) Vice-President

The Vice-President, if one is appointed, shall assist the President and shall perform such duties as may be assigned to him or her by the President or by the Board of Directors from time to time.

(d) Treasurer

The treasurer is a non-voting contract person with compensation to be determined annually by the Executive Board. The Executive board is responsible for the hiring, firing and annual review of the treasurer. The treasurer shall:

- i. be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors;
- ii. receive and give receipts and acquittances for monies paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity;
- iii. unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit; prepare and furnish to the president and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operation;
- iv. upon request of the board, make such reports to it as may be required at any time;
- v. supervise all investments;
- vi. supervise the budget preparation;
- vii. perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the Board of Directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

(e) Director of Hockey

The Director of Hockey is a paid independent contractor of the Corporation. He will select coaches, determine teams for each season, and oversee tryouts and evaluations. The Director of Hockey will ensure that coaches are certified to the appropriate level and that they are coaching players to be better more competitive players and encourage good sportsmanship.

(f) Ice Scheduler

The Ice Scheduler is responsible for the procurement of ice time from local facilities to support Monument Rebels Hockey Association operations. The scheduler implements Monument Rebels Hockey Association policy regarding the use and allocation of the ice. Schedules and allocates all ice used by the Association and is responsible for maintaining a positive relationship with the management of the local ice facilities.

(g) Association Registrar

The association registrar is responsible for registering all players and coaches, managers for the Monument Rebels Hockey Association into all appropriate club, league, and state organizations.

(h) Association Webmaster

The Association Webmaster is responsible for maintaining the club web site and posting appropriate information and updates as provided by the Advisory Board Director and the Director of Hockey as appropriate.

(i) Director of Fundraising

The Director of Fundraising shall be responsible for the acquisition of outside sponsorships for the Association. The Director of Association Fundraising will focus outside the Club and will work with Director to coordinate fundraising activities. The Director of Fundraising will work hand in hand with other association entities on such activities as skate swaps (example only) and other team fundraising functions.

(j) Grievance and Disciplinary Committee Chair

The Grievance and Disciplinary Committee Chair will act as chairman and direct the actions of the association grievance and disciplinary committees when convened. This chair will act as the primary point of contact for the Association's Parent Representative to the Grievance and Disciplinary Committee. The association grievance and disciplinary committee will be comprised of the Director/chairman and the Director of hockey. Should a substitution be necessary for any member the Advisory Board shall fill in for the regular member who cannot attend.

(k) Mite Coordinator

The Mite Coordinator will oversee the mite program. Assist the Director of Hockey with mite coach selections and mite evaluations. The coordinator will also assist the Tournament Director with recruiting volunteers to assist the planning of the mite jamboree.

(l) Parent Representative

This position serves to give the parents representation on the advisory board. They will act as the primary point of contact between parents and the advisory board, and parents and the Director of Hockey regarding grievances, concerns, complaints etc. Provide all parents of venue by which they feel their need to communicate concerns are well understood and promptly acted upon. There shall be a one parent representative for each of the age levels within the Corporation.

Section 4.7 Purpose

The purpose of the Advisory Board is to direct the general operations of the Monument Rebels Hockey Association. The Advisory Board will submit an annual budget to the Board of Directors for approval. They will operate within the parameters set by the approved budget, the bylaws of the corporation, and the policies and procedures of the corporation.

Section 4.8 Appointment

The Advisory Board will advertise open board positions on the Monument Rebels Hockey Association website. The Advisory Board will select nominees for open positions and submit to the Board of Directors for approval. Detailed descriptions of board positions will be approved by the Board of Directors and used for the advertisement of open positions.

Section 4.9 Volunteers

The Advisory Board may recruit volunteers for positions and committees that are not board positions. Such positions and committees are Strength and Conditioning Scheduler, Equipment Manager, Tryout Committee, Tournament Committee and any others necessary to the operations of the association.

Section 4.10 Surety Bonds

The Board of Directors may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

ARTICLE V. INDEMNIFICATION

Section 5.1 Indemnification of Directors, Employees, etc.

The Corporation hereby declares that any person who serves or has served at its request as a director, officer, employee, fiduciary, agent, or member of any committee to include the Advisory Board, of the Corporation, or who serves or has served at the request of or on behalf of the Corporation as a director, officer, partner, member, manager, trustee, employee, fiduciary or agent of another corporation, whether for profit or not for profit, or other person or of an employee benefit plan shall be deemed the Corporation's agent for the purposes of this Article and such person and his estate or personal representative shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or 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 such service,

provided such person acted in good faith and with respect to actions in his official capacity with the Corporation in a manner such person reasonably believed to be in the best interests of the Corporation and in all other cases in a manner at least not opposed to the Corporations best interests, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except as provided in Section 5.4, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that such person did not meet the standard of conduct required by this section.

Section 5.2 Indemnification Against Liability to Corporation

No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 5.1 shall have been adjudged to be liable to the Corporation in connection with a proceeding by or in the right of the Corporation or in connection with any other proceeding charging that the person derived an improper personal benefit unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 5.3 Advances

The Corporation may pay for or reimburse the reasonable expenses incurred by a person entitled to indemnification under Section 5.1 who is a party to a proceeding in advance of final disposition of the proceeding if: (a) the person furnishes to the Corporation a written affirmation of the good faith belief that the person has met the standards of conduct described herein; (b) the person furnishes to the Corporation a written undertaking, executed personally or on the persons behalf, to repay the advance if it is ultimately determined that the person did not meet the required standard of conduct; and a determination is made that the facts then known to those making the determination would not preclude indemnification under this article.

Section 5.4 Indemnification in Criminal Actions

No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 5.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 5.5 Other Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested Directors, any statute or otherwise, and any procedure provided for by any of the foregoing, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Section 5.6 Period of Indemnification

Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a Director, officer, employee, fiduciary, committee member or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 5.7 Insurance

By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may, subject to Section 5.9, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's capacity of or arising out of such person's status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 5.8 Right to Impose Conditions to Indemnification

The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors or members may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

Section 5.9 Limitation on Indemnification

Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would violate any statute or jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501 (c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE VI. AMENDMENT OF BYLAWS

Section 6.1 Amendment of Bylaws by Board of Directors

Subject to the specific requirements for amendment of certain bylaws as set forth herein, the Board may amend the bylaws at any time to add, change, or delete a provision unless: (a) The Act or the Articles of incorporation reserve such power exclusively to the members in whole or part; or (b) A particular provision of these Bylaws expressly prohibits the Board from doing so; or (c) Such addition, change or deletion would result in a change of the rights, privileges, preferences, restrictions or conditions of a membership class as to voting, dissolution, redemption or transfer or by changing the rights, privileges, preferences, restrictions or conditions of another class of members.

ARTICLE VII. MISCELLANEOUS

Section 7.1 Account Books, Minutes, etc.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any Director or such Director's accredited agent or attorney, for any proper purpose at any reasonable time. Books and records (to include those generated by committees and the Advisory Board) shall not be released outside the corporation's Board, or a Director's accredited agent. An annual report of financials will be provided to the membership each spring on or before the Annual meeting of Board and members.

Section 7.2 Fiscal Year

The fiscal year of the Corporation shall be as established by the Board of Directors.

Section 7.3 Conveyances and Encumbrances

Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 7.4 Designated Contributions

The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 7.5 Conflicts of Interest

(a) Duty to Disclose

If any person who is a Director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or director, such person shall: (i) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position; and (ii) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation.

(b) Not Void

No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Corporation, solely because the conflicting interest transaction involves a director of the Corporation or a party related to a Director or an entity in which a Director of the Corporation is a Director or officer or has a financial interest or solely because the Director is present at or participates in a meeting of the Corporation's Board of Directors or of the committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction or solely because the Directors vote is counted for such purpose if: (i) the material facts as to the Directors relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the

affirmative vote of a majority of disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the conflicting interest transaction is fair to the Corporation.

(c) Quorum

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

Section 7.6 Loans to Directors and Officers Prohibited

No loans shall be made by the Corporation to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be personally liable to the Corporation for the amount of such loan until it is repaid.

Section 7.7 References to Internal Revenue Code

All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 7.8 Severability

The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

BYLAWS CERTIFICATE

The undersigned certify that he is the president of the Monument Rebels Hockey Association, a Colorado Non-Profit Corporation, and that, as such is authorized to execute this certificate on behalf of said corporation, and further certifies that the attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Date this ____ day of June 2014.

/s/ Andrew Sherman (signature on file)

Andrew Sherman

Chairman

A handwritten signature in black ink, appearing to read "Andrew Sherman", is written over a horizontal line.

ARTICLE VIII. ARTICLES OF INCORPORATION