

BYLAWS OF THE NOVI YOUTH HOCKEY ASSOCIATION, INC.

ARTICLE I OFFICES

1.01 Principal Office. The principal office of the Corporation shall be in Novi, Michigan or at such place within the state of Michigan as the Board of Directors may determine from time to time.

1.02 Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint, or as the business of the Corporation may require.

ARTICLE II MEMBERS

2.01 Eligibility for Membership. To be eligible for membership in the Corporation, an individual must adhere to the registration regulations established by the Board of Directors. All Board members, Governors, coaches, assistant coaches, managers, players, and their parents/step-parents or legal guardians shall be considered members of this Association. Persons from the general public wishing to join may submit a written application to the Board of Directors for approval.

2.02 Membership Dues. The Board of Directors shall establish the initial and annual dues for membership in the Corporation. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.

2.03 Termination of Membership. Membership may be terminated by the Board of Directors by a three quarters (3/4) majority vote of the entire Board on the occurrence of any of the following events:

- (a) Failure to make payments when due.
- (b) Failure to satisfy the requirements of section 2.01 of this article.
- (c) Failure to adhere to the USA Hockey Participant Code of Conduct, **Michigan Amateur Hockey Association** Parent/Legal Guardian Code of Conduct Agreement, or MAHA Coaching Ethics Code Agreement.
- (d) Conviction of a felony.
- (e) Any conduct the Board deems is detrimental to the Novi Youth Hockey Association.
- (f) The NYHA shall have the power to suspend any member for conduct detrimental to hockey either on or off the ice. Violations may result in disciplinary action.

- (g) In order to preserve as far as possible the integrity of amateur hockey, any recourse to the courts or legal action by a member or individual before all of the rights of the Bylaws and rules of this Association shall have been exhausted, shall be ungentlemanly conduct entailing the immediate suspension and disqualification of any member or individual.

2.04 Annual Meeting. The annual meeting of the members shall be held on or about March 1. At each meeting, applications and nominations shall be accepted for Directors and any other business shall be transacted that may come before the meeting.

2.05 Special Meetings. Special meetings of the members may be called by the Board of Directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent (10%) of the members.

2.06 Place of Meetings. All membership meetings shall be held at the Corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

2.07 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally by mail to each member at his or her last address as it appears on the books of the Corporation; or by posting at the Corporation's principal office; or by electronic mail to each member at his or her last e mail address as it appears on the books of the Corporation. Alternatively, notice may be published in the Corporation's newsletter, provided that the newsletter is published at least semiannually and is available to the members at the Corporation's principal office, not less than 10 days nor more than 60 days before the date of the meeting.

ARTICLE III BOARD

3.01 General Powers. The business, property, and affairs of the Corporation shall be managed by the Board of Directors. All decisions of the Board are final. Any appeal of a decision of the Board of Directors shall be governed by the rules and regulations established by MAHA, in particular Section XVI of the Annual Guide (entitled, "Disciplinary Actions").

3.02 Number. There shall be ten (10) members of the Board of Directors each entitled to one (1) vote only when present (as amended, July 13, 2021).

3.03 Qualifications for Board Membership. Persons applying for a position on the Board, accepting nomination for election to the Board, or serving on the Board of Directors must meet the following qualifications:

- (a) They must be in a position to donate sufficient time to assure proper discharge of the duties and responsibilities incumbent upon their respective position.

- (b) They must not have another family member serving concurrently on the Board.
- (c) They must be eighteen years of age or older.
- (d) They must be agreeable to serve.

3.04 Board Member Absences. A Board member that accumulates four (4) absences within a twelve (12) month period or three (3) consecutive absences, excluding attendance at any special meetings, will be automatically suspended. The secretary, or agent of the Corporation having charge of the absentee records, shall report absences or suspensions to the Board of Directors. The suspended member shall have the right to appeal his or her suspension at the next regularly scheduled Board meeting. A majority vote of the Board of Directors is necessary to reinstate the member of the Board of Directors to terminate the suspension. If the Board member does not appeal his/her suspension at the next regularly scheduled Board meeting or the appeal is denied, the Board member will be terminated from the Board immediately.

3.05 Tenure. Directors shall hold office for a three (3) year term. Staggered terms will be established during the year. Their term of office shall begin upon the April regularly scheduled Board of Director's meeting.

3.06 Resignation. A Director may resign at any time providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.08 of the bylaws.

3.07 Removal. Any Director may be removed by a three-quarters majority vote of the entire remaining Board of Directors for cause as defined in section 2.03 of the bylaws.-

3.08 Board Vacancies. A vacancy on the Board may be filled with a person selected by the remaining Directors of the Board. Each person so elected shall be a Director for the term of the replaced Director.

3.09 Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by a Board resolution without notice other than the resolution.

3.10 Special Meetings. Special meetings of the Board may be called by the president or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director at least three days before the meeting.

3.11 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

3.12 Waiver of Notice. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.13 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.14 Quorum. Five (5) of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board, unless as otherwise specified in these bylaws (as amended, July 13, 2021). Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board. At all Board meetings, each member shall have one vote on any and all matters which come before the Board. In the case of a tie, the President shall have the tie breaking vote.

3.15 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding meeting.

3.16 Expenses. Each Director shall be reimbursed for actual expenses incurred by him or her in connection with his or her official corporate duties as long as such expenses are not excessive under Section 4941 of the Internal Revenue Code of 1986, as amended.

3.17 Validation of Meeting Defectively Called or Noticed. The actions taken at any meeting of the Board of Directors, however called or noticed or wherever held, are as valid as if they had been taken at a duly called or noticed meeting if a quorum is present and if, either before or after the meeting each of the Directors not present signs a waiver of notice or a consent to holding the meeting. All such waivers or consents shall be made part of the minutes of the meeting.

3.18 Compensation. Members of the Board of Directors shall not receive compensation of any sort for serving on the Board.

3.19 Board Membership Restrictions. The Board will have a minimum of (8) eight members that have a filial relationship to the 'playing' members of the Association.

- (a) If in any given year, there are currently (4) four non-filial Board members not up for re-election, non-filial members shall not be placed on the ballot.
- (b) If after an election, the Board is composed of (5) five non-filial members, the lowest non-filial vote getter will be replaced by the next highest vote getting filial member.
- (c) Members who only have a filial relation in a competing Association are not eligible for Board membership. This does not apply to members who only have a filial relation in a High School Junior Varsity or Varsity program. This criterion can only be waived with a unanimous Board vote (as amended, July 12, 2017).

- (d) Shall not have been involved in a skating facility as an arena manager, employee, or owner, for a three year period prior to nomination. This criterion can only be waived with a unanimous Board vote and the candidate will be placed in nomination for Board membership.
- (e) Shall not have been involved as an owner, officer, or manager of a for profit tournament, a for profit league, a hockey school, or a hockey clinic organizer, for a three year period prior to nomination. This criterion can only be waived with a unanimous Board vote and the candidate will be placed in nomination for Board membership.
- (f) A nominee must have been a member in good standing in the NYHA for a 12 month period prior to nomination. This criterion can only be waived with a unanimous Board vote and the candidate will be placed in nomination for Board membership.
- (g) A member in good standing will not have been convicted of a felony within the past ten years; is not serving a suspension or probation under the authority of USA Hockey, MAHA, any other local hockey association, or the NYHA; has no delinquent financial obligations to USA Hockey, MAHA, any other local hockey association, or the NYHA
- (h) NYHA administrative and contract personnel shall have Board status when such status is approved by a majority of the Board and duly recorded in the Board meeting minutes for the particular meeting when such status was granted. Said personnel shall not have any voting rights.
- (i) The Board composed of members prior to or post an election, shall have the right to amend the items above given a unanimous vote.

ARTICLE IV ELECTION OF NEW BOARD MEMBERS

4.01 Voting. Notice of Board vacancies and intention to accept applications and nominations at the annual meeting must be posted fourteen (14) days prior to the annual meeting. Any Board member will accept prior to or at the annual meeting nominations and applications for candidacy. Each member of the Corporation will have a vote; limited to one vote per player family. Absentee ballots and proxy votes will not be accepted. Ballots will be available within twenty-four (24) hours after the annual meeting. The balloting shall be conducted electronically providing ballot secrecy. If electronic voting cannot be completed voting shall be by secret ballot and held on three (3) dates established by the Board of Directors with a minimum of two (2) hours on each date available for eligible voters to vote. The three (3) voting dates must

be posted within twenty-four (24) hours of the annual meeting. The election must be completed within fourteen (14) days of the annual meeting.

4.02 List of Eligible Voters. The election committee shall compile a list of eligible voters, with the dates, times, and place of voting also announced. A copy of the information shall be made available to all eligible voters.

4.03 Election Results. The election committee will assign two tellers to count the votes at the close of the election period. The results shall be posted and communicated to the elected Board members within forty-eight (48) hours of the close of voting.

4.04 Tie Vote. In the event of a tie vote for the final vacancy, the members of the current Board, by secret ballot will, in the absence of any member involved in a tie, by a simple majority of those voting, decide who shall serve.

4.05 Records. Ballots and records shall be filed with the Secretary, or agent of the Corporation having charge of voting records, immediately after the election and shall be retained for a period of one (1) year.

ARTICLE V COMMITTEES

5.01 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, in addition to the standing committees listed in section 5.04, each committee consisting of one or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designed by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the Corporation;
- (d) fill vacancies on the Board;
- (e) fix compensation of the Directors for serving on the Board or on a committee;
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (g) recommend to the members a dissolution of the Corporation or a revocation of a dissolution; or

- (h) terminate memberships.

5.02 Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

5.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

5.04 Standing Committees.

- (a) House Programs. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: receive applications for coaching positions and recommend to the Board qualified candidates; apprise coaches on any changes of policy, rules or the like; appointment of coaches; appointment of Division Governors; responsible for proper team registration in MAHA, USA Hockey and Little Caesar's; instruct coaches on the duties and requirements of the Association, MAHA and USA Hockey; prepare a Coach's Handbook; administration of an annual Association Game Day; administration of an end of season NYHA Tournament; administration of the House team draft; assure teams are entered into the District Qualifying Tournament; participate and lead as necessary in the formation of league play at the MiniMite and Mite level as determined by the Board; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.
Player Registration and Evaluation are a subcommittee of the main House Programs Committee. The duties of this subcommittee shall include, but are not limited to: establishing a public date, time and place where individuals may register to participate in the programs of the NYHA; establish and administer registration procedures; obtain necessary participant information such as proof of residency, birth certificate, permission to play from parent or guardian, and a permission slip for emergency medical attention; proper NYHA player registration for both House and Travel program participants; conduct player evaluations; and other such duties or actions as determined appropriate by the subcommittee, the president of the Association, or the Board

of Directors.

House Coach Evaluation is a subcommittee of the main House Programs Committee. The duties of this subcommittee shall include, but are not limited to: preparing a written evaluation of each head coach at the completion of the season and filing a copy in the Association office; reviewing said document with the coach; and other such duties or actions as determined appropriate by the subcommittee, the president of the Association, or the Board of Directors.

- (b) Travel Programs. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: receive applications for coaching positions and recommend to the Board qualified candidates; apprise coaches on any changes of policy, rules or the like; appointment of coaches; responsible for proper team registration in MAHA, USA Hockey and Little Caesar's; instruct coaches on the duties and requirements of the Association, MAHA and USA Hockey; prepare a Coach's Handbook; establish generic criteria for tryouts and team selection and approve individual team processes; administer the process and assure teams are entered into the District Qualifying Tournament; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.

Travel Coach Evaluation is a subcommittee the main Travel Programs Committee. The duties of this subcommittee shall include, but are not limited to: preparing a written evaluation of each head coach at the completion of the season and filing a copy in the Association office; reviewing said document with the coach; and other such duties or actions as determined appropriate by the subcommittee, the president of the Association, or the Board of Directors.

- (c) Coaches Education Committee. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: the appointment of an ACE Coordinator; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.
- (d) Equipment Committee. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: ordering of uniforms and socks

for each House and Travel Division team; keep an inventory of all NYHA equipment; solicit bids for replacement equipment, present bids to the Board for discussion, and approval of expense; keep equipment in usable condition, take care of repairs; handle all issues regarding uniforms, equipment, repair, and report to the Board status, problems, costs; develop a list of approved apparel vendors and present to the Board for approval; maintain useable goalie equipment for each House, MiniMite, Mite, and Squirt Division team; provide a puck bag and pucks for each House and Travel Division team; provide water bottles for each House and Travel Division team; approve all use of the NYHA logo; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.

- (e) Communication Committee. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: administering of the Corporation's web site and related electronic communication medium; administering the Corporation's newsletter (including approval prior to publication); administering the Corporation's bulletin board located at corporate headquarters; administering team pictures (including solicitation of bids, schedule date and times of photographs, inform coaches and managers, schedule a reschedule date); report to the Board all ideas, plans, etc. for fund raising for the NYHA; suggest to the Board all plans, ideas, etc. for special activities; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.
- (f) Election Committee. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: administering of the annual election of Board members which includes gathering of nominations, determination of eligible voters, distribution of ballots, counting of results, and publication of election results; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.
- (g) Ice Scheduling Review Committee. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: a review of the ice

schedule provided each team for compliance with guidelines set for the amount of hours to be allocated each team by the Board, a fair distribution of those hours by available time and day, and compliance with MAHA and USA Hockey rules on scheduling times by age division; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.

- (h) Bylaws Committee. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: an annual review of the bylaws for the purpose of reviewing and improving; recommendations for revisions and amendments shall be submitted to the Board for consideration; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.
- (i) Grievance and Discipline Committee. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: review of all disciplinary matters brought forward to the committee; determination, if any, of sanctions; reporting in writing the results of all meetings to the Board; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.
- (j) Referee Liaison Committee. The committee is to be chaired by a Board member. The committee chairperson will determine the size of the committee. The committee duties shall include, but are not limited to: establishing and maintaining a source for on ice officiating; if deemed appropriate, establishing and maintaining an agreement with an outside source for on ice officiating, to include pricing and acting as an intermediary between coaches and officials as needed; acting as an intermediary with the MAHA District 4 Supervisor of Officials, with the MAHA District Referee-in-Chief, and the USA Hockey Referee-in-Chief, as needed; and other such duties or actions as determined appropriate by the committee, the president of the Association, or the Board of Directors.

ARTICLE VI OFFICERS

6.01 Number. The officers shall be a president, a secretary, and a treasurer. There may also be a vice president, and such other officers, as the Board deems appropriate. The Board shall elect the president of the Corporation. The president shall be a voting member of the Board. The president shall appoint the remaining officers who shall be Board members and whose appointment to a particular office shall be subject to approval by a majority of the remaining Board members. These appointments must be made no later than the regularly scheduled Board meeting in May. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the Board to be executed, acknowledged, or verified by two or more officers.

6.02 Term of Office. Each officer shall hold office for a term of one (1) year ending with the following May Board meeting. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

6.03 Removal. An officer appointed by the president and approved by the Board may be removed with or without cause by a unanimous vote of the remaining Board members. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

6.04 Vacancies. A vacancy in any office for any reason may be filled by the president and approved by the Board with any other Board member of the Corporation and such an appointment will last until the next May Board meeting.

6.05 President. The president shall be the chief executive officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the Corporation, unless the president or the Board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the Board to delegate any specific power to any other officer of the Corporation.

6.06 Vice President. The vice president, if any, shall have the power to perform duties that may be assigned by the president or the Board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the Board directs otherwise. The vice president shall perform all duties incident to the office.

6.07 Secretary. The secretary or designated agent of the Corporation shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each member or Director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer, and Director; and (e) perform all duties incident to the office and other duties assigned by the president or the Board.

6.08 Treasurer. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board; (d) complete all required corporate filings; and; (e) perform all duties incident to the office and other duties assigned by the president or the Board. The treasurer shall institute such procedures so that counter signatures are required on all checks and savings account withdrawals. The treasurer shall submit to a yearly audit by two (2) members of the Board of Directors as appointed by the president, if the Board deems it necessary. The treasurer shall prepare at the onset of each season a procedure and proposed budget. At the completion of the season, the treasurer shall prepare a final report and present to the Board and the membership. The treasurer is responsible for preparing the yearly IRS requisite documentation and providing the Board proof of completion.

ARTICLE VII CORPORATE DOCUMENT PROCEDURE

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these bylaws.

ARTICLE VIII INDEMNIFICATION

8.01 Non-derivative Actions. Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the Corporation, or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The

person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

8.02 Derivative Actions. Subject to all of the provisions of this article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the Corporation or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

8.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 8.01 or 8.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

8.04 Contract Right: Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in such person's capacity as a Director or officer. Except as provided in section 8.03 of this article, the Corporation shall have no obligations under this article to

indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

8.05 Determination That Indemnification Is Proper. Any indemnification under sections 8.01 or 8.02 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 8.01 or 8.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- (c) By independent legal counsel in a written opinion.

8.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 8.01 or 8.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.01 or 8.02 of this article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

8.08 Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

8.09 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

8.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a Director or officer and shall pass to the benefit of the heirs, executors, and administrators of that person.

8.11 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

8.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

ARTICLE IX COMPENSATION

When authorized by the Board, a person shall be reasonably compensated for services rendered to the Corporation as an employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall end on December 31.

ARTICLE XI ELECTIONS

Elections of the new Board members to replace present members whose terms are expiring and to fill vacancies shall be no later than the third week of April of each year.

ARTICLE XII AMENDMENTS

12.01 Revision to Bylaws. The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by approval of two-thirds (2/3) of all Directors (i.e.: two-thirds of eleven is seven), if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board.

12.02 Frequency of Revision. Once an amendment or repeal has been voted upon by the Board, action on that same amendment or repeal shall have a twelve month waiting period prior to being brought before the Board for reconsideration.

ARTICLE XIII RULES OF ORDER

"Roberts Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XIV OFFICIAL NAME AND REGISTRY

The name and logo cannot be modified or used by members of the Association without the approval of the equipment manager.

ARTICLE XV NAME

The name of the Association shall be "The Novi Youth Hockey Association, Inc." and may be referred to as "NYHA".

ARTICLE XVI NON-PROFIT

This Association shall have no capitol stock and shall not be conducted for profit.

ARTICLE XVII BONDING

The officers and employees of the Association shall be bonded in the amount as determined by the Board of Directors on an annual basis.

ARTICLE XVIII HEARINGS

Problems, disputes, grievances, etc., arising under the policies, procedures, bylaws, rules, and regulations which serve to govern the NYHA will when necessary be dealt with by the processes set forth by the Association. When discussion with appointed officials such as coach and governor, or elected officials fail to resolve a matter, any Association member may request a hearing before the Grievance Committee. If the matter is not satisfactorily resolved at the initial hearing, a hearing before the full Board may be requested. All requests for hearings shall be in writing, to define the matter to be considered_

and when appropriate, explain in detail what has been done to resolve the matter. Requests for hearings shall be addressed to the NYHA at its' principal office. Upon receipt, such requests shall be referred to the president who will promptly convene the requested hearing.

ARTICLE XIX RESIDENCE

Legal residence shall be defined as a minor child living with his/her natural parents, adoptive parents, legal guardians as appointed by a court order, wards of the court living in a foster home, or those youths living with natural parents through a divorce decree on a permanent or temporary basis who reside in the corporate boundaries of the City of Novi.

ARTICLE XX ITEMS FOR BOARD CONSIDERATION

Items that have been brought before the Board for consideration where a motion and vote are taken shall have a twelve month waiting period prior to being brought before the Board for reconsideration unless two-thirds of all Directors agree to reconsider.

ARTICLE XXI DISSOLUTION AND DISTRIBUTION OF ASSETS

If termination of existence becomes necessary, the current Board will provide a procedure for dissolution and distribution of assets, if any. Said procedure for dissolution shall be communicated to each member of the Corporation either personally by mail to each member at his or her last address as it appears on the books of the Corporation; or by posting at the Corporation's principal office; or by electronic mail to each member at his or her last e mail address as it appears on the books of the Corporation. Alternatively, notice may be published in the Corporation's newsletter, provided that the newsletter is published at least semiannually and is available to the members at the Corporation's principal office.

ARTICLE XXII CONFLICT OF INTEREST

22.01 Purpose. To The purpose of the conflict on interest policy is to protect the Novi Youth Hockey Association's interest(s) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association and/or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

22.02 Definitions.

- (a) Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.
- (b) Excess Benefit Transaction. An excess benefit transaction is a transaction in which an economic benefit is provided by the Association, directly or indirectly, to or for the use of a disqualified person, and the value of the economic benefit provided by the organization exceeds the value of the consideration received by the organization. If the Association makes a grant, loan, payment of compensation, or similar payment to a substantial contributor of the organization, the arrangement is an excess benefit transaction. The entire amount of the payment may be taxable as an excess benefit.
- (c) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: an ownership or investment interest in any entity with which the organization has a transaction or arrangement, a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
- (d) Interested Person. Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined above, is an interested person.

22.03 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and to the members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

22.04 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

22.05 Procedures for Addressing the Conflict of Interest.

- (a) An interested person may make a presentation at the Board of Directors and at a committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The President of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the Board of Directors or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterest directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

/signed March 6, 2024
Secretary