

BYLAWS OF THE FREDERICK YOUTH HOCKEY ASSOCIATION, INC.

Updated December 13, 2022

ARTICLE I. NAME, POWERS AND PRINCIPAL OFFICE

Section 1.01. The name of the Corporation is the Frederick Youth Hockey Association, Inc. (hereinafter referred to as "FYHA"), a nonprofit Corporation incorporated in the State of Maryland.

Section 1.02. All powers of the FYHA shall be vested in the Board of Directors (hereinafter referred to as the "Board" or the "BOD").

Section 1.03. The principal office of the FYHA shall be located in Frederick County, Maryland, or at such place in the State of Maryland as the Board shall designate. FYHA may have such other offices as the BOD may designate or as the business of the club may require.

ARTICLE II. PURPOSE AND OBJECTIVE

Section 2.01. The FYHA is organized and shall be operated exclusively for charitable and educational purposes as may qualify it for tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Federal tax laws (hereinafter referred to as the "Code").

Section 2.02. Notwithstanding any provision of these bylaws, or the laws of the State of Maryland governing FYHA or pertaining to it, FYHA shall only carry on activities permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c), 2055 and 2522 of the Code.

Section 2.03. The purpose and objectives for which FYHA is organized include but are not limited to: providing opportunities for youth to participate in the competitive sport of ice hockey while developing an appreciation for the game of hockey, developing their skills, and learning fair play, sportsmanship and teamwork. FYHA shall exemplify the principles and philosophies of USA Hockey.

Section 2.04. The FYHA shall have in the furtherance of the foregoing purposes and objectives all of the powers conferred upon non-stock corporations organized pursuant to the provisions of the general laws of the State of Maryland.

ARTICLE III. MEMBERSHIP

Section 3.01. FYHA shall have four classes of membership:

1. Primary: the qualifications and eligibility for Primary Membership shall be any parent or legal guardian of any youth who has registered for the regular season, and has paid the applicable membership dues in accordance with the terms established by the Board.
2. Affiliate: the qualifications and eligibility for Affiliate Membership shall be any adult relative of any youth who has registered for the regular season, and whose associated Primary Member has paid the applicable membership dues in accordance with the terms established by the Board. In

addition, any coach, who is not otherwise a Member, will also be qualified and eligible as an Affiliate Member provided that they are in good standing, as defined in section 3.04, with the FYHA.

3. Volunteers: “volunteers” are defined as those individuals that wish to assist and help with activities for the FYHA and are approved by the BOD, and are not otherwise members. Volunteers may not hold office without prior approval of the BOD. In addition, volunteers may not vote.

4. Alumni: any parent or legal guardian of any youth who played a minimum of one full season of hockey for the FYHA, paid the applicable membership dues, in accordance with the terms as established by the BOD, and is in good standing with (i) the FYHA; (ii) USA Hockey, the Potomac Valley Amateur Hockey Association (“PVAHA”), the Chesapeake Bay Hockey League (“CBHL”), Atlantic Hockey Federation (“AHF”), and their respective successors and assignees; and (iii) the rules of any subsequent or additional youth hockey league in which the FYHA participates. Alumni are non-voting members who may not hold office without prior BOD approval.

Section 3.02. Resignation. Any active member may resign by signing a written resignation and submitting to the President and the Secretary; provided however, that refunds, if any, shall only be permitted if such requests are submitted to the BOD or its designee in compliance with the refund policy in effect as designated by the FYHA policies or the BOD. Resignations may be accepted in electronic format.

Section 3.03. Suspension/Expulsion. Each member shall comply with and adhere to (i) the bylaws, rules and other policies of the FYHA; (ii) the bylaws, rules, and other policies of USA Hockey, the PVAHA, the CBHL, the AHF, and their respective successors and assignees; and (iii), the rules of any subsequent or additional youth hockey league in which the FYHA participates. Membership in the club may be suspended or terminated by the BOD for cause. The term “cause” shall refer to any violation of:

- a. The bylaws and/or rules and/or policies of the FYHA;
- b. The bylaws, rules, and/or other policies of USA Hockey, the PVAHA, the CBHL, the AHF, or their respective assigns;
- c. The rules of any subsequent or additional youth hockey league in which FYHA participates; and,
- d. The BOD may also suspend or expel a member for conduct, which, in the sole opinion of the BOD, is prejudicial to the best interests of the FYHA. Prior to any suspension or expulsion of a member, the BOD may, in its sole and absolute discretion, refer the matter to the Disciplinary Committee which shall handle the matter as the BOD’s designee or the BOD may choose to address the matter itself. If the latter, then the BOD shall: provide written notification to the member of the charges made against that member by electronic communication, registered or certified U.S. mail, postage prepaid, return receipt requested, or by FedEx (or comparable overnight delivery service). Upon affirmative vote of two-thirds (2/3) of the directors present at a meeting of the BOD, the member shall be suspended or expelled. If expelled, the member shall permanently forfeit all rights and privileges as a member and shall not be

entitled to a refund of any fees paid. If suspended, the member shall forfeit all rights and privileges as a member for the duration of the suspension and shall not be entitled to a refund of any fees paid. If referred to the Disciplinary Committee, then the Disciplinary Committee's decision may be appealed by written request within thirty (30) days of the hearing date to the entire BOD.

Section 3.04. Good Standing. Membership in good standing will be based upon the completion of registration, payment in full of the applicable fees, and compliance with (i) the bylaws and rules of the FYHA; (ii) the bylaws, rules and other policies of USA Hockey, the PVAHA, the CBHL, the AHF, or their respective successors and assignees; and (iii) the rules of any subsequent or additional youth hockey league in which the FYHA participates.

Section 3.05. Dues. The BOD shall prescribe the amount and manner of imposing and collecting any dues, assessments, initiation fees, other fees, fines, and/or penalties.

Section 3.06. Hardships. The BOD or its designee, the Board may, in its sole and absolute discretion, grant a reduction or elimination of fees for any person desiring and eligible to become a player member who exhibits special needs or hardships.

Section 3.07. Finance Charges. The BOD, in its sole discretion, may charge finance and/or service charges to the maximum amount permitted by law on all unpaid fees that are due and owing to FYHA. In addition, the BOD may also charge fees to that maximum amount permitted by law as related to returned checks and collection efforts, including legal fees.

Section 3.08. Special Payments. All requests for special payments outside of approved club payment policy of fees shall be made to the BOD.

Section 3.09. Special Assessments. In the event of a shortfall of funds necessary for FYHA to meet its regular financial obligations, the BOD may authorize a special assessment by a vote of two-thirds (2/3) of the members of the BOD.

Section 3.10. Refunds. Unless the BOD determines and rules otherwise, there shall be no refund of fees paid by any member to the FYHA. In these cases, the member should submit a written refund request to the BOD. The BOD will review the refund request.

Section 3.11. Delinquent Accounts. All fees are payable on a date determined by the BOD and in accordance with the established payment plan. Any member who is in arrears in fees will be so notified by the Treasurer. Such notice shall state the amount owed, that the rights of such member have been suspended pending receipt in full, and such member's rights to membership may be canceled if payment in full has not been received within seven (7) days of the date of such notice unless other acceptable arrangements are made with the Treasurer to satisfy the delinquent account within seven (7) days of the date of notice.

Section 3.12. Date of Record for Members. For the purpose of determining the members entitled to notice or to vote at any meeting of members or adjournment thereof, or to express consent to or

dissent from any proposal without a meeting, or purpose of any other action, the BOD may fix, in advance, a date as the record date for any such determination of members. Any such record date shall not be more than sixty (60) days and not less than ten (10) days before the date of such meeting or such consent or dissent or action by the members, as the case may be.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01. Function and Definitions. The affairs of the FYHA shall be managed by a governing BOD.

Section 4.02. Qualifications and Number. The BOD shall consist of a minimum of one person, which is the number of initial directors fixed in the Articles of Incorporation, and which shall be the fixed number of directors until a full BOD is elected pursuant to these Bylaws and Maryland law. Thereafter, the full BOD of the FYHA shall consist of not less than one (1), but not more than thirteen (13) directors. The number of directors may be increased or decreased from time to time by majority vote of the BOD provided, however, that any decrease in the number of directors shall not have the effect of shortening the term of any incumbent director or permitting less than the minimum number of directors allowed under the general laws of the State of Maryland. Each BOD member shall be a natural person being at least eighteen (18) years of age. A BOD member shall be a duly elected member in good standing with the FYHA as voted by the general membership unless a majority of the BOD shall provide otherwise or as in accordance with section 3.01 (Classification of Members). A BOD member shall not have a youth player, or be affiliated with a youth player (if the BOD member is an Affiliate member), who participates in a Tier II youth hockey program other than the FYHA.

Section 4.03. Election. The President shall appoint an Election Committee of at least two (2) BOD members prior to November 1 of each year. The Election Committee shall be responsible for soliciting, and vetting potential BOD candidates as well as administering the election.

a. Persons determined to have been qualified by the Election Committee shall be included on the ballot for election of directors. The following criteria will be used to evaluate potential candidates:

i. The candidate must be a Primary or Affiliate Member in good standing in accordance with section 3.01 and section 3.04. In no instance shall the Elections Committee approve for nomination an individual who is not a member in good standing. In the case of an Affiliate Member, the associated Primary Member must approve in writing the Affiliate Member's candidacy.

ii. The candidate should have been a member of the club for at least one season based upon the expected date that the candidate might assume a BOD position, if elected.

iii. The candidate must have served the club, or another USA Hockey sanctioned program, in a volunteer position for at least one year, or must provide professional expertise that amply qualifies the candidate to capably serve and fulfill the director role and duties.

iv. In instances that BOD applicants are not recommended to the BOD for inclusion on the official ballot, the applicant may, after written notice provided in a timely manner but no later than 30 days in advance of the impending election or as otherwise provided by the BOD, appeal the Election

Committee decision to the BOD. The Election Committee will at the next scheduled BOD meeting provide a summary of the contested application and the basis for their decision. The nominee will be provided the minutes at a BOD meeting to contest the decision. The BOD will, in closed session, discuss and reach a final decision by majority vote on the application and that decision should be final with no further rights or abilities for appeal.

b. Head Coaches are permitted to serve on the Board but must recuse themselves from any votes that would be considered a conflict of interest as determined by the remaining non-coach BOD members. No more than 3 of the sitting BOD shall be Head Coaches.

c. The FYHA BOD has the right to revise the election dates and/or calendar as deemed necessary and/or in the best interest of the FYHA.

d. The Election Committee will be responsible for the following:

i. Soliciting applications and then performing the necessary review and due diligence on all applicants in order to reach a decision on the applicants recommended to the BOD for inclusion on the ballot.

ii. Providing notification to the candidates and the BOD as to those nominees that will be included on the upcoming election ballot.

iii. The candidate shall not have a youth player, or be affiliated with a youth player (if the candidate is an Affiliate member), who participates in a Tier II youth hockey program other than the FYHA.

iv. Administering the annual director elections which will take place during the first two weeks of February and certifying and announcing the results of the election to the BOD no later than the April BOD meeting.

Section 4.04. Elected Term. Elected directors shall serve staggered two (2) year terms with approximately one-half (1/2) of the directors' terms expiring every year, except to the extent permitted under these bylaws or Maryland law. In the interim between annual meetings or special meetings of membership called for the election of directors, any vacancies on the BOD, including any unfilled vacancies resulting from the removal of one or more of the directors by the members, or resignation of one or more directors, may be filled by the affirmative vote of a majority of the then remaining directors. The term shall commence and terminate to coincide with the fiscal year of FYHA, as defined in Article IX of the bylaws, except for team representatives, whose term is defined below. If a director is appointed by the BOD to finish a partial term, the term of the director shall begin at the BOD meeting following such director's appointment. Any director appointed by the BOD for a partial term shall stand for election at the next election following such director's appointment.

Section 4.05. The BOD shall appoint the following positions with a simple majority vote and reserve the right to remove any of the appointees for any reason with a simple majority vote:

a. Treasurer. A Treasurer shall be appointed for a three (3) year term or as directed by the BOD by a simple majority vote. The Treasurer may be a sitting BOD member. The BOD may also choose to appoint the Treasurer as a voting member of the BOD for a 3-year term. If so appointed, the Treasurer may have voting rights except in instances involving financial matters of the FYHA.

b. Scheduler. One or more Scheduler(s) shall be appointed for a three (3) year term or as directed by the BOD by a simple majority vote. The Scheduler(s) may be a sitting BOD member. The BOD may also choose to appoint the Scheduler(s) as a voting member of the BOD for a 3-year term.

c. Executive Manager. An Executive Manager shall be appointed for a three (3) year term or as directed by the BOD by a simple majority vote. The Executive Manager may be a sitting BOD member. The BOD may also choose to appoint the Executive Manager as a voting member of the BOD for a 3-year term.

d. Hockey Director. The Hockey Director will be selected and serve in accordance with the Hockey Director contract. The Hockey Director shall not be a member of the Board of Directors.

e. Associate Hockey Director. The Associate Hockey Director will be selected and serve in accordance with the Associate Hockey Director contract. The Associate Hockey Director shall not be a member of the Board of Directors.

Section 4.06. If approved by a simple majority of the BOD, a Skate Frederick representative may be invited to attend the FYHA BOD meetings. The Skate Frederick Representative shall not be a voting member of the BOD but can participate in all BOD proceedings except in those matters determined to be a conflict of interest. Any disagreements over what constitutes a conflict of interest with the rink would be determined by a simple majority vote of the BOD. Through the BOD President or the President's designee, the BOD can require the Skate Frederick Representative to remove himself or herself from the meeting room for that portion of a discussion.

Section 4.07. Responsibilities of the Board. The Board shall be responsible for the management and administration of the affairs of the FYHA, which includes but are not limited to the following:

- a. Deciding policy and operating rules and procedures.
- b. Developing and approving all yearly and projected directions, goals, budgets and fiscal policies.
- c. Initiating, approving and implementing fundraising strategies.
- d. Approving all annual reports.
- e. Approving financial and contractual agreements except for those in accordance with deferred payment plans as approved by the President and Treasurer.

f. Implementing other measures as the BOD deems proper and expedient to promote the objectives of the FYHA and to best protect the interest and welfare of its members.

Section 4.08. Board of Directors Meetings.

a. Time. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

b. Place. Meetings shall be held at such place within or outside the State of Maryland as shall be fixed by the Board. Each meeting may be conducted by means of electronic communication as permitted by law.

c. Call. No call shall be required for regular or special meetings for which the time and place have been fixed. Special Board meetings may be called by the President, if any, the Vice President, if any, or by a majority of the directors.

d. Notice or Actual Constructive Waiver of Notice. No notice shall be required for regular or annual meetings of the Board for which time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of any meeting need not specify the business to be transacted or the purpose of the meeting. Notice of any adjournment of a meeting of the Board to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to the other directors. Any requirement or furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting. A director's attendance at any meeting shall constitute a waiver of notice of such meeting, except such attendance at a meeting by such director for the purpose of objection to the transaction of business because the meeting is not lawfully called or convened.

e. Quorum and Action. Except as may otherwise be provided in the Articles of Incorporation and these Bylaws, a majority of the full Board shall constitute a quorum. Whenever a vacancy or vacancies on the Board shall prevent a quorum from consisting of a majority of the full Board as aforesaid, a quorum shall consist of at least one-third of the full Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the general laws of the State of Maryland, the Articles of Incorporation, or these bylaws, the vote of a majority of the directors present at the time of the vote if a quorum is present at such time, shall constitute the act of the Board.

f. At any meeting of the Board, each director present shall be entitled to one vote. Any action required to be taken at any meeting of the Board or of any committee may be taken without a meeting if a quorum of the Board or committee, as the case may be consented thereto in writing, and such

consents are documented in the minutes. Voting may be conducted by electronic communication to the extent permitted by law.

g. Chairman of the Meeting. The President, if any, and if present and acting, shall preside at all meetings. Otherwise, the Vice President, if present and acting, or any other director chosen by the Board shall preside.

Section 4.09. Failure to Perform Duties. If a Board member cannot regularly attend the monthly meeting, or otherwise fails to perform any of the duties devolving upon him or her, his or her office may be declared vacant by the affirmative vote of a majority of the Board.

Section 4.10. Removal of Directors. Any or all of the directors may be removed, with or without cause, at a special meeting of the members expressly called for that purpose, by a vote of which would suffice for the election of directors, or with cause by a majority vote of the Board. At the same meeting, of any adjourned meeting, the members, or the Board, may by a plurality of the votes cast at any such duly organized meeting, fill the vacancy or vacancies resulting from any removal.

Section 4.11. The Board of Directors, by resolution adopted by a majority of the full Board, may designate from their number two or more directors to constitute an Executive Committee and other committees, each of which to the extent provided in the resolution designation it shall have and exercise the authority of the Board with the exception of any matters which are required to be submitted to the members for their approval.

Section 4.12. Other Committees. Other committees not having and exercising the authority of the Board in the management of the affairs of the FYHA as aforesaid may be designated and appointed by approved resolution or resolutions or the affirmation of the Board. The committee designation resolution shall include review, termination and sunset clause language.

Section 4.13. Written Action. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing or electronic media, setting forth the action to be taken, shall be approved by a majority of the full Board after publication to all directors.

Section 4.14. Compensation. No compensation shall be paid to directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular special meeting of the Board may be authorized. Nothing herein shall be construed to preclude any director from serving the club in any other capacity. Discounts or waiver of fees shall not be construed to constitute compensation prohibited by this paragraph.

Section 4.15. Presumption of Assent.

a. All Board members shall have 7-days to file comments in either support or opposition to an issue considered at a Board meeting. Comments shall be filed with the Secretary by either written or electronic means. The Secretary shall insure the publication to the remaining BOD members within 48-

hours of the comments being filed. Comments shall be included in the minutes of the meeting but noted as filed as an addendum.

b. A member of the Board or of any committee designated by the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or reports made to FYHA by any of its officers, or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board or by any such committee, or in relying in good faith upon other records of the FYHA.

ARTICLE V. OFFICERS

Section 5.01. Election or Appointment. The Board of Directors shall elect or appoint a President, Vice President, and Secretary, and such other executive, managerial, fiscal and assistant officers as it deems necessary for the FYHA. Assistant officers may be appointed or chosen in such manner as the Board shall determine. The officers of the FYHA may be designated by such other titles as permitted by the provisions of the general laws of the State of Maryland and as may be determined by the Board. Any two or more offices may be held by the same person, provided, however, that the same person may not concurrently hold the office of President and Vice President.

Section 5.02. Term. Unless otherwise provided in the resolution of election or appointment or other instrument choosing or appointing any officer, each officer shall hold office until the end of the their designated term as director and until his/her successor has been elected, appointed, chosen and qualified.

Section 5.03. Powers.

a. President. The President shall have direct charge of the management of the business operations of the FYHA, subject to the general control of the Board. He or she shall have custody of the corporate seal of the FYHA and shall have the authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature. However, the President or the Board may give general authority to any other officer to affix the seal of the FYHA and to attest to the affixing by signature. The President shall execute bonds, mortgages, and other contracts requiring the seal of the FYHA, 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 or the President to some other officer or agent of FYHA.

b. Vice President. The Vice President (VP) shall perform the duties as assigned by the Board and the President. In the absence of the President, the VP shall have the authority to act as President on matters as delegated by the President.

c. Secretary. The Secretary shall:

i. Keep the minutes of the proceedings of the members, the Board and committees of the Board in one or more books provided for that purpose;

ii. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

iii. Be the custodian of the corporate records;

iv. Keep a register of the post office address, phone numbers and electronic mail address of each member which shall be furnished to the Secretary by each member or the FYHA Registrar; and,

v. In general perform whatever other duties as may be assigned to him or her by the President or the Board.

d. Other Officers. The FYHA may have such other officers as may be deemed necessary by the Board, each of whom shall have such duties as may be determined by resolution of the Board. Officers shall also have any additional powers and duties defined in the resolution or instrument electing, appointing, or choosing them, as the case may be.

Section 5.04. Removal. The Board may remove by a majority vote of the full Board, any officer or Board member whenever, with cause and in its judgment, the best interests of the FYHA will be served.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term. The President may appoint individuals to fill vacancies on an interim basis. Interim appointments made by the President are subject to confirmation by the Board at their next regular meeting or special meeting. The President shall file in writing the nature of any interim appointments with the Secretary of the FYHA within 48 hours of making such appointment.

Section 5.06. Resignation. An officer may resign at any time by delivering notice to the club. A resignation is effective when the notice is delivered unless the notice specifies a later date. If the resignation is made effective at a later date and the club accepts the future effective date it may fill the pending vacancy before the effective date if the successor does not take office until the effective date.

Section 5.07. Compensation. Compensation for any appointed officers of the club shall be within the discretion of the Board.

ARTICLE VI. BOOKS AND RECORDS/REGISTERED OFFICE AND AGENT.

Section 6.01. FYHA shall:

a. Keep correct and complete books and records of accounts;

b. Keep minutes of the proceedings of the members, the Board, and of any committee having the authority of the Board;

c. Keep its registered office or principal office in the State of Maryland a record of the names and addresses of all members.

Section 6.02. Such account records shall be audited by a qualified independent agency as required by law and may be reviewed by a member at any time. Requests for review by a member shall be made in writing or electronic medium to an officer of the FYHA. An FYHA officer will comply with the request for review by a member within ten business days of the official request.

Section 6.03. The address of the initial registered office of the FYHA and the name of the registered agent of the FYHA are set forth in the Articles of Incorporation.

ARTICLE VII. PROHIBITED ACTIVITIES.

Section 7.01. Notwithstanding any other provision of these bylaws, the Articles of Incorporation or the laws of the State of Maryland governing the FYHA or pertaining to it, FYHA shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Code of 1986 and exempt from taxation under section 501(a) of the Code.

Section 7.02. Net Earnings. No part of the net earnings of the FYHA shall benefit, or be distributed to its directors, members, officers, trustees (if any) or other private persons, except that the FYHA shall have the authority to pay reasonable compensation for services actually rendered to or for the FYHA in furtherance of its purposes as set forth in the bylaws hereof and to reimburse persons for out-of-pocket expenses incurred on behalf of the FYHA.

Section 7.03. Political Activities. No part of the activities of the FYHA shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted in section 501(h) of the Code. FYHA shall not participate in, or intervene in (including the publication or distribution of statements), any political campaigning on behalf of or in opposition to any candidate for public office.

Section 7.04. Loans and Guarantees. FYHA shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, provided however, that the FYHA may advance money to a director or officer of the FYHA for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses.

Section 7.05. Self-Dealing Transaction. Except as provided in this subsection, the Board shall not approve self-dealing transactions. A self-dealing transaction is:

a. One to which the FYHA is a party and in which one or more of the directors has a material financial interest, or

b. A transaction between the FYHA and one or more of the directors.

c. The Board may approve a self-dealing transaction if it determines that the transaction is in the best interest of the FYHA, is fair and reasonable and after reasonable investigation, reaches the

conclusion that the FYHA could not have obtained a more advantageous arrangement with reasonable effort. Such determinations must be made by the Board in good faith with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office (determined as if the position or positions of the interested director or directors were vacant), without counting the vote or votes of the interested director or directors.

ARTICLE VIII. CONTRACTS AND ACCOUNTS.

Section 8.01. Contracts, Checks, Notes, Bank Accounts, Other. All contracts and agreements authorized by the Board, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall be signed by the President or the Treasurer, or such officer or officers or employee or employees as the Board or the President may from time-to-time designate. Any transactions that exceed the value of \$500.00 shall require two authorizations.

Section 8.02. The President, or any other officer or employee so authorized by the President or the Board, may enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of FYHA, and such authority may be general or confined to specific instances. Unless authorized to do so by these bylaws or by the Board, no officer, agent or employee shall have any power or authority to bind FYHA by any contract or engagement, to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

Section 8.03. Deposits. All funds of the FYHA not otherwise employed shall be deposited from time-to-time to the credit of FYHA as the Board or President shall direct, in such Federally insured banks, trust companies, or other depositories as the Board or the President may select or as may be selected by any officer or officers or agent or agents of FYHA to whom power in that respect shall have been delegated by the Board or the President. For the purpose of deposit, and for the purpose of collection for the account of FYHA, checks, drafts and other orders for the payment of money that are payable to the order of FYHA may be endorsed, assigned, and delivered by any office or agent of the FYHA.

Section 8.04. General and Special Bank Accounts. The Board of Directors or the President may from time-to-time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board or the President may select, or as may be selected by any officer or officers, agent or agents of FYHA to whom power in that respect shall have been delegated by the Board or President. The Board or President may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as it may deem expedient.

Section 8.05. The Board or President may direct the establishment of a specific fund to be utilized for specific improvements for the program including any independent or joint projects.

Section 8.06. Insurance. The Board will maintain adequate liability and officer insurance as selected by the BOD after consultation with an outside insurance professional recommended by the President, Treasurer or Board.

Section 8.07. Loans. No loans shall be contracted on behalf of the FYHA and no evidences of indebtedness shall be issued in its name without express authorization by the BOD.

Section 8.08. Gifts. The Board may accept on behalf of FYHA any contribution, donation, gift, or bequest.

ARTICLE IX. STAFF.

Section 9.01. Staff. The Board may hire salaried employees and/or consultants as it deems necessary.

ARTICLE X. CORPORATE SEAL/NAME AND LOGO USE.

Section 10.01. Corporate Seal. The corporate seal, if any, shall be in any such form as the Board prescribes.

Section 10.02. The names "Frederick Youth Hockey Association," "Frederick Freeze," "Freeze," "Frederick Polar Bears," and "Polar Bears," are the express property of the Frederick Youth Hockey Association (FYHA), and may not be used by any entity without the express written consent of the FYHA Board of Directors.

Section 10.03. The FYHA has adopted official logos for the exclusive use of FYHA teams . These logos are the express property of the FYHA, and may not be used by any entity without the express written consent of the FYHA Board of Directors.

Section 10.04. Any commercial use of any names or logos associated with the FYHA, except for those specifically approved by the FYHA Board of Directors to support the operation of the FYHA, is strictly prohibited.

ARTICLE XI. CERTIFICATES OF MEMBERSHIP.

Section 11.01. Certificates for Membership. Certificates of Membership are not required to be issued to members of the club.

Section 11.02. Transfer of Membership. The transfer of memberships shall not be permitted except upon resolution of the Board and in accordance with the Chesapeake Bay Hockey League (CBHL) rules and regulations.

ARTICLE XII. FISCAL YEAR.

Section 12.01. The fiscal year of the FYHA shall be April 1 through March 31 and shall be subject to change by the Board.

ARTICLE XIII. AMENDMENTS TO ARTICLES OF INCORPORATION.

Section 13.01. The Articles of Incorporation may be amended after they have been discussed at a Board meeting and approved by an affirmative vote of two-thirds (2/3) of the entire Board.

ARTICLE XIV. DISSOLUTION OF FYHA.

Section 14.01. Should it become necessary to dissolve FYHA, a special Board meeting shall be called to adopt such a resolution and dissolution shall proceed in accordance with the Articles of Incorporation and the laws of the State of Maryland.

ARTICLE XV. INDEMNIFICATION.

Section 15.01. Indemnification. FYHA shall indemnify every director and officer, any former director or officer, and any agent or agents acting under authority of the FYHA and the Board, against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon any director or officer in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding if approved by the Board) to which the director or officer may be made a party by reason of being or having been a director or officer of the FYHA regardless of whether her or she is a director or officer at the time such expenses are incurred.

Section 15.02. To the maximum extent permitted by Maryland law in effect from time to time, the FYHA, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall indemnify and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to any individual who is a present or former director or officer of the FYHA. FYHA may, with the approval of its Board, provide indemnification and advancement of expenses to any individual who is a present or former employee or agent of the FYHA.

Section 15.03. Neither the amendment nor the repeal of this section, nor the adoption or amendment of any other provisions of the bylaws, or charter of the FYHA, inconsistent with this section, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to the amendment, repeal, or adoption.

ARTICLE XVI. CONTROL OVER BYLAWS.

Section 16.01. The initial bylaws shall be adopted by the initial Board at its organizational meeting. Thereafter, the power to amend or repeal the bylaws and to adopt new bylaws shall be vested with the Board.

Section 16.02. The bylaws shall be reviewed every two (2) years.

Section 16.03. Current revision date is December 13, 2022.