**BY-LAWS OF**

**MID AMERICA HOCKEY ASSOCIATION**

**As Amended September 18, 2025**

(Incorporated under the Laws of Missouri)

# ARTICLE 1

## NAME AND PURPOSE

SECTION 1.1. NAME. The name of the Corporation shall be Mid America Hockey Association

(referred to hereafter as “MAHA” or the “Corporation”).

SECTION 1.2. OFFICES. The principal office of the Corporation shall be located in the state of Missouri and within the Kansas City metropolitan area. The Corporation shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the Missouri Nonprofit Corporation Act, Missouri Revised Statutes Section 355.001, et seq., as amended from time to time, and any successor to such act (the

“Act”). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors (the “Board”), or by the registered agent, as provided by law.

SECTION 1.3. PURPOSES. The purposes of the Corporation shall be those nonprofit purposes stated in the Articles of Incorporation of MAHA, as amended from time to time (the “Articles”), including, the promotion of the game of hockey in the Mid America region of the Central United States in a positive manner. The priority of the Corporation is that the sport of hockey comes first and foremost. The Corporation's clear goal is to establish and grow the sport of hockey. The Corporation will endeavor to instill core values that benefit all participants across all age groups and skill levels. The Corporation will work to standardize and unify all of those divergent participants, young and old. By enhancing the skill development of all participants, increasing the public awareness of the game of hockey, and offering educational programs to foster development and knowledge of the sport, a genuine and longlasting hockey community will be born. The Corporation will nurture the hockey community by providing a structure that insures the positive growth of the game. The Corporation has been formed with the intention of qualifying as an organization exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation shall operate as a public charitable organization within the meaning of Section 509(a)(1) or 509(a)(2) of the Code.

SECTION 1.4. LIMITATIONS. No part of the net earnings of the Corporation shall inure to the benefit of any private individual. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax-exempt organization status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 1.5. DISSOLUTION. The dissolution of the Corporation shall require the affirmative vote of two thirds (⅔) of the Directors then serving on the Board. Upon dissolution of the Corporation, assets shall be distributed as set forth in the Articles.

SECTION 1.6. DISTRIBUTION. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

# ARTICLE 2

## MEMBERSHIP

SECTION 2.1. MEMBERSHIP. Membership in MAHA requires all players and coaches to be registered with USA Hockey and shall be limited to individuals who have registered with MAHA, paid their fees and dues, who are in good standing with the organization and meet one of the following:

1. Adult players,
2. Parents or guardians of active youth players,
3. Coaches with no youth participants in MAHA, or
4. Associates with no youth participants in MAHA who are taking a current active part in MAHA and are not a member in any other class.

SECTION 2.2. VOTING RIGHTS. All Members described in SECTION 2.1 shall be entitled to vote for the election of the Board of Directors at the Annual Meeting of the Members and shall be entitled to vote on any other matters submitted to the vote of the membership by the Board of Directors.

SECTION 2.3. ANNUAL MEETINGS OF THE MEMBERS. The Annual Meeting of the Members of the Corporation shall be held each year during the month of March or such other time at such place and time as may be designated by the Board of Directors. The Annual Meeting shall be held for the purpose of electing directors and for the transaction of other business as may come before the meeting.

SECTION 2.4. SPECIAL MEETINGS OF THE MEMBERS. Special meetings of the Members or for any class of members, for any purpose or purposes, may be called by the majority of the Board of Directors or the request of the President and any two (2) directors. The person or persons authorized to call special meetings of the membership may fix any place, either within or without the State of Missouri, as the place for holding any special meeting of the membership called by them.

SECTION 2.5 QUORUM. A quorum shall consist of a majority of the Members present.

SECTION 2.6. SUSPENSION OR TERMINATION. If any Member commits an act prejudicial to the conduct of the affairs of the Corporation or the purposes for which it is formed, or is determined to no longer be eligible for membership, such person shall be notified in writing to appear personally before the Board at a designated time and place, not less than thirty (30) days after such notification, and at such time be given a hearing. By a two-thirds (2/3) vote of all of the Board present at the meeting, the membership of such person in the corporation may be suspended or terminated, except that suspension is not appropriate where the person has ceased to be eligible for membership. If either suspension or termination is decided upon, the terms and conditions shall be specified in writing and delivered to the suspended or terminated Member.

# ARTICLE 3

## BOARD OF DIRECTORS

SECTION 3.1. GENERAL POWERS. The property and affairs of the Corporation shall be managed by the Board. The Board shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles or these By-laws to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes. The Chairman of the board has the authority to overturn a vote by the board that may be detrimental to the success of Mid America Hockey Association.

SECTION 3.2. NUMBER AND QUALIFICATIONS. The number of directors of the

Corporation (“Directors”) shall be no fewer than four (4) and no greater than nine (9), and shall include the President, Vice-President, Secretary and Treasurer. The Chairman of the board will oversee the board indefinitely until resignation. Prior to resignation, the Chairman is to appoint their successor. The number of Directors may be increased or decreased from time to time within this range by resolution of the Board. This range may be changed from time to time, by amendment to these By-laws duly made. Notwithstanding the foregoing, the number of Directors shall never be less than three, and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Directors need not be residents of the State of Missouri or the state of the Corporation’s principal place of business.

SECTION 3.3. ELECTION AND TERM OF OFFICE. With the exception the Chairman of the board who will serve an indefinite term and of the At-Large Rink Director, who will be appointed by the Board, Directors shall be elected annually by the Members at the regular Annual Meeting of the Members. New Directors shall take responsibility at the regular June meeting. If the election of Directors is not held before such meeting, such election shall be held as soon thereafter as conveniently possible. The term of office shall be for (3) years for President (2) years for all other positions, with voting for such positions being every other year, but a Director may be re-elected by the Members with a limitation of four (4) consecutive years, with one (1) intervening year before being again elected as a Director by the Members. In the event a Board Member is elected to President during his / her third consecutive year, then their total length of time as a Director shall be five (5) years. If 51% or more of the Board Members are being replaced in any one year, then Board Members up for re-election will be offered the opportunity to serve a third term without being re-elected. The order in which the position(s) would be filled is as follows; President, Vice-President, Secretary, then Treasurer. If a Director is absent from three (3) consecutive regular monthly meetings of the Board of Directors without an acceptable excuse as determined by the Board, that Director's term of office shall end automatically at the close of the third consecutive missed meeting without further action of the Board. Directors need not be residents of Missouri. If a Director resigns or a Director's term of office ends automatically as provided above, the President shall then recommend to the Board a replacement person to fill the vacancy. Such replacement person shall be appointed as a Director upon affirmative vote of a majority of the Directors present at such meeting.

SECTION 3.3.1 Notwithstanding any provisions of these bylaws which may be to the contrary, to ensure continuity of operations, the election of the President will take place every 3 years, the secretary election shall take place in even numbered years, and the election of the Vice-President and Treasurer shall take place in odd numbered years. Election of all At-Large Directors will be staggered between even and odd numbered years, with the first At-Large Director position being elected in even numbered years.

Members of the Board of Directors whose terms of office are otherwise set to expire in 2025 but are to be elected in even numbered years as set forth in the preceding paragraph (i.e. President, Secretary, and one-half of At-Large Directors) shall have their term of office automatically extended by one year and their positions will instead expire in 2026.

SECTION 3.4. ORDER OF PRESIDING. If the President is absent from the meeting, the order for presiding over the meeting shall be Vice-President, Secretary, then Treasurer.

SECTION 3.5. BOARD MEETINGS. Regular meetings of the Board of Directors shall be held at such time and place as may be fixed by the President, or if the President is for any reason unable to act, by any two (2) Directors.

SECTION 3.6. REGULAR ANNUAL MEETINGS. A regular annual meeting of the Board of Directors shall be held during the month of March, or such other time at such place and time as may be designated by the Board of Directors. The Annual Meeting shall be held for the purpose of electing directors and for the transaction of other business as may come before the meeting.

SECTION 3.7. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Meeting can be in person or by telephone conference call.

SECTION 3.8. NOTICE. Notice of any meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written or electronic notice to each Director at his or her address or e-mail address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage there-on prepaid. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

SECTION 3.9. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 3.10. VOTING. Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors. The Chairman will not vote unless a tie breaking vote is needed, whereby the Chairman’s vote will act as the tiebreaker. The Chairman will have authority to overturn a board vote that the Chairman deems to be detrimental to the success of Mid America Hockey Association or against the core values, guidelines and bylaws of USA Hockey and/or Midwest Amateur Hockey Association.

SECTION 3.11. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws, or the Articles of Incorporation.

SECTION 3.12. RESIGNATION AND REMOVAL. Any Director may resign from the Board; such resignation shall be in writing, shall be delivered to the Board, the President or the Secretary. A Director may be removed before the end of his or her term with or without cause by the vote of twothirds of the Directors then serving on the Board, not including the Director who is the subject of such vote.

SECTION 3.13. MEETINGS BY CONFERENCE TELEPHONE. Unless otherwise provided in the Articles, members of the Board, or of any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

SECTION 3.14. INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the Directors of the Corporation, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing or by e-mail setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

SECTION 3.15. COMPENSATION. Directors shall not receive any stated salaries for their services. A Director may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering services to the Corporation in the administration of its affairs. Notwithstanding anything in the Articles or these By-laws to the contrary, a Director may provide goods or services to the Corporation and receive compensation therefor; provided, however, that such compensation does not exceed the fair market value of such goods or services or the compensation typically paid by entities similarly situated to the Corporation for similar goods or services.

# ARTICLE 4

## OFFICERS

SECTION 4.1. OFFICERS. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, or other Director-At-Large officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these By-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Directors may only hold one Officer position. The officers of the Corporation shall be elected or appointed in accordance with the provisions of this Article 4. The Board may elect or appoint such other officers as it shall deem desirable. The officers of the Corporation shall have the authority and perform the duties prescribed by these By-laws and, from time to time, by the Board. The officers of the Corporation need not be residents of the State of Missouri.

SECTION 4.2. ELECTION AND TERM OF OFFICE. The elected officers of the Corporation shall be elected by the Members at the regular Annual Meetings of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 4.3. REMOVAL AND RESIGNATION. Any officer of the Corporation may be removed by the Board at any time with or without cause. Any officer may resign at any time by delivering a written resignation to the Board, the President or the Secretary.

SECTION 4.4. PRESIDENT. The President may call and shall preside at all meetings of the Board. The President shall appoint and designate the chairmen of all committees. The President shall be the Principal Executive Officer of the Corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the Corporation; he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors. The President will work with suppliers of services and hold regularly scheduled meetings designed to ensure communication is maximized between them and the Corporation.

SECTION 4.5. VICE-PRESIDENT. The Vice-President shall perform such duties as shall be assigned to the Vice-President by the President or the Board of Directors. Further, in absence of the President or in the event of the President's inability or refusal to act, a Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Responsible for conducting an annual audit of the books by an outside source with an accounting background. Responsible for Risk Management Committee.

SECTION 4.6. SECRETARY. The Secretary shall record the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of the By-laws or as required by law; be custodian of the corporate records; perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors, including disseminating important information to the membership concerning time, dates, and places of meetings, etc. Secretary will also work with web site person to get information posted. Secretary will be in charge of keeping By-laws and electronic files up-to-date.

SECTION 4.7. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties customarily incident to the office of a Treasurer. The Treasurer will also be responsible for the formulation of the registration fees and procedures for registration which will then be submitted to the Board for approval. The Treasurer will also receive input from the appropriate Directors which will allow for the preparation of a budget each year. This budget will be submitted for approval to the Board. The Treasurer will maintain 501(c)(3) status for organization. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer’s duties in such sum and with such sureties as the Board of Directors may determine.

SECTION 4.8. DIRECTOR(S)-AT-LARGE. This position has been added to ensure the board has sufficient board members to carry out the overall responsibilities of the Board of Directors. The Director-At-Large position has the same privileges as the designated officers. The Director-At-Large position will be assigned specified responsibilities by the Board of Directors as required to ensure the viability of the Corporation. The President, from time to time may ask a Director-At-Large to fill in for an Officers position in the event that a position is temporarily open.

# ARTICLE 5

## COMMITTEES

SECTION 5.1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual directors, of any responsibility imposed upon it or him by law. The President and VicePresident shall be ex-officio members of said committees.

SECTION 5.2. EXECUTIVE COMMITTEE. The Board of Directors shall have the power to designate an Executive Committee, by resolution adopted by a majority of the Directors in office. The Executive Committee, to the extent provided in a resolution of the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-laws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, pledge, exchange or mortgage of all or substantially all of the property and assets of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee may not authorize distributions to directors, officers, agents or employees, except in exchange for value received. The Executive Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. The Executive Committee shall be comprised of the President, Vice-President, Secretary and Treasurer.

SECTION 5.3. STANDING AND OTHER COMMITTEES. The President shall invoke or suspend committees based on the changing needs of the Corporation. Unless otherwise indicated in these By-Laws and supporting Policies and Procedures, the President shall designate and appoint the membership to such committees, provided however, that the Committee Chairman must be a member of the Board of Directors of the Corporation. Standing committees may include but are not limited to the following: Audit Committee, Budget Committee, Coaching Committee, Conduct Committee, Elections Committee, Fund-Raising Committee, High School Committee, Past Presidents Committee, Risk Management Committee, Travel Committee, and Youth Committee.

SECTION 5.4. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member.

SECTION 5.5. CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION 5.6. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5.7. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. In the event of a tie, the Corporation President will be asked to break the tie.

SECTION 5.8. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

# ARTICLE 6

OTHER POSITIONS

The Board of Directors has the authority and shall appoint individuals to any additional position as may be required by the MWAHA Affiliate of USA Hockey. These positions may include, but are not limited to, a Risk Manager, Registrar, Referee-in-Chief, MWAHA Representative, SafeSport Coordinator and Coaching Director. Individuals may be appointed to fulfil more than one position, at the discretion of the Board of Directors, and may be removed from their position by a majority vote of the Board of Directors. The duties and responsibilities of these additional positions will be as set forth by the Board of Directors or the MWAHA Affiliate of USA Hockey. Individuals appointed to these positions will not be members of the Board of Directors as a result of being appointed, but any member of the Board of Directors may be appointed to one of these positions while remaining a member of the Board of Directors.

# ARTICLE 7

## FISCAL AUTHORITY

SECTION 7.1. CONTRACTS. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 7.2. DISBURSEMENTS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary or Treasurer and countersigned by the President of the Corporation. Each month the President is required to review all checks written and ensure checks have followed in sequential order.

SECTION 7.3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

SECTION 7.4. GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Corporation.

SECTION 7.5. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June in each year. The Board shall have the power to change the fiscal year of the Corporation, from time to time, which shall become the taxable year of the Corporation upon the approval of the Internal Revenue Service.

# ARTICLE 8

## BOOKS AND RECORDS

The Corporation shall maintain appropriate accounting records and shall keep a copy of the following records at its principal office: (a) the Articles and By-laws, (b) correct and complete books and records of account, (c) minutes of the proceedings of the Board and the committees, and records of all actions taken by the Board and the committees without meetings, (d) a record giving the names and addresses of the Directors, (e) its most recent annual report delivered to the Missouri Secretary of State, (f) appropriate financial statements of all income and expenses, and (g) any other documents required by the Act. All such records shall be open to inspection by any Director at all reasonable times during business hours. Except as specifically required otherwise by the Act, the rights of recipients or beneficiaries of the services or activities of the Corporation, other than the Directors, to inspect or copy any corporate books or records are abolished.

# ARTICLE 9

SEAL

There shall be no corporate seal.

# ARTICLE 10

## NOTICE

SECTION 10.1. DELIVERY OF NOTICE. Any and all notices or other communications or deliveries required or permitted to be given or made pursuant to any of the provisions of these By-laws shall be deemed to have been duly given or made for all purposes: (a) if given orally in accordance with the terms of these By-laws and the Act, when communicated, if communicated in a comprehensible manner, (b) if hand delivered, on the day delivered; (c) if sent by email or facsimile transmission during normal business hours on a business day (with confirmation by the transmitting equipment), on the day sent; (d) if sent by a nationally recognized overnight courier, costs prepaid, on the next business day after it is sent; or (e) if mailed by first-class mail, postage prepaid and return receipt requested, on the third (3rd) day after depositing in the mail, to the address indicated for such Director on the record books of the Corporation or to such other address as such Director has designated by notice so given to the Corporation.

SECTION 10.2. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Act or under the provisions of these By-laws, a waiver thereof whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as provided in the following sentence, such waiver shall be in writing, signed by the Director entitled to notice and filed with the minutes or corporate records. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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.

# ARTICLE 11

## AMENDMENTS

The power to alter, amend, or repeal the By-laws or adopt new by-laws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting of the Board of Directors for which written notice of the purpose shall be given. The By-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

# ARTICLE 12

## INDEMNIFICATION AND INSURANCE

The Corporation may indemnify any person who was or is a party, or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contender or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of any such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that the court in which such action or suit 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 indemnity for such expenses as the court shall deem proper.

MAHA, an Association of MWAHA, shall indemnify and hold harmless MWAHA, the Board of Directors and each member thereof, the executive committee of MWAHA and each member thereof, councils, and committees of MWAHA, and all other elected, appointed, employed, or volunteer representatives of MWAHA. USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys’ fees, charges and expenses whatsoever, arising from the acts and omissions of MWAHA and USA Hockey, except to the extent (i) that MWAHA or USA Hockey or its aforedescribed representatives caused such claims, liability, judgments, costs attorneys, fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of MWAHA or USA Hockey. Further, MAHA understands and acknowledges that MWAHA and USA Hockey and its aforedescribed representatives have assumed understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this by-law.

To the extent that a Director, Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraph 1 and 2 of this section of this Article 12, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under paragraph 1 and 2 of this section of this Article 12 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 and 2 of this section of this Article 12. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of the Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article 12.

The indemnification provided by this Article 12 shall not be deemed exclusive or any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 12.1. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XII. USA Hockey does provide insurance coverage which should be taken into consideration before additional coverage is purchased.

SECTION 12.2. AMENDMENT. Notwithstanding Article 16, this Article 12 may not be repealed, nor may the benefits afforded by this Article 12 be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

# ARTICLE 13

MISCELLANEOUS

As used in these By-laws, the masculine shall include the feminine.

# ARTICLE 14

## USA HOCKEY PREEMINENCE

MAHA, an Association of MWAHA and USA Hockey, Inc., shall abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of MWAHA, and the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of MAHA. Further, (i) MAHA shall assist MWAHA and USA Hockey in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of MWAHA and the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of MWAHA and USA Hockey:

SPORTSMANSHIP - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

RESPECT FOR THE INDIVIDUAL - Treat all others as you expect to be treated.

INTEGRITY - We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

PURSUIT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL

LEVELS -Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

ENJOYMENT - It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

LOYALTY - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

TEAMWORK - We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

# ARTICLE 15

## DISPUTES

The By-laws and Policies and Procedures of MWAHA and USA Hockey provide specific procedures for all written complaints received by the Board. Once a written complaint has been received and the appropriate communication has taken place with MWAHA, USA Hockey and any committee of the MAHA Board, no MAHA Board member, (elected or appointed) shall have any conversations (written

or verbal) on the subject of the complaint with the accused, potential witnesses or Committee members. This policy is designed to endure a fair and unbiased hearing for the accused.

# ARTICLE 16

## AMENDMENTS

The Board shall have the power to make, alter, amend and repeal the Articles and these By-laws and to adopt new Articles and By-laws, which power may be exercised by a vote of two thirds (⅔) of the Directors then serving on the Board.

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**CERTIFICATE**

The foregoing By-laws were duly adopted as and for the By-laws of the Corporation by a majority vote of the Board of Directors at the meeting held on May 25, 2023, and amended pursuant to the provisions of the By-laws by the Board of Directors on January 27, 2025.

 Matt Stephenson, President