

CAPITAL AMATEUR HOCKEY ASSOCIATION

BYLAWS

ARTICLE I

The Corporation

Section 1. Name, Organizational Structure and Vision. Capital Amateur Hockey Association (hereinafter referred to as the "Corporation" or "CAHA") is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law. The vision for the Corporation is to be the premier Youth Hockey organization in Central Ohio for the development of beginner to advanced players while staying true to its core values of family, hard work, fun and experiential learning.

Section 2. Tax Status and Purposes. In accordance with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "IRC"), the Corporation is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation. Unless otherwise changed in the Internal Revenue Code, such operation of the Corporation shall include that the Corporation may only be merged with another Section 501(c)(3) entity.

Section 3. Mission Statement. The mission of CAHA is to promote long-term development with proper instruction of ice hockey fundamentals for boys and girls; promote the teaching and advancement of hockey in the Central Ohio area to players and families through a fun and safe environment; and promote sportsmanship to players, coaches and families.

Section 4. Mid American District Hockey. It is the intent of CAHA to comply with the Rules, Regulations and Decisions of Mid American District Hockey (hereinafter referred to as "Mid Am").

Section 5. USA Hockey. It is the intent of CAHA to comply with the Rules, Regulations and Decisions of USA Hockey.

Section 6. CAHA, an Affiliate of Mid Am, shall abide by and act in accordance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules, and decisions of the Board of Directors of Mid Am and USA Hockey. Further, Capital Amateur Hockey Association

(a) shall assist Mid Am and USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules, and decisions of the Board of Directors of Mid Am and USA Hockey, within and upon its members and/or within its jurisdiction and

(b) agrees to be guided by the core values of USA Hockey as set forth in Section II of the "Affiliate Agreement" Section of the USA Hockey Annual Guide.

ARTICLE II

Membership

Section 1. Eligibility. Membership in the Corporation shall consist of duly registered players, parents of a player, and/or legal guardians of a player whose financial account (hereinafter referred to as "membership dues") with the Corporation is in good standing.

Section 2. Rights of Members. Members in good standing are entitled to: (i) attend business and special meetings, (ii) vote on issues requiring a vote by Members, (iii) hold office as an Officer or Director, (iv) cast votes while present at all Members' business meetings, and (v) serve on

Standing or Special Committees. The Board of Directors shall determine membership dues and privileges. Generally, a Member is considered to be in good standing if he or she is current in the payment of dues. The membership of any Member may be terminated with an affirmative vote of two-thirds (2/3) of the Directors present at a regular meeting of the Board of Directors. A terminated Member may appeal the Board's decision to the Members at the next regularly scheduled business meeting of the Corporation. A majority vote of the Members present shall decide the matter.

Section 3. Voting. Each family with a child or children will have one vote for voting on issues requiring a vote by Members. Twenty percent (20%) of all Members in good standing shall constitute a quorum for any meeting held for the purposes of: (i) the election of Directors, (ii) the reinstatement of a terminated Director and (iii) the modification of the Articles of Incorporation or this Code of Regulations (hereinafter referred to as "Regulations"). When, in judgment of the Board of Directors, an (i) election of Directors, (ii) reinstatement of a terminated Director or (iii) the Modification of the Articles of Incorporation; the Board may submit to the membership in writing by electronic distribution for vote and decision, provided that at least 20% of all members in good standing participate. Action taken in this manner shall be as effective as action taken at a meeting.

Section 4. Notice of Meeting of Members. Notice of the place, date and time of each meeting of the membership of Corporation shall be given to each Member at least ten (10) business days prior to the meeting called and any notice may be given by U.S. mail, facsimile or electronic mail and posted on the Corporation's website. The giving of notice shall be deemed to be waived by any Member who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing by a Member either before, at or after such meeting. Such writing shall be filed or entered upon the records of the meeting.

ARTICLE III

Board of Directors

Section 1. Power and Authority of Directors. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, all of the authority of the Corporation shall be exercised by the Board of Directors. The Directors serving hereunder shall have the power, authority and responsibilities of and shall perform the functions provided for Directors under the Ohio Nonprofit Corporation Law.

Section 2. Provisions Relating to Directors.

A. Number. The Board of Directors shall be comprised of a minimum of eleven (11) and no more than fifteen (15) persons. At least 66% of the individuals serving on the Board of Directors must be comprised of CAHA members. No more than 33% of the individuals serving on the Board of Directors may be non-members. All those serving on the Board of Directors must go through the general election process.

Two (2) additional Advisory Directors may be appointed. Advisory Directors are appointed by the board to serve in an advisory capacity without voting privileges. Advisory Directors may not hold Officer positions.

B. Term and Election. Directors shall serve a two-year (2-year term) that shall begin on May 1. If elections are unable to be held prior to May 1, Director will take office immediately after election is held. Directors shall serve a two-year (2-year) term to end on April 30 after two-years (2-years) of service.

C. Resignation. A Director is expected to complete the term as elected. However, a Director who is unwilling or unable to complete the two-year term may resign by giving written notice to the President or the Secretary of the Corporation. A resignation shall take effect at the time specified therein,

and, unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

D. Removal. The Board of Directors may remove from office any Director upon the affirmative vote of two-thirds (2/3) vote of the Directors then in office. The terminated Director may appeal the Board's decision to the Members at the next regularly scheduled business meeting of the Corporation. A majority vote of the Members present shall decide the matter.

E. Compensation. Except for the reimbursement of reasonable expenses approved by the Board of Directors, Directors shall serve without compensation.

F. Vacancy. If a Director position becomes vacant due to resignation, removal or other circumstance, the Board should act with immediacy to fill such position. A Board Member vacancy can be filled by open election by the Members or at a special Members meeting called by the Board.

Section 3. Quorum and Voting.

A. Quorum. Except as otherwise provided in these Regulations, the majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

B. Voting. Except as otherwise provided in the Articles of Incorporation or these Regulations, each Director shall have one (1) vote and the vote of the majority of the Directors shall constitute the action of the Board of Directors.

Section 4. Notice of Meetings of Board of Directors. Notice of the place, date and time of each meeting of the Board of Directors shall be given to each Director ten (10) business days prior to the meeting called and any notice may be given by regular U.S. mail, facsimile or electronic mail. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by and Director either before, at or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

Section 5. Meetings of Directors.

A. Regular Meetings. Regular meetings of the Directors must be held at a minimum of six (6) times per year including an annual meeting, at OhioHealth Chiller North located at 8144 Highfield Drive, Lewis Center, Ohio 43035, or at another place within thirty (30) miles of 8144 Highfield Drive, Lewis Center, Ohio as decided by the Directors on the date and time as may be fixed by the Board of Directors or by the President. Directors must attend at least 75% of the scheduled meetings per year. If they do not attend this minimum amount of scheduled meetings per year, they may be removed in accordance with Article III Section 2 (D).

B. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three (3) Directors who deliver a written request to the Secretary for the calling of a special meeting at least five (5) business days before the date of the meeting to be called.

Section 6. Action Without Meeting. Any action which might be taken at any meeting of the Board of Directors may be taken without such meeting by a writing or writings signed by all of the members of the Board. The writing or writings evidencing such action taken without a meeting shall be filed with the Corporation.

ARTICLE IV
Committees of the Board of Directors

Section 1. Creation and Appointment of Committees – Committees of the Board and Advisory Committees.

(a) Committees of the Board. The Board of Directors may create and appoint Board members to such committees as it deems appropriate. The Board may, in its sole discretion and at any time, appoint additional Board members to any committee. The members of any such committee shall serve at the pleasure of the Board of Directors. All members of the Board who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Chair or the chair of such committee. Each committee of Directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of its activities as the Board may request.

(b) Advisory Committees. The Board of Directors may appoint from among such persons as the Board may see fit, including members of the Board of Directors and other members of the Corporation. Such advisory committees shall advise with and aid the Officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Section 2. Conduct of Meetings. Unless otherwise prohibited by statute or by resolution of the Board of Directors, meetings of the committees may be held by means of conference telephone or similar communications equipment which allows all persons participating in the meeting to hear one another. Participation in such a meeting shall constitute presence in person at such meeting.

Section 3. Delegation and Limitation of Authority. The Board of Directors may delegate to any committee which consists solely of Board members any of the authority of the Board, except in reference to the following matters: (a) Filling vacancies on the Board of Directors or on any committee of the Board; or (b) Adoption, amendment or repeal of Bylaws. Any such committee to which authority is delegated shall consist of at least two (2) Directors. Each such committee shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided however that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of the whole authorized number of its members.

Section 4. Standing Committees. In addition to the committees listed in this Article, the Board of Directors may, in its discretion, authorize such standing committees as it deems appropriate to assist the Board in carrying out the mission of the Corporation as set forth in Article I, Section 3. Membership on standing committees shall be determined by the Board of Directors at any meeting of the Board. The principal purpose of all standing committees will be to review policy matters relating to that committee's areas of responsibility, for the purpose of making recommendations to the Board of Directors. The chair of each standing committee shall be appointed by the Board of Directors from among its members. It shall be the responsibility of the committee chair of standing committees to notify committee members of meetings. The following rules must be adhered to regarding Standing Committees:

A. The President shall recommend candidates for each Standing Committee to the Board for its approval at the Annual Meeting after the election of Officers and Directors. Any active member in good standing is eligible for participation with Standing Committees

B. Directors must serve on at least one committee and may concurrently serve on more than one but no more than three Standing Committees.

C. Members may serve on committees. Members may concurrently serve on more than one but no more than three Standing Committees.

D. The Board of Directors may remove a Member from a Standing Committee upon the affirmative vote of two-thirds (2/3) vote of the Directors then in office.

E. The Standing Committee Chair shall be the Director appointed by the Board of Directors. The President shall appoint a committee member to serve as Vice Chair, who shall be responsible for maintaining the minutes for each committee meeting.

Section 5. Committee Limitations.

A. Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board or in making reports to the Board and shall be subject to the control and direction of the Board. Each Committee shall act by a majority vote of the whole number of its members.

B. No committee shall have the authority to: (i) approve any action for which the approval of the Board of Directors is required by the Ohio Nonprofit Corporation Law, (ii) establish committees of the Board of Directors or appoint members thereof, or (iii) fill vacancies on the Board of Directors or any committee.

C. A quorum of any committee shall consist of a vote of the majority of the committee members present and voting shall be required to conduct business.

ARTICLE V

Officers

Section 1. Number. There shall be five (5) Officers of the Corporation: President, Vice President, Treasurer, Registrar and Secretary.

Section 2. Election and Term. The Board of Directors at its Board meeting in May shall elect Officers. Persons eligible to serve as Officers must first be elected to the Board as a Director.

The term of each Officer shall be for one (1) year and shall be from May 1 to April 30. Officers may serve as an Officer (any Officer role) for no more than four (4) consecutive one-year (1-year) terms. Officers who have served the maximum number of terms may be reelected as an Officer after one year has passed since the previous term. No officer of the Corporation can be an Officer of any other USA Hockey recognized organization with the exception of Mid Am or USA Hockey.

Section 3. President. The President shall preside at all meetings of the Board of Directors. Subject to the direction of the Board of Directors, the President shall serve as the spokesperson of the Corporation and shall have general supervision, direction and control of the business of the Corporation and the Officers of the Corporation. The President shall have the general powers and duties usually vested in the chief executive officer of a nonprofit Corporation under the laws of the State of Ohio and shall have such other powers and duties as may be prescribed by the Board of Directors or these Regulations. The President shall have such other powers as the Board of Directors may determine from time to time, and shall perform such duties as may be assigned to him or her by the Board of Directors.

Section 4. Vice-President. The Vice-President shall, in the absence or disability of the President, perform all duties of the President, and, when so acting, shall have the powers and be subject to the restrictions on the President. The Vice-President shall be an ex officio member of all Standing and Special Committees. The Vice-President shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall maintain all financial books, records, papers and property of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation

Section 6. Registrar. The Registrar is responsible for the overall compliance of the players (both house and travel) and coaches as it relates to USA Hockey and their requirements as well as any other governing body as defined by CAHA, USA Hockey or other appropriate organizations. This individual oversees all rostering and coaching compliance functions including registration verification (birth certificates, USA Hockey registration etc.) Coaches verifications including but not limited to ALL USA Hockey requirements (CEP, age specific modules, etc.), background screenings, organizational policy compliance etc.

Section 7. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors, shall be the custodian of all communications (written, verbal, and electronic). The Secretary shall have such other duties as may be established by the President with the consent of the Board of Directors. The Secretary shall maintain all legal records, papers and property of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation.

Section 8. Execution of Instruments. The President shall have the power and authority to sign all approved documents, instruments, contracts or other papers in connection with the operation of the business of the Corporation. The President has authority to delegate signing authority on a case by case basis to the Vice-President.

Section 9. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors. A resignation shall take effect at the time specified therein, and, unless otherwise specified therein, shall become effective upon delivery to the Corporation. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 10. Removal. Any Officer may be removed from office by a majority vote of the then serving Board of Directors, whenever in the judgment of the Directors the best interest of the Corporation will be served by the removal.

Section 11. Vacancies. In case of an Officer vacancy, the vacancy may be filled by a majority vote of the Directors, although less than a quorum, or by the sole remaining Director. Any officer so elected shall hold office until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified.

ARTICLE VI

SUPPORT POSITIONS

Section 1. Overview. The board has the power to hire additional support positions and appoint volunteer positions. Paid and volunteer positions are intended to be and are separate and apart from the Board of Directors. Job Descriptions for these positions will be managed/created by the Board.

Section 2. Conflict of Interest. Support positions will generally be filled by persons not serving in a Director or Officer capacity. If the Board is unable to fill support positions, Directors and/or Officers may

be considered. If a support position is filled by a Director or Officer that Director or Officer shall comply with the Conflict of Interest policy.

Section 2. Compensation. The Board of Directors will assign the President a compensation budget to be used at his or her discretion. All compensation of staff must be presented to the Board of Directors for final approval before hire.

ARTICLE VII

Tax Exemption Considerations

Section 1. The Board of Directors shall conduct the business of the Corporation in accordance with its status as a IRC Section 501(c)(3) entity. Accordingly, the following tenets shall be adhered to:

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I.

B. In the event of the dissolution of the Corporation, its assets shall be distributed to another nonprofit organization that is exempt under IRC Section 501(c)(3).

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VIII

Fiscal Year and Electronic Signature

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the period (April 1 through March 31st) or as otherwise fixed from time to time by the Board of Directors.

Section 2. Electronic Signature. To the extent permitted by the laws of the State of Ohio, a consent provided as an electronic signature shall be sufficient to reflect consent to actions in writing permitted by the Code of Regulations and the laws of the State of Ohio.

ARTICLE IX

Amending of the Articles of Incorporation or Bylaws

Section 1. These Bylaws may be amended or new Bylaws may be adopted by the affirmative vote of 2/3 of the Board of Directors. Any proposed amendments shall be submitted to the Board of Directors at least thirty (30) days prior to such a vote.

ARTICLE X

Indemnification

Section 1. Director/Officer Indemnification. Unless otherwise prohibited by law, Capital Amateur Hockey Association shall indemnify any director or officer or any former director or officer, and may by resolution of the Board indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, employee or volunteer. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to CAHA for damages arising out of his own gross negligence in the performance of a duty to Capital Amateur Hockey Association

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, attorney's fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. CAHA may advance expenses or where appropriate may itself undertake the defense of any director, officer, employee, or volunteer. However, such director, officer, employee or volunteer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him/her which arises out of such person's status as a director, officer, employee, or agent, whether or not CAHA would have the power to indemnify the person against that liability under law.

Section 2. USA Hockey and Mid-Am Indemnification. Unless otherwise prohibited by law, Capital Amateur Hockey Association, an Affiliate Association of Mid Am and USA Hockey, shall indemnify and hold harmless Mid Am and USA Hockey, the Board of Directors of Mid Am and USA Hockey and each member thereof, the Executive Committee of Mid Am and USA Hockey and each member thereof, the councils and committees of Mid Am and USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of Mid Am and USA Hockey from any and all claims, liabilities, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of Capital Amateur Hockey Association, except to the extent

(a) that Mid Am or USA Hockey or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or

(b) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rule or decisions of the Board of Directors of Mid Am or USA Hockey. Further, Capital Amateur Hockey Association understands and acknowledges that Mid Am and USA Hockey and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement, and condition that they be so indemnified and held harmless to the extent described in this policy.

ARTICLE XII

Conflict of Interest

Section 1: Purpose: The purpose of the conflict of interest policy is to protect Capital Amateur Hockey Association, its status as a tax-exempt nonprofit organization under 26 U.S.C. §501(c)(3), and interest as it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of Capital Amateur Hockey Association 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 conflicts of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions: (i) "Interested Person" shall mean any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest. (ii) A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family: (A) an ownership or investment interest in any entity with which Capital Amateur Hockey Association has a transaction or arrangement; (B) a compensation arrangement with (C) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Capital Amateur Hockey Association is negotiating a transaction or arrangement. (iii) "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. Under Section C(ii), 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.

Section 3: Procedures:

(i) 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 members of committees with the governing board delegated powers considering the proposed transaction or arrangement.

(ii) Determination 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 members or committee members shall decide if a conflict of interest exists.

(iii) Procedure for Addressing Conflict of Interest:

(A) An interested person may make a presentation at the governing board or 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 chairperson of the governing board 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 governing board or committee shall determine whether Capital Amateur Hockey Association 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 governing board or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in Capital Amateur Hockey Association'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.

Section 4. Violation of Conflicts of Interest Policy:

(A) if the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(B) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Compensation:

- (i) A voting member of the governing board who receives compensation, directly or indirectly, from CAHA for services is precluded from voting on matters pertaining to that member's compensation.
- (ii) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CAHA for services is precluded from voting on matters pertaining to that member's compensation.
- (iii) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receive compensation, directly or indirectly, from Mid Am, either individually or collectively, is prohibited from providing information to any committee regarding compensation.