

AMENDED AND RESTATED
BYLAWS
OF
WEST HARTFORD YOUTH HOCKEY ASSOCIATION, INC.

ARTICLE I

Members

The Corporation shall have no members.

ARTICLE II

Directors

Section 2.01. Powers and Authority. The activities, properties and affairs of the Corporation shall be managed by the Board of Directors. The Board shall have the maximum power and authority now or hereafter provided or permitted under Connecticut law to Directors of Connecticut nonstock corporations, acting as a Board, provided that all such powers shall be exercised

consistently with, and in furtherance of, the purposes specified in the Certificate of Incorporation and these Bylaws. Directors shall receive no compensation for their services as directors.

Section 2.02. Classes and Number. The Board of Directors shall have two classes of directors, designated as Regular Directors and Ex-Officio Directors. The Board of Directors shall be composed of not less than twelve (12) nor more than twenty-one (21) Regular Directorships in number. The actual number of Regular Directorships (within such maximum and minimum) shall be fixed from time-to-time by resolution of the Board of Directors.

Section 2.03. Election of Regular Directors. At each Annual Meeting of the Board of Directors, the then-current Board of Directors shall elect the Regular Directors for the ensuing year.

Section 2.04. Ex-Officio Directors. Each person who is a head varsity hockey coach at Conard High School, Hall High School or Kingswood-Oxford School shall be an Ex-Officio Director during the period that he or she holds that coaching position. Ex-Officio directors shall not be counted in determining a quorum and shall not be entitled to vote, but shall be entitled to attend and be heard at all meetings of the Board of Directors.

Section 2.05. Term of Office. The term of office for Regular Directors shall be the period between consecutive Annual Meetings of the Board of Directors. Each Regular Director shall hold office for the term for which he or she was elected, except that a Regular Director shall cease to be in office upon his or

her death, resignation, lawful removal or court order decreeing that he or she is no longer a Regular Director in office. A Regular Director may serve any number of terms, whether or not consecutive.

Section 2.06. Resignation of Regular Directors. The written resignation of a Regular Director shall be effective immediately upon its receipt by the Corporation.

Section 2.07. Vacancies and New Directorships. In case of any vacancy in a Regular Directorship caused by death, resignation, or otherwise, the remaining Regular Directors may fill such vacancy for the remainder of the term by election at any meeting without necessity for prior notice. The Board may also create new Regular Directorships within the maximum number provided for in Section 2.02 hereof and fill them at any meeting without necessity for prior notice.

Section 2.08. Annual Meeting. The Annual Meeting of the Board of Directors shall be held in the month of May or June of each year at such time and place as the Board of Directors shall designate. At such meeting the Board of Directors shall receive the report of the Nominating Committee, elect the Regular Directors and the officers of the Corporation for the ensuing year, and transact such other business relating to the affairs of the Corporation as may come before the meeting. Written notice of the

date, time, and place of the Annual Meeting and the Report of the Nominating Committee shall be furnished to each director at least ten days prior to the meeting, either in person or by mail.

Section 2.09. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors shall from time to time determine. Special meetings of the Board of Directors may be called at any time by the President, and shall be called by him or her upon the written request of twenty percent (20%) of the Regular Directors. Meetings of the Board of Directors shall be held at such place in the Town of West Hartford, Connecticut, as shall be designated by the Board of Directors or in the advance notice of the meeting. Regular meetings of the Board of Directors may be held without additional notice. Special meetings of the Board of Directors may be held upon two (2) days' advance written or oral notice. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice.

Section 2.10. Quorum. A majority of the number of Regular Directorships at the time shall constitute a quorum for the transaction of business by the Board of Directors.

Section 2.11. Vote Required for Action. The act of a majority of the Regular Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws or by law.

Section 2.12. Action Without Meeting. If all the Regular Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the number of such Regular Directors constitutes a quorum, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors, and such written consent or consents shall be filed in the corporate minute book.

Section 2.13. Participation by Conference Telephone. A Director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

Section 2.14. Removal. Regular Directors serve at the pleasure of the Board. The Board may remove any Regular Director and appoint his or her successor at any time, by a two-thirds vote of the number of directors at the time, provided that reasonable advance notice of the proposed removal is provided to the director whose removal is sought.

ARTICLE III

Nominating Committee.

Not later than the date of the Directors' meeting in March of each year, the President shall appoint a Nominating Committee consisting of three or more Regular Directors which shall be

responsible for preparing a slate of Regular Directors and officers for election by the Board at the Annual Meeting. Additional nominations may be made by any Regular Director, provided that notice thereof is furnished to the Secretary at least fourteen days prior to the Annual Meeting so that it may be included in the notice of the Annual Meeting. At the request of the President, the Nominating Committee shall make recommendations to the Board for the filling of any vacancies or newly created Regular Directorships.

ARTICLE IV

Officers

Section 4.01. Number and Titles. The officers of the Corporation shall be selected from the Regular Directors and shall consist of a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time deem necessary, which may include one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. Any two or more offices may be held by the same person, except that the offices of President and Secretary or Assistant Secretary may not be held simultaneously by the same person.

Section 4.02. Election, Term of Office and Vacancies. The officers of the Corporation shall be elected at the Annual Meeting of the Board of Directors and shall serve until the next Annual Meeting of the Board of Directors or until they resign or other-

wise lawfully cease to hold such office before the next Annual Meeting. Vacancies or new offices may be filled at any meeting of the Board of Directors. An officer may serve any number of terms, whether or not consecutive.

Section 4.03. Duties and Powers. The duties of the officers shall be as follows:

a. President and Vice President: The President shall be the chief executive officer of the Corporation, shall have general control and management of its business affairs, subject to the direction of the Board of Directors, and shall perform all duties incident to the office of president. He or she shall keep the Board of Directors fully informed and shall freely consult them concerning the business of the Corporation in his or her charge. The President shall preside at the Annual Meeting and at regular and special meetings of the Board of Directors. The President shall have the authority to sign contracts and agreements in the name of the Corporation. The President shall perform such other duties as may be designated by the Board of Directors. Each Vice President, if any, shall assist the President in the performance of his or her duties and shall perform such duties as may from time to time be assigned by the Board of Directors or delegated to him or her by the President. In case of the death, disability, or absence of the President, the Vice President, if any, or if there shall be more than one, the Vice Presidents, in the order of

seniority or in any other order determined by the Board of Directors, shall perform the duties and exercise the powers of the President.

b. Secretary and Assistant Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors in an appropriate minute book, and shall issue all notices required by law or these bylaws. The Secretary shall perform all other duties incidental to the office of Secretary and such other duties as may be required by the Board of Directors. The Assistant Secretary, if any, shall perform the duties of the Secretary in his or her absence and shall assist the Secretary at his or her request, and shall have such other duties as may be designated by the Board of Directors.

c. Treasurer or Assistant Treasurer: The Treasurer shall have custody of the funds of the Corporation. The Treasurer shall keep appropriate books and records of receipts and disbursements of the Corporation and shall render a statement of condition of the finances of the Corporation at each meeting of the Board of Directors. The Treasurer shall have all other duties incident to the office of Treasurer and such other duties as may be required by the Board of Directors. The Assistant Treasurer, if any, shall assist the Treasurer in the execution of his or her duties, and shall have such other duties as may be designated by the Board of Directors.

Section 4.04. Removal. The Board of Directors, by a vote of a majority of the Directors present at a meeting at which a quorum is present, may remove any officer of the Corporation from office at any time, with or without cause, regardless of the term for which such officer may have been elected or appointed.

ARTICLE V

Miscellaneous

Section 5.01. Execution or Endorsement of Checks. All checks, drafts or other orders for payment of money, and notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by two officers of the Corporation. The Board of Directors shall from time to time by resolution determine which officers are authorized to sign or endorse such instruments.

Section 5.02. Execution of Contracts. In addition to the authority granted to the President in Section 4.03.a., the Board of Directors may by resolution authorize any other officer or officers of the Corporation to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or limited to specified instances. No officer, agent or employee shall have any power or authority to bind or obligate the Corporation by any commitment,

contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors.

Section 5.03. Waiver of Notice. Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or Bylaws of this Corporation, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time required for such notice, shall be equivalent to the giving of such notice. The Secretary shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in the case of a waiver of notice of a meeting, the records of the meeting.

ARTICLE VI

Amendment and Effect of Bylaws

Section 6.01. Effect of Bylaws. The Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the Connecticut General Statutes, other applicable laws, and the Certificate of Incorporation. Except as the Bylaws may be inconsistent with said laws and Certificate, they shall regulate the conduct of the business and affairs of the Corporation with respect to all matters to which they relate.

Section 6.02. Manner of Amendment. The Bylaws may be amended by the affirmative vote of a majority of the Regular Directors. Any notice of a meeting of the Board of Directors at which bylaws are to be adopted, amended or repealed shall include notice of such proposed action.