

PLYMOUTH YOUTH HOCKEY, INC.

Amended and Restated By-Laws (2018)

ARTICLE I - The Corporation

Section 1: The name by which the Corporation shall be known is “Plymouth Youth Hockey, Inc.” (“The Corporation”).

Section 2: The principal office of the Corporation shall be located at the Armstrong Arena at 103 Long Pond Road, in the city of Plymouth, located in Plymouth County, Massachusetts 02360.

Section 3: The purposes for which the Corporation is formed shall be as follows:

(a) To establish and run an ice hockey program and procure ice time for the youth of Plymouth, Carver and other towns, as determined from time to time by the Board, as space allows;

(b) To expand and promote the purposes of the Corporation to other organizations, including but not limited to Mass Hockey, USA Hockey, the South Shore Conference, and the Yankee Conference.

(c) To carry on any other activity in support of and to benefit the foregoing purposes as may be carried on by an organization described in Section 501(c)(3) of the Federal Tax Code and by a Corporation organized under Chapter 180 of the Massachusetts General Laws.

ARTICLE II - Membership

Section 1. REQUIREMENTS: Any person who is a current team coach or current volunteer approved by the Board, or a parent or guardian of a child enrolled in the program and who remains in good standing may obtain membership in the Corporation. For purposes of this Section, a parent or guardian member shall be deemed to be in good standing (a) if he is current in paying applicable fees and expenses as may from time to time be determined by the Board as provided herein and (b) if he is a member as a result of being a parent or guardian of a child enrolled in the program, such child continues to be enrolled in the program.

Section 2. ANNUAL DUES: The Board of Directors may determine from time to time the amount, if any, of an initiation fee and any annual dues payable to the Corporation by its members. Dues shall be payable in advance on the first day of April in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which a new member has obtained membership in the Corporation for the remainder of the fiscal year. The Board of Directors may waive fees and dues payable by members who are not parents or guardians of a child enrolled in the program.

Section 3. TERMINATION: The Board of Directors and/or Disciplinary Committee, by an affirmative vote of two-thirds of the directors or Members of Committee entitled to vote, may suspend or expel a member for cause after an appropriate hearing. A hearing shall be deemed to be appropriate if the Board gives due consideration to the cause of the proposed termination and the Board votes on the matter to be resolved. The vote may be taken by secret ballot. Within the sole discretion of the Board on a case by case basis, the Board may determine that the facts are such that it is also appropriate to accept evidence and/or testimony of witnesses either live or in writing, except that if the Board accepts evidence and/or testimony of witnesses against the member subject to termination, then the Board must also accept evidence and/or testimony in favor of said member. Cause may be determined from time to time by the Board of Directors for such reasons as may be determined by the Board of Directors, including, without limitation, where any member is in default of the payment of his dues such that his dues are not paid in full from the beginning of the fiscal year or period for which such dues became payable by the first Plymouth Youth Hockey House League Game; provided that the foregoing shall not impair the Board of Director's discretion to determine cause. Any member whose membership is terminated pursuant to this Section shall not be relieved of the obligation to pay dues, assessments or other charges heretofore accrued and unpaid.

Section 4. RESIGNATION: Any member may resign by submitting a written or verbal resignation to any Officer or Director of the Corporation. Such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments or other charges heretofore accrued and unpaid.

Section 5. AVAILABILITY OF PROGRAM. The Corporation shall not refuse to register a player who resides within the Corporation's geographic boundaries for any reason other than the following:

1. A player is in arrears of his or her financial obligation to the Corporation or any other Association or Program under Massachusetts Hockey.
2. A player has been subject to disciplinary action by the Corporation or any other Association, Program, or League under Massachusetts Hockey.
3. The Corporation has no space available. Available space is determined by the number of players rostered to a team. The Board of Directors, at the beginning of each season, will determine the definition of a full roster.

ARTICLE III - Parliamentary Procedures

The Corporation shall conduct its business and affairs in accordance with generally accepted parliamentary procedures.

ARTICLE IV - Members' Meetings

Section 1. ANNUAL MEETING: An Annual Meeting of the members shall be held within the Eight-week period following Memorial Day. The purpose of the meeting shall be to elect Directors to any vacancies in the Corporation and to conduct such other business as may be determined by the Board of Directors. A written financial report for the most recent year-ending

shall be available to members at the Annual Meeting. The meeting shall be conducted by the Board of Directors in accordance with generally accepted parliamentary procedures and shall be open to all members.

Section 2. OPEN BOARD MEETING: An Open Board Meeting shall be held at least four times during a Calendar Year at the Discretion of the Board of Directors. Such Open Board Meeting shall occur at least once every quarter. The purpose of the meeting shall be to permit the members to offer their ideas and suggestions to the Board and to encourage transparency in the management and direction of the Corporation. Such meetings shall be conducted by the Directors of the Corporation and shall be open to all members.

Section 3. SPECIAL MEETING: Special meetings of the members may be called by the President of the Board of Directors and shall be convened by the Secretary, or, in the case of the death, refusal, incapacity, or absence of the Secretary, by any other Executive Officer upon written application of six or more members.

Section 4. PLACE OF MEETING: The Board of Directors may designate *any* place within the Commonwealth of Massachusetts as the place of meeting for any Annual Meeting or for any Special Meeting called pursuant to this Article. If no designation is made or if a Special Meeting is otherwise called with no designation of place, the place of meeting shall be the principal office of the Corporation.

Section 5. NOTICE: All meetings of the members shall be called by giving at least seven days' notice to the members stating the place, day, and hour for the meeting and its purpose. Notices shall be posted on the Plymouth Youth Hockey website. Whenever notice of a meeting is required to be given to members under applicable law, the Articles of Organization, or these By-Laws, a written waiver of notice, executed before or after the meeting by a member or his duly authorized attorney and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 6. QUORUM: As long as a majority of the Board of Directors is in attendance at a member meeting, there shall be no minimum quorum of members required for a member meeting. If there is less than a majority of the Board of Directors in attendance at a member meeting, the minimum quorum of members required for a member meeting shall be thirty-three and one-third percent (33-1/3%) of the members.

Section 7. VOTING: The Board of Directors encourages reasonable direct representation and participation by members. At any meeting, for those matters requiring a vote of the membership, every member family shall be entitled to two votes, but only one per parent or Guardian in attendance. At any meeting, the vote of a majority of the members present shall decide any question brought before the meeting, except when a larger vote may be required by law, the Articles of Organization, or these By-laws.

ARTICLE V - Board of Directors

Section 1. POWERS: The Corporation shall have a Board consisting of Directors who shall have the powers and duties of a Board of Directors under Massachusetts law. The Directors shall be responsible for general management and supervision of the business and

affairs of the Corporation, except with respect to those powers reserved to the members by law, the Articles of Organization, or these By-Laws.

Section 2. NUMBER, TENURE AND QUALIFICATIONS: Any member seeking election to the Board of Directors may submit an application for any of the required number of openings. Applications shall be submitted each spring at the end of the scheduled season provided that the Board of Directors has an opening to which a member may be elected or upon Resignation of current Director. Elections shall be held at the Annual Meeting of the members. Except as expressly set forth herein in the case of resignation or removal of a Director, there shall be fifteen Directors, including those who are also Executive Officers. Each Director shall hold office until said Director resigns; said Director's term expires; or said Director is removed from office. Each Director shall serve for a four (4) year term or if elected mid-term, to complete such unfinished term. At least twenty percent of the total number of the Board of Directors shall consist of members with children actively skating in the program. If at least twenty percent of the Board of Directors does not consist of such members, then the next election shall only be open to members with children actively skating in the program, to the extent that such restrictions are necessary to meet this requirement. In no event shall a Director be forced or asked to resign from the Board in order to meet the requirement. If the Corporation does not have thirteen Directors, the business of the Board can continue with such lesser number of Directors as the Board shall approve until the next Annual Meeting, as long as the number of Directors is not less than three.

Section 3. RESIGNATION: Any Director may resign at any time by delivering a written resignation to the President, the Secretary, or to the Corporation at its principal place of business. Such resignation shall be effective upon receipt unless specified to be effective at some other time. Such resignation shall not relieve the Director of the obligation to pay any dues, assessments, or other charges heretofore accrued but unpaid.

Section 4. REMOVAL OF DIRECTORS: Any Director elected or appointed to the Board of Directors may be removed for cause by a vote of a majority (determined without giving effect to the Director who is the subject of such removal) of the Board of Directors whenever in its sole discretion the Board determines that such removal for cause is in the best interest of the Corporation. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors. The Director subject to removal shall not be entitled to vote on his removal.

Section 5. COMPENSATION: Directors shall not receive any stated salaries for their service on the Board of Directors. Nothing contained in this Section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VI - Directors' Meetings

Section 1. IN GENERAL: In addition to the members' meetings, the Board of Directors shall hold the following meetings in accordance with the procedures given below.

Section 2. REGULAR MEETING: A regular meeting of the Board of Directors shall be held monthly. The day and date will be agreed upon by the Board at the start of each season.

Section 3. OPEN BOARD MEETING: An Open Board Meeting shall be held as already stated. The purpose of the meeting shall be to permit the members to offer their ideas and suggestions to the Board and to encourage transparency in the management and direction of the Corporation. Such meetings shall be conducted by the Directors of the Corporation and shall be open to all members.

Section 4. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, who may fix any place within the Commonwealth of Massachusetts as the place for such a meeting.

Section 5. ANNUAL MEETING: The Annual Meeting of the Board of Directors shall be held in January each year. In the event that the meeting is not held on such date, a Special Meeting in lieu of the Annual Meeting may be held with all force and effect of an Annual Meeting. At the Annual Meeting on even years the Directors shall elect the President, Treasurer, Secretary, and any other Officers of the Corporation.

Section 6. NOTICE: Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by notice delivered personally or sent by U.S. mail or by telephone or by electronic mail to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting that is not lawfully called or convened. Notice of regular meetings as defined by Section 4 of this Article shall be satisfied by delivering these By-laws to each Director when he is elected or appointed to the Board of Directors. No further notice of a regular meeting shall be required. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in advance, unless there is to be considered at the meeting (1) contracts or transactions of the Corporation with interested persons or (2) removal or suspension of an Officer or Director.

Section 7. QUORUM: A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If necessary, the President may appoint members of the elected head coaching staff to vote at any meeting. Such appointments shall be temporary, only for one meeting, in order to constitute a quorum. The President shall not make such appointments unless after two regularly scheduled meetings, no quorum can be formed. Such appointees shall not be permitted to vote or to constitute a quorum with respect to a vote to remove or suspend a Director.

Section 8. REQUIRED MINIMUM ATTENDANCE AT MEETINGS: Board members are required to attend a minimum of seventy-five percent (75%) of the regularly scheduled meetings of the Board of Directors each full fiscal year that said Director holds a position as a Director. Failure to attend the required minimum number of meetings could result in a vote by

the Board to remove the offending Board member. Such removal procedures shall be consistent with Section 4 of Article 5.

Section 9. 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 law, the Articles of Organization, or these By-laws.

Section 10. INFORMAL ACTION BY DIRECTORS: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if all of the Directors consent to the action in writing and such written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 11. TELEPHONIC PARTICIPATION IN MEETINGS: The Directors or members of any active committee may participate in a meeting of the Board of Directors or such committee, respectively, by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting for purposes of constituting a quorum and the transaction of all business at such meeting.

ARTICLE VII - Officers and Agents

Section 1. EXECUTIVE OFFICERS: The Executive Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and any such additional officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Vice Presidents, one or more assistant Treasurers, and one or more assistant Secretaries, as it shall deem desirable. The same individual may concurrently hold more than one office. As referred to in this Article and throughout these By-laws, "Secretary" shall be synonymous with "Clerk." The Secretary shall be a resident of Massachusetts and member of the Board of Directors unless the Corporation has a resident agent duly appointed for the purpose of service of process. The President shall be a member of the Board of Directors and a Resident of Massachusetts. Any other Officer must be a member of the Board of Directors and a Resident of Massachusetts. The Corporation may also have agents as the Board may appoint from time to time. Executive Officers and agents have the authority and obligation to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. ELECTION: The President, Vice President, Treasurer, and Secretary shall be elected by a majority vote of the Board of Directors at the January meeting on even years. Other officers, if any, may be elected by the Directors at any time provided that such Officers are also elected by a majority vote of the Board of Directors.

Section 3. TERM: Each of the officers referred to in Section 1 of this Article shall hold office for two consecutive years, unless they enter by Resignation, and then they shall serve out their predecessor's term and until his/her successor is chosen and qualified. An agent shall retain his/her authority at the pleasure of the Board of Directors. Any person may be reelected to successive terms as an Officer, without limitation.

Section 4. RESIGNATION: Any officer may resign by delivering a written resignation to the President or any other Executive Officer or Board member. Such resignation shall not relieve the Officer so resigning of the obligation to pay any dues, assessments, or the charges heretofore accrued and unpaid.

Section 5. REMOVAL: Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause whenever in its sole discretion the Board determines that the best interests of the Corporation would be served thereby. Removal action without cause shall be without prejudice to the contract rights, if any, of the Officer so removed. An Officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors. If the Officer is also a Director, the Officer subject to removal shall not be entitled to vote on his removal.

Section 6. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of that Officer's term.

Section 7. PRESIDENT: The President shall be the principal Executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors, and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall have the deciding vote in the event of a tie in any matter of the Corporation.

Section 8. VICE PRESIDENT: In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President who was first elected to such position) 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. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. TREASURER: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due in the name of the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-laws. In general, the Treasurer shall also perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 10. SECRETARY: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; act as the custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws;

keep a register of the post-office address of each member, which shall be furnished to the Secretary by such member; and in general perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 11. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES: If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VIII - Execution of Papers

Section 1. CONTRACTS: The Board of Directors may authorize any Officer, agent, or Director of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2. CHECKS, DRAFTS, ETC: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer, agent, or Director of the Corporation 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 Treasurer. Nothing contained in this Section shall be construed to permit the Treasurer to bind the Corporation to pay any debt or to issue any check, draft, etc., unless such action is taken in the best interests of the Corporation, and such action, where required, has been approved by the Board of Directors.

Section 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 of Directors may from time to time select.

Section 4. GIFTS: The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 5. RECORDABLE INSTRUMENTS: Any recordable instrument purporting to affect an interest in real estate shall be executed in the name of the Corporation by the President or a Vice President and the Treasurer or his Assistant. Such instrument shall be binding on the Corporation in favor of the purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, By-laws, resolutions, or votes of the Corporation.

ARTICLE IX - Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of

the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at a reasonable time and upon reasonable notice. Such an inspection shall take place at the registered or principal office or, upon the request of the member, any location approved by the Board of Directors. In no event shall any member be permitted to remove the books or records or any page or pages thereof from the agreed place of inspection.

ARTICLE X - Fiscal Year

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March each year.

ARTICLE XI - Seal

The Board of Directors may provide a corporate seal.

ARTICLE XII - Waiver of Notice

Whenever any notice is required to be given under applicable law, the articles of incorporation, or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII - Committees

Section 1. ACTIVATION: The President or the Board of Directors may activate at any time any committee that the Board of Directors may establish and may appoint a chairperson and members of each such committee.

Section 2. TERMS AND ELIGIBILITY: Except as provided by these By-laws, the chairperson and members of each active committee shall serve one-year terms on the committee to which they are appointed, unless removed and replaced prior to the end of such term at the discretion of the President or the Board of Directors, and may be re-appointed, without limitation, for successive terms. Any committee to which the powers of the Board of Directors are delegated shall consist solely of Directors.

Section 3. MINUTES: A report of all material actions taken by each committee shall be made to the Board of Directors no later than the next meeting of the Board of Directors. Minutes of each committee shall be available to any Director for inspection.

Section 4. QUORUM AND VOTING AT MEETINGS: Except as otherwise provided by law, a majority of the members of any committee then in office shall constitute a quorum at all meetings of such committee. Members of any committee may be present at and participate in such meetings by telephone as provided in Article VI, Section 11 of these By-laws. When a quorum is present at any committee meeting, the votes of a majority of the members present and voting shall be necessary and sufficient for the decision of any question brought before the meeting, except as otherwise provided by law or the Articles of Organization.

ARTICLE XIV - Sponsors, Benefactors, Contributors, Advisers, And Friends of The Corporation

The Board of Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers, or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board of Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE XV - Conflict of Interest

Except as otherwise provided by law or in the Articles of Organization, so long as the same is approved by the Board of Directors, no contract or other transaction of the Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any Director or Officer of the Corporation or any corporation, firm, or association of which he may be a Director, Officer, stockholder, member, employee, or agent may be a party to or may have an interest, pecuniary or otherwise, in such contract or other transaction. Each Director or Officer shall be obligated to disclose all such interests to the Board of Directors.

ARTICLE XVI - Indemnification

Section 1. IN GENERAL: Directors and officers shall be indemnified to the extent and in the manner authorized by resolution of the Board of Directors. Agents and employees of the Corporation may be indemnified to the extent and in the manner authorized by resolution of the Board of Directors. Such indemnification may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of any undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this By-Law. The Board of Directors may accept such an undertaking without reference to the financial ability of such person to make repayment. Any indemnification may be provided although the person to be indemnified is no longer an officer, director, employee or agent of the Corporation. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding to have failed to act in good faith in the reasonable belief that his action was in the best interest of the Corporation.

Section 2. SETTLEMENTS: As to any matter disposed of by settlement by any such person, pursuant to a consent, decree, or otherwise, no such indemnification, either for the amount of such settlement or for any other expenses, shall be provided unless such settlement shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, (i) by vote of a disinterested majority of the whole board of directors then in office, or (ii) by vote of a majority of the whole Board of Directors then in office, but only if the Board of Directors shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. No such approval shall prevent the recovery from any such Officer or Director of any amounts paid to such person or on his or her behalf as indemnification in

accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the Corporation.

ARTICLE XVII - Personal Liability

The Directors and Officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE XVIII - – Amendments to By-Laws

These By-Laws may be altered, amended, or repealed, in whole or in part, and new By-Laws may be adopted by an affirmative vote of a majority of the members present at any meeting of members or by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' notice is given of intention to alter, amend, or repeal, or to adopt new By-Laws at such meeting, except with respect to any provision thereof which by law, the articles of organization or the by-laws requires action by the stockholders. Any By-law adopted by the directors may be amended or repealed by the Membership by an affirmative vote of a majority of the members present at any meeting of members.

ARTICLE XIX - Tax-Exempt Status

No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any Executive Officer or Director of the Corporation or any private individual or be appropriated for any purpose other than the purposes of the Corporation as herein set forth, and no substantial part of the activities of the Corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

ARTICLE XX - Non-Discrimination

The Corporation is committed to a policy of equal opportunity. The Corporation complies with all applicable laws and regulations regarding employment and ensures that there will be no discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of Directors, Officers, employees or agents, applicants for employment, grant recipients or students. The Board of Directors and all Officers and employees are required to implement this policy.

ARTICLE XXI - Interpretation

Any reference in these Bylaws to any gender or number shall not, unless the context otherwise requires, affect the construction hereof and the same shall be interchangeable with any other gender or number, as the case may be.

ARTICLE XXII - Additional Requirements of the Massachusetts Hockey Association

The Corporation shall, in accordance with the requirements of the Massachusetts Hockey Association,

(a) Submit a copy of the By-laws and Constitution, if applicable, to the Association Registration Committee;

(b) Make copies of the By-laws, Constitution, Rules and Regulations, including methods of becoming an Officer or Director, method of selecting coaches, definition of membership and voting rights and a list of current Officers and Directors available to all parents, coaches, players, and other members of the Corporation;

(c) Abide by Massachusetts Hockey By-Laws, Rules, Regulations, and Policies and Procedures, including but not limited to those regarding the prevention of physical and sexual abuse;

(d) Secure and submit Individual Membership Registration forms (IMRs) for all members and prepare team rosters for all teams;

(e) Pay required fees as established by USA Hockey and Massachusetts Hockey as set out in the Fee Section of the Massachusetts Hockey Rules and Regulations; and

(f) Maintain a file of signed Waiver Liability forms for each player, coach, and manager.

(Amended 2008, 2012, 2013, 2015,2018)