

BYLAWS
OF
THE EASTERN SHORE HOCKEY ASSOCIATION

A Maryland Corporation
(the "Association")

ARTICLE I.

OFFICES

Section 1. Principal Office. The principal office of the Association shall be in the City of Easton, County of Talbot, State of Maryland.

Section 2. Other Office. The Association may also have offices at such other places, both within and without the State of Maryland, as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE II.

MEETINGS OF MEMBERS

Section 1. Members and Voting. The parents or legal guardians of children and young adults playing hockey for the Association are members of the Association. For voting purposes, each parent who attends an annual or special meeting is entitled to one vote. Proxy votes are not permitted. Votes must be cast in person. A majority of the votes cast at a meeting determines the result of elections or any questions before the membership unless the Articles of Incorporation, these Bylaws or a law requires a different procedure.

Section 2. Place and Time of Annual Meeting. An annual meeting of the members shall be held for the purpose of electing directors and conducting such other business as may come before the meeting. The exact date, time and place of the annual meeting shall be determined by resolution of the Board of Directors so long as such meeting occurs each year (the "Annual Meeting"). At each Annual Meeting, the members entitled to vote shall elect a Board of

Directors and they may transact such other business as shall be stated in the notice of the meeting.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President or a majority of the Board of Directors and shall be called by the President or Secretary upon the request in writing of the members representing a majority of the votes entitled to be cast at such meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. Place of Holding Meetings. All meetings of the members shall be held at the Talbot County Community Center (the "TCCC") or elsewhere in Talbot County as designated by the Board of Directors if the TCCC is otherwise unavailable.

Section 5. Notice. Written or printed notice of every annual or special meeting of the Members, stating the place (including the exact room in the TCCC), date, time, and, in the case of special meetings, the purpose or purposes, of such meeting, shall be posted in a prominent location at the TCCC in advance of the meeting such that Association members are provided a reasonable amount of time to receive such notice. Direct mailing of notice to the members is encouraged but not required under these Bylaws in recognition of the incremental cost and effort to accomplish direct mailings for a voluntary organization.

Section 6. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 7. Member's List. The Registrar for the Association, having charge of the names, registration fees paid and contact information for the members of the Association, shall be responsible for working with the President at any Annual Meeting or special meeting of the Association members to validate voting rights.

Section 8. Quorum. For purposes of quorum, all members present at a meeting for which notice has been properly posted shall constitute a quorum except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws. If a quorum is present, the members present in person at the meeting, and entitled to vote thereat, shall have the power, by the affirmative vote of a majority of votes represented by such members, to adjourn the meeting to another date and time. Unless the adjournment is for more than thirty days, no notice of the adjourned meeting need be given to any member provided that the date, time and place of the adjourned meeting was announced at the meeting at which the adjournment was taken. At the adjourned meeting the Association may transact any business which might have been transacted at the original meeting.

Section 9. Vote Required. When a quorum is present at any meeting, the vote of the members representing a majority of the votes available at the meeting shall decide any question brought before such meeting, unless the question is one upon which by express provisions of an applicable statute or of the Articles of Incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question.

ARTICLE III.
DIRECTORS

Section 1. Number and Term of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed from time to time solely pursuant to a resolution adopted by a majority of the Association's directors then in office; provided that the Board of Directors shall consist of at least five members. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. The Board of Directors shall be divided into three classes to be designated as Class I, Class II and Class III. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to maintain such classes as nearly equal in number as possible. The directors, other than the first Board of Directors, chosen to succeed those whose terms are expiring shall be elected at the Annual Meeting, shall be identified as being of the same class as the directors whom they succeed, and shall be elected for a term ending at the time of the third succeeding Annual Meeting, or thereafter in each case when their respective successors are duly elected and qualified.

Commentary: While it is often difficult to attract participants to a voluntary Board with high demands and expectations and it is acknowledged that the "ideal Board" may never be attained, it has been determined that the "ideal Board" for the Association has the following attributes: (a) no head coaches are directors; (b) each director has a specific job and set of duties such that no single director becomes overloaded or, more negatively, wields too much influence in the Association; (c) there is diverse representation on the Board as between Rec hockey and Travel hockey and as between the various Travel Teams (i.e., it would be best to have a Board member from each age level of Travel hockey) so that multiple views are represented and there is a steady flow of new ideas into the Association; (d) the directors are vocal, visible, positive leaders within the Association, exemplifying the ideals being taught in conformity with the Association's mission; and (e) the Board is fair, thoughtful, committed and professional.

Staggering the terms of directors is deemed beneficial for purposes of regularly bringing new persons to the Board while simultaneously maintaining continuity. There is a preference for not having directors serve more than two consecutive terms; however, it is acknowledged that there are certain unique skills sets and job functions within the Association (e.g., scheduler, registrar, treasurer) that are so critical to the operation of the Association that such persons fulfilling these functions may well be asked to serve additional consecutive terms to assure the smooth and efficient operation of the Association.

Section 2. Nomination of Directors. In advance of the Annual Meeting, a nominating committee of the Board of Directors (see Article III, Sec. 9 hereof) shall decide upon a slate of directors and shall present such slate to the Board of Directors not less than twenty (20) days prior to the Annual Meeting. The Board of Directors shall by formal resolution approve a slate of nominees to be presented to the members for election at the Annual Meeting.

Upon the written request of at least one of the members of the Association, made to a member of the nominating committee not less than two (2) days prior to the Annual Meeting , designating

an additional slate or slates of nominees to the Board of Directors of the Association (which may contain a single name), the nominating committee shall present such slate or slates to the Board of Directors for informational purposes and to determine if the Board desires to amend its approved slate of nominees. The nominating committee shall present the slate or slates of nominees to the members at the Annual Meeting, designating one slate as the slate recommended by the Board and any additional slates as independent submittals.

Section 3. Management By Board of Directors. The business of the Association shall be managed by its Board of Directors, which may exercise all such powers of the Association.

Section 4. Removal. Any director or the entire Board of Directors may be removed at any time, with or without cause, by the members holding a majority of the fully paid registrations then entitled to vote at an election of directors, except as otherwise provided by statute.

Section 5. Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant (i.e., the newly appointed director will step into the "Class" (as defined in Section 1 above) held by the vacating director), and until the election of his successor or until he shall be removed prior thereto by an affirmative vote of the members holding sufficient votes to have originally elected such a director.

Section 6. Board Meetings and Notice. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the board. Special meetings of the Board of Directors may be called by or at the request of the President on at least twenty-four hours' notice to each director, either personally, by telephone, by mail, or by telegraph; in like manner and on like notice the President must call a special meeting on the written request of a majority of directors. Whenever any notice is required to be given under the provisions of the statutes, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 7. Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Committees. The Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the Association, which to the extent provided in such resolution shall have and may exercise the powers of the Board of Directors in the management and affairs of the Association except as otherwise limited by statute. The Board of Directors may designate one or more directors as alternate members of any committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by

the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 9. Nominating Committee. The Board of Directors shall elect a Nominating Committee consisting of the President and, ideally, at least two other directors. The Nominating Committee shall be selected by the Board of Directors and the identity of the Nominating Committee should be publicized within the association in advance of the Annual Meeting. The Nominating Committee shall undertake those responsibilities enumerated in Article III, Section 3 hereof.

Section 10. Executive Committee. The Board of Directors may, in its sole discretion, elect an Executive Committee consisting of the President and at least three other directors. The Executive Committee, if any, shall be selected by the Board of Directors. Once constituted, the Executive Committee may exercise the powers of the Board of Directors in the management and affairs of the Association except as otherwise limited by statute or these Bylaws. The Executive Committee, if any, would undertake those actions necessary to manage the day-to-day affairs of the Association and would report to the full Board at meetings of the Board of Directors.

Section 11. Committee Rules. Each committee of the Board of Directors may fix its own rules of procedure and shall hold its meetings as provided by such rules, except as may otherwise be provided by the resolution of the Board of Directors designating such committee, but in all cases the presence of at least a majority of the members of such committee shall be necessary to constitute a quorum.

Section 12. Informal Action. Any action permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if a majority of the members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 13. Participation by Conference Telephone. Directors of the Corporation may participate in a meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a manner shall constitute presence in person at such meeting.

Section 14. Compensation. Directors shall not receive any stated salary for their services as such. Directors shall not receive reimbursement of expenses in attending regular or special board meetings. By resolution, the Board of Directors may authorize reimbursement of various expenses for individuals.

ARTICLE IV.

OFFICERS

Section 1. Number. The officers of the Corporation shall be chosen by the Board of Directors and shall include a President, Vice President, Secretary, Treasurer, and Registrar. The ACE Coordinator for the program need not be a member of the Board; provided, however, that the ACE Coordinator needs to be willing to meet with the Board when so requested. Any

number of offices or functions of those offices may be held or exercised by the same person unless the Articles of Incorporation or these Bylaws otherwise provide. The President and Vice President shall be directors of the Association and the other officers may, but need not be, directors.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor is duly elected and qualified or until his or her earlier death, resignation or removal as hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. 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 the term by a majority vote of the directors then in office.

Section 5. Compensation. There shall be no compensation or salary paid to any officer of the Association. By formal resolution, the Board or a committee thereof may authorize payment to non-officers for services provided to the Association.

Section 6. The President. The president shall be subject to the control of the Board of Directors and shall have general supervision of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall execute all contracts of the Association, except where required or permitted by law to be otherwise signed and executed or except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association. The President shall preside at all meetings of the members and the Board of Directors.

Section 7. The Vice President. The vice president shall in the absence or disability of the president perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. It is generally expected that the Vice President in any given year will serve in the position of President the following year.

Section 8. The Secretary. The secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors; perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he or she shall be.

Section 9. The Treasurer. The treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books

belonging to the Association; shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; and shall render to the president and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of the Association.

Section 11. The Registrar. The registrar shall register all players and coaches with USA Hockey in accordance with the requirements of USA Hockey and shall assist in managing the relationship between USA Hockey and the Association. The registrar shall process all registrations received by the Association and shall work closely with the treasurer to deposit and manage funds received through the registration process. The registrar will be called upon at various times to provide updated lists of player registrations to the coaches within the Association and to assist with the various registration requirements for tournaments and other administrative matters. In addition, the registrar shall undertake those responsibilities identified in Article II, Section 7 hereof.

Section 12. Other Officers, Assistant Officers and Agents. Officers, assistant officers and agents, if any, other than those whose duties are provided for in these Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board of Directors.

ARTICLE V

INDEMNIFICATION OF OFFICERS, DIRECTORS, AGENTS AND EMPLOYEES

Section 1. Definitions. As used in this Article, any word or words defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

Section 2. Officers and Directors. The Association shall indemnify and advance expenses to a director or officer of the Association in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

Section 3. Agents and Employees. With respect to an employee or agent, other than a director or officer, of the Association, the Association may, as determined by the Board of Directors of the Association, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE VI

GENERAL PROVISIONS

Section 1. Checks. All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Association shall commence on July 1 and end on June 30th of the succeeding year unless otherwise fixed by resolution of the Board of Directors.

Section 3. Seal. The Association shall not have a corporate seal.

ARTICLE VII.

AMENDMENTS

These Bylaws may be adopted, amended, altered or repealed at any meeting of the Board of Directors by majority vote.

Dated: May 29, 2009