

# By-Laws of the Quad City Hockey Association

## ARTICLE I - NAME AND PURPOSES

**SECTION 1. Name.** The name of the Corporation shall be Quad-City Hockey Association.

**SECTION 2. Offices.** The Corporation shall maintain a registered office in the State of Iowa and is a registered agent at such office and may have other offices within or without the state.

**SECTION 3. Purposes.** The purposes for which the Corporation is organized are exclusively charitable, literary, scientific and educational, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

## ARTICLE II - MEMBERS AND VOTING RIGHTS

**SECTION 1. Membership.** The Members of the Corporation must be registered with the QCHA and shall include adult league players, the parents or legal guardian of all youth players, adult referees and coaches. Affiliation with the Corporation requires all players, referees and coaches to be registered with the Quad City Hockey Association and USA Hockey.

**SECTION 2. Voting Rights.** All Members described in SECTION 1 shall be entitled to vote for the election of the Board of Directors at the Annual Meeting of the Members and shall be entitled to vote on any other matters submitted to the vote of the membership by the Board of Directors.

**SECTION 3. Annual Meetings.** The Annual Meeting of the Members of the Corporation shall be held each year during the month of March or such other time at such place and time as may be designated by the Board of

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Directors. The Annual Meeting shall be held for the purpose of electing directors and for the transaction of other business as may come before the meeting.

**SECTION 4. Special Meetings.** Special meetings of the Members or for any class of members, for any purpose or purposes, may be called by the majority of the Board of Directors or the request of the President and any two (2) directors. The person or persons authorized to call special meetings of the membership may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the membership called by them.

**SECTION 5. Notice of Meetings.** Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which called should be delivered no later than seven (7) days before the date of the meeting, either personally, electronically or by ordinary mail, by or at the directions of the Board of Directors, the Secretary or the person calling the meeting, to each Member or each class of members of the Corporation.

**SECTION 6. Quorum.** A quorum shall consist of a majority of the Members present..

### **ARTICLE III - Board of Directors**

**SECTION 1. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have authority to act on behalf of its members.

**SECTION 2. Number, Tenure and Qualifications.** The number of Directors shall be determined by the Board of Directors from time to time, but shall not be less than nine (9) and no more than thirteen (13), and shall include the Corporation's President, Vice-President, Secretary and Treasurer. Directors shall be elected annually by the Members at the regular Annual Meeting of the Members. New Directors shall take responsibility at the regular June meeting. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. The Past President will automatically serve as a director when his term of office as President expires.

The term of office shall be for two (2) years, but a Director may be re-elected by the Members with a limitation of four (4) consecutive years, with one (1) intervening year before being again elected as a Director by the Members. In the event a Board Member is elected to President during his / her third consecutive year, then their total length of time as a Director shall be five (5) years. If 58% or more of the Board Members are being replaced in any one year, then Board Members up for re-election will be offered the opportunity to serve a third term without being re-elected. The order in which the position(s) would be filled is as follows; President, Vice-President, Secretary, Treasurer, House League Director, Travel Hockey Director, High School Director, At-Large Director. If a Director is absent from three (3) consecutive regular monthly meetings of the Board of Directors without an acceptable excuse as determined by the Board, that Director's term of office shall end automatically at the close of the third consecutive missed meeting without further action of the Board. Directors need not be residents of Iowa. If a Director resigns or a Director's term of office ends automatically as provided above, the President shall then recommend to the Board a replacement person to fill the vacancy. Such replacement person shall be appointed as a Director upon affirmative vote of a majority of the Directors present at such meeting. The position of Past President is exempt from the preceding term limitations, but is limited to an additional two (2) year term after which, the one (1) intervening year is applicable.

**SECTION 3. Regular Monthly Meetings.** Regular monthly meetings of the Board of Directors shall be held each month, at such time and place as may be fixed by the President, or if the President is for any reason unable to act, by any two (2) Directors.

**SECTION 4. Regular Annual Meetings.** A regular annual meeting of the Board of Directors shall be held during the month of March, at such time and place as may be fixed by the President, or if the President is for any reason unable to act, by any two (2) Directors.

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**SECTION 5. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Meeting can be in person or by telephone conference call.

**SECTION 6. Notice.** Notice of any meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written or electronic notice to each Director at his or her address or e-mail address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage there-on prepaid. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

**SECTION 7. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

**SECTION 8. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws, or the Articles of Incorporation.

**SECTION 9. Removal.** A Director may be removed for cause by a vote of two-thirds (2/3) of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least seven (7) days prior thereto.

**SECTION 10. Informal Action by Directors.** Any action required to be taken at a meeting of the Directors of the Corporation, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing or by e-mail setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

**SECTION 11. Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefrom.

### **ARTICLE IV - OFFICERS**

**SECTION 1. Officers.** The officers of the Corporation shall be a President, Past President, Vice-President, Secretary, Treasurer, one (1) Representative from each of the House League, the Travel League, and a High School Representative, At-Large Director, Recruitment Director, or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these By-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Directors may only hold one Officer position.

**SECTION 2. Election and Term of Office.** The officers of the Corporation shall be elected annually by the Members at the regular Annual Meetings of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall

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have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

**SECTION 3. Removal.** Any officer 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 Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**SECTION 4. President.** The President shall be the Principal Executive Officer of the Corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the Corporation; he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors. The President will work with suppliers of services and hold regularly scheduled meetings designed to ensure communication is maximized between them and the QCHA.

**SECTION 5. Vice President.** The Vice President(s) shall perform such duties as shall be assigned to the Vice President by the President or the Board of Directors. Further, in absence of the President or in the event of the President's inability or refusal to act, a Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Responsible for conducting an annual audit of the books by an outside source with an accounting background. Responsible for Risk Management Committee.

**SECTION 6. Secretary.** The Secretary shall record the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of the By-laws or as required by law; be custodian of the corporate records; perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors, including disseminating important information to the membership concerning time, dates, and places of meetings, etc. Secretary will also work with web site person to get information posted. Secretary will be in charge of keeping bylaws up-to-date. Keep electronic files updated,

**SECTION 7. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties customarily incident to the office of a Treasurer. The Treasurer will also be responsible for the formulation of the registration fees and procedures for registration which will then be submitted to the Board for approval. Treasurer will also receive input from the appropriate Directors which will allow for the preparation of a budget each year. This budget will be submitted for approval to the Board. Will maintain 501 C-3 (not-for-profit) status for organization.

**SECTION 8. House League Director.** Responsibilities shall include general management of the House League in cooperation with the other Directors and suppliers of services.

**SECTION 9. Travel Hockey Director** Responsible for general management of the travel programs including but not limited to formation and adherence to Travel Team Policies; selection of travel team coaches according to Board approved guidelines; and to serve as QCHA representative to the hockey leagues in which the QCHA

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teams play. The Travel Hockey Director may appoint a Travel Hockey staff, consisting of sub-directors acting under the direction of the Travel Hockey Director, to help manage the program. These sub-director positions will include, but not be restricted to: Director Limited Travel Teams; Director Travel Team Tryouts, and Director Invitational Tournaments, pending availability of suitable candidates.

**SECTION 10. HIGH SCHOOL DIRECTOR.** The High School Director shall be responsible for the overall operations of the Quad City Blues team. These duties include, but are not limited to: Represent the Blues at the League meetings; Assign personnel to head the following High School committees as needed-Operating, Concessions, Work Scheduler, Merchandise, Travel Arrangements, Senior Night, Banquet, Ad Book, Fund Raising, Communications, Treasurer. Director will select coaches according to the Board guidelines. Director will oversee all the committees and help as needed. Director will have knowledge of League policies and procedures as well as rule changes, and will enforce the policies and rules. Communicate with Referee in Chief concerning schedule and rule changes. Director will ensure that all players and coaches are registered with USA Hockey. Ensure a Parent representative is elected and Player Representative is selected to serve on the High School Committee. Work with League scheduler and correspond with other league representatives as needed.

**SECTION 11. Past President.** This Officers position has been added to to insure continuity in implementation of past and current corporation guidelines and issues.

**Section 12. Director(s)-At-Large.** This position has been added to insure the board has sufficient board members to carry out the overall responsibilities of the Board of Directors. The Director-At-Large position has the same privileges as the designated officers. The Director-At-Large position will be assigned specified responsibilities by the Board of Directors as required to ensure the viability of the Quad City Hockey Association. The Director(s)-At-Large may be asked to fill in for an Officers position in the event that a position is temporarily open; the President would make this assignment.

### **ARTICLE V - COMMITTEES**

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

**SECTION 2. Standing Committees.** The membership of each Standing Committee may vary in number and members shall be appointed to one-year terms by the President or the Board, at whose pleasure they shall serve. Unless otherwise provided, the Chairperson of the Standing Committees of the Board shall be appointed for one-year terms by the President at the Annual Meeting of the Corporation. All Standing Committees shall have and exercise the authority to act according to the authority granted by the Board of Directors or as described by the bylaws or by resolution. If no responsibilities are described the committee shall serve in an advisory capacity to the Board and may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board. Additional Standing Committees may be created upon recommendation of the Board with majority consent, a standing committee may be discontinued in the same manner. At least one Officer from the Board of Directors shall be appointed to each Standing Committee. Without restricting the provisions of Section 1 hereof, the Standing Committees of the Corporation and their responsibilities shall be as follows:

- A. **Fund-Raising Committee** - The Fund-Raising Committee shall raise funds to support the activities of the Corporation. The main focus of this committee is the planning, organizing and execution of all fundraising activities as approved by the Board. Proceeds from the events will be allocated to QCHA programs at the discretion of the Board. Committee negotiates with outside vendors who come in

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during tournaments for percentage of sales the association will receive. The chairperson of the committee reports directly to the QCHA Board. Any ideas must be approved by the Board before implementation.

- B. **Officials / Rules Committee** - The Officials / Rules Committee shall work directly with the Referee-in-Chief to recruit, select and coordinate the officials. The Referee-in-Chief shall conduct clinics on a regular basis to provide on-going training and certification of officials. Officials must be certified by USA Hockey. Members of the committee to include the Referee In Chief, another Referee, Coaching Director, House League Director, and Travel Director.
- C. **Risk Management Committee** - The Risk Management Committee shall provide information on and maintain insurance coverage for the Board of Directors, coaches, players, officials, members and volunteers. This Committee shall document, record and file with USA Hockey any liability or injury claims. This Committee shall also investigate all claims and provide recommendations on prevention measures. The Committee will be responsible to collect and submit to USA Hockey all Consent To Screen forms.
- D. **Disciplinary Committee** - The Disciplinary Committee shall consist of and be limited to the Referee in Chief, a Committee Chairman, and one of the House League, Travel, High School Representatives depending on the League involved. This committee will be responsible for administering discipline for all judgments required as a result of infractions covered by the USA Official rules, QCHA rules or disciplinary requests made by an Official or member of the QCHA.
- E. **Budget Committee**- The Budget Committee shall consist of the Treasurer, and at least two (2) other Board members. This Committee shall recommend fiscal policies, review and recommend to the Board operating and capital budgets, and monitor and evaluate the financial condition of the Corporation. The Budget Committee shall begin preparation of the annual budget in April of the previous budget year, and present the budget for approval of the Board of Directors at the regular board meeting in June. The budget may be revised and submitted for approval at other times during the year, at the direction of the Budget Committee, or at the direction of the President.
- F. **High School Committee** - The High School Committee shall consist of the High School Director two (2) other Board members and no more than 2 other members of the QCHA. The chairman must be someone that does not have an immediate family member playing or coaching on the High School Team. The chairman does need to be a board member. The responsibilities of the High School Committee must be prescribed annually by resolution of the Board of Directors at a regular or special board meeting as soon as possible after the Annual meeting.
- G. **Coaching Committee**- The coaching Committee should include the House Director, Travel Director, High School Director, Association Coaching & Education Director and at least 3 and no more than 5 other individuals that have coaching experience. The responsibilities will be to define and maintain a coaching plan for the QCHA.

**SECTION 3. Term of Office.** Except as provided in Section 2 hereof, each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**SECTION 4. Chairman.** One (1) member of each committee shall be appointed chairman.

**SECTION 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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**SECTION 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. In the event of a tie, the QCHA President will be asked to break the tie.

**SECTION 7. Rules.** Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

### **ARTICLE VI – OTHER POSITIONS**

**Coaching Director**-This is not a board position. Responsibilities include conducting Level I coaching clinics; Organize Level II and III clinics as appropriate; Official Coaching representative to Mid-West Amateur Hockey Association coaches meetings; Act as ACE coordinator; report to QCHA at monthly meetings; Organize and conduct coaching development program to increase level of coaching ability; Work with QCHA to ensure that all coaches are properly registered and certified; Maintain communications with coaches and QCHA membership at all times; Maintain a library of information for use by coaches; Manage the Coach Recognition Program.

### **ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1. Contracts.** The Board of Directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and delivery any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

**SECTION 2. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary or Treasurer and countersigned by the President of the Corporation. Each month the President is required to review all checks written and ensure checks have followed in sequential order.

**SECTION 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 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.

### **ARTICLE VIII - 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 Board of Directors and committees having any of the authority of the Board of Directors.

### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Corporation shall be 1 July to 30 June.

### **ARTICLE X - SEAL**

There shall be no corporate seal.

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### **ARTICLE XI - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, 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 XII - AMENDMENTS**

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

### **ARTICLE XIII - INDEMNIFICATION AND INSURANCE**

**SECTION 1.** The Corporation may indemnify any person who was or is a party, or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contender or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**SECTION 2.** The Corporation may indemnify any person who was or is a party, or is threatened to be made a party in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of any such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**SECTION 3.** To the extent that a Director, Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article XII, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**SECTION 4.** Any indemnification under Section 1 and 2 of this Article XII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of

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the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XII. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of the Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**SECTION 5.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article XII.

**SECTION 6.** The indemnification provided by this Article XII shall not be deemed exclusive or any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**SECTION 7.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XII. USA Hockey does provide insurance coverage which should be taken into consideration before additional coverage is purchased.

### **ARTICLE XIV - MISCELLANEOUS**

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

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