

**BY-LAWS OF
GREENSBORO YOUTH ICE HOCKEY ASSOCIATION, INC.**

Adopted in the meeting of the Membership of the GYHA held on the 17th day of October 2000
Amended at May 2002, May 2003 Annual Membership, June 2004 Board Meeting, and April 2005 Board Meeting

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**BY-LAWS
OF
GREENSBORO YOUTH ICE HOCKEY ASSOCIATION, INC.**

**ARTICLE I
NAME AND OFFICES**

- Section 1 **Name.** The name of this Corporation shall be GREENSBORO YOUTH ICE HOCKEY ASSOCIATION, INC. (hereinafter referred to as the "GYHA"), a nonprofit corporation organized exclusively for the exempt purposes within the scope and meaning of Section 501(c)(3) of the Internal Revenue Code.
- Section 2 **Principal Office.** The principal office of GYHA shall be located at PO BOX 10122, Greensboro, North Carolina 27404, or elsewhere, as the Board of Directors may from time to time determine.
- Section 3 **Registered Office.** The registered office of GYHA required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office in the State of North Carolina. The Board of Directors may change the address of the registered office from time to time.
- Section 4 **Other Offices.** GYHA may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may require from time to time, or as the affairs of the GYHA may require.
- Section 5 **Fiscal Year.** The GYHA shall record and operate on a fiscal year which shall deem to have commenced prior to the occurrence of any activities on the 1st day of September, and shall end after the conclusion of all activities on the 31st day of August of the subsequent year.

**ARTICLE II
PURPOSES AND PHILOSOPHY**

- Section 1 **Purposes.** The Purposes of GYHA may be stated in the Articles of Incorporation of GYHA, as the same may be amended from time to time by the Membership and in GYHA's By-Laws, as the Board of Directors amends the same from time to time. The purpose for which GYHA is organized and operated includes, but is not limited to:
- a. Provide a program of ice hockey education, instruction, and competition for the membership of Greensboro and surrounding areas of North Carolina.
 - b. Provide qualified coaching at all levels.
 - c. Provide the opportunity for the membership to develop their ice hockey skills and participate to their maximum potential.
 - d. Promote a concept of team play through active participation by all members of a team.
 - e. Foster and teach a spirit of sportsmanship and fair play, where competition transcends winning or losing.
 - f. Create an environment where each participant, regardless of age is treated with dignity and respect in a non-abusive manner. Discrimination because of race, ethnicity, national origin, sex, or religion is contrary to the principles of GYHA and shall not be allowed to be practiced.
 - g. To do and to be empowered to do all things and to possess all rights granted to non-profit corporations chartered in North Carolina as may be permitted under North Carolina General Statute 5 SA-15, and other state statutes, as the same may be amended from time to time.
 - h. To develop, implement, and maintain a Screening and Abuse Policy, and other such policies as required by USA Hockey which assures GYHA participants that its coaches and administrators comply with principles and standards of conduct established by GYHA.
- Section 2 **Philosophy.** The purpose of GYHA is to organize, administer, and operate ice hockey programs. GYHA's governing value shall be "FUN HOCKEY FOR KIDS" and shall endeavor to instill in each participant a love, appreciation, and knowledge of the game of ice hockey, the ideals of fair play and sportsmanship, the development of leadership skills on and off the ice, and commitment to community service. GYHA shall further endeavor to adhere to the policies of USA Hockey as set forth in USA Hockey's Annual Guide. GYHA shall attempt to exemplify the principles and philosophies of USA Hockey and, through EXCELLENCE IN COACHING, develop the finest youth hockey players possible. Further, GYHA shall seek to provide a FUN environment for players of all ages, levels of skill and commitment, with equal opportunity for all.

- Section 3 Screening. In accordance with the policies of USA Hockey and CAHA, GYHA fully endorses CAHA's screening program to help ensure the safety of the children in our program. All GYHA ice hockey coaches must consent to be screened under this program and complete an Authorization to Release Information form.
- Section 3.1 Deadlines for Screening. All coaches must complete the Authorization to Release Information form by December 31st of the current playing season, or within thirty (30) days after beginning any coaching activity, which includes clinics, power skating, and any other "on ice" or "off ice" hockey activities, whichever date comes earlier.
- Section 3.2 Compliance. Each coach shall comply with the forms and instructions issued by GYHA in compliance with the policies of USA Hockey and CAHA.
- Section 3.3 Procedures to Implement. The GYHA ACE Coordinator will serve as the primary point of contact for the Board regarding all matters of compliance in this area. A current standing Board Member will be assigned to be the Board Sponsor.
- Section 3.4 Refusal to be Screened. Any individual required to be screened who does not consent to be screened and complete the Authorization Form shall not be allowed to participate in any GYHA ice hockey activities of any type, nor any CAHA, nor USA Hockey sanctioned events.
- Section 3.5 Non-Compliance. Any individual not complying with this Rule will be subject to sanctions, the nature of which to be determined by GYHA, CAHA, and USA Hockey in addition to the prohibitions listed in Section 3.4.
- Section 4 Abuse. Matters of physical and sexual abuse are significant social problems. GYHA recognizes the potential for such abuse to exist in our organization. Any alleged incident of either physical or sexual abuse involving any child in our program or any member of our organization is to be reported personally and in writing to any standing member of the Board of Directors within five (5) days of the alleged incident. The Board will act on any such report in accordance with USA Hockey's guidelines outlined in the Abuse and Screening Policy.

ARTICLE III
MEMBERSHIP

- Section 1 Definition of GYHA Member. Members of GYHA shall consist of the parent(s) or legal guardian of a player participating in the regular season youth ice hockey programs organized, administered, and operated by the GYHA inclusive of Board members, ex-officio directors and other Board appointed positions necessary for the operation of the organization and GYHA head coaches (house, travel, and initiation) who do not have a child participating in programs organized, administered, and operated by GYHA. All memberships shall be for one year commencing on September 1 prior to the beginning of the season and ending on August 31 of the following year, unless a player is selected to a team prior to September 1, in which case membership shall commence upon the date that registration payment is received by GYHA. Membership in GYHA may be suspended or terminated by the Board of Directors for nonpayment of dues and fees or otherwise in its discretion or by the discipline or conduct committee for violation of the policies of GYHA, Carolina Amateur Hockey Association (CAHA), and/or USA Hockey.
- Section 1.1 Definition of GYHA Member in "Good Standing". A member of GYHA shall be considered in "Good Standing" so long as he/she is not currently in arrears with respect to any financial obligation due to the organization, not currently sanctioned or under disciplinary action regarding any matter properly governed by GYHA, CAHA, and/or USA Hockey guidelines, By-Laws, or operating procedures.
- Section 2 Membership Dues and Fees. Membership dues and fees shall be set by action of the Board of Directors and may vary for each instructional, recreation/intramural, competitive/travel program and/or any other program or activity organized, administered, operated, and/or sponsored by GYHA. GYHA may assess member's additional dues and fees from time to time as the Board of Directors may determine is necessary.
- Section 3 Termination of Membership. Membership in GYHA shall be terminated for failure to pay membership dues and/or fees, if any, as determined from time to time by the Board of Directors. The Board of Directors by an affirmative vote of two-thirds (2/3) of all the members of the Board of Directors, may expel any member who fails to comply with any provision of the Articles of Incorporation, By-Laws, and Rules and Regulations of GYHA, CAHA, and/or USA Hockey, but only if such member is given written notice by the Board of Directors that such failure makes the member liable to expulsion. Any resignation or termination of membership shall not relieve the member of the obligation to pay any dues, fees, assessments, and/or other charges theretofore accrued and unpaid.

Members and their respective player(s) who have not paid dues, fees, assessments, and/or other charges by the date designated by the Board of Directors may be temporarily prohibited from participation in activities of GYHA. The Treasurer shall notify members of delinquent dues, fees, assessments, and/or other charges of more than one month in arrears. Those members whose dues, fees, assessments, and/or other charges are not paid within two months thereafter, and are not excused from paying dues, fees, assessments, and/or other charges by the Board of Directors of GYHA, shall be deemed to have terminated their membership in GYHA, and shall not be entitled to any of the general membership privileges.

Section 4 Reinstatement. Upon written request signed by a former member and filed with the Secretary of the GYHA, any expelled member may be reinstated by vote of the majority of the Board of Directors upon such terms and conditions as the Board of Directors shall deem appropriate.

ARTICLE IV **MEETING OF MEMBERS**

Section 1 Place of Meetings. Meetings of the membership shall be held at a place and at such time as determined from time to time by the Board of Directors. All meetings of the membership shall be open to the public and all interested individuals may participate; however, only members qualified to vote, as herein set forth, shall be entitled to vote on matters brought before the membership for adoption or approval.

Section 2 Annual Membership Meeting. The annual meeting of the membership of the GYHA shall be held during the month of April of each year, or in such other month as selected by a majority vote of the Board of Directors at such place and at such hour as the Board of Directors shall determine, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the GYHA nor affect the validity of any corporate action.

Section 3 Substitute Annual Membership Meeting. If the annual membership meeting shall not be held during the month designated by these By-Laws for the annual meeting of membership, or at any adjournment thereof then a substitute annual meeting may be called in accordance with Section 4 of this Article. A meeting so called may be designated and at any such meeting, and the attendance in person or by proxy of a member at any meeting shall constitute a waiver of notice of such meeting unless such attendance shall be for the express purpose of objecting to the transaction of any business on the ground that the meeting shall not have been lawfully called or convened.

Section 4 Postponement of Annual Membership Meeting. In the event of inclement weather or the occurrence of a catastrophic event the meeting of the membership may be postponed or adjourned by the President. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days in any one adjournment, notice of the adjourned meeting shall be given by the President in any media of general circulation or broadcast serving the area treated for aft purposes as the annual meeting.

Section 5 Special Membership Meetings. Special meetings of the membership may be called by the President or the Board of Directors or at the written request of the holders of not less than ten (10%) percent of all members entitled to vote. Special meetings shall be called by delivering to the Secretary of GYHA a written request for a special meeting describing the purposes for which it is held and only the business described in the notice of special meeting delivered to the membership shall be considered at such meeting.

Section 6 Notice of Annual Membership Meeting. Written, printed, and/or electronically published notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by United States Postal Service, email, or electronically posted on website, or by any other public means at the direction of the President, Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service mailbox addressed to the respective member of GYHA, with postage thereon prepaid. The incidental failure of any member to receive such notice shall not invalidate any action that may be taken by the members and/or Board of Directors.

Section 7 Quorum. Attendance in person, or by proxy, of at least one percent (1%) of the total members of the GYHA shall constitute a quorum at a meeting of the membership. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. In the absence of a quorum at the opening of any meeting of the membership, such meeting may be adjourned to another time and date; provided that the Secretary shall notify any absent members of the time, date, and place of such adjourned meeting by delivering notice thereof as provided herein above in Section 5.

- Section 8 Adjourned Meetings. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.
- Section 9 Waiver of Notice. The transactions of any membership meeting, however called and with whatever notice, if any, are as valid as though a meeting duly held after regular call and notice, if a quorum of the membership is present at the meeting in person or by proxy and no objection to holding the meeting is made by any member present, or her/his proxy, and a quorum of the members, or their proxies, sign a written waiver of notice or a consent to the holding of the meeting, or an approval of the action taken as shown by the minutes thereof. All such waivers, consents, or approvals shall be in writing, signed by the member entitled to the notice and filed with the corporate records or made a part of the minutes of the meeting either before or after the date and time stated in the notice.
- A member's attendance at a meeting waives objection to lack of notice or defective notice and waives objection to consideration of a particular matter unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting or considering the matter before it is voted upon.
- Section 10 Fixing of Record Date. For the purpose of determining members who are entitled to notice of and to vote at any meeting of the membership, or any adjournment thereof, or in order to make a determination of the number of the membership for any other proper purpose, the Board of Directors of GYHA may fix a date for the closing of the membership book of GYHA, which date shall not be more than sixty (60) days before the meeting or action requiring a determination of the membership. If the membership books are not closed and no record date is fixed for the determination of members entitled to notice or voting privileges, the date on which notice of the meeting is mailed shall be the record date for such determination of membership. When a determination of those entitled to vote at any meeting of the membership has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date, and notice of such meeting is required as provided herein.
- Section 11 Voting List. After fixing a record date for a membership meeting, the Secretary of GYHA shall prepare and make available for inspection by any member for a period of ten (10) days prior to a membership meeting, during normal business hours, an alphabetical list of the members entitled to vote at such meeting or any adjournment thereof, with the address of and number of votes such member may cast, which list shall be kept on file by the Secretary of GYHA continuing through the meeting. This list shall also be produced and kept open at the time and place of the membership meeting and shall be subject to inspection by any member during the whole time of the membership meeting. The refusal or failure to prepare such a list does not affect the validity of the action taken at such membership meeting.
- Section 12 Credentials and Election Committee. At least ten (10) days before any meeting of the members, the Board of Directors shall appoint a credentials and election committee consisting of such number of Directors and/or members as determined by the Board of Directors. It shall be the responsibility of this committee to establish or approve the manner of conducting member registration and any ballot or voting procedures and regulations, to pass on all questions that may arise with respect to the registration of members in person or by proxy, to count the ballots if applicable or in any other matter to rule upon the effect of any voting irregularity or other question that might arise relating to member voting. This committee shall establish rules and appeals procedures to be followed in the event that any member decides to contest the decision of the committee with respect to any such matter.
- Section 13 Voting of Shares. A GYHA member shall be entitled to one (1) vote on all matters submitted to a vote of the membership. All issues with respect to voting shall be governed by Robert's Rules of Order unless otherwise specified by the Articles of Incorporation or the By-Laws of GYHA. Only those members deemed in "good standing" with GYHA, CAHA, and/or USA Hockey shall be entitled to vote.
- Section 14 Votes Required. The vote of a majority of the members, voted in person or by proxy, at a meeting of membership, duly held at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting except as otherwise provided by law, the Articles of Incorporation or by these By-Laws.

Section 15 Proxies. Membership votes may be exercised either in person or by one or more agents authorized by a written proxy executed by the member or by her/his duly authorized attorney-in-fact. A telegram, telex, facsimile, email, or other form of wire or wireless communication appearing to have been transmitted by the member, or a photocopy or equivalent reproduction of a writing appointing one or more proxies, shall be deemed to be a valid appointment form within the meaning of this section. In order for a proxy to be valid for purposes of voting at any meeting of the membership, the proxy shall be registered with the Secretary of GYHA or with the Credentials Committee at least 48 hours before the time of the meeting or any adjournment thereof. A proxy may be unlimited as to the matters on which it may be voted, and in the absence of any limitation or restrictions on the face of the proxy, all proxies shall be considered unlimited. In all cases the most recent proxy executed by a member revokes all prior proxies granted by such member. The member's attendance in person at any meeting or adjournment thereof for which a proxy was executed shall revoke any proxy theretofore executed by the member for such meeting or for such adjournment thereof, as the case may be, and the member shall be entitled to vote in the same manner and with the same effect as if the member had not executed a proxy. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force, or limits its use to a particular meeting, but no proxy shall be valid after ten (10) years from the date of its execution.

Section 16 Order of Business. The order of business at the annual meeting of the members and, so far as possible at all other meetings of the members, shall be conducted under policies established by the Board and under an agenda essentially as follows, except as otherwise determined by the members at the meeting.

- a. Roll call or report on the number of members present in person or by proxy to determine the existence of a quorum.
- b. Reading of the Notice of the Meeting and proof of timely publication or mailing thereof, or the waivers of the Notice of Meeting, as the case may be.
- c. Read and consider minutes of last meeting making additions and changes as necessary.
- d. Approval of corrected minutes.
- e. Reports: Financial and or auditors reports; Officers; Committee Chairpersons.
- f. Old business or referrals from previous meetings.
- g. Elections, resignations, removals (if any).
- h. New business.
- i. Appointments (if any).
- j. Set place, time, and date for next meeting.
- k. Adjournment.

Notwithstanding the foregoing, the Board of Directors may from time to time establish a different agenda or order to business, provided, that no business other than adjournment of the meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

ARTICLE V **BOARD OF DIRECTORS**

Section 1 General Powers. Its Board of Directors shall manage the business and affairs of GYHA. The Board of Directors shall be selected without regard to race, color, religion, national origin, or sex. The Directors shall have the power and duties necessary for the administration of the affairs of GYHA and may do all such acts and things to be exercised and done by the members. The Directors in all cases shall act as a Board and they may adopt such rules and regulations for the conduct of their meetings and the management of GYHA, as they may deem proper, not inconsistent with the Articles of Incorporation, these By-Laws and the Laws of this State.

- Section 2 Number and Qualifications. The Board of Directors shall consist of not less than five (5) nor more than nine (9) individuals, excluding ex-officio directors, the exact number of which shall be determined by the Board of Directors unless the number shall be otherwise specified in or fixed in the Articles of Incorporation or the By-Laws. Directors shall be persons of majority age, reside in the State of North Carolina, and have legal alien status and/or citizenship of the United States. The Directors must be in "good standing" with GYHA, CAHA, and USA Hockey and have been a member of GYHA for at least one year. The Directors shall be elected by the membership at the annual membership meeting from the slate of candidates proposed by the nominating committee and/or candidates proposed by the membership in accordance with Section 3 hereunder.
- Section 3 Nominations for Directors. The Board of Directors shall appoint a Nomination Committee at least ninety (90) days prior to the annual membership meeting at which Directors shall be elected. Such committee consisting of Directors and/or members shall solicit nominees, determine eligibility and then prepare and post at least thirty (30) days prior to the annual membership meeting a list of nominations for open board positions. Any member interested in applying for an open Board of Directors position, must submit to the Nomination Committee within sixty (60) days of the annual meeting the GYHA Board of Directors Intent Form. Only those candidates that comply with this requirement will be eligible for consideration as a potential nominee.
- Section 4 Election of Directors. Each member of GYHA, either in person or by proxy, at the annual membership meeting shall be entitled to one (1) vote for each open board position. Four (4) weeks prior to the Annual Membership Meeting, the Secretary will publicly post a listing of the qualified nominees for the open board positions. The proxy listing the member's votes must be submitted to GYHA, PO BOX 10122, Greensboro, NC 27404 and postmarked no later than two (2) weeks prior to the Annual Membership Meeting. Any proxies received after the deadline will not be included in the vote. The nominees receiving the highest total number of votes through the voting by proxy plus the votes cast in person at the Annual Membership meeting shall be elected to the vacant positions on the Board of Directors. The newly elected Directors will begin serving their term in the month following the Annual Meeting.
- Section 5 Term of Office. The term of office of all directors shall be fixed for three (3) years. The directors shall hold office until their successors have been elected or until his or her death, resignation, removal, retirement, or disqualification. There are no term limits for any of the director's positions.
- Section 6 Disqualification. To remain a Director an incumbent must attend at least one-half (1/2), and not be absent at two or more consecutive meetings, of the regular Board meetings during each twelve (12) month period beginning with the month of his or her election. Upon establishment of the fact that a Director is in violation of this Section, the Board of Directors may elect through a majority vote to serve notice of intent to declare the position vacant. Such notice will be delivered via telephone, mail or email and must specify the action as an agenda item at a meeting of the Board of Directors to be held at least ten days after notice is sent. A two-thirds majority vote is required to disqualify a Director. This Section shall be optional with the Board of Directors and may be waived in the case of a Director's illness or other justifiable circumstances. Nothing in this section shall affect in any manner the validity of any action taken at the meeting of the Board of Directors.
- Section 7 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than quorum or by the sole remaining director. Any vacancy created by an increase in the authorized number of directors shall be filled only by election at an annual membership meeting or at a special meeting of the membership called for that purpose. Any director so elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office. The Board of Directors do not have an obligation to fill any vacated board position and may by a majority vote of the remaining board members, chose to eliminate the vacated position so long as it does not result in the total number of board positions falling below the minimum required by these By-Laws.
- Section 8 Removal. A Director may be removed from his or her position under either Sub-section A or Sub-section B listed below.
- A. Any member may bring charges relating to the duties and responsibilities of a Director, or the fitness of a Director to serve on the Board, by filing with the Secretary of the GYHA such charges in writing together with a petition signed by at least fifteen (15) members. Upon such petition the charging parties shall be allowed on the agenda for the next annual membership meeting. Such Director shall be thereafter notified at least ten (10) days prior to the annual meeting of members at which such charges are to be considered and such Director shall have the opportunity to be heard in person or by counsel. Both the charging party and the Director shall be entitled to present evidence to the membership in respect to such charges. The question of the removal of a Director shall be voted upon at the meeting of the members. A director may only be removed for cause by a vote of two-thirds (2/3) majority of the members present and entitled to vote at any election of directors in which a quorum is present. The members at a meeting may not remove a director unless the notice of the meeting states that the purpose or one of the purposes, of the meeting is the removal of the Director.

B. If a Board member engages in conduct inconsistent with the responsibilities of his or her position as a member of the GYHA Board of Directors, the President, after a unanimous vote of the remaining members of the board of directors, shall provide written notice of such conduct to the offending board member. The offending board member will be expected to answer the charges at the next regularly scheduled meeting of the board of directors. The Board will then decide the appropriate remedial measure based on the evidence presented and may vote to remove the member if it is determined to be the most suitable option to address the misconduct. Removal would require a 2/3rds majority vote of the remaining members of the board of directors.

- Section 9 Resignations. Any Director may resign at any time by written notice delivered to the Board of Directors or to any officer of the GYHA. A resignation is effective once accepted by a vote of the remaining Board of Directors.
- Section 10 Reimbursement. The Board of Directors may reimburse directors for expenses incurred by directors in attending meetings of the Board, as the Board shall from time to time determine.
- Section 11 Executive and other Committees. Unless otherwise provided in the Articles of Incorporation or in these By-Laws, the Board of Directors, by resolution adopted by a majority of the number of directors then in office, may designate from among its members an executive committee and/or one (1) or more other committees, each consisting of two (2) or more directors, or which shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of GYHA, except as to the matters which are by law specifically excepted from the authority of such committees. Any such committee or any member thereof may be discharged by a majority of the directors present at a meeting at which a quorum is present, or by informal action by the Board of Directors as provided by law, or in the Articles of Incorporation or the By-Laws of GYHA.
- Section 12 Rules and Regulations. The Board of Directors shall have the power to make, adopt, amend, abolish, and promulgate such rules, regulations, procedures and policies, not inconsistent with the Articles of Incorporation, these By-Laws or any law, as it may deem advisable for the management, administration, and regulation of the business and affairs of GYHA.

ARTICLE VI MEETINGS OF DIRECTORS

- Section 1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such time and at such place in North Carolina as shall be determined from time to time by a majority of the directors. Such regular meetings may be held without notice other than such resolution fixing the time and place thereof.
- Section 2 Special meetings. The President or any two (2) directors may call special meetings of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of North Carolina, as the place for holding any special meeting of the Board of Directors called by them. Meetings held outside the State of North Carolina shall require full Board approval for expense reimbursement.
- Section 3 Notice. Notice of special meetings of the Board of Directors shall be given to each director not less than three (3) days before the date of the meeting by any usual means of communications. Unless otherwise specified in the Articles of Incorporation or these By-Laws, the business transacted at special meetings of the Board of Directors will be specified in the notice or waiver of notice of such meeting.
- Section 4 Waiver by Attendance. Attendance of a Director at a meeting of the Board of Directors 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.
- Section 5 Quorum. A majority of the total number of directors then in office shall constitute a quorum for the transaction of business. A quorum may exist by virtue of valid written proxies given by any member of the Board of Directors.
- Section 6 Manner of Acting. Except as otherwise provided in these By-Laws, 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.
- Section 7 Action Without Meeting. Unless otherwise provided by the Articles of Incorporation or these By-Laws the Board of Directors may take action without a meeting if all members of the Board take the action. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken and included in the minutes filed with the corporate records.

Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

- Section 8 Presumption of Assent. A director of GYHA who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent of such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 9 Informal Action by Directors. Action taken by a majority of the directors then holding office without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.
- Section 10 Attendance by Telephone. Unless specifically prohibited by law, meetings, regular or special, may be attended through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can be in constant communication with each other. Such participation shall constitute attendance and presence in person of such persons so participating at all such meetings.

ARTICLE VII

OFFICERS

- Section 1 Officers of GYHA. The officers of GYHA shall consist of a President, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time elect. The same person may at the same time hold any two (2) of the above named offices except the offices of President and Secretary, but no officer may act in more than one (1) capacity where action of two (2) or more officers is required.
- Section 2 Election and Term. The Board of Directors shall elect the President, Secretary and Treasurer of GYHA at the first scheduled meeting of the Board of Directors following the Annual Membership Meeting. Each officer shall hold office for a term of one (1) year or until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified. Officers will be elected by a simple majority of those Directors in attendance. Except as otherwise provided in these By-Laws; the Board will fill any vacant Officer position by a simple majority vote of the remaining board members. The term for that position will be the unexpired portion of the original one (1) year term.
- Section 3 Removal of Officers and Agents. Any officer, agent, or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of GYHA will 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 GYHA and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of GYHA according to these By-Laws. The president shall be in at least the second year of his/her term on the Board of Directors. The president shall, when present, preside at all meetings of the Board of Directors and the Membership. The President will appoint a Vice President whose term will coincide with that of the President.
- The president shall sign, with any other proper officer of GYHA, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the GYHA, or shall be required by law to be otherwise signed or executed, and in general, shall perform all duties as may be prescribed by the Board of Directors from time to time.
- Section 5 Vice President. The Vice President will be appointed by the President from the standing Board of Directors. In the absence of the President, or in the event of death, inability or refusal to act, the 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. In addition, he/she shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.
- Section 6 Secretary. The Secretary shall: (a) keep the minutes of the meetings of the membership, of the Board of Directors and of all Executive committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, (c) be custodian of the corporate records and of the seal of the GYHA and see that the seal of the GYHA is affixed to all documents the execution of which on behalf of the GYHA under its seal is duly authorized; (d) keep a register of the names and mailing address of each member which shall be furnished to the Secretary by such member, (e) and in general perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors; provided, that the Secretary shall have the authority, with the approval of the Board to delegate to any employee of the GYHA certain of the above described administrative duties as may be approved by the Board.

Section 7 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the GYHA; receive and give receipts for moneys due and payable to the GYHA from any source whatsoever, and deposit all such moneys in the name of the GYHA in such depositories as shall be selected in accordance with the provisions of these By-Laws; and (b) in general 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 or her by the President or by the Board of Directors.

The Treasurer shall prepare, or cause to be prepared, a true statement of the corporation's assets and liabilities at the close of each fiscal year, and the applicable information return and schedules as required by the Internal Revenue Code for non-profit corporations which statement and returns shall be made and filed at the corporation's registered office or principal place of business in the State of North Carolina within four (4) months after the end of such fiscal year and thereafter kept available for a period of at least ten (10) years.

Section 8 Assistant Secretaries and Treasurers. The Assistant Secretaries and Assistant Treasurers shall in the absence or disability of the Secretary or Treasurer, respectively, performs the duties and exercises the powers of those offices and shall, in general perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 9 Executive Director and Employees. The Board of Directors may appoint an Executive Director or other employees of the GYHA from time to time, as the Board shall determine. The Executive Director or other employees shall perform such duties as the Board of Directors may from time to time require and shall have such authority as the Board may from time to time vest in such person or persons.

Section 10 Salaries. The salaries, if any, of the Executive Director and other employees of the GYHA, shall be fixed from time to time by the Directors, or the Directors may give the President or other chief executive officer of the GYHA the discretion to establish salaries and no employee shall be prevented from receiving such salary by reason of the fact that he is also a director of the GYHA.

Section 11 Executive Committee. The Board may, by resolution passed by a majority of the whole Board, appoint one or more executive committees of at least three members, with power to manage the business of the GYHA (subject to said resolution) between the meetings of the Board, provided that such committee shall not have power to alter or amend the By-Laws:

The Board may fill a vacancy occurring in an executive committee, at any regular or special meeting. The Board may remove a member of an executive committee at any time, with or without cause. Each executive committee shall keep regular minutes of its proceedings and report the same to the Board when required.

The designation of an executive committee and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility or liability imposed upon it or him or her by law.

If action taken by an executive committee and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility or liability imposed upon it or him or her by law.

If action taken by an executive committee is not thereafter formally considered by the Board, a Director may dissent from such action by filing his or her written objection with the Secretary with reasonable promptness after learning of such action.

Section 12 Ex-Officio Members. By a vote of the majority of the Board of Directors present in which a quorum has been obtained, a member or a non-member may be elected as an ex-officio member of the Board of Directors for a one (1) year term. Such position shall not be entitled to vote on matters brought before the Board, but shall be an honorary position and offered to individuals who the membership believes would make valuable contributions to the goals and purposes of the GYHA.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS, BOARD MEMBERS, EMPLOYEES AND AGENTS

- Section 1 Scope of Indemnification. The GYHA shall indemnify any person who was or is a party, or is threatened to be made a party of any threatened, pending, or collected action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the GYHA) by reason of the fact the such person is or was a board member, officers employee or agent of the GYHA against expenses (including attorney's fees) adjustments, fines and amount paid in settlement actually reasonably incurred by such person in connection with such action, suit or proceeding; provided such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the GYHA, and, with respect to any criminal action or proceeding, has no reasonable cause to believe the conduct of such person was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon pleas of *nolo contendere* or its equivalent, shall not, of itself, create good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interest of the GYHA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct of such person was not unlawful.
- Section 2 Indemnification for Good Fair Action. The GYHA shall indemnify any person who was/or is a party, or is threatened to be made party to, any threatened, pending or completed action, suit or proceeding, whether criminal, civil administrative or investigative (other than an action by, or in the right of, the GYHA) by reason of the fact that such person is, or was, a board member, officer, employee or agent of the GYHA, against expenses (including attorney's fees) adjustments, fines and amounts paid in settlement actually reasonably paid by such person in connection with such action, suit or proceeding; provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the GYHA. No indemnification shall be made in respect of any claim, issue or matter as to which any person shall have been judged to be liable for negligence or misconduct in the performance of the duty or such person to the GYHA 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 of such expenses as the court shall deem proper.
- Section 3 Cost of offense Indemnified. To the extent that a board member, officer, employee or agent of the GYHA has been successful on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 and 2 of this Article, in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- Section 4 Amount of Indemnification. Any indemnification under these Sections (unless ordered by the court) shall be made by the GYHA as authorized in the specific case, upon a determination that indemnification of the Board member, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 and 2 of this Article. Such determination shall be made by the Board by a majority vote of a quorum consisting of board members who were not parties to such action, suit or proceedings, or if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested board members so directs, by independent legal counsel in a written opinion; or by the members.
- Section 5 Expenses Advanced. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by GYHA in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the board member, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the GYHA as authorized in this Article.
- Section 6 Rights of Persons Indemnified. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested board members, 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 board member, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- Section 7 Insurance Coverage. The GYHA shall purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee or agent of the GYHA, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the status of such person as such, whether or not the GYHA would have the power to indemnify such person against such liability.

ARTICLE IX
CONTRACTS, LOANS, CHECKS AND DEPOSITS

- Section 1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the GYHA, and such authority may be general or confined to specific instances.
- Section 2 Loans. No loans shall be contracted on behalf of the GYHA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3 Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the GYHA, shall be signed by such officer or officers, agent or agents or the GYHA and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 4 Deposits. All funds of the GYHA not otherwise employed shall be deposited from time to time to the credit of the GYHA in such FDIC insured depositories as the Board of Directors may select.

ARTICLE X
GENERAL

- Section 1 Dividends. The GYHA shall not pay dividends of any kind to its membership.
- Section 2 Seal. The Corporate Seal of the GYHA shall consist of two concentric circles between which is the name of the GYHA and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the Corporate Seal of the GYHA.
- Section 3 Waiver of Notice. Whenever any notice is required to be given to any member or director by law, by the charter or by 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 equivalent to the giving of such notice.
- Section 4 Amendments. Except as otherwise provided in the Articles of Incorporation of GYHA or this section, these By-Laws may be amended, added to or repealed, or new By-Laws may be adopted in lieu thereof at any regular or special meetings of the Board of Directors by the affirmative vote of a majority of the entire Board, provided that notice of the intention to amend the By-Laws together with the substance of such amendment(s) be given to each Board member at least ten (10) days prior to the date of such regular or special meeting.

ARTICLE XI
DISSOLUTION

- Section 1 Disposal of Assets. Upon dissolution of the GYHA, the Board of Directors shall, after paying or making provision for the payment of all liabilities and obligations of the GYHA, dispose of all the assets of the GYHA exclusively for the purposes described in Article II of these By-Laws in such manner, and/or to such organization or organizations that are organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the GYHA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are operated exclusively for such exempt purposes.

ARTICLE XII
MISCELLANEOUS

- Section 1 Membership in Other Organizations. The GYHA may become a member or purchase stock in other profit or non-profit organizations, associations, partnerships or joint ventures when the Board finds the general or long-term interest of its membership will be served by such investments or participation.
- Section 2 Rules of Order. The Rules Contained in Robert's Rules of Order, revised edition, shall govern the GYHA except where there is a conflict with these By-Laws or established policies.

ARTICLE XIII
USA HOCKEY / CAHA PREEMINENCE

- Section 1 USA Hockey / CAHA Preeminence. GYHA shall abide by and act in accord with the Articles of Incorporation, By-Laws and Regulations of USA Hockey and CAHA and such documents shall take precedence over and supersede all similar governing documents and / or decisions of GYHA. Further, GYHA (1) shall assist CAHA in the administration and enforcement of the By-Laws, Rules and Regulations, Playing Rules, and the decisions of the Board of Directors of USA Hockey and CAHA, within and upon its members and (2) agrees to be guided by the core values of USA Hockey.
- Section 2 Limit on Restriction. Nothing contained herein, shall be construed to delegate the duties or responsibilities of GYHA's Directors or Officers to CAHA, its officers, directors, agents or employees, nor shall this provision be construed to prevent GYHA from implementing rules, policies and procedures which may be more stringent than those of USA Hockey or CAHA providing such rules, policies and procedures do not conflict with those of USA Hockey and CAHA.

ARTICLE XIV
DISPUTE RESOLUTION PROCEDURE

- Section 1 General. It is the expressed purpose of this Article to establish a fair and orderly process for the resolution of disputes, claims or demands having any impact on GYHA ice hockey or between, by or among Members of GYHA resulting from any controversy involving construction, interpretation or application of GYHA's Articles of Incorporation, By-Laws, or Operating Rules. In that connection, GYHA will adopt a dispute resolution approach that is consistent with the protocol outlined in CAHA Bylaw Section 25 and USA Hockey Bylaw Section 10.
- Section 2 Reporting. All disputes, claims or demands outlined in Section 1 of this Article must be submitted in writing to the attention of the President of the Board of Directors within thirty (30) days of the incident giving rise to the claim. Any claim that is not so submitted is considered no longer valid and the claimant waives any further right to proceed with this claim or any related claim at any level. Only those current members of GYHA in good standing with GYHA, CAHA, and USA Hockey have standing to raise any claim against GYHA involving any matter properly under its governance.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Greensboro Youth Ice hockey Association, Inc., a North Carolina GYHA; and

THAT the foregoing By-Laws constitute the By-Laws of said GYHA, as duly adopted in that meeting of the Board of Directors of said GYHA held on the 19th day of April 2005.

IN WITNESS THEREOF, I have here unto subscribed my name and affixed the seal of the said GYHA this _____ day of _____ 2005.

GYHA Secretary