

AMENDED AND RESTATED
BYLAWS OF
SPOKANE AMERICAN YOUTH HOCKEY ASSOCIATION,
A NON-PROFIT CORPORATION

ARTICLE 1: ORGANIZATION

These are the amended and restated bylaws of Spokane American Youth Hockey Association, a Non-Profit Corporation, organized and existing under the laws of the State of Washington, having been originally incorporated December 21, 1959, under the name Spokane American Boys Hockey Club, Inc. As of the time of the adoption of these bylaws, the name of the corporation is Spokane American Youth Hockey Association, a Non-Profit Corporation.

ARTICLE 2: PURPOSE

2.1 The purposes of the corporation are as set forth in the Articles of Incorporation.

2.2 The purposes and activities of the corporation shall be limited to those which are deemed to be educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3: MEMBERSHIP

3.1 Player Members: Any youth hockey player whose ice hockey skills are established to the satisfaction of the Board of Directors, who is not yet 21 years of age, and who is of good moral character, as determined by the Board of Directors, shall be eligible for enrollment as a player member. A youth hockey player must be a member of USA Hockey, Inc. and must abide by the rules and classifications of that organization as well as of the corporation. Each youth hockey player will be regularly enrolled in a league or beginner program sponsored by the corporation. Each youth hockey player must pay, or there must be payment on his/her behalf, as a condition precedent to membership, the enrollment fee established by the Board of Directors. The enrollment fee will be determined at the beginning of the fiscal year in an amount which is estimated as being reasonably sufficient to pay that player's proportionate share of the expenses of conducting the youth hockey program for the fiscal year.

3.2 Senior Members: Any parent, guardian or person in loco parentis of a player member, shall, subject to paragraph 3.3, be

a senior member of the corporation. There shall be no more than two senior members for any player member or sibling player member. At the time a player member registers, his/her related senior members shall be identified. The eligibility of such a parent, guardian or person in loco parentis, shall continue so long as the parent, guardian or person in loco parentis has a child who is a player member, and until the end of the corporation's fiscal year in which such player member ceases to be a player member.

3.3 Voting Rights: All senior members in good standing, and only Senior Members in good standing, are entitled to one vote at any regular or special meeting of the members or in any voting as to which the members have the right to vote in accordance with the Articles of Incorporation, these bylaws or the statutes of the State of Washington.

3.4 Termination of Membership: If any member of the corporation shall at any time be guilty of an act prejudicial to the corporation, or to the purposes for which it is formed, or, in the opinion of the Board of Directors, no longer meets the requirements for membership set forth in section 3.1, 3.2 or 3.5, such person will be notified to appear personally before the Board of Directors at a designated time, not less than fourteen (14) days after such notification, and at such time be given a hearing. By a majority vote of all the Board members present at the meeting, the membership of such person in the corporation may be terminated.

3.5 Honorary Members: The Board of Directors may grant honorary membership to any person who has contributed in a significant way to the purposes of the corporation. Honorary members shall hold honorary membership for such term as the Board of Directors establishes from time to time. They shall have all of the privileges of membership, except that they shall not be entitled to vote and they shall not be obligated to pay dues.

3.6 Sustaining Members: Any individual, business or other person, firm or organization that desires to support amateur youth ice hockey may become a sustaining member upon making such minimum contribution as the Board of Directors may, from time to time, determine. The duration of sustaining membership shall be determined by the Board of Directors. Sustaining members shall have all of the privileges of membership, except that they shall not be entitled to vote and they shall not be obligated to pay dues.

ARTICLE 4: BOARD OF DIRECTORS

4.1 Number and Taking Office: The affairs of the corporation shall be governed by a Board of Directors consisting of eight (8) members of whom four are the officers and four are non-officer Directors. The Board of Directors, including both officers and non-officers, will be elected by the senior members at the annual membership meeting held on, or about, April 1 of each year, from among persons in the region who are over 21 years of age and who have the requisite experience, knowledge, interest, and ability to serve the Association. Each elected director shall take office on the 1st day of May next following the election, except that if the election does not occur until after the 1st day of May, then each elected director will take office at the first Board meeting following the election.

4.2 Terms of Directors: At the election of Directors held in April 2000 all Directors resigned so that all eight positions were then open. Eight persons were elected to the Board, four of whom held one-year terms and four of whom held two-year terms. Thereafter at each election four Directors are to be elected to two-year terms so that the terms of four of the eight Directors will expire each year. After each election at which there are more than four vacancies, it will be determined by agreement, and in the absence of agreement by lot, which Directors will have two-year terms and which have one-year terms.

4.3 Vacancies: Vacancies which occur on the Board during the year may be filled by the Board of Directors, but any person so elected shall serve only until the date that Directors take office after the next annual election.

4.4 Regular Board Meetings: Regular meetings of the Board shall be held monthly at a time and place to be determined by the Board.

4.5 Special Board Meetings: Special meetings of the Board may be called at any time by the President or by one-third of the Directors. Reasonable notice shall be given to all Directors of any special meeting. Except in an emergency, written or oral notice of at least seven (7) days shall be given.

4.6 Quorum: A quorum of the Board of Directors shall consist of fifty percent (50%) of the members, provided, that if fewer than three (3) days' notice has been given to all Board members of a special Board meeting, it shall take a majority of Board members to constitute a quorum. Proxy voting shall be

permitted in the event that a member of the Board is unable to be in attendance at the time of a Board vote. The absent Board member may delegate his/her voting power directly to another member of the Board. Voting power may only be given directly from one Board member to another. Previously delegated voting power may not be further transferred to another member of the Board (i.e. 3rd party). In the event that a delegated vote is unable to be cast, that vote will be recorded as a "non-vote due to absence."

4.7 Removal of Directors: Any member of the Board who fails to perform his duties in a reasonable manner, or otherwise fails to act in the best interests of the corporation, may be removed from the Board, in its discretion, by the affirmative vote of a majority of the Board of Directors at any regular or special meeting, provided that any such Board member shall be given not less than ten (10) days prior notice of his/her proposed removal from the Board. Absence from three (3) consecutive regular meetings of the Board shall constitute automatic grounds for removal of the member from the Board, no notice or hearing being required.

ARTICLE 5: OFFICERS

5.1 Officers Enumerated: The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer.

5.2 Election of Officers: The officers shall be elected by the members in accordance with section 4.1.

5.3 President: The President shall preside at all meetings of the Board of Directors of the members. He/she shall perform the usual duties of a President and shall carry out the decisions of the Board of Directors. He/she shall be an ex officio voting member of all committees. The President shall make a report at the annual meeting of the members of the activities conducted during the year, the financial status and the projected plans of the corporation. No person may be elected President for more than two (2) consecutive two-year terms plus any part or short term if he/she first takes office other than at the beginning of a regular two-year term.

5.4 Vice President: The Vice President shall, in the absence of the President, or in the event of the President's disability, perform all of the duties of the President, and such other duties as may be required of the Vice President by the President or the Board of Directors. The Vice President shall

succeed to the office of President in the event of a vacancy in that office.

5.5 Secretary: The Secretary shall keep a record of all proceedings of the meetings of the membership, of the Board of Directors and of the executive committee. The Secretary shall give notice of all meetings to the members or the Directors, as the case may be. The Secretary shall be the custodian of all of the official records of the corporation. The Secretary shall carry on such correspondence and discharge such other duties as may be assigned to the Secretary, from time to time, by the President or by the Board of Directors. The Secretary shall be the presiding officer in the absence of the President and the Vice President.

5.6 Treasurer: The Treasurer shall have the care and custody of all the funds of the corporation, which shall be disbursed by the Treasurer only upon the order of the Board of Directors or of the President. The Treasurer shall report at each regular meeting of the Board of Directors the financial condition of the corporation at the close of the previous month. All funds belonging to the corporation shall be deposited in a checking/savings account established by the corporation and all disbursements shall be by check or by electronic means. The Treasurer shall be bonded in an amount to be determined by the Board of Directors and the bond premium shall be paid by the corporation.

5.7 Except in the year 2000 or in the instance of an interim election, the terms of all officers shall be two years. The Vice President and Treasurer elected in 2000 were elected for two-year terms and the President and Secretary were elected for one-year terms. Thereafter all officers will be elected for two-year terms, except when an officer is elected to fill an unexpired term, so that the terms of office of the President and Secretary will expire in odd numbered years and the terms of office of the Vice President and Treasurer will expire in even numbered years. In the event of a vacancy in any office, the vacancy shall be filled by the Board from among the non-officer Directors, provided that the Board, in its discretion, and with the consent of the officers involved, may change the offices held by the officers and fill the resulting vacancy from among the non-officer Directors. For example, if the office of President were vacant, the Vice President might be made President and a director appointed to the office of President and a non-officer director appointed to the office Vice President. Any person thus

appointed to fill a vacancy shall serve until the date that officers take office after the next annual election.

ARTICLE 6: COMMITTEES

6.1 Executive Committee: There shall be an executive committee which shall consist of the President, Vice President, Secretary, Treasurer, and one non-officer member of the Board of Directors selected by the Board of Directors. The executive committee shall have all powers of the Board of Directors in between regular Board meetings. A majority of the executive committee shall constitute a quorum, but no action of the executive committee shall be effective unless concurred in by at least three (3) of its members. All transactions of the executive committee shall be reported in full at the next meeting of the Board and shall then be subject to approval or rejection by the Board. All actions of the executive committee shall be recorded in the minutes of the Board.

6.2 Other Committees: All other committees, special or standing, shall be appointed by the President as soon as possible after the first meeting of the Board of Directors in each year and in any event shall be appointed within two months after the commencement of the year. The President shall informally survey all Board members for interest in committee activity and make appointment based thereon.

6.3 Committee Membership: Committees may be made up of any class, or classes, of members, but a committee chairman must be a Board member.

6.4 Disciplinary Committee: The disciplinary committee shall have authority to discipline any member of any class for good cause, including without limitation, violation of the bylaws or of any regularly established rule of the corporation. Discipline may include suspension from membership, suspension from playing or such other measures as may be appropriate under the circumstances. Any decision of the disciplinary committee shall be subject to written appeal to the Board of Directors, provided written notice of appeal is given to a principal officer within seven (7) days after the action of the disciplinary committee is communicated to the person being disciplined. The action of the disciplinary committee shall remain in effect pending the appeal and shall stand unless overruled by the affirmative vote of a majority of the total Board of Directors. The Board shall act upon the appeal at its next regular meeting.

ARTICLE 7: FISCAL YEAR

Fiscal Year: The fiscal year of the corporation commences May 1 and ends the following April 30. This is the corporate year for all purposes, unless otherwise specifically provided.

ARTICLE 8: MEETINGS OF MEMBERS

8.1 Annual Meeting: The annual meeting of the members shall be held in, or about, April of each year on such date as the Board may designate.

8.2 Special Meetings: The Board may call a special meeting of the members at any time.

8.3 Unless otherwise required by law, notice of all meetings of members shall be sufficiently given if posted on the corporation's bulletin Board at the Eagles Ice Arena, or at such other place as the corporation may carry on its primary activities. Such notice shall, if mailed, be mailed at least 10 days before the date of such meeting to each member at his/her address as shown in the records of the corporation.

8.4 Quorum of Members: Those members present at any meeting of the membership which has been regularly called, and of which notice has been regularly given, shall constitute a quorum and unless otherwise provided by the Articles of Incorporation, these bylaws or the statutes of the State of Washington. A majority vote of those present and voting shall be sufficient to take any action, except as otherwise provided by law, by the Articles of Incorporation or by these bylaws.

8.5 Election of Board Members: At or before the annual meeting of members nominations may be presented in writing by a nominating committee, if one has been appointed, by any senior member or by any member. Oral nominations from the floor will be accepted if voting occurs during the annual meeting. Nominations in writing shall be on a form provided by the Secretary. Any person nominated, in order to be voted for, must have agreed in writing to accept a position on the Board if elected.

ARTICLE 9: AMENDMENTS

9.1 Amendments - 501(c)(3): It is the intention of the corporation that it be and remain qualified under Section 501(c)(3) of the Internal Revenue Code. Any amendment to these bylaws shall be effective only to the extent that it is consistent with such qualification.

9.2 Amendments by the Board: These bylaws may be amended by action of the Board of Directors by unanimous vote of the total Board of Directors and such amendment shall be effective, subject to section 9.1 and further subject to action by the membership. Any such amendment shall be submitted to the membership at the next general meeting of the members. Notice of the amendment to the bylaws shall be given along with the notice of the membership meeting and the bylaws shall remain effective as amended unless the action of the Board is overruled by two-thirds of the members present and voting or by the affirmative vote of all members.

9.3 Amendments by the Members: These bylaws may be amended by the members at any general meeting, provided that the proposed amendment has been submitted to the members in the notice of the meeting. Such amendment, to be effective, must be adopted by two-thirds of the members present and voting or by an absolute majority of all members.

ARTICLE 10: INDEMNIFICATION

To the fullest extent permitted by law the corporation shall indemnify any person who was, or is, a party, or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by, or in the right of, the corporation, or otherwise) by reason of the fact that he/she is, or was, a director or officer of the corporation, or is, or was, serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the corporation has the lawful power to indemnify. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE 11: MISCELLANEOUS

11.1 Masculine/Feminine: All references to the masculine include the feminine and the singular includes the plural.

11.2 Powers: All power and authority not specifically granted to the members or the Board is vested in the Board.

11.3 Roberts Rules: All meetings shall be conducted in accordance with the current edition of Roberts Rules of Order as it is amended from time to time.

11.4 Effective Date: _____, 2018.

These amended bylaws were adopted by the unanimous vote of the Board of Directors via email on October 22, 2018.

DATED this ___ day of _____, 2018.

/s/ President

/s/ Secretary