

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**KANSAS CITY FIGHTING SAINTS HOCKEY, INC.**  
**A MISSOURI NONPROFIT CORPORATION**

*ARTICLE I*

*OFFICES*

The corporation may have offices at such places as the Board of Directors may from time to time determine or the business of the corporation may require.

*ARTICLE II*

*DIRECTORS*

1. The affairs of the corporation shall be managed by the Board of Directors. The number of Directors to constitute the Board of Directors shall be seven (7), unless and until changed by amendment to this Bylaw, provided, however, that there shall always be at least three (3) Directors. The Board of Directors shall be divided into the following Classes: Class I shall be comprised of one representative of each the Mites and Pee Wee Divisions; and Class II shall be comprised of one representative of each of the Atoms, Squirts, and Bantam Divisions. In addition, each Class I and Class II shall include one at large Director. It is intended that each divisional representatives serve as a coach in, or have at least one child or close relative playing in, the relevant division. At the first annual meeting of the Directors of the corporation, the Directors shall elect Directors designated by class: Class I Directors shall be elected to initially serve for a term of one year, and Class II Directors shall be elected to initially serve for a term of two years. Thereafter, at each subsequent annual meeting of the Directors, Directors of the class whose term is expiring during the year of such meeting shall be re-elected (or their successors nominated by any two members of the Board of Directors and elected) at such annual meeting to serve for a term of two years or until their successors shall have been elected and qualified. Directors may be removed, with or without cause, by the vote a majority of all the Directors at a meeting of the Directors called expressly for that purpose. Any vacancy created by such removal or by the resignation of any Director shall be filled for the unexpired term in respect of such vacancy by majority vote of the Directors present at such special meeting or, in the absence of such action at such special meeting, by resolution of the Board of Directors.

2. The Directors may keep the books of the corporation at the principal business office of the corporation in this state or at such other place as they may from time to time determine and as may be permitted by law.

3. If the office of a Director becomes vacant for any reason, other than by removal of the Director in the manner described in paragraph 1 hereof, the remaining Directors shall choose a successors or successors, which successor(s) shall hold office for the unexpired term in respect of which such vacancy occurred or until the next election of Directors.

### *ARTICLE III*

#### *COMPENSATION OF DIRECTORS*

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at 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 compensation or reimbursement of expenses therefor.

### *ARTICLE IV*

#### *MEETINGS OF THE BOARD*

1. The annual meeting of the Board shall be held in Kansas City, Missouri at such time and place as shall be determined by the Board. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

2. Special meetings of the Board may be called by the President, the Secretary, or fifty percent (50%) of the Directors on not less than two days' notice to each Director, either personally or by first class mail, telephone, facsimile or email.

3. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law, the Articles or Bylaws, objects to lack of notice and does not vote for or assent to the objected to action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice or waiver of notice of such meeting.

4. At all meetings of the Board, one-half of all the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment whereby all persons

