

BYLAWS OF
Jackson Youth Hockey

a Wyoming Nonprofit Public Benefit Corporation

These Bylaws restate and replace in their entirety all previous Bylaws of Jackson Youth Hockey and are effective as of the effective date set forth in the Certificate of Secretary below.

ARTICLE I

MISSION

Section 1.01. Mission. It is the mission of Jackson Youth Hockey to provide a meaningful opportunity for children to experience the great game of hockey and to develop their skating skills and hockey skills to the best of their ability while instilling the importance of sportsmanship, leadership, and teamwork.

ARTICLE II

OFFICES

Section 2.01. Principal Office. The principal office of the corporation for its transaction of business is located at 100 East Snow King Avenue, Jackson, Wyoming.

Section 2.02. Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III

MEMBERSHIP

Section 3.01. Members. The corporation shall have no members. Any action which would otherwise require approval by a majority of all of the members or approval by the members shall require only approval by the Board of Directors. All rights which would otherwise vest in members shall vest in the directors.

Section 3.02. Associates. Nothing in this article shall be construed as limiting the right of the corporation to refer to such persons associated with it as "members," even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of W.S. §17-19-140(a)(xxii) of the Wyoming Nonprofit Corporation Act.

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ARTICLE IV

DIRECTORS

- Section 4.01. Number. The authorized number of directors shall be at least seven (7) but no more than fifteen (15) until changed by amendment to these Bylaws. The exact number of directors shall be determined by the Board of Directors from time to time by resolution of the Board.
- Section 4.02. Term of Office. The election of directors shall, to the extent reasonably possible, be staggered so that approximately one-third (1/3) of the directors are nominated each year. Except as set forth in Section 4.12 below, each director shall hold office for the term of three (3) years or until a successor director has been elected and qualified. Each director may serve up to three (3) successive terms.
- Section 4.03. Nomination and Election. Any person qualified to be a director may be nominated either by the Executive Committee, a nominating committee established by the Board, or by individual members of the Board of Directors. At each annual meeting of the Board of Directors, directors shall be elected to open seats on the Board to hold office until such time as their term ends and their successors have been elected and qualified. Directors shall be elected at the annual meeting by a majority vote of those directors then in office.
- Section 4.04. Powers. Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to same limitations, it is hereby expressly declared that the Board of Directors shall have the following duties in addition to the other powers enumerated in these Bylaws:
- (A) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation of the corporation (the "Articles"), or these Bylaws, as they may deem best;
 - (B) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; provided however, the duties of employing, setting the compensation for, and managing the employees of the corporation shall be primarily delegated to the Executive Director;

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- (C) Meet at such times and places as required by these Bylaws;
- (D) The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, committee, agent or employee, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to special instances; and, unless so authorized by the Board of Directors, no officer, agent, committee, or employee shall have any power or authority to bind the corporation upon any contract or engagement, or to pledge its credit, or to render it liable for any purpose or any amount. Notwithstanding the foregoing, the authority to operate and manage the corporation on a day-to-day basis shall be delegated to the Executive Director.

Section 4.05. Compensation. The directors shall serve without compensation.

Section 4.06. Meetings.

- (A) Call of Regular Meetings. Regular meetings of the Board of Directors may be called by the President or the Executive Director.
- (B) Place of Meetings. All meetings of the Board shall be held at such place as specified by the President or Executive Director.
- (C) Date & Time of Meetings. Regular meetings of the Board of Directors shall be held not less than six (6) times during the corporation's fiscal year, at such time and place as specified in the notice of the meeting. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday. An annual meeting shall be held in June of each year.
- (D) Special Meetings. Special meetings of the Board may be called by the President, the Executive Director, or not less than three (3) directors. Regular and special meetings shall be held on not more than thirty (30) days notice and not less than one (1) day notice if notice is given by electronic mail, personal delivery or by telephone or telegraph, or not less than three (3) day notice if notice is given by first-class mail, postage prepaid. Notice of the meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

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- (E) Quorum. A majority of the directors then in office constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.
- (F) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles or these Bylaws.
- (G) Significant Transactions. The following actions may only be adopted by the affirmative vote of a majority of the directors then in office: (i) amendment of the Articles of Incorporation or these Bylaws; (ii) any sale or transfer of all or substantially all of the corporation's assets; (iii) dissolving the corporation; (iv) seeking any change in the corporation's status as an Internal Revenue Code §501(c)(3) public charity with the United States Department of the Treasury; (v) removal of the Executive Director; (vi) removal of a director for "cause" as defined in Section 4.10(A); and (vi) appointment of a director to a vacated or otherwise open seat on the Board of Directors. A director may be removed without cause only if such removal is approved by no less than two-thirds (2/3) of the directors then in office.
- (H) Conduct of Meeting. The President, or in his or her absence, the Vice-President, or in his or her absence, any director selected by the directors present shall preside at meetings of the Board of Directors. The Secretary of the corporation, or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board for all meetings. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.
- (I) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 4.07. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors consent in writing to such action. Such written consent or consents shall be filed with

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the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 4.08. Committees. The Board of Directors shall have the standing committees described below, as well as such other committees as the Board may deem necessary pursuant to Section 4.08(F) below. Notwithstanding anything contained herein to the contrary, each such committee shall have a chairperson who must also be a director of the corporation.

- (A) Executive Committee. There shall be an Executive Committee comprised of members of the Board of Directors. The Executive Committee shall be comprised of the following Board members: (a) President; Vice-President; Secretary; and Treasurer; and (b) in the event any of the following Chairpersons are not already named to the Executive Committee by way of being officers of the Board, the Chairperson of the Discipline and Player/Coach Development Committee; and Chairperson of the Finance and Scholarship Committee.

The Executive Committee shall have full powers and authority to act in the place and stead of the Board of Directors in all matters on which the Board of Directors could act, other than those powers enumerated in Section 4.08(G) below. The Executive Committee shall also address governance matters such as determining the composition of Board membership (including, at the Executive Committee's discretion, nomination of potential Board members) and measuring the quality of Board performance. The President shall be the Chairperson of the Executive Committee.

- (B) Finance and Scholarship Committee. There shall be a Finance and Scholarship Committee comprised of members of the Board of Directors. The Treasurer shall be a member of the Finance and Scholarship Committee and shall act as its Chairperson. The remaining members of the Finance and Scholarship Committee shall be selected by the Chairperson of the Finance and Scholarship Committee in consultation with the Executive Committee and the Executive Director. The Finance and Scholarship Committee shall work to help establish the corporation's financial structures and strategies (including scholarship establishment and disbursement policies), and manage the corporation's finances and assets in a responsible and accountable way by defining, compiling and otherwise assisting with the following:

- (1) Financial policies and procedures;
- (2) Financial strategies and projections;
- (3) Help draft and propose annual budgets and/or program or project budgets;

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- (4) Compile, draft, research, and provide input to other committees and staff regarding the financial aspects of the corporation's ongoing strategic plan;
 - (5) Review regular financial reports and statements;
 - (6) Research investment strategies; and
 - (7) Recommend establishment of scholarships and oversee various scholarships and scholarship fund disbursement.
- (C) Discipline and Player/Coach Development Committee. There shall be a Discipline and Player/Coach Development Committee comprised of members of the Board of Directors. The Discipline and Player/Coach Development Committee may also have members who do not sit on the Board. The Chairperson of the Discipline and Player/Coach Development Committee shall be selected by the President in consultation with the Executive Committee and the Executive Director. The other members of the Discipline and Player/Coach Development Committee shall be selected by the Chairperson of the Discipline and Player/Coach Development Committee in consultation with the President and Executive Director. The Discipline and Player/Coach Development Committee shall oversee (i) the rules and regulations applicable to the corporation's athletes and coaches, (ii) matters of discipline under those rules and regulations, and (iii) matters of athlete and coach development and continuing education.
- (D) Fundraising and Events Committee. There shall be a Fundraising and Events Committee comprised of members of the Board of Directors. The Fundraising and Events Committee may also have members who do not sit on the Board. The Chairperson of the Fundraising and Events Committee shall be selected by the President in consultation with the Executive Committee and the Executive Director. The other members of the Fundraising and Events Committee shall be selected by the Chairperson of the Fundraising and Events Committee in consultation with the President and Executive Director. The Fundraising and Events Committee shall be responsible for organizing and planning for the development of financial resources of the corporation which support the corporation's mission and objectives including establishing and overseeing fundraising events.
- (E) Communications and Social Media Committee. There shall be a Communications and Social Media Committee comprised of members of the Board of Directors. The Communications and Social Media Committee may also have members who do not sit on the Board. The Chairperson of the Communications and Social Media Committee shall be selected by the

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President in consultation with the Executive Committee and the Executive Director. The other members of the Communications and Social Media Committee shall be selected by the Chairperson of the Communications and Social Media Committee in consultation with the President and Executive Director. The primary focus of the Communications and Social Media Committee shall be to establish strategies to raise the profile of the corporation in the local community and the country including establishing and improving outreach to all local media, social media sites, agencies, partners, potential partners, social groups and other community entities.

- (F) Other Committees. The Board of Directors, by resolution adopted by a majority of the directors then in office, may create one or more additional committees as may be specified in resolutions adopted by the Board of Directors but no such committee shall be granted any of those powers enumerated in Section 4.08(G) below. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the direction of the Board of Directors.
- (G) Powers Reserved to the Full Board. Neither the Executive Committee nor any other committee created under these Bylaws shall have all the authority to take any of the following actions regardless of Board resolution:
 - (1) Take any final action on any matter that, under the Wyoming Nonprofit Corporation Act, also requires approval of the directors or approval of a majority of all Board members;
 - (2) Remove any director or officer appointed by the Board of Directors;
 - (3) Fill vacancies on the Board or created by the removal or resignation of any officer;
 - (4) Amend or repeal the Bylaws or the Articles or adopt new bylaws or articles of incorporation;
 - (5) Amend or repeal any resolution of the Board that by its express terms is not so amenable or repealable;
 - (6) Create any other committees of the Board;
 - (7) Borrow money on the credit or in the name of the corporation;
 - (8) Establish new policy or initiate major new projects; or
 - (9) Take any action described in Section 4.06(G).

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- (H) General Intent of Committees Regarding Governance/Non-Director Member Voting. With the exception of the Executive Committee, it is not the intent of these Bylaws to authorize the committees of the Board to take any action on behalf of the corporation in place of the Board of Directors. Rather, the primary focus of the committees shall be to perform research, analysis, and planning in the various areas described above (or such other areas as determined by the Board) that will culminate in recommendations presented to the Board of Directors for approval. Should the Board of Directors specifically delegate any decision making authority to a committee, pursuant to W.S. §17-19-825 of the Wyoming Nonprofit Corporation Act, only members of the Board of Directors sitting on such committee shall be permitted to vote on any such decision delegated to the committee.
- (I) Committee Meetings. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. In the event any committee of the Board takes any action on behalf of the corporation following the Board's delegate of decision making authority the committee, minutes of the meeting at which the action was taken shall be kept and shall be filed with the corporate records. In all other events, formal meeting minutes do not need to be taken; provided however, a summary of the meeting including the date and time of the meeting, persons attending the meeting, and brief description of items discussed at the meeting together with a list of any matters to be presented to the Board of Directors for approval. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 4.09. Adherence to Board Policy Manual. The corporation shall have a Board Policy Manual. The Board Policy Manual shall contain additional rules, policies and expectations applicable to the members of the Board of Directors. The Board Policy Manual shall also contain the corporation's Conflict of Interest Policy, Confidentiality Policy, and Development and Fundraising Policy. Directors shall review and sign an agreement to be bound by the foregoing policy documents on an annual basis. A copy of the Board Policy Manual shall be given to each new member of the Board of Directors. The Board Policy Manual shall be reviewed and updated annually.

Section 4.10. Removal of Directors.

- (A) Removal for Cause. The Board of Directors may declare vacant the office of a director on the occurrence of any of the following events:

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- (1) The director has been declared of unsound mind by a final order of court;
 - (2) The director has been convicted of a felony or convicted of a misdemeanor involving moral turpitude, drugs and alcohol, and/or a violent act;
 - (3) The director has failed to attend three (3) consecutive meetings of the Board of Directors;
 - (4) The director has violated the corporation's Conflict of Interest Policy, Confidentiality Policy, or Development and Fundraising Policy, including prioritizing the interests of a family member who is a Jackson Youth Hockey athlete while performing the director's duties as a member of the Board of Directors;
 - (5) No director has the power to act unilaterally in directing the corporation and/or its employees, or binding the corporation contractually, and any attempt to do so shall be grounds for removal from the Board hereunder;
 - (6) The director continues to violate any other provision of the Board Policy Manual following warning of such violation given to the director by the Executive Committee; or
 - (7) The director commits a wrongful, intentional act that materially impairs the goodwill or business of the corporation, causes material damage to property of the corporation, or endangers employees or athletes of the corporation.
- (B) Removal Without Cause. Any director may be removed without cause, if such removal is approved by two-thirds (2/3) of the directors then in office.

Section 4.11. Resignation of Director. Any director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A director shall not resign where the corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 4.12. Vacancies on the Board.

- (A) Causes. Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director, whenever the number of directors

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authorized is increased, and on the failure of the directors in any election to elect the full number of directors authorized.

- (B) Filling Vacancies; Term. Vacancies on the Board of Directors may be filled by a majority of the directors then in office or by a sole remaining director. Should a seat be filled following the death, resignation or removal of a director, the director elected to such seat shall serve for the remaining term of the former director, and may serve up to two (2) successive terms following. Should a newly created seat be filled by the directors, the elected director shall generally serve a three (3) year term, but such term may be reduced by the Board of Directors in order to stagger terms as described in Section 4.02. The filling of seats that will become open because of ordinary expiration of a term is addressed at Section 4.03.

Section 4.13. Non-liability of Directors. The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

ARTICLE V

OFFICERS

Section 5.01. Number & Titles. The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, an Executive Director, and such other officers with such titles and duties as shall be determined by the Board of Directors and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer shall serve concurrently as the President.

Section 5.02. Appointment & Term. The officers of the corporation shall be chosen at the annual meeting by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Except for the Executive Director, only persons serving on the Board of Directors may be appointed as officers. Except for the President and Executive Director, the term of office shall be for one (1) year commencing at the date of the annual meeting. The President shall serve for two (2) consecutive years following election, but such term may be shortened to one (1) year upon the consent of the Board and the President elect. The term of employment of the Executive Director shall be as set forth in the Executive Director's employment agreement.

Section 5.03. Duties of Officers.

- (A) President. The President shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs of the

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corporation. The President shall preside at all meetings of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are effectuated and shall sign and execute all authorized bonds, contracts, and other documents on behalf of the corporation and perform such duties as be directed by the Board of Directors in accordance with the Bylaws.

(B) Vice-President. The Vice-President shall:

(1) Act in the place and in the stead of the President in the event of his or her absence, inability, or refusal to act; and

(2) Exercise and discharge any other duties required of him or her by the Board. In connection with any such additional duties, the Vice-President shall be responsible to the President.

(C) Secretary. The Secretary shall keep, or cause to be kept at the principal office of the corporation, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors, including the following:

(1) Shall keep an accurate and complete record of all meetings of the Board and the corporation;

(2) Shall keep a list of all officers and directors present at each meeting of the Board and of all officers, directors and associates present at each business and annual meeting;

(3) Shall be custodian of all written reports of committees and other records and shall make such records and reports at all times accessible to the Board members;

(4) Shall have the power in the absence of the President to countersign with the Treasurer any and all checks authorized to do so by the Board of Directors;

(5) Shall issue ample notice of all meetings of the Board and the corporation;

(6) Shall write all official correspondence for the corporation, answer all official letters and keep a file of the correspondence of the corporation.

(D) Treasurer. The Treasurer of the corporation shall keep and maintain in written form, adequate and correct books and records of account of the properties and

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business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall, at all times, be open to inspection by any director of the corporation. The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation in such manner as ordered by the Board of Directors, and shall render to the President and the directors, on request, an account of all such officer's transaction as Treasurer, and of the financial condition of the corporation. The Treasurer shall also be responsible for the filing of all necessary reports, statements, returns and other documents with the IRS and all other governmental entities regarding the corporation's tax-exempt status. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws. The duties of the Treasurer as described herein may be delegated to staff members of the corporation as determined by the Treasurer in consultation with the President.

- (E) Executive Director. The Executive Director of the corporation shall have day to day authority over the operation of the corporation, including the hiring and firing of all staff, provided the Executive Director shall report to the President and be under the ultimate control of the President and the Board of Directors with respect to all corporate matters including the operations of the corporation.
- (F) Additional Duties. Additional duties of the officers of the corporation may be set forth in the Board Policy Manual.

Section 5.04. Resignation & Removal of Officers. Any officer may resign at any time on written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting by the Board of Directors; provided however, the Executive Director may only be removed in accordance with the provisions of Section 4.06.(G).

ARTICLE VI

CORPORATE RECORDS & REPORTS

Section 6.01. Keeping Records. The corporation shall keep adequate and current records of account and minutes of the proceedings of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

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ARTICLE VII

INDEMNIFICATION

- Section 7.01. Right of Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in W.S. §17-19-856(a)(i), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these Bylaws, shall have the same meaning as in W.S. §17-19-850 of the Wyoming Nonprofit Corporation Act.
- Section 7.02. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7.01 above, the Board shall promptly determine whether such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person unlawful, and, if so, the Board shall authorize indemnification.
- Section 7.03. Advancement of Expenses. To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article VII., and of these Bylaws, in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that a person is entitled to be indemnified by the corporation for those expenses.

ARTICLE VIII

INSURANCE

- Section 8.01. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity, or arising out of the officer's, director's, employee's, or agent's status as such.

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ARTICLE IX

NON-DISCRIMINATION

Section 9.01 The corporation is an "equal opportunity employer." The corporation shall not discriminate and shall take "affirmative action" measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, creed, color, national origin, politics, socio-economics, gender, or sexual orientation.

This anti-discrimination policy further extends to all athletes, families, and members of Jackson Youth Hockey with regards to their treatment by Jackson Youth Hockey, and any staff, volunteers, or agents of Jackson Youth Hockey.

Any form of discrimination based on race, creed, color, national origin, or gender, politics, socio-economics, gender, or sexual orientation is not tolerated by Jackson Youth Hockey.

ARTICLE X

AMENDMENT OF BYLAWS AND ARTICLES

Section 10.01. New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the directors then in office, except as otherwise provided by law or by the Articles of Incorporation.

Section 10.02. The Articles of Incorporation may be amended or restated by the affirmative vote of a majority of the directors then in office, except as otherwise provided by law.

Section 10.03 These Bylaws, as of the date of adoption as set forth below in the Certificate of Secretary, constitute the corporate bylaws of Jackson Youth Hockey as of said date and replace and supersede in their entirety any and all corporate bylaws previously adopted by Jackson Youth Hockey.

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Certificate of Secretary of Jackson Youth Hockey

I, Jamie Yarrow, hereby certify that I am the Secretary of Jackson Youth Hockey, a Wyoming Nonprofit Public Benefit Corporation, and that the foregoing Bylaws (including this Certificate of Secretary) comprising fifteen (15) pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors on July ___, 2020, and that they have not been amended or modified since that date.

Executed effective the 14 day of July, 2020, at Jackson, Wyoming.

Jamie Yarrow, Secretary