

**UNITED WOMEN'S HOCKEY LEAGUE INC.**

**A Delaware Nonprofit Nonstock Corporation**

**Bylaws**

**ARTICLE I — PURPOSES**

1.1 The purposes of the United Women's Hockey League Inc. (the "Corporation" or the "League") are exclusively for charitable purposes as set forth in the Certificate of Incorporation and to exercise any other powers conferred upon nonprofit corporations organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Act") as the same may be amended or supplemented. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE II — OFFICES**

2.1 Registered Office. The registered office of the Corporation shall be:

United Women's Hockey League Inc.  
c/o A Registered Agent Inc.  
1521 Concord Pike, #303  
Wilmington, DE 19083

or such other location in Delaware as the Board of Directors (the "Board") may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Board may select and the business of the Corporation shall require.

**ARTICLE III — SEAL**

3.1 Corporate Seal. The affixation of a corporate seal shall not be necessary to the valid execution, assignment or endorsement of note, mortgage, evidence of indebtedness, contract or other document entered into for and on behalf of the Corporation.

**ARTICLE IV — MEMBERS**

4.1 Membership Corporation. The Corporation shall have no members. To the extent members are required by law, the Directors holding office at any time shall be the Corporation's members at that time and shall be deemed to have done such acts as are necessary to elect the Directors and otherwise fulfill responsibilities as members.

4.2 Honorary Titles. The Board may create such classes of "membership," such as honorary members or advisory members, as the Board sees fit, but such persons shall not have the rights of members under the Act.

4.3 League Membership. Any ice hockey team that has been accepted and approved by the Board and has complied with all requirements, including but not limited to, payment of all necessary and assessed fees and completion of all paperwork required by the Board and by the USA Hockey shall be considered “ league members” but such membership shall not have the rights of members under the Act. League members shall be required to conform to the requirements created by the Board or a committee thereof.

## **ARTICLE V — BOARD OF DIRECTORS**

5.1 Powers. The Directors shall have all powers and duties for the conduct of the activities of the Corporation except as otherwise provided by the Act, the Certificate of Incorporation or as required by these Bylaws or a resolution duly adopted by the Board.

5.2 Qualification of Directors. Each Director shall be a natural person at least eighteen (18) years of age who need not be a resident of the State of Delaware.

5.3 Number, Election, Term. The Board shall consist of one representative of each properly admitted team of the League or, as may be determined from time to time by resolution of the Board. Directors shall be elected each year by the Board at the annual meeting of the Board and shall serve for terms of two years and (a) until their successors are duly elected and qualified or (b) their earlier death, resignation or removal. Each Director shall serve for as many terms as she may be selected by her team to serve as its representative.

5.4 Removal. Any Director may be removed from office, with or without the assignment of cause, by a vote of the majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director at such meeting has been provided. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

5.5 Quorum. A majority of the Directors present in person at any duly convened meeting shall constitute a quorum of the Board. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws. At any time during a duly convened meeting, if a quorum fails to exist, any action voted upon by the Directors shall not be considered acts of the Board.

5.6 Vote. Each Director shall be entitled to one (1) vote in person. No Director may vote by proxy.

5.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

5.8 Annual Meeting. The annual meeting of the Directors shall be held on or before the 30<sup>th</sup> day of August of the current fiscal year, or upon thirty (30) days' notice at such other time and place as the Board shall determine. If such day is a legal holiday under the laws of Delaware, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of Delaware. At the Annual Meeting, the Board shall confirm new Directors and Officers and receive the Annual Report as described in Section 15.1.

5.9 Regular Meetings. Regular meetings of the Directors shall be held as determined by the Board; however, the Board shall hold a minimum of two meetings per fiscal year, one of which may be the Annual Meeting. If the date fixed for any regular meeting is a legal holiday under the laws of Delaware, the meeting shall be held on the next succeeding business day or at such other time as may be determined by a duly adopted resolution of the Board. The Board shall transact such business as may properly be brought before its meetings.

5.10 Special Meetings. Special meetings of the Directors may be called at any time by the President or by not less than one-third of the Directors.

5.11 Participation. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a telephone conference call or similar means by which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to this Section 5.11 shall constitute presence in person at the meeting, and shall count toward a quorum.

5.12 Compensation. Directors shall not receive compensation for their services rendered to the Corporation in their capacity as Directors or as committee members. However, the Corporation, in its sole discretion, may reimburse Directors for expenses paid or incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board. Compensation for a Director providing professional services is not prohibited; however, any compensated arrangement must comply with the fiduciary duties of the Directors and with the Corporation's conflict of interest policy.

5.13 Organization. Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, a chair chosen by a majority of the Directors present. The Secretary, or in her absence, a person appointed by the Secretary or chair, shall act as Secretary.

## **ARTICLE VI — OFFICERS, AGENTS AND EMPLOYEES**

6.1 Qualifications. The Officers shall be natural persons at least 18 years of age, except that the Treasurer may be a corporation.

6.2 Positions, Elections, Term. The Officers of the Corporation shall include a President, Vice President, Secretary, Treasurer, the Conference Liaisons and such other Officers whose positions shall be created from time to time by the Directors. Any number of offices may be held by the same person. The Officers shall be elected by the Directors, except the Treasurer which may be a corporation, by the Directors at the annual meeting of Directors and shall serve for a term of two years and (a) until their successors are duly elected and qualified, or (b) until their earlier death, resignation or removal. As nearly as possible, an equal number of terms shall expire each year, so that two of the Officers are elected each year.

6.3 Consecutive Terms. Officers may be elected for consecutive terms.

6.4 Removal of Officers. Any Officer or agent may be removed from office, with or without the assignment of cause, by a vote of the majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Officer or agent at such meeting has been provided. No Officer or agent shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

6.5 President. The President shall have general and active management of the business of the Corporation, subject to the control of the Board. The President shall preside over all meetings of the Board and the Executive Committee. The President shall execute, in the name of the Corporation, deeds, mortgages, bonds, contracts and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of the President and such other duties as may be assigned by the Board. The President shall oversee the execution of the proper playoff procedures and present playoff awards.

6.6 Vice President. In the absence or disability of the President or when so directed by the President, the Vice President may perform all 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. The Vice President shall perform such other duties as may be assigned by the Board or the President. The Vice President shall assist with the execution of playoff procedures and present playoff awards.

6.7 Secretary. The Secretary shall attend all meetings of the Board. In the event that the Secretary is unable to attend a meeting, the Secretary or the chair of the meeting shall temporarily designate the Secretary's meeting responsibilities to another Director. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. If the Corporation has a seal, the Secretary shall be the custodian of the seal of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President. The Secretary shall distribute to Directors the minutes of all Board meetings no more than two weeks after the date of the meeting. The Secretary shall assist with the execution of playoff procedures and present playoff awards.

6.8 Treasurer. The Treasurer shall be responsible for corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall render to the President and the Board, as requested by them but not less than once a year, a regular accounting of all transactions and of the financial condition of the Corporation. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President. The Treasurer shall assist with the execution of playoff procedures and present playoff awards.

6.9 Conference Liaison. The Conference Liaison shall be a player having been in the League for at least one season and shall not represent the Conference or Division for which she plays. The Conference Liaison shall serve on Executive Committee, the Roster Committee, the Conduct Committee and other committees at the pleasure of the President. The primary responsibility of the Conference Liaison is to report on matters concerning the Conference or Division for which she represents to the Executive Committee. The Conference Liaisons shall assist with the execution of playoff procedures. The Conference Liaisons shall present playoff awards in lieu of the President, Vice President, Secretary and/or Treasurer, if required.

6.10 Compensation. Officers shall not receive compensation for their services rendered to the Corporation in their capacity as Officers. However, the Corporation, in its sole discretion, may reimburse Officers for expenses paid or incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board. Compensation for an Officer providing professional services is not prohibited; however, any compensated arrangement must comply with the fiduciary duties of the Board and with the Corporation's conflict of interest policy.

## **ARTICLE VII — APPOINTED POSITIONS**

7.1 Appointed Positions. The Board shall annually designate individuals, who may or may not be Directors, to hold appointed positions. Individuals who are selected for appointed positions shall not receive compensation nor shall they have any voting rights of any members of the Board or its committees. The appointed positions shall be one or more individuals for each position: Scheduler; Statistician; and Webmaster and such positions that shall be created from time to time by the Directors.

7.2 Schedulers. Each Scheduler shall have the following responsibilities:

- (a) Determine appropriate time slots for Membership Teams' games based upon availability;
- (b) Schedule all League games;
- (c) Make schedules available to coaches, the Directors, Executive Committee, Webmaster, Statistician; and
- (d) Notify the Executive Committee, Webmaster, Statistician, and affected Teams of any scheduling changes or conflicts.

7.3 RESERVED PARAGRAPH FOR FUTURE USE.

7.4 Statistician. Each Statistician shall have the following responsibilities:

- (a) Maintain weekly statistics concerning each game played in the League;
- (b) Send statistics on all games played to the Webmaster weekly for publication.
  - i. The statistical format to be adhered to by the Statistician shall be determined prior to the beginning of each season by the Board.

7.5 Webmaster. Each Webmaster shall have the following responsibilities:

- (a) Update the League website as needed to keep all league/team information current;
- (b) Obtain player/team statistics from the Statistician and publish them on the league website; and
- (c) Maintain the subscriptions, registrations and fees necessary for website hosting, maintenance and development.

7.6 Referee in Chief. Each Referee in Chief shall have the following responsibilities:

- (a) Be, at minimum, a Level 3 USA Hockey Certified Official and maintain the certification for the current hockey season.
- (b) Ensure that all officials assigned to League games are registered and properly certified officials with USA Hockey.
- (c) Assist with the scheduling of officials for teams that do not have a Level 3 Official on their team or do not have an Official assignor.
- (d) Assist with the assignment of Officials for League playoffs.
- (e) Serve as the main contact for all matters involving on ice Officials issues between the League and USA Hockey.
- (f) Serve as liaison between the UWHL and USA Hockey in cases of Match penalties and supplementary discipline.
- (g) Advise the UWHL Board and make suggestions regarding matters involving officiating or player discipline.

7.7 Term. Each appointed position shall serve for a term of one year or at the pleasure of the Board.

7.8 Compensation. Holders of appointed positions shall not receive compensation for their services rendered to the Corporation. However, the Corporation, in its sole discretion, may reimburse holders of appointed positions for expenses paid or incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board. Compensation for a holder of an appointed position for providing professional services is not prohibited; however, any compensated arrangement must comply with the fiduciary duties of the Directors and with the Corporation's conflict of interest policy.

7.9 Intellectual Property. All of the intellectual property used by any holder of any appointed position shall remain the property of the League and shall not become the personal property of any such holder. Intellectual property shall include, but is not limited to, all web addresses, statistics, email addresses, designs, printed materials, and other materials generated by the League or any such holder of any position.

7.10 Reporting Requirements. Holders of appointed positions shall furnish to the President and the Secretary of the Corporation all passwords, spreadsheets and other information developed in connection with such appointed position on a yearly basis, or as frequently as requested. Holders of appointed positions shall be responsible for providing the President and Secretary with updated password information within 24 hours after a password has been changed by such holder.

## **ARTICLE VIII — COMMITTEES**

8.1 Establishment. The Board may establish one or more committees consisting of one or more Directors of the Corporation and such other persons as are deemed appropriate by the appointing authority. Any such committee, to the extent provided by a duly adopted resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The creation or filling of vacancies of the Board;
- (b) The adoption, amendment or repeal of the Bylaws;
- (c) The amendment or repeal of any resolution of the Board; or
- (d) Action on matters committed by the Bylaws or resolutions of the Board to another committee of the Board.

The foregoing notwithstanding, when a committee acts to bind the Board, only those members of the committee who are Directors of the Corporation shall have a vote.

8.2 Term. Each committee of the Board shall serve at the pleasure of the Board.

8.3 Appointment of Members. Unless otherwise determined by the Board, the President shall appoint and remove members and chairs of all committees, in consultation with the Board, at the Annual Meeting, to serve until the next Annual Meeting, and until their successors are duly elected and qualified.

8.4 Standing Committees. The standing committees of the Corporation shall include an Executive Committee, a Governance Committee, and a Conduct Committee, and such other committees which shall be created from time to time by the Directors. All standing committees shall include at least one Officer.

8.5 Committee Organization. Except as otherwise provided by the Board, each committee shall be facilitated by a Director and shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board no later than two (2) weeks after a meeting, or as otherwise determined by the Executive Committee. Each committee shall determine the times and places of its meetings.

8.6 Executive Committee. The Executive Committee shall consist of the Officers of the Corporation. The Executive Committee shall serve the purpose of meeting to advance the business of the Corporation when it is impractical or unfeasible for the entire Board to meet, subject to the exceptions in Section 8.1. Executive Committee members are required to attend and facilitate the operation of all UWHL events including, but not limited to, fundraising events, playoffs, all-star games, and the Annual Meeting.

8.7 Governance Committee. The Governance Committee is responsible for the general affairs of the Board. The Executive Committee can act as the Governance Committee. The responsibilities of the Governance Committee include, but are not limited to, the following:

- (a) To review and suggest revisions to existing bylaws;
- (b) To recommend a slate of Officers to the Board;
- (c) To conduct orientation sessions for new Directors;
- (d) To organize training sessions for the entire Board;
- (e) To suggest new, non-Directors for committee membership;
- (f) To assist the Board in evaluating its effectiveness; and
- (g) To work with Directors ending their terms in transitioning off the Board effectively.

8.8 Conduct Committee. The Conduct Committee shall hear and make all decisions on all matters of conduct and protest filed with the Conduct Committee in accordance with the procedures established by the Policies, Procedures and Guidelines of the League. The Conduct Committee consists of the League Officers and the Referee in Chief. The President serves as the Chair of the Conduct Committee. Responsibilities of the Conduct Committee include imposing penalties associated with Game Misconduct or Match Penalties, in the event of a violation of League Rules and Regulations (Policies, Procedures, and Guidelines), USA Hockey Policies, and USA Hockey Rules and Regulations.

8.9 Roster Committee. The Roster Committee shall review all requests related to rosters, including, but not limited to: Entry Application for New or Returning Team, Player Release, Player Skill Level Waiver, Playoff Waiver Request, Request for Player Review, Roster Summary, and Roster Summary Addendum.

## **ARTICLE IX — RESIGNATIONS AND VACANCIES**

9.1 Resignations. Any Director or Officer may resign such position at any time. Such resignation shall be made in writing and delivered to the President and shall take



effect from upon its receipt, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective. The President shall inform the Directors of the resignation no later than the next duly convened meeting of the Board.

9.2 Filling Vacancies.

- (a) If the position of any Director becomes vacant by an increase in the number of Directors or by reason of death, resignation, removal or otherwise, the team that has a vacancy shall put forth a new candidate Director and the remaining Directors by affirmative vote of a quorum shall elect a person or persons who shall hold office for the remainder of the applicable term.
- (b) If the position of any Officer becomes vacant, by an increase in the number of Officers or by reason of death, resignation, removal or otherwise, the Directors may choose a person or persons who shall hold office for the remainder of the applicable term.

**ARTICLE X — MEETINGS AND NOTICE**

10.1 Place of Meetings. Meetings may be held at such place within or without Delaware as the Board may from time to time determine.

10.2 Notice. The Secretary shall give to each Director not less than ten (10) days' written notice of the time and place of regular meetings, and not less than five (5) days' written notice of the time and place of Special Meetings. Notice in each case shall specify the time and place of the meeting, and in the case of a Special Meeting, the purpose or purposes thereof. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile or electronic transmission, to that person's address (or facsimile number or electronic mail address) appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a courier service for delivery to such person or, in the case of facsimile or electronic mail, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

10.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

10.4 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

10.5 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

## **ARTICLE XI — CONFLICTS OF INTEREST**

11.1 Interested Directors and Officers. For purposes of this provision, the term “interest” shall include personal interest, interest as Director, Officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern or having an immediate family member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No Director or Officer of the Corporation shall be disqualified from holding any office in the Corporation by reason of any interest in any concern. A Director or Officer of the Corporation shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Corporation or with any entity of which the Corporation is an affiliate. No transaction of the Corporation shall be voidable by reason of the fact that any Director or Officer of the Corporation has an interest in the concern with which such transaction is entered into, provided:

- (a) The interest of such Director or Officer is fully disclosed to the Board;
- (b) Such transaction is duly approved by a majority of Directors not so interested or connected as being in the best interests of the Corporation;
- (c) Payments to the interested Director or Officer are reasonable and do not exceed fair market value; and
- (d) No interested Director or Officer may vote or lobby on the matter but may be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, dissent and rationale for approval.

11.2 Conflicts of Interest Policy and Compliance. By a duly authorized resolution of the Board, the Directors shall cause the Corporation to adopt a written conflict of interest policy that is consistent with the language included in Section 11.1. In addition, the conflict of interest policy shall require, at minimum, annual and on-going disclosures of actual or potential conflicts by Directors, a process to determine and address conflicts and a process to record all proceedings under such policy.

## **ARTICLE XII — STANDARD OF CARE**

12.1 Standard of Care; Justifiable Reliance. A Director shall stand in fiduciary relation to the Corporation and shall perform her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing her duties, a Director shall be entitled to

rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared by any of the following:

- (a) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- (c) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

12.2 Presumption. Absent breach of fiduciary duty or lack of good faith or self-dealing, actions taken by the Board, committees of the Board or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

12.3 Notation of Dissent. A Director who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

### **ARTICLE XIII — LIMITATION OF LIABILITY; INSURANCE**

13.1 Limitation of Liability of Directors. A Director shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless:

- (a) The Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 145 of the Act and any amendments and successor acts thereto; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute or (2) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

13.2 Insurance. The Corporation shall maintain through its USA Hockey affiliation insurance on behalf of any person who 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 domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986 (the "Code"), as amended.

#### ARTICLE XIV — INDEMNIFICATION

14.1 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a Director, Officer, employee or agent of the Corporation, and any other person whom it shall have the power to indemnify, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. However, the Corporation shall not indemnify a person if doing so would constitute an act giving rise to any tax or sanction under the Internal Revenue Code of 1986, as the same may be amended, or the regulations thereunder.

14.2 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under section 14.1 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

14.3 Advancement of Expenses. The Corporation shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

14.4 Supplementary Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Article XI (relating to conflicts of interest) shall be applicable to any bylaw, contract or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Code, as amended.

14.5 Duration and Extent of Coverage. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer, Director, employee or representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

14.6 Reliance and Modification. Each person who shall act as an Officer, Director, employee or representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the Officer, Director, employee or representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

## **ARTICLE XV — ANNUAL REPORT**

15.1 Annual Report. The President and the Treasurer shall present to the Board at its annual meeting a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities during the fiscal year immediately preceding the date of the report;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report.

The annual report of the Board shall be filed with the minutes of the Annual Meeting of the Board.

## **ARTICLE XVI — AMENDMENTS**

16.1 Amendments. The Certificate of Incorporation of the Corporation and the Bylaws may be amended by a vote of the two-thirds (2/3) of Directors in office at any duly convened meeting of the Board after at least five (5) days' advance notice of such purpose has been given. Such notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

## **ARTICLE XVII — TRANSACTION OF BUSINESS**

17.1 Real Property. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board, except that if at any time the Bylaws allow for twenty-one (21) or more Directors, the vote of a majority of the Board shall be sufficient.

17.2 Negotiable Instruments. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board, or any person authorized by resolution of the Board, may from time to time designate.

## ARTICLE XVIII — MISCELLANEOUS

18.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of May and end on the last day of April.

18.2 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

18.3 Corporate Records. The Corporation shall keep (a) minutes of the proceedings of the Board and (b) appropriate, complete and accurate books or records of account, at its Registered Office or the principal place of business or any actual business office of the Corporation.

Date of Adoption: Revised by Vote on Jun 26, 2022

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## REVISION HISTORY

<b>Paragraph</b>	<b>Summary of Change</b>	<b>Date Approved</b>
5.8	Changed date of Annual Meeting to be held no later than August to align with PPG	6/26/22
6.5	Assigned President the duty to oversee playoff procedures and present playoff awards	6/26/22
6.6, 6.7, 6.8, 6.9	Assigned the duty to assist with playoffs and playoff awards to Vice President, Secretary, Treasurer, Conference Liaisons	6/26/22
7.1, 7.3	Removed Commissioner from appointed positions. Assigned duties to the President and Conduct Committee.	6/26/22
8.6	Added requirement for Executive Committee members to attend league events	6/26/22
8.7	Clarified the Executive Committee can act as the Governance Committee	6/26/22
8.8	Assigned duties to the Conduct Committee which were previously the responsibility of the Commissioner	6/26/22