

***BYLAWS OF THE PENINSULA YOUTH HOCKEY ASSOCIATION, INC.
A NOT-FOR-PROFIT CORPORATION***

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ARTICLE I

NAME

The name of this organization shall be The Peninsula Youth Hockey Association, Inc. For the purpose of identification and brevity it may hereinafter be referred to as "PYHA".

ARTICLE II

DURATION

The period of existence shall be perpetual.

ARTICLE III

PURPOSE

The purpose of the organization shall be to provide a developmental ice hockey program for the youth of the cities and counties of Hampton Roads which reflects the American Developmental Model supported by the USA Hockey Association. PYHA is committed to refine, enhance, and/or modify the young athlete's natural abilities and acquired repertoire of skills needed to maximize their potential.

**AMERICAN DEVELOPMENT MODEL (ADM)
A Plan for Long-Term Athlete Development**

Brought to you by USA Hockey in partnership with the NHL
ADM provides age-appropriate guidelines and curriculum to hockey associations across America to help kids play, love and excel in hockey.

- Integrates training, competition and recovery programming with relation to biological development and maturation (as opposed to chronological age)
- Offers equal opportunity for recreation and competition
- Is participant/athlete centered, coach driven and parents, officials, administration, sport medicine & sport science supported

MISSION STATEMENT
Organization

PYHA is dedicated to motivate, inspire, and encourage good mental and physical health, skill development and athleticism, collaboration, and lifelong athletic involvement through ice sports.

ARTICLE IV

OFFICE

Section 1: Principle Office

The principal office of the organization shall be in the county of York, Commonwealth of Virginia.

Section 2: Mailing Address

The principal mailing address for the Association shall be located at 5007 C Victory Blvd. #239, Yorktown, VA 23693

Section 3: Other Offices

The Association may also maintain additional offices at such other places within or outside the Commonwealth of Virginia as the Board of Directors may from time to time determine.

ARTICLE V

NON-PROFIT STATUS
Tax identification number 54-1909467

PYHA is a non-profit corporation which is exempt from federal income tax under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c) (3) of the Internal Revenue Code. PYHA is not a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code because it is an organization described in Section 509 (a) (2).

ARTICLE VI

MEMBERSHIP

Section 1: Members

Membership in PYHA shall include all duly registered players in good standing and their parents or guardians, coaches, Board Members, Advisory Council Members, support personnel and committee members participating in the association. Such members shall agree to abide by the Bylaws, Policies, and Guidelines of PYHA, Eastern Virginia Hockey League (EVHL), The Potomac Valley Amateur Hockey Association is an

Affiliate (PVAHA), Southeastern District of USA Hockey, and USA Hockey, Inc. (USA Hockey).

Section 2: Membership Categories

Membership categories shall be as follows:

2.1 Regular Member

Regular members are parents and guardians of youth participants who are in good standing within the Association, (A member is good standing is defined as a registered member in compliance with all financial obligations to the Association), all officers, directors and coaches are eligible for membership in the Association. Membership shall include all rights and privileges of the Association membership, including but not limited to the right to actively participate in the affairs and functions of the Association, the right to nominate and elect members of the Board of Directors, the right to hold office, and full voting privileges as a member.

2.2 Volunteer Members

Volunteer members are coaches, team managers and other individuals serving in an administrative capacity appointed by the Board of Directors during the current hockey season, who are not parent members. Volunteer members are eligible to fully participate in the affairs and functions of the Association, but they may not vote.

2.1 Volunteer Members Serving

Volunteer members may be elected to office or appointed to committees. A volunteer member elected to the Board of Directors or committee shall become a regular member upon acceptance of the position and shall be deemed a regular member only so long as they serve on the Board of Directors.

2.3 Honorary Member

Honorary members are individuals designated by the Board of Directors for conspicuous and meritorious service rendered to PYHA or the sport of ice hockey and/or are needed to fulfill a specific outcome or goal of the Association. Candidates for honorary membership shall be nominated by three-fourths (3/4) vote of the Board of Directors, and elected by a quorum of the regular membership. Honorary members shall have no voting privileges, but may be allowed to serve on committees of the Association in an advisory capacity. Honorary membership shall continue from year to year until such time as the designation is repealed by the Board of Directors.

Section 3: Transfers and Termination of Membership

3.1 Transfers

Membership in the Association shall not be transferable.

3.2 Resignation

Any member, after having fulfilled all obligations to the Association, may resign by written notice to the Secretary of the Association. The timing of such resignation will

take effect as specified therein or, if not so specified, will take effect upon receipt by the Secretary.

3.3 Termination Non-payment of Dues

Any member may be removed or suspended for nonpayment of dues.

3.3 Termination Other

Members whose activities damage the interests of the PYHA, or which attempt to circumvent a decision rendered by it, shall be subject to disciplinary action by PYHA. PYHA shall have the power to discharge a member or take such disciplinary action as deemed appropriate. A motion for removal of a member or disciplinary action shall require an affirmative resolution of the Disciplinary Committee (an ad hoc committee) and a two-thirds (2/3) majority vote of the PYHA Board. No action to remove a member shall be taken unless the meeting notice of the Disciplinary Committee or PYHA Board of Directors, as applicable, has specified that such action is to be considered. A statement of the proposed removal must be sent to the member at least 15 days prior to said meeting through registered or certified mail. The notice must include time and place of said meeting. The member shall be given the opportunity to make a presentation at this meeting. The Board of Directors shall conduct a prompt and fair hearing. Any person may appeal adverse action taken against him/her by the Board of Directors subject to the Bylaws and procedures then in effect.

ARTICLE VII

DISSOLUTION

Upon dissolution of PYHA, the Board of Directors shall, after paying or making provision for the payment of all its liabilities, dispose of all of its assets to such organization or organizations with similar purpose and activities as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (as amended from time to time or of any corresponding provision of any future United States Internal Revenue Code) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by Order of the Circuit Court of York County, exclusively for similar purposes, or to such organizations which are organized and operated exclusively for similar purposes, as that Court shall determine. No director, officer or other private person shall be entitled to share in the distribution of any of PYHA's assets upon its dissolution or final liquidation.

ARTICLE VIII

MEETINGS

Section 1: Location of Meetings

Meetings of the Board of Directors, whether annual, regular, or special, shall be held at the practice facility of the Association unless the President of the Board selects an

alternative location and adequately announces such location at a prior meeting or in the written notice of the meeting.

Section 2: Regular Meetings

Regular meetings of PYHA Board of Directors shall be scheduled eleven (11) times per year. The Board of Directors may by resolution fix times and places for regular meetings of the Board of Directors and no additional notice of such meetings need be given. All meetings of the Board of Directors, members, committees and councils shall be conducted in accordance with Robert's Rules of Order.

Section 3: Annual Meeting & General Assembly Meeting

The Annual Meeting and General Assembly Meeting can be held simultaneously or consecutively at the beginning and end of the Hockey Season. The annual meeting of PYHA members shall be held within sixty (60) days of the completion of the Association's Annual Report, usually in conjunction with the Kick-off Party in September. A General Assembly Meeting shall be held at the end, or beginning, of the Hockey Season for the purpose of election of officers and directors and transacting such other business as may properly come before the meeting. The scheduling of these meetings is at the sole discretion of the Board of Directors.

Section 4: Special Meetings

4.1 Board of Directors

There shall be such other meetings of the Board of Directors as the President or the majority of the Board of Directors of the association may call. No notice of any meeting shall be required other than oral notice by telephone or in person to all Board members, at least seven (7) days prior to the meeting. Such notice shall include the purpose(s) for which the special meeting is called.

4.2 Regular Members

A special meeting of the PYHA members may be called by the President or the Board of Directors. A special meeting of the PYHA members may also be called by a minimum of 20% of the voting members.

4.3 Meetings by Conference Telephone or Electronic Communication

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Each resolution so adopted and the written consents thereto by members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

4.4 Written Consent of Directors

Any action required or permitted to be taken by the Board of Directors or committee thereof may be taken by the Board of Directors or any committee thereof without a meeting if all of the members of the Board or such committee consent in writing. Each

resolution so adopted and the written consents thereto by members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 5: Presiding Officer and Secretary

At any meeting of the members, if neither the President of the Board of Directors nor a person designated by the Board to preside at the meeting shall be present, the regular members present shall appoint a presiding officer for the meeting. If neither the Secretary, nor a person designated by the Board shall be present, the person presiding at such meeting shall appoint someone to act as secretary of the meeting and forward written minutes of the meeting to the Secretary within ten (10) days of the meeting.

Section 6: Notice of Meetings

Not less than ten (10) or more than fifty (50) days before the date of any regular Board of Directors or annual or special meeting of members, the Secretary shall cause written notice thereof, including the purpose or purposes for which any special meeting is called, to be personally delivered, mailed or prominently posted for the members to read.

Section 7: Quorum

Seventy-five (75) percent of the members of PYHA Board of Directors entitled to vote thereat shall constitute a quorum at any Board of Directors meeting. Members holding twenty-five percent (25%) of the votes entitled to be cast on the matter to be voted upon shall constitute a quorum at any meeting of the PYHA members. A majority of votes entitled to be cast by the members present at a meeting shall be necessary for the adoption of any matter voted upon at the meeting unless a different proportion is required by these Bylaws.

Section 8: Voting

8.1 Board of Directors

All positions currently held by members on the PYHA Board of Directors, who are in good standing, have the right to vote on matters submitted to a vote of the Board of Directors unless otherwise specified in these Bylaws. Each position is limited to one vote. In shared Board positions, there is only one vote between them. Any person holding more than one position is limited to a single vote. Immediate Past President is a non-voting member.

8.2 General Membership Voting

8.2.1 Regular Member

All regular members of the organizations, who are in good standing, have the right to vote on matters submitted for consideration. Each member has one vote per registered player.

8.2.2 Volunteer Members Serving

In addition, volunteer members in good standing that are actively serving on the Board of Directors and/or Board Committee are entitled to one vote.

8.2.3 Methods of Voting

If so requested by any regular member present at any meeting of the members of the Association, the vote at any election of directors or on any question before a meeting shall be by secret ballot. Absent any such request, the method of voting shall be discretionary with the person presiding at the meeting. Blank votes or abstentions shall not be counted in the number of votes cast.

8.2.4 Proxy Voting

Proxy voting shall be permitted. All proxies are required to have a written **Authorization Document for Stand-in** signed and dated by the person giving authorization. The **Authorization Document for Stand-in** shall state the following:

1. name of the person giving authorization,
2. the name of the Proxy,
3. the capacity in which the Proxy can act for the person giving authorization, and
4. the length of time the Proxy is authorized to act on behalf of the individual giving authorization.

All signed Authorization Documents for Stand-in must be filed with the Secretary of the Association before the Proxy vote is accepted.

8.2.5 Action by Members without a Meeting

Whenever under any provision of law, the Articles of Incorporation, or these bylaws, members are required or permitted to take any action by vote; such action may be taken without a meeting, provided that such vote is taken by written or electronic consent of all of the members entitled to vote thereon, setting forth the action so taken. Written consent thus given by all regular members entitled to vote shall have the same effect as a member's quorum

Section 9: Inspectors of Election

Except as otherwise required by law, the Articles of Incorporation or these bylaws, whenever directors are to be elected by the members, they shall be elected by a plurality of the votes cast at a meeting of members by the members entitled to vote in the election. Whenever any action, other than the election of directors is to be taken by vote of the members, it shall, except as otherwise required by law, the Articles of Incorporation or these bylaws, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

ARTICLE IX

BOARD OF DIRECTORS

Section 1: General Provisions

The Association shall be managed by its Board of Directors which shall consist of the Executive Committee and the Affiliates to the Board of Directors. Each Executive Committee Member and Affiliate shall be at least eighteen years of age.

The number of voting Committee Members that shall constitute the Executive Committee shall be an odd number, determined from time to time by resolution of the Board of Directors, but in no event shall the number of voting Executive Committee Members be less than three (3), and, in the absence of action thereon, the number shall be a minimum of three (3) and a maximum of nine (9). The number of non-voting Affiliates to the Board of Directors shall be determined by resolution of the Executive Committee.

Each Executive Committee Member has one vote. Affiliates to the BoD are appointed members that are non-voting Board members.

The number of Executive Committee Members may be increased or decreased at any time and from time to time by a majority vote of the Directors then-in-office, but only to eliminate vacancies existing by reason of the death, resignation, removal, or expiration of the term of one or more Executive Committee Members. With the exception of the Vice President of Hockey Programming, which is an Executive Committee appointment, the voting Executive Committee Members shall be elected at the General Assembly Meeting by such members as have the right to vote on such election. All members of the Board of Directors shall be Volunteer Members Serving or Regular Members of the Association. Officers may be removed or replaced with cause, at any time by the Board of Directors.

Section 2: Nominations and Elections

2.1 Nominations

Nominations for Open Elections shall be posted 30 days prior to the General Assembly Meeting or by special meeting as set forth in these Bylaws. All nominees and/or volunteers must possess the necessary attributes, qualifications and skill sets required by the office/position to adequately fulfill the post. If the nominees and/or volunteers do not possess the necessary attributes, qualifications and skill sets required by the office/position to adequately fulfill the post, the position will remain vacant until such candidate can be found.

2.2 Elections

Officers and Directors shall be elected by majority vote of the adult members in good standing, excluding players, of PYHA at the annual meeting or special meeting called by the Board of Directors as set forth in the Bylaws. Officers shall assume office following the adjournment of the General Assembly Meeting, with full voting rights taking effect on April 1 of the same calendar year. No member shall be eligible for office or be

allowed to vote at the election, unless all financial obligations (Good Standing) have been paid before the conclusion of the previous hockey season.

Section 2: Board Membership

2.1 Officers and Directors

The Board of Directors (BoD) for the Association shall consist of elected officers of the Executive Committee and appointed Affiliates.

2.1.1 Voting Members of the Executive Committee

1. President,
2. Vice President of Finance,
3. Executive Secretary,
4. Vice President of Hockey Programming (appointed by BoD),
5. Vice President of Hockey Administration,
6. Vice President of Fiscal Growth,
7. Vice President of Membership Development

All of the above shall be voting members of the Board of Directors. The Past President serves as ex Officio (non-voting) unless acting as President. In the absence of the President, a Chairman shall be elected from among the Executive Committee.

2.1.1 Non-Voting Affiliates

1. Director of House Hockey,
2. House Hockey Events Liaison,
3. Director of Travel Hockey,
4. Travel Hockey Events Liaison,
5. House Admin,
6. Travel Admin

All of the above shall be appointed members that have direct responsibility for their respective programs and provide input to the Executive Committee, but are non-voting Board members.

2.2 Non-Board Member Appointments

2.2.1 Coordinators

Standing Coordinators for the Association shall be

1. Scheduler
2. Fundraising Coordinator,
3. Recruiter,
4. House Registrar,
5. Travel Registrar,
6. House Scheduler,
7. Travel Scheduler,
8. Equipment Coordinator,

9. Communications Coordinator and
10. Web Administrator.

Coordinators may volunteer or be nominated from among its Board of Directors or its general membership. Candidates for coordinators shall be elected by three-fourths (3/4) vote of the Board of Directors. Coordinators shall have no voting privileges, unless holding a concurrent voting position on the Board of Directors, but are allowed to serve on committees of the Association in an advisory capacity. Honorary membership shall continue from year to year until such time as the designation is repealed by the Board of Directors.

2.2.2 Advisory Board Members

The Board of Directors may elect such additional Directors, honorary or otherwise, as the Board may determine from time to time in order to fulfill a specific need of the Association. The Advisory Board Member may be nominated from among its Board of Directors, its general membership, or the community at large. Candidates for Advisory Board membership shall be elected by three-fourths (3/4) vote of the Board of Directors. Advisory Board Members shall have no voting privileges, unless holding a concurrent voting position on the Board of Directors, but are allowed to serve on committees of the Association in an advisory capacity. Honorary membership shall continue from year to year until such time as the designation is repealed by the Board of Directors.

2.3 Vacancies

Unless and until filled by the members, any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the directors then-in-office. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until his successor is elected and qualified, or until his earlier death, resignation, or removal.

2.4 Resignation

Any director may resign from office at any time by delivering a resignation in writing to the Association. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 3: Recourse to Courts

Any recourse to the courts of any jurisdiction by any member or individual before all of the rights and remedies available under the PYHA Articles and Bylaws and right of appeal under the EVHL Articles and Bylaws have been exhausted shall be deemed conduct detrimental to the best interests of hockey and a violation of the Articles and Bylaws of PYHA and EVHL and, therefore, grounds for suspension or expulsion pursuant to the provisions of those documents.

Section 4: Removal of Officers or Directors

Any officer or director may be removed from the PYHA Board of Directors by a three-quarters (3/4) vote of all Board members then appointed and qualified at a meeting called for that purpose with proper notice to the person involved, with or without cause, whenever in the Board of Directors' collective judgment the best interests of PYHA will be served thereby. A statement of the proposed removal of such Officer or Director, which statement may be drafted for submission to the Board of Directors for a vote on the proposed removal, shall be mailed by registered or certified mail to the Officer or Director at his/her last recorded address at least 7 days before action is taken thereon, together with a notice of the time and place where the Board of Directors are to meet. The officer or director shall be given an opportunity to make a presentation at the time and place mentioned in such notice. The Board of Directors shall conduct a prompt and fair hearing. Any person may appeal adverse action taken against him/her by the Board of Directors to EVHL in accordance with EVHL Bylaws and procedures then in effect.

Section 5: Tenure and Terms of Office

5.1 Board of Directors

Notwithstanding any provisions to the contrary contained herein, each director shall hold office until his successor is elected and qualified, or until the earlier to occur of his death, resignation or removal. All positions shall be a two (2) year term or until their successors are elected unless earlier removed, replaced or resigned. All members are allowed to run for consecutive terms. One-half (1/2) of the Executive Committee and Affiliates' terms shall expire every year, thereby establishing continuity throughout one-half (1/2) of the Board of Directors every year.

Section 6: Compensation of and Interested Directors and Officers

6.1 Compensation of Officers and Directors

The Association shall not pay compensation to officers or directors for services rendered to the Association, but may reimburse directors for expenses actually incurred in performing services rendered to the Association in such capacities.

6.2 Interested Directors and Officers

No contract transaction between this Association and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that any one or more of the members, officers, or directors of the Association has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested member, officer, or director was present at the meeting of the Board of Directors that acted on or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such member, officer, or director shall have been disclosed to or known by the Board, and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested member, officer, or director may be counted in determining ratification or approval is given. If the vote of such interested member, officer, or director was necessary for the approval of such contract or transaction, then such contract or

transaction shall, with disclosure of the member's, officer's or director's interest, be submitted for the approval or ratification of the Regular Members of the Association.

Section 7: Powers and Duties of the Board of Directors

Subject to the control of the Board of Directors, all officers and Directors as between themselves and the Association shall have such authority and perform such duties in the management of the property and affairs of the Association as may be provided in these bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices. The Board of Directors shall also appoint such coordinators and committees as it may deem necessary and may define their functions and duties to fulfill the needs and objectives of the Association. A member of the Board of Directors shall serve as a Board Champion of all standing and appointed committees established by the Board of Directors, and shall be accorded the same rights and privileges as any other committee member, including but not necessarily limited to the right to make, second, and amend motions, and the right to vote on any issues coming before such committee.

EXECUTIVE COMMITTEE

7.1 President

The President is to provide leadership in the organization and shall serve as the Chairperson of the Board and, subject to the supervision of the Board, shall perform all duties customary to that office. Other duties include:

- Supervise all of the affairs of the Association in accordance with policies and directives approved by the Board, shall assure adherence to the Bylaws, Policies, and Guidelines, and keep the members of the Board of Directors fully informed and consulted concerning the business of PYHA
- Act as spokesperson for the board and handles all correspondence of the Organization
- Ensures accountability of Board members
- Shall attend all meetings of the Board of Directors
- Call, sets agendas, and preside at all meetings of the members and of the Board of Directors
- Work directly with other board members to achieve organization's goals
- Cosigns with the Treasurer all bank transactions written by PYHA
- Cosigns with the Vice President of Hockey Administration or Executive Secretary all contracts, leases, checks and other legal documents as may be authorized by majority vote of the Board
- Shall be custodian of all official records of the Association excluding current year financial records in the possession of the Vice President of Finance necessary for performing the duties of that position
- Shall also perform such other powers, duties and functions as the Board of Directors may from time to time prescribe by these Bylaws or by standing or special resolution of the Board of Directors

- Serves as Chair of the Disciplinary Committee

7.2 Chairman of the Board.

The Chairman of the Board (President) shall preside at all meetings of the members and of the Board of Directors at which the Chairman is present and shall perform such other duties as the Board may designate. In the absence or inability of the President to act, the Chairman of the Board shall be elected from among the Executive Committee and shall perform the duties and may exercise the powers of the President (as determined in its sole discretion by the Board of Directors).

7.4 Vice President of Finance

Subject to the supervision of the Executive Committee, the Vice President of Finance shall have the custody of, and be responsible for, all funds, securities, fee administration, disbursements, and all financial records of the Association and shall have general supervision of its finances as may be required by the PYHA policies, PYHA By-Laws, Municipal law, Commonwealth law, or Federal laws. The Vice President of Finance presides over the Budget Committee and has full oversight of the Annual Budget once accepted by the board of Directors. Other duties include:

- Shall attend all meetings of the Board of Directors
- Is responsible for all monies payable to and disbursed from the Association;
- Shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Association
- At least weekly, shall deposit all monies and other valuable property of the Association in the name and to the credit of the Association in such banks or depositories as the Board of Directors may designate
- Presents to the Board of Directors a true and accurate accounting of the financial transactions in the form of a Monthly Operating Report
- Shall at all reasonable times exhibit the books and accounts to any officer or director of the Association
- Prepares all financial records to be presented to a non-partial accounting firm not later than fourteen (14) calendar days after the close of each fiscal year in order that tax preparation and an annual review take place
- Shall submit a proposed annual operating budget detailing income and expense line items within 30 days prior to the beginning of the fiscal year or at a time designated by the Executive Committee
- Creates an Annual Report
- Serves as the contact person for financial assistance request and is responsible for scholarship funding and distribution
- Co-signs all bank transactions with the President of the Board or Board appointed designee in the absence of the President
- Shall, if required by the Board, give such bond or security for the faithful performance of his duties as the Board may require
- Shall also perform such other powers, duties and functions as the Board of Directors may from time to time prescribe by these Bylaws, standing or

special resolution of the Board of Directors or as the President may from time to time provide

7.5 Vice President of Hockey Programming

After being vetted, the Vice President of Hockey Programming is appointed by the PYHA Board of Directors by a three-quarters (3/4) vote of all Board members. He or she operates as a PYHA delegate to the EVHL and CBHL and must be, at a minimum, a USA Hockey Level 3 Certified Coach and is responsible for the Development and Oversight of all Hockey Programming for the Association adhering to the rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction. Duties include, but are not limited to:

- Oversees all current and future hockey programs for the Association and ensures continuity between programs reflecting USA Hockey guidelines and recommendations
- Shall attend all meetings of the Board of Directors
- Works with the Hockey Program Affiliates to establish program policies and rules; Reviews the credentials of and makes recommendations for candidate appointees for open Hockey Program Affiliate positions
- Oversees the recruitment, selection, and ongoing management of the Association Coaches
- Is responsible for all Player and Coaching Development activities or similar programs in order to maintain and improve coaching standards reflecting USA Hockey guidelines and recommendations
- Oversees the Evaluation/Tryout activities and acts as chair of any associated committees
- Reviews and recommends participation in appropriate leagues for the Association
- Serves as the Association's point of contact with any applicable leagues
- Is responsible for working with the Program Affiliates and Vice President of Hockey Administration to assess team and player equipment needs, solicit bids, make purchasing recommendations to the Board, and oversee the acquisition of the equipment
- Assumes the duties of any Hockey Program Directors in their absence or until a vacancy is filled
- Interfaces directly with the Vice President of Hockey Administration for daily operations of the Hockey Programs
- Interfaces directly with the Vice President of Fiscal Growth for additional Hockey Operations Funding
- Interfaces directly with the Vice President of Finance for the Hockey Operations Budget
- Shall implement and coordinate the conduct of the USA Hockey Coaches Achievement Program with the Association
- Serves as Chair of the Hockey Programs Committee

7.6 Vice President of Hockey Administration

The Vice President of Hockey Administration is responsible for the Coordination and Oversight of all day to day functions of the operation of the league adhering to the rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction. Duties include, but are not limited to:

- Shall attend all meetings of the Board of Directors.
- Assumes the duties of the President, in his or her absence, or until the position is filled as a result of resignation or dismissal
- Is responsible for communicating hockey program information and all applicable program policies and rules
- Ensures all Association coaches are in compliance with all applicable certifications, background checks, and Association rules and guidelines
- Recruits, oversees and coordinates all staff and volunteers needed to implement the PYHA hockey programming
 - This includes, but is not limited to, referees, linesmen, and minor officials coaches, team managers, instructors, mentors and demonstrators
 - Submits the proposed roster of coaches to the Board of Directors for approval prior to the start of each season
- Coordinates with the Vice President of Hockey Programming in the operational implementation of a uniform hockey program to be used within the Association reflecting USA Hockey guidelines and recommendations
- Works directly with the Hockey Program Affiliates in the oversight, recruitment, and coordination of all volunteers needed for the proper functioning of game or event-related functions (penalty box, music, photos/videos, etc.)
- Functions as PYHA Historian/Statistician and shall be Responsibilities to secure, maintain, and update player statistics and Association history
- Coordinates with the Vice Presidents of Fiscal Growth and Membership Development for all publicity and web site postings
- Shall oversee the Registration Committee and, or act in the absence of, the Registrar
 - Oversees & develops procedures to coordinate registration activities with EVHL, PVAHA, CBHL and USA Hockey
 - Oversees the annual registration sessions on dates set by the Board of Directors
 - See Duties of Registrar (see Section 8.2 of this Article)
- Shall oversee the scheduling of PYHA Hockey Programming and, or act in the absence of, the Scheduler
 - Oversees and develops procedures to coordinate all scheduling of PYHA activities including events (tournaments, exhibitions, jamborees, etc.)
 - See Duties of Scheduler (see Section 8.3 of this Article)
- Shall oversee, or act in the absence of, the Hockey Events Liaisons
 - Shall serve as the Chair of the Tournament Committee (Section 1.4 Article XI)
 - Coordinates with the Vice President of Hockey Programming for the procurement of Events (tournaments, exhibitions, jamborees, etc.) for

PYHA members. Works directly with the Director of Fiscal Growth to procure funding for Events

- Shall oversee, or act in the absence of, the Equipment Manager
 - Coordinates with the Vice President of Hockey Programming to determine PYHA program needs
 - Determines requirements and locates sources of supply for uniform and equipment
 - Negotiates contracts with suppliers as required
 - See Duties of Equipment Manager (see Section 8.5 of this Article)

7.7 Vice President of Fiscal Growth

The Vice President of Fiscal Growth shall lead organizational development, planning and execution and build market position by locating, developing, defining, negotiating and closing business relationships. Duties include, but are not limited to:

- Shall attend all meetings of the Board of Directors
- Shall be responsible for the overall direction of the Association's fundraising activities including recommending fundraising, donor, and sponsorship policies to the Board of Directors
- Solicits volunteers to assist in the administration of those activities
- Provides content related to Association Fundraising activities and sponsor recognition for the Association website
- Reviews annual fundraising plan and posts on website no later than August 15th of each year
- Shall oversee, or act in the absence of, the Fundraising Coordinator (See Duties of Fundraising Coordinator see Section 8.1 of this Article)
- Shall be responsible for:
 - Establishing and implementing a PYHA sales plan
 - Coordinating media coverage of Association activities; to include but not limited to interviews, television spots, and photo coverage; represent the association in meetings and dealings with representatives of the media
 - Oversee and develop a sponsorship program to secure team sponsors, and will direct efforts to publicize hockey in the Hampton Roads Area
- Shall develop, create, compose and/or coordinate
 - all related external communications
 - marketing collateral
 - Prepare and distribute timely press releases as approved by the Board
- Shall adhere to the rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction
- Interfaces directly with the Vice President of Hockey Programming for
 - Identifying the financial resources needed, outside of fees generated by PYHA membership, and to
 - Research, identify and complete grant proposals to fund the development of a uniform hockey program to be used within the Association reflecting USA Hockey guidelines and recommendations
- Interfaces directly with the Vice President of Finance to

- identify financial trends of PYHA and
- assist the budget committee in forecasting during the annual budget process
- Interfaces directly with the Vice President of Membership Development

7.8 Vice President of Membership Development

The Vice President of Membership Development shall create and implement initiatives that increase awareness of the organization and grow its membership numbers. Duties include, but are not limited to:

- Shall attend all meetings of the Board of Directors
- Shall adhere to the rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction
- Shall develop, create, compose and/or coordinate
 - all relevant internal and external communications to members and prospective members
 - strategies with like programs to facilitate awareness of Ice Hockey to all surrounding communities
 - the annual player recruiting campaign
 - methods to facilitate retention of current membership
- Organize and facilitate distribution of registration materials
- Arrange for Annual team and individual player pictures
- Shall oversee, or act in the absence of, the Web Administrator (see section 8.7 of this Article), compile current events of the Association and produce a monthly Association newsletter
- Interfaces directly with the Vice President of Hockey Programming to create an education program for PYHA members regarding a uniform hockey program to be used within the Association (Learn to Play, regular season, spring program, summer program, select teams, skills development, jamboree, tournaments, and camps) reflecting USA Hockey guidelines and recommendations
- Works with the Web Administrator to create a Web page for the PYHA parent and player education

7.9 Executive Secretary

The Executive Secretary shall perform all duties customary to the office and shall give or cause to be given all notices in accordance with these bylaws or as required by law. In the absence or inability of the Secretary to act, a Secretary shall be designated from among the Board of Directors and shall perform the duties and may exercise the powers of the Secretary (as determined in its sole discretion by the Board of Directors). Other duties include:

- Shall attend the meetings of the Board of Directors and members
- Shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors
- Maintains all reports, documents, and other non-financial records connected with the business of the Association

- Posts notices and agendas of regular and special meetings of the Board as well as membership meetings no less than forty-eight, (48) hours prior to, and posts approved minutes of all meetings of the membership within seven (7) days of their approval at the subsequent Board meeting.
- Coordinates with the President, Board of Directors committees and any other endeavors necessary for the continual operation of the Association
- Cosigns with the President all contracts, leases, checks and other legal documents as may be authorized by majority vote of the Board

AFFILIATES

7.10 Hockey Events Liaisons (Travel and House)

The Hockey Events Liaison is a non-voting member of the Board of Directors who operates as the liaison between Team managers, parents, players, and the Vice President of Hockey Programming. He or she also serves as the liaison between the PYHA and the various Select and Travel organizations. In addition, he or she is responsible for locating, coordinating and assembling teams for events (tournaments, exhibitions, jamborees, etc.) in accordance with criteria, procedures, rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction.

Duties include, but are not limited to:

- Shall attend the meetings of the Board of Directors and members as a non-voting member
- Assists the Vice President of Hockey Programming in
 - Coordination and implementation of a uniform hockey program to be used within the Association (Learn to Play, regular season, spring program, summer program, select teams, skills development, exhibitions, jamborees, tournaments, and camps) reflecting USA Hockey guidelines and recommendations
 - Distribution of USA Hockey recommended & other teaching aids for coaches, team managers, parents and the Board of Directors
 - Coordination of coaching clinics or similar programs in order to maintain and improve coaching standards reflecting USA guidelines and recommendations
 - Documenting standards of ADM proficiency in Association coaches, team managers, parents and the Board of Directors
- Assists the Vice President of Hockey Administration in
 - the recruitment and coordination of all volunteers needed for the proper functioning of game or Event related functions (penalty box, music, photos/videos, etc.)
 - Coordinating the distribution and collection of information involved in discretionary events
- Coordinates with the Vice President of Hockey Administration for the procurement of outside vendors for discretionary events such as, but not limited to, seasonal camps, training opportunities and recreational activities (e.g., Admirals games, etc.).

- Serves as the primary liaison with these vendors and handles all logistics involved in scheduling and implementation of the event
- Coordinates with the Hockey Events Liaison for the distribution and collection of information involved in the event
- Shall ensure proper communications between coaches and parents. Works directly with the Vice President of Hockey Programming, Vice President of Hockey Administration and Registrar in assembling teams for the Events

7.11 Director of Travel

- Works with the Vice Presidents of Hockey Programming, Administration and other Program Affiliates to define and recommend to the Board the overall direction of the Travel Program
- Develops an annual detailed program definition for the Prowl Travel Program in conjunction with the Vice President of Hockey Programming and other Hockey Program Affiliates and Staff
- Serves as the main point of contact for the Prowl Travel Program
- Serves as a member of the Disciplinary committee
- Chairs any applicable Program Advisory Committees
- Works with the Vice President of Hockey Programming, Travel Coaches, and other Association Affiliates and Coordinators to ensure that Prowl Travel Program participants and coaches adhere to Association, CBHL, USA Hockey and any applicable league rules and guidelines
- Serves as Association's representative to the Chesapeake Bay Hockey League (CBHL) or any relevant Travel leagues
- Works with the Vice Presidents of Hockey Programming and Hockey Administration to recruit, select, and retain the travel coaching staff
- Organizes and manages the Travel tryout process. This includes recruitment of evaluators and volunteers to work the tryouts and ensuring proper staffing is available throughout the process
- Educates and keeps informed the Travel Team Coaches and Managers on program policies and procedures, and ongoing program developments
- Educates and informs the Association membership on new developments in the Travel Program
- Provides content related to the Travel Program for the Association website and any marketing efforts
- The Director of Travel is a two (2) Year term position appointed by the Executive Board of Directors

Section 8: Duties of the Coordinators

8.1 Fundraising Coordinator

The Fundraising Coordinator shall be the Fundraising Committee Chair and is responsible for coordinating and implementing all fundraising for events for the Association in accordance with criteria, procedures, rules, regulations and guidelines

recommended and set forth by USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction. Duties include, but are not limited to

- Shall attend the meetings of the Board of Directors and members as a non-voting member
- Revises Annual Fundraising Plan
- Coordinate all direct fundraising efforts and the implementation of the Annual Fundraising Plan
- Sits on the Annual Budget Committee

8.2 Registrar

The Registrar shall be the chairperson of the Registration Committee (see Section 1.3 Article XI) and is responsible for membership and the registration of players and teams in accordance with criteria, procedures, rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction.

Duties include, but are not limited to:

- Implements procedures to coordinate registration activities with EVHL, PVAHA, CBHL and USA Hockey
- Be responsible for the registration of the teams, players, coaches, managers, tournament permits as set forth by PYHA, USA Hockey and other sanctioned governing bodies with which the Association is affiliated
- Maintains membership records (including birth records, Medical Release forms, and others items required to be obtained at time of registration), issues membership cards, all USA Hockey registrations for all PYHA members
- Oversees and maintains all credentials, certifications and documentations for all PYHA Volunteers including Board Members
- Determines player eligibility and age classification
- Ensures all registration policies and procedures are in keeping with current PYHA bylaws and other sanctioned governing bodies with which the Association is affiliated. Revise registration forms as necessary
- “Certify” eligible voting members
- “Certify” those registered member teams eligible for Select Tournaments
- In general, perform all duties incident to the office of the Registrar and any other such duties as from time to time may be assigned to this officer by the President or the Board of Directors
- Nothing in this By-law shall permit the Board of Directors from limiting the position of Registrar in favor of on-line registration should it be determined that the officer of the Registrar is no longer necessary

8.3 Scheduler

The Scheduler is responsible for the scheduling of ice time for hockey programs to be conducted within, and/or hosted by, the Association (Learn to Play, regular season, spring program, summer program, select teams, skills development, jamboree, tournaments, and camps) in accordance with criteria, procedures, rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies with

which the Association is affiliated in an effort to achieve a high level of member satisfaction. Duties include, but are not limited to:

- Schedules all in House activities and games between the appropriate PYHA Teams
- Coordinates the scheduling of games, activities and events with the appropriate coaches and team managers, or other designated representatives of other teams or organizations
- Interfaces directly with the Hockey Coordinator for the dissemination of information regarding the scheduling of all PYHA activities
- Interfaces directly with the Director of Membership Development for posting of information on the web site or for publicity purposes
- Ensures that referees, linesmen, and minor officials are assigned for each home, house or tournament game

8.4 Equipment Coordinator

The Equipment Coordinator is responsible for the procurement, distribution, maintenance and accountability of all Association hockey uniforms and equipment in accordance with criteria, procedures, rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction. Duties include, but are not limited to:

- Conducts periodic inventories
- Arranges for maintenance of equipment
- Maintains inventory and accountability of uniforms and equipment
- Works directly with the comptroller for the collection & disbursement of funds for uniforms and equipment
- Manages the sign-out of uniforms and Association equipment to team managers and coaches
- Arranges for the safe storage of all Association uniforms and equipment between playing seasons
- Develops equipment exchange program for the organization
- Coordinates with team managers and coaches

8.5 Web Administrator

The Web Administer shall be responsible for coordinating, administering and maintaining the PYHA website in accordance with criteria, procedures, rules, regulations and guidelines recommended and set forth by USA Hockey and other sanctioned governing bodies.

Section 9: Immediate Past President

The Immediate Past President may be asked to attend the meetings of the Board of Directors. The Immediate Past President will act as an advisor to current President and Board. He/She may serve on various committees. The Past President serves is ex Officio (non-voting).

Section 10: Volunteerism

As a volunteer-run organization, we are 100% dependent upon our members' selfless commitment of time and resources to create the most positive experience possible for our players. Our goal is to select the best volunteer coaches and staff, abide by the rules of conduct outlined in our by-laws, advocate and implement zero tolerance policies and elect committed individuals to ensure our continued success through general membership elections.

ARTICLE XI **COMMITTEES**

Section 1: Committees

The Board of Directors may appoint at its discretion as needed standing committees or subcommittees thereof to perform designated functions on behalf of the Association. Any new standing committees or subcommittees thereof shall be subject to the terms of these bylaws and shall be responsible for such matters as may from time to time be designated by the Board of Directors. Such committees may be as follows:

1.1 Nominating Committee

A Nominating Committee whose duty it shall be to nominate officers and directors candidates to serve as members of Board of Directors, council, or support group. The Nominating Committee shall be comprised of at least three (3) members of PYHA. The Committee shall meet at least once each year. The Chairman of the Committee shall report the names of candidates, who consent to stand for election/appointment, to the President of PYHA within ten (10) days of his/her receipt of such consents in writing, but in any event no later than by February 1 of each year. The Chairman of the Nominating Committee shall be the Vice President of Hockey Administration.

- Shall perform responsibilities in accordance with the Association By-Laws
- This committee is to be comprised of one (1) member from each team in the Association
- The purpose of this committee is to nominate suitable candidates for Board, may also nominate Honorary members
- The committee shall be responsible for the preparation and disbursement of applications for nomination and shall review each of them, prior to making nominations and distributing election ballots
- For the Annual Association Meeting:
 - They shall secure a suitable location where the Annual Association Meeting may be held
 - Negotiate contracts with management of such location to include all costs associated with the event (location and costs are to be approved by a majority of the Board, prior to finalizing any contracts or details). Notify the members of the details of the event
 - Collect and record all moneys from members that may be required for their attendance at the event

- Count all votes at the Annual Membership Meeting and announce new members of the Board

1.2 Hockey Programs Committee

Shall be Chaired by the Vice President of Hockey Programming, or designee, and be comprised of all coaches, assistant coaches, instructors and team managers, once accepted by the Board and assigned to a team. The committee shall be responsible for:

- Adhering to the Coaches Code of Conduct and the guidelines recommended and set forth by PYHA, USA Hockey and other sanctioned governing bodies with which the Association is affiliated in an effort to achieve a high level of member satisfaction
- Implementing and coordinating of a uniform hockey program to be used within the Association (Learn to Play, regular season, spring program, summer program, select teams, skills development) reflecting USA Hockey guidelines and recommendations
- Availing themselves to USA Hockey recommended & other teaching aids for coaches, team managers, parent and the Board of Directors provided by the Board of Directors
- Actively participating in coaching clinics or similar programs in order to maintain and improve coaching standards reflecting USA guidelines and recommendations
- Providing and maintaining all credentials, certifications and documentations set forth by PYHA, USA Hockey and other sanctioned governing bodies with which the Association is affiliated
- This committee may also be used as a forum for coach's/manager's grievances

1.3 Registration Committee

Shall be Chaired by the Registrar, or designee, and be comprised of the Hockey Programs Coordinator, all team managers and any additional volunteers deemed necessary to complete the registration process. The committee shall be responsible for:

- Assisting in the annual registration process by implementing registration sessions on dates set by the Board
- Assisting in the Certification process for those registered member teams eligible for Select Tournaments
- Assisting in the issuance of member identification cards
- Assisting in the collection of all documentation required for registration and membership in good standing

1.4 Tournament Committee

Shall be convened, as needed, to make arrangements for tournaments attended or hosted by PYHA. The Vice President of Hockey Administration shall serve as Chair. The Scheduler, Registrar, General Manager/Tournament Coordinator, along with the Team Managers of the teams attending and or leagues involved, will serve on this committee

1.5 Teams Liaison Committee

May be convened, as needed, to perform under the direction of the General Manager/Tournament Coordinator. The purpose of this committee will be to provide

team representation to the Board. Any unresolved matter of concern, which does not involve discipline, and remains unresolved between a player or team and/or a coach(es) should be brought before the committee in an attempt to have it resolved prior to going before the Board for a solution. The player or team with whom the problem exists, should notify the committee when a meeting is deemed necessary. The committee should then meet in a timely manner. If no solution can be reached, the matter will automatically go to the Board

- It shall be used as a forum for player grievances and player/coach relations
- It is recommended that for the Bantam age and above, each team will vote amongst the players and appoint a player representative to this committee. Below Bantam, a parent shall represent the team

1.6 Fundraising Committee

A Fundraising Committee whose duty it shall be to organize and implement fundraising activities of PYHA. The committee members and committee chair shall be appointed by the BoD and Co-Chaired by the Vice President of Fiscal Growth and Fundraising Coordinator.

- Shall develop and coordinate fund raising programs as required and approved by the Board of Directors
- Develop and maintain a fund-raising package to be used when seeking donations
- Any team wishing to institute a team fundraiser may do so after gaining approval from the Board via this Committee

1.7 Discipline Committee

May be convened, as needed, whose duty will be to discipline any player, coach, or parent who violates any rule or regulation of PYHA, EVHL, the USA Hockey District with which EVHL is affiliated, or USA Hockey. The President shall serve as chair of the Discipline Committee. Standing members shall be the President, Vice President of Hockey Programming and Vice President of Hockey Administration. At the discretion of the PYHA Board of Directors, additional members/invitees can be added to the committee depending upon the issues being addressed. The Discipline Committee shall conduct a prompt and fair hearing.

- This committee shall be responsible for resolving matters of discipline involving players/and or parents, coaches, and others involved within the Hockey areas of the Association
- All matters brought before the committee shall adhere strictly to the guidelines set forth by USA Hockey and any other sanctioned governing body with which the Association may be affiliated. In such cases where no guidelines are provided the committee shall consult the Board for input
- Should resolution not be made through the committee, the matter shall go to the Board and then, if necessary, on to the next sanctioned governing body, should they accept the matter for consideration
- Shall be responsible to the members of the Association by providing assistance with disciplinary actions handed down from a sanctioned governing body. This is to include appeals and reconsiderations of actions taken, deemed to be either in error or inappropriate

- A member of the committee shall be present at all hearings on disciplinary actions involving such outside organizations and one (1) or more members of the Association
- The committee shall make recommendation as to penalties to be imposed. The Board shall make the decision. Appeals may be made by a penalized member should they feel the penalty imposed is unjust or too severe. This should be done by writing a written letter of appeal to the Board for a further analysis of possible penalty reduction. If the member is still not satisfied with the decision, they can request that the issue be brought to a Grievance Committee

1.8 A Grievance Committee

May be convened, as needed, for hearing grievances and complaints. A PYHA Board of Directors member shall serve as chair of the Grievance Committee. Standing members shall be the President, Vice President of Hockey Programming, Vice President of Hockey Administration and additional members/invitees (appointed by the PYHA BoD) depending upon the issues being addressed.. The Grievance Committee will try to bring resolve to grievances communicated in writing.

1.9 Budget Committee:

Shall be required to establish an operating budget within sixty (60) days preceding the start of the fiscal year (no later than May), in order to allow the Board to send it back to committee for adjustment if not approved

- The budget should include all facets of the Association, Hockey Operations, uniforms, equipment, procurement and/or maintenance of insurance, fund raising, advertising, dues, and any other items of income and expense relating to the finances of the Association
- Budgets for Association subsidiaries may be prepared by their Boards or their managers (the decision shall belong to the subsidiary Board). However, they must be presented to the PYHA Board for approval, and then to the PYHA membership for ratification at the first general membership meeting of the new fiscal year
- It is suggested that members with backgrounds of business and financial nature sit on this committee, whether regular, associate or honorary members of the association

Sections 3: Members of Committees

Chair shall announce the members of his Committee, each of whom must be members in good standing, and these announcements shall be required other than oral notice by telephone, email or in person to all committee members, at least forty-eight (48) hours prior to the meeting.

Sections 3: Appeal Rights

Any person aggrieved by any action of the Discipline or Grievance Committee may appeal to the PYHA Board of Directors by filing a written notice of appeal with the PYHA Executive Secretary. That notice of appeal shall set forth a detailed statement of the facts and circumstances giving rise to the appeal, the Article, Bylaw, rule or issue concerning the appeal and the position of the appealing person. That appeal shall be

considered by the Board of Directors, which shall hold a hearing at which the appealing person shall be entitled to appear, and issue its written decision within ten (10) days of the receipt of the appeal. Any decision of the PYHA Board may be appealed thereafter to the EVHL in accordance with EVHL Bylaws and procedures then in effect.

ARTICLE XII

REGISTRATION FEES

Section 1: Player Fees

Annual fees and other assessments imposed by PYHA shall be determined by the PYHA Board of Directors.

Section 2: Fundraisers

PYHA does not current levy additional assessments upon PYHA players in the form of Fundraiser Fees for the sole benefit of PYHA, but reserves the right to do so provided such assessments are consistent with the general aims and purpose of PYHA.

Section 3: Payment of Annual Fees

The annual player registration fees and application deadline shall be set by the Board. There shall be no applications and fees accepted by PYHA after the deadline without Board approval. The only exceptions will be for players moving to the Hampton Roads area who are already registered with USA Hockey through another hockey association.

Section 4: Delinquency

Players who have not paid their annual fees or participated in fund raising activities within the time provided by the Board of Directors shall cease being members of their team. A member's right to vote and to hold office in PYHA shall be voided or suspended by reason of failure to timely pay all fees and assessments.

ARTICLE XIII

GENERAL PROVISIONS

Section 1: Notice

Whenever any notice is required to be given to any person by these Bylaws, such notice shall be in writing and may be given personally or through prominent posting in locations where PYHA customarily conducts its activities, or by mail (US Postal or electronically) addressed to such person at his/her address as it appears on the records of PYHA, unless these Bylaws specify differently.

Section 2: Waiver of Notice

Whenever any notice is required to be given to any person by these Bylaws, a waiver of notice in writing signed by the person entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice. Attendance at any meeting, except attendance for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened, shall constitute waiver of notice of the meeting.

Section 3: Titles

Section and Article headings in these Bylaws are for convenience only and shall not affect the interpretation of any provision therein.

Section 4: Fiscal Year

7.1 Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period as may be fixed by the Board of Directors.

7.2 Corporate Seal The seal of the Association shall be circular in form and contain the name of the Association, the words "Corporate Seal" and "State of Virginia" and the year the Association was formed in the center. The Association may use the seal by causing it or a facsimile to be affixed, impressed, or reproduced in any manner.

7.3 Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Association's behalf to sign checks, notes, drafts, acceptances, bills of exchange, and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.

7.4 Books and Records. The Association shall keep or make available at its principal office: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of its members, Board and any committee of the Association; and (3) a current list or record containing the names and addresses of all members, directors, and officers of the Association. Any of the books, records, and minutes of the Association may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5: Activities

All actions and activities of PYHA shall be in accordance with the Bylaws, policies, procedures and regulations of EVHL, the USA Hockey District with which EVHL is affiliated and USA Hockey, (including those relating to Federal, state and local tax law requirements, if any, anti-trust compliance, membership procedures, disciplinary procedures and use of trademarks and other intellectual property in which EVHL, USA Hockey, owns or claims rights.) PYHA shall not obligate or otherwise make EVHL or USA Hockey liable for any expenditure nor shall it make commitments or advance positions on behalf of EVHL or USA Hockey unless such expenditures, commitments or positions shall first have been approved in writing on behalf of EVHL or USA Hockey by an authorized officer thereof.

Section 6. Consent in Writing and Meetings by Teleconference

A. Consent in Writing

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by all of the directors or committee members present and entitled to vote. Any such consent shall have the same force and effect as a unanimous vote.

B. Meeting by Teleconference

Members of the Board of Directors or of any committee or council may participate in the meeting of such Board, committee or council by means of teleconference or similar communications equipment, which allows all persons participating in the meeting to hear each other at the same time. Participation by a Board, committee or council member in a teleconference constitutes presence in person at a meeting.

Section 7. Indemnification

PYHA shall have all powers of, and its directors, officers, committee and council members, employees and agents, shall have all rights to, indemnification and all other benefits as provided under the Non-Profit Corporation Act including, but not limited to, those specifically set forth in Virginia law may permit from time to time.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such present or former director, officer, committee or council member, employee or agent may be entitled.

7.6 Indemnification and Reimbursement. The Association shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid on judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, in which they, or any of them, are part, parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Association, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, bylaw, agreement, vote of members, or otherwise.

Section 8. Immunity from Liability

Any volunteer of PYHA shall be entitled to all protections and immunities as provided in Virginia law including, but not limited to, those specifically set forth in Virginia law may permit from time to time.

Section 9. Amendment of Bylaws

The Bylaws of PYHA shall be the code of rules for the regulation and management of its affairs subject to the governing documents of EVHL and USA Hockey. The Bylaws may be altered, amended or replaced and new Bylaws may be adopted by a three-quarters (3/4) vote of the Board of Directors at a meeting called for that purpose at which a quorum is present.

The Bylaws shall be amended in the following manner:

- a) A resolution to amend the Bylaws, setting forth the full text of the proposed amendment, shall be approved by the Board of Directors.
- b) Upon adoption of any amendment by the PYHA Board of Directors, the Bylaws shall be immediately revised incorporating said amendment(s). Amendments to the Bylaws shall become effective immediately, unless otherwise provided in the text of the amendment.

In the event that the Articles of Incorporation or Bylaws of EVHL or USA Hockey shall be amended in a manner which: requires an amendment to these of Bylaws, this document shall be amended as required by that amendment to the Articles of Incorporation or Bylaws of EVHL or USA Hockey without any action on the part of PYHA, its Board of Directors, EVHL or USA Hockey. Any such amendment shall become effective concurrently with the amendment to the Articles of Incorporation or Bylaws of EVHL or USA Hockey which required, and the text of the amendment shall be provided to PYHA by EVHL or USA Hockey as promptly as practicable following the adoption thereof.

ARTICLE XIV

GIFTS, DONATIONS, ETC.

Section 1: Gifts and Donations

The Board of Directors may accept, on behalf of the PYHA, any contribution, gift, and bequest or devise for the general purpose or for any special purpose of the organization. The Board of Directors is authorized to undertake such fund raising activities as may be appropriate and authorized under the Bylaws in order to generate such contributions, gifts, bequests, and devises.

ARTICLE IX

ANNUAL REPORT

Section 1: Annual Report of Directors

The Board of Directors shall present at the annual meeting of members a report, verified by the President and Treasurer or by a majority of the directors, or certified by an

independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the Association as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting; (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (3) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, during said fiscal period; (4) the expenses or disbursements of the Association, for both general and restricted purposes during said fiscal period; and (5) the number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

The annual report of the directors shall be filed with records of the Association and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

AMMENDMENTS OF THE BYLAWS

The undersigned, being the President and Secretary of The Peninsula Youth Hockey Association, a Virginia non-profit corporation, does hereby certify that the foregoing Bylaws of that Corporation were amended at a Meeting of the Board of Directors held on April 15, 2015 all as is set forth in the minutes of that meeting.

Certification

The foregoing bylaws are a true and correct statement of the Bylaws of the Corporation.

President **Date**

Secretary **Date**