

**BYLAWS
OF
NAVY YOUTH HOCKEY ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION OF CORPORATION**

The name of this corporation is Navy Youth Hockey Association, Inc. (hereinafter referred to as "NYH" or the "Corporation"). The principal office of the Corporation is located at c/o Resagent, Inc., 7 St. Paul Street, Suite 1900, Baltimore, Maryland 21202, or at such other place as may hereinafter be determined by the Board of Directors of the Corporation (the "Board").

**ARTICLE II
PURPOSE**

The purposes of this Corporation shall be those as set forth in its Articles of Incorporation filed with the Maryland State Department of Assessments and Taxation, as amended from time to time (the "Charter").

**ARTICLE III
MEMBERS**

Section 1. Qualification. The persons serving on the Board (the "Directors"), from time to time, shall constitute the members of the Corporation (the "Members").

Section 2. Voting. When meeting as Directors, the Members may exercise all of the rights and powers of the members of a Maryland nonstock corporation.

Section 3. Annual Meeting of the Membership. The Corporation shall hold an annual meeting of its Membership at any place within or without the State of Maryland which has reasonably been designated from time to time by resolution of the Board, or by written consent of all of the members of the Corporation. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. The Members of the Corporation shall vote on members of the Board of Directors at the annual meetings of the Members. Any action(s) or policy(ies) adopted or requested to be adopted by the Board of Directors or the officers of Affiliate shall be reported to its membership, or their duly authorized representatives, at least once each year at a meeting called for such purpose, with notice and agenda of such meeting being given to all members of NYH no less than fifteen (15) days in advance of the holding of the meeting, which meeting shall be open to all members of NYH.

**ARTICLE IV
ASSOCIATE MEMBERS**

Section 1. Qualification. An "Associate Member" of the Corporation shall consist of each team registered with NYH (each team of which shall be represented by the head coach for the team or a parent of a player on such team as designated by such coach) and one (1) parent or head of each household having children currently registered to play on a NYH team, provided, however, that such parent and child shall have complied with all requirements of NYH including the payment of all fees and charges due to NYH.

Section 2. Dues, Fees and Assessments; Good Standing. All Associate Members shall fully and timely pay all dues, fees and assessments required by the Corporation. The Associate Members shall pay an annual membership fee in the amount set by the Board of Directors, which amount and time for payment of all such dues, fees and assessments shall be increased, decreased or changed, as the case may be, as determined by the Board, from time to time. An Associate Member that has fully and timely paid all required dues, fees and assessments shall be considered "in good standing" with respect to the Corporation. Any Associate Member that fails to fully and timely pay any dues, fees or assessments shall be considered "not in good standing" until such time as all such dues, fees and assessments, and any late payment penalties thereon, are paid to the Corporation.

Section 3. Revocation of Status. The Corporation may revoke a team's status as an Associate Member of the Corporation, at any time, for any of the following reasons, by sending written notice to such Associate Member of such revocation of status and the reason therefore: (i) failure to satisfy the requirements set forth in Section 1 of this Article V; or (ii) being "not in good standing" (as defined in Section 2 of this Article V) for a period of sixty (60) consecutive days or more. An Associate Member receiving such notice may revive its status by curing, to the satisfaction of the Corporation, the deficiency set forth in the notice within fifteen (15) days of the date thereof.

Section 4. No Vote; No Distributions. No Associate Member, in its capacity as an Associate Member, shall be entitled to vote on or approve any matter that comes before the Members or the Board, including, without limitation, the election of Directors. No Associate Member, in its capacity as an Associate Member, shall have any rights or privileges of a Member, including, without limitation, the right to any distributions from the Corporation upon dissolution.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management of Corporation. The management and control of the business and affairs of the Corporation shall be vested in the Board. All powers of the Corporation may be exercised by or under the authority of the Board. The Board may employ such agents as it deems advisable and shall have the powers necessary for the administration of the affairs of the Corporation and to do all such acts and things as are not prohibited by law, the Charter or these Bylaws.

Section 2. Number of Directors. The Board shall consist of nine (9) persons, which number may be increased or decreased at any regular or special meeting of the Board, but shall never be less than the minimum number permitted by the applicable provisions of the Maryland General Corporation Law.

Section 3. Powers and Duties. The Board shall have the powers necessary for the administration of the affairs of the Corporation and to do all such acts and things as are not by law, by the Articles or by these Bylaws directed to be exercised and done by the Members.

Section 4. Term of Office. The Directors shall serve for a term of two (2) years, unless removed sooner as provided under Article V, Section 6 hereof, or until their successors are elected and qualify. Directors may serve an unlimited number of terms. The term of each Director shall commence immediately following the close of the annual meeting of the membership at which such Director was elected to the Board. Unless a successor for a Director

is not duly elected or does not qualify, the term of a Director that is not reelected to the Board for an additional term shall expire immediately following the election of Directors at the annual meeting of the membership at which such Director's term is to expire.

Section 5. Vacancies. Vacancies on the Board shall exist in the case of the happening of any of the following events:

- (1) The death or resignation of a Director;
- (2) The removal of any Director in accordance with Article V, Section 6 of these Bylaws; or
- (3) The authorized number of Directors is increased.

Section 6. Removal and Declaration of Vacancy. A majority of the Members may remove any Director and declare vacant the office of a Director for any reason at any regular or special meeting of the membership.

Section 7. Filling of Vacancies by Directors. Vacancies may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, in the sole discretion of the Director or Directors, provided, however, that the remaining Director or Directors shall fill the vacancy to the extent necessary to assure that the Board: (i) has at least five (5) Directors. Each Director so elected shall hold office until such Director's successor is elected at an annual or special meeting of the membership.

Section 8. Place of Meeting. Regular and special meetings of the Board may be held at any place within or without the State of Maryland which has been designated from time to time by resolution of the Board, or by written consent of all of the members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Any regular or special meeting of the Directors is valid, wherever held, if held with the written consent of all members of the Board given before or after the meeting and filed with the Secretary of the Corporation. The Directors may conduct any meeting thereof by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes a Director's presence in person at a meeting.

Section 9. Annual Meeting. The annual meeting of the Board shall be held each year immediately after the annual meeting of the membership.

Section 10. Regular Meetings. Between annual meetings, regular meetings of the Board shall be held at one (1) month intervals or at such other intervals as may be determined appropriate by the Board.

(a) All regular meetings of the Board of Directors shall be called by the Secretary at the direction of the President, or, if the President is absent or is unable or refuses to act, by any Vice-President or by any two Directors.

(b) Written notice of the time and place of each regular meeting of the Board shall be delivered personally to each Director, or sent to each Director by mail or by other form of written communication, including, without limitation, by electronic mail, at least seven (7) days before each meeting. It shall be sufficient for purposes of complying with this notification requirement that the minutes of any preceding meeting which make reference to the date of the

next regular meeting are forwarded to each Director at least seven days before the meeting. If the current address of a Director is not shown on the corporate records, and is not readily ascertainable, notice shall be addressed to him at the last known address of such Director as carried in the records of the Corporation. Notice of the time and the place of holding of any adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

(c) The transaction of any business at a meeting of the Board, however called and noticed or wherever held, shall be valid as though it had been transacted at a meeting duly held after a regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a Waiver of Notice, a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 11. Special Meetings. Special meetings of the Board shall be called by (i) the Chairman, or if the Chairman is absent or is unable or refused to act the Vice-Chairman, (ii) the President, or if the President is absent or unable or refuses to act by any Vice-President, or (iii) by any five (5) Directors. A notice shall be given to each Director of the time, place and purpose of any special meeting by personal delivery of such notice, by telephone notice of such meeting or by written notice sent at least two (2) days prior to the convening of such a meeting. If the current address of a Director is not shown on the records of the Corporation and is not readily ascertainable, notice shall be addressed to him at the last known address of such a Director as reflected in the records of the Corporation.

(a) The transaction of any business at a special meeting of the Board, however called and noticed or wherever held, are valid as though held at a meeting duly held after a regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written Waiver of Notice, a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 12. Quorum. A quorum of the Board shall consist of at least one-third (1/3) of all of the Directors then serving on the Board.

Section 13. Majority Action. Any action performed or decision made by a majority of the Directors present at any meeting duly held at which a quorum is present shall be deemed to be the act of the Board.

Section 14. Action by Consent of the Board. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous written consent which sets forth the action is: (1) signed by each member of the Board; and (2) filed with the minutes of the proceedings of the Board.

Section 15. Adjournment. In the absence of a quorum a majority of the Directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board. Notice of any adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

Section 16. Conduct at Meetings. At every meeting of the Board, the Chairman of the Board, or in the Chairman's absence the Vice-Chairman of the Board, if there shall be such

officers, and if not, the President, or in the President's absence the Vice-President, or in the absence of the Vice-President a chairman chosen by the majority of the Directors present, shall preside. The chairman of the meeting may appoint any person to act as Secretary of the meeting for purposes of taking appropriate minutes of the proceeding.

Section 17. Disciplinary Powers. The Board of Directors shall have the authority to discipline, suspend, or expel an individual from NYH upon the vote of three members. The Board must conduct an investigation and convene a hearing prior to any disciplinary action. The investigation and/or hearing may be informal. An appeal of any action taken under this Section may be made to the full Board, however, no stay of any discipline, suspension, or expulsion will be allowed while an appeal is pending.

Section 18. Compensation. No Director shall receive any compensation for such Director's services as a Director, though the Directors may receive reimbursement for actual costs of attending meetings of the Board.

ARTICLE V OFFICERS

Section 1. Number and Title. The officers of the Corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have, in the discretion of the Board, one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The Corporation may also have a Chairman of the Board of Directors. A person may hold more than one office in the Corporation, but may not serve concurrently as both President and Vice-President.

Section 2. Election; Term of Office. All officers of the Corporation shall be elected by the Board at its annual meeting. All officers of the Corporation shall be elected for terms of one (1) year. A person may serve an unlimited number of terms as an officer of the Corporation. Each officer of the Corporation shall hold office until he or she shall resign, be removed or otherwise disqualified to serve, or until his or her successor shall be duly elected and qualifies.

Section 3. Removal and Resignation. Any officer may be removed, with or without cause, by a majority of the Directors at any regular or special meeting of the Board (or, as to any assistant or subordinate officer, by any officer authorized by the Board). Any officer may resign at any time by providing written notice to the Board and any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. If any officer position becomes vacant by reason of the death, resignation or removal of such officer, the Board shall elect a successor who shall hold such office for the unexpired term and until his or her successor is duly elected and qualifies.

Section 5. Chairman. The Chairman, if one be elected, shall be a Director and shall preside over all meetings of the Board at which the Chairman shall be present. The Chairman shall perform such other duties as may be prescribed in these Bylaws or as may be assigned from time to time by the Board.

Section 6. President. The President shall, in general, supervise and control all of the business and affairs of the Corporation, perform all duties incident to the office of the president of a corporation, including, but not limited to, the execution, on behalf of the Corporation, of any

contract or agreement approved by the Board and have such other powers and perform such other duties as may be prescribed in these Bylaws or by the Board from time to time.

Section 7. Vice-Presidents. The Vice-President (if one is appointed), at the request of the President, or in the President's absence or during his or her inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers and duties of the President. If there be more than one Vice-President, the Board may determine which one or more of the Vice-Presidents shall perform any of such duties or exercise any of such functions, or, if such determination is not made by the Board, the President may make such determination; otherwise any of the Vice-Presidents may perform any of such duties or exercise any of such functions. The Vice-President shall have such other powers and perform such other duties as are from time to time assigned to him or her by the Board or the President from time to time.

Section 8. Secretary. The Secretary shall sign, with the President, such documents as are customarily attested to by the secretary of a corporation and shall keep minutes of meetings and forward such notices as may be required pursuant to the provisions of these Bylaws or by the Maryland General Corporation Law. The Secretary shall keep and file the books, reports, statements and such other documents and records as may be required or necessary for the conduct of the Corporation's business. The Secretary shall exhibit at all reasonable times to any Director, upon application, these Bylaws and the minutes of proceedings of the Board and any committees of the Corporation and shall perform such other duties incident to the office of Secretary as may be assigned by the Board from time to time or otherwise set forth in these Bylaws.

Section 9. Assistant Secretary. In the absence of, or in the event of a disability of, the Secretary, the Assistant Secretary (if one is appointed) shall perform all the duties of the Secretary together with such other duties as may from time to time be prescribed specifically by the Board.

Section 10. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and for all records pertaining to the same and shall, at the request of the President or any Director, render an account of all transactions and perform such other duties as may be assigned from time to time by the Board. The Treasurer shall, at least annually, report to the Board on the financial condition of the Corporation.

Section 11. Assistant Treasurer. In the absence of, or in the event of a disability of, the Treasurer, the Assistant Treasurer (if one is appointed) shall perform all the duties of the Treasurer together with such other duties as may from time to time be prescribed specifically by the Board.

Section 12. Compensation. An officer of the Corporation may receive reasonable compensation for his or her services to the Corporation. The amount of any such compensation shall be determined by the Board.

ARTICLE VI
COMMITTEES

Section 1. Committees. The Board may appoint from among the Directors an Executive Committee and such other committees as it deems appropriate. All such committees shall be composed of at least one (1) Director who shall report directly to the Board. The Board may delegate to these committees any of the powers of the Board, except: (i) any power the Board is prohibited from delegating under the Maryland General Corporation Law; (ii) the power to elect or remove Directors; or (iii) the power to amend these Bylaws.

Section 2. Committee Procedure. The Board shall have the power to prescribe the manner in which proceedings of each committee shall be held. Unless the Board shall otherwise provide, the actions of each committee shall be governed by the following rules of procedure. The majority of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the committee. The members of the committee present at any meeting, whether or not they constitute a quorum, may appoint a Director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed for the minutes of a committee. The members of the committee may conduct any meeting thereof by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes a presence in person at a meeting. In the absence of any prescription by the Board or any applicable provision of these Bylaws, each committee may prescribe the manner in which its proceeding shall be conducted.

ARTICLE VII
INDEMNIFICATION

Section 1. General. The Corporation shall indemnify: (i) any individual who is a present or former Director or officer of the Corporation; or (ii) any individual who serves or has served in another Corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the Maryland General Corporation Law. The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2. Advancement of Expenses. Reasonable expenses incurred by a Director or officer who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation, upon the approval of the Board, in advance of the final disposition of the proceeding upon receipt by the Corporation of: (i) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (ii) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. Exclusivity. The rights of indemnification and advancement of expenses provided by the Charter or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Charter or these Bylaws shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Section 3 shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Section 3, or any provision hereof, is in force.

ARTICLE VIII SUNDRY PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as provided by the Board.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board and of any committee when exercising any of the powers of the Board. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 3. Corporate Seal. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

Section 4. Mail. Any notice or other document that is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid.

Section 5. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President of the Corporation, the Executive Director or such other officers of the Corporation as may be designated from time to time by resolution of the Board.

Section 6. Execution of Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

ARTICLE IX
USA HOCKEY MANDATED BY LAWS

Section 1. USA Hockey Preeminence. NYH, as an Affiliate of USA Hockey, Inc. shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of NYH . Further, the NYH (i) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of USA Hockey:

- A.) SPORTSMANSHIP. Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
- B.) RESPECT FOR THE INDIVIDUAL. Treat all others as you expect to be treated.
- C.) INTEGRITY. We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- D.) PURSUANT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL LEVELS. Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.
- E.) ENJOYMENT. It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- F.) LOYALTY. We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- G.) TEAMWORK. We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

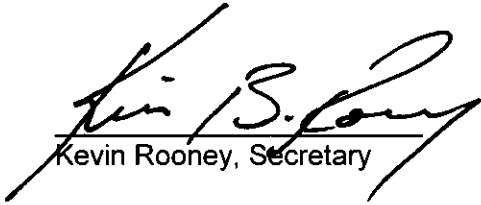
Section 2. USA Hockey Indemnity. NYH, an Affiliate Association of USA Hockey, Inc., shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of NYH, except to the extent (i) that USA Hockey or its aforesaid representatives caused such claims, liability, judgments, costs, attorneys' fees, charges and expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey. Further, the NYH understands and acknowledges that USA Hockey and its aforesaid representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

This Bylaw is conditioned upon the USA Hockey's reasonable cooperation with NYH in any litigation and USA Hockey providing reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request; provided, however that such cooperation shall not require USA Hockey to incur any out of pocket expense not reimbursed by NYH.

ARTICLE X
AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be made and adopted, by the Directors at any duly called annual, regular or special meeting of the Board at which a quorum is present, or by the unanimous written consent of all the Directors.

These Bylaws are adopted as approved by the Board of Directors of Navy Youth Hockey Association, Inc. by Informal Action in Lieu of First and Organization Meeting as of June 26, 2007:


Kevin Rooney, Secretary

Dated: June 26, 2007

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