

AMENDED AND RESTATED BYLAWS
of
PITTSBURGH PENGUINS ELITE AMATEUR HOCKEY
(a Pennsylvania nonprofit corporation)

Adopted March 25, 2019

Index to Bylaws

<u>Section</u>	<u>Page</u>
ARTICLE I NAME AND PURPOSE	1
Section 1.01 Name	1
Section 1.02 Purpose	1
ARTICLE II MEMBERS	1
Section 2.01 Member	1
Section 2.02 Transfer of Membership	1
Section 2.03 Qualifications of Membership	2
Section 2.04 Manner of Acting	2
Section 2.05 Informal Action by Member	2
ARTICLE III DIRECTORS	2
Section 3.01 Number, Appointment and Term of Office	2
Section 3.02 Regular Meetings; Notice	2
Section 3.03 Annual Meeting of the Board	3
Section 3.04 Special Meetings; Notice	3
Section 3.05 Quorum	3
Section 3.06 Actions	3
Section 3.07 Meetings by Telephone	3
Section 3.08 Unanimous Consent	4
Section 3.09 Resignations	4
Section 3.10 Committees	4
Section 3.11 Vacancies	4
Section 3.12 Removal	5
Section 3.13 Personal Liability of Directors	5
Section 3.14 Indemnification	5
ARTICLE IV OFFICERS AND EMPLOYEE	7
Section 4.01 Executive Officers	7

Section 4.02	Additional Officers; Other Agents and Employees	7
Section 4.03	The Chairman	7
Section 4.04	The President	7
Section 4.05	The Vice Presidents	8
Section 4.06	The Secretary and Assistant Secretaries	8
Section 4.07	The Treasurer and Assistant Treasurers	8
Section 4.08	Vacancies	9
Section 4.09	Delegation of Duties	9
ARTICLE V MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS		9
Section 5.01	Execution of Notes, Checks, Contracts and Other Instrument	9
Section 5.02	Voting Securities Owned by Corporation	10
ARTICLE VI GENERAL PROVISIONS		10
Section 6.01	Offices	10
Section 6.02	Corporate Seal	10
Section 6.03	Fiscal Year	10
Section 6.04	Annual Report	10
ARTICLE VII CONFLICTS OF INTEREST		11
Section 7.01	Disclosure	11
Section 7.02	Recusal and Investigation	11
Section 7.03	Failure to Disclose	12
Section 7.04	Record of Actions	12
Section 7.05	Compensation	12
Section 7.06	Annual Statements	12
ARTICLE VIII AMENDMENTS.....		13
Section 8.01	Amendments	13

PITTSBURGH PENGUINS ELITE AMATEUR HOCKEY

Amended and Restated Bylaws

ARTICLE I

NAME AND PURPOSE

Section 1.01. Name. The name of the Corporation is Pittsburgh Penguins Elite Amateur Hockey (hereinafter referred to as the “Corporation”), incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 on April 2, 2012.

Section 1.02. Purpose. The Corporation was formed exclusively for religious, charitable, scientific, testing for public safety, literary and educational purposes, fostering amateur sports competition, and the prevention of cruelty to children and animals, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the “Code”). In particular, without limiting the generality of the foregoing, the Corporation shall operate an amateur hockey team for male and female youth.

ARTICLE II

MEMBERS

Section 2.01. Member. The Corporation shall have one member with full voting rights (the “Member”), which shall initially be Pittsburgh Penguins LP. The privileges of the Member may be exercised only by such representative or representatives of the Member as may be designated for such purpose by the Member in writing to the President or Secretary of the Corporation.

Section 2.02. Transfer of Membership. The Member shall serve until dissolution. Notwithstanding the foregoing, the Member may transfer its membership at any time to any such person meeting the qualifications set forth in Section 2.03 of these Bylaws by submitting notice of such transfer to the President or Secretary of the Corporation. Such transfer of membership shall become effective upon its receipt by the President or Secretary or as otherwise specified therein.

Section 2.03. Qualifications of Membership. The Member may be any person or entity that is expressly dedicated to maintaining the purposes of the Corporation. The Member shall not adversely affect the Corporation's status under Section 501(c)(3) of the Code.

Section 2.04. Manner of Acting. The Member shall execute and deliver to the President or Secretary of the Corporation a written instrument, signed by an officer or authorized agent of the Member, setting forth the action taken and the authorization or directions.

Section 2.05. Informal Action by Member. To the extent permitted by law, any action required by law, the Articles of Incorporation or these Bylaws to be taken by the Member may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by an officer or authorized agent of the Member.

ARTICLE III

DIRECTORS

Section 3.01. Number, Appointment and Term of Office. The affairs of the Corporation shall be managed by a Board of Directors. The Corporation shall have up to nine (9) Directors, each appointed by the Member. The number of Directors may be increased from time to time by the Member. Each Director shall hold office from the time of his appointment, but shall be responsible as a Director from such time only if he consents to his appointment; otherwise from the time he accepts office or attends his first meeting of the Board. Each Director shall serve until his earlier death, resignation or removal.

Section 3.02. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by the Board of Directors from time to time. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone, facsimile, e-mail or otherwise to each Director not participating in such action. Any business may be transacted at any regular meeting.

Section 3.03. Annual Meeting of the Board. An annual meeting of the Board of Directors shall be held at such date, time and place as may be fixed by the Board of Directors. Such meeting shall be the annual organization meeting at which the Board shall organize itself and elect the Executive Officers of the Corporation for the ensuing year and may transact any other business.

Section 3.04. Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by the Member, or by the Chairman or the President, or by at least one-fourth of the Directors, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors shall be given by the Secretary to each Director at least two days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

Section 3.05. Quorum. At all meetings of the Board of Directors, the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by facsimile or e-mail or given personally or by telephone at least eight hours prior to the hour of reconvening.

Section 3.06. Actions. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present. The President, if present, or if not, a Director designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his absence any Assistant Secretary, shall be responsible for ensuring that the minutes at all meetings of the Board of Directors are recorded in some reasonable manner. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 3.07. Meetings by Telephone. One or more Directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means

of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws.

Section 3.08. Unanimous Consent. Any action required or permitted to be taken by the Board of Directors or a committee of the Board of Directors may be taken without a meeting, if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or such committee shall be filed with the Secretary of the Corporation along with the minutes of the proceedings of the Board or of such committee.

Section 3.09. Resignations. Any Director may resign by submitting his resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein.

Section 3.10. Committees. By resolution adopted by a majority of the whole Board, standing or temporary committees, which may include an Executive Committee, consisting of at least two Directors may be appointed by the Board of Directors from time to time. Each such committee shall have and exercise such authority of the Board of Directors in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action which the Pennsylvania Nonprofit Corporation Law of 1988 provides shall or may be taken by the Board of Directors. The Board may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee, and in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

Section 3.11. Vacancies. Any vacancy that shall occur in the Board of Directors by reason of an increase in the number of Directors or by reason of death, resignation, removal, or any other

cause shall be filled by the Member, and each person so appointed shall be a Director until his prior death, resignation or removal.

Section 3.12. Removal. The Member may remove any Director at any time with or without cause, and no reason need be stated in the notice of removal.

Section 3.13. Personal Liability of Directors.

(a) **Elimination of Liability.** To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) **Nature and Extent of Rights.** The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 3.14. Indemnification

(a) **Right to Indemnification.**

(1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Section.

(4) As used in this Section, “indemnitee” shall include each director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Section; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an Action brought under that Section.

(b) **Right to Advancement of Expenses.** Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) **Right of Indemnitee to Initiate Action; Defenses.**

(1) If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

(d) **Non-Exclusivity; Nature and Extent of Rights.** The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or

was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE IV

OFFICERS AND EMPLOYEES

Section 4.01. Executive Officers. The Executive Officers of the Corporation shall be the President, the Secretary and the Treasurer, and may include a Chairman of the Board and one or more Vice Presidents as the Board may from time to time determine, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person. Each Executive Officer shall hold office at the pleasure of the Board of Directors, or until his death or resignation.

Section 4.02. Additional Officers; Other Agents and Employees. The Board of Directors may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable; the Board or the President shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The President may employ from time to time such other agents, employees and independent contractors as he may deem advisable for the prompt and orderly transaction of the business of the Corporation, and he may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights, if any.

Section 4.03. The Chairman. If there shall be a Chairman of the Board, he shall be elected from among the Directors, shall preside at all meetings of the Board as provided herein, and shall have such other powers and duties as from time to time may be prescribed by the Board.

Section 4.04. The President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the

Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors.

Section 4.05. The Vice Presidents. The Vice Presidents may be given by resolution of the Board general executive powers, subject to the control of the President, concerning one or more or all segments of the operations of the Corporation. The Vice Presidents shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors or the President. At the request of the President, or in his absence or disability, the senior Vice President shall exercise the powers and duties of the President.

Section 4.06. The Secretary and Assistant Secretaries. It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board of Directors, and a copy of the Articles and of the Bylaws; (b) to give such notices as may be required by law or these Bylaws; (c) to be custodian of the corporate records and of the seal of the Corporation and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors or the President. The Secretary by virtue of his office shall be an Assistant Treasurer. Each officer of the Corporation by virtue of his office shall be an Assistant Secretary. The Assistant Secretaries shall assist the Secretary in the performance of his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Secretary. At the direction of the Secretary or in his absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 4.07. The Treasurer and Assistant Treasurers. It shall be the duty of the Treasurer (a) to keep the Corporation's contracts, insurance policies, leases, deeds and other business records; (b) to see that the Corporation's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Corporation; (d) to have charge and custody of and be responsible for the Corporation's funds, securities and investments; (e) to receive and give receipts for checks, notes, obligations, funds and securities of the Corporation, and

deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board of Directors; (f) to cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and to cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the President and the Board of Directors whenever they may require it an account of all his transactions as Treasurer, and reports as to the financial position and operations of the Corporation; (h) to keep appropriate, complete and accurate books and records of account of all the Corporation's business and transactions; and (i) to exercise all powers and duties incident to the office of Treasurer; and such further duties from time to time as may be prescribed in these Bylaws or by the Board of Directors or the President. The Assistant Treasurers shall assist the Treasurer in the performance of his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Treasurer. At the direction of the Treasurer or in his absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer.

Section 4.08. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in this Article IV for regular election or appointment to such office.

Section 4.09. Delegation of Duties. The Board of Directors may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select.

ARTICLE V

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 5.01. Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, may be signed by the President, any Vice President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person

having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board of Directors.

Section 5.02. Voting Securities Owned by Corporation. Securities owned by the Corporation and having voting power in any other corporation shall be voted by the President or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

ARTICLE VI

GENERAL PROVISIONS

Section 6.01. Offices. The principal business office of the Corporation shall be at c/o Pittsburgh Penguins LP, 1001 5th Avenue, Pittsburgh, Pennsylvania 15219-6201. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

Section 6.02. Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 6.03. Fiscal Year. Except as from time to time otherwise designated by the Board, the fiscal year of the Corporation shall end on the last day of April.

Section 6.04. Annual Report. The President and Treasurer shall present an annual report to the Board of Directors in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

ARTICLE VII
CONFLICTS OF INTEREST

Section 7.01. Disclosure. In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the Directors and any relevant committee members. For this purpose, an interested person shall include any Director, officer, or member of a committee of the Corporation or an entity affiliated with the Corporation who has a direct or indirect financial interest in a proposed transaction. A financial interest shall include: (a) an ownership or investment interest in any entity with which the Corporation has a proposed transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a proposed transaction or arrangement; and (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. A Director or member of a committee shall not be deemed to have a possible conflict of interest solely by reason of serving, or having served, on the Board of Directors of any corporation affiliated with the Corporation.

Section 7.02. Recusal and Investigation. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists. If a conflict of interest exists, the following procedures shall be followed: (a) the President, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (b) after exercising due diligence, the Directors or committee shall determine whether the Corporation could obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest; and (c) if a more advantageous transaction or arrangement is not reasonably attainable, the Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interests and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall decide as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 7.03. Failure to Disclose. If a Director or committee member has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, he shall inform the interested person of the basis of such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Directors or committee determine that the interested person has in fact failed to disclose an actual or possible conflict of interest, the Directors shall take appropriate steps to protect the Corporation.

Section 7.04. Record of Actions. The minutes of the Board and all relevant committees shall contain the following: (a) the names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Directors' or committee's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 7.05. Compensation. Special procedures shall be in effect with respect to compensation issues. A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 7.06. Annual Statements. Each interested person shall annually sign a statement that affirms that such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. This policy shall be reviewed annually for the information and guidance of members of the Board, and any new member shall be advised of the policy upon entering on the duties of his office. In addition, the Corporation shall conduct periodic reviews of its activities, including any transactions or arrangements with interested

persons, to ensure that its activities in the aggregate promote and further the Corporation's exempt charitable, scientific, and educational purposes.

ARTICLE VIII

AMENDMENTS

Section 8.01. Amendments. These Bylaws may be amended, altered or repealed, and new bylaws may be adopted, by the Board of Directors at any regular or special meeting. Except as provided in Section 3.14, no provision of the Bylaws shall vest in any person any property right or any contract right.