

Amendments to Bylaws to be voted on at the September 26th 2020 Annual Meeting
(Additions in RED)

ARTICLE V. MEETINGS OF MEMBERS

5.1 Annual Meetings. The annual meeting of the members shall be held in September, at a time and place determined by the Board of Directors, for election of Directors and Officers to succeed those whose terms have expired and the transaction of other business as may properly come before the members. In addition to the annual meeting, the General meetings of the members shall be held in May, at a time and place determined by the Board of Directors. **All meetings may be held in-person, via two-way video and teleconference (virtually) or a combination thereof as determined by the Board of Directors.**

5.2 Special Meetings. Special meetings of the members may be called at any time by the President, a majority of the Board of Directors, or written petition signed by ten percent (10%) of the members. Special meetings may be called for any purpose, but the specific purpose of the meeting shall be set forth in the written notice required in paragraph

5.3. The members may act only upon business related to the specific purpose for which the meeting was called. The special meeting shall be held at a time and place determined by the President, a majority of the Board of Directors, or ten percent (10%) of the members signing the petition. In the event that the meeting is called by written petition signed by ten percent (10%) of the members, the Secretary shall issue written notice of the special meeting consistent with the provisions of paragraph 5.3 below. If the Secretary neglects or refuses to issue such notice within five (5) days of receipt, the members making the request may issue the notice consistent with the provisions of paragraph 5.3. 5.3 Notice of Meeting. Written notice stating the place, day, and time of the annual meeting or special meeting, shall be personally delivered by a representative of SKAHA; sent by U.S. Mail, fax, email, or other electronic means; or posted on the SKAHA website, not less than ten (10) nor more than fifty (50) days before the date of such meeting, to each member entitled to vote at such meeting. The regular meeting in September shall be held immediately prior to the meeting of the Board of Directors. If the notice is mailed with postage prepaid to the address of record for each member, it shall be deemed delivered when deposited in the United States Mail.

5.4 Membership Voting at Meetings. At the annual meeting, regular meeting, and any special meeting, voting shall be in-person, **by electronic means on a software platform determined by the Board of Directors**, or by absentee ballot. Each membership is entitled to one vote, except for registered members who shall not vote as provided in paragraph 4.1.3. **All voting, except through the absentee ballot process in 5.6, shall be conducted during the times designated for the meeting.**

5.5 Proxy Voting Prohibited. Proxy voting shall not be permitted, and any form of proxy voting shall be deemed void.

5.6 Absentee Ballots. Any member who believes he or she may be absent from the annual meeting may request, in-person, by mail, or by electronic means, an absentee ballot(s) from the Secretary. 5.6.1 Absentee Ballot Forms. At least twenty (20) days prior to each annual meeting, the secretary shall promulgate an official absentee election ballot. The ballot shall contain the names of each candidate nominated in writing to the Secretary for General Member Director positions, together with spaces for write-in candidates for each open position. The Secretary shall also promulgate a separate ballot (the issues ballot) containing the text of every proposed

amendment to the Articles of Incorporation or Bylaws, and the text of every other question to be placed before the membership. The issues ballot shall contain spaces to accept, reject, or abstain on each question on the ballot. The Secretary shall only issue one absentee election ballot and one issues ballot per membership. 5.6.2 Deadline for Absentee Ballots. Absentee ballots must be received by the Secretary, or his or her designee, prior to the time designated for commencement of the meeting of the membership in order to be counted. 5.6.3 Validity of Absentee Ballot. An absentee ballot shall only be deemed valid if it is returned to the Secretary, or his or her designee, in a sealed envelope, which has the printed name and signature of the member on the outside. By signing the envelope, the member states that he or she personally voted, and no other person voted on his or her behalf. 5.6.4 Attendance at Meeting by Member Casting Absentee Ballot. Any member who subsequently attends the annual meeting for which he or she has submitted an absentee ballot shall not be permitted to vote in person at that annual meeting, unless prior to the vote on the first contested election or first contested issue, he or she notifies the Secretary, in writing, of his or her decision to void his or her absentee ballot in which case that absentee ballot shall not be tabulated in the total and said void absentee ballot(s) shall then be destroyed. **Members receiving absentee ballots shall be permitted to vote electronically.**

5.7 Record Date. Members of SKAHA are entitled to notice of and to vote at the annual meeting if they are members on or before September 1st. Any persons who are not members on or before September 1st are not entitled to notice of, nor to vote at the annual meeting.

5.8 Quorum. At any meeting of members, fifteen (15) voting members appearing at the meeting shall constitute a quorum. The fifteen (15) voting members may include Officers and Directors. Unless otherwise provided in these bylaws, a majority of voting members properly casting ballots at the meeting shall prevail on any question presented to the membership for vote. **For the purpose of this section a member's valid appearance may be made by in person attendance at the meeting, virtually through video conference, by submitting a vote electronically through the approved association voting software during the meeting, or by a valid submission of an absentee ballot pursuant to section 5.6.**

5.9 Parliamentary Procedure. All meetings of the membership shall be governed by parliamentary procedure as set forth in the current version of Robert's Rules of Order.

ARTICLE VI. BOARD OF DIRECTORS

6.1 General Powers. The Board of Directors shall govern the affairs and control the property of SKAHA and have all rights, powers, and privileges granted by the Articles of Incorporation, these bylaws, and the law, including but not limited to, those powers set forth under RCW 24.03.035. By way of extension and not limitation, the Board of Directors may designate and/or employ an Executive Director and/or Hockey Director to assist in governing the affairs of SKAHA. Generally, SKAHA acts through resolutions, policies, directives, and decisions of the Board of Directors, and the Board of Directors generally delegates the day-to-day responsibilities of operating and carrying out its decisions to the Executive Director and Hockey Director. The Executive Director shall serve as the Chief Executive Officer of SKAHA.

6.2 Number of Directors. The Board of Directors shall consist of up to fifteen (15) members who shall serve without compensation and shall not be an employee of SKAHA and/or its affiliates while serving as a member of the Board of Directors. A maximum of twelve (12) of the members shall be elected from the general members ("General Member Directors"), and a maximum of three (3) shall be supporting members ("Supporting Member Directors"), who are elected or appointed by the Board of Directors at the annual meeting. There shall be no less than nine (9) General Member Directors on the Board of Directors on the Board of Directors at any given time.

6.3 Director Eligibility for Election. A Director shall be a General or Supporting Member at the time of his or her election or appointment and must remain a member of SKAHA throughout his or her term of office. If a Director's term of membership expires while serving as a member of

the Board of Directors, the Director's term as a member of the Board of Directors shall automatically terminate. At the time of his or her election, a Director must be a member in good standing and not subject to possible disciplinary action. No person may be a candidate for the Board of Directors if he or she has a dependent who is a participant in another youth hockey organization which is not affiliated with SKAHA through joint agreements unless the type of team is not offered by SKAHA; is a coach with another hockey organization; or serves on the Board of Directors or any committee of any other youth hockey organization.

6.4 Term of Office. Each General Member Director shall serve a three (3) year term with four (4) General Member Directors being elected each year. The twelve (12) General Member Directors shall be divided into three equal classes of four (4) and designated as either a member of the First, Second, or Third Class depending upon the year of election. Each Supporting Member Directors shall serve a three (3) year term with one (1) Supporting member director being elected or appointed by the Board of Directors each year at the annual meeting. Each Supporting Member shall be designated as part of the First, Second, or Third Class of the General Member Directors, as set forth above, depending upon the year of election.

6.5 Election of Directors. As set forth in paragraph 5.1 above, election of the Directors shall take place at the annual meeting in September (beginning in 2019). In the event of failure to hold an election of the Directors at the annual meeting or in the event of failure to hold the annual meeting, election of the Directors may be held at a special meeting of the members called for that purpose.

6.5.1 Nominations. Upon determination by the Board of Directors of the date and time of the Annual Meeting as set forth in paragraph 5.1, the Board of Directors will call for nominations of candidates to be considered for election to the Board of Directors. Any General or Supporting Member may have his or her name considered for nomination by submitting a written request to the Secretary. In order to appear on the official election ballot, the request must be submitted to the Secretary at least twenty-five (25) days prior to the annual meeting. If a member fails to submit the request to be considered for nomination within a sufficient time for his or her name to appear on the official election ballot, the member may still stand for election if nominated by another general member at the annual meeting during the call for nominations by the President. All candidates whose nominations have been submitted to the Secretary to appear on the official elections ballot shall be permitted to provide a statement, not to exceed 600 words, to the Secretary for publication on SKAHA's website **and voting software platform**. The Secretary shall be permitted to edit the proposed statement if the Secretary has a good faith belief that including any portion, or all of the statement may subject the organization to potential liability.

6.5.2 Vacancies. Any vacancy occurring on the Board of Directors for any reason that results in less than nine (9) General Member Directors shall be filled by a majority vote of the Board of Directors within 30 days of the vacancy. If the Board of Directors fails to fill the vacancy within 30 days, the Executive Committee shall immediately fill the vacancy without a vote of the Board of Directors. The Board of Directors shall make a good faith effort to fill a vacancy of a Supporting Member Director, or a General Member Director if there are greater than nine (9) General Member Directors. A Director elected by the Board of Directors, or the Executive Committee, to fill any vacancy shall serve the remaining term of the Director being replaced.

6.6 Termination. A Director may vacate his or her office or be removed prior to the expiration of his or her term based upon the following:

6.6.1 Resignation. A Director may vacate his or her office by submitting a written resignation to the President. The resignation shall take effect at the time of delivery unless a later date is specified in the written resignation.

6.6.2 Removal of Director by Membership. The membership may remove a Director by a two-thirds (2/3) vote of the members at an annual or special meeting of the members. Notice of the reasons for the proposed expulsion must be given in writing to the Director sought to be removed

at least fourteen (14) days prior to the meeting at which the question is to be voted upon, and he or she shall have ample opportunity to be heard and defend against any charges at said meeting;

6.6.3 Absenteeism. Any Board member who has three (3) unexcused absences in a period of one (1) year or any Board member who has a total of four (4) absences, of any kind, in one (1) year shall be automatically removed from the Board. The year shall begin at the close of the annual meeting of the members and shall end at the convening of the following annual meeting of the members.

6.6.4 Disciplinary Action. Pursuant to the procedures set forth in Article X below, a Director may be subject to expulsion for engaging in conduct that substantially interferes with or is detrimental to the orderly operation of the SKAHA and/or other conduct as described in the current USA Hockey Annual Guide.

6.6.5 Participation in Other Youth Hockey Organizations. Any Director who performs an action that would disqualify them from becoming a candidate for the Board of Directors shall immediately forfeit his or her position as a Director except by a unanimous vote of the Board of Directors.

6.7 Performance of Duties. A Director shall perform his or her duties in good faith and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Members of the Board of Directors do not possess independent decision-making authority, except as set forth in these Bylaws. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (1) One or more officers or employees of SKAHA whom the Director believes to be reliable and competent in the matter presented; (2) Counsel, public accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (3) A committee of the Board upon which the Director does not serve as to matters within its designated authority.

6.8 Limited Liability of Director. A Director shall have no liability to SKAHA or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct or knowing violation of law by the Director or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of the Article shall not adversely affect any right or protection of a Director of SKAHA existing at the time of such modification or repeal for or with respect to such modification or repeal.

The following is the updated wording of Bylaw 10 for Sno-King Amateur Hockey:

ARTICLE X

DISPUTES/DISCIPLINE/CLAIMS

10.1 Dispute Resolution, Discipline, Arbitration. SKAHA is a member of USA Hockey and as such is bound to utilize the USA Dispute Resolution Procedure for claims, discipline, or disputes with covered individuals. This is currently commonly known as USA Hockey Bylaw 10. All SKAHA members, by registering their player and/or applying to be a member, agree to

abide by that Dispute Resolution Procedure. Requests to start a Resolution Procedure should be submitted to the SKAHA President and/or the Association's Executive Director.

Under USA Hockey Bylaw 10 a "Covered Individual" shall mean, (1) those persons registered with USA Hockey as Registered Participant Members (youth players and coaches), referees, and in the "Ice Manager/ Volunteer" category, (2) any person that is elected or appointed by SKAHA to a position of authority over athletes or that have frequent contact with athletes.