

BYLAWS OF American Special Hockey Association Inc.

ARTICLE I PURPOSES

These Bylaws (referred to as the “Bylaws”) govern the affairs of the American Special Hockey Association (hereinafter referred to as “**Organization**”), a not-for-profit corporation organized and operated under the Maryland General Corporation Law and Nonstock Corporation Law (collectively “the Act”). The Organization has been organized to operate exclusively for charitable and educational purposes, including, but not limited to, the following (the “Purposes”):

1. To encourage the formation of ‘Special Hockey Programs’ locally and nationally;
2. To educate, motivate and encourage, individuals, who have developmental and physical disabilities to participate in the sport of ice hockey in an environment that is adapted to the level of ability of the participating athletes;
3. To integrate people with disabilities with people without disabilities in order to promote awareness of challenges and to encourage teambuilding;
4. To use the game of hockey to assist individuals with disabilities in developing characteristics such as dependability, self-reliance, confidence, concentration, willingness to share and personal accountability, that will help the individual be more successful both within and outside a hockey environment;
5. To educate and encourage the general public about disability sports and special hockey in particular and to promote societal awareness of the challenges, and needs of persons who have developmental and physical disabilities.

ARTICLE II OFFICES

Section 2.1 PRINCIPAL OFFICE

The principal office of the Organization in the State of Maryland shall be located at 1726 Leisure Way, Crofton, Maryland 21114, in the county of Anne Arundel. The Organization may have such other offices, either within or without the State of Maryland, as the Organization’s Board of

Directors (hereinafter referred to as the “Board”) determines the affairs of the Organization may require. The Board may change the location of any office of the Organization at any time.

Section 2.2 **REGISTERED OFFICE AND REGISTERED AGENT**

The Organization shall have and continuously maintain a registered office and a registered agent in the State of Maryland. The registered office may but need not, be identical with the principal office of the Organization in the State of Maryland. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE III
GENERAL PROVISIONS

Section 3.1 **PRIVATE INUREMENT**

No part of the net earnings of the Organization shall inure to the benefit of any Director of the Organization, Officer of the Organization, or any private individual (except that reasonable compensation may be paid for services rendered to, or for, the Organization affecting one or more of its purposes). No Director or Officer of the Organization, or any private individual, shall be entitled to share in the distribution of the corporate assets on dissolution of the Organization.

Section 3.2 **INTERNAL REVENUE CODE**

- A. The Organization shall be a non-profit corporation duly organized under the laws of the State of Maryland.
- B. The Organization shall have obtained tax-exempt status as a charitable organization pursuant to Section 501 (c) (3) of the Internal Revenue Code, and maintain a separate fund exclusively for the Organization’s Purpose and shall take all actions necessary for donations to such Organization to be deductible by the donor pursuant to Section 170 of the Internal Revenue Code.
- C. The Organization shall not discriminate in any manner on the basis of race, religion, color, national origin, or sex.
- D. The Organization may establish other qualifications from time to time.

Section 3.3 **DISTRIBUTION OF ASSETS**

Upon dissolution of this Organization, any assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization, shall be distributed to USA Hockey, a non-profit corporation organized in the state of Colorado and under Section 501 (c) (3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of the State.

Section 3.4 **NON-LIABILITY DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

Section 3.5 **INDEMNIFICATION**

The Organization may indemnify a Director, Officer, Committee member, employee or agent of the Organization who was is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Organization to the full extent permitted by law. The Organization’s indemnification shall be governed by resolutions of the Board pertaining to procedure for indemnification payments, the Bylaws, and the laws of the State of Maryland.

Section 3.6 **FISCAL YEAR**

The fiscal year of the Organization shall begin on the first day of September and end on the last day of August of each year.

Section 3.7 **LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of or against any candidate for public office. The Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (the “Code”) or the corresponding provision of any future United States revenue statute, as amended from time to time, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States revenue statute, as amended from time to time.

Section 3.8 **SEAL**

The Board may adopt, use, and alter at will a corporate seal. Such seal shall be kept at the principal office of the Organization. Failure to affix the seal to Organization instruments however shall not affect the validity of any such instrument.

Section 3.9 **LOGO**

The Board may adopt, use and alter at will, a corporate logo (the “Logo”). The Board shall have the right to approve and/or disapprove the use of the corporate logo by Chapter Organizations, or any other organization. The Logo will be a registered mark of the Organization.

Section 3.10 **CHAPTER LOGO**

Each Chapter Organization can adopt a logo as their Organization’s identifying logo, subject to the following conditions:

- A. The Board shall have the right to approve and/or disapprove any logo used by a Chapter Organization. Chapters shall submit a copy of their proposed logo to the Board for approval, prior to using said logo in any Official Representation of the Chapter.
- B. The Board shall have the right to terminate any Chapter’s membership in the Organization if the Chapter continues to use any other logo, thirty (30) days after being notified by the Board that the logo has not been approved for use by the Chapter.

ARTICLE IV
THE BOARD

Section 4.1 **GENERAL DUTIES**

The business and affairs of the Organization shall be managed by the Board acting to promote the Organization’s purposes and within the scope of the powers granted herein and in the Articles of Incorporation. Powers of the Board include, but are not limited to:

- A. Planning and policy development.
- B. Financial management.
- C. Management of corporate documents and resolutions.
- D. Fund raising.
- E. Coordination of programs between Chapters.
- F. Assessment and collection of Chapter donations.
- G. Public relations.
- H. Establishment and amendment of national policies and guidelines for Chapters to comply with in performing the Organization’s Purpose and policy.
- I. Promotion of the Organization’s Purposes and the creation or licensing of such organizations as the Board shall deem necessary to carry out such purposes.

Section 4.2 **NUMBERS & TYPES OF DIRECTORS**

The number of Directors comprising the Board shall be at the discretion of the Board, except that there shall be no less than one Director and no more than 15 Directors. Any increase or decrease in the number of Directors within these specified limits shall be determined by a majority vote of the Board. The Board will make every effort to keep the number of Directors an odd number.

Section 4.3 **QUALIFICATIONS FOR DIRECTORS**

Directors shall be at least 18 years of age, and can be either male or female. Directors need not be residents of Maryland. Following the initial appointment or election of the Officers or Board of Directors, application providing a brief resume or portfolio shall be included for the Organizational Records of each duly elected or appointed Officer on the Board of Directors. The Board of Directors may, from time to time, create other qualifications for Directors relating to the mission of the Organization.

Section 4.4 **ELECTION; TERM(S) OF OFFICE**

The Director positions shall be filled by majority vote of Directors at the Annual Meeting of the Board of Directors. Directors shall serve an initial term of two (2) years; thereafter succeeding Terms will be for two (2) years. Each Director shall continue to serve until his/her successor is duly selected and qualified.

Section 4.5 **ORGANIZATIONAL REPRESENTATIVES**

The Board shall have the power at its sole discretion to designate Teams or Chapter Organizations within the United States that may appoint representatives to attend Board meetings and provide input on Board policy and operational decisions, subject to such procedures and rules that the Board may establish in its sole discretion. These organizational representatives will not be members of the Board. They shall, however, have the right to contribute to discussions and make recommendations at Board Meetings.

Section 4.6 **RESIGNATION AND REMOVAL**

Any Director may resign at any time by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors. Any Director may be removed with or without cause by a majority of the remaining Directors present at a meeting at which a quorum has been established. The Board shall have the power to remove any Director who is absent for three consecutive Regular Meetings of the Board, unless such absence was excused by one of the Officers of the Corporation.

Section 4.7 **VACANCIES**

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the remaining portion of the current year.

ARTICLE V
MEETINGS

All meetings will follow Sturgis, *The Standard Code of Parliamentary Procedure*, 4th Ed. (“Sturgis”).

Section 5.1 **REGULAR MEETINGS**

The Board of Directors may provide for regular meetings by resolutions stating the time and place of such meetings. The meetings may be held either within or without the State of Maryland, and shall be held at the Organization's registered office in Maryland if the resolution does not specify. The Board may by resolution, provide for the holding of additional meetings of the Board, but there shall never be less than one annual meeting of the Board of Directors.

Section 5.2 **ANNUAL MEETINGS**

Beginning in 2005, the Board of Directors shall hold an annual meeting each year at the date, time and place designated by the Board of Directors.

Section 5.3 **SPECIAL MEETINGS**

Special Meetings of the Board may be called by, or at the request of, the President, Vice-President, or a majority of the Board of Directors. The person, or persons, calling such Special Meeting of the Board may designate the place and time of the meeting.

Section 5.4 **MEETINGS VIA TELEPHONE OR VIDEOCONFERENCE**

The Board of Directors, or any committee of the Board, may participate in a meeting by means of a conference telephone or other 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 presence in person at the meeting.

Section 5.5 **NOTICE**

Written notice of a General Meeting shall be given to each Director by hand delivery, e-mail or other electronic transmission, fax, regular mail, or express mail. If mailed by regular mail, such notice shall be post marked by the United States Postal Service at least twenty (20) days prior to the meeting date. If notice is given by e-mail, fax, or by telephone communications, the notice must be delivered at least twelve (12) days before the meeting, unless an Emergency Board of Directors Meeting is called by the President, Vice-President, or the majority of the Board of Directors.

- A. The notice shall state the place, date, time of meeting, and the exact physical address.
- B. The notice shall state who called the meeting, and the general purpose for which the meeting is called.
- C. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where such attendance is for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.5 **QUORUM**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the voting Directors are present at a duly called or held meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice. Board members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the Voting Board Members required to constitute a quorum.

Section 5.6 **MANNER OF ACTING**

The act of a majority of the Directors present at a duly called or held meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or the By-Laws.

- A. No Director or Officer of the Board of Directors may have more than one (1) vote even though he or she may hold the position of more than one office, except for the President, or his/her designee, who will be allowed one (1) additional vote to be cast only if necessary to break a tie vote.
- B. An Executive Emergency Meeting may be called by the President with two-thirds (2/3) of the Directors being present at the meeting, if necessary for the continuing benefit and function of the Organization.

Section 5.7 **COMPENSATION**

The Directors shall not receive salaries for their services. Nothing herein shall be construed to preclude any Director from serving the Organization in any other capacity, or from receiving compensation for any reasonable out of pocket expenses incurred, that are directly related to the Purposes of the Organization. Nothing herein shall preclude a Director from being compensated for providing professional services to the Organization, such as, Accounting, Legal, etc., provided the Board has voted to approve the expenditure of funds for the services, and proper invoices are submitted detailing the services provided.

Section 5.8 **INFORMAL ACTION BY DIRECTORS**

Any action required or allowed by law to be taken at a meeting of Directors, or a committee of the Board, may be taken without the necessity of a meeting, with written consent of each member of the Board or committee to the action to be taken. Any written document (including facsimile, e-mail, or other electronic transmission) shall constitute writing for the purposes of this Section. Such action must be filed in paper or electronic form with the minutes of proceedings of the Board or committee.

Section 5.9 **PRESUMPTION OF ASSENT**

A Director of the Organization who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless, (1) his or her dissent is entered in the minutes of the meeting, (2) or the dissenting Director files a written dissent to such action with the person acting as the Secretary of the meeting within 24 hours after the adjournment of the meeting. However, a right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VI
OFFICERS

Section 6.1 **NUMBERS AND QUALIFICATIONS**

The Officers of the Organization shall be a President, one or more Vice-Presidents, a Treasurer, and a Secretary. The Board of Directors may create additional officer positions, define the authority and duties of each position and elect or appoint persons to fill the positions. Any person may serve in more than one office of the Organization, unless otherwise prohibited by the laws in the State of Maryland.

Section 6.2 **ELECTION AND TERM OF OFFICE**

The Officers of the Organization shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors, in accordance with Section 4.4 of the By-Laws. If the election of Officers is not held at this meeting, then the election shall be held as soon thereafter as conveniently possible. New Offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his/her successor is duly selected and qualified.

Section 6.3 **REMOVAL**

Any Officer elected or appointed by the Board may be removed by a two-thirds vote of the Directors present and voting at a meeting of the Board at which a quorum is present. Removal may occur with or without cause at any time. The removal of an officer shall be without prejudice to the contract rights if any, of the officer.

Section 6.4 **VACANCIES**

The Board of Directors may fill a vacancy in any office for the remainder of the current year. An Officer will be elected at the annual meeting to fill the vacant office in accordance with sections 4.4, and 6.2 of the By-Laws.

Section 6.5 **PRESIDENT**

The President shall be the Chief Executive Officer of the Organization. The President shall supervise and control all of the business and affairs of the Organization. The President shall

preside at all meetings of the Board of Directors, shall be the Chairperson of the Board of Directors and shall be an ex-officio member of all other committees of the Board with vote. He or she shall be responsible for seeing that the philosophy and purpose of the Organization is maintained. The President may execute any deeds, mortgages, contracts or other instruments, which the Board has authorized to be executed. However, the President may not execute instruments on behalf of the Organization if the By-Laws or statute expressly delegates this power to another officer or agent of the Organization. The President shall perform all duties prescribed by the Board of Directors and all duties incident to the office of President. The President will conduct all meetings under *Sturgis*.

Section 6.6 **VICE-PRESIDENT**

The Vice-President (or Vice-Presidents) shall be a member of the Board and shall perform such duties as assigned by the President or by the Board of Directors and, in an emergency, preside as the President of the Organization in the absence of the President.

Section 6.8 **SECRETARY**

The Secretary shall take minutes of the meetings including General Meetings, Special Meetings, and the Annual Meeting. The Secretary shall keep the minutes as part of the Organization's records and read the minutes during the meeting at the appropriate time. The Secretary shall give all notices as provided in the By-Laws or as required by law, and keep a register of the mailing address of each Director, Officer and Member of the Organization. The Secretary shall keep a record of when the term of each Director expires, and shall notify the President of when elections need to be held. The Secretary shall perform all duties incident to the office of Secretary and perform duties assigned by the President or by the Board of Directors. The Secretary shall be responsible for maintaining the Organization's web site.

Section 6.9 **TREASURER**

The Treasurer shall be a member of the Board, and initially a member of the Founding Committee, the Chairperson of the Financial Planning Committee. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization. The Treasurer shall prepare financial reports monthly; maintain the financial books and records of the Organization. The Treasurer shall receive and give receipts for monies due and payable to the Organization in banks, trust companies, or other depositories as provided in the By-Laws or as directed by the Board or the President. The Treasurer shall examine and audit the accounts of the Organization, receive and review financial statements and other information provided, write checks and disburse funds to discharge obligations of the Organization. However, Funds may not be drawn from the Organization or its accounts for any amount without the signature of the President, Vice-President, or Assistant Treasurer in addition to the signature of the Treasurer. The Treasurer shall perform other duties assigned by the President of the Board of Directors.

Section 6.10 **DELEGATION OF DUTIES**

A majority of the entire Board of Directors may delegate any powers or duties of an officer who is absent from the Organization to any other officer or Director.

Section 6.11 **COMPENSATION**

The Officers shall not receive salaries for their services. The Board of Directors shall have the right to adopt a resolution providing for payment to Officer(s) for reasonable out of pocket expenses, if any, as the Board shall deem necessary for the attendance at each regular or special meeting of the Board, and provided that the resolution is voted on and approved by a two-thirds (2/3) vote. Nothing herein shall be construed to preclude any officer from servicing the Organization in any other capacity, and from receiving compensation for those services, provided that the expenditure of funds has been approved by the Board, and that proper invoices are submitted detailing the cost of the services rendered.

ARTICLE VII
COMMITTEE OF THE BOARD OF DIRECTORS
ESTABLISHMENT OF COMMITTEES

The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include one or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualification for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors, or any individual director, or any responsibility imposed by the By-Laws or otherwise imposed by law.

ARTICLE VIII
POTENTIAL CONFLICTS OF INTEREST

The Organization shall not make any loan to a Director or Officer of the Organization. A Director or Officer, or Committee Member of the Organization may lend money to and otherwise transact business with the Organization except as otherwise provided by the By-Laws, articles of incorporation, and all applicable laws. Such person transacting business with the Organization has the same rights and obligations relating to the Organization. The Organization shall not borrow money from or otherwise transact business with a Director, Officer, or Committee Member of the Organization unless the transaction is described fully in a legally binding instrument and is in the best interests of the Organization. The Organization shall not borrow money from or otherwise transact business with a Director, Officer, or Committee Member of the Organization without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

ARTICLE IX PARLIAMENARY AUTHORITY

The rules in the current edition of *Sturgis* shall govern the Organization in all issues of parliamentary procedure to which they are applicable and in which they are not inconsistent with any external laws, the Articles of Incorporation, these By-Laws, or any special rules of order the Organization may adopt.

ARTICLE X AMENDMENTS

Section 10.1 BY-LAW AMENDMENTS

These By-Laws may be altered, amended or repealed at any Annual Meeting or Special Meeting of the Board in which a quorum is present by a two-thirds vote, and provided further that the proposed amendment has been set forth in the notice of the meeting.

Section 10.2 AMENDMENTS TO THE ARTICLES OF INCORPORATION

In order to amend the Organization's Articles of Incorporation, the Board shall first adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at the next Annual Meeting or Special Meeting of the Board. Such proposed amendment may be passed at the next meeting of the Board by a two-thirds vote provided that the proposed amendment has been set forth in the notice of the meeting.

ARTICLE XI ADVISORY BOARD

The Board of the Organization may adopt individuals to serve as members of an Advisory Board to the Organization. The purpose of the Advisory Board shall be to advise the Board on any aspect of the operation of and/or purposes of the Organization. Members of the Advisory Board may adopt and from time to time amend rules and regulations for the conduct of their meetings and shall keep minutes which shall be submitted to the Secretary and the Board of the Organization. Members of the Advisory Board shall serve at the pleasure of the Board. The Chairperson of the Advisory Board shall be an ex-officio member of the Board of the Organization.

ADOPTION OF BY-LAWS

We, the undersigned, are all of the initial Directors of the American Special Hockey Association, Inc., and we consent to, and hereby do, adopt the foregoing By-Laws, consisting of twelve (12) preceding pages s the By-Laws of this Organization.

Michael D. Hickey

President

Dated: _____

Jonathan Schwartz

Vice-President of Coaching/Operations

Dated: _____

Patricia Nadolske

Vice-President of Program Development

Dated: _____

Douglas Compton

Vice-President of Outreach/Marketing

Dated: _____

Jean Pierre Bordeleau

Vice-President of Rules and Guidelines

Dated: _____

James Hermann

Vice President of International Programs

Dated: _____

Robert Banach

Treasurer

Dated: _____

Debra McAlenney

Secretary

Dated: _____

Amy LaPoe

Director/Central Region

Dated: _____

Patricia Nadolske

Director/Northeastern Region

Dated: _____

Robert Banach

Director/Southeastern Region

Dated: _____

Tracy Tucker

Director/Western Region

Dated: _____

Certification of By-Laws
American Special Hockey Association, Inc.

I certify that the attached is a true and correct copy of the By-Laws of the American Special Hockey Association Inc. and that said By-Laws were adopted by unanimous written consent of the Directors of the American Special Hockey Association Inc.

Dated this _____ day of _____

Signed