

**FORT WAYNE YOUTH HOCKEY, INC.
CORPORATE BYLAWS**

ARTICLE I. ORGANIZATION

Section 1: Name

The name of this corporation shall be FORT WAYNE YOUTH HOCKEY, INC.

Section 2: Registered Address

The registered address of the corporation shall be P.O. BOX 13122, Fort Wayne, Indiana, 46867-3122.

Section 3: Non-profit Status

This corporation is organized as a non-profit corporation under the laws of the State of Indiana, upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

Section 4: Exempt Status

This corporation is organized and shall be operated exclusively as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended and as may be amended in the future.

Section 5: Use of Funds

All funds and property of this corporation shall be used and distributed exclusively for carrying out the purposes of the corporation as set forth in Article II.

Section 6: Fiscal Year

The fiscal year of the corporation shall begin on July 1 and end on June 30 of the following year.

Section 7: Authority to Borrow Money

The Association may borrow money, and mortgage its property or issue a promissory note or bond for repayment with interest, at the recommendation of the Treasurer and with the approval of two-thirds of the Board of Directors.

Section 8: Financial Statements

The Treasurer shall, at least once each year or at the request of the Board of Directors, prepare a true and accurate statement of the assets and liabilities and of the revenues and expenses of the corporation for the preceding fiscal year. The statement shall be available to any member of the Association upon request.

Section 9: Dissolution

In the event of liquidation or dissolution of this corporation, or in the event that it shall cease to carry out any of its purposes, all funds and property of the corporation shall be distributed to non-profit corporations with purposes similar to those set forth in Article II and which are exempt organizations as set forth in Section 4 of this Article I, that the Directors of this corporation may select, and in no event shall any of the funds or property be distributed to any of the members or used for any other purpose.

ARTICLE II. PURPOSE

Fort Wayne Youth Hockey, Inc. is a non-profit organization operating youth ice hockey programs for the benefit of people in the greater Fort Wayne area. The purposes of the corporation are:

1. To develop character, sportsmanship, and physical fitness among the youth of the community;
2. To teach and develop, through effective coaching, the principles of hard work, teamwork, a sense of commitment, and a respect for authority;
3. To promote, encourage, and improve the standard of amateur ice hockey;
4. To associate, communicate, and compete with other regional ice hockey Associations;
5. To ensure that players at all ages and skill levels will have the opportunity to further develop their hockey skills and abilities, and to have fun;
6. To conduct an amateur ice hockey program consistent with the rules and regulations of USA Hockey, Inc. and any other state or district associations of which it is a member;
7. To accommodate the number of new and existing players who wish to play hockey and to continue to seek ways to keep as many players, coaches, parents, and volunteers as possible involved in the program; and
8. To perform or participate in other activities that will aid and foster the successful reaching of these objectives.

ARTICLE III. MEMBERSHIP

Section 1: Active Member

An active member is (1) one parent, step-parent, guardian, or other person who pays the membership fee of any USA Hockey registered child participating in the youth hockey programs operated by the Association or those programs co-operated in conjunction with

the Fort Wayne Parks and Recreation Department, or (2) any other interested person who pays the membership fee. The term of membership is the fiscal year of the Association. The membership fee will be established each year by the Board prior to the commencement of the season. Funds contributed to the Association as part of any fund-raising activity or sponsorship do not entitle the contributor to the benefits of membership.

Section 2: Expulsion

An active member may be expelled, after due notice and an opportunity for a hearing, for conduct deemed to be detrimental to the Association, by the vote of two thirds of the Board of Directors. The Secretary shall provide a minimum of ten days notice to the person subject to expulsion and to the members of the Board prior to the regular or special meeting at which the matter is to be discussed and resolved. The person shall be offered an opportunity to be heard at that meeting, and/or to present other members to testify in his or her behalf, prior to any final disposition by the Board.

Section 3: Right of Refusal

The Association reserves the right to refuse membership for any person, so long as not in conflict with appropriate prevailing equal rights statutes and regulations. Any such refused membership applicant is entitled, upon his or her request, to a hearing with the Board of Directors as outlined in Article III., Section 2.

Section 4: Voting Rights

Each active member at least eighteen (18) years of age and in attendance at the Annual Meeting shall be entitled to one vote by secret ballot in the election of members to the Board of Directors. A person shall at no time hold more than one vote.

Section 5: Right to Hold Office

Each active member at least eighteen (18) years of age is entitled to be a candidate for a position on the Board of Directors under the nomination, selection, and appointment procedures established by these by-laws, and if elected, to be eligible to hold office in the Association, provided they meet specific requirements for office (if any) listed elsewhere in this document.

Section 6: Annual Meeting

The Annual Meeting of the active members shall be held between the March and May regular Board meetings at a place and time determined by the Board of Directors.

Section 7: Notice and Quorum

At least fifteen (15) days prior to the Annual Meeting, written notice of the time and place shall be mailed to the address of each active member entitled to vote at the meeting, and posted in a public and accessible location within the home ice arena facility of the Association. The notice of the Annual Meeting shall include the list of members selected by the Nominating Committee to run for positions on the Board of Directors, and the text of any amendments to the by-laws which will be presented for approval at that meeting. The active members present at the Annual Meeting shall constitute a quorum.

Section 8: Order of Business

The order of business at the Annual Meeting, unless amended by majority vote of those present, shall at a minimum include the following:

1. Call to Order
2. Minutes of the last Annual Meeting
3. Treasurer's Report
4. Committee Reports
5. Nomination Committee Report
6. Election of Members to the Board of Directors
7. Other Business
8. Adjournment

ARTICLE IV. BOARD OF DIRECTORS

Section 1: Size of Board

The property and affairs of the Association shall be managed by a Board of directors composed of not more than 9 elected Directors, and not more than 9 appointed and designated Directors. The President may appoint up to two additional Directors, with the approval of the Board, for a term of one year to serve special functions or tasks within the Association. The Board is to operate at all times with a minimum of 14 voting members.

Section 2: Election of Directors

- A. Directors shall be elected at the Annual Meeting to a term of three years. A Director may succeed himself or herself for an indefinite number of terms.
- B. When a position becomes vacant due to resignation or expulsion of a Director, The Board of Directors shall appoint a member to serve the remainder of the current year and the position shall be placed on the ballot at the next annual meeting for election of a Director to serve the remainder of said term.
- C. The number of Board positions open for election at any Annual Meeting may not be less than one third of the total number of elected Directors.
- D. The Nominating Committee shall present the slate of nominations for Directors for election at the Annual Meeting. The Nominating Committee shall also be responsible for actively soliciting interested potential candidates from the general membership on an annual basis, to assist in generating the most effective candidates for open Board positions.

(IV, 3.B amended 4/30/02)

Section 3: Terms of Office

Directors elected at the Annual Meeting shall serve for three years, with their term expiring following the Annual Meeting of the third year. Annually appointed Board positions and any Directors appointed by the Board to perform special functions serve only through the next Annual Meeting.

Section 4: Duties of the Board of Directors

The duties and responsibilities of the Board of Directors shall include:

- A. To elect the officers of the Association from within the Board of Directors;
- B. To fill any vacancies which may occur in the Executive Committee or in the Board of Directors;
- C. To manage the business, property, and affairs of the Association;
- D. To formulate the policies and determine the overall conduct and standards of the hockey program which shall be administered by the officers.
- E. To establish an annual operating budget and set fees for the hockey programs;
- F. To study for approval, proposals to amend or revise the Association's bylaws, Regulations, and Procedures;
- G. To review and formally act upon any temporary decision by the President or Executive Committee;
- H. To hear and rule on appeals.

Section 5: Regular Meetings

Regular meetings of the Board of Directors shall be held monthly at a time and place determined by the President. The Secretary shall notify all members of the Board of the date, time, and place of each meeting. Any member (non Board member) desiring to attend a regular meeting of the Board to address an issue or an idea may do so, by providing written request to the President and Secretary at least 14 days prior to the next meeting of the Board. Members so placed on the Agenda shall be afforded a reasonable, but limited, amount of time within the Agenda to address the topic, in no event to exceed ten minutes unless specific exception is made by the Board.

Section 6: Special Meetings

Special meetings of the Board of Directors may be called by the President, or at the written request to the President of a least five members of the Board. The Secretary shall notify members of the Board of the date, time, and place of the meeting at least five days in advance.

Section 7: Quorum

At least fifty percent (50%) of the Board members, including at least three members of the Executive Committee, must be present to constitute a quorum to conduct business at any regular or special meeting of the Board.

Section 8: Election and Terms of Officers

At the first regular or special meeting of the Board of Directors following the election of the new Directors, the Board as then constituted shall elect its officers for the present year. Officers may be nominated and reelected to positions for an indefinite number of terms. Any member nominated for the office of President must be an elected Board Member and have served on the Board for at least one (1) full year to be eligible to serve in this position. No officer may be elected or appointed to serve more than one officer position at any one time.

Section 9: Appointed Board Positions

The Board shall include certain annually appointed positions representing primary operating functions within the Association. Such positions are appointed for one year terms by the President and confirmed by at least two-thirds of the Board at the regular or special meeting of the Board immediately preceding the Annual Meeting, to become effective following the Annual Meeting. Incumbents of appointed operating positions may be reappointed for an indefinite number of terms. These positions include:

- A. Travel Director
- B. Coaching Director
- C. Supervisor of Officials
- D. Initiation Program Director
- E. House League Director
- F. Risk Management Officer

Section 10: Designated Board Positions

The Board of Directors shall include two annually designated non-voting appointed positions representing the Fort Wayne Parks and Recreation Department, as the owner and operator of the Association's home ice facility. These representatives must include the Arena Manager and one other representative selected at the sole discretion of the Parks Department. Both positions are to be confirmed annually to the Board of Directors at the regular or special meeting of the Board immediately preceding the Annual Meeting, to become effective following the Annual Meeting. In addition, so long as the Initiation Program is operated and managed under the authority of the Fort Wayne Parks and Recreation Department, the Department representatives on the Board must concur with the recommended Annual appointee for the Initiation Program Director position prior to the formal appointment by the Board.

Section 11: Order of Business

The order of business for meetings of the Board of Directors shall include but not be limited to:

- Call to order
- Public Comments
- Minutes from previous meeting
- Treasurer's Report
- Committee Reports
- New/Tabled Business
- Special Topics – Issues as appropriate
- Adjournment

Section 12: Parliamentary Procedure

All meetings shall be governed by rules of parliamentary procedure. Roberts Rules of Order shall govern questions of procedure.

Section 13: Limitation of Liability

No director shall be liable in any manner for any debts or obligations of the Association and shall not be subject to any manner of assessment by virtue of his/her membership as a Director. The Association shall acquire director's insurance annually, paid by the Association.

Section 14: Resignation

Any member of the Board of Directors may resign and/or withdraw from membership in the Association at any time, upon prior written notice of his/her desire to do so, delivered to the President or Secretary of the Association.

Section 15: Expulsion

Any director shall be subject to removal upon missing four (4) Board meetings within a fiscal year, or for failure to discharge the normal duties of a Board member, or for conduct deemed detrimental to the Association, after due notice and opportunity for a hearing, by a vote of two-thirds of the Board of Directors at any regular or special meeting. The Secretary shall provide at least ten (10) days notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at the meeting, and to present others to testify in his/her behalf, prior to any final disposition by the Board.

Section 16: Appeals

Formal appeals or grievances filed by any member resulting from prior divisional director or committee decisions may be brought to the Board of Directors for review. Any such request for a Board hearing or appeal must be submitted in writing to the President or Secretary of the Board at least 14 days prior to the next scheduled meeting of the Board in order for it to be placed on the Agenda. The Executive Committee or other specially appointed committee of the Board, if requested by the President, may review the issue and use its reasonable discretion to insure the appropriate legitimacy and necessity for holding any such hearing with the full Board prior to placing it on the Agenda. After all FWYH appeals are exhausted, an appeal may be made to MIDAM pursuant to their rules.

ARTICLE V. COMMITTEES

Section 1: Chairperson

Chairpersons for the following standing committees shall be appointed annually by the President from those members of the Board, to be presented and confirmed by the Board at the first regular or special meeting following the Annual Meeting.

Section 2: Committee Members

Each Chairperson shall select at his/her discretion, at least one (1) other Board member and at least one (1) non-Board member of the Association to serve on the committee. Members may serve on more than one committee or as an officer/administrator and on a committee. All committee membership lists are to be reported to the Board no later than the second meeting following the Annual Meeting, for appropriate publication and communication to the Association membership.

Section 3: Meetings

Each standing committee should meet as required to fulfill its duties to the Association.

Section 4: Annual Report

Each committee is to present an annual report.

Section 5: Permanent Standing Committees

- A. **Travel Committee** – responsibilities include organization and oversight of the Association's travel hockey program. The Travel Director shall chair this committee, which must include, among others, a parent representative as selected by the parents of each travel team, and the Coaching Director. This committee is to insure proper compliance of the travel program with the

Corporate-by-laws, the Travel Regulations and Procedures, and USA hockey regulations, and to recommend to the Board any additional changes or amendments as may deemed necessary.

- B. **Long Range Planning Committee** - The Strategic Long-Range Planning Committee shall advise the Board as to the direction and future planning of FWYH. It is recommended the committee include among others the President, Travel Director, House Director and Initiation Program Director.
- C. **Nominations Committee** – responsible for the appropriate search, recruitment and presentation of qualified candidates for director positions, officers, and replacement positions as necessary.
- D. **Discipline Committee** – responsibility for reviewing matters requiring disciplinary actions involving players, coaches, parents, or members, that may arise from USA Hockey rules and regulations, Travel Rules and Regulations, or from other incidents that are deemed to require specific remedial attention. The committee shall conduct hearings and discussions as necessary involving such instances to insure the equitable gathering of all pertinent facts, and shall render its findings and dispositions, including any applicable suspensions or other disciplinary actions as deemed appropriate, to the affected person(s) in a prompt manner. The committee shall report to the Board at its next meeting of any and all disciplinary actions taken. All actions taken shall remain consistent with USA Hockey guidelines and with all Regulations and Procedures of FWYH.
- E. **Finance & Budget** – responsibility for reviewing financial related matters that may arise from time to time, and for the preparation and presentation of an annual association budget. This committee is to be chaired by the Association Treasurer.
- F. **Coaching Committee** – responsibility for the recruitment, selection, training, management, and direction of all coaches within the FWYH program. This committee shall be chaired by the Coaching Director, and must include membership from at least one coach/parent involved in each segment of the program (initiation, house, travel). This committee shall also operate consistently within the job requirements/job description of the Coaching Director, as developed and revised from time to time by the committee and the Board of Directors.
- G. **Executive Committee** – this committee shall be composed of the President, Vice President, Treasurer, Secretary, Travel Director, House Director, and Coaching Director. This committee, under the direction of the President, may meet from time to time to discuss certain significant issues or topics, and may be granted the authority to make certain decisions in “emergency” situations requiring that actions be taken prior to the next scheduled full Board meeting.

All actions taken by the committee are to be reported at the next regular or special meeting of the Board for the Board approval.

Section 6: Special Committees

The President or a majority vote of the Board may establish other committees for specific purposes as necessary. The Committee Chairperson must be an active member of the Association, and the committee may meet as required to accomplish its purposes. A report on its membership and activities shall be submitted to the Secretary for appropriate reporting at the Annual Meeting. The committee shall terminate at the completion of its assignment or at the next Annual Meeting.

ARTICLE VI. OFFICERS AND ADMINISTRATORS

Section 1: President

The duties of the President shall include, but not be limited to, the following:

- To act in the best interests of FWYH;
- To preside at all regular or special meetings of the membership or Board;
- To call special meetings of the Association or Board;
- To make decisions on questions not provided for in the bylaws or rules until the next regular or special meeting of the Board;
- To represent, or designate suitable representation for, this Association at other ice hockey meetings;
- To appoint Chairpersons of standing committees of the Association, subject to the approval of the Board;
- To serve as an ex-officio member of all committees;
- To add or delete non-voting positions on the Board, subject to approval by the Board;
- To serve as an authorized signer with the Treasurer on all bank accounts and official Association documents;
- To perform any other such duties as may be specifically assigned by the Board.

Section 2: Immediate Past President

The duties of the Immediate Past President shall include, but not be limited to, the following:

- To assist, counsel, and provide continuity to the President in transitioning duties and responsibilities of the President;
- To assist in transitioning past unfinished business to the President;
- To perform any other such duties as may be specifically assigned by the President or the Board.

Section 3: Vice President

The duties of the Vice President shall include, but not be limited to, the following:

- To assume the duties and powers of the President in his absence;
- To serve on the Executive Committee;
- To serve as a member of the Discipline Committee;
- To perform any other such duties as may be specifically assigned by the President or the Board.

Section 4: Secretary

The duties of the Secretary shall include, but not be limited to, the following:

- To record the attendance and Minutes of all regular or special meetings of the Board or the membership;
- To notify the membership of the Association of the date, time, and location of the Annual Meeting or any special meeting or referenda;
- To provide an Annual Report of the affairs of the Association, to be presented to the membership at the Annual Meeting;
- To assume the responsibility of Chairing any regular or special meetings of the Board in the absence of the President and the Vice President;
- To notify the members of the Board of all regular and special meetings of the Board and the Association;
- To advise the Board on a regular basis regarding unexcused absences of members of the Board;
- To collect and compile all Standing Committee reports for presentation at the Annual Meeting;
- To maintain current listings of all Association committee memberships and Chairmanships;
- To maintain the official corporate minutes and records, including terms and expiration dates of all current Board members;
- To perform any other such duties as may be specifically assigned by the Board of Directors.

Section 5: Registrar

The duties of the Registrar shall include, but not be limited to, the following:

- To receive and register all individual player, team, and coaching memberships of the Association and of USA Hockey;
- To assist in correspondence with officials from USA Hockey and registration officials from other Associations and programs;
- To perform any other such duties as may be specifically assigned by the Board of Directors.

Section 6: Treasurer

The duties of the Treasurer shall include, but not be limited to, the following:

- To receive all funds due the Association, to be deposited into accounts with a federally insured bank or banks, and to maintain proper and current reconciliation of such accounts;
- To pay the rightful obligations of the Association, as approved by the Board;
- To provide a regular monthly report and an Annual Report as to the financial condition of the Association;
- To prepare and file any financial reports that may be required by state or federal regulations;
- To prepare and deliver all tax returns and tax information in a timely fashion to any appropriate taxing authorities and agencies;
- To keep and maintain ledgers and other books and accounts, which may be audited at the request of the Board;
- To assist Directors in matters that may involve financial transactions and budgeting;
- To Chair the Finance Committee;
- To perform such other duties as may be specifically assigned by the Board of Directors.

Section 7: Travel Director

The duties of the Travel Director shall include, but not be limited to the following:

- To assist the Coaching Director in the selection of qualified coaches for each of the Travel teams;
- To distribute the Travel Division's allocated ice hours equitably among the travel teams;
- To formulate, announce, and direct the annual travel tryout schedule;
- To coordinate the transfer/replacement/discipline of players within the Travel Division;
- To maintain and finalize, in conjunction with the Registrar, the Travel teams' and players' registrations;
- To insure the integrity of each teams' USA Hockey classification;
- To supervise, coordinate, and oversee all day to day operations and activities of the Travel Division teams;
- To Chair the Travel Committee and to serve on the Discipline Committee;
- To ensure the Travel Division's compliance with the FWYH bylaws and the Travel Regulations and Procedures at all times;
- To coordinate the budget submission and compliance from all Travel team managers;
- To perform such other duties as may be specifically assigned by the President or Board.

Section 8: Coaching Director

The duties of the Coaching Director shall include, but not be limited to the following:

- To oversee and supervise the recruitment, selection, training, monitoring, and evaluation of all coaches in the FWYH program;
- To chair the Coaching Committee;
- To develop and implement plans for continued improvement and enhancement of training for all coaches and prospective coaches within the program;
- To develop and implement plans for continued skill development for all players within the association as recommended and outlined by USA Hockey;
- To perform such other duties as may be specifically assigned by the President or Board.

Section 9: House League Director

The duties of the House League Director shall include, but not be limited to, the following:

- To appoint, subject to Board approval, a commissioner for each age division;
- To assign the House program ice hours equitably among the various divisions and teams;
- To assist the Coaching Director and Coaching Committee in appointing qualified coaches for each team;
- To assist the commissioners and coaches in assessing each player's ability for the assignment and reassignment of players to teams to maintain competitive balance;
- To direct the commissioners in establishing the divisions' league and playoff schedules;
- To appoint or to serve as the House Select Commissioner to supervise and manage an All-Star/Select program, involving teams from each division as player interest dictates, consistent with approved All-Star/Select rules and regulations;
- To serve as the liaison between the Association and the Parks Department, which presently maintains responsibility for the scheduling, fees, financial management, and staffing of the House Program;
- To serve as a member of the Discipline Committee;
- To be responsible for the management and oversight of the overall House League program;
- To perform any other such duties as may be specifically assigned by the President or the Board.

Section 10: Supervisor of Officials

The duties of the Supervisor of Officials shall include, but not be limited to, the following:

- To direct and supervise the local officiating body that shall be used exclusively by FWYH for all Travel, House and All-Star/Select games played;
- To report to the Board all pertinent information regarding rules changes and any other related activities from USA Hockey;
- To establish a scheduling procedure to assure sufficient referee availability for all FWYH scheduled games;
- To work with the Coaching Director, Travel Director, and Vice President, to insure an effective working relationship between the Referee Association and FWYH members and directors;
- To assist the Board upon request, in reviewing rules questions, interpretational issues, or USA Hockey playing rules clarifications;
- To perform such other duties as may be specifically assigned by the Board.

Section 11: Initiation Program Director

The duties of the Initiation Program Director shall include, but not be limited to the following:

- Direction and management of the Initiation (Skill Development) Program;
- To coordinate with the House Director and Commissioners the transfer of players from the Initiation Program to team play;
- To coordinate the Initiation Program with the other activities of the Association;
- To serve as the liaison between the Association and the Parks Department, which presently maintains responsibility for the scheduling, fees, financial management, and staffing of the Initiation Program;
- To propose suggestions and recommendations to the Board for additional/other involvement in the Initiation Program, and to communicate regularly to the Board the status of the Initiation Program;
- To perform such other duties as may be specifically assigned by the President or the Board.

Section 12: Compensation of Officers and Administrators

No compensation of any kind is to be paid by the Association to any individual member of the Association, other than eligible expense reimbursements incurred by such individuals on behalf of Association business. Any such request must be made in writing to the appropriate Division Director, supported by a copy of the appropriate invoice/receipt, and approved by that Director and by the Association Treasurer.

The Board may, however, upon proper discussion and motion, with a minimum two-thirds vote, approve the payment of certain consulting fees to officers or administrators for the completion of specific tasks or functions deemed to be in the interests of the Association. Any such payments must be reviewed and approved at least annually and may not be extended for any period exceeding one year in duration. Any such payment is also fully subject to the financial availability of the Association, as confirmed by the Treasurer.

Section 13: Resignations and Terminations

In the event that any officer or administrator leaves the Association through resignation, termination, or disability, the President may appoint a successor or request that the Nominations Committee convene to seek an eligible successor candidate, subject to the approval of the Board to complete the remaining term of the vacated annual position.

ARTICLE VII. REGULATIONS AND PROCEDURES

There are three established divisions of hockey activities within the Association. These include the Initiation Program, the House League Division, and the Travel Division. These divisions are not independent units, but rather are functional divisions within the Association. Specific rules and regulations may vary between the divisions; however, all divisions must comply with the policies, regulations, and procedures as set forth in the by-laws and as approved by the Board of Directors.

The *Initiation Program* is operated and managed under the authority of the Fort Wayne Parks and Recreation Department, in coordination with the coaches, players, and members of the Association. While a specific Regulations and Procedures document has not been incorporated into the by-laws of the Association, it is the working relationship between the Parks Department and the Association for the Administration of the Initiation Program. The emphasis of this program is to be focused on non-competitive fundamental skating and hockey instruction, which is to be satisfactorily completed by all players to become eligible for competitive league and travel play.

The *House Division* is operated and managed under the authority of the Fort Wayne Parks and Recreation Department, in coordination with the coaches, players, and members of the Association. The division is defined as the house league games established, regularly scheduled, and played primarily within the FWYH program. Within this division, emphasis shall be upon the basic skills and rules of ice hockey, through an organized schedule of games and practices. Considerable focus is placed on good physical conditioning, the importance of teamwork, discipline, personal conditioning, and a healthy respect for teammates, opponents, coaches, and officials. Participation in the House Division is intended to foster good character and citizenship through a recreational competition basis.

The *Travel Division* teams shall consist of the best players in the Association with the intention of being competitive on a regional basis with other youth hockey associations.

Team selections will be made through annual tryouts held prior to the start of each season for these teams.

Each of these Divisions shall be managed by a Director appointed by the President and approved by the Board of Directors, to implement the policies and directives of the Board. It is further the responsibility of the Board to assure that each of the Divisions are operated consistently within the Regulations and Procedures as approved and adopted by the Board of Directors. The following Divisional Regulations and Procedures are hereby incorporated by reference into the by-laws:

1. Travel Hockey Regulations and Procedures (Appendix A)
2. House League and Select Team Regulations and Procedures (Appendix B)
3. Initiation Program Manuals (USA Hockey Skill Development Manuals)

ARTICLE VII. AMENDMENTS TO BY-LAWS

Section 1: Board of Directors

The Board of Directors may amend these by-laws by presenting the amendment to a regular or special meeting and voting on the amendment at a subsequent regular or special meeting. Once approved by the Board of Directors, the amendments must then be presented and approved by the membership as described in Section 2.

Section 2: Annual Meeting

These by-laws may be amended at an Annual Meeting by including the amendment in the notice of the Annual Meeting and having the members vote on the amendment by secret ballot at the Annual Meeting. The approval of two-thirds of the votes cast is required to pass the amendment.

Section 3: Regulations and Procedures

The Board of Directors may amend the Regulations and Procedures documents at a regular or special meeting by a majority vote, provided a quorum is present.

ARTICLE IX. AFFILIATIONS

Section 1: USA Hockey Inc.

The Association at all times will remain a member in good standing with USA Hockey Inc., recognized as the national sanctioning body for amateur hockey in the United States. The Association shall abide by all USA Hockey rules and regulations governing the sport, as published annually in the Official Playing Rules, and as legislated through regular national and district meetings of USA Hockey Inc. No teams within the Association are to play games against non-USA Hockey member associations, or in the event of Canadian teams, unless such Association is recognized and approved through USA Hockey.

Section 2: State and Regional Associations

The Association may become an active member of those State or Regional Associations that may be formed for the purpose of governing and organizing hockey activities within the USA Hockey Mid-America District. Membership in such Association must be approved by the Board and reported annually at the Annual Meeting. Board and Association members are eligible to hold offices in such organizations, subject to the prior notification of and consent from the Board.

ARTICLE X. HOME ICE DECLARATION

Section 1: Home Ice Facility

The Association has declared McMillen Park Ice Arena as its exclusive home ice facility, with all sanctioned games and practices to be scheduled at this location. Other locations may be used for games or practices only in the event that: a) there is no ice time available at McMillen for the desired day and time, and b) the practice or game is to be held at a qualified facility inspected by the Association and specifically approved for use by the Board.

Section 2: Qualified Facilities

At this time, the following facilities have been inspected and approved for use by the Association, consistent with Article X., Section 1:

- Allen County Memorial Coliseum

ARTICLE XI. INDEMNIFICATION

The Association shall indemnify any person who is or was a Director, Officer, or employee of the Association, or is or was serving as a Director, Officer, or employee of another organization, partnership, or other enterprise at the request of the Association, against expenses (including attorney's fees), judgements, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a Director, Officer, or employee of the Association or of such other organization; provided, such person acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, in a manner which he or she had no reasonable cause to believe was unlawful. Any Director, Officer, or employee of the Association who has been successful as a party on the merits of otherwise in his or her defense of any claim, action, suit, or proceedings referred to in the first sentence of Article XI, paragraph 1, shall be indemnified as of right

against expenses reasonable incurred by him or her in connection therewith (except to the extent covered and reimbursed by insurance proceeds).

Except as provided in Article XI, Paragraph 2 above, any indemnification under Article XI, Paragraph 1, shall be made by the Association only upon a determination that indemnification of the particular Director, Officer, or employee is proper in the circumstances because such person has met the applicable standards of conduct as set forth by the Board of Directors under Article IV, Section 4. Such determination shall be made by the Board of Directors of the Association by a majority vote of a quorum consisting of members who were not parties to such claim, action, suit, or proceeding, or, if such quorum is not obtainable, by independent legal counsel in a written opinion, or by a vote of the members of the Association.

The indemnification provided by Article XI shall not be deemed exclusive of any other rights to which a Director, Officer, or employee may be entitled under any bylaw, resolution, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or employee of the Association, and shall inure to the benefit of the heirs, executors, and administrators of any such person. The indemnification shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, arising from acts or omissions to act whether occurring before or after the adoption hereof.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the Association as a Director, officer, partner, employee, or agent of another organization, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provision of Article XI; provided that when and to the extent that the Association has purchased and maintained such insurance, it shall have no duty under this Article to indemnify any such person to the extent that such liability is covered under such insurance.

ARTICLE XII. PROHIBITED ACTIVITIES

No part of the net revenues of the Association shall inure to the benefit of its members, trustees, Officers, or other private persons, except that the Association shall be authorized by majority vote of the Board and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association shall be in the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the

corresponding provision of any future federal tax code) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

ARTICLE XIII. CHECKS AND DRAFTS

All checks, drafts, bills of exchange or other orders for the payment of money issued in the name of the Association shall be signed only by such person or persons as specifically authorized by resolution of the Board of Directors. Unless so designated, no person shall have the power or authority thereby to bind the organization, to pledge its credit, or to render it liable.

ARTICLE XIV. INSURANCE

By the action of the Board of Directors, notwithstanding any interest of the Directors in the action, the Association may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person who is or was a Director, Officer, or agent of the organization.

Revision Record

Fort Wayne Youth Hockey, Inc. Corporate Bylaws

The Bylaws Committee Chairman processes all authorized changes, and provides printed copies of the FWYH Corporate Bylaws from time to time. The master copy of the Corporate Bylaws is maintained in electronic format by the Bylaws Committee Chairman of FWYH and it is considered the final authority as to revision status of all sections in the Corporate Bylaws.

DATE	SECTION AND PAGE	DETAILS
8/23/1993	Historic revision	Revision included in electronic conversion
10/24/1996	Historic revision	Revision included in electronic conversion
4/30/2002	Article IV, section 3-B	Vacated Director positions to be elected for remainder of term at next Annual meeting
6/24/2002	Entire document	Converted to electronic Word format and added revision record.
3/01/2004	Historic revision	Revisions included in electronic version
10/18/2004	Revised Bylaws	As approved 9/7/2004 included in electronic version
3/21/2007	Revised Bylaws	As approved 3/21/07 included in electronic version