

AMENDED AND RESTATED
BYLAWS
OF
IDAHO AMATEUR HOCKEY ASSOCIATION, INC.
(Adopted September 13, 2003)

1.NAME, REGISTERED OFFICE AND REGISTERED AGENT.

1Name. The name of this Corporation is IDAHO AMATEUR HOCKEY ASSOCIATION, INC. In these Bylaws, this Corporation may also be referred to as IAHA.

2Registered Office and Registered Agent. The registered office and registered agent shall be as the Corporation shall designate from time to time.

2.NONPROFIT CORPORATION, PURPOSES AND POWERS.

1Nonprofit Corporation. This Corporation is organized under the Idaho Nonprofit Corporation Act.

2Purposes. The purposes for which this Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and in this regard, specifically to promote amateur hockey within the State of Idaho; to organize and unite the efforts of all amateur hockey groups within the State of Idaho; to operate within the framework and guidelines of USA Hockey; to enact rules and policies governing amateur hockey within the State of Idaho; to enforce rules and policies enacted by this Corporation and, where appropriate, enacted by USA Hockey; and to associate with other amateur hockey associations. The Corporation shall be the sole affiliate of USA Hockey within the State of Idaho. Consistent with the constitution, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey, the Corporation shall be the governing authority for amateur hockey within the State of Idaho.

3Powers. This Corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter.

3.MEMBERSHIP.

1Membership. This Corporation shall have members. Each member must be an amateur hockey organization or association that is organized in accordance with the provisions of Section 3.3 below, and is a member in good standing with this Corporation and with USA Hockey. If an amateur hockey organization or association is unaffiliated with an Idaho or USA Hockey amateur organization, such organization or association shall be registered with USA Hockey and comply with the provisions of Section 3.3 below. Members, to be and remain in good standing, shall comply with the constitution, articles, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey and this Corporation. In consideration of Members being in good standing, they shall be autonomous in their governance.

2Membership Not Mandatory. No amateur hockey organization or association shall be required to be a member of this Corporation; but pursuant to the grant of affiliate authority to this Corporation by USA Hockey, all amateur hockey organizations or associations (whether members or not) shall comply with the constitution, articles, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey and this Corporation.

3Requirements for Member Organizations or Associations.

(a)Amateur hockey organizations or associations which desire to be members of this Corporation may be organized as a for profit entity (such as a corporation pursuant to the Idaho Business Corporation Act or a limited liability company pursuant to the Idaho Limited Liability Corporation Act) or a not for profit entity (such as a not for profit corporation as a corporation pursuant to the Idaho Nonprofit Corporation Act or as an unincorporated association pursuant to the Uniform Unincorporated Nonprofit Association Act).

(b)The operation of an organization or association shall be vested in a board of directors or other proper legal management body, as elected pursuant to the adopted procedures of the organization or association, through the teams; and such procedure shall be approved by this Corporation as a condition to membership. The officers of the organization or association, as selected by the board of directors, shall include at least a president, vice president and secretary-treasurer. It is recommended that the terms of directors be staggered. Each nonprofit organization or association shall conduct a meeting, at least once each year, to report all actions and submit a financial report of the organization or association. For profit organizations shall release such information relating to enrollment, teams and whatever financial information deemed appropriate by each respective for profit organization. The meeting is to be held on at least fifteen (15) days advance written notice of such meeting. All dues and assessments charged by the organization or association shall be reasonable in relation to the programs offered.

(c)Every amateur hockey organization or association may qualify for membership in this Corporation if it has three (3) or more teams registered with USA Hockey and the Idaho Amateur Hockey Association during that twelve (12) month period ending on April 30 of a given year and has forty (40) or more players.

(d) Upon an organization's demonstration to the Members of the Corporation that it has met the requirements set forth herein, the Members shall approve the applying organization for membership.

4Probationary Membership. In the event that a member fails to continually maintain three (3) teams or forty (40) players registered with USA Hockey and this Corporation, as required in Paragraph 3.3(c), or otherwise fails to continue to meet the other conditions for membership, then that organization or association shall be placed on probationary status for the following year. During the one (1) year of probationary status, the organization or association may maintain its full membership in the Corporation and shall be able to participate in all matters and vote on all matters coming before members. Additionally, the member shall be entitled to elect one (1) director to the Board of Directors, who shall serve for one (1) year. At the end of the one (1) year probationary period, if the organization or association has not met the three (3) team and forty (40) player requirements of Paragraph 3.3(c), then that organization or association shall automatically cease to be a member of the Corporation. At such time in the future, if the organization or association does meet the requirements of Paragraph 3.3, then it can again become a member of the Corporation.

4. MEETINGS OF MEMBERS.

1Annual Meeting. An annual meeting of the members to transact such business as may properly come before the meeting shall be held immediately preceding, or concurrent with, the annual meeting of the Board of Directors of this Corporation. Such meeting, and any other duly called member meeting, shall be chaired by the President of the Corporation and shall be recorded by the Secretary of the Corporation.

2Special Meeting. Special meetings of the members of the Corporation may be called at any time by the Board of Directors or by written request of at least fifty percent (50%) of the voting power of all the members of the Corporation.

3Place of Meetings. The meetings of the members may be held at the registered office of the Corporation or at any other place within the State of Idaho.

4Notice of Meetings. Written notice of the annual meeting and any special meeting setting forth the date, time, place and purpose of the meeting shall be given to each member at least twenty (20) days before the meeting. Such notice may be given either personally, by sending a copy of the notice through the United States mail, postage prepaid, by first class or registered mail, to the address of each member appearing on the books of the Corporation or by telecopier sent to the member's telecopier number appearing on the books of the Corporation or by email sent to the member's email address appearing on the books of the Corporation. In the event that a special meeting is called by the members, the Secretary shall be notified in writing of the date, time, place and purpose of the meeting in sufficient time to permit the Secretary to give notice to all members in accordance with these Bylaws. The Secretary shall fix the time for notice not less than twenty (20) days nor more than sixty (60) days of the receipt of said request. If the

Secretary shall fail, neglect, refuse or otherwise be unable to give notice, the Board of Directors or the members making such request may do so. When giving notice of any meeting of members, the Corporation shall give notice of a matter a member intends to raise at the meeting if (1) the Corporation is requested in writing to do so by a person entitled to call a special meeting and (2) the request is received by the Secretary or President of the Corporation at least ten (10) days before the Corporation gives notice of the meeting.

5Waiver of Notice or Objection. A member, either before or after a members' meeting, may waive notice of the meeting. The waiver must be in writing, signed by the member entitled to notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Attendance at a members' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of lack of notice or defective notice of the meeting unless at the beginning of the meeting he objects to holding the meeting or transacting business at the meeting. A member's attendance at a meeting, either in person or by proxy, waives objection to the consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

6Quorum, Vote Required and Adjournment. A majority of the members represented in person or by proxy shall constitute a quorum at any meeting of the members. If a quorum is present, the action of a majority of the members present shall be the act of the members. If a quorum is not represented at a meeting, the majority of the members present in person or by proxy may adjourn the meeting from time to time without notice if the new date, time and place of the meeting is announced before adjournment.

7Voting Rights. Each member (being an amateur hockey association within the State of Idaho, as more specifically defined in the Articles of Incorporation at Article V and these Bylaws at Article III) shall be entitled at each members' meeting to one (1) vote. Each member shall designate that member's voting representative before or at the commencement of any members' meeting.

8Proxies. A member entitled to vote may vote in person or by proxy executed in writing by the member or by his attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated in it. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.

9Action by Members Without A Meeting. Any action that may be taken at a meeting of members may be taken without a meeting if a consent in writing setting forth the action is signed by members representing at least eighty percent (80%) of the voting power and is filed with the Secretary of the Corporation. This consent shall have the same effect as a vote at a members' meeting. Written notice of member approval shall be given to all members who have not signed the written consent.

5.BOARD OF DIRECTORS.

1General Powers of the Board. The business and affairs of the Corporation shall be managed by a Board of Directors.

2Number, Qualifications and Term of Office.

(a)Each member is entitled to elect to the Board of Directors that number of directors in accordance with the following schedule:

3 - 9 teams registered with USA Hockey/IAHA	1 director
10 - 19 teams registered with USA Hockey/IAHA	2 directors
20 - 29 teams registered with USA Hockey/IAHA	3 directors
30 or more teams registered with USA Hockey/IAHA	4 directors

Members shall notify its teams of the meeting at which directors are to be elected in accordance with the notice of meeting requirements of Section 4.4. The election process shall be initiated by allocating one vote to each registered team. The team, through its representative, shall cast its vote for a director nominee.

Each member shall notify, in writing, the President and the Secretary of the Corporation of the names and terms of office of its duly elected directors forty eight (48) hours prior to each scheduled meeting of the Board of Directors. The names of elected directors shall be posted in a prominent place in the rinks used by members.

(b)In determining how many directors a member may be entitled to elect for the forthcoming year, the number of teams registered with USA Hockey and the IAHA by any member shall be determined by the number of teams registered during that preceding twelve (12) month period ending on April 30.

(c)Each elected director shall serve for a term of two (2) years and thereafter until his successor shall be elected and shall qualify. Each director's term shall expire at the final adjournment of the annual meeting of the Board of Directors in the final year of such director's term. Members shall use their best efforts to stagger the terms of their directors, in multiple director member organizations.

(d)If the number of directors that a member may elect has decreased, then the member must select which existing director or directors are to be removed to conform with the schedule herein.

3Removal of Directors. Any director may be removed without assigning cause by the member who elected such director in accordance with Idaho law.

4Vacancies. Vacancies occurring for any reason shall be filled by the member whose director seat is vacant by electing a successor director. Any director so elected shall serve for the unexpired term of his predecessor in office and until his successor is elected and qualified.

5Compensation. Directors shall not receive a salary for their services as directors; but, by resolution of the Board, a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Board. A director may serve the Corporation in a capacity other than that of director and receive compensation for the services rendered in that other capacity. A director may be reimbursed for expenses incurred by the director related to the business of the Corporation upon resolution by the Board.

6Resignation. A director may resign at any time by giving written notice to the Board or the President of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or the President, and the acceptance of the resignation shall not be necessary to make such resignation effective.

6.MEETINGS OF THE BOARD OF DIRECTORS.

1Annual Meetings. The Board of Directors shall meet twice each year at such time and place as the Board may determine to transact such business as may come before the meeting.

2Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by twenty percent (20%) of the directors.

3Place of Meetings. The meetings of the Board of Directors may be held at any place within or without the State of Idaho that a majority of the Board of Directors may from time to time decide.

4Agenda for Meetings. Any member or director wishing to place an item on the agenda of any annual meeting of the Board of Directors must do so by presenting the item to the President and the Secretary, in writing signed by the proponent, not later than twenty (20) days prior to the scheduled meeting. The agenda for any special meeting shall be initially established by the President, if the Present calls the meeting, or by the directors, if the directors call the meeting, as provided for in Section 6.2. Any member or director wishing to place an item on the agenda of any special meeting of the Board of Directors must do so by presenting the item to the President and the Secretary, in writing (including email) signed by the proponent, not later than ten(10) days prior to the scheduled meeting. Items not submitted within the time frames set forth herein before the scheduled meeting may be considered if a majority of the directors at the meeting allow the matter on the agenda. Items submitted for discussion must be specifically described and must include the specific wording of the proposed change, additions or deletions.

5Notice of Meetings. At least twenty (20) days' prior written notice of the annual meeting and at least two (2) days' prior written notice of any special meeting, setting forth the date, time, place, purpose and agenda of the meeting shall be given to each director by the President or Secretary. Such notice may be given either personally, by sending a copy of the notice through the United States mail, postage prepaid, by first class or registered mail, to the address of each member appearing on the books of the Corporation or by telecopier sent to the member's telecopier number appearing on the books of the Corporation or by email sent to the member's

email address appearing on the books of the Corporation; provided, when any special meeting is scheduled on less than five (5) days notice, notice of the meeting must be either personal, or by telecopier or by email.

6Waiver of Notice. A director may waive in writing notice of a meeting of the Board either before, during or after the meeting and his waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws or law, objects to lack of notice and does not thereafter vote for or assent to the objected action.

7Quorum. At meetings of the Board of Directors a majority of the directors shall be necessary to constitute a quorum for the transaction of business. If a quorum is present the acts of the majority of the directors in attendance shall be the acts of the Board. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such a meeting. If a quorum is not present, the majority of directors present may adjourn the meeting from time to time without further notice if the new date, time, place of the meeting is announced before adjournment. Proxies shall not be allowed for directors.

8Voting. Each director shall be entitled to one (1) vote when present at a directors meeting.

9Adjournment. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which would have been transacted at the meeting originally called.

10Committees. The Board of Directors may create one (1) or more committees of the Board and appoint members of the Board to serve on them. Each committee shall have two (2) or more directors, who serve at the pleasure of the Board. The Board may appoint other individuals who are not members of the Board of Directors to any committee. The creation of a committee and appointment of members to committee must be approved by a majority of all of the directors in office when the action is taken. All provisions hereunder dealing with meetings, notice, waiver, quorum, voting and the like shall apply to any committees and their members.

11Action by Directors Without A Meeting. If all the directors consent in writing to any action taken or to be taken by the Corporation where the action is evidenced by one (1) or more written consents, signed by each director, and such consent(s) are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board. Such consent shall have the same effect as a unanimous vote. Facsimile signatures of the directors shall be accepted as an original signature.

12Dues and Assessments. The Board of Directors is authorized and may impose reasonable dues or assessments upon its members in order for the Corporation to be able to conduct its business. All members shall timely pay any dues and assessments and the failure to pay such dues and assessments may constitute grounds for termination or suspension of the member's membership in the Corporation or of the member's right to participate in the affairs of the Corporation.

7.OFFICERS, EMPLOYEES AND AGENTS.

1Officers.

(a)Executive Officers. The executive officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, Vice-President, Secretary and Treasurer. The executive officers shall have a term of office of two (2) years. Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary. Officers may, but need not be, members of the Board. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these Bylaws.

(b)Other Officers. Other officers, assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be elected by the Board or be appointed in a manner prescribed by the Board.

(c)Limited Voting Rights. Except for the President, who shall be entitled to one (1) vote at any Board of Directors meetings, no other officer of the Corporation shall have any vote at any Board of Directors meetings; provided, if an officer is also serving concurrently as a director of the Corporation, he shall be entitled to vote in his capacity as a director at Board meetings; and provided further, if the President is also serving concurrently as a director of the Corporation, he shall be entitled to only one (1) vote at Board meetings.

2President: Powers and Duties.

(a)The President shall be the chief operating officer of the Corporation, shall preside at meetings of the Board of Directors, or members, shall organize and cause to be published the agenda for all meetings of the Board of Directors or members and shall perform the general operating duties of the Corporation. He shall also perform whatever duties and have whatever powers the Board of Directors may from time to time prescribe.

(b)The President or his designee shall represent the Corporation at USA Hockey District meetings, and shall, after notifying the member's teams of the nominees for District Director elections for USA Hockey Director, and soliciting their opinion, shall cast the votes of the registered teams for such nominee that will properly represent Idaho and the District on the USA Hockey Board of Directors.

3Vice-President: Powers and Duties. The Vice President shall in the absence or disability of the President, perform all duties and exercise all powers of the President He shall also perform whatever duties and have whatever powers the Board of Directors may assign to him.

4Secretary: Powers and Duties. The Secretary shall attend all meetings of the Board of Directors and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

5Treasurer: Powers and Duties. The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the Corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall furnish a bond satisfactory to the Board of Directors if they so deem.

6Salaries. The Board of Directors shall have the discretion to determine the salaries, if any, of the officers of the Corporation. The salaries of other agents and employees of the Corporation may be fixed by the Board of Directors or by an officer to whom that function has been delegated by the Board of Directors.

7Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

8Removal of Officers and Agents. An officer or agent of the Corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interests of the Corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

9Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office for the remaining term of his predecessor.

8.SPECIAL CORPORATE ACTS.

1Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the President or any other officer authorized by the Board of Directors, unless the Board of Directors shall, in a particular situation, designate another procedure for their execution.

2Signing of Checks and Notes. Checks, notes, drafts and demands for money shall be signed by the President or other officers from time to time designated by the Board of Directors.

3Records. The Corporation shall maintain accurate and correct books, records and accounts of its business and properties, and they shall be kept at such places as is from time to time fixed and designated by the Board of Directors.

4Fiscal Year. The fiscal year or business year of the Corporation shall a fiscal year ending June 30, unless a different year is selected by the Board of Directors.

5Dividends Prohibited. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers of the Corporation. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may confer benefits upon its directors in conformity with its purposes; provided, however, that any such payments or benefits shall comply with the Idaho Nonprofit Corporation Act, the Internal Revenue Code as such controls charitable nonprofit corporations and the Articles of Incorporation of this Corporation.

9.CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST.

1Circumstances for Validity of Transaction. No contract or other transaction between this Corporation and one or more of its directors in which the director has a direct or indirect conflict of interest shall be either void, voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or (1) the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors and/or a committee of the Board and the Board and/or committee of the Board authorized, approved or ratified the transaction; or (2) the material facts of the transaction and the director's interest were disclosed or known to the members of this Corporation and they authorized, approved or ratified the transaction.

2Approval of a Conflict of Interest Transaction. A conflict of interest transaction is authorized, approved or ratified, if it receives the affirmative vote of a majority of the directors on the Board or on the committee, who have no direct or indirect interest in the transaction. If a majority of the directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. A conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes of members who have no direct or indirect interest in the transaction.

3Definition of Conflict of Interest Transaction. A director has a direct conflict of interest if he or any immediate family member has a material or financial interest in the transaction. A director has an indirect conflict of interest in a transaction if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or if another entity of which the director is a director, officer or trustee is a party to the transaction.

10. INDEMNIFICATION.

1 Standards for Indemnification.

(a) The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding if he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

2 Determination for Indemnification. Any indemnification as set forth above in Section 10.1(a) or 10.1(b), unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 10.1(a) or 10.1(b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such

action, suit or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by the members.

3Expenses and Advancements of Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above in Section 10.1(a) or 10.1(b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Section. The indemnification and advancement of expenses provided by or granted pursuant to this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any other Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

4USA Hockey Indemnification.

(a)The Corporation, an Affiliate of USA Hockey, shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey, and each member thereof, committees of USA Hockey and each member thereof, and all other elected, appointed, or employed representatives of USA Hockey from any and all liability, judgments, costs, charges and expenses whatsoever, which USA Hockey or its representatives sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against USA Hockey, or its representatives, for and in regard to any act, deed, matter, decision, or thing whatsoever made, done or permitted to be done about or in relation to the local affairs of the Corporation except such costs, charges or expenses as are occasioned by USA Hockey, or its representatives by and through willful neglect or default. Further, the Corporation understands and acknowledges that USA Hockey and its representatives, whether elected, appointed or employed, have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that USA Hockey and each of its representatives, their heirs, executors, administrators, estates, assigns and others, shall from time to time, and at all times, be indemnified and save harmless out of the funds of the Corporation accumulated or to be accumulated, for the acts or conditions described above.

(b)USA Hockey shall cooperate with the Corporation in any litigation and provide support, including but not limited to, data, research, advice and testimony.

(c)The Corporation shall insure the obligation set forth herein, name USA Hockey as an additional insured under the terms of the liability insurance policy purchased or provided for this purpose, and provide evidence thereof to USA Hockey, if requested.

11.PREEMINENCE OF USA HOCKEY. The Corporation is organized to operate as an affiliate of USA Hockey, which is the national governing body for the sport of amateur ice hockey in the United States. In that regard, the Corporation shall act and abide by the constitution, articles, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey, which shall supersede any acts of the Corporation not in conformance therewith. The Corporation shall assist USA Hockey in the administration and enforcement of the constitution, articles, bylaws, rules, regulations, policies, procedures and decisions of USA Hockey within and upon the Corporation's members and/or within the Corporation's jurisdiction.

12.AMENDMENT OF BYLAWS. These Bylaws may be amended or repealed by the affirmative vote of at least seventy-five percent (75%) or more of the members of the Board entitled to vote present at a meeting of the Board of Directors called for such purpose and by the affirmative vote of at least seventy-five percent (75%) or more of the members of the Corporation entitled to vote present at a meeting of the members called for such purpose.

IN WITNESS WHEREOF, these Bylaws have been adopted as of the 13th day of September, 2003.

By: _____
Its: Wayne K. Lehto
President