

BYLAWS OF WILMINGTON SEAHAWKS HOCKEY ASSOCIATION INC.

ARTICLE I – NAME AND PURPOSE

Section 1: Name: The name of the organization shall be WILMINGTON SEAHAWKS HOCKEY ASSOCIATION INC. It shall be a nonprofit organization incorporated under the laws of the State of North Carolina

Section 2: Purpose: WILMINGTON SEAHAWKS HOCKEY ASSOCIATION INC. is organized exclusively for charitable and education purposes. The purpose of this corporation is:

Provide a program of ice hockey education, instruction, and competition for the membership residing in the coastal region of North Carolina through, but not limited to, team leagues, hockey camps, and educational clinics for participants.

Provide qualified USA Hockey Certified coaching at all levels and oversee development and continuing education of coaches within the organization.

Provide the opportunity for the membership to develop their ice hockey skills and to participate and compete in the game of ice hockey to their maximum potential.

Promote and enhance skating, both hockey and learn to skate, for all youth in the coastal Carolinas region.

Provide an environment where each player, regardless of age, race, sex, religion, color, or ethnic background is treated fairly, with respect and in a positive manner.

To do and to be empowered to do all things and to possess all rights granted to non-profit corporations chartered in North Carolina as may be permitted under North Carolina General Statute 5 SA-15, and other state statutes, as the same may be amended from time to time.

To develop, implement, and maintain a Screening and Abuse Policy, and other such policies as required by USA Hockey which assures WSHA participants that its coaches and administrators comply with principles and standards of conduct established by WSHA.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the board of directors. The board of director structure is a self-perpetuating model where the directors solely have the right to elect replacement board members.

Section 2 - Participant Members: Participant members shall include players, coaches, parents and guardians. Each player and coach Participant Member will register and pay the USA Hockey individual membership fee and any applicable Affiliate individual membership fee. Participant Members shall have the ability to provide feedback and recommendations to the board of directors but will not have any voting rights or privileges.

ARTICLE III – BOARD OF DIRECTORS

Section 1 - Board role, size and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 5, but not fewer than 3 members. The board

receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 - Terms: All board members shall serve three-year terms, and are eligible for re-election.

Section 3 - Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least three weeks in advance.

Section 4 - Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. Fiscal year defined as: January 1st - December 31st.

Section 5 - Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - Quorum: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

Section 7 - Officers and Duties: There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. Their duties are as follows:

The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

The vice-president shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 - Resignation, termination and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least three weeks in advance.

Section 11 - Remote communication for meetings: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12 - Action without a meeting: Upon initiative of the board president or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

ARTICLE IV – COMMITTEES

Section 1 - Committee formation: The board may create ad hoc committees as needed, such as fundraising, data collection, etc. The board chair appoints all committee chairs.

Section 2 - Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be 75 percent of the officers.

Section 3 - Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE V – DIRECTOR AND STAFF

Section 1 - Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI – AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

ARTICLE VII - USA HOCKEY PREEMINENCE

Section 1 - WSHA shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey and its affiliate CAHA (Carolina Amateur Hockey Association), and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of WSHA. Further, WSHA (i) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey and CAHA, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of USA Hockey:

(a) SPORTSMANSHIP

Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

(b) RESPECT FOR THE INDIVIDUAL

Treat all others as you expect to be treated.

(c) INTEGRITY

We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

(d) PURSUANT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL LEVELS Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

(e) ENJOYMENT

It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

(f) LOYALTY

We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

(g) TEAMWORK

We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

Section 2 - Nothing contained herein, however, shall be construed to delegate the duties or responsibilities of WSHA's Directors or Officers to USA Hockey and CAHA, its officers, directors, agents or employees, nor shall this provision be construed to prevent WSHA from implementing rules, policies and procedures which may be more stringent than those of USA Hockey and CAHA providing such rules, policies or procedures do not conflict with those of USA Hockey and CAHA.

ARTICLE VIII - INDEMNIFICATION

Section 1 - WSHA shall indemnify and hold harmless USA Hockey and its affiliate CAHA, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of WSHA, except to the extent (i) that USA Hockey or its aforesaid representatives caused such claims, liability, judgments, costs, attorneys fees, charges or expenses by their own intentional neglect or default or (ii) that

such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules, and Regulations, Playing Rules, or decisions of the Board of Directors of USA Hockey.

Section 2 - WSHA understands and acknowledges that USA Hockey and CAHA and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement, and condition that they may be so indemnified and held harmless to the extent described by these bylaws.

Section 3 - WSHA shall reasonably cooperate with USA Hockey and CAHA in any litigation and provide reasonable support in connection therewith, including but not limited to, advice and testimony upon reasonable request; provided however, that such cooperation shall not require WSHA to incur any out-of-pocket expense not reimbursed by USA Hockey and CAHA.

ARTICLE IX - CAHA PREEMINENCE

Section 1: WSHA shall adopt bylaws, or other operating procedures not inconsistent with the CAHA bylaws. In the event of conflict with the charter, bylaws, or other operating procedures of WSHA, CAHA's bylaws shall take precedence over and shall govern WSHA's bylaws.

ARTICLE X - DISCIPLINE

Section 1: WSHA adopts the USA Hockey Dispute Resolution Procedure set forth in USA Hockey Bylaw 10, as it now exists or may hereafter be amended as the exclusive remedy for discipline and dispute resolution.

ARTICLE XI - SAFESPORT

Section 1: WSHA shall adopt all SafeSport policies to include but not limited to: Physical Abuse Policy, Emotional Abuse Policy, Sexual Abuse Policy, Bullying, Threats and Harassment Policy, and Hazing Policy; Locker Room Policy, Social Media, Mobile and Electronic Communications Policy, Travel Policy, Billeting Policy, Education and Awareness Training Policy; Screening Policy, Zero Tolerance Policy and other such policies which complies with USA Hockey requirements.

Section 2: All members of the association required to be certified IAW with the Safe Sport Handbook will obtain their certification prior to engaging in any WSHA activities.

ARTICLE XII - CAHA AUTHORIZED REPRESENTATIVE

Section 1 - WSHA will recognize the Executive Director/Hockey Director as its representative to participate in CAHA's annual meeting and all other CAHA associated activities and meetings. If the Executive Director/Hockey Director is unavailable then the WSHA board of directors shall select a board member to represent WSHA.

Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority