

**AMENDED and RESTATED
BYLAWS OF
ROCKY MOUNTAIN GIRLS HOCKEY
DBA.
MOUNTAIN STATES GIRLS HOCKEY LEAGUE**

**ARTICLE I
Purpose; Offices**

Section 1.1. Purpose. The purpose of the Rocky Mountain Girls League D/B/A Mountain States Girls Hockey League, Inc.(here in after referred to as the “corporation” or the “league”) shall be to promote and advance girls hockey by operating an all girls hockey league for teams throughout the Rocky Mountain region.

Section 1.2. Principal Office. The principal office of the corporation in the State of Colorado shall be located in the County of Eagle. The corporation may have such other offices, either within or outside of the State of Colorado, as the Executive Board may designate, or as the business of the corporation may require from time to time.

Section 1.3. Registered Office. The registered office of the corporation, required by the Colorado Business Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Executive Board.

**ARTICLE II
Members**

Section 2.1. Members. The initial members of the corporation shall be those set forth on Exhibit A attached hereto and incorporated herein. Membership is open to any girls’ ice hockey team in the Rocky Mountain Region properly registered with USA Hockey and its state affiliate that supports the goals and purposes of the corporation to promote the growth and development of girls’ hockey. Other members may be elected to membership by the Executive Board as set forth herein. The Executive Board of the corporation may further designate such honorary and non-voting members as it chooses.

Section 2.2. Semi-Annual Meetings. The corporation shall have semi-annual meetings of the members, to be held in Colorado during the months of May (the “Spring Meeting”) and August or September (the “Summer Meeting”) on a date and at a time designated by the Executive Board. The Spring Meeting shall be held for purposes of reviewing the preceding season, electing new officers/directors,

establishing such committees as may be approved by the members, approving any changes to the Bylaws or Rules and Regulations of the corporation, and the conduct of any other business before the members. The Summer Meeting shall be held for the general conduct of business and finishing any scheduling for the upcoming season. The agendas for the Semi-Annual Meetings shall be set by the Executive Board and shall be distributed to the members at least 10 days prior to the date set for such Semi- Annual Meeting.

Section 2.3. Special Meetings. Special meetings of the members for any purpose, unless otherwise prescribed by statute, may be called by the president or by the Executive Board, and shall be called by the president at the request of at least 10 percent of the members.

Section 2.4. Place of Meeting. The Executive Board may designate any place within or outside Colorado as the place for any semi-annual meetings or for any special meeting called by the Executive Board. If no designation is made, or if a special meeting shall be called otherwise than by the board, the place of meeting shall be the registered office of the corporation in Colorado; but if all of the members shall meet at any time and place, either within or outside the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 2.5. Notice of Meeting. Notice of a special meeting of members shall be given at least seven days previously thereto by written notice delivered by electronic mail, facsimile, or via personal telephone delivery or text message. If given by facsimile, electronic mail, or text, such notice shall be deemed to be delivered when transmitted with a return receipt received by the sender.

Section 2.6. Quorum. The presence at the meeting, in person or by proxy, of sixty-six percent (66%) of the members entitled to vote shall constitute a quorum. If less than sixty-six percent (66%) of such members are so represented, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law or the articles of incorporation.

Section 2.7. Proxies. At all meetings of members, a voting member entitled to vote may vote by proxy executed in writing by the member based on the Agenda distributed in advance by the Executive Board. No proxy vote shall be permitted for items not listed on the distributed agenda. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. Proxy votes shall be valid only for the Semi- Annual meeting specified.

Section 2.8. Voting by Members. Except as otherwise specified herein or as otherwise required by the Colorado Nonprofit Corporation Act, each voting member shall have one vote and all matters subject to vote by the members shall be determined by a majority of the voting members present and voting. Voting on any question or in any election may be by voice vote or show of hands unless any member shall demand that voting be by ballot. If more than one representative of a member organization is present at a meeting, only one of such persons shall be designated to cast the vote of such member organization.

Section 2.9. Admission of New Members. Application for membership in the corporation may be made by submitting a written application to the Secretary of the corporation at least 20 days prior to either the Spring Meeting or the Summer Meeting of each year. All new member organizations will be accepted upon the approval of two-thirds of all existing members at any Semi-Annual Meeting. Upon approval of a new member application, such member organization shall become a full member of the corporation with all rights inherent therein, including one vote on all member matters.

Section 2.10. Resignation of Member. A member may resign at any time by giving written notice to the president or secretary of the corporation, but such resignation shall not relieve any member of any financial obligation otherwise owed to the corporation.

Section 2.11. Termination of Member. Membership in the corporation and/or participation in activities of the league shall be subject to suspension or termination in the event of an uncured failure to comply with any of the requirements of these bylaws or the rules and regulations of the corporation, USA Hockey or of any state affiliate having jurisdiction over the member organization. A determination to suspend or terminate the membership or participation privileges of a member shall require a vote of no less than five directors on the Executive Board, and shall occur only after notice and hearing before the Executive Board.

Section 2.12. Reinstatement of Member. Upon written request by a former member and filed with the president or secretary, the members may, by the affirmative vote of two-thirds of all members present at any Semi-Annual Meeting reinstate a former member to membership upon such terms as the Executive Board may deem appropriate.

Section 2.13. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter, including through electronic mail correspondence. Such consent shall have the same force and effect as a unanimous vote of the members, and may be stated as such in any articles or document filed with the Secretary of State of Colorado under the Colorado Nonprofit Corporation Act.

ARTICLE III Executive Board

Section 3.1. General Powers. The business and affairs of the corporation shall be managed by its Executive Board, except as otherwise provided in the Colorado Nonprofit Corporation Act or the articles of incorporation. The Executive Board shall be comprised of directors who shall also serve as officers of the corporation as set forth in Article V below.

Section 3.2. Number, Tenure and Qualifications. The number of directors of the corporation shall not be less than five or more than seven, but may be increased or decreased by amendment of these Bylaws; however, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of members and thereafter until his/her successor shall have been elected and qualified. Nominations for directors shall be accepted from the membership. Directors need not be residents of Colorado or members of the corporation. Directors shall be removable in the manner provided by the statutes of Colorado. No more than two directors may be elected from any one member organization.

Section 3.3. Term. The President and Tournament Director shall be elected for a term of two years commencing in odd numbered years (based upon the year of the Summer Meeting). The Vice President, Secretary-Treasurer, the Communications Director and the Scheduling Director shall be elected for a term of two years commencing in even numbered years. All shall hold office until their respective successors are duly elected and qualified.

Section 3.4. Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Executive Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum, subject to the qualifications set forth in Section 2. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office or by an election at the annual meeting or at a special meeting of members called for that purpose.

Section 3.5. Removal. Any director may be removed by the Members, with or without cause, at a meeting called for that purpose. The notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is removal of the director. A director may be removed only if the number of votes cast in favor of removal exceeds the number of votes cast against removal.

Section 3.6. Semi-Annual Meetings. Regular meetings of the Executive Board shall

be held without other notice than this bylaw immediately after and at the same place as the Semi-Annual meetings of members. The Executive Board may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings without other notice than such resolution.

Section 3.7. Special Meetings. Special meetings of the Executive Board may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Executive Board may fix any place, either within or outside Colorado, as the place for holding any special meeting of the Executive Board called by them.

Section 3.8. Notice. Notice of a special meeting shall be given at least 72 hours previously thereto by written notice delivered by electronic mail, facsimile, or via personal telephone delivery or text message. Any director may waive notice of any meeting. If given by facsimile or electronic mail or text message, such notice shall be deemed to be delivered when transmitted with a return receipt received by the sender. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Board need be specified in the notice of waiver of notice of such meeting.

Section 3.9. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Executive Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.10. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Executive Board unless a greater number is required by law or these Bylaws.

Section 3.11. Presumption of Assent. A director of the corporation who is present at a meeting of the Executive Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.11. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors, and may be stated as such in any articles or documents filed with the Secretary of State of Colorado under the Colorado Nonprofit Corporation Act.

Section 3.12. Compensation. No director or officer, nor any person from whom the corporation may receive any property or funds or any pecuniary profit from the operations of the corporation; provided however, that reasonable compensation or other form of remuneration may be paid to directors, officers, coaches, agents and employees of the corporation for services rendered in effecting one or more purposes of the corporation, including reimbursement for actual and reasonable expenses incurred in connection with conducting the affairs of the corporation.

Section 3.13. Conflict of Interest. No officer or director or any member on any committee may vote on an issue in which such member's organization has a vested interest in the outcome. A "vested interest" is defined as any decision in which the vote would allow the member's organization to have a perceived advantage. Examples of such issues would be an appeal made by or which affects the member's organization directly, or any other decision, which affects the member's organization in either a positive or negative manner. No director or officer shall enter into any contract or agreement with the corporation in which there exists a conflict of interest of such person in his or her capacity as a director or officer unless such conflict of interest is disclosed to the Executive Board and the contract or agreement is approved by a majority of the non-interested directors.

Section 3.14. Powers of the Executive Board. In addition to other powers stated herein and provided or permitted by law, the Executive Board shall have the power, among others, to:

- A. Propose, for approval by the membership, amendments of the rules and regulations for the governance and operation of the corporation;
- B. Impose and enforce penalties for any violation of these Bylaws or the rules and regulations of the corporation;
- C. Modify any suspension or penalty that has been imposed by the officers or committees of the corporation;
- D. Temporarily fill the vacancy on the Executive Board caused by the resignation or withdrawal of any director;
- E. Appoint sub-committees from its membership, or otherwise employ individuals or entities for the handling of special or specified business;
- F. Establish and collect fees and funds of the corporation and direct the expenditure of moneys;
- G. Interpret, define and explain all of the provisions of these Bylaws and the rules and regulations of the corporation; and
- H. Call any necessary special meetings of the corporation Association and fix the time and place of such meetings.

The foregoing enumeration of specific powers of the Board of Directors is an example and not to be deemed a limitation of the powers and authority of the Board of Directors.

ARTICLE IV Committees of the Executive Board

Section 4.1. General. The Executive Board may create one or more committees and appoint one or more directors to serve on them. The creation of a committee and appointment of directors to it shall require the approval of a majority of all the Executive Board members in office when the action is taken, whether or not those directors constitute a quorum of the Executive Board. Each committee shall exercise the authority of the Executive Board with respect to the corporate powers and the management of the business and affairs of the corporation. The provisions of these Bylaws governing meetings, action without a meeting, notice, waiver of notice and quorum and voting requirements of the Executive Board apply to committees and their members as well.

Section 4.2. Standing Committees. There shall be two standing committees of the Executive Board: the Tournament Committee and the Suspension/Appeals Committee.

A. The Tournament Committee shall be responsible for approving all tournament rules and schedules, hearing and responding to all tournament protests and other issues. The Tournament Committee shall be comprised of the Tournament Director who shall chair the Tournament Committee, as well as the Scheduling Director and the Communications Director.

B. The Suspension/Appeals Committee shall hear and rule on all suspensions and appeals within ten days of receipt of written notification thereof. The Suspension/Appeals Committee shall be comprised of the President who shall chair the committee, as well as the Vice President and the Communications Director. In the case of a conflict of interest or one or more committee members, the remaining Executive Board members will substitute as needed.

ARTICLE V Officers

Section 5.1. General. The officers of the corporation shall be a president, a vice president, a secretary/treasurer, immediate past president, a tournament director, a communications/development director and a scheduling director. All officers shall be directors comprising the Executive Board. The Executive Board may appoint such other officers, assistant officers, committees and agents, including assistant secretaries and assistant treasurers, as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Executive Board. No two or more elective offices may be held by the same person, nor may three or more offices be held by representatives of a single member organization. All officers shall file such reports, respond to interrogatories from the Colorado Secretary of State and do such other things as are required by the Colorado Nonprofit Corporation Act.

Section 5.2. Election and Term of Office. The officers of the corporation shall be elected by the members in the same manner as the Executive Board. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until he/she shall have been removed in the manner hereinafter provided; however, in no event shall the term of office exceed two years.

Section 5.3. President. The president shall, subject to the direction and supervision of the Executive Board, have general and active management of the business of the corporation and shall see that all orders and resolutions of the Executive Board are carried into effect. The President shall preside at all meetings of members, the Executive Board, and shall facilitate the establishment of all agendas therefore. The President shall serve as the corporation's liaison with member organizations and other outside organizations such as Colorado Ice Hockey Referee Association. The President shall be responsible for the enforcement of all the corporation's rules and regulations, as well as the rules, policies and guidelines of USA Hockey and the Colorado Amateur Hockey Association ("CAHA"). The President shall appoint, as necessary, liaisons with USA Hockey and CAHA. The President may negotiate, enter into and execute contracts and other instruments on behalf of the corporation as are necessary and appropriate to the conduct to the business and affairs of the corporation or as are approved by the Executive Board. The President shall have such additional authority and duties as are appropriate and customary for the office of president and chief executive officer, except as the same may be expanded or limited by the Executive Board from time to time.

Section 5.4. Vice President. The Vice President shall assist the President and have such authority and duties as are prescribed by the Executive Board or President. In the absence of the President, or in the case of a conflict of interest involving the President, the Vice President shall perform the duties of the President. The Vice President shall assist the Communications Director in overseeing and maintaining the corporation's website, including updating and disseminating updates regarding league issues. The Vice President shall assist the Scheduling Director with the assignment of referees, and serve on the Tournament Committee and on the Suspension/Appeals Committee as needed.

Section 5.5. Secretary-Treasurer. The Secretary-Treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall be responsible for the preparation and filing of tax returns for the corporation. The Secretary-Treasurer shall collect all moneys paid to the corporation and shall have authority to sign and endorse checks in the corporation's name and on the corporation's behalf. The Secretary-Treasurer shall also have charge of disbursement of funds of the corporation, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation. The Secretary-Treasurer shall render to the Executive Board from time to time written statements of the financial condition of the corporation. The Secretary-Treasurer shall be responsible for preparing the corporation's annual budget to be approved by the members at the Summer Meeting and to oversee and maintain appropriate liability insurance for the

members of the corporation's Executive Board, providing evidence of such coverage to CAHA. The Secretary-Treasurer shall keep the minutes of such meetings, keep records of the member organization and their respective teams, be responsible for the maintenance of all other corporate books and records and files, and for the preparation and filing of reports to governmental agencies and other entities with which the corporation is affiliated. The Secretary-Treasurer shall have such additional authority and perform duties as are appropriate and customary for the office of Treasurer, except as the same may be expanded or limited from time to time by the President or the Executive Board.

Section 5.6. Tournament Director. The Tournament Director shall chair the Tournament Committee, and shall be responsible for planning, budgeting, overseeing and managing the league tournament.

Section 5.7. Communications/Development Director. The Communications/Development Director shall manage the league's website, shall serve on the Tournament Committee and the Suspension/Appeals Committee, and assist member organizations with development programs within their association i.e. One Goal, hockey days, etc. The Communications/Development Director shall give, or cause to be given, notice of all meetings of the members and special meetings of the Executive Board, as well as help coordinate developmental jamborees or gatherings between associations, and shall perform such additional duties as may be assigned from time to time by the President or the Executive Board.

Section 5.8. Scheduling Director. The Scheduling Director shall serve as the league game scheduler and lead contact to member organizations with regard to scheduling of league games, referees, and resolution of scheduling conflicts. The Scheduling Director shall coordinate league registration with CAHA and USA Hockey, serve as the team manager coordinator and lead contact to member organizations with regard to collecting team roster information and other team manager issues. The Scheduling Director shall notify all member organizations directly affected by any schedule changes. The Scheduling Director shall serve on the Tournament Committee, and shall perform such additional duties as may be assigned from time to time by the President or the Executive Board.

Section 5.9. Immediate Past President. The Immediate Past President shall serve a term of two years after the expiration of his or her term as President. The Immediate Past President shall advise the Executive Board and Officers, and perform other such duties as the Executive Board may request. This position will have a full vote on the board.

ARTICLE VI

Fees, Fines and Assessments

Section 6.1. Fees and Assessments. Fees, assessments other charges shall be assessed to member organizations by the Executive Board in amounts sufficient to carry out the purposes of the league, including without limitation annual registration fees; the cost of facilities rental; officiating fees; fees and dues to governing bodies,

affiliated organizations and leagues; capital expenditures; administrative costs; and the provision of reasonable operating and capital reserves. Such fees, assessments and charges shall be established in accordance with sound financial practices, provided however such fees shall be consistently applied to all member organizations.

Section 6.2 Fines. A fine shall be assessed to an association for failing to provide a representative to a required meeting. The League's required meetings are Spring and Fall meetings. An association will be assessed a Two Hundred and fifty dollar (\$250) fine for each absence. Failure to pay such fees for a period of thirty (30) days after they become due shall result in automatic termination of such member's membership in the corporation.

Section 6.3. Sanctions. Delinquency in the payment of the established fees, assessments and other charges of the league when due and payable may result in loss of membership or suspension of the subject member from the league. Continued failure to pay such fees or assessments, and any late fees or penalties imposed as a result thereof, for a period of thirty (30) days after they become due shall result in automatic termination of such member's membership in the corporation.

ARTICLE VII

Affiliation with USA Hockey and CAHA

The corporation shall be a member of USA Hockey and CAHA, its state affiliate, and shall abide by and act in accordance with the articles of incorporation, bylaws, rules and regulations, playing rules and decisions of USA Hockey and CAHA. All member organizations, in order to be eligible to participate in the league, shall be required to be registered with USA Hockey in accordance with the prevailing rules and regulations of USA Hockey. The corporation shall assist USA Hockey in the administration and enforcement of the provisions of the bylaws, rules and regulations, playing rules and decisions of USA Hockey within and upon its members and/or within its jurisdiction, and shall be guided by the core values of USA Hockey relating to sportsmanship, respect for the individual, integrity, pursuit of excellence at the individual, team and organizational levels, enjoyment, loyalty and teamwork.

ARTICLE VIII

Miscellaneous

Section 8.1. Waiver of Notice. Whenever notice is required by law, by the articles of incorporation or by these bylaws, a waiver thereof in writing signed by the director, member or other person entitled to said notice, whether before, or after the time stated therein, or his appearance at such meeting in person or (in the case of a members' meeting) by proxy, shall be equivalent to such notice.

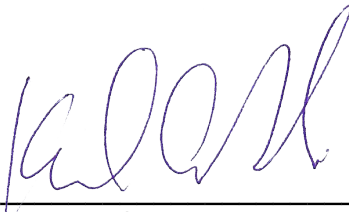
Section 8.2. Amendments. The members shall have the power to make, amend or repeal the Bylaws of the corporation at any semi-annual meeting or at any special meeting called for that purpose.

Section 8.3. Use of Funds. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, the board, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation 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 Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 8.4. Dissolution. Upon the dissolution of the corporation, the Executive Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes set forth above. Notwithstanding the above, in the event of dissolution, the Executive Board shall also act pursuant to the law of the State of Colorado then existing.

Section 8.5. Indemnification. Each director and officer of the corporation and each person who shall serve at its request as a director or officer, whether or not then in office, and his personal representative shall be defended and indemnified by the corporation against all costs and expenses actually and necessarily incurred in connection with the defense settlement or adjudication of any action, suit or proceedings in which such person is involved by reason of being or having been such a director or officer, except in relation to matters which such persons shall be finally adjudged in such action, suit or proceeding to have acted with willful misconduct or by *ultra vires* conduct in the performance of duty. The foregoing right of indemnification shall not be exclusive of other rights which may be entitled as a matter of law or by agreement. Any disputes or controversies arising under this article shall be submitted to the arbitration of a disinterested person, mutually chosen by the parties affected, whose decision shall be binding and conclusive upon all parties, and such dispute shall be arbitrated pursuant to the rules of the American Arbitration Association.

IN WITNESS WHEREOF, I hereby certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the Mountain States Girls Hockey League, Inc., as approved by the Members of the corporation at a semi-annual meeting thereof duly called and held on September 10, 2017.



Karl Borski, Secretary/Treasurer
Rocky Mountain Girls Hockey
Mountain States Girls Hockey League