

Southern Maine Youth Hockey Association

(A Maine Nonprofit Public Benefit Corporation With Members)

Dated: March 11, 2013, and Amended April 29, 2014, March 17, 2017,
October 17, 2017, December 19, 2017, April 23, 2019, **April 21, 2020**

CORPORATE BYLAWS

ARTICLE 1. IDENTITY

1.1 Name; Purpose: The name of the corporation shall be Southern Maine Youth Hockey Association (hereinafter the "Corporation", "Organization", "Association", "SMYHA", and/or "Southern Maine Hockey"). The Corporation may register to do business under one or more assumed names by filing appropriate registrations with the Secretary of State of the State of Maine. These Corporate Bylaws, the powers of the Corporation, its Directors, Officers and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Articles of Incorporation in effect from time to time. The purpose of the Corporation may be changed by amendment of its Articles of Incorporation; provided, however, that if an amendment of the articles of incorporation results in a material change in the nature of the activities conducted by the Corporation, then the corporation shall give notice to the Attorney General of the amendment simultaneously with the filing of the amended articles with the Secretary of State pursuant to Section 802.5 of the Maine Nonprofit Corporation Act, Title 13-B, Section 101 et seq., M.R.S.A. (the "Act").

1.2 Reserved and Assumed Names: The Corporation shall reserve rights to and/or register to do business under the following additional names by filing appropriate registrations with the Secretary of State of the State of Maine, and taking such other action as is necessary: "Southern Maine Huskies," "Southern Maine Breakers," and "Southern Maine Hockey."

1.3 Offices: The principal office of the corporation shall be located at such place in the Town of Gorham, County of Cumberland and State of Maine, as the Directors may determine from time to time. The location of the Corporation's principal office may be changed by the Directors from time to time without amendment of these Corporate Bylaws. The Corporation may also have offices at such other places, within or without the state of Maine, as its business and activities may require, and as the Directors may, from time to time, designate.

1.4 Registered Agent and Office: In compliance with the Maine Nonprofit Corporation Act, the Corporation shall have, and continuously maintain, a statutory registered agent who shall be a resident of the state of Maine. The Directors shall have the power to change the identity of the registered agent from time to time by filing an appropriate form with the Secretary of State of the State of Maine. The registered agent shall maintain a registered office within the state of Maine. The address of the registered office may be changed from time to time by either the registered agent, or the Directors, upon filing an appropriate form with the Secretary of State of the State of Maine.

1.5 Definitions: As used in these Corporate Bylaws the following terms mean:

- (a) Internal Revenue Code or "Code": The U.S. Internal Revenue Code of 1986, as amended by any successor provisions of federal tax law.
- (b) Ex Officio: Service as a member of a body by virtue of an office or position held.
- (c) Affiliated Organization: This Corporation, any corporation that controls this Corporation, or any legal entity or organization that controls, or is controlled by, any Affiliated Organization. An organization shall be understood to control another if it has the right (directly or indirectly) to elect or appoint a majority of the people who have voting rights serving on the governing board of such other organization; provided, however, that ex officio members of a governing board shall be treated as if elected or appointed by the organization referenced in their ex officio appointment.

ARTICLE 2. PURPOSES

2.1 Purposes: This benevolent and charitable institution has been organized and is incorporated under the Maine Nonprofit Corporations Act and shall be operated exclusively for charitable, educational, or scientific purposes within the meaning of §501(c)(3) of the U.S. Internal Revenue Code of 1986 (the "Code") as the same may be amended from time to time. Within these purposes, the purposes of the Corporation shall include

- (a) Developing and encouraging sportsmanship among all players and participants for the betterment of their physical, social, and emotional well being;
- (b) Encouraging, improving, and promoting the standards of ice hockey, and educating children as to the rules of and skills for ice hockey;
- (c) Abiding by, promoting, and furthering the goals, objectives, and values of USA Hockey and the Maine Amateur Hockey Association (MeAHA), and the Corporation shall reasonably abide by the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules, and decisions effected and promulgated by USA Hockey and the Maine Amateur Hockey Association to the extent that such compliance is practical, not inconsistent with the purposes of the Corporation, and not inconsistent with the Corporation's exempt status under the Code.

In furtherance hereof, but not by way of limitation, the Corporation shall be organized and empowered to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them, or connected with them, that are not forbidden by law, the Articles of Incorporation, or these Corporate Bylaws; provided, however, that the Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax-exempt status as a Corporation described in §501(c)(3) of the Code.

2.2 Tax-Exempt Purpose: It is intended that the Corporation shall have the status of a Corporation (i) which is exempt from Federal income taxation under Section 501(c)(3) of the Code, (ii) contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code and (iii) which is "other than a private foundation" as defined in Section 509(a) of the Code. The Articles of Incorporation and these Corporate Bylaws shall be construed accordingly and all powers and activities of the Corporation shall be limited accordingly. In this regard:

- (a) The Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code;
- (b) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that notwithstanding the foregoing, nothing in this Article shall be construed to prevent this Corporation from making the election available under Section 501(h) of the Code, but during any tax year for which an election under Section 501(h) of the Internal Revenue Code shall be in effect for the Corporation or any other Affiliated Organization, "direct lobby expenditures" and "grass roots expenditures" by the Corporation in any given tax year shall not exceed the applicable limits under Section 501(h) calculated without regard to the "exempt purpose expenditures" of any other Affiliated Organizations;
- (c) This Corporation shall not, in any manner or to any extent, participate or intervene (including publishing or distribution of statements) in any political campaign on behalf of any candidate for public office; and
- (d) This Corporation shall not engage in any activities that are unlawful under applicable federal, state, or local laws and without limiting the generality of the foregoing shall not discriminate on the basis of age, race, color, creed, sex, or national origin.

2.3 Dedication of Assets to Tax-Exempt Activities: All the assets and income of the Corporation shall be used exclusively for its charitable, educational, or scientific purposes and no part thereof shall inure to the benefit of any director, officer, or private individual; provided, however, that nothing contained herein shall be construed to prevent the payment or reimbursement by the Corporation of salaries and expenses of its officers, directors and employees.

If this Corporation shall be dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any director, officer, or private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed by affirmative vote of the Directors exclusively to:

- (a) One or more nonprofit organization or organizations which may have been created to succeed the Corporation, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of the Internal Revenue Code of 1986 as an organization described in §501(c)(3) of such Code, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended; and/or

- (b) One or more nonprofit organization or organizations having similar aims and objects as those of the Corporation and which may be selected as an appropriate recipient of such assets by the Directors, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended.

In the event the assets of the Corporation are not so distributed, said assets shall be distributed by a court of competent jurisdiction in the county where the principal office of the Corporation is located to a nonprofit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B of the Maine Revised Statutes as amended.

ARTICLE 3. MEMBERSHIP

3.1 Identification of Members: The membership of the Corporation shall consist of the registered coaches, and parents and/or legal guardians of all the legally registered skaters of Southern Maine Youth Hockey Association, including all registered skaters in the age divisions of Initiation, Atom, Mite, Squirt, Peewee, Bantam, Midget, and Girls Program. The Secretary of the Corporation shall maintain a list of the current Members of the Corporation.

3.2 Geographic District. The geographic district of Southern Maine Youth Hockey Association shall not be limited to specific municipalities or communities, but shall include the entire State of Maine.

3.3 Rights and Powers: The Members shall have all the voting rights set forth in the Articles of Incorporation, these Corporate Bylaws, or under Chapter 6 of Title 13-B M.R.S.A. These rights include:

- (a) The election of Directors and Officers;
- (b) The removal of Directors and Officers;
- (c) The amendment, restatement, or modification of the Articles of Incorporation of the Corporation;
- (e) The approval of the sale, mortgage, lease, or other disposition (but not the mortgage or pledge) of all, or substantially all, of the assets and property of the Corporation, the dissolution of the Corporation, or its merger with or consolidation into another corporation; and
- (f) Any other matter that the Directors may vote to submit for approval by vote of the Membership.

ARTICLE 4. BOARD OF DIRECTORS

4.1 Identity & Qualifications. The activities, property and affairs of the Corporation shall be managed by its Directors. The number of Directors may be increased or decreased from time to time by the Directors, but shall not be less than seven (7) Directors nor more than twenty-five (25) Directors, and no decrease in number shall have the effect of shortening the term of any incumbent Director. Any adult person who supports the purposes of the Corporation, and who is willing to undertake the duties of a Director and to abide by the bylaws of the Corporation is eligible to become a Director. A Director is not required to be a Member of the Corporation.

Each Director shall be selected for his or her ability to participate effectively in fulfillment of the responsibilities of the Directors. In the process of selection of individual candidates as Directors, consideration should be given to those individuals with financial management skills and experience, and those with interests and expertise in areas of value to the Corporation. When selecting Directors, the Directors shall observe the requirement that no more than 49% of the Directors may be "financially interested persons" as hereinafter defined. For purposes of the preceding sentence, the term "financially interested persons" shall mean any person who (i) receives compensation from the corporation for performing personal services, (ii) is entitled to receive a portion of the net income of a business that is paid for providing personal services to the corporation, or (iii) is the spouse, brother, sister, parent or child of any of the foregoing people.

The Directors positions, and related responsibilities and terms of office are:

The **Tier II/Tier III Coaching Director** will take primary responsibility for recruiting coaches into, and oversight of, the team coaches (including assistant coaches) in the Tier II/Tier III component of Southern Maine Hockey. The Tier II/Tier III Coaching Director will assign those coaches to Tier II and Tier III teams. The Tier II/Tier III Coaching Director shall hold regular meetings of the Tier II and Tier III coaches to exchange information on coaching qualifications, issues and performance, and to address changes and developments affecting coaching, and to ensure that all coaches follow Association protocol relative to player minutes, year end celebrations, appropriate drills, etc. Together with, and in cooperation with, the Tier IV Coaching Director and the Girls Coaching Director, the Coaching Directors shall organize the appropriate training for all Southern Maine Hockey coaches, which includes, at a minimum, meeting the USA Hockey Coaches Training Standards and qualifications. The three Coaching Directors will jointly chair the Southern Maine Hockey Disciplinary Committee. The term of office for the Tier II/Tier III Coaching Director shall be a two year term.

The **Tier IV Coaching Director** will take primary responsibility for recruiting coaches into, and oversight of, the team coaches (including assistant coaches) in the Tier IV component of Southern Maine Hockey. The Tier IV Coaching Director will assign those coaches to Tier IV teams. The Tier IV Coaching Director shall hold regular meetings of the Tier IV coaches to exchange information on coaching qualifications, issues and performance, and to address changes and developments affecting coaching, and to ensure that all coaches follow Association protocol relative to player minutes, year end celebrations, appropriate drills, etc. Together with, and in cooperation with, the Tier II/Tier III Coaching Director and the Girls Coaching Director, the Coaching Directors shall organize the appropriate training for all Southern Maine Hockey coaches, which includes, at a minimum, meeting the USA Hockey Coaches Training Standards and qualifications.

The three Coaching Directors will jointly chair the Southern Maine Hockey Disciplinary Committee. ~~The term of office for the Tier IV Coaching Director shall be a two-year term.~~

The **Registrar** shall record all players in the Association, transmit their participation information to USA Hockey in the prescribed format, and register all teams with USA Hockey and MeAHA. The Registrar will also maintain or have access to the corporation's official copies of the individual players USA Hockey Registration Form, Medical Release Form, Medical History Form, Birth Certificates, Consent to Treat Form and other required or appropriate forms and documents. The Registrar takes lead responsibility for managing the registration process for tryouts, season and other extended season registrations for all players, the season kick-off and other programs that commence during the year. The Registrar will also assist Southern Maine Hockey teams and their administrators with team rostering and submissions necessary for MeAHA state tournament and other tournament play. The Registrar may delegate certain of the tasks and duties of the Registrar to the Assistant Registrar and oversee the performance of the Assistant Registrar. ~~The term of office for the Registrar shall be a two-year term.~~

The **Assistant Registrar** will assist the Registrar and be secondarily responsible for the performance and completion of the tasks and duties of the Registrar as such responsibilities are defined above. The Assistant Registrar shall assist and perform such supporting tasks and duties and in such manner as the Registrar and Board may delegate to such position. ~~The term of office for the Assistant Registrar shall be a two-year term.~~

The **Communications Director** has the primary responsibility for the publication of the periodic newsletter, production and distribution of flyers and brochures marketing the programs for Southern Maine Hockey, and delivery of information about the corporation and its programs onto the Southern Maine Hockey web site, as well as to media outlets. This Director shall also have primary responsibility for drafting and transmitting of any and all appropriate or necessary mass communications from the Association, Board and Officers, to the membership and its participating players. The Communications Director shall be responsible for the annual picture days usually run on the first weekend of November. The Communications Director shall work collaterally with the Director of Sponsors on fundraising activities. This Director will also be primarily responsible for all matters related to the Southern Maine Hockey website(s) and webpages, including Tier II/III/IV sites and pages, including design and appearance, updating, posting general and specific information, and authorizing and assisting appropriate parties (team administrators, other Directors, etc.) to make changes to and to post information on the website. The Communications Director will work with the website provider to create and provide an active, functional, current and useful internet presence for the Association, including sponsor advertising, team information, contact information and calendar/scheduling information. The Communications Director will work regularly with the Registrar, Fundraising Director, and other Directors, as well as team administrators, concerning updating the website and its information. ~~The term of office for the Website Director shall be a two-year term.~~

The **Director of Equipment** will take primary responsibility for purchasing all equipment needed for the season's activities. This includes, but is not necessarily limited to the purchase of jerseys, goaltending equipment, sticks, pucks and coaches' equipment and supplies. Also, any equipment needed for practices and games. At the end of the season the Director of Equipment will ensure that all Corporation owned and borrowed equipment has been returned to the safe custody of the Association for storage. The Director of Equipment also coordinates and manages the sale of

all Southern Maine Hockey logo merchandise that is displayed and sold during various events of the hockey season. ~~The term of office for the Equipment Director shall be a one year term.~~

The **Fundraising Director** will take primary responsibility for setting levels of sponsorship, recruiting and securing sponsors for Southern Maine Hockey and its individual teams, and work closely with the Director of Tournaments to secure sponsors for each of the tournaments that the Corporation agrees to hold or run. The Director of Sponsors will also take the leadership role in all fundraising activities and work collaterally with the other Directors and Officers in planning, coordinating and undertaking any fund-raising activities. ~~The term of office for the Fundraising Director shall be a one year term.~~

The **Director of Tournaments** will take primary responsibility for organizing all tournaments offered or hosted by the Organization. This includes recruiting teams to the tournaments, creating the rules and policies that will govern the tournaments and organizing the coaches and other volunteers to insure a smooth and enjoyable tournament. The Director of Tournaments is responsible for all tournament giveaways, advertising and other activities to insure a successful tournament. The Director of Tournaments is also responsible for the dissemination of information concerning invitational tournaments to Southern Maine Hockey coaches and team administrators and assisting Southern Maine Hockey team's registration into such tournaments. ~~The term of office for the Tournament Director shall be a one year term.~~

The **Director of Beginning Hockey/Initiation Programs** will take primary responsibility for overseeing the Atom, Initiation, Break the Ice and Learn to Skate programs. This role includes coordinating with the Coaching Directors to line up appropriate number of qualified coaches for each program, coordinating with the scheduler to secure the proper ice time and ensuring that these programs run smoothly. ~~The term of office for the Director of Beginning Hockey/Initiation Programs shall be a one year term.~~

The **Girls Program Director** is responsible for developing and coordinating a program for girls to compete locally and regionally in USA Hockey and MeAHA hockey leagues and events. This position requires coordination and communication with other nearby youth hockey leagues to develop schedules, create teams with the appropriate number of players and ages, and ensure a fun hockey experience for girls interested in participating in a girl's league or program. The Girls Program Director will take primary responsibility for all necessary duties required overseeing the successful operation of the girl's program, including girls Tier II, III and IV teams. These duties shall include, but not necessarily be limited to recruiting, tryouts, practice format, coaching requirements and games. The Girls Program Director may, but need not, appoint division directors within their component and shall make certain that each team has appointed a responsible and effective team administrator who shall assist the team coach with team operations, including player and parent documentation, record-keeping, communication, team webpage maintenance, and score reporting. The Girls Program Director shall represent the players, parents and guardians, coaches, and other participants of the Girls Program component of Southern Maine Hockey at the regular monthly Board of Directors meetings. ~~The term of office for the Director of Girls Programs shall be a one year term.~~

The **Girls Coaching Director** will take primary responsibility for recruiting coaches into, and oversight of, the team coaches (including assistant coaches) in the Girls Hockey component of Southern Maine Hockey. The Girls Coaching Director will assign those coaches to the Girls teams in our Association. The Girls Coaching Director shall hold regular meetings of the Girls coaches to

exchange information on coaching qualifications, issues and performance, and to address changes and developments affecting coaching, and to ensure that all coaches follow Association protocol relative to player minutes, year-end celebrations, appropriate drills, etc. Together with, and in cooperation with, the Tier II/Tier III Coaching Director and the Tier IV Coaching Director, the Coaching Directors shall organize the appropriate training for all Southern Maine Hockey coaches, which includes, at a minimum, meeting the USA Hockey Coaches Training Standards and qualifications. The three Coaching Directors will jointly chair the Southern Maine Hockey Disciplinary Committee. The term of office for the Girls Coaching Director shall be a two year term.

4.2 Terms of Office: Directors shall serve for terms of ~~one or~~ two years as specified in the description and in all cases until their successors are elected and qualified, or until their prior death, removal, or resignation. In the event that there is a failure to elect Directors as aforesaid, or if such Annual Meeting is not held, then Directors shall be elected at any Regular or Special Meeting of the Members called for that purpose as soon thereafter as convenient. See 7.2 (e) for Election cycle of Directors and Officers. When a mid-term vacancy of a Director should arise, the opening must be posted to the membership and then the Board will review those interested candidates and ultimately appoint one of those candidates to fill the opening for the remainder of the term.

4.3 Rights and Powers: All of the business and affairs of the Corporation not expressly reserved to the Members shall be managed by the Board of Directors. The Board of Directors shall manage the activities of the Corporation in a manner consistent and in compliance with the purposes, objectives, philosophy, and limitations set forth in the Articles of Incorporation, these Corporate Bylaws and as otherwise required by law.

The Board of Directors may delegate any part of its power to any Officer, or to any committee of the Corporation. No assignment, referral or delegation of authority by the Board of Directors, however, shall preclude the Board of Directors from exercising the authority required to meet its responsibility for the conduct of the affairs of the Corporation. The Board of Directors shall retain the right to rescind any such delegations.

The Directors shall have as their primary function the establishment of policies consistent with the purposes of the Corporation and the assumption of responsibility for resource management or stewardship on behalf of the Corporation. The Directors shall have all the rights set forth in the Articles of Incorporation, these Bylaws, or under Chapter 6 of Title 13-B of the Maine Revised Statutes as amended by and through §604(4) thereof.

4.4 Compensation: Directors shall not receive compensation for service as Directors of the Corporation, but each Director upon their request shall be entitled to a waiver of registration fees for one (1) skater for one (1) Southern Maine Hockey sponsored clinic per term year (not to exceed a registration fee amount of \$275.00). Directors may be reimbursed for reasonable expenses incurred in their service as Directors with the approval of the Board of Directors.

4.5 Minutes: A written record of all meetings of the Directors and the Members shall be maintained by the Secretary in one or more Corporate Books reserved for this purpose.

4.6 Rules: The Board of Directors may adopt rules governing the conduct of business and procedures for meetings that are not inconsistent with law, the Articles of Incorporation and these

Corporate Bylaws. Such rules may be amended by the Board of Directors at any meeting, without notice.

ARTICLE 5. OFFICERS

5.1 Number and Designation: The Officers of the Corporation shall be a President, Tier IV Executive Officer/VP, Tier II/Tier III Executive Officer/VP, Secretary, and Treasurer. In addition, the Board of Directors may appoint one or more vice-presidents, assistant secretaries, or assistant treasurers, and assign such duties to them, as from time to time it deems advisable. An Officer is not required to be a Member of the Corporation.

5.2 Duties: Except as otherwise provided in these Corporate Bylaws, the Officers of the Corporation shall perform the duties usually pertaining to their respective offices in corporations organized under the Maine Nonprofit Corporations Act, such duties as may be required by the Articles of Incorporation or these Corporate Bylaws, and such other duties as may be prescribed from time to time by the Board of Directors. In addition, Officers shall have the following duties:

- (a) The **President** shall be a member *ex officio* of the Board of Directors and shall be the duly authorized representative of the Board of Directors in all matters in which the Board of Directors or these Corporate Bylaws have not formally designated some other person for that purpose. The President shall advise the Board of Directors as to the formulation and implementation of policies for the organization and operation of the Corporation. The President shall report to the Board of Directors at each of its meetings on the activities of the Corporation and on developments that affect the delivery of charitable services to the community served by the Corporation. The President shall represent the Corporation in its relationships with other organizations and agencies. The President, or her designee, shall attend all meetings of the Board of Directors of the Corporation and any committees of the Board. The President shall preside at all meetings of the Board of Directors and shall be, *ex officio*, a voting member of all committees. The President shall appoint all members of committees, except as otherwise provided in the Articles of Incorporation or these Corporate Bylaws. The President may determine the order of business at meetings of the Board of Directors and shall serve as chairperson of such meetings. The President represents the Corporation at the regular monthly meetings for MEAHA, but may delegate such representation to another Officer or Director on a per meeting basis. The President shall perform any other duties normally within the expressed or implied terms of the office that may be necessary for the best interest of the Corporation. The President shall perform such other duties as the Board of Directors shall, from time to time, direct.
- (b) The **Tier IV Executive Officer/VP** (sometimes known as Tier IV manager or Tier IV administrator) shall be a member *ex officio* of the Board of Directors and shall be primarily responsible for overseeing the operations of the Tier IV component of Southern Maine Hockey. He or she shall be responsible for overseeing the Tier IV Mites, Squirts, Peewees, Bantam, and Midgets teams operating within the Tier IV component of Southern Maine Hockey, and shall be responsible for all coordination with the Tier IV teams for communication, scheduling, cancellations, and any other business dealing with the logistics of the hockey season. Such Executive Officer may, but need not, appoint division directors within their component, and shall make certain that each team has appointed a responsible and effective team administrator who shall assist the team coach with team operations, including player and parent documentation, record-keeping, communication,

team webpage maintenance, and score reporting. The Tier IV Executive Officer/VP shall represent the players, parents and guardians, coaches, and other participants of the Tier IV component of Southern Maine Hockey at the regular monthly Board of Directors meetings and the Executive Committee meetings. The Tier IV Executive Officer/VP shall, in conjunction with Tier II/Tier III Executive Officer/VP, exercise the powers of the President when the latter is incapacitated, unavailable, or unable to preside at a meeting. The Vice Presidents shall alternate the role as incidents arise. If the two VPs cannot agree on which VP will be accepting the responsibility, the Board of Directors shall vote to appoint one of the Vice Presidents to act as the president.

- (c) The **Tier II/Tier III Executive Officer/VP** (sometimes known as Tier II or III manager or Tier II or III administrator) shall be a member *ex officio* of the Board of Directors and shall be primarily responsible for overseeing the operations of the Tier II/III component of Southern Maine Hockey. He or she shall be responsible for overseeing the Tier II and Tier III teams operating within the Tier II/Tier III component of Southern Maine Hockey, and shall be responsible for all coordination with the Tier II and Tier III teams for communication, scheduling, cancellations, and any other business dealing with the logistics of the hockey season. Such Executive Officer may, but need not, appoint division directors within their component shall make certain that each team has appointed a responsible and effective team administrator who shall assist the team coach with team operations, including player and parent documentation, record-keeping, communication, team webpage maintenance, and score reporting. The Tier II/Tier III Executive Officer/VP shall represent the players, parents and guardians, coaches, and other participants of the Tier II/III component of Southern Maine Hockey at the regular monthly Board of Directors meetings and the Executive Committee meetings. The Tier II/Tier III Executive Officer/VP shall, in conjunction with Tier IV Executive Officer/VP, exercise the powers of the President when the latter is incapacitated, unavailable, or unable to preside at a meeting. The Vice Presidents shall alternate the role as incidents arise. If the two VPs cannot agree on which VP will be accepting the responsibility, the Board of Directors shall vote to appoint one of the Vice Presidents to act as the president.
- (d) The **Secretary** shall be a member *ex officio* of the Board of Directors and shall be responsible for assuring that proper minutes of all meetings of the Board of Directors and/or the Members of the Corporation are maintained and published or posted to the Association website, and shall be responsible for the maintenance of an attendance record of Directors in accordance with Sections 7.7, 7.8 and 8.1.
- (e) The **Treasurer** shall be a member *ex officio* of the Board of Directors and shall have custody of all funds of the Corporation, making payments therefrom as the Board of Directors authorizes, and with the approval of the Board of Directors, may delegate any of these duties to such person, acting under the direction of the Treasurer, as the Board of Directors may approve. The Treasurer, acting on behalf of the Board of Directors, shall require that appropriate records be kept to give a full and accurate history of the financial transactions of the Corporation in order to present its financial condition, and to render such periodic and other reports as the Board of Directors may require. The Treasurer, as directed by the Board of Directors, shall have authority to endorse for transfer in the name and on behalf of the Corporation stock certificates, bonds, and other securities and evidence of indebtedness standing in the name of the Corporation. If required by the

Board of Directors, the Treasurer, at the expense of the Corporation, shall be bonded for the faithful performance of his or her duties.

5.3 Election and Tenure: The Officers of the Corporation shall be elected by the Members as part of the election of the Board of Directors at the annual meeting of the Members. The term of office for the Officers President and Treasurer shall be two (2) years, and the term of office for the Tier IV Executive Officer/VP, Tier II/Tier III Executive Officer/VP, and Secretary shall be one (1) year; provided, however, that each Officer shall hold office until a successor has been duly elected and qualified, or until his or her prior death, resignation or removal. An Officer may be elected to succeed himself or herself. See 7.2 (e) for Election cycle of Directors and Officers. When a mid-term vacancy of an Officer should arise, the opening must be posted to the membership and then the Board will review those interested candidates and ultimately appoint one of those candidates to fill the opening for the remainder of the term.

5.4 Compensation: Officers shall not receive compensation for service as Officers of the Corporation, but each Officer upon their request shall be entitled to a waiver of registration fees for one (1) skater for one (1) Southern Maine Hockey sponsored clinic per term year (not to exceed a registration fee amount of \$275.00). Officers may be reimbursed for reasonable expenses incurred in their service as Officers with the approval of the Board of Directors.

ARTICLE 6. COMMITTEES OF THE CORPORATION

6.1 Standing Committees: There shall be such standing committees as may be established by these Bylaws or Resolution of the Directors from time to time to coordinate the primary activities of the Corporation. These standing committees shall include (but need not be limited to) the Executive Committee and the Nominating Committee which shall be structured as set forth below. The Board of Directors may organize such additional standing committees as may be appropriate or desirable. Additional standing committees shall be established by resolution of the Board of Directors or amendment of these Corporate Bylaws.

- (a) Executive Committee: The Executive Committee shall consist of the Officers (President, Tier IV Executive Officer/VP, Tier II/Tier III Executive Officer/VP, Secretary and Treasurer) and the Registrar. Except as may otherwise be provided by law (including without limitation Section 709 of the Act) or by the Board, the Executive Committee, during the intervals between the meetings of the Board, may exercise any of the powers of the Board in the management of the affairs of the Corporation that may be specifically delegated to the Executive Committee by action of the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings. All action by the Executive Committee shall be reported to the Board at its next meeting and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board, and the Board may appoint one or more Directors as alternate members of the Executive Committee to take the place of any absent members at any meeting. The Board shall have the power at any time to change the membership of the Executive Committee, to fill vacancies in it, or to dissolve it.

- (b) Nominating Committee: There shall be a Nominating Committee and its responsibilities shall include identification and recruitment of candidates for the Board, selection of Director and Officer nominees to be presented to the Members for election at the Annual Meeting of the Members. The Committee shall be constituted of at least two (2) Directors. The Nominating Committee may include one or more Members as advisors. The Committee shall use legal and moral means to gather and submit potential nominations to the board at least thirty days prior to the election. Any Member who requests nomination as a Director or Officer shall be included on the ballot.

6.2 Special Committees: The President may appoint, from time to time, such special committees as may be (in his or her discretion) advisable to carry out the purposes of the Corporation. Such special committees shall serve as long as the purpose for which they were created exists, unless dissolved by the Board of Directors. The purposes and authority of such committees shall be set forth in the Minutes of the meeting of the Directors at which the President announces the establishment of the committee.

6.3 Membership and Chairs: Members of all committees shall be appointed by the President and one (1) member of each committee shall be appointed chair by the President after receiving recommendations concerning this appointment from each committee. Except as otherwise provided below, membership on committees may include persons other than Directors, professional advisors, and other interested persons. Alternate or replacement members of any committee shall be appointed or elected, as the case may be, in the same manner as committee members are initially selected.

6.4 Tenure: A member of a committee shall serve until the next annual meeting of the Board of Directors of the Corporation or until his/her successor is appointed, unless the committee shall dissolve sooner or unless he/she is removed from such committee or unless the individual ceases to qualify as a member of such committee. Each year in advance of the annual meeting, each committee member shall submit a written review of the effectiveness of the committee Chair to the President.

ARTICLE 7. MEETINGS

7.1 Notice of Meetings

- (a) Notice of all meetings of the Members shall be given by the Secretary of the Corporation, or in the absence or disability of the Secretary, by the President or Vice President Treasurer, by mailing or electronically mailing to each Member a written, printed or electronic notice specifying the time and place of the meeting and, in the event of a special meeting, the purposes thereof. Such notices shall be addressed to such Member at his or her last known address or email address, and mailed with sufficient postage prepaid, or electronically mailed, not less than ten (10) days, nor more than fifty (50) days before the meeting.
- (b) The President shall select the date, time and place for holding regular and special meetings of the Board of Directors and shall cause notice to be given to all Directors not less than five (5) days prior to the call of the meeting.

- (c) Whenever all Members or all Directors are present at a meeting of the Members, or the Board of Directors, respectively, or when the Members or Directors not present at a meeting shall sign a consent to action, such action shall be of the same effect as if notice had been duly given as aforesaid.
- (d) An affidavit of the mailing or electronic mailing of any notice required hereunder with a copy of the notice attached made by the person mailing or publishing the notice shall be sufficient proof of compliance with these Corporate Bylaws.
- (e) Meetings of any committees of the Corporation may be called by the President of the Corporation or the chair of the committee who shall cause written or electronic notice of the date, time and place of a meeting of any committee to be given to all committee members and to each Director of the Corporation at least five (5) days in advance of the date of the meeting.
- (f) Whenever any notice whatever is required to be given under the Articles of Incorporation or these Corporate Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the person or entity entitled to such notice, shall be deemed equivalent to the giving of such notice. Neither the purpose of nor business to be transacted at any annual, regular or special meeting need be specified on the waiver of notice, unless specifically required by law. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a meeting is attended for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.2 Meetings and Action of the Members:

- (a) The annual meeting of the Members shall be held during the month of April of each year, at such time and location as set forth in the notice of the meeting. In the event of a failure for any reason to hold an annual meeting as aforesaid, any business which might properly be transacted at an annual meeting, including the election of Directors, may be transacted at a special meeting.
- (b) A ballot shall be printed with the positions available for election and the names of those nominated to fill the positions. Space also shall be made available to those wishing to enter a write-in candidate for each position available. Ballots should be made available to all Members fourteen (14) days prior to the election by public notice, which may include notice by mail, electronic mail notice, web site (internet) notice publication, notice through team administrators, and/or be by printed notice posted at the Association's home ice arena(s), and/or any other facility which the Organization uses on a regular basis for practices and home games. Members wishing to mail ballots may do so to the association's post office box. Ballots may be sent and received by electronic mail as well under such rules and requirements as may be set by the Board of Directors. Any ballots received after the start of the election shall be considered invalid and will not be counted. All ballots submitted prior to the start of the actual election procedure shall be counted. The ballots shall be checked for their validity and tabulated at the meeting by committee at the annual meeting. The results shall be made available and posted prior to the end of the meeting, or as soon thereafter as is reasonable.

- (c) Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of twenty (20) or more of the Members of the Corporation.
- (d) Upon vote of the Board of Directors, any action, motion, or other membership voting item or matter may be printed or published in a ballot format and made available to the membership along with the required annual or special meeting notice for the meeting at which said matter is to be voted on by the membership. Public notice of such item may include notice by mail, electronic mail notice, web site (internet) notice publication, notice through team administrators, and/or be by printed notice posted at the Association's home ice arena(s), and any other facility which the Organization uses on a regular basis for practices and home games. Members wishing to mail ballots on such voting item or matter may do so to the association's post office box. Ballots for such voting item or matter may be sent and received by electronic mail as well under such rules and requirements as may be set by the Board of Directors. Any ballots received after the start of the vote on such matter at the noticed meeting shall be considered invalid and will not be counted. All ballots submitted prior to the start of the vote on such matter at the noticed meeting shall be counted. The ballots shall be checked for their validity and tabulated at the meeting where the formal vote on such item or matter occurs. Votes may be received in person and by proxy at such properly noticed meeting as well. The results shall be made available and posted prior to the end of the meeting, or as soon thereafter as is reasonable.

(e) Election cycle of Directors and Officers. The following is the grouping of Directors and Officers to be up for election at the Annual Meeting, either on the even ending years or the odd ending years. The intent of the grouping is to hold onto the history of the program by only having half of the board voted on in any election cycle.

Even Years	Odd Years
President	Treasurer
Tier IV Executive Officer/VP	Tier II/Tier III Executive Officer/VP
Secretary	Registrar
Tier II/Tier III Coaching Director	Tier IV Coaching Director
Communications Director	Fundraising Director
Assistant Registrar	Director of Equipment
Girls Program Director	Girls Coaching Director
Director of Beginning Hockey Programs	Director of Tournaments

7.3 Meetings of the Board of Directors: The annual meeting of the Board of Directors shall occur at the next regularly scheduled meeting of the Board of Directors following the annual meeting of the Members of the Corporation. Regular meetings of the Board of Directors shall normally be held at least monthly, excepting the months of June, July and August. Directors may participate in regular or special meetings of the Board of Directors by telephone conference call or by real time internet access; provided, however, that all of the Directors must be able to hear one another at the same time. The incumbent Directors and Officers shall retain their authority and responsibility until successor Directors assume their offices in accordance with the terms of these Corporate Bylaws.

7.4 Meetings of Committees: Meetings of standing committees and special committees may be called by the President of the Corporation or the chair of the committee. Except as otherwise provided in these Corporate Bylaws, each committee shall meet as often as necessary and appropriate to perform its duties. Each committee shall report to the Board of Directors at its next Regular Meeting subsequent to each meeting of the committee and such reports shall be kept as part of the minutes of the Board of Directors.

7.5 Quorum, Voting and Manner of Acting:

- (a) At any meeting of the Members of the Corporation, a quorum for the transaction of business shall consist of Members representing not less than the lesser of either five percent (5%) of all votes entitled to be cast, or twenty (20) votes; provided, however, that a smaller number may adjourn such a meeting from time to time until a quorum is obtained. Votes received from Members by mail, electronic mail, or proxy may be used to calculate a quorum for the purposes of that particular item or matter being voted upon at that meeting. In the case of a meeting of the Directors, or any committee of the Board of Directors, a majority of the Directors or persons serving on the committee that have been elected (or otherwise appointed) and qualified then in office shall constitute a quorum for the transaction of business at any meeting; provided, however, that if less than a quorum is present, then a majority of the Directors or persons serving on the committee present may adjourn the meeting.
- (b) The act of a majority of the Members, Directors or persons serving on a committee of the Board of Directors present at a meeting at which a quorum is present shall be the act of the body meeting, unless the act of a greater number is required by the Articles of Incorporation, these Corporate Bylaws, or any provision of law.
- (c) Each Member, Director or individual serving on a committee of the Corporation who is present shall have one vote on each matter submitted to a vote at any meeting. Except at meetings of the Members where proxies shall be permitted, voting by proxy at meetings of the Directors or its committees shall not be permitted. Members shall have, for the purpose of voting, one (1) vote per registered skater with such vote(s) to be cast by the parents or legal guardians at duly noticed meetings of the Association, or (1) one vote per registered coach if said coach does not have a registered skater in the Association. No parent or legal guardian shall be entitled to a vote on behalf any skater that is not then current with regards to fees owed to the association. In the event the parents or legal guardians of a skater cannot agree as to the manner in which the vote shall be cast, it shall be disregarded.

7.6 Conduct of Meetings: The President of the Corporation, or in the absence of the President, the Vice President-Treasurer, shall call any meeting of the Members or Directors to order and shall act as the chairperson of the meeting. The chairperson of a committee, or in her absence, a vice chairperson or chair pro tem, shall call any committee meeting to order and shall act as the chairperson of the meeting.

7.7 Board Action In The Absence of a Meeting – Written Consent: If all the Directors sign a written signed consent specifying any action desired to be taken by the Board of Directors of the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Directors and the secretary shall file such consent with the minutes of the meeting of

the Directors to be read at the ensuing regular meeting. A consent may be executed in counterpart originals as long as all counterparts are maintained in the corporate records or record book by the Secretary. A consent may be manually or digitally signed, or signed in another effective manner, and may be communicated by physical or manual delivery, mail, electronic mail, facsimile transmission, text attachment, or other reasonably reliable and secure method of transmission. Any Board of Directors action or vote accomplished by unanimous signed consent shall be a valid corporate action as though it had been authorized at a formal meeting of the Directors. Any Board of Directors action or vote accomplished by unanimous signed consent shall be documented in the minutes approved at the next regularly scheduled Board meeting.

7.8 Board Action In The Absence of a Meeting – Electronic Mail Discussion and Vote: When there is an issue or matter that (i) requires Board action, (ii) is of such importance and/or urgency that it may or should not be delayed to the next regularly scheduled Board meeting, and (iii) cannot or should not, by reason of importance, timing, inconvenience, unavailability of Board member or Officers, or other be addressed by a special Board meeting or a special Executive Committee meeting, the matter may be discussed and voted on by the Board through use of electronic email (“email”) according to the following procedures:

- (a) Any such issues or matters shall first be communicated by any Board member or Officer to the President as a proposed motion, who shall first make a determination that the matter or issue meets the standards (i) through (iii) above.
- (b) The President shall communicate the issue or matter to the Secretary, who shall then be in charge of the subsequent electronic mail voting process. The Secretary shall then draft or modify the motion or resolution in proper form to be considered by the Board, if such motion is not already in proper form to be considered and voted upon.
- (c) The Secretary shall transmit the text of the motion or resolution in the body of an email message or by attachment to all of the Board members by electronic mail, with a header briefly identifying the motion or resolution, and with notice indicating the Board member making the motion, and that the motion shall automatically fail if not seconded by another Board member within six (6) hours. If no second is received during such time period the motion fails and the Secretary shall notify the Board accordingly.
- (d) If a second to the motion or resolution is received, there shall be a (thirty-six) 36-hour discussion period, beginning at the time of the communication of the second, during which discussion period the Board members may discuss the matter by electronic mail.
- (e) Any proposals to amend the motion shall fail for lack of a second if not made within six (6) hours of the communication of such motion to amend. If a motion to amend is seconded, there shall be a six (6) hour discussion period on the amendment, followed by a six (6) hour voting period on the amendment. Discussions and votes on motions to amend the original motion or resolution shall not serve to extend the time periods set for the discussion and vote on the original motion. No motion to amend may be offered after a discussion period ends and a voting period has begun.
- (f) All email communications regarding the particular motion or resolution shall include a header briefly identifying the motion or resolution, and shall be copied to all Board members.

- (h) The Secretary shall oversee the electronic mail voting process and procedures, providing notices of, and tracking, the opening and closing of the discussion periods and voting periods, keeping record of motions, amendments and votes, and documenting and reporting results of any and all electronic mail votes by the Board. Discussion periods may not be terminated early except by unanimous consent or vote. The Secretary may terminate a voting period early at such time as a vote has been received by all of the Board members. At the conclusion of each vote, whether a vote on an amendment, or a final vote on the motion or resolution, the Secretary shall provide the Board with the voting result.
- (i) Any Board of Directors action or vote through electronic mail procedures herein shall be documented in the minutes approved at the next regularly scheduled Board meeting.

7.9. Conflicts of Interest: A transaction may be approved by the Directors (or a committee thereof) notwithstanding a conflict of interest either if the transaction is fair at the time it was entered into, or if the material facts of the transaction and the director's or officer's interest are disclosed or known to the Board of Directors (or a committee thereof), when they approve the transaction.

- (a) A conflict-of-interest transaction is a transaction in which a director or officer of a corporation has a direct or indirect financial interest. For the purposes of this section, a director or officer has an indirect interest in a transaction if:
 - (I) Another entity in which the director or officer has a material interest or in which the director or officer is a general partner is a party to the transaction; or
 - (ii) Another entity of which the director or officer is a director, officer or trustee is a party to the transaction.
- (b) A transaction in which a director or officer of the Corporation has a conflict of interest may be approved before or after consummation of the transaction as follows:
 - (I) The board of directors or a committee of the board may authorize, approve or ratify a transaction under this section if the material facts of the transaction and the director's or officer's interest are disclosed or known to the board or committee of the board; provided, however, that a transaction may not be approved by a single director. The transaction may be approved only if it is fair and equitable to the Corporation as of the date the transaction is authorized, approved or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness.
 - (ii) If the Board of Directors is unable to make a decision regarding a transaction and one or more of the Directors so requests, a transaction may be approved by the Attorney General or by the Superior Court in an action in which the Attorney General is joined as a party in accordance with Section 718.3 of the Act; provided, however, that the transaction may be approved only if it is fair and equitable to the corporation as of the date the transaction is authorized, approved or ratified. The

party asserting fairness of any such transaction has the burden of establishing fairness.

(c) The Directors shall guide their conduct with respect to conflict of interest transactions through implementation of the following procedural safeguards:

- (I) Prior to taking his or her position on the Board of Directors and annually thereafter, each Director shall submit in writing to the President of the Corporation a list of all businesses and other organizations of which the Director is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder with at least 5% interest in all outstanding voting shares, employee or agent with which the Corporation has, or might be expected to have, a relationship or a transaction in which the Director might have a conflicting interest. Each written statement will be resubmitted with any necessary changes annually. The President shall become familiar with the statements of all Directors in order to guide his or her conduct should a conflict arise. The Treasurer of the Corporation shall be familiar with the statement filed by the President.
- (ii) At such time as any matter comes before the Board of Directors in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by the Director's written statement or not, and after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Director shall not vote thereon. In the event that such Director fails to withdraw voluntarily, the President is empowered to and shall require that the affected Director remove himself or herself from the room during both the discussion and vote on the matter. In the event the conflict of interest affects the President, the Vice Presidents ~~Treasurer is~~ are empowered to and shall require that the President remove himself or herself in the same manner, and for the duration of discussion and action on the matter, the Vice President (VP) ~~Treasurer~~ shall preside. The Vice Presidents (VPs) shall alternate the role as incidents arise. If the two VPs cannot agree on which VP will be accepting the responsibility, the Board of Directors shall vote to appoint one of the Vice Presidents to act as the president.
- (iii) If the matter is the item of business for which a special meeting of the Board of Directors was called, the affected Director shall not be counted to establish a quorum, nor shall he or she participate in the deliberations or vote thereon.

7.10 Attendance: Directors are expected to attend all meetings of the Board of Directors and of any committees on which they serve, unless excused by the President for good cause or unless this provision is waived by unanimous vote of the remaining Directors. Participation in meetings by telephone conference call or real-time internet access shall have the same effect as presence in person at the meeting.

ARTICLE 8. RESIGNATIONS, REMOVALS & VACANCIES

8.1 Resignation: Any Director, Officer, or person appointed to serve on a committee of the Corporation may resign as such at any time by giving written notice to the President or the Secretary, or (only in the case of a Director or Officer) by absence from three (3) meetings of the Directors in any twelve consecutive months. Written resignations shall take effect at the time therein specified, or upon receipt if no time shall have been specified. With respect to resignations of Directors or Officers deemed offered by three absences, they shall not be accepted except by affirmative vote of a majority of Directors present at a meeting subsequent to the meeting giving rise to the deemed offer of resignation. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

8.2 Removal: Any Director, Officer, or person serving on any committee of the Corporation may be removed at any time with or without cause by vote of the Board of Directors whenever the best interest of the Corporation shall be served thereby.

8.3 Vacancies: In the event of a vacancy on the Board of Directors, or among the Corporate Officers occurring between Annual Meetings of the Members, the Directors may act to fill any such vacancy for the unexpired term of the person creating the vacancy. Vacancies shall be filled forthwith, and any person elected to fill a vacancy shall be so advised and shall serve with the same rights and duties of such person as they are elected to succeed.

ARTICLE 9. INDEMNIFICATION

9.1 Indemnification: The Corporation shall in all cases, to the fullest extent permitted by the Maine Nonprofit Corporations Act, indemnify any person who was or is involved in any manner (including, without limitation, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit, or proceeding brought by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that that person is or was a director or officer of the Corporation, against all liabilities and expenses actually and reasonably incurred by the person in connection with such actions, suits or proceedings including but not limited to attorneys' fees, judgments, fines and amounts paid in settlement. This Section is subject to the limitations set forth in Section 9.2.

9.2 Limitations on Indemnification: No indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that that person's action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that that person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his action was in 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.

9.3 Requirement of Indemnification: Any provision of Sections 9.1, 9.2 or 9.4 to the contrary notwithstanding, to the extent that a director or officer has been successful on the merits or

otherwise in defense of any action, suit or proceeding referred to in Section 9.1, or in defense of any claim, issue or matter therein, that person shall be indemnified against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by that person in connection therewith. The right to indemnification granted by this Section 9.3 may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein he was successful on the merits or otherwise.

9.4 Procedure: Any indemnification under Section 9.1, 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 or officer is proper in the circumstances because that person has met the applicable standard of conduct set forth in Section 9.1 and Section 9.2. That determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Directors may not be revoked by the Board of Directors, and upon the making of such determination by the Board of Directors, the director or officer may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

9.5 Expenses: Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be authorized and paid by the Corporation in advance of the final disposition of that action, suit or proceeding upon a determination made in accordance with the procedure established in Section 9.4 that, based solely on the facts then known to those making the determination and without further investigation, the person seeking indemnification satisfied the standard of conduct prescribed by Section 9.1 and 9.2. Those persons making such determination may, in their discretion, require such person to provide the following to the Corporation:

- (a) A written undertaking by or on behalf of the officer or director to repay that amount if that person is finally adjudicated:
 - (I) Not to have acted honestly or in the reasonable belief that the person's action was in or not opposed to the best interests of the Corporation;
 - (ii) With respect to any criminal action or proceeding, to have had reasonable cause to believe that the person's conduct was unlawful; and
- (b) A written affirmation by the officer or director that the person has met the standard of conduct necessary for indemnification by the Corporation as authorized in this section.

The undertaking required by Paragraph A shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

9.6 Enforceability: The indemnification and entitlement to advances of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, trustee, partner or fiduciary and shall inure to the benefit of the heirs, executors and administrators of such a person. A right to

indemnification may be enforced by a separate action against the Corporation, if an order for indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

9.7 Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under this Article.

ARTICLE 10. GENERAL PROVISIONS

10.1 Fiscal Year: The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

10.2 Gender: Any word or reference contained in these Corporate Bylaws which implies one gender shall be applied to the other gender as appropriate.

10.3 Construction of Titles and Headings: The titles of Articles and headings of Sections of these Corporate Bylaws are intended to aid the reader in locating the substantive provisions contained herein, and they shall neither be interpreted as making or modifying any addition to or change in the substance of the operative provisions of these Corporate Bylaws nor be understood to summarize the provisions to which they relate.

10.4 Severability: In the event that any provision of these Corporate Bylaws is deemed to be invalid or unenforceable for any reason, then the remaining provisions of these Corporate Bylaws shall be construed in all respects as if such invalid or unenforceable provisions were omitted.

10.5 Amendment: These Corporate Bylaws may be amended, restated or modified by two-thirds (2/3) vote of the Directors then in office, but only if the text of such amendment, restatement or modification has first been recommended by the Directors and is circulated and/or published to the Members at least thirty (30) days prior to the meeting at which a vote is to be taken. An electronic mailing to the membership and/or publishing on the Southern Maine Hockey website(s) of the text of any proposed Bylaw change and the Board recommendation shall be sufficient circulation and publication to satisfy the above requirement.

END OF BYLAWS