

Morgantown Hockey Association, Inc.
Revised March 31, 2009
Bylaws

ARTICLE I

NAME, PURPOSE AND AFFILIATION

Section 1.01 Name The name of the corporation is Morgantown Hockey Association, Inc. (hereinafter referred to as the "MHA" or the "Corporation").

Section 1.02 Purpose The Corporation was incorporated pursuant to the provisions of the West Virginia Nonprofit corporation law, as amended, primarily and exclusively for, and shall be operated primarily and exclusively for charitable and educational purposes and to foster amateur sports competition (with no part of the corporation's activities involving the provision of athletic facilities), within the meaning of section 501(c)(3) of the Internal Revenue code of 1986, as amended (hereinafter referred to as the "Code"). The specific purposes of the MHA are to educate, support, train and develop amateur athletes for the sport of hockey; to provide the maximum opportunity for all eligible individuals to participate in such education, support, training and development without prejudice or discrimination; to lessen neighborhood tensions and combat community deterioration and juvenile delinquency by promoting community spirit, encouraging sportsmanship and good fellowship among all coaches, athletes and communities, and by developing self-esteem of the athletes through positive reinforcement and an attitude of respect for coaches, teammates and the opposition; and to train amateur athletes for the purpose of improving or developing their athletic, physical, mental and social capabilities and well-being.

Section 1.03 Affiliation The MHA shall function as an independent organization; provided, however, that the MHA may become affiliated with any other hockey association or associations, or with any organization, the purposes and objectives of which are similar to those of the MHA, as the Board of Directors of the Corporation may decide from time to time.

ARTICLE II

BOARD OF DIRECTORS

Section 2.01 Board of Directors. Except as otherwise provided in these Bylaws, all powers vested by law in the corporation shall be exercised by, or under the authority of, a board of directors, designated as and referred to herein as the "Board of Directors." The board of Directors shall have the responsibility to develop and enforce policies and procedures for the operation of MHA. The Board of Directors shall have the right to take any action deemed necessary, in the sole discretion of the Board of Directors to provide and ensure appropriate and safe operation of the House (Recreation) teams, Travel teams, and High School teams including making any changes concerning coaching staff and players of hockey teams and setting policies and procedures for MHA operations.

Section 2.02 Number, Election, and Term of Office. The number of members of the Board of Directors which shall constitute the full Board of Directors will be sixteen (16). The Board of Directors shall consist of, at a minimum, those Officers who shall be elected to serve as the President, Vice President, Secretary, Treasurer, a BOP ARC designee, and the eleven (11) Directors. Any Active Member who is not the President of another community area hockey association shall be eligible for election as a Director. Each Director shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected or until his or her earlier death, resignation, or removal. The term of office for each Director shall be one (1) year, with the eleven (11) Directors elected by the eligible members of each respective level of the organization. Each of the following levels will elect their Director before the annual meeting. The levels from which the directors will represent are Mini Mites (6 and Under), Mites (8 and Under), Squirts (10 and Under), Peewees (12 and Under), Bantams (14 and Under), Midgets (18 and Under), Girls (19 and Under), and High School (one for each varsity team). Nominations for these Director positions will be opened at the February board meeting and closed at the March board meeting. An eligible member to vote for a Director of one of these respective levels is an active member who will have a player at the respective level for the next hockey season. Each family with an active child member (in good financial standing) can place one vote through a parent or guardian for each active child member. Ballots for

Directors must be canvassed by a designated MHA officer before the annual meeting. The Referee director (from the certified referees, 18 and older), Coaching director (from the certified volunteer coaches), and Association Registrar will be selected by the Board of Directors by a majority vote at the April Board of Directors meeting. The nominations for these positions will be accepted during the month of April. The Officers will be elected at the annual meeting by the majority vote of the members of the M.H.A. present. The President and Treasurer will be elected in even-numbered years, and the Vice President and Secretary will be elected in odd-numbered years. The term of each Officer is two (2) years. The immediate past President of the MHA shall be an ex-officio Director, unless at least two-thirds of the Directors vote to remove such past President as an ex-officio Director at a meeting of the Board of Directors.

Section 2.03 Annual Meeting-, Regular Meetings-, Notice. An annual meeting of the MHA and its Board of Directors shall be held at least once each calendar year and held between March 1 and March 31 at such time and place as shall be designated by the Board of Directors from time to time. Additionally, regular meetings of the board of Directors are to be held monthly, on the fourth Thursday of the month, held at 7p.m. and at the BOP ARC Ice Rink or as shall be determined by either the president of the MHA or any four (4) Directors. Notice of the time and place of regular meetings shall be emailed to each member of the Board of Directors at least seven (7) days prior to the meeting; provided, however, that any regular meeting may be held without notice if all Directors have waived notice or if all Directors are present at the meeting for any purpose other than to object to allowing the meeting to be held. Whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone or otherwise to each member of the Board of Directors not participating in such action. The entire MHA membership is to be given notice of the annual meeting. The annual meeting notice will be via: 1.) A posting at the BOP ARC Ice Rink. 2.) A news release through the local newspaper(s) 3-4 days prior to the annual meeting. And 3.) Emailed two (2) weeks prior to the date of the annual meeting. Any business may be transacted at any annual or regular meeting.

Section 2.04 Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by and held at such time and place as shall be determined by either the President of the Corporation or any four (4) Directors. To call a special meeting, either the President of the MHA or any four (4) Directors must provide written notice, which includes the time and place of the meeting to the Secretary of the Corporation. Notice of the time, place and purpose of every special meeting of the Board of Directors shall be given in writing either personally, by email or by telephone, to each Board member at least two days before the meeting. The notice of a special meeting need not state the business to be transacted at such special meeting.

Section 2.05 Organization. At all meetings of the Board of Directors, the presence of at least nine (9) of the sixteen (16) directors who are serving as the President, Vice President, Secretary, Treasurer, a BOP ARC designee, and eleven (11) directors, shall constitute a quorum for the transaction of business. A vote of at least two-thirds of the full Board of Directors shall be required to approve the acquisition or disposition of any interest in real estate or capital purchase/improvement. Each Director shall be entitled to one vote. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent an email or given personally or by telephone, at least eight (8) hours prior to the hour of reconvening. Policies/Procedures and Resolutions of the board of Directors shall be adopted, and any action of the Directors upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present. In the case of any equality of votes, the Chairperson of the board of Directors, if one has been elected and is present, or if not, the President of the Corporation if present shall have a second or casting vote in addition to the original vote which resulted in the equality of votes. The Chairperson of the Board of Directors, if one has been elected and is present, or if not, the President or another Director designated by the Board of Directors, shall preside at each meeting of the Board of Directors. The Secretary, or in his or her absence any Assistant Secretary, shall take the minutes at all meetings of the Board of Directors. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting. Voting by proxy shall not be permitted. To the fullest extent permitted by law, one or more persons may participate in a meeting of the Board of Directors, or a committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to the previous sentence shall constitute presence in person at such meeting.

Section 2.06 Presumption of Assent. Minutes of each meeting of the Board of Directors shall be sent by email or hand delivered to each Director at or before the next succeeding meeting. Each Director shall be presumed to have assented by such minutes unless his or her objection thereto shall be made to the Secretary at or within two days after such succeeding meeting.

Section 2.07 Catastrophe. Notwithstanding any other provisions of the West Virginia Nonprofit Corporation Law of 1988, as amended, the Articles of Incorporation of the Corporation or these Bylaws, if any emergency, or any national or local disaster, causes a majority of the members of the board of Directors to be incapable of acting as such because of death or other physical disability or difficulties of communication or transportation, the member or members shall constitute a quorum for the sole purpose of electing members to replace the members so incapable of acting. The members so elected shall serve until such replaced members are able to attend meetings of the Board of Directors or until the Board of Directors acts to elect members for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapacity shall be conclusively determined by such other member or members.

Section 2.08 Resignations; Removal. Any member of the board of Directors may resign by submitting a written resignation to the Board of Directors, the President and the Secretary of the Corporation. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein. A member of the board of Directors may be removed at any time by a vote of two-thirds of the Board of Directors, who deem the conduct of such removed member not to be in the best interests of the corporation or who deem such removed member to no longer be qualified to serve as a Director due to termination of his or her status as an Active Member or officer of the Corporation. Any member who has missed three (3) consecutive meetings of the Board of Directors without justification may be removed from the board of Directors with or without additional cause by an affirmative vote of two-thirds of the full Board of Directors present at a meeting. Notice and justification of the proposed removal shall be sent to all members of the Board of Directors and to the member affected, at least ten days prior to such proposed meeting, and the member affected shall be given the opportunity to be present and be heard at the meeting.

Section 2.09 Vacancies. Any vacancy that shall occur in the Board of Directors for any cause whatever shall be filled by a vote of the majority of the remaining members of the Board of Directors at any regular or special meeting even if the number so remaining is less than a quorum. Any member so elected to the Board of Directors shall serve until the next annual meeting. At which time, if time remains in the term, an Officer will be elected by majority vote of the members of M.H.A. present to serve the remainder of the unexpired term.

Section 2.10 Personal Liability of the Members of the Board of Directors. To the fullest extent that the laws of West Virginia, as now in effect or as hereafter may be amended from time to time, permit elimination or limitation of the liability of directors, no member of Board of Directors of MHA shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a member of the Board of Directors.

Section 2.11 Policy and Procedures. Policies and (to the extent possible) procedures of MHA will be written and made available for review by the Board of Directors and the members. All policies will be reviewed annually by the Board of Directors.

ARTICLE III

MEMBERS OF THE CORPORATION

Section 3.01 Members. The Corporation may have members.

Section 3.02 Active Membership. Any current MHA registered (in good financial standing) player 18 years or older, parent or guardian of a registered player under 18 years of age, volunteer coach, volunteer manager, volunteer trainer, or certified referee, is considered to be a member of MHA and may vote for the officers at the annual meeting. Each member is entitled to one vote. Members are also entitled to be heard at any of the regular monthly Board of Directors meetings. Members may recommend a new or changes in MHA policies and procedures but only the Board of Directors has the vote to institute/change MHA policy.

Section 3.03 Termination of Membership. Any Active Member may resign from membership in the MHA by providing written notice of resignation to the Secretary accompanied by payment of all money then due and owing to the MHA in accordance with the rules, policies and procedures established and made effective by the MHA. If the Board of Directors of the corporation shall determine by an affirmative vote of the majority of Directors that any Active Member has discontinued the activities which qualified him or her for membership with the MHA, the membership of that member shall be effectively terminated. Active Members may be censured, suspended or have their membership be terminated if any Active Member breaches any provision of these Bylaws or of any rules, policies or procedures of the MHA or if the Board determines by an affirmative vote of a majority of Directors that any such Active Member has acted or omitted to act in such a way is deemed to be prejudicial to the welfare and purposes of the MHA. All matters related to censure, suspension and expulsion by termination of membership of Active Members shall be within the exclusive control and discretion of the Board of Directors of the Corporation. Termination of membership, whether by resignation or otherwise, shall effectively terminate all the rights of membership of the person whose membership has been terminated, but shall not be deemed to discharge any financial obligation of such person to the MHA which had accrued prior to the date of such termination of membership not then satisfied at such time.

ARTICLE IV

COMMITTEES OF THE BOARD OF DIRECTORS

Section 4.01 General. Except as otherwise provide in these Bylaws, the members of the Board of Directors shall elect from among the active MHA members, the members and chairpersons of all standing and special committees, as soon as practicable after the annual meeting of the Board of Directors. The minimal number of members appointed to a committee is 5. The Chairperson of the Board of Directors (if any) or the President may designate one or more members as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee. Additionally, in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified members. The Board of Directors shall be responsible for establishing policy and managing the business and affairs of the Corporation.

Section 4.02 Special Committees. By resolution adopted by a majority of the full Board of Directors, special committees consisting of at least one member of the Board of Directors may be appointed by the Board of Directors from time to time. Each such committee shall be charged and shall have and exercise such authority as the Board of Directors may specify from time to time. Each special committee will be dissolved upon the completion of the specific charge as determined by a majority of the Board of Directors.

Section 4.03 Term of Office: Qualifications. Each member of a committee (other than an ex officio member) shall be appointed for one year and shall continue in office until his or her successor is appointed, unless he or she resigns or is removed prior thereto. Each committee shall have a chairperson possessing special expertise in the area of concern to his or her committee.

Section 4.04 Committee Meetings. Committee meetings may be called by the chairperson of a committee by giving notice of such meeting in writing, either personally, or by sending a copy thereof by email, or first class mail, postage prepaid, to each member of such committee at least five (5) days prior to such meeting, which notice shall set forth the time and place of the meeting. A majority of the members of any committee shall constitute a quorum for the transaction of recommendations. The recommendations of any committee meeting must be submitted in written form to the president and the Board of Directors for final approval. Action may be taken without a meeting by unanimous consent in writing setting forth the action taken and signed by each member of the committee entitled to vote.

Section 4.05 Resignation or Removal of Committee Members. Any member of any committee may resign by submitting a written resignation to the President of the Corporation. The President or the chairperson of any committee may, with the prior approval of a majority of the members of the full Board of Directors, remove

any member from a committee, with or without cause.

Section 4.06 Required committees. The members of the Board of Directors shall elect from among the members of the Board of Directors of the Corporation the members and chairpersons of these standing and special committees, as soon as practicable after the annual meeting of the Board of Directors. The required committees are MHA Discipline Committee, MHA Coaches Development Committee (oversees all on ice hockey activities including recruitment and nomination of coaches), Hockey Development Committee (oversees all office activities and develops and supports hockey programs), Referee Development Committee, Communication Committee and Financial/Fund Raising Committee (oversees all financial operations of the corporation).

ARTICLE V

OFFICERS AND EMPLOYEES

Section 5.01 Officers. The officers of the Corporation shall be the Chairperson (if any) of the Board of Directors, the President, the Vice President, the Secretary, and the Treasurer. The officers shall be elected by the members at the annual meeting of the Board of Directors. Each officer shall hold office for the term of two (2) years, until his or her successor is duly elected and qualifies, or until his or her earlier death, resignation or removal.

Section 5.02 Additional Officers: Other Agents and Employees. The members of the Board of Directors may from time to time appoint or employ such Vice Presidents, additional officers, assistant officers, agents, employees and independent contractors as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the members of the Board of Directors may from time to time authorize.

Section 5.03 The Chairperson. The Chairperson (if any) the Board of Directors shall be elected from among the members of the Board of Directors at the annual meeting of the Board of Directors, shall preside at all meetings of the Board of Directors and the annual meeting, and shall have such other powers and duties as from time to time may be prescribed by the Board of Directors or herein.

Section 5.04 President. The President shall be the chief executive officer of the Corporation . Subject to the control of the Board of Directors, the President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board of Directors are carried out. The President shall execute bonds, mortgages and other documents requiring a seal, except where such authority to sign and execute has been expressly delegated to some other officer or agent of the Corporation. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors. If no Chairperson of the Board of Directors has been elected or if any Chairperson is not present at any meetings of the board of Directors, the President shall preside at all meetings. The President of the Corporation shall also be an ex-officio member of all committees of the Board of Directors.

Section 5.05 Vice President. The vice President shall exercise such powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors or the President. At the request of the President, or in his or her absence or disability, the vice President shall exercise the powers and duties of the President.

Section 5.06 Secretary. It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board of Directors, and a copy of the Articles of Incorporation and of the Bylaws; (b) to give such notices as may be required by law or these bylaws; (c) to be custodian of the corporate records and of the seal of the Corporation and ensure that the seal is affixed to such documents as may be necessary or advisable; (d) to attend all meetings of the Directors and officers and enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; and (e) to exercise all powers and duties incident to the office of Secretary and such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors or the President.

Section 5.07 Treasurer. The Treasurer shall keep or cause to be kept current and accurate accounts of the properties and financial transactions of the Corporation, and in general perform all duties as may be assigned from

time to time by the Board of Directors or the President. The Treasurer shall make a report or cause a report to be made at the annual meeting of the Board of Directors and at such other times as shall be required by the Chairperson, the President, the Board of Directors or any committee of the Board of Directors. The Treasurer shall present to the board for approval, prior to the beginning of any hockey season, a budget. If required by the Board of Directors, the Treasurer shall give the Corporation a bond, in such amount and with sureties satisfactory to the Board of Directors, for the faithful discharge of the duties of the office, and the restoration to the Corporation, in the event of his or her termination as Treasurer, of all books, papers, vouchers, money and other property in his or her possession or control.

Section 5.08 Surety: Bonds. The Board of Directors may require from time to time that certain officers, employees or agents of the Corporation furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board of Directors may from time to time prescribe.

Section 5.09 Resignations: Removal. Any officer may resign at any time by giving written notice to the Chairperson, the President or the Secretary of the Corporation. Such resignation shall become effective upon its receipt or as otherwise specified therein. Any officer may be removed with or without cause by a majority of the members of the Board of Directors then in office.

Section 5.10 Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled by the board of Directors (or by the President if the President shall have the power to appoint such officer) for the unexpired portion of the term.

Section 5.11 Delegation of Duties. The Board of Directors may in its discretion delegate the powers and duties, or any of them, of any officer to any other person whom it may select.

ARTICLE VI

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 6.01 Right to Indemnification. Except as prohibited by law, every member of the Board of Directors and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person in the defense of any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or other wise, in which it, he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person *being or having been a member* of the Board of Directors or officer of the Corporation or of a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a member of the Board of Directors, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, sit or proceeding hereinafter being referred to as "Action"). Persons who are not members of the Board of Directors or officers of the Corporation may be similarly indemnified in respect of services to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors at any time designates any of such persons as entitled other benefits of the Section. As used in Article VI, "indemnatee" shall include each member of the Board of Directors and officer o/the Corporation *and each other person designated by the Board of Directors* as entitled to the benefits of this Article, "expenses" shall include fees and expenses of counsel selected by an indemnatee, and "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement.

Section 6.02 Right to Advancement of Expenses. Every indemnatee shall be entitled as of right to have his or her expenses in defending any Action paid in advance by the Corporation prior to the final disposition of such Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnatee to repay the amount advanced if it should ultimately be determined that the indemnatee is not entitled to be indemnified for such expenses.

Section 6.03 Right of Indemnatee to Initiate Action. If a written claim under Section 6.01 or Section 6.02 of this Article is not paid in full by the Corporation within 30 days after such claim has been received by the Corporation, the indemnatee may at any time thereafter initiate an Action against the Corporation (an "Indemnatee

Action") to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such Indemnitor Action. The only defense to an Indemnitor Action to recover a claim for indemnification shall be that the indemnitee's conduct was such that under West Virginia law the corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and its members) to have made a determination prior to the commencement of such Indemnitor Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including the Board of Directors, independent legal counsel or its members) that the indemnitee's conduct was such that the indemnification is prohibited by West Virginia law, shall be defense to such indemnitor Action or create a presumption that the indemnitee's conduct was such that indemnification is prohibited by West Virginia law. The only defense to an Indemnitor Action to recover a claim for advancement of expenses under Section 6.02 shall be the indemnitee's failure to provide the undertaking required by Section 6.02.

Section 6.04 Insurance and /funding. The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided above.

Section 6.05 Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article shall (a) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement or law, charter provision, vote of members of the Board of Directors or otherwise, (b) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of the Section), and (c) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee. Any amendment or repeal of this Article shall inure to the benefit of the heirs and legal representatives of each indemnitee. Any amendment or repeal of this Article or adoption of any Bylaw or provision of the Articles of the Corporation which limits in any way the right to indemnification or the right to advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnitee prior to the adoption of such amendment, repeal, bylaw or other provision.

Section 6.06 Partial Indemnity. If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or a liability paid or incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnitor Action but not, however, for the total amount hereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

Section 6.06 Retroactivity. The provisions of this Article VI shall apply retroactively to the date of incorporation of the Corporation, as well as prospectively.

ARTICLE VII

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 7.01 Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, shall be signed by the President or Vice President and by the Treasurer or Secretary, or by such officer

or agent and in such manner as from time to time shall be determined by resolution of the Board of Directors. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used.

Section 7.02 Voting Securities Owned by Corporation. Securities owned by the Corporation and having voting power in any other corporation shall be voted by the president or any Vice President, unless the Board of Directors confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person.

Section 7.03 Audit of Accounts. One or more auditors may be appointed by the Board of Directors of the MHA at the first annual meeting and at every annual meeting thereafter. It shall be permissible for a member of the Board of Directors to be appointed to act as an auditor of the MHA.

Section 7.04 Banking arrangements. The banking business of the MHA, or any part thereof, shall be transacted with such bank or trust company as the Board of Directors may designate, appoint, or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the MHA's behalf by such one or more officers and/or other persons as the Board of Directors may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operating of the MHA account; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any checks, promissory notes, drafts, acceptances, bills of exchange and orders relating to any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any office of such bank to do any act or thing on behalf of the MHA to facilitate such banking business.

ARTICLE VIII

GENERAL PROVISIONS

Section 8.01 Offices. The principal business office of the Corporation shall be located in the County of Monongalia, State of West Virginia. The Corporation may also have offices at such other places within or without West Virginia as the business of the Corporation may require.

Section 8.02 Corporate Seal. The Board of Directors may adopt and alter a corporate seal, which shall contain the full name of the Corporation, and use the same or a facsimile thereof, but failure to affix or refer to the corporate seal, if any, shall not affect the validity of any instrument.

Section 8.03 Fiscal Year. The fiscal year of the Corporation shall end on the thirty-first (31st) day of March or on such other day as may be fixed by the Board of Directors from time to time.

Section 8.04 Annual Report. The Board of Directors shall cause to be prepared annually a report by the President, or by a majority of the Board of Directors, in accordance with West Virginia Nonprofit Corporation Law. The annual report shall be sent to the members of the Corporation, each member of the Board of Directors and others designated by the Board of Directors. Such report shall be presented no later than 120 days after the close of the Corporation's fiscal year.

ARTICLE IX

AMENDMENTS

Section 9.01 Amendments. These Bylaws may be amended, altered and/or repealed, and new bylaws may be adopted, by the members at the annual meeting of MHA by an affirmative vote of two-thirds of the members of MHA present. Should there be need to amend these Bylaws after the annual meeting, a majority of the full Board of Directors must, 1.) vote (at a regular monthly meeting) to call a special membership meeting to

amend these Bylaws, 2.) set a date of the special meeting, 3.) give ten days' (10) notice of such meeting to all members of MHA. Such notice shall be accompanied by the current text of the bylaw and the proposed text of the amendments; provided, however, that unless otherwise prohibited by law, further changes to the text may be made in such proposal at the special meeting by the members present.

Section 9.02 Review These Bylaws shall be reviewed at the annual meeting and revised as necessary, and shall be dated to indicate when last reviewed or revised.

ARTICLE X

DISTRIBUTION ON DISSOLUTION OR LIQUIDATION

Section 10.01 Distribution on Dissolution or Liquidation. Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the members of the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer the assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable or educational purposes or for the purpose of fostering national or international amateur sports competition (with no part of the Corporation's activities involving the provision of athletic facilities or equipment), as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the members of the Board of Directors shall determine. In the event that the members of the Board of Directors would fail or be unable to act and the matter would be referred to the court of appropriate jurisdiction, the members of the Board of Directors express their intention that the assets be disposed of exclusively for such charitable purposes to one or more exempt organizations located in Monongalia County, West Virginia organized to foster national or international amateur sports competition (with no part of the Corporation's activities involving the provision of athletic facilities or equipment) or (if no such organizations exist) to the federal, West Virginia, or County of Monongalia government for a public purpose.

IN WITNESS WHEREOF, the undersigned has executed these Bylaws as of March 31, 2009.

By:

President M.H.A.

Secretary M.H.A.