

Revised 4/16/2016

BYLAWS

OF

HOCKEY CLUB FAIRBANKS, INC.

ARTICLE I. NAME, PURPOSES AND RELATED MATTERS

Section 1.1 Name and Purposes. The name of the corporation is “Hockey Club Fairbanks, Inc.” (the “corporation”). The purposes of the corporation shall be as set forth in the corporation’s articles of incorporation. The purpose of the corporation shall be to promote amateur hockey within the Fairbanks North Star Borough.

Section 1.2 Registered Office and Agent. The corporation shall at all times maintain a registered agent in the State of Alaska and a registered agent at that address and may have other offices located within or without the State of Alaska as the board of directors may determine.

Section 1.3 Fiscal Year. The reporting period for the corporation shall start July 1 of each year and end June 30 of the following year. The board of directors is authorized to change the reporting year from time to time as it deems appropriate.

ARTICLE II. BOARD OF DIRECTORS

Section 2.1 General Powers. Subject to these bylaws, the business and affairs of the corporation shall be conducted and managed by and under the direction of, the board of directors, which shall have and may exercise all of the powers given by law to the corporation.

Section 2.2 Composition and Manner of Selection. The board of directors shall consist of at least five (5) but not more than eleven (11) members and shall be fixed from time to time by resolution of the directors. Each member organization shall have two member representatives on the board of directors. No decrease in the number of directors through the amendment of these bylaws or otherwise, shall have the effect of shortening the term of any incumbent director. Terms of office shall begin on the date of the first annual corporation meeting following the election of any board member, or on the date of election if the board member is elected at the annual corporate meeting.

Section 2.3 Tenure of Office.

(a) At the organizational meeting, the initial nine (9) directors named in the corporation’s articles of incorporation shall be designated by resolution of the board of directors. The initial directors shall serve terms, three (3) directors shall serve a term of one (1) year, three (3) directors shall serve a term of two (2) years, and three (3) directors shall serve a term of three (3) years. Thereafter, at each annual meeting of the board of directors, a number of directors equal to those whose terms have expired shall be elected for a term of two (2) years. Such election shall be by a majority of the board of directors.

(b) Each director shall hold office until his or her successor shall have been duly elected.

Section 2.4 Qualification. The qualifications for becoming a director of this corporation are as follows:

A director must be over eighteen (18) years of age at the time of his or her appointment to the board of directors. Directors do not need to be residents of the State of Alaska.

Section 2.5 Resignation and Removal of Directors and Vacancies. A director may resign at any time by giving notice to the corporation and such resignation is effective when the notice is delivered unless the notice specifies a later date. Any individual director may be removed by the vote of a two-thirds (2/3) majority of the then serving directors, other than the person(s) whose removal is being considered. Upon vacancy of a member representative, regardless of cause, shall be filled by a representative of the member organization and approved by a majority vote of the serving directors. Upon a vacancy of member at large, the position will be filled by a majority vote of the board of directors.

Section 2.6 Meetings. The board of directors shall meet annually, on a date set by the Board of Directors but not later than May 31st. If such meeting is not held at the appropriate time, such meeting may be called, without statement of purpose, in accordance with the provisions for calling a special meeting. The notice of such specially called annual meeting shall state that it is to be held in lieu of the omitted annual meeting. Regular meetings of the board of directors or any committee shall be conducted according to Robert's Rule of Order Newly Revised and may be held between annual meetings with notice at such time and at such place, within or without the State of Alaska, as from time to time shall be determined by the board or committee, as the case may be. Special meetings may be called by any two (2) or more directors. Notice is required for all meetings of the board and may be given orally, electronically, or in writing. If given in writing, it is effective when received or five days after its deposit in the mail if mailed with first-class postage pre-paid and addressed to the most current address on file with the corporation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice. A "session" as defined by Roberts Rules of Order newly revised shall run from an annual meeting to the next annual meeting".

The board may permit any or all directors to participate in a meeting of the board, by or conduct the meeting through, the use of conference telephone or any means of communication by which persons participating in the meeting may hear each other simultaneously during the meeting. A director participating in the meeting by conference telephone is deemed to be present in person during the meeting. The chairman of the meeting may establish reasonable rules as to conducting the meeting by telephone.

Section 2.7 Quorum and Voting. At all meetings of the board of directors or any committee thereof, a majority of the number of directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business. If at any meeting the board of any committee thereof there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time, without notice, other than an announcement

at the meeting, until a quorum shall be present. The affirmative vote of a majority of the directors present at any meeting at which there is a quorum at the time of such act shall be the act of the board or of the committee, except as might be otherwise specifically provided by statute or by the articles of incorporation or these bylaws.

Electronic voting shall be permissible. If there is any objection to the vote by two board of directors, the vote will be tabled to the next board meeting. Electronic votes shall be submitted directly to the secretary.

ARTICLE III OFFICERS

Section 3.1 Appointment. The board of directors shall elect a president, a secretary, a treasurer, a vice president and such other officers as it shall deem necessary. Two or more offices may be held by the same person, except the offices of president and secretary. Each of such officers shall serve for a term of one year and shall hold office for the term of which he or she is appointed or until his or her successor is duly appointed and qualified, unless he or she is sooner removed from office, he or she resigns from office, or he or she otherwise fails or ceases to serve. All officers so elected shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors. The appointment of an officer does not itself create contract rights.

Section 3.2 Resignation and Removal of Officers and Vacancies. An officer may resign at any time by delivering notice in writing to the corporation and such resignation is effective when the notice is delivered unless the notice specifies a later effective date. The board of directors may remove any officer at any time with or without cause under the provisions of Section 2.5. Any vacancy in office resulting from any cause shall be filled by appointment by the board of directors.

Section 3.3 Powers and Duties. Each officer has the authority and shall perform the duties set forth below or, to the extent consistent with these bylaws, the duties prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers.

(a) **President.** Subject to the rights and powers of the board of directors, the president shall have control over the active management of the corporation's business and affairs. The president shall preside at meetings of the board of directors. The president shall be responsible for the administration of the corporation, including general supervision of the policies of the corporation and general and active management of the financial affairs of the corporation. He or she shall have the power to make and execute contracts on behalf of the corporation and to delegate such powers and perform such duties as are specifically imposed on him or her by law and as maybe assigned to him or her by the board of directors. The president shall prescribe the duties of all of the officers when not otherwise prescribed by these bylaws.

(b) **Vice President.** The Vice President shall be the Disciplinary Committee chair and shall appoint disciplinary committee members to be approved by the Board. In

the absence of the President, the Vice President shall assume the duties of the President. The Vice President will be a voting member of the Finance and Executive Committees.

(c) **Secretary**. The secretary or designee shall attend all meetings of the board of directors and shall record all votes and minutes of all proceedings in books to be kept for that purpose, and shall perform like duties for the standing committees when required. He or she shall have custody of the corporate seal of the corporation, shall have the authority to affix the same to any instrument the execution of which on behalf of the corporation under its seal is duly authorized and shall attest to the same by his or her signature whenever required. The board of directors or its chairman may give general authority to any other officer to affix the seal of the corporation and to attest to the same by his or her signature. The secretary shall give, or cause to be given, any notice required to be given of any meetings of the board of directors and of the standing committees when required. The secretary shall cause to be kept such books and records as the board of directors, the chairman of the board or the president may require. The secretary shall perform such other duties as may be incident to the office of a secretary of a corporation or as may be assigned to him or her by the board of directors, the chairman of the board or the president.

(d) **Treasurer**. The treasurer shall be charged with the management of the financial affairs of the corporation. He or she shall perform such duties as treasurers usually perform and shall perform such other duties and shall exercise such other powers as the board of directors, the chairman of the board or the president may from time to time designate and shall render to the chairman of the board, the president and to the board of directors, whenever requested, an account of the financial condition of the corporation.

Section 3.4 Delegation of Authority. In case of the absence of any officer of the corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate, for the time being, any or all of the powers or duties of such officer to any other officer or to any director.

ARTICLE IV EXECUTION OF DOCUMENTS

The board of directors may, by a proper resolution, provide for the method of signing checks, notes, drafts, bills of exchange or other instruments for the payment of money; for the transfer and sale of property; for the endorsement and registration of securities; for the assumption of liabilities; for the voting of stock held in other corporations; and for the execution of all other legal documents.

ARTICLE V BANK ACCOUNTS

All funds of the corporation not otherwise employed, shall be deposited to the credit of the corporation in a general or special account in such banks or other financial institutions as the board of directors may, from time to time, select or as may be selected from time to time by any officer, officers, agent, or agent of the corporation to whom such power has been delegated by the board of directors and for the purpose of such deposit. Not only the treasurer, but also such officer, officers, agent, or agents, to whom such power may be delegated by the board of

directors, may endorse, assign, and deliver any check, draft, or other order for the payment of monies which are payable to the order of the corporation.

ARTICLE VI INDEMNIFICATION, LIMITATION OF DIRECTOR LIABILITY, AND INSURANCE

Section 6.1 Indemnification. Each person who is or was a director, officer, employee, or agent of the corporation (including the heirs, executors, administrators, or estate of such person) or who is or was serving, at the request of the corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall by right be indemnified by the corporation, to the fullest extent permitted or authorized by the present or future laws of the State of Alaska, against any liability, cost, payment, or expense asserted against him or her or paid or incurred by him or her in his or her capacity as such director, officer, employee, or agent, whether asserted, paid, or incurred during or after his or her service as such director, officer, employee, or agent. The foregoing right or indemnification shall not be deemed exclusive of any other right to which those indemnified or seeking indemnification may be entitled both as to action in their official capacities and as to action in another capacity while holding such offices, and the corporation may provide additional rights to its directors, officers, employees, and agents.

Section 6.2 ASHA Indemnity

Hockey Club Fairbanks., as an affiliate association of ASHA, shall indemnify and hold harmless ASHA, the Board of Directors of ASHA and each member thereof, committees of ASHA and each member thereof, and all other elected, appointed, employed or volunteer representatives of ASHA from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of the Hockey Club Fairbanks except to the extent (i) that ASHA or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default, or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of the ASHA. Further, Hockey Club Fairbanks understands and acknowledges that ASHA and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding and condition that they be so indemnified and held harmless to the extent described in this by-law.

ASHA shall reasonably cooperate with Hockey Club Fairbanks in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request; provided, however, that such cooperation shall not require ASHA to incur any out-of-pocket expenses.

Section 6.3 Limitation of Director Liability. To the full extent that the Alaska Nonprofit Corporations Act, as it exists on this date or as it may be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation for breach of fiduciary duty. Any amendment to or repeal of this

Article shall not adversely affect any right of protection of a director of this corporation with respect to a breach of fiduciary duty as a director occurring prior to such amendment or repeal.

Section 6.4 Insurance. The corporation may purchase and maintain, at its expense, insurance to protect itself and any such person against any such liability, cost, payment, or expense.

ARTICLE VII ASHA Preeminence

Hockey Club Fairbanks (HCF), as an affiliate association of Alaska State Hockey Association (“ASHA”), shall abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of ASHA, and such documents and decisions shall take precedence over and supersede all similar documents and/or decisions of the HCF. Further, HCF: (i) shall assist ASHA in administration and enforcement of the provisions of the By-Laws, Rules, and Regulations, Playing Rules and decisions of the Board of Directors of ASHA, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of ASHA and USA Hockey:

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

RESPECT FOR THE INDIVIDUAL: Treat all others as you expect to be treated.

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

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

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

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

ARTICLE VIII AMENDMENT

These bylaws may be amended or repealed and new bylaws may be adopted by a two-thirds (2/3) majority of the entire board of directors then in office.

ADOPTED ON: _____

, President

Attest:

,Secretary