

ARTICLE I – ORGANIZATION

Section 1 – Legal name

The name of this Pennsylvania non-profit corporation shall be the South Pittsburgh Hockey Club, Inc., hereafter referred to as South Pittsburgh or the Corporation.

Section 2 – Principal Office

The principal office of the Corporation shall be located in Washington County, Pennsylvania. The Board of Directors may establish a post office box mailing address.

Section 3 – Corporate Purpose

The Corporation is incorporated under the Nonprofit Corporation Laws of 1988 for the following purposes or purposes:

A. To operate exclusively for charitable, scientific or educational purposes, in the course of which operation no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except as authorized by statute or regulation.

Notwithstanding, any other provisions of these by-laws, the Corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from Federal income tax under the Internal Revenue Code, or by a corporation, contributions to which are deductible under the Internal Revenue Code; and

B. To develop and organize an association dedicated to the advancement and promotion of the ideals and aims of amateur ice hockey through membership in and/or cooperation with the Pittsburgh Amateur Hockey League (PAHL) or other local or national, public or private organizations which are devoted to the cause of improving the advancement of the sport of amateur ice hockey and to develop a devotion to good sportsmanship among the South Pittsburgh players, coaches and officials.

C. To engage in any and all activities consistent with or in furtherance of the previously stated specific purposes.

ARTICLE II – MEMBERSHIP

Section 1 – Requirements

Any adult, over the age of (18) eighteen not participating in a junior hockey program, who meets the following criteria may be a member:

A. Has a child actively participating in the South Pittsburgh Hockey Club or is

either a coach, assistant coach or manager of a team in the South Pittsburgh Hockey Club.

B. Has paid all dues and fees as is required by either these by-laws or the administration of the program.

C. No person shall be excluded from membership by reason of race, color, creed, sex or national origin.

D. Each member in good standing will be entitled to one (1) vote on each matter presented to the membership.

Section 2 – Expulsion

Expulsion of any player, parent of a player or coach from the South Pittsburgh Hockey Club, or activities sponsored by the South Pittsburgh Hockey Club may only be ordered upon written charges and after a hearing open to all members of the South Pittsburgh Hockey Club and at which there was a right to present evidence, to cross examine adverse witnesses and to make arguments to the Board. The Board shall be responsible for conducting such hearings pursuant to such procedures, in accordance with the forgoing, as the Board shall determine. The determination of the Board shall be final.

ARTICLE III – DUES

Section 1 – Annual Dues

There will be no initiation fee as a condition of membership. The initial annual dues of \$5.00 per fiscal year shall be paid by a voting member in good standing. Annual dues will not be prorated for any partial year in which an individual is a member. The annual dues payable to the Corporation by members may be adjusted from time to time by resolution proposed by the Board of Directors and may be adopted by a majority if the members attending an annual or special meeting. The Board shall establish a procedure for enforcing the collection of dues, including provisions for the termination of membership, upon reasonable notice, for nonpayment of such dues, and for reinstatement of membership.

ARTICLE IV – MEETINGS

Section 1 – Annual Meeting

The annual meeting of the members of the Corporation shall be held on the 3rd Wednesday in April and may be held at such a place within or without this Commonwealth as determined by the Board of Directors. Notice of the meeting shall be posted at least ten (10) days prior thereto at the principal arena of the South Pittsburgh Hockey Club. Such notice shall be deemed to be adequate notice although the Directors may authorize notice.

Regular meetings of the Board shall be held at least once a month. The time and place of

each meeting shall be designated by the Chairman of the Board and each Director shall be given at least five (5) days notice prior to such meeting. Notice of Director's meetings shall also be posted five (5) days prior to such meeting at the principal arena of the South Pittsburgh Hockey Club.

A. Board meetings are open to South Pittsburgh Hockey Club members and to all players, parents of players and coaches participating in South Pittsburgh Hockey Club sponsored activities.

A special meeting of the members may be called at any time by the President or upon written request by three (3) members of the Board of Directors, or upon request in writing and signed by not less than twenty (20) members. Due notice of a special meeting, showing the purpose thereof, shall be given the members not less than ten (10) days prior thereto.

A quorum for a special or annual meeting shall consist of 10% of membership present in person, or a representative from each South Pittsburgh Hockey Club team.

If no quorum is present, an adjournment may be taken to a date not fewer than seven (7) or more than fourteen (14) days thereafter; and the members present at such adjourned meeting shall constitute a quorum. The same notice shall be given for the adjourned meeting as is prescribed in Section 1 or 3 of this article for the original meeting, except that such notice shall be given not fewer than five (5) days previous to the date of the meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – General Powers

The affairs of the Corporation shall be managed by its Board of Directors who shall be members of the Corporation and who shall be elected by the membership.

Section 2 – Nomination

Nominations for election to the Board of Directors shall be made by a nominating committee of the Board of Directors. Additional nominations may be made by any member at the annual meeting.

Section 3 – Elections

Elections for the Board of Directors will take place at the annual meeting. Directors shall be elected by a plurality vote of the members present at such meeting.

Section 4 – Number and Terms of Office

The business of the Corporation shall be managed and controlled by a Board of eleven (11) Directors. Each Director will serve a two (2) year term. Five (5) Directors will be elected in even numbered years. Six (6) Directors will be elected in odd numbered years. The first Board of Directors shall be selected by the incorporator(s) of the Corporation. Thereafter, the first election of Directors by the members shall be at the 1995 annual meeting for five (5) Directors. The five (5) Director's positions to be voted upon shall be determined by the Board of Directors.

Section 5 – Vacancies

In the case of any vacancy in the Board of Directors, the remaining Directors shall elect a Director to fill the vacancy. Each newly elected Director shall serve the unexpired term of the Director being replaced.

Section 6 – Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7 – Manner of Acting

The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these by-laws.

ARTICLE V – MEETINGS (continued)

Section 8 – Absence of Director

The Board of Directors, by a majority vote of its entire membership, may remove a Director who is absent from three (3) consecutive regular meetings of the Board of Directors without valid cause; provided that the Board causes to be transmitted to such Director, upon his being absent from two (2) of such meetings, notice, in writing at least five (5) days prior to the third such meeting or fail to furnish a valid explanation of his/her absence. The validity of such explanation shall be determined by the Board and such determination shall be final.

Section 9 – Compensation

Directors shall not receive any compensation for their services as Directors and shall not otherwise be gainfully employed by the Corporation but, by resolution of the Board of Directors, may be reimbursed for necessary expenses.

Section 10 – Self-Dealing

No sale, exchange or leasing of property or services between the Corporation and a Director, his/her employer or an organization substantially controlled by him/her shall be made on a basis less favorable to the Corporation than that on which property or services are made available to the general public.

ARTICLE VI – OFFICERS

Section 1 – Officers

The officers of the Corporation shall be selected from the Directors and shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2 – Elections

Elections of the officers of the Corporation shall take place at the first meeting of the Board following the annual meeting. All officers shall be elected from the Board of Directors and shall server for a term on one (1) year, and until his/her successor is elected.

Section 3 – Removal

Any Director elected or appointed by the Board of Directors may be removed by a 2/3 vote of the same Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

ARTICLE VI – OFFICERS (continued)

Section 4 – President/Chairman of the Board

The President shall be the Chairman of the Board of Directors and the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these by-laws or by statute to some other officer or agent of the Corporation, and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint, from time to time such committees as may be, in his judgment desirable and the President shall be an ex-officio member of such committees and such committees shall function under the President's direction and supervision.

Section 5 – Vice President

The Vice President shall have such powers and perform such duties as may be delegated to him by the President and in the absence or disability of the President, he shall perform the duties and exercise the powers of the President. Schedule and set practice times and coordinate game times with PAHL.

Section 6 – Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors, of the members of the Corporation, and any other meeting to which the Secretary is designated by the Chairman of the Board of Directors to attend, in books provided for such purpose; he shall attend to the giving and serving of all notices, he shall sign with the President, or Vice President, in the name of the Corporation thereto; he shall have charge of the seal of the Corporation and all books and papers as the Board of Directors may direct and he shall perform in general all duties incident to the office of Secretary subject to the control of the Board of Directors. He shall submit such reports as may be requested by it.

Section 7 – Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the

Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of their by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 8 – Assistant Secretaries and Treasurers

The Assistant Secretaries and Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer or by the President or the Board of Directors.

Section 9 – Statistician

The Statistician shall be the Corporation's statistician, keeping game sheets and reporting outcomes to PAHL.

Section 10 – Equipment Manager

The Equipment Manager shall be responsible for inventory of all equipment and shall seek the best quality at the best price for all new purchases subject to the control of the Board of Directors.

Section 11 - Registrar

The Registrar will supervise the registration of teams, coaches and players with USA Hockey and all associated leagues. Finalize travel team player registration.

Section 12 – Directors of Coaches

The Board of Directors shall establish a panel headed by the Director of Coaches to solicit and interview coaches for each season. The Board of Directors shall approve, by majority vote, the selection committee's selections.

A. The criteria for selection shall consist of the following: previous coaching experience, previous hockey coaching experience, youth sports coaching education, hockey coaching education, ability to teach and motivate youth hockey players, evaluation of complaints received concerning an applicant in regards to previous coaching with South Pittsburgh Hockey Club, previous coaching records, and other criteria as directed by the Board of Directors or determined to be appropriate by the selection committee.

Section 13 – Bonding

It shall be required that all persons having responsibility for handling monies of the Corporation shall give a blanket bond, premium therefore to be paid by the Corporation.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS and FUNDS

Section 1 – Contracts

The Board of Directors may authorize any officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confirmed to specific instances.

Section 2 – Checks, Drafts, Signature of Treasurer

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. Such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President for any amount in excess of \$1,000.

Section 3 – Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII - MEMBERSHIP RECORDS

Section 1 – Membership Records

Each registered player will have the name(s) of one or two parents and/or guardians on the annual registration form. The registration forms will be retained as the player registration records by the Corporation.

ARTICLE IX – BOOKS, RECORDS and REPORTS

Section 1 – Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 2 – Fiscal Year

The fiscal year of the Corporation begins with the first day of June and ends the last day of May.

Section 3 – Annual Report

An annual report of the Corporation shall be drafted, approved by the Board and filed with the secretary of PAHL. Such report shall contain, at a minimum, those items required to be included pursuant to the PAHL by-laws.

ARTICLE X – SEAL

Section 1 – Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the date of the incorporation.

ARTICLE XI – AMENDMENTS TO BY-LAWS

Section 1 – Amendments to By-Laws

Except as may be reserved specifically to the members by applicable stature, these by-laws may be amended or repealed and new by-laws adopted by a majority vote of the Board of Directors present at any regular or special meeting. In addition, these by-laws may be amended or rescinded by the vote of a majority of the members present at any duly convened meeting of members, subject to the notice requirements set forth in Section 2 of this Article XI.

Section 2 – Notices

Notices of proposed amendments to by-laws of the Corporation to be acted upon by the members shall be mailed to each member of the Corporation at least fifteen (15) days prior to any meeting at which such proposals shall be considered.

ARTICLE XII – MISCELLANEOUS

Section 1 – Indemnification

A. The Corporation shall reimburse or indemnify each director, officer and employee of the Corporation (and any other corporation which he served at the request of the Corporation) for or against all liabilities and expenses reasonably incurred by or imposed upon him in connection with or resulting from any claim, action, suit or other proceeding (whether such proceeding be civil, criminal, administrative or investigative, hereinafter called “action”) in which he may become involved as a party or otherwise by reason of his being or having been such director, officer or employee or by reason of any action taken if such liabilities or expenses are incurred and whether or not such action or omission to act occurred before or after the adoption of this by-law, provided that (1) in respect of any action by or in the right of the Corporation or such other corporations, and (2) in respect of all other actions such person acted in good faith in what he reasonably believed to be in the best interest of this Corporation or such other corporation, and in addition in any criminal action, had no reasonable cause to believe that his conduct was unlawful.

B. As used in this by-law, the term “liabilities and expenses” shall include but not be limited to counsel fees, expenses, disbursements and amounts of judgments, fines or penalties against and amounts paid in settlement, by a director, officer or employee, but shall not include amounts paid to this Corporation itself (or to such other corporation) unless approved by a court.

C. Where such person has been wholly successful on the merits in such action, or where indemnification of such person has been awarded by a court, he shall be entitled to indemnification as a right; otherwise, the Corporation shall reimburse or indemnify him only if it shall be determined that such person has met the standards set forth in paragraph (A) either (1) by the Board of Directors, acting

by a quorum consisting of three directors of the Corporation other than those involved in the action, or (2) if there are not at least three Directors other than those involved in the action, by arbitration in accordance with the Rules of the American Arbitration Association or by independent legal counsel, who too shall deliver to the Corporation their written opinion that such person has met the standards set forth in paragraph (A).

D. Expenses incurred with respect to any action may be advanced by the Corporation prior to the final disposition thereof, upon receipt of an undertaking by such person to repay any amounts for which it shall ultimately be determined that he is not entitled to indemnification.

E. The foregoing right of reimbursement or indemnification shall not be exclusive of other rights to which any such person may otherwise be entitled and, in the event of his death, shall extend to his legal representatives.

F. The Corporation may maintain insurance to protect any such director, officer or employee against any liabilities and expenses incurred by him in connection with any action.

G. The provisions of this section shall be applicable to actions commencing after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

Section 2 – Personal Liability of Directors

A. Director shall not be personally liable, as such, for monetary damages for any action taken or not taken unless:

a. The Director has breached or failed to perform the duties of his/her office under the Subchapter B of Chapter 57 of the Nonprofit Corporation Law of 1988; and

b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 3 – Dissolution

Upon the dissolution of the Corporation, the Board of Directors or trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code, as the Board of Directors or trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Allegheny County, Pennsylvania, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively

for such purposes.

Section 4 – Gender

Reference herein to the masculine or feminine gender shall include both genders.