

BY-LAWS

CHEBOYGAN HOCKEY ASSOCIATION, INC.

ARTICLE I

Name

Section 1.01 The name of the Corporation shall be the Cheboygan Hockey Association, Inc. (herein the “Association”).

Section 1.02 This Association is organized and shall be maintained as tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

Purpose

Section 2.01 To organize, operate, and maintain without profit to the Association, a hockey program for youths age of nineteen (19) years and under. The Association may sponsor fund raising and public education programs, administer and manage property, and undertake such other services and programs deemed necessary to encourage participation in, and in appreciation of, ice hockey and other skating activities. The Association shall operate exclusively for the purposes set forth herein as a charitable non-profit corporation, no part of the net earnings of which shall inure to the benefit of any corporate member or individual, and no substantive part of the activities of which will be to carry on propaganda or otherwise influence legislation, and which shall not participate in, or intervene (including publishing or distribution of statements), in any political campaign, or on behalf of any candidate for public use.

ARTICLE III

Membership

Section 3.01 Qualifications. All persons able to meet one or more of the following qualifications shall be deemed members of the Cheboygan Hockey Association, Inc., (a) parent or guardian of a player registered with the Cheboygan Hockey Association during the twelve (12) months preceding the date of determination of membership; (b) coaches registered with the Association within the twelve (12) months preceding the date of determination of membership; (c) members of the Association’s Board of Directors; and (d) subject to verification by the Board of Directors, any volunteer who has regularly given a minimum of forty (40) hours of volunteer service in the two (2) years preceding the date of determination of membership for Cheboygan Hockey Association.

Section 3.02 Voting Rights at Annual Meetings and Special Meetings of the Membership. At any annual or special meeting of the members of the Association, each member in good standing shall be entitled to one (1) vote on any question or issue voted on by the membership. For purposes of determining eligibility to vote on any matters under this Section 3.02, the parents or guardian of any registered player qualifying for membership under Section 3.01(a) shall have only one vote between them except to the extent that any parent or guardian also qualifies for membership under Section 3.01(b), (c) or (d), in which case the qualifying parent or guardian shall have the separate right to vote, provided, however, that no member shall have the right to more than one vote any matter and in no event shall the parents or guardians of one or more registered players have more than two votes between them. A quorum of the Board of Directors must be present for the transaction of business for the annual or full membership meeting. Except as otherwise provided by law, the Articles of Incorporation, or by these By-Laws, all matters voted on by the members at any meeting shall be decided by a vote of the majority of the members present and entitled to vote. At the annual meeting and special meetings of the membership, the members may attend, participate, and vote only in person. Voting by proxy shall not be permitted.

Section 3.03 Team Membership-All teams of this Association will register with MAHA

Section 3.04 Equal Opportunity. The CHA will provide an equal competitive opportunity, taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

Section 3.05 Abuse. The CHA shall adopt policies prohibiting sexual and physical abuse which meet certain minimum criteria established by MAHA, subject to any contrary requirements contained in state and local law applicable to CHA.

ARTICLE IV

Meetings

Section 4.01 Annual Meeting The regular annual meeting of the Association membership for the election of Directors, and transaction of whatever other business may properly come before the meeting shall be held on the second (2nd) Tuesday of April each year.

If, for any cause, the election of Directors is not held on the second (2nd) Tuesday of April, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as is convenient.

Notice and agenda of the annual meeting shall be given to all members of the Board of Directors no less than fifteen (15) days in advance of the holding of the meeting, which meeting shall be open to all members of the Association.

Section 4.02 Special Meetings A special meeting of the membership may be called by the President, Board of Directors, or at the request of ten (10%) or more members having voting rights.

Section 4.03 Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by mail or by electronic transmission, not less than ten (10) days or more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at his or her address as it appears on the records of the Association with postage thereon prepaid. If electronically transmitted, the notice shall be deemed given when electronically transmitted to the member in a manner authorized by the member. As used in these By-laws the terms “Electronic transmission” or “electronically transmitted” includes “Email” and any form of communication that meets all of the following:

- (a) It does not directly involve the physical transmission of paper
- (b) It creates a record that may be retained and retrieved by the recipient
- (c) It may be directly reproduced in paper form by the recipient through an automated process.

ARTICLE V

Board of Directors

Section 5.01 Definition A Board member is defined as any person who has been elected to the Board of Directors of the Association by the members at an annual or special meeting or appointed by the Board of Directors to fill a vacancy on the Board of Directors.

Section 5.02 General Powers Except as otherwise provided by law, the Articles of Incorporation, or by these By-Laws, the Board of Directors (hereinafter referred to as the “Board”), shall exercise the powers of the Association, conduct its business and affairs, and control its property.

Section 5.03 Number and Term of Office The Board shall consist of not fewer than eight (8), nor more than eleven (11) members. The number of Directors within the foregoing limits shall be determined from time to time by the members at the annual meeting of the Association. Directors shall hold office for a term of three (3) years and shall be elected so that the terms of approximately one-third (1/3) of the Directors will expire each year. Directors shall hold office until their successors have been elected and have qualified.

Section 5.04 Nomination and Election of Directors A nominating committee, with at least two (2) members of which shall be members of the Board whose term will not be expiring at the next annual meeting shall be appointed two (2) months prior to the annual meeting of the

membership. Such committee shall consider all available candidates for the Directorships to be filled at the next meeting and shall submit a slate of candidates to the Secretary at least one (1) month prior to such meeting. The Committee may recommend one (1) candidate for each vacancy to be filled. Nominations may also be made by members from the floor. The procedure for balloting will be that each vacancy will be presented on a separate ballot. All nominees must be members in good standing, not affiliated with another hockey association, not affiliated with an independent hockey team, and must be present at the meeting. If existing Board members are unable to attend, a letter of intent must be received fifteen (15) days prior to the annual meeting, stating their desire to be considered for re-election. At that time, the applicant would be considered for re-election with approval from the Board. Any potential new Board members must be in attendance.

Section 5.05 Meetings An annual meeting of the Board for the election of officers shall be held on the day which the annual meeting of the membership shall have been held, or as soon after the holding of such meeting of the membership as is practicable. Regular meetings of the Board shall be held as least monthly, or at such time and place as shall from time to time be set by the Board, and no notice of such regularly scheduled meeting need be given. Special meetings of the Board may be called by the President or at the request of five (5) or more Directors. Notice of such special meeting shall be given to each Director by mailing same not later than the fifth (5th) day before such meeting or by personally delivering same or by electronic transmission no later than the third (3rd) day before such meeting. Notice by electronic transmission shall be deemed given when electronically transmitted to the Director in a manner authorized by the Director.

Section 5.06 Quorum and Voting A majority of voting members of the Board shall constitute a quorum for the transaction of business. Once a quorum is declared, it shall continue for the duration of the meeting. Except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws, the act of a majority of Directors present at a meeting of the Board at which a quorum is present shall be the act of the full Board. If at any meeting of the Board there shall be less than a quorum, the members may adjourn the meeting from time to time until a quorum is secured and the meeting may be held, as adjourned, without further notice. In urgent circumstances, the President or other officer may poll the Board members personally, by electronic transmission or by telephone and the vote of the majority of the voting members of the Board so obtained, shall be the valid act of the Board; provided that the act is duly ratified at the next regular or special meeting of the Board.

Section 5.07 Special Quorum and Voting Requirements Notwithstanding the foregoing provision concerning the continuation of a quorum, approval of an expenditure of funds in excess of Five Thousand and No/100 Dollars (\$5,000.00) must be done upon the vote of a majority of Directors at a meeting at which an actual quorum is present. Any expenditure of the principal balance of Cheboygan Hockey Association, Inc. savings account(s) or certificates of deposit or any other investment account may be done only upon an affirmative vote of two-thirds (2/3) of all voting members of the Board.

Section 5.08 Action by Consent Without Meeting. Any action of the Board of Directors may be taken without a meeting if, before or after the action, all of the Directors consent in writing or

by electronic transmission setting forth the action so taken. Written consents shall be filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 5.09 Participation by Remote Communications Equipment Directors may participate in meetings of the Board of Directors by means of a conference telephone, video or web conference or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 5.10 Resignation and Removal Any Director may resign at any time by giving written notice to the Board. Such resignation which may or may not be made contingent on formal acceptance shall be effective upon its receipt by the Board, or at such subsequent time as shall be specified in the notice of resignation. Any director who fails to attend two (2) meetings without being excused for good cause shall be deemed to have resigned. Such resignation shall be confirmed by a majority vote of the Board and written notification of same shall be given to said Director. Lack of commitment and donation time from a Director may be reviewed and a basis for removal from Board with a majority vote. Any Director may be removed at any time either for, or without cause, by the affirmative vote of two-thirds (2/3) of all voting members of the Board.

Section 5.11 Vacancies Any vacancy however caused occurring in the Board may be filled by the affirmative vote of a majority of remaining Directors though less than a quorum, or by a sole remaining Director. Each Director so appointed shall hold office for the remainder of the term of his or her predecessor in office. Each such appointment by the Board shall be subject to the approval or disapproval of the Association members at the next regular or special meeting of the membership.

Section 5.12 Compensation Directors shall receive no compensation for their services as Directors but may be reimbursed for any expenses incurred by them as Directors and approved by the board. Nothing herein contained shall be construed as precluding any Director from serving the Association in any other capacity, as officer, employee, or otherwise and receiving just compensation for such services. Compensation for officers may be provided only upon approval by an affirmative vote of two-thirds (2/3) of all voting members of the Board.

ARTICLE VI

Officers

Section 6.01 General Provisions The officers of the Association shall consist of President, Vice-President, Secretary, Treasurer and Registrar. The officers shall be elected by the Board at the first meeting of the Board after the annual meeting of the membership in each year. Each officer shall hold office for a (one) 1-year term and until his or her successor has been duly elected.

Section 6.02 Resignation and Removal Any officer may resign at any time by giving written notice to the Board. Such resignation will take effect the day following the next regularly

scheduled monthly meeting or at such subsequent time as shall be specified in the notice of resignation. Any officer may be removed by the Board when, in its judgment, the best interest of the Association would be served by removal. A removal of an officer shall be effective upon a vote of a majority of the voting members of the Board of Directors.

Section 6.03 Vacancies A vacancy in any office shall be filled by the Board for the remaining portion of the term of the office.

Section 6.04 President The President shall preside at all meetings of the membership and the Board at which he or she is present and shall, in addition, perform all of the acts incident to the office of President or prescribed by the Board. The President shall be an ex officio member of all committees.

Section 6.05 Vice-President The Vice-President shall have such power and perform such duties as may be assigned to him or her by the Board or by the President. In the absence of the President or in the event of his or her disability, inability, or refusal to act, the Vice-President shall perform the duties of the President with the full powers of and subject to the restrictions of the President.

Section 6.06 Secretary The Secretary shall have charge of the minutes of all meetings of the membership and of the Board. The Secretary shall give or cause to be given appropriate notices in accordance with these By-Laws or as required by law and shall act as custodian of all Association records and reports including the records of the Association membership and the corporate seal, if any, assuring that is affixed when required by law to documents executed on behalf of the Association. The Secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Board or the President.

Section 6.07 Treasurer The Treasurer shall keep, or cause to be kept, correct and accurate accounts of the properties and financial transactions of the Association and, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the Board or the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine. The Board may authorize payment by the Association of the Treasurer's bond.

Section 6.08 Registrar The Registrar shall conduct individual player registration, the player draft, and the registration of the teams in accordance with the appropriate rules and regulations of the Michigan Amateur Hockey Association (MAHA) and USA Hockey rules and regulations. In addition, the Registrar shall assure compliance with the appropriate registration and certification for all officials and coaches. The Registrar will assure insurance coverage for each team registered. In the absence of the President and Vice-President, the Registrar shall preside at all meetings of the membership and the meetings of the Board of Directors.

ARTICLE VII

Committees

Section 7.01 Executive Committee The Board may, at its discretion, constitute a general Executive Committee for the Board and specify its authority and responsibilities. Such committee shall be composed of the officers of the Board and such further persons as the Board may from time to time designate. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it from time to time, including the immediate oversight and management of the business affairs of the Association. The Executive committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. The Committee shall act by a majority of the members thereof, and any action duly taken by the Committee within the course and scope of its authority shall be binding on the Association.

Section 7.02 Other Committees The Board may constitute and appoint special and standing committees in addition to the Executive Committee to assist in the supervision, management, and control of the Association with responsibilities and powers appropriate to the nature of the several committees, and as provided by the Board in the resolution of appointment, or in subsequent resolutions and directives. Each committee so constituted and appointed shall serve at the pleasure of the Board, and at least one (1) member of such standing or special committee shall be a voting member of the Board of Directors of the Association. Each member of the Board of Directors must serve and be active on a committee.

ARTICLE VIII

Rules and Regulations

Section 8.01 Establishment The Board shall be responsible for establishing all rules and regulations governing the organization and playing of ice hockey. These rules shall be in accordance with the Michigan Amateur Hockey Association (MAHA) Guidebook and USA Hockey rules and guidelines. Such rules shall be placed in a prominent location for the inspection of all the members at the commencement of each hockey season.

ARTICLE IX

Contracts, Checks, Deposits and Funds

Section 9.01 Contracts The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or may be confined to specific instances.

Section 9.02 Checks, Drafts or Orders All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall

from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and counter- signed by the President, Vice-President or Secretary. Two (2) members of the immediate family and/or same household are prohibited from endorsing checks or other financial documents.

Section 9.03 Gifts The Board may accept, on behalf of the Association, any contribution, gift, bequest or devise of property, real or personal, and hold title thereto for the benefit and purpose of the Association. The Board shall use such property in accordance with the terms of the deed, give, devise or bequest or, in the absence of any term being attached to same, said property shall be used in a manner consistent with the purpose of the Association and as determined by a majority of the Board.

ARTICLE X

Reports, Books and Records

Section 10.01 Annual Report The Board shall present at each such annual meeting the full, true and clear report of the business of the Association for the period reported on and its condition, as of the date of the report. Each such report shall disclose in detail the financial condition of the Association and the income and expenses of the Association for the period of the report. Such financial information may be given by means of statement of income and expenses prepared from and in accordance with the books of account of the Association.

Section 10.02 Corporate Books Examination Procedures A qualified certified public accountants shall be designated as examiners by the Board, to examine the books of account of the Association annually. Examination procedures at a minimum shall provide the following:

- a. Compare all cash disbursements to related support (invoices)
- b. Reconcile revenue per QuickBooks with bank deposits for the fiscal year
- c. Review end of the year bank reconciliations and confirm balances with financial institutions.
- d. Prepare a cash basis summary of receipts and disbursements.

Section 10.03 Inspection of the Books and Records With respect to the books of account or records of the Association, the Board shall determine if and when such books and records shall be open to inspection by the members and the time and conditions of such inspections and provide to its membership an annual income and expense report of operations.

Section 10.04 Operating Budget The annual operating budget of the Cheboygan Hockey Association, Inc. will be adopted before the fiscal year end (June 30) by an affirmative vote of two-thirds (2/3) of all voting Board members.

ARTICLE XI

Fiscal Year

Section 11.01 Fiscal Year The fiscal year of the Association shall begin on the first (1st) day of July in each year and end on the thirtieth (30th) day of June of the following year.

ARTICLE XII

Indemnification

Section 12.01 Non-derivative Actions The Association shall indemnify and hold harmless a Director or officer of the Association or any individual serving at the request of the Association as a Director, officer, employee or agent, against expenses (including actual attorney fees), judgments, penalties, fines and amounts paid in settlement, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding. This includes any civil, criminal, administrative or investigative proceeding, whether formal or informal (other than an action by, or in the right of, the Association). This indemnification shall apply only if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment shall not, by itself, create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association and its members, or (b) with respect to any criminal action or proceedings, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 12.02 Derivative Actions The Association shall indemnify and hold harmless any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit, by or in the right of the Association to procure a judgment in its favor because (a) the person was or is a Director or officer of the Association, or (b) the person was or is serving at the request of the Association as a Director, officer, employee or agent. The person shall be indemnified and held harmless against expenses (including actual attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Association or its members. However, indemnification shall not be made for any claim, issue or matter in which such person has been found liable to the Association unless, and only to the extent that the court in which such action or suit was brought, has determined on application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 12.03 Expenses of Successful Defense To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in Sections 12.01 and 12.02 hereof, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided in the ARTICLE 12.

Section 12.04 Contract Right: Limitation or Indemnity The right to indemnification conferred in this ARTICLE 12 shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Association as well as in such person's capacity as a Director or officer. Except as provided in Section 12.03 of this ARTICLE, the Association shall

have no obligations under this ARTICLE to indemnify any person in connection with any proceeding or part thereof initiated by such person without authorization by the Board.

Section 12.05 Determination That Indemnification Is Proper Any indemnification under Sections 12.01 and 12.02 of this ARTICLE (unless ordered by a court) shall be made by the Association only as authorized in the specific case. The Association must determine that indemnification of the person is proper in the circumstances because the person has met the application standard of conduct set forth in Sections 12.01 and 12.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) by a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit or proceeding.
- (b) if the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested Directors.
- (c) by independent legal counsel in a written opinion.
- (d) by the members.

Section 12.06 Proportionate Indemnity If a person is entitled to indemnification under Sections 12.01 or 12.02 of this ARTICLE for a portion of expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount, the Association shall indemnify the person for the portion of the expenses, judgments, penalties, fines or amount paid in settlement for which the person is entitled to be indemnified.

Section 12.07 Expense Advance Expenses incurred in defending a civil or criminal action suit or proceeding described in Sections 12.01 or 12.02 of this ARTICLE may be paid by the Association in advance of the final disposition of the action, suit or proceeding on receipt of an undertaking by, or on behalf of, the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Association. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 12.08 Non-exclusivity of Rights The indemnification or advancement of expenses provided under this ARTICLE is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Association. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 12.09 Indemnification of Employees and Agents of the Association The Association may, to the extent authorized from time to time by the Board, grant right to indemnification and to the advancement of expenses to any employee or agent of the Association to the fullest extent of the provisions of this ARTICLE with respect to the indemnification and advancement of expenses to Directors and officer of the Association.

Section 12.10 Former Directors and Officers The indemnification provided in this ARTICLE continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of that person.

Section 12.11 Insurance The Association may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Association or (b) was or is serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such whether or not the Association would have power to indemnify against such liability under this ARTICLE or the laws of the State of Michigan.

Section 12.12 Changes in Michigan Law If there are any changes in the Michigan statutory provisions applicable to the Association and relating to the subject matter of this ARTICLE, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Association to provide broader indemnification rights than such provisions permitted the Association to provide before any such change.

ARTICLE XIII

By-Laws

Section 13.01 Inspection These By-Laws and all amendments thereto shall be maintained in current form by the Secretary and shall be available for inspection by any member at any reasonable time.

Section 13.02 Amendment These By-Laws may be amended, altered or repealed and new By-Laws adopted by (i) the affirmative vote of a majority of the Directors at any meeting of the Board, or (ii) by the affirmative vote of the members at an annual or special meeting of the membership provided the notice of such meeting includes notice of the proposed amendment.

ARTICLE XIV

Miscellaneous

Section 14.01 Membership Fee and Assessments Annual registration fees and/or dues may be established by the Board of Directors. Other assessments necessary for the operation of this Association may, from time to time, be established by the Board of Directors. All such assessments, etc., shall be payable as directed by said Board or the Executive Committee, in the Board's absence. Failure to comply with either Section A or B of this by-law and any rules promulgated hereunder shall result in the immediate suspension of said non-complying league, association, team and /or individual(s) and said suspension shall remain in full force and effect until such times as there is full compliance.

Section 14.02 Removal of Member The Board of Directors, by majority vote, may suspend or expel any member for cause or conduct it deems inappropriate.

1. The expelled or suspended member has seven (7) calendar days after receipt of written expulsion or suspension by certified mail to request a hearing before the Board of Directors to appeal his or her specific case.
2. Any member of CHA may resign by written notice to the Board of Directors accompanied by payment of all money and property owned.
3. Termination of membership, whether by resignation, suspension, expulsion or otherwise, terminates all rights of membership.

Section 14.03 Hold Harmless. The Cheboygan Hockey Association, an affiliate of Michigan Amateur Hockey Association, and an Association of USA Hockey, Inc., does hereby indemnify and hold harmless USA Hockey and each member thereof, the Executive Committee of the USA Hockey and each member thereof, the councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of the Michigan Amateur Hockey Association, except to the extent (i) that USA Hockey of the afore-described representatives caused such claims, liability, judgments, costs, attorney's fees, charges or expenses by their own intentional neglect or default of (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 USA Hockey. Further, the Michigan Amateur Hockey Association understands and acknowledges that USA Hockey and its afore-described representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this constitution.

Section 14.04 Parliamentary Authority. Such rules of procedure as determined by the President or other officer presiding at the meeting, as well as these By-Laws, shall govern the conduct of meetings of members and the Board. No formal published rules, such as Roberts Rules of Order, need be observed.

ARTICLE XV

Disposal of Assets on Dissolution

Section 15.01 In the event of the dissolution of this Association, all assets, both real and personal, shall be distributed to such organizations as are qualified under Section 501(c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue law.