

By-Laws

Rev July 2007

BY LAWS OF CAPITAL CITY VIPERS YOUTH HOCKEY CLUB, INC.

ARTICLE I - ORGANIZATION

1. NAME. The name of the organization shall be "CAPITAL CITY VIPERS YOUTH HOCKEY CLUB, INC." (hereinafter the "Club").

2. ADDRESS. The address of the Club shall be c/o Jena Breen, 6216 Edgeware Road, Mechanicsburg, PA 17050.

3. INCORPORATION. The Club was incorporated on April 30, 2002 under the Commonwealth of Pennsylvania Nonprofit Corporation Law of 1988, as amended.

4. SEAL. The corporate seal shall have inscribed thereon the name of the Club, the year of its organization, and the words "Corporate Seal, Pennsylvania".

ARTICLE II - PURPOSE

1. PURPOSE. The Club is organized for the following purposes:

To aid in the development of young people today for the challenges of tomorrow through the experiences of ice hockey; to encourage the instruction, practice and advancement of its members in

ice hockey; to encourage and cultivate a spirit of fraternal feeling among Hockey Players; to

sponsor, to produce, or cooperate in the production of amateur ice hockey; to develop, promote, and

regulate ice hockey for individuals 18 years of age and under, as identified by USA Hockey, by

organizing local and statewide competitions, promulgating rules, organizing officials, presenting

seminars, distributing a newsletter, and otherwise encouraging growth of the sport and generally to

do and perform such other acts as may be necessary, advisable, proper, or incidental in the realization of the objects and purposes of this organization; and to carry out the general policies and objectives of the USA Hockey Association.

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The Club shall be permitted to engage in all other activities permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code, and limited further by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and any other applicable law, regulation or statute limiting the lawful activities of charitable, non-profit corporations in Pennsylvania.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members of the Board of Directors, the officers or other private persons, except that the Club 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 above. No substantial part of the

activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the Club shall not participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of or in opposition to any candidate for

public office. Notwithstanding any other provision of these Articles, the Club shall not carry on any

other activities not permitted to be carried on (a) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b)

by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Upon the dissolution, winding up of the Club or liquidation of the assets of the Club, the Board of Directors shall, after payment of all liabilities, distribute all of its assets to a charity dedicated to charitable purposes which qualifies for and is exempt within the meaning of Section

501(c)(3) of the Code, or corresponding section of any future federal tax code. Any such assets not

disposed of as aforesaid shall be disposed of by the Court in the county in which the principal office

of the Club is then located, to such charitable organization as said Court shall determine, which is

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organized and operated exclusively for charitable, educational, religious, or scientific purposes and

which qualifies for and is exempt under Section 501(c)(3) of the Code, or corresponding section of

any future federal tax code.

ARTICLE III – BOARD OF DIRECTORS

1. BOARD OF DIRECTORS. The Board of Directors (“Board”) of the Club shall

consist of ten (10) members. Positions will be: President, Vice President of Hockey Affairs, Vice

President of Administration, Secretary, Treasurer, Registrar, Scheduler, Chief of Coaches, Delaware

Valley Hockey League (“DVHL”) Representative and Marketing/Merchandising Director. The

President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. Such other officers and assistant officers may

be added as the needs of the Club may require.

2. TERM. The term of each Director shall be two years and each Director may serve three successive terms. At-Large Members, if added as the Club would require, shall serve for a one

year term and may serve two successive terms. To provide for the staggering of terms, the initial

terms of the Board of Directors shall end as follows: President – 2009; Vice President of Hockey –

2008; Vice President of Administration – 2009; Secretary – 2008; Treasurer – 2009; Registrar –

2008; Scheduler – 2008; Chief of Coaches – 2009; DVHL Representative – 2008;

Marketing/Merchandising – 2009.

3. FILLING VACANCIES. If a Director terminates his/her service to the Board before the end of his/her term, the position will be filled for the unexpired remainder of the term by a vote

of the Board of Directors.

4. ELECTION METHOD. When a Director’s term is scheduled to expire, the

President shall, at least six (6) weeks prior to the date of the Annual Spring Meeting, appoint a

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Nominating Committee consisting of three (3) persons, who shall be approved by the Board of

Directors. The Nominating Committee shall select candidates for positions, which are expiring that

year. The Nominating Committee shall obtain an agreement to serve if elected from each candidate.

The nominations shall be submitted to the membership in writing by the Secretary of the club not

less than three (3) weeks prior to the Annual Spring Meeting of the Club.

Any five (5) members of the Board of Directors in good standing may nominate other

candidates for any office by submitting in writing the names of such other candidates, the office for

which they are being nominated, and an agreement to serve if elected for each candidate, to the

Secretary of the Club at least two (2) weeks prior to the Annual Spring Meeting. The Secretary shall

mail a notice of these additional nominations to each member at least one (1) week prior to the Annual Spring Meeting.

No candidate shall be elected to any office unless the candidate has been nominated as herein provided.

ARTICLE IV - DUTIES OF BOARD OF DIRECTORS

1. PRESIDENT. The President shall take charge of the Club, shall preside at all

meetings of the Club and of the Board of Directors. The President shall have the entire supervision

and management of the Club and its property pending the action of the Board of Directors; the power to suspend any member for violating the Bylaws or Regulations of the Club, pending the approval of the Board of Directors; and to call special Board of Directors meetings and Club meetings.

The duties of the President will include such other duties as are specified in the position specification for this office, as approved by the Board of Directors.

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The President, together with the Secretary, shall sign all agreements and contracts made by the Club upon approval of the Board of Directors.

The President, together with the Treasurer, shall be a signatory on all accounts of the Club.

2. VICE PRESIDENT OF HOCKEY. The Vice President of Hockey shall have the

duty to assist the President in the discharge of the President's duties, and in the President's absence,

the Vice President of Hockey shall assume the duties of that office and officiate in the President's

stead.

Such other duties and responsibilities of the Vice President of Hockey shall be designated in the position specifications for the office of Vice President of Hockey, as approved by the Board of

Directors. These specifications will include, but not be limited to, leading the Disciplinary Committee and addressing concerns and/or complaints of parents, players and coaches.

3. VICE PRESIDENT OF ADMINISTRATION. The Vice President of

Administration shall have the duties designated in the position specifications, as approved by the

Board of Directors including, but not limited to, maintaining paperwork and dealing with administrative matters of the Club.

4. TREASURER. The Treasurer shall have charge of the funds of the Club and shall

keep a record of all receipts and disbursements and shall render a written report when requested by

the President or Board of Directors. Disbursements which are related to the work of a Committee

Chairman shall only be made when verified and approved by the Committee Chairman concerned.

The Board of Directors shall have the power whenever they deem it necessary to appoint an acting

Treasurer. The funds shall be deposited in the name of the Club in a bank approved by the Board of

Directors or in securities approved by the Board of Directors. The Treasurer shall render a full

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financial report of the accounts of the Club at the Annual Spring Meeting and permit examination at

any time by the Board of Directors of all records pertaining to the office of Treasurer.

The Treasurer shall promptly turn over to his successor all of his records after being audited.

His accounts shall be audited by the Auditing Committee appointed by the President and approved

by the Board of Directors.

The Treasurer shall maintain all accounts.

The Treasurer, together with the President, shall be signatories on all accounts of the Club.

Such other duties as assigned to the Treasurer by the President and approved by the Board of

Directors will be included in the position specification prepared for this office as approved by the

Board of Directors.

5. SECRETARY. The Secretary shall be responsible for keeping the minutes of all

meetings of the Club and of the Board of Directors; shall supervise all reports and documents

connected with the business of the Club, including official copies of by-laws and policies; shall

supervise the keeping of a membership roll which shall include the names of each active member,

the dates of election for each member, and the names of all deceased, suspended or expelled

members. The membership roll shall reflect the status of all members payment of dues as reported

by the Treasurer.

The Secretary shall supervise the correspondence of the Club, prepare and issue notices of all meetings of the Club and Board of Directors. Such other duties as assigned to the Secretary by the

President and approved by the Board of Directors will be included in the position specification prepared for this office as approved by the Board of Directors.

6. REGISTRAR. The Registrar will be responsible for ensuring that the registrations of all players and coaches are current and valid. Additionally, the Registrar will be responsible for

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ensuring that all registrations with the DVHL and USA Hockey are current and valid. The registrar

will communicate regularly with all team managers/representatives

7. SCHEDULER. The Scheduler will be responsible for ensuring that all hockey games and practices for all teams are scheduled. The Scheduler also will be responsible for ensuring

that all schedules are distributed to the teams.

8. CHIEF OF COACHES. The Chief of Coaches will be responsible for ensuring the development and implementation of drills for all teams. The Chief of Coaches also will be responsible for ensuring that all coaches follow the practice regiment and the Chief of Coaches also

will be responsible for the recommendation of coaches and the evaluation process.

9. DVHL REPRESENTATIVE. The DVHL Representative will be responsible for acting as the Club's liaison and representative with the DVHL. The DVHL Representative will attend DVHL meetings and report back to the Board of Directors of the Club.

10. MARKETING/MERCHANDISING DIRECTOR. The Marketing/Merchandising Director shall be responsible for the purchase of Club items, including Jerseys, socks, practice jerseys and other merchandise as the Club would require. The Marketing/Merchandising Director

will procure advertising and print collateral as the Club would request and require. The

Marketing/Merchandising Director will procure a minimum of three (3) bids on any purchases over

\$500 and present all findings before the Board.

ARTICLE V- POWERS OF THE BOARD OF DIRECTORS

1. MEETING. The Board of Directors shall meet at least ten (10) times/year. The date of such meetings shall be stated by the President, or in the absence of the President, by the Vice

President of Hockey.

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Any four (4) members of the Board of Directors may call a Board meeting upon written notice to all of the members of the Board of Directors at least three (3) days prior to the meeting.

The notice shall state the date of the meeting, the purpose for which the meeting is being called and

the names of the four (4) members requesting the meeting.

2. QUORUM. Since the membership of the Board of Directors may vary in numbers, fifty percent (50%) of the current membership of the Board of Directors shall constitute a quorum.

3. AUTHORITY. The Board of Directors shall have entire authority in the management of the affairs and finances of the Club and shall have general control of all of the Club's

property. All rights and powers connected therein shall be vested in the Board of Directors.

4. RULES. The Board of Directors shall make such rules as it deems proper respecting the use of the Club's property; prescribe rules for the admission of visitors; fix penalties for offenses

against the rules; and make rules for its own government and for the government of the committees

appointed by it. The Board of Directors shall approve all position specifications for each of the officers and Committee Chairpersons, which shall be binding upon the occupants of each position.

5. APPROPRIATIONS. All appropriations from the funds of the Club shall be made by the Board of Directors, including approval of the budgets submitted by the various Committee

Chairpersons governing their operations for the current skating year. Special appropriations not included in such budgets must receive the approval of the Board of Directors before being made.

6. AUDITS. The President shall appoint an Audit Committee of no less than two (2) persons, approved by the Board of Directors, who shall audit the records of the Treasurer of the Club

annually.

7. INDEBTEDNESS. The Board of Directors shall have the power to limit the indebtedness of a member of the Club to the Club.

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8. SUSPENSION OR EXPULSION. The Board of Directors shall have the power to

suspend or expel any member for violations of the Bylaws or for conduct which it shall deem improper, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing.

9. MEMBERSHIP READMISSION. The Board of Directors may at a regular meeting readmit to membership, any former member whose registration had been fully accepted. Such readmission must be by ballot or show of hands and two (2) negative votes shall constitute a rejection. No rejected candidate shall be again proposed for reinstatement within six (6) months after rejection.

10. MEMBERSHIP REMOVAL AND REINSTATEMENT. The Board of Directors may, as hereinbefore provided, remove from the roll of membership any delinquent members and may also reinstate such members as hereinbefore provided.

11. STANDING COMMITTEES. The Board of Directors shall approve the Chairperson of all standing committees as appointed by the President and shall exercise full authority over such committees except as hereinafter provided and shall approve the establishment of such other committees as shall seem necessary to it.

12. USA HOCKEY AND THE DVHL. The Board of Directors shall appoint from among its eligible registered members, a number of representatives to USA Hockey and the Delaware Valley Hockey League ("DVHL") as set forth in the By-laws of either USA Hockey or the DVHL. The Representative or Representatives shall be the representative(s) between the Club and USA Hockey and/or the DVHL and shall attend the appropriate meetings, either in person or by

proxy. The Club shall notify USA Hockey and/or the DVHL of such Representative or

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Representatives. The Board of Directors may as it sees fit, pay the travelling expenses in whole or

part of the Representative or Representatives to the USA Hockey and/or DVHL meetings.

13. CLERICAL ASSISTANCE. The Board of Directors shall have the authority to make, in its discretion, appropriations for clerical assistance to the Secretary and/or Treasurer.

14. EXPENDITURES AND REVENUE. The Board of Directors shall prepare and submit to the Annual Spring Meeting a program of anticipated expenditures for the coming year,

together with proposals of sources of revenue to meet said anticipated expenditures.

15. DIRECTOR LIMITATION. All members of the Board of Directors must be at least eighteen (18) years of age. The office of a member of the Board of Directors shall be ipso facto vacated if the Director:

- (a) Is found to be of unsound mind;
- (b) Is convicted of a criminal offense;
- (c) Is guilty of malfeasance or misfeasance of office as to his/her Club position;
- (d) Resigns his/her office by written notice.

16. A member of the Board of Directors shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (1) the Director has

breached or failed to perform the duties of his/her office in good faith, in a manner he/she reasonably

believes to be in the best interests of the Club, and with such care, including reasonable inquiry, skill

and diligence, as a person of ordinary prudence would use under similar circumstances; and (2) the

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

provisions of this Section 16 shall not apply to the responsibility or liability of a Director pursuant to

any criminal statute or for the payment of taxes pursuant to local, state or federal law.

ARTICLE VI - COMMITTEES

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1. COMMITTEES. The Board of Directors may establish committees as it deems

necessary. The Chairpersons of all committees shall be appointed annually by the President and approved by the Board of Directors at its regular meeting after the election at the Annual Spring

Meeting, or as soon thereafter as deemed practical by the Board of Directors.

2. COMMITTEE DUTIES. The duties, responsibilities and authority of the Standing

Committees will be designated in the position specifications prepared for the Chairperson of each

Committee and approved by the Board of Directors. These position specifications shall be binding

upon the Chairpersons and their acceptance of the appointment shall denote their acceptance of these

duties and responsibilities and their agreement to live by and within them. Any deviations from the

duties and responsibilities must receive the approval of the President and the Board of Directors

prior to becoming effective.

ARTICLE VII - MEMBERSHIP

1. GEOGRAPHICAL SCOPE. There shall be no limitation on membership from the

standpoint of residence.

2. CLASSES OF MEMBERSHIP. The membership shall consist of Player Members; Parent Members; Coach Members; Sponsor Members.

3. PLAYER MEMBERSHIPS. Player membership in the Club is open to persons who wish to play ice hockey and who are amateurs as defined by the rules of USA Hockey.

4. PARENT MEMBERSHIPS. Parent membership in the Club is open to the parents of Player Members.

5. COACH MEMBERSHIPS. Coach membership in the Club is open to those persons who coach the ice hockey players who are not otherwise Parent Members.

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6. SPONSOR MEMBERSHIPS. Sponsor membership in the Club is open to those who contribute money to the Club but who are not otherwise Player Members; Parent Members; or

Coach Members.

ARTICLE VIII - CLUB MEETINGS

1. TIME. There shall be at least one Annual Stated Club membership meeting each year. This meeting is to be held in the spring no later than one month after the last skating session.

2. SPECIAL MEETINGS. The Secretary shall call special meetings at the direction of the President, or upon the written request of five (5) Club members in good standing.

3. NOTICES. Notices of the Annual Spring Meeting and special meetings shall be mailed by the Secretary to every member at least ten (10) days prior thereto, and shall be posted by

the Secretary for the same length of time on the Club bulletin board.

4. SPECIAL MEETING LIMITATIONS. No business shall be transacted at any special meeting except that which was given by written notice.

ARTICLE IX - DISCIPLINE

1. COMPLIANCE. The Board of Directors is responsible for maintaining compliance with the laws and rules of the Club on the part of all members. The Board of Directors has the power to remove from membership any member not acting in the best interests of the Club, acting in detriment of the Club and its members. Before taking such action, the Board of Directors will give the offending member or members a hearing. All complaints must be lodged through the Chair of the Discipline Committee.

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ARTICLE X – AMENDMENT OF BYLAWS

1. AMENDMENTS. Proposed changes to the Bylaws of the Club shall be prepared by a committee appointed by the President for that purpose. Said proposed changes shall be submitted to the Board of Directors for its approval.

ARTICLE XI - BOOKS AND RECORDS

1. RECORDS. The Club shall keep an original or duplicate record of the proceedings of the Board of Directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Club. The Club shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the

registered office of the Club in this Commonwealth, or at its principal place of business wherever

situated.

2. EXAMINATION. Every member of the Board of Directors and every other

Member of the Club shall, upon written demand under oath stating the purpose thereof, have a right

to examine, in person or by agent or attorney, during the usual hours of business for any proper

purpose, books and records of account, and records of the proceedings of the Board of Directors, and

to make copies or extracts therefrom. A reasonable charge may be made by the Club at currently set

charges for any such copy requests, payable at the time copies are delivered. A proper purpose shall

mean a purpose reasonably related to the interest of such person as a member of the Board of

Directors. In every instance where an attorney or other agent shall be the person who seeks the right

to inspection, the demand under oath shall be accompanied by a power of attorney or such other

writing which authorizes the attorney or other agent to so act on behalf of the member of the Board

of Directors. The demand under oath shall be directed to the Club at its registered office in this

Commonwealth or at its principal place of business wherever situated.

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ARTICLE XII - TRANSACTION OF BUSINESS

1. PURCHASES. The Club shall make no purchase of real property nor sell, mortgage,

lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3)

of the members in office of the Board of Directors except whenever there are twenty-one (21) or

more members of the Board of Directors in office, the vote of a majority of the members shall be

sufficient. If the real property is subject to a trust the conveyance away shall be free of trust and the

trust shall be impinged upon the proceeds of such conveyance.

2. INCIDENTAL PROFIT. Whenever the lawful activities of the Club involve among

other things the charging of fees or prices for its services, it shall have the right to receive such

income and, in so doing, may make an incidental profit. All such incidental profits shall be applied

to the maintenance and operation of the lawful activities of the Club, and in no case shall be divided

or distributed in any manner whatsoever among the members of the Board of Directors or the

officers of the Club or any private individual. No part of the net earnings of the Club or donations

received by the Club shall be distributed to or inure to the benefit of any member of the Board of

Directors or any officer of the Club or any private individual.

3. SIGNATURES. All checks or demands for money, notes, contracts, deeds,

mortgages, obligations, documents and instruments of the Club whether or not requiring a seal shall

be signed by such officer or officers as the Board of Directors may from time to time designate.

4. POLITICAL CAMPAIGNS. The Club shall not participate or intervene in

(including the publication or distribution of statements) any political campaigns on behalf of any

candidate for political office, nor shall the Club carry on propaganda or otherwise attempt to

influence legislation.

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ARTICLE XIII - ANNUAL REPORT

1. ANNUAL REPORT. The Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Club as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Club, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Club.

(d) The expenses or disbursements of the Club, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to

each trust fund held by or for the Club. This report shall be filed with the minutes of the annual meeting of the Board of Directors.

ARTICLE XIV - NOTICES

1. MEETING NOTICES. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class

mail, postage prepaid, or by telegram, charges prepaid, to his/her address appearing on the books of

the Club, or supplied by him/her to the Club for the purpose of notice. If the notice is sent by mail or

by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in

the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by

statute or the Bylaws. When a special meeting is adjourned it shall not be necessary to give any

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notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other

than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the

statute or by the Articles of Incorporation, or the Bylaws of this Club, a waiver thereof in writing,

signed by the person or persons entitled to such notice, whether before or after the time stated

therein, shall be deemed equivalent to the giving of such notice, except as otherwise required by

statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the

waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of

notice of such meeting, except where a person attends a meeting for the express purpose of

objecting, at the beginning of the meeting, to the transaction of any business because the meeting

was not lawfully called or convened.

ARTICLE XV - LIQUIDATION OF CLUB

1. DISSOLUTION. In the event of dissolution, winding up or liquidation of the assets of the Club, the Board of Directors shall, after payment of all liabilities, dispose of all the assets of the Club exclusively for the purposes and 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 for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or its successor acts.

ARTICLE XVI - INDEMNIFICATION

1. INDEMNIFICATION. Subject to the limitations hereinafter set forth the Club shall have the power to indemnify each member of the Board of Directors, officer, employee or agent of the Club, and his/her heirs, executors or administrators, to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, 17 attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Club, in which he/she was involved because of anything he/she may have done or omitted to do as a member of the Board of Directors, officer,

employee or agent of the Club or of any organization that he/she may have served as a member of

the Board of Directors, officer, employee or agent at the request of the Club, but such indemnification can be made only if a Determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

Said indemnification can be made only if a Determination has been made, with the advice of Counsel for the Club, by members of the Board of Directors not involved in the claim or proceeding,

or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by independent legal counsel in a written opinion: (1) that

the member of the Board of Directors, officer, employee or agent acted or failed to act, and in either

case, in good faith, and in a manner he/she reasonably believed to be in, or not opposed to, the best

interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause

to believe his/her conduct was unlawful, and (2) that the amount of the proposed indemnification is

reasonable, and (3) that the proposed indemnification is just and proper and can be legally made by

the Club under then existing law, and (4) that the indemnification shall be made by the Club in an

amount stated in the Determination; provided, however, that the indemnification provided for herein

shall not be available if the act or failure to act giving rise to the claim for indemnification has been

determined by a court to have constituted willful misconduct or recklessness.

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2. INDEMNIFICATION EXPENSES. Expenses incurred by an officer, a member of the Board of Directors, an employee or agent in defending a civil or criminal action, suit or proceeding as described above shall be paid by the Club in advance of the final disposition of such

action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay

such amount if it shall ultimately be determined that the person is not entitled to be indemnified by

the Club.

3. INDEMNIFICATION INSURANCE. The Club shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf

of the members of the Board of Directors, officers, employees and agents of the Club and a person

serving at the request of the Club as a member of the Board of Directors, officer, employee or agent

of another organization, against liability incurred in any such capacity, or arising out of his/her status

as such.

4. INVALIDITY. The invalidity of any portion of this ARTICLE XVI shall not affect the validity of the remainder hereof.

ARTICLE XVII - MISCELLANEOUS PROVISIONS

1. FISCAL YEAR. The fiscal year of the Club shall end on the 15th day of April.

2. CONFERENCE CALLS. One or more persons may participate in a meeting of the

Board 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

this section shall constitute presence in person at such meeting.

3. CAPITAL CONTRIBUTIONS. So long as the Club shall continue to be organized

on a nonstock basis, the Board of Directors shall have authority to provide for capital contributions

in such amounts and upon such terms as are fixed by the members of the Board of Directors in

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accordance with the provisions of Section 5541 of the Nonprofit Corporation Law of 1988, as amended.

4. SUBVENTIONS. The Board of Directors, by resolution, may authorize the Club to accept subventions from the general public on terms and conditions not inconsistent with the provisions of section 8542 of the Nonprofit Corporation Law of 1988, as amended.

5. SEQUENCE. At all meetings of the Club, the following order of business shall be observed:

- a. Roll call
- b. Reading of the minutes of previous meeting
- c. Report of officers
- d. Report of committees
- e. Election of officers
- f. Unfinished business
- g. New business

h. Adjournment.

6. RULES OF ORDER. Roberts' Rules of Order shall govern all meetings of the Club.

7. VOTING. Majority vote, except as otherwise provided, shall determine all matters brought before any meeting of the members of the Club.

8. TERM OF OFFICE. All officers of the Club shall hold office from June 1 through May 31.

Policies

The following policies have been approved by the Board of the Capital City Vipers Youth Hockey Club, Inc.

HEAD COACHES

Intent: It is the intent of this policy to assure the orderly application and selection of Head Coaches for the Vipers. Through this policy, the Board intends to select those individuals who will best teach the skills of ice-hockey, further the mission of the Vipers and who will be positive role models for the players.

Policy: Persons desiring to be Head Coaches for the upcoming season will submit an application to the President by February 1. The application will be designed to elicit information regarding the applicant's commitment to the program, ability to work with children, philosophy of coaching and playing and appropriate coaching certification. The application will be reviewed by the Chief of Coaches and forwarded to the VP of Hockey Affairs. The VP of Hockey Affairs will present the application to the Board and the Board will vote to appoint Head Coaches. The decision of the Board is final with respect to these decisions. Approved Head Coaches will be subject to appropriate background checks, by USA Hockey, and USA Hockey has the ability to deny applicants.

ASSISTANT COACHES

Intent: It is the intent of this policy to assure the orderly application and selection of Assistant Coaches for the Vipers. Through this policy, the Board intends to select those individuals who will best teach the skills of ice-hockey, further the mission of the Vipers and who will be positive role models for the players.

Policy: Persons desiring to be Assistant Coaches for the upcoming season will submit an application to the Head Coach by March 1. The application will be designed to elicit information regarding the applicant's commitment to the program, ability to work with children, philosophy of coaching and playing and appropriate coaching certification. The applicants will be ranked by the Head Coach and the applications and rankings will be submitted to the Chief of Coaches for review and then onto the VP of Hockey Affairs. The VP of Hockey Affairs will present the application to the Board and the Board will vote to appoint Assistant Coaches. The decision of the Board is final with respect to these decisions. Approved Assistant Coaches will be subject to appropriate background checks, by USA Hockey, and USA Hockey has the ability to deny applicants.

PLAYING UP

Intent: It is the intent of this policy to provide a structured means for children to play up.

Policy: With respect to playing up, the policy of the Vipers is as follows.

- 1.** Children will not be allowed to play up more than one year in age. In other words, a second year squirt can seek to play as a peewee but a first year squirt may not.
- 2.** A written request must be received by the President of the Board at least one week prior to evaluations. Requests made orally or closer to evaluations will not be considered.
- 3.** The player must be evaluated at his/her own age level and at the desired age level. The player will be charged two evaluation fees.
- 4.** The player must be one of the best five players evaluated at the older age level to be further considered eligible to move up. This determination will be made by two coaches (neither of whom will be associated with the team losing the player or the team gaining the player) along with the Chief of Coaches.
- 5.** Parents must acknowledge the risks of playing up and sign an appropriate waiver of liability.
- 6.** The Board will vote on such requests to play up after evaluations have been conducted.
- 7.** The Board can deny a request if, in the opinion of the Board, allowing a player to move up will negatively impact the ability of the Vipers to field a team at the younger or older level.
- 8.** The Board reserves the right to reverse its decision if it becomes evident that it is not in the best interests of the player or Vipers to have the player continue playing up.
- 9.** If the Board decides to reverse its decision, it will attempt to place the player on the age appropriate team. However, no guarantees can be made with respect to this and, thus, parents and players must be guided accordingly.
- 10.** All decisions of the Board are final.

EVALUATIONS

Intent: It is the intent of this policy to assure an orderly and fair evaluation process.

Policy: Persons desiring to play for the Vipers shall fill out an application and attend at least one evaluation. Persons will be evaluated by an independent evaluator to assess, on a 1-5 basis, the player's skills at hockey. The skills to be evaluated will include: skating; stick-handling; passing; and game situations. Persons also will be evaluated by the Head Coach of that level and the Chief of Coaches. The Head Coach will review all assessments and applications and will select teams based on the assessments along with other information including, but not limited to, previous playing experience, recommendations from other coaches, or own knowledge of a player's capabilities.

PARENT/COACH COMMUNICATION PLAN

We believe that conflicts are best handled within a team and that each player should attempt to resolve any conflicts by first meeting with the coach. If a satisfactory resolution is not reached, then this policy should guide further discussions

COMMUNICATION YOU SHOULD EXPECT FROM YOUR CHILD'S COACH

- Philosophy of the coach
- Expectations the coach has for your child as well as all the players on the squad
- Locations and times of all practices and contests
- Team requirements, i.e., practices, contests, equipment, behavior, etc.
- Procedure followed should your child be injured during participation

- Discipline that may result in the denial of your child's participation

COMMUNICATION COACHES EXPECT FROM PARENTS

- Concerns expressed directly to the coach
- Notification of any schedule conflicts well in advance
- Specific concerns with regard to a coach's' philosophy and/or expectations

As your children become involved in the Viper programs they will experience some of the most rewarding moments of their lives. It is important to understand that there also may be times when things do not go the way you're your child believe they should. At these times discussion with the coach is encouraged.

APPROPRIATE CONCERNS TO DISCUSS WITH COACHES

- The treatment of your child, mentally and physically
- Ways to help your child improve
- Concerns about your child's behavior

It can be very difficult to accept your child not playing as much as you would like. Our coaches are not professionals but they are certified and must make judgment decisions based on what they believe to be best for all participants. As you have seen from the list above, certain things can be and should be discussed with your child's coach. Other things, such as those following, must be left to the discretion of the coach.

ISSUES NOT APPROPRIATE TO DISCUSS WITH COACHES

- Playing time
- Team Strategy
- Play calling
- Other team members

There are situations that may require a conference between the coach and the parent. These are to be encouraged. It is important that both parties involved have a clear understanding of the other's position. When these conferences are necessary, the following procedure should be followed to help promote a resolution to the issue or concern.

IF YOU HAVE A CONCERN TO DISCUSS WITH A COACH, THE PROCEDURE YOU SHOULD FOLLOW IS:

- Call to set up an appointment
- The staff numbers are located in this booklet
- If the coach cannot be reach, call the Chief of Coaches. A meeting will be set up for you
- **DO NOT attempt to confront a coach before during or after a contest of practice or within four hours of a conflict.** These can be emotional times for both the parent and the coach. Meetings of this nature do not promote resolution

WHAT A PARENT CAN DO IF THE MEETING WITH THE COACH DID NOT PROVIDE A SATISFACTORY RESOLUTION

- Call and set up an appointment with the Chief of Coaches and/or Vice-President for Hockey Affairs

Since research indicates a student involved in athletics has a greater chance for success during adulthood, we have established this organization. Many of the character traits required to be a successful participant are exactly those

that will promote successful life after hockey. We hope the above information makes both, your child's and your experience with the Capital City Vipers Youth Hockey Club less stressful and more enjoyable.

THE FUNDAMENTALS OF SPORTSMANSHIP

The members of the Board of Directors of the Capital City Vipers Youth Hockey Club, Inc., strongly emphasize the importance of GOOD SPORTSMANSHIP. The one thing we need to realize is that many people have not had GOOD SPORTSMANSHIP explained to them. Hopefully, the following will help everyone to understand their responsibilities at a hockey contest.

1. GAIN AN UNDERSTANDING AND APPRECIATION FOR THE RULES OF THE CONTEST.

The necessity to be well informed is essential. Know the rules. If you are uninformed, refrain from expressing opinions on officials, coaches, or administrative decisions. The spirit of GOOD SPORTSMANSHIP depends on conformance to a rule's intent as well as to the letter of a given rule.

2. EXERCISE REPRESENTATIVE BEHAVIOR AT ALL TIMES.

A prerequisite to good sportsmanship requires one to understand his/her own prejudices that may become a factoring his/her behavior. The true value of athletic competition relies upon everyone exhibiting behavior, which is representative of a sound value base. A proper perspective must be maintained if the educational values are to be realized. Your behavior influences others whether you are aware of it or not.

3. RECOGNIZE AND APPRECIATE SKILLED PERFORMANCES REGARDLESS OF AFFLIATION.

Applause for an opponent's good performance displays generosity and is a courtesy that should be regularly practiced. This not only represents GOOD SPORTSMANSHIP but also reflects a true awareness of the game by recognizing and acknowledging quality.

4. EXHIBIT RESPECT FOR OFFICIALS.

The officials of any contest are impartial arbitrators who are trained and who perform to the best of their ability. Mistakes by all those involved in the contest are part of the game. We should not rationalize our own poor or unsuccessful performance or behavior by placing responsibility on an official. The rule of GOOD SPORTSMANSHIP is to accept and abide by the decision made. This value is critical for participants to learn for later application in life.

5. DISPLAY OPENLY A RESPECT FOR THE OPPONENT AT ALL TIMES.

Opponents are guests and should be treated cordially, provided with the best accommodations, and accorded tolerance at all times. Be a positive representative for your school, team, and/or family. This fundamental is the Golden Rule in action.

6. DISPLAY PRIDE IN YOUR ACTIONS AT EVERY OPPORTUNITY.

ACCEPTABLE BEHAVIOR

- Applause during introduction of players, coaches and contest officials.
- Accept all decisions of contest officials.
- Handshakes between participants and coaches and end of contest, regardless of outcome.
- Treat competition as a game, not a war.
- Coaches/players search out opposing participants to recognize them for outstanding performance.
- Applause at end of contest for performances of all participants.
- Everyone show concern for an injured player, regardless of team.
- Encourage surrounding people to display only sportsmanlike conduct.

UNACCEPTABLE BEHAVIOR

- Disrespectful or derogatory cheers, chants, comments, or gestures.
- Criticizing officials in any way; displays of temper with an official's call.
- Comments that antagonize opponents.
- Blaming loss of contest on officials, coaches or participants.
- Use of profanity or displays of anger that draw attention away from the game.