

AMENDED BYLAWS
OF MID AMERICAN HOCKEY ASSOCIATION, INC.

ARTICLE I
OFFICE AND REGISTERED AGENT

Mid Am, Mid American Hockey Association, Inc. (hereinafter "Mid Am") shall have and continuously maintain a registered office and a registered agent in the State of Indiana, as required by the State of Indiana Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II
PURPOSES

The purposes for which Mid Am is formed are as set forth in the Articles of Incorporation and include, but are not limited to, to conduct certain of the affiliate responsibilities of USA Hockey, Inc. (hereinafter "USA Hockey") in Indiana, Ohio, Kentucky, West Virginia, and Western Pennsylvania (hereinafter the "District States"), to assist in the governance of members of USA Hockey, and to regulate the sport of amateur ice hockey within the District States.

ARTICLE III
MEMBERSHIP

Section 1. Members. The Members of Mid Am shall comprise all amateur hockey players and coaches who are legal residents in one of the District States, who are Registered Participant Members, as defined in USA Hockey Bylaw One (1).

Section 2. Membership Representation. The Members of Mid Am shall be represented through the Mid Am-approved Association (hereinafter "Local Associations") in which they are registered. A Local Association shall be represented by its authorized officer(s) or directors.

Section 3. Associate Members. Associate Members shall comprise leagues, ice rinks, the Officials Associations, ice managers, and other volunteers. Associate Members shall not be entitled to a vote in Mid Am.

Section 4. Local Associations.

- a. Defined: (i) "Local Association" shall include both "Restricted Local Associations" and "Unrestricted Local Associations." (ii) "Restricted Local Association" means a group of at least eight (8) Members in an organization that is authorized on a

nonexclusive basis under Mid Am as a “Restricted Local Association” to register certain types of teams based upon the official USA Hockey ice hockey player and team classifications (as described in Section II of the USA Hockey Rules and Regulations), based upon Category (Tier I, Tier II, House/Recreational, Travel), or season type. (iii) “Unrestricted Local Association” shall mean a group of at least fifty (50) Members in an organization that is authorized on a nonexclusive basis as a “Local Association” under Mid Am to register all types of teams.

b. Authority: A Local Association is to develop players and teams in the District States and conduct the affairs of the Local Association in order to promote the sport of amateur hockey in the District States in accordance with the Bylaws, Rules and Regulations of Mid Am and USA Hockey.

c. Term of Local Association Authorization: A Local Association’s authorization shall be for two years, commencing on September 1 (the first day of the season pursuant to Section III of USA Hockey’s Rules and Regulations) in the year in which Mid Am approves the Local Association’s application. For Local Associations approved prior to the adoption of these amended bylaws, the commencement date shall be September 1 of the year in which these amended bylaws are adopted. The anniversary date shall be on September 1 two years after the commencement date, and every two years thereafter. A Local Association’s authorization shall at all times be subject to disciplinary action, including suspension or termination, for failure to comply with the Bylaws, Rules and Regulations and decisions of Mid Am (including its Committees) and USA Hockey. A Local Association’s term of authorization shall automatically be renewed for two years on the anniversary date unless (i) the Local Association does not register any Members during the previous two hockey seasons, or (ii) Mid Am notifies the Local Association, in writing and at least ten (10) days prior the anniversary date, of the termination of its authorization and the basis for the termination. The notice described in this subsection may be sent to the Local Association, in care of any of its officers or directors, at its last known address by any means selected by Mid Am or by e-mail.

d Subject to Mid Am and USA Hockey: Local Associations must comply with the Bylaws, Rules and Regulations and decisions of Mid Am (including its Committees) and USA Hockey, whether within or outside of the District States. The Bylaws, Rules and Regulations of Mid Am and USA Hockey shall take precedence over and supersede all similar governing documents, authority and/or decisions of the Local Association.

e Required Disclosure: On an annual basis, on or before September 1, all Local Associations shall provide Mid Am with written notice of the names, e-mail addresses, and phone numbers of their officers, directors, and Safesport Coordinator in a form prescribed by Mid Am. Any Local Association which changes its assumed business name shall provide Mid Am with notice of the change within ten (10) days of the effective date of the change.

f. Agreement with Mid Am: At the request of Mid Am, all Local Associations shall execute a Local Association Agreement in form and substance acceptable to Mid Am.

Section 5. New Local Associations-Process. Any organization seeking to become a Mid Am-authorized Restricted Local Association or Unrestricted Local Association (the "Applicant") shall submit its application to Mid Am's Membership Committee in the form prescribed by the Membership Committee. The Applicant shall provide the Membership Committee with any and all information and documentation requested by the Membership Committee and must demonstrate how it will promote the growth of ice hockey in the organization's local area. At the request of the Membership Committee, the Applicant shall attend a meeting with the Membership Committee to discuss its application and respond to questions regarding the application. If the Membership Committee elects to request a meeting with the Applicant, the Membership Committee shall provide written notice of the date, time, and location of the meeting to the Applicant at least seven (7) days prior to meeting. The notice described in this section may be sent to the Applicant in care of its president via e-mail.

Section 6. Voting Rights. Only Members in good standing shall have the right to vote at the annual meeting of the Members on those items specified in Section 7 below, and through his/her Local Association, as more particularly described in Section 2 above and in Article IV below. Associate Members may attend meetings, but may not vote.

Section 7. Membership Meeting. There shall be one (1) annual membership meeting of the members upon such date, time and place as the Board shall determine. The meeting will be scheduled after the annual meeting of USA Hockey. Written notification of the date, time, and place of the meeting shall be provided to Local Associations via Mid Am's website no less than thirty (30) days in advance of the meeting. During the annual meeting, voting Members shall have the right to vote, through their Local Associations, on the matters more particularly described in Article IV below and approval of any amendments to the Bylaws. Voting on all other matters is expressly reserved for the Board.

Section 8. Quorum and Voting. Except as described in Article IV, §3(c), every Local Association shall receive one (1) vote for every ten (10) Members, as reflected by the USA Hockey records effective June 15 prior to the election. Any number of members in excess of ten (10) shall be rounded to the next sequential number. A quorum shall consist of 10% of the total votes entitled to be cast, as reflected by the USA Hockey records as of June 15 for the current season, which is defined in Section III of USA Hockey's Rules and Regulations as September 1 through August 31 of each year. A majority of the votes cast by the Local Associations at a meeting at which a quorum is present shall constitute the action of the Members. An authorized officer or director of a Local Association may act on behalf of the Local Association.

Section 9. Discipline/Suspension/Removal. Except as permitted by USA Hockey Bylaw 10(D) and 10 (F), no Member may be removed as a member of Mid Am, disciplined, or suspended for any alleged violation of USA Hockey Bylaws, USA Hockey Policies, USA Hockey Rules and Regulations, USA Hockey Code of Conduct and Ethics, Corporation Bylaws, Corporation Rules, Regulations or Policies unless a hearing has been held prior to the action being taken as more particularly described in USA Hockey Bylaw 10(C).

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of Mid Am (the "Board"), which shall supervise and control the business, property and affairs of Mid Am, except as otherwise expressly provided by law, the Articles of Incorporation of Mid Am, or these Bylaws. In addition to the powers described in the preceding sentence, the Board's powers shall include, but not be limited to, the following (a) amending/revising Mid Am's Rules and Regulations; (b) acting upon any temporary ruling by the President on emergencies not provided for in the Rules and Regulations; (c) hearing any applications from organizations seeking to be a Local Association; (d) hearing any rule appeals; and (e) acting on any other matters presented to the Board.

Section 2. Board Members. The Board of Directors of Mid Am shall be composed of the following individuals:

- (a) Officers:** The President, Vice President, Treasurer, and Secretary of Mid Am shall serve on the Board of Directors of Mid Am.
- (b) District Directors:** The District Directors who serve on the USA Hockey's Board of Directors pursuant to USA Hockey Bylaw 4(A)(1) shall also serve on the Board of Directors of Mid Am. Pursuant to USA Hockey Bylaw 4(A)(1)(a), Mid Am generally has four (4) District Directors on USA Hockey's Board of Directors. The President of Mid Am shall also serve as one (1) of the District Directors of the Board of Directors of USA Hockey, and three (3) at-large District Directors shall serve on both the Boards of USA Hockey and Mid Am.
- (c) State Vice Presidents:** Each of the five (5) District States (Indiana, Kentucky, Ohio, West Virginia, and Western Pennsylvania) shall be represented on the Board of Directors of Mid Am by two (2) State Vice Presidents who shall represent the Registered Participant Members of his/her state. States registering more than 10,000 Registered Participant Members shall be entitled to a third State Vice President.
- (d) Participant Member:** An athlete or coach who has represented the United States in international competition within the last ten (10) years may serve on the Board of Directors of Mid Am. Participant Members shall serve on the Board with no voting rights.
- (e) Immediate Past President:** The immediate past president of Mid Am may serve on the Board of Directors of Mid Am with no voting rights.
- (f) Appointed Representatives of USA Hockey or Affiliate:** The Registrar, Associate Registrars, Coach-in-Chief, Assistant Coach-in-Chief, Referee-in-Chief, Assistant Referee-in-Chief, Affiliate Safesport Coordinator, Risk Manager, and Disabled Sports Representative who are appointed by USA Hockey or Mid Am (hereinafter "Appointed Members") to serve the Mid American District shall serve on the Board of Mid Am as ex officio/advisory members. Appointed Members shall serve on the Board of Mid Am with no voting rights.

(g) Girls/Women's Section Representative: The Girls/Women's Section Representative shall serve on the Board with no voting rights.

(h) High School Section Director: The High School Section Director shall serve on the Board with no voting rights.

Section 3. Election and Term of Office. The members of the Board shall be elected in the following manner and for the following terms:

(a) Officers: The President, Vice President, Treasurer, and Secretary of Mid Am shall be elected at the annual membership meeting by Local Associations and voting Board members for a two (2) year term. Every Local Association shall receive one (1) vote for every ten (10) Registered Participant Members, as reflected by the USA Hockey records as of June 15 for the current season, which is defined in Section III of USA Hockey's Rules and Regulations as September 1 through August 31 of each year. Any number of Registered Participant Members in excess of ten (10) shall be rounded to the next sequential number. Each voting Board member shall be entitled to one (1) vote. Elections for the President and Secretary shall be held in odd years, while elections for Vice President and Treasurer shall be held in even years.

(b) District Directors: The three (3) at-large District Directors (who serve on the USA Hockey Board of Directors pursuant to USA Hockey By-Law 4(A)(1)) shall be elected at the annual membership meeting by Local Associations for a three (3) year term. The election of the three (3) at-large District Directors shall be staggered such that one (1) at-large District Director will be elected annually. Every Local Association shall receive one (1) vote for every ten (10) Registered Participant Members, as reflected by the USA Hockey records as of June 15 for the current season, which is defined in Section III of USA Hockey's Rules and Regulations as September 1 through August 31 of each year. Any number of Registered Participant Members in excess of ten (10) shall be rounded to the next sequential number. Each voting Board member shall be entitled to one (1) vote.

(c) State Vice Presidents: State Vice Presidents shall be elected at the annual membership meeting by Local Associations in the particular state for a three (3) year term. The election of the State Vice Presidents shall be staggered such that only one (1) State Vice President may be elected annually. Every Local Association in the particular state shall receive one (1) vote for every ten (10) Registered Participant Members as reflected by the USA Hockey records as of June 15 for the current season, which is defined in Section III of USA Hockey's Rules and Regulations as September 1 through August 31 of each year. Any number of Registered Participant Members in excess of ten (10) shall be rounded to the next sequential number. Each voting Board member shall be entitled to one (1) vote. In order to implement the staggered terms referenced herein, the following rules will apply to the elections for State Vice Presidents immediately following the approval of these amended bylaws in 2016:

(i) Western Pennsylvania: The State High School Vice President in office as of the date these amended bylaws are approved shall serve the remaining one (1) year of his/her term in the capacity as a State Vice President, the second State Vice President shall be elected for a two (2) year term, and the third State Vice President shall be elected for a three (3) year term.

(ii) Ohio: One State Vice President shall be elected for a one (1) year term, the second State Vice President shall be elected for a two (2) year term, and the third State Vice President shall be elected for a three (3) year term.

(iii) Indiana: The State High School Vice President in office as of the date these amended bylaws are approved shall serve the remaining one (1) year of his/her term in the capacity as a State Vice President, and the second State Vice President shall be elected for a three (3) year term.

(iv) Kentucky: One State Vice President shall be elected for a two (2) year term, and the second State Vice President shall be elected for a three (3) year term.

(v) West Virginia: The State High School Vice President in office as of the date these amended bylaws are approved shall serve the remaining one (1) year of his/her term in the capacity as a State Vice President, and the second State Vice President shall be elected for a three (3) year term.

(d) Participant Member: A Participant Member shall be elected at the annual membership meeting by voting members of the Board of Directors for a one (1) year term.

(e) Girls/Women's Section Representative: The Girls/Women's Section Representative shall be elected at the annual membership meeting by Local Associations and voting Board members for a three (3) year term. Every Local Association shall receive one (1) vote for every ten (10) Registered Participant Members, as reflected by the USA Hockey records as of June 15 for the current season, which is defined in Section III of USA Hockey's Rules and Regulations as September 1 through August 31 of each year. Any number of Registered Participant Members in excess of ten (10) shall be rounded to the next sequential number. Each voting Board member shall be entitled to one (1) vote.

(f) High School Section Director: The High School Section Director shall be elected at the annual membership meeting by Local Associations and voting Board members for a three (3) year term. Every Local Association shall receive one (1) vote for every ten (10) Registered Participant Members, as reflected by the USA Hockey records as of June 15 for the current season, which is defined in Section III of USA Hockey's Rules and Regulations as September 1 through August 31 of each year. Any number of Registered Participant Members in excess of ten (10) shall be rounded to the next sequential number. Each voting Board member shall be entitled to one (1) vote.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of Mid Am. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of Mid Am.

Section 5. Removal. Any director may be removed from such office, with cause, by a three-fourths vote of the voting Board members at any regular meeting or special meeting of the members called expressly for that purpose. "Cause" shall mean a reasonable belief that the director has violated the Bylaws, Rules & Regulations, Policies or other applicable rules of Mid Am or USA Hockey, or has otherwise engaged in conduct unsuitable for the sport of ice hockey.

Section 6. Vacancies. In the event of a vacancy of the Office of the President, the Vice President shall serve as President for the unexpired term. All other vacancies shall be filled for the unexpired term by the President, with the approval of a majority of the remaining voting members of the Board.

Section 7. Regular Meetings. The Board shall meet as often as necessary, but no less than twice annually.

Section 8. Special Meetings. Special meetings of the Board, including telephonic meetings, may be called by the President and shall be held at a location and time most suitable for the attending Board members.

Section 9. Notice. Notice of the time, day and place of any Regular Meeting of the Board as described in Section 7 shall be given at least thirty (30) days prior to the meeting by e-mail, and notice of the time, day and place of any Special Meetings as described in Section 8 shall be given at least seven (7) days prior to the meeting by e-mail. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. One-half (1/2) of the voting directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of Mid Am, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the voting directors.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. Duties of the State Vice Presidents. The duties of the State Vice Presidents shall include, but not be limited to, the following: (a) serving as State Tournament Director, or appointing a suitable designee; (b) reporting regularly to the Board on activities within the Vice President's state; (c) identifying and reporting to the Board, at its semi-annual meeting, the participants in the State and District Tournaments; (d) disseminating information regarding development camp activities; and (e) participating in disciplinary actions involving Members and/or Local Associations in his/her state.

ARTICLE V OFFICERS

Section 1. Officers. The officers of Mid Am shall consist of a President, a Vice President, a Secretary, and a Treasurer. Mid Am shall have such other assistant officers as the Board may deem necessary, and such officers shall have the authority prescribed by the Board.

Section 2. Election of Officers/Terms. The officers of Mid Am shall be elected as set forth in Article IV, §3(a) for the terms more particularly described therein.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 4. Removal. Any officer may be removed from such office, with cause, by a three-fourths vote of the voting members at any regular meeting or special meeting of the members called expressly for that purpose. "Cause" shall mean a reasonable belief that the officer has violated the Bylaws, Rules & Regulations, Policies or other applicable rules of Mid Am or USA Hockey, or has otherwise engaged in conduct unsuitable for the sport of ice hockey.

Section 5. Vacancies. In the event of a vacancy of the Office of the President, the Vice President shall serve as President for the unexpired term. All other vacancies shall be filled for the unexpired term by the President, with the approval of a majority of the remaining voting members of the Board.

Section 6. Duties of President. The duties of the President shall include, but not be limited to, the following: (a) presiding over all Member and Board meetings; (b) overseeing the Mid Am District Screening Process; (c) serving as an ex-officio member of all committees; (d) performing such duties usual to the office of the President, including the power to call special meetings of Mid Am at his/her discretion and the power to determine questions arising from emergencies not specifically addressed in Mid Am's By-Laws, Rules and Regulations until such time as the Board may act upon the matter; (e)

attending USA Hockey meetings, and nominating additional Board member(s) to attend such meetings so long as funds are available from the general treasury for such purpose; (f) attending and representing Mid Am at other ice hockey meetings, or appointing a voting Board member to attend in his/her place; (g) providing the Executive Director of USA Hockey with an annual written report, if requested, of the operational and financial status of Mid Am; (h) serving as a District Director to USA Hockey for a two (2) year term concurrent with his/her elected term; and (i) and in general performing all duties incident to the office of President and such other duties as may be assigned by the Board.

Section 7. Duties of Vice President. The duties of the Vice President shall include, but not be limited to, the following: (a) organizing the annual and semi-annual meetings of the Board; (b) organizing and overseeing the developmental camp program and providing a written report to the Board on a semi-annual basis; (c) performing specific duties as requested by the President or Board; (d) assuming the duties of the President in his/her absence, in which case the Vice President shall have all of the powers and duties of the President; and (e) and in general performing all duties incident to the office of Vice President and such other duties as may be assigned by the Board.

Section 8. Duties of Treasurer. The duties of the Treasurer shall include, but not be limited to, the following: (a) receiving all funds due to Mid Am, depositing the funds in a chartered bank, and paying the rightful obligations of Mid Am; (b) signing checks drawn on Mid Am's account(s); (c) rendering the annual Treasurer's report; (d) drafting a proposed budget and presenting the same at the annual meeting; (e) maintaining in full force and effect at all times directors and officers liability insurance, naming USA Hockey as an additional insured thereunder; (f) filing all necessary federal, state, and or local governmental forms to maintain the tax-exempt status of Mid Am; (g) providing the President with an annual financial report of operations for use in the President's report to the Executive Director of USA Hockey; (h) assisting the President in preparing all records necessary to complete the annual audit of Mid Am; and (i) and in general performing all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 9. Duties of Secretary. The duties of the Secretary shall include, but not be limited to, the following: (a) timely notifying the Officers, Directors, and Members of meetings and other important information via e-mail and via Mid Am's website; (b) taking minutes of the annual membership and Board meetings and publishing the minutes on Mid Am's website; (c) maintaining the Bylaws, Rules and Regulations of Mid Am in current condition, reflecting all modifications enacted by the Board and Members and making the same available to Members via Mid Am's website; (d) securing and keeping on file the current governance documents (including Articles of Incorporation, By-Laws, Rules and Regulations) of each Local Association; (e) overseeing the Annual Guide and Corporation's website; (f) maintaining roll of Local Associations; and (g) and in general performing all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

Section 10. Bonding. If requested by the Board, any person entrusted with the handling of funds or valuable property of Mid Am shall furnish, at the expense of Mid Am, a fidelity bond, approved by the Board of Directors.

ARTICLE VI
COMMITTEES

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the voting directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of Mid Am. However, no committee shall have the authority to (a) authorize distributions, (b) approve action required to be approved by members, (c) fill vacancies on the Board, or (d) amend or repeal these Bylaws.

Section 2. Executive Committee. Between meetings of the Board, the day-to-day affairs of Mid Am may be conducted by an Executive Committee, the membership of which shall consist of the President, Vice President, Treasurer, Secretary, and District Directors.

Section 3. Membership Committee. The Membership Committee shall consist of the President, District Directors, District Registrar, and State Vice Presidents. The Membership Committee shall (a) establish Mid Am's prescribed form application for organizations seeking to become a Corporation-approved Local Association; (b) create the criteria for becoming a Corporation-approved Local Association; (c) evaluate the application received from an organization seeking to become a Corporation-approved Local Association; and (d) make a final determination regarding whether to approve or deny the organization's application. The President, District Directors, District Registrar, and the State Vice President(s) in the state from which the applicant is located shall be entitled to vote on the acceptance or rejection of an application. The Membership Committee may approve an applicant as either a Restricted Local Association or Unrestricted Local Association. If the Membership Committee determines that it is not in the best interests of the local area to accept the applicant's application, the Membership Committee will make recommendations to accommodate amateur hockey players in the applicant's local area. All Local Associations shall be advised of the Membership Committee's decision at the annual meeting.

Section 4. Other Committees and Task Forces. The Board may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board.

ARTICLE VII
TREASURY

Section 1. Corporation Funds. All monies paid into Mid Am to be retained by Mid Am from registration fees, grants, official fees, gate receipts, subscriptions, private donations, contributions, surcharges, advertising or other sources and including refunds shall be deposited in a suitable financial account under the name of Mid Am.

Section 2. Expenditures. Expenditures shall be at the discretion of the Board and/or its President and Treasurer.

Section 3. Accounts Receivable/Payable. Mid Am's accounts payable and accounts receivable shall be processed through the Treasurer's office.

Section 4. Checks. Checks may be signed by either the President or the Treasurer. All funds and accounts maintained by Mid Am shall be identified and reported on in full, and in writing, at the annual meeting. Such reports shall include a summary of the sources of revenue and amounts of disbursements by category. At all times, the Treasurer, President and Vice President shall have real time access to account data.

Section 5. Annual Audit. The President shall see to the performance of an independent audit on an annual basis. The results of the audit shall be presented to the Board and Members at the annual meeting.

ARTICLE VIII INDEMNIFICATION

Unless otherwise prohibited by law, Mid Am shall indemnify any director or officer or any former director or officer, and may by resolution of the Board indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, employee or volunteer. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to Mid Am for damages arising out of his own gross negligence in the performance of a duty to Mid Am.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, attorney's fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. Mid Am may advance expenses or where appropriate may itself undertake the defense of any director, officer, employee, or volunteer. However, such director, officer, employee or volunteer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not Mid Am would have the power to indemnify the person against that liability under law.

ARTICLE IX

AMENDMENTS TO BYLAWS, RULES AND REGULATIONS, AND ARTICLES OF INCORPORATION

Section 1. By-Laws. These By-Laws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of the total votes present and entitled to be cast at the annual meeting. At least thirty (30) days prior to the annual meeting at which a vote is to occur relating to amending the By-Laws, the proposed amendments shall be posted on Mid Am's website.

Section 2. Rules and Regulations. Mid Am's Rules and Regulations may be amended by the Board.

Section 3. Articles of Incorporation. The Articles of Incorporation may be amended upon the affirmative vote of two-thirds of the total votes present and entitled to be cast at the annual meeting. At least thirty (30) days prior to the annual meeting at which a vote is to occur relating to amending the Articles of Incorporation, the proposed amendments shall be posted on Mid Am's website. Upon approval of these amended bylaws, Article VII of the Articles of Incorporation regarding members shall be deemed amended consistent with Article III of these amended bylaws.

ARTICLE X

POLICIES

Section 1. USA Hockey Preeminence. Mid Am, an Affiliate of USA Hockey, shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules, and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of Mid Am. Further, Mid Am (a) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules, and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and (b) agrees to be guided by the core values of USA Hockey as set forth in Section II of the "Affiliate Agreement" Section of the USA Hockey 2015-2016 Annual Guide.

Section 2. Indemnity. Mid Am, an Affiliate Association of USA Hockey, shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of 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, liabilities, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of Mid Am, except to the extent (a) that USA Hockey or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (b) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rule or decisions of the Board of Directors of USA Hockey. Further, Mid Am understands and acknowledges that USA Hockey and its aforescribed 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 policy.

Section 3. Equal Opportunity/Automatic Suspension of Athletes Without a Hearing. Mid Am shall 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. Mid Am shall provide for the prompt and equitable resolution of grievances of its Members, including fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official, as provided in USA Hockey Bylaw 10, before declaring such individual ineligible to participate.

Section 4. Conflict of Interest Policy.

(a) Purpose: The purpose of the conflict of interest policy is to protect Mid Am, its status as a tax-exempt nonprofit organization under 26 U.S.C. §501(c)(3), and interest as it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of Mid Am or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

(b) Definitions: (i) "Interested Person" shall mean any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest. (ii) A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family: (A) an ownership or investment interest in any entity with which Mid Am has a transaction or arrangement; (B) a compensation arrangement with Mid Am or with any entity or individual with which Mid Am has a transaction or arrangement, or (C) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Mid Am is negotiating a transaction or arrangement. (iii) "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section C(ii), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(c) Procedures: **(i) Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with the governing board delegated powers considering the proposed transaction or arrangement. **(ii) Determination Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members or committee members shall decide if a conflict of interest exists. **(iii) Procedure for Addressing Conflict of Interest:** (A) An interested person may make a presentation at the governing board or committee

meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (B) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (C) After exercising due diligence, the governing board or committee shall determine whether Mid Am can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (D) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in Mid Am's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement. **(iv) Violation of Conflicts of Interest Policy:** (A) if the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. (B) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(d) Record of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain (i) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and (ii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with proceedings.

(e) Compensation: (i) A voting member of the governing board who receives compensation, directly or indirectly, from Mid Am for services is precluded from voting on matters pertaining to that member's compensation. (ii) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Mid Am for services is precluded from voting on matters pertaining to that member's compensation. (iii) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receive compensation, directly or indirectly, from Mid Am, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(f) Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (i) has received a copy of the conflicts of interest policy; (ii) has read and understands the policy; (iii) has agreed to comply with the policy; and (iv) understands Mid Am is charitable and in order

to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 5. Whistleblower Policy.

(a) General: Mid Am's Code of Ethics and Conduct ("Code") requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As elected representatives and employees of Mid Am, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

(b) Reporting Responsibility: It is the responsibility of all elected directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with the Whistleblower Policy.

(c) No Retaliation: No elected representative or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse employment consequence. An employee, Officer or Director who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within Mid Am prior to seeking resolution outside Mid Am.

(d) Reporting Violations: The Code addresses Mid Am's open door policy and suggests that elected representative or employee share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the Mid Am president is in the best position to address an area of concern. However, if you are not comfortable speaking with the president or you are not satisfied with the response, you are encouraged to speak with the Mid Am Risk Manager. Elected representatives are required to report suspected violations of the Code of Conduct to Mid Am's Compliance Officer who has specific and exclusive responsibility to investigate all reported violations.

(e) Compliance Officer: Mid Am's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her discretion, shall advise the Executive Committee. The Compliance Officer has direct access to the Board of Directors and is required to report to the Board of Directors at least annually on compliance activity. Mid Am's Compliance Officer is the USA Hockey Section Representative for Risk Management. Additionally, the Compliance Officer can appoint a supplemental committee composed of the following three USA Hockey Section Representatives, Registrar, Coach in Chief, and Referee in Chief to assist in any reported investigation as seen fit.

(f) Acting in Good Faith: Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be

substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(g) Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

(h) Handling of Reported Violations: The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and the appropriate corrective action will be taken if warranted by the investigation.

Section 6. Records Retention Policy. From time to time Mid Am establishes retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance. Several categories of documents that bear special consideration are identified herein. While minimum retention periods are suggested, the retention of the documents identified in this section and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors: (i) Articles of Incorporation, Bylaws, Rules and Regulations (permanently by Secretary); (ii) audit reports of accountants (permanently by Treasurer); (iii) bank statements (ten (10) years by Treasurer); (iv) cash books (ten (10) years by Treasurer); (v) checks (canceled, with exception below) (ten (10) years by Treasurer); (vi) checks (canceled for important payments; i.e., taxes, purchase of property, special contracts, etc.—checks should be filed with the papers pertaining to the underlying transaction) (permanently by Treasurer); (vii) expired contracts and leases (ten (10) years by Secretary and Treasurer); (viii) contracts and leases still in effect (permanently by Secretary); (ix) correspondence, general and electronic (four (4) years by Treasurer); (x) correspondence, written and electronic (legal and important matters) (permanently by Secretary); (xi) determination letters by IRS of not for profit status (permanently); (xii) duplicate deposit slips (ten (10) years by Treasurer); (xiii) end of year financial statements (permanently by Treasurer); (xiv) general ledgers and end of year statements (permanently by Treasurer); (xv) grant applications and grant funding (ten (10) years by Treasurer); (xvi) expired insurance policies and bonds (permanently); (xvii) insurance records, current accident reports, claims, policies, etc. (permanently by Secretary); (xviii) internal reports, miscellaneous (three (3) years by Secretary); (xix) invoices from vendors (ten (10) years by Treasurer); (xx) legal files (permanently by President and Secretary) (xxi) local membership applications and submissions (permanently by Secretary); (xxii) minute books of Board of Directors, including Bylaws and Articles of Incorporation (permanently by Secretary); (xxiii) tax returns and worksheets, revenue agent reports, and other documents relating to determination of tax liability (permanently by Treasurer).

WARNING: All permitted document destruction shall be halted if Mid Am is being investigated by a governmental law enforcement agency, and routine destruction shall not be resumed without the written approval of legal counsel or the President.

Section 7. SafeSport. The safety of its participants is of paramount importance to Mid Am. That includes not only on-ice safety, but also off-ice safety in any of USA Hockey's and Mid Am's programs.

Mid Am has a ZERO TOLERANCE for abuse and misconduct. Mid Am adopts as a policy the USA Hockey SafeSport program, which is a program focused on off-ice safety efforts. The USA Hockey SafeSport Handbook addresses the following: (i) policies prohibiting sexual abuse, physical abuse, emotional abuse, bullying, threats, harassment, and hazing; (ii) policies addressing areas where misconduct can occur and intending to reduce the risk of potential abuse, including a locker room policy, an electronic communications policy, a travel policy, a billeting policy, and an education and awareness training policy; (iii) education and awareness training, (iv) screening an background check program; (v) reporting of concerns of abuse; (vi) responding to abuse and other misconduct; and (vii) monitoring and supervision of the SafeSport Program. A Member or parent of any Member who (i) violates any of the SafeSport policies or (ii) fails to consent to, and pass a screening and background check in compliance with the Screening and Background Check program is subject to appropriate disciplinary action including, but not limited to, suspension, permanent suspension, and/or referral to law enforcement authorities. For the complete USA Hockey SafeSport Handbook, visit usahockey.com/safesport.

ARTICLE XI
MISCELLANEOUS

Section 1. Roberts Rules of Order. Roberts Rules of Order will govern any situation not specifically covered by the Amended Bylaws or Rules and Regulations of Mid Am.