

BYLAWS of NORTH FLORIDA HOCKEY ASSOCIATION, INC.

ARTICLE I

NAME AND PURPOSE

Section 1.1 Name. The name of the corporation is North Florida Hockey Association, Inc. (hereinafter, the “NFHA”).

Section 1.2 Purposes. The purposes for which the NFHA is formed are as set forth in its Articles of Incorporation and in any event shall be civic, benevolent, educational, scientific and/or charitable in nature, and more specifically to inspire the youth affiliated with the League to practice the ideals of sportsmanship, teamwork, loyalty, honesty, and physical fitness, with the long-term goal of encouraging them to become responsible, trustworthy, and community-oriented citizens. The specific objectives of the League are to familiarize all youth with the fundamentals of Ice Hockey, to provide an opportunity for the youth to participate in a team sport in a supervised, organized, and safety-oriented manner, and to keep the participants' experience free of any adult ambition and personal glory.

Section 1.3 Affiliation. The NFHA shall be affiliated with USA Hockey, and shall be governed by and comply with principles, rules and regulations enunciated and decreed by USA Hockey, provided, however, that if at any time the Board of Directors of the NFHA shall, by majority vote, determine that the affiliation with USA Hockey is not in the best interests of the NFHA or is otherwise inappropriate or unadvisable for the NFHA and such affiliation is terminated or not renewed by the NFHA, then such principles, rules and regulations of USA Hockey shall no longer be applicable to the NFHA.

Section 1.4. Powers. The NFHA shall have the following powers in addition to the powers expressly or implicitly conferred on it by law:

(a) To make and enforce rules and regulations to govern itself on a local basis, which are consistent with, and not contrary to, any rules and regulations issued by the regional or national youth hockey league or organization with which the NFHA may be affiliated from time to time, if any.

(b) To solicit contributions, donations and other gifts and grants of cash, assets, property, services or otherwise, and raise monies and other funds.

(c) To buy, lease, and exercise all privileges over such real property as may be necessary or convenient for the conduct and operation of the business.

(d) To enter into contracts for any purpose that is deemed to further the objectives for which the NFHA is formed.

(e) To cooperate with other similar associations and agencies, for any of the purposes for which the NFHA is formed, and to become a member of such agencies as now are, or hereafter may be in existence.

ARTICLE II OFFICES AND REGISTERED AGENT

Section 2.1 Offices. The physical address of the registered office of the NFHA in the State of Florida is 3605 Phillips Highway, Market Square Mall, Jacksonville Fl 32207, and the mailing address of the registered office of the NFHA is (DelVecchio) 265 Linkside Circle , Ponte Vedra Beach, Florida 32082. The Board of Directors may, from time to time, establish different offices for the NFHA within the State of Florida and may designate a different address as its registered office; provided, however, that any such designation of a different registered office shall become effective only upon the filing of a statement of such change with the Secretary of State of the State of Florida as is required by law. The principal operation of the NFHA shall be in and about the City of Jacksonville, County of Duval, and the State of Florida, but may extend into such areas as may be determined by the Board of Directors.

Section 2.2 Registered Agent. The registered agent of the NFHA shall be the President. The Board of Directors may, from time to time, designate a different person as its registered agent; provided, however, that such designation shall become effective only upon the filing of a statement of such change with the Secretary of State of the State of Florida as is required by law.

ARTICLE III MEMBERSHIP

Section 3.1 Membership. Annual membership in the NFHA shall be open to all persons interested in the NFHA and/or in youth ice hockey, regardless of race, creed, color or national origin. Membership in the NFHA shall be annual, beginning on September 1 and ending on August 31 of each year. A person may become a member by paying annual dues to the NFHA in such amounts as the Board of Directors of the NFHA shall from time to time determine by resolution, provided that any parent, grandparent, guardian or other person (as applicable) who pays the registration fee for a child (or grandchild) to participate as a player in the NFHA in any season shall be deemed to have paid annual dues for that membership year and shall thereby become a Member of the League beginning on the date that the registration fee is paid in full and ending on August 31 of that calendar year (it being understood, that player registration fees paid by the same such person or family for a second season or player in the same calendar year shall not be treated as a second membership in the NFHA, since the previously paid registration fee was sufficient to satisfy the payment obligation for the annual membership dues for that calendar year – families with multiple players will pay one rate for family membership that includes all players more than one). Members shall be entitled to such rights as may be prescribed from time to time by resolution of the Board of Directors and shall otherwise be subject to the rules and regulations set forth in the Rules and Regulations Manual discussed below. Without limiting the generality of the foregoing, Members shall have the right to vote on the election of Directors of the NFHA and on any matters pertaining to the conduct of the affairs of the NFHA as the Board of Directors may determine. Each membership shall be entitled to one vote on the election of Directors and on all matters submitted to the membership for voting, provided that if a person or family has paid annual dues through payment of the requisite registration fees (as described above) for more than one child (family membership), such person or family shall be still be entitled to one vote per family membership.

Section 3.2 Honorary Life Members. Honorary Life Members may be elected by the Board of Directors in appreciation of and/or in recognition for outstanding service or contribution to the NFHA and/or Youth Hockey. Honorary Life Members shall not be required to make an annual contribution or pay any annual fee or dues.

Section 3.3 Termination of Membership. Any Member may be suspended or expelled for failure to comply with these Bylaws, the Rules and Regulations Manual described below, or any other regulations or rules established by the NFHA or its Board of Directors from time to time.

Section 3.4 Property Rights. No Member of the NFHA shall have any right, title or interest in and unto any of the property or assets, including any earnings or investment income of the NFHA, nor shall any of such property or assets be distributed to any Member of the NFHA on the dissolution or liquidation thereof.

Section 3.5 Liability of Members. No Member, officer or Director of the NFHA shall be personally liable for any of the League's debts, liabilities or obligations.

Section 3.6 Transfers. Membership in the NFHA is nontransferable.

Section 3.7 Annual Meetings of Members. The annual meeting of the Members of the NFHA shall be held within six (6) weeks after the close of the League's Winter season the Winter season generally concluding in April of each year at a time and place designated by the Board of Directors or the President, at which meeting the then-serving Board of Directors shall present to the Members the names of those persons who have been nominated to serve as Directors, whereupon the Members shall elect that number of Directors who are to be elected pursuant to Section 4.5, with each Member having one vote to be cast in the election of each directorship (provided that, consistent with the provisions of Section 3.1, it being understood that cumulative voting for directors shall not be permitted. At the annual meeting, the Members shall also transact such other business as may properly be presented to the meeting.

Section 3.8 Special Meetings of Members. Special meetings of the Members of the League shall be held when directed by the President, a majority of the Board of Directors or a majority of the then-elected officers of the NFHA, or when requested in writing by not less than twenty percent (20%) of the voting Members of the NFHA entitled to vote at the meeting. The written request of voting Members for a special meeting of the NFHA shall specify the exact purpose for which the meeting is desired. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or voting members requesting the meeting shall designate another person to do so. Only those matters specifically described in the purpose of a special meeting shall be presented at the meeting.

Section 3.9 Quorum and Voting. Twenty percent (20%) of the number of Members then listed on the books of the NFHA shall constitute a quorum for the transaction of business at any meeting of the Members. The act of the majority of Members present at a meeting at which a quorum is present shall be the act of the Members. Any action that may be taken by the Members may be taken by the Members without a meeting, provided such action is in writing and is signed by a majority (51%) of the Members then listed on the books of the NFHA. Further, a Member may consent in writing to action taken at a meeting of the Members, but proxies given by any Member to allow another Member to vote in his or her stead shall not be recognized by the Board of Directors or the NFHA.

Section 3.10 Notices. Written notice stating the place, day and hour of the meeting of the membership of the NFHA and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by United States mail or via electronic means (i.e., email) sent not less than eight (8) nor more than sixty (60) days before the meeting. Such notice shall be deemed to be delivered (i) if sent by United States mail, when deposited in the United States mail addressed to the voting member at his or her address as it appears on the books of the NFHA, or (ii) if sent via electronic means, when confirmation that transmission via electronic mail has been completed by the sender.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Authority. The Board of Directors of the NFHA shall have the sole authority to direct the administration and operation of the business of the NFHA. The Board of Directors shall further have the authority to employ or dismiss professional advisors, consultants and/or employees of the NFHA. The NFHA shall indemnify the members of the Board of Directors in accordance with the provisions of Article VII hereof.

Section 4.2 Rules and Regulations Manual. The Board of Directors, or a committee of the Board of Directors designated by the full Board of Directors, shall from time to time agree upon and adopt a rules and regulations manual (the "Rules and Regulations Manual") for the NFHA, which shall cover such aspects of the operation of the NFHA as the Board of Directors, or the committee, as the case may be, shall determine. The Board of Directors, or the committee, if the Board of Directors so gives the committee such power, may modify or amend the Rules and Regulations Manual whenever and however it may deem appropriate. No provision of the Rules and Regulations Manual may conflict with these Bylaws, but in the event of such conflict, these Bylaws shall take precedence.

Section 4.3 Qualification. Any adult who is a member of the NFHA shall be eligible for nomination to the Board of Directors regardless of race, creed, color or national origin; provided, however, that no employee of the NFHA (if any) shall be a Director. Without limiting the generality of the foregoing, it is understood that Directors of the NFHA may also be (and are in fact likely to be) officers of the NFHA. There should be no more than 1 member per immediate family on the Board of Directors simultaneously. Directors need not be residents of this state.

Section 4.4 Number. The NFHA shall have not less than three (3) and not more than nine (9) Directors. The preference is to have an odd number of Directors for voting purposes. The exact number of Directors shall be as determined from time to time by resolution adopted by the Board of Directors. In addition, the immediate past President of the NFHA shall be an *ex-officio* member of the Board of Directors during the year immediately following completion of his/her service as President. As an *ex-officio* member, the immediate past President shall not be entitled to vote on Board matters (although he/she shall be permitted to participate in all discussions and deliberations with Board members).

Section 4.5 Election and Term. Each of the Directors shall be elected for a two-year term by a majority vote of those members of the NFHA present at a meeting duly called for such purpose. The specific aggregate number of Directors of the NFHA shall be divided into two equal classes (if practical under the numerical circumstances; otherwise, one class of Directors may have a higher or lower number), so that approximately one-half of the Directors are elected in each alternating year. Directors shall serve until their successors are elected and qualified. Directors may serve consecutive terms.

Section 4.6 Compensation. Directors shall receive no monetary compensation from the NFHA or the ice facility for serving as Directors.

Section 4.7 Nomination of Directors. At least eight (8) days before each regular annual meeting of the Members, the Board shall compile a list of persons who shall be the nominees for Directors to be elected at the next annual meeting. The number of nominees shall be equal to the number of Directors to be elected at the next annual meeting.

Section 4.8 Quorum and Voting. One-half (1/2) of the number of Directors then authorized by the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action which may be taken by the Board of Directors may be taken by the Board of Directors without a meeting, provided such action is in writing, is submitted to all Directors and is signed by a majority of the Directors. Further, a Director may consent in writing to action taken at a meeting of the Board of Directors, but proxies given by a Director to allow another Director to vote in his or her stead shall not be recognized by the Board of Directors or the NFHA.

Section 4.9 Meetings. The regular annual meeting of the Board of Directors shall be held within two weeks after the regular annual meeting of the Members at a time and place designated by the President, at which meeting the Directors, including those just elected, shall elect the officers of the NFHA and transact such other business as may properly be presented to the meeting. Special meetings of the Board may be held at such times thereafter as the Board of Directors may fix, at such times as set forth in the Rules and Regulations Manual, and at such other times as called by the President or upon the written request of twenty-five percent (25%) or more of the Directors of the NFHA. The Board of Directors shall be required to hold regularly scheduled meetings of the Board of Directors on no less than an approximately bi-monthly basis, and shall endeavor to hold such meetings at regularly scheduled intervals.

Section 4.10 Notices of Meetings. Notice of the time and place of meetings of the Board of Directors shall be given to each Director at least four (4) days prior to any meeting by written notice or notice by telephone, facsimile or electronic mail. Notice of a meeting of the Board of Directors or any committee of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Members of the Board of Directors or members of any committee of the Board of Directors may participate in a meeting of such Board by conference telephone (when available) or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4.11 Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by an affirmative vote of a majority of the Directors present at any meeting of the Board of Directors subsequent to the creation of such vacancy, even if the remaining Directors constitute less than a quorum of Board of Directors. A Director elected to fill a vacancy shall hold office until the end of the term of the particular vacancy.

Section 4.12 Liability. The Board of Directors shall not be personally liable for the NFHA's debts, liabilities or other obligations.

Section 4.13 Honorary Directors. The Board of Directors shall have the power to select, from time to time, Honorary Directors who shall continue as Honorary Directors at the pleasure of the Board of Directors and shall be privileged to attend all meetings of the Board of Directors, but shall not be members of the Board of Directors and shall not be voting members of the Board of Directors.

ARTICLE V OFFICERS

Section 5.1 Number and Qualification. The officers of the League shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall each have the respective duties and obligations as set forth in the Rules and Regulations Manual, and each of whom shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors. Such other officers and assistant officers and agents, as may be deemed necessary, may be elected from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, and officers of the NFHA may also (and in fact are likely to) serve as Directors of the NFHA, if so elected.

Section 5.2 Election. Officers shall be elected for two (2) year terms each. Following the initial election of officers, the President, and the Secretary shall be elected on numerically-odd years and the Vice-President and the Treasurer shall be elected on numerically-even years. Officers shall be chosen by the Board of Directors at its annual meeting and shall serve until their successors are chosen and qualify. No officer shall serve more than five (5) consecutive terms in any office. At least five (5) days before each annual meeting of the Directors, the Nominating Committee (as appointed by the Chair of the Board) of the Board of Directors shall present a list of nominees for officers to be elected at the next annual meeting of the Board of Directors.

Section 5.3 Removal of Officers. Any officer or any agent elected or appointed by the Board of Directors may be removed by the Board upon a two-thirds (2/3) majority vote, with or without cause, whenever in its judgment the best interest of the NFHA would be served thereby.

Section 5.4 Vacancies. Any vacancy, however occurring, in an office may be filled by the Board of Directors.

ARTICLE VI COMMITTEES

Section 6.1 Finance Committee. There shall be a Finance Committee of the Board of Directors, which shall consist of the Treasurer, who shall serve as Chairperson of the Committee and other members of the NFHA who shall be appointed by the President at each annual meeting of the membership. The Finance Committee shall oversee the financial operations of the NFHA. A majority of the Finance Committee shall constitute a quorum for any meeting thereof. The act of the majority of the members of the Finance Committee present at any meeting thereof, provided appropriate notice was given to or waived by the Finance Committee members, shall constitute the Finance Committee's action on any matter. Meetings of the Finance Committee may be called at any time by the Chairperson of the Finance Committee on twenty-four (24) hours personal notice to all the Finance Committee members.

Section 6.2 Other Committees. Other committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the majority vote of the Board of Directors. Except as may otherwise be provided by resolution, members of other committees shall be members of the NFHA and shall be selected by the Chair of the Board of Directors.

Section 6.3 Term. Each member of a committee shall continue in that capacity until the next annual meeting of the Board of Directors or until his or her successor is appointed.

ARTICLE VII INDEMNIFICATION

Section 7.1 Indemnification. The NFHA shall indemnify any Director or officer of the NFHA who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the NFHA or is or was serving at the request of the NFHA as a Director or officer against all expenses (including attorneys' fees and costs), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the NFHA, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. Any indemnification hereunder shall be made only on a determination by a majority vote of disinterested members of the Board of Directors, or in any other manner then permitted by law, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Indemnification hereunder may be paid by the NFHA in advance of the final disposition of any action, suit or proceeding on a preliminary determination that the Director or officer met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director or officer to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the NFHA as authorized in this section. The indemnification provided for herein shall continue as to any person who has ceased to be a Director or officer of the NFHA and shall inure to the benefit of the personal representatives, administrators, executors or heirs of such person.

Section 7.2 Insurance. The NFHA shall have power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the NFHA or who is or was serving at the request of the NFHA as a Director or officer against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the NFHA would have authority to indemnify him or her against such liability under the provisions of this article or under law. Realizing that USA Hockey does provide extensive insurance coverage for its member organizations, additional insurance is generally not needed.

**ARTICLE VIII
FISCAL YEAR**

Unless otherwise designated by the Board of Directors, the fiscal year of the NFHA shall consist of a period of twelve (12) months beginning on the first day of each July of each year and ending on the last day of each June of each year.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be amended by a vote of two-thirds (2/3) of the Directors present at a meeting of the Board held for said purposes at which a quorum is present. Written notice of the Board meeting, together with a copy of the proposed amendment or amendments to the Bylaws, shall be sent to all members of the Board at least five (5) days prior to the meeting at which a vote on the proposed Bylaw changes will be held.

**ARTICLE X
CORPORATE SEAL**

The NFHA shall have a seal, hereby adopted, circular in form with the name of the NFHA and the words "A Not-for-Profit Corporation" inscribed upon its face.

CERTIFICATE OF ADOPTION

We, the officers of this NFHA, hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors in April 2007, and again certified by the NFHA on March 9, 2009, amending and superseding in their entirety any and all bylaws previously adopted by the NFHA, its directors or its members.

Signed copy on file
President (John DeIVecchio)

Signed copy on file
Secretary (Tara Everett)

LeBoeuf, Lamb, Greene & MacRae, L.L.P.