

By Laws of the
Pittsburgh Amateur Hockey League, Inc.
A Pennsylvania Non-Profit Corporation

ARTICLE I

1. Name. The corporation is a Pennsylvania non-profit corporation chartered by the court of common pleas of Allegheny County, Pennsylvania on November 3, 1961 under the name "PITTSBURGH AMATEUR HOCKEY LEAGUE". The corporation in 1972 became subject to the Pennsylvania Non-Profit Corporation Law. In July of 1992, Pittsburgh Amateur Hockey League was reorganized by the IRS as a non-profit organization under 501-c-4 of the IRS Code.
2. Abbreviation. The corporation is authorized by these by-laws to utilize the abbreviation "PAHL" in lieu of its full corporate name with the same legal effect as its full name.
3. Seal. The corporation is authorized to own and utilize a seal, the impression of which is placed in the margin adjacent to this paragraph. The seal will be kept in the possession of the President of the corporation.

ARTICLE II

4. Purpose. The purpose of PAHL is to advance the ideals and aims of amateur hockey, to cooperate with USA HOCKEY and all other agencies, public and private, which are devoted to the cause of improving and advancing the sport of amateur ice hockey, and to stimulate a feeling of mutual devotion to good sportsmanship among all players, coaches, and officials of the game of ice hockey.

ARTICLE III

5. Membership. Membership in PAHL will be limited to those amateur ice hockey associations which are eligible for membership under the terms of this article, which

have applied for membership, as an associate or full member, and whose applications have been approved by the Board of Directors of PAHL.

6. Membership Criteria Full and Associate. Any amateur ice hockey association which satisfies all of the following criteria is eligible for membership in PAHL:

A. It must be organized as a non-profit corporation under Pennsylvania law or the equivalent law of another state.

B. It must have adopted a set of by-laws which have been filed with the secretary of PAHL and which require that:

(Membership Criteria Con't)

1) all meetings of its board of directors or other governing body be held at a publicized time and place, and be open to all players, parents of players and coaches of that association.

2) expulsion of any player, parent of player or coach from the association or activities sponsored by the association be ordered only on written charges and after a hearing open to all members of the association and at which there was a right to present evidence, to cross examine adverse witnesses and to make argument to the board of directors or other governing body.

3) an annual report of the association will be drafted and approved by the board of directors of the association, and filed with the secretary of PAHL. The report will include as a minimum, the executive officers and voting representatives to PAHL of the association.

C. It must have liability insurance coverage which is satisfactory to PAHL.

7. Application and Action.

A. Associate Membership. Associations may apply for associate membership in PAHL by presenting the President of PAHL proof of eligibility as outlined in paragraph 6 above. The president will notify the full member associations within thirty days of receipt of the application. Notification must be made at least fifteen days prior to the Board of Directors of PAHL meeting to vote on the application. The applicant will have the right to be present at that portion of the meeting at which its application is taken up and discussed. Any association will have the right to make a presentation with respect to the application. Approval of Associate Membership requires a 2/3 positive vote of the Full Member Associations of the Board of Directors. Associations that fail to achieve Associate Membership in PAHL may reapply after one year.

1) Associate Members must attend all meetings of the Board of Directors of PAHL and meet all financial responsibilities to PAHL.

2) Associate Members will not have voting rights in PAHL except on matters

directly affecting their teams in regard to league play during the league scheduled season.

B. Full Membership. Associate Members in good standing, financially and otherwise, may be considered at the Annual meeting of the Corporation, defined in paragraph 13, following a full season of league play for full membership. Full Membership requires a 2/3 positive vote of the Full Members of the Board of Directors. If an association does not attain Full Membership at that time they will be allowed to retain their associate status.

8. Expulsion or Resignation of Full and Associate Member Associations.

A. PAHL may expel from membership any association which:

- 1) fails, after notice, to satisfy its financial obligation to PAHL.
- 2) fails or otherwise refuses, after notice, to comply with a decision of the Board of Directors of PAHL on a matter concerning that association and within the jurisdiction of PAHL.
- 3) fails, after notice, to remain in compliance with the criteria for eligibility for membership set forth in paragraph 7, above.
- 4) otherwise conducts itself in a manner likely to cause harm to the development of amateur ice hockey.

B. The following procedure will be followed in event the Board of Directors of PAHL seeks to expel an association from membership:

- 1) written charges of expulsion will be drafted, adopted by the Board of Directors of PAHL and sent to the member association.
- 2) not less than fifteen days nor more than thirty days thereafter, the Board of Directors of PAHL will conduct a hearing on the written charges. No other business may be considered at that meeting.
- 3) the association subject to the charges will have the right to be confronted with the evidence, and to make arguments in opposition to the charges.
- 4) a vote of 2/3 of all members of the Board of Directors of PAHL will be required to expel an association from membership.

C. Any member association may resign from PAHL by submitting a letter of intent to the President of PAHL. The letter will be read at the next scheduled meeting of the board of Directors of PAHL. Any outstanding debt of that association will be deducted from that associations escrow account, the total remaining balance will be mailed to that association within five days of that meeting.

9. Probationary Status.

A. Member Associations, Full and Associate, not in full compliance with the Rules, Regulations and by-laws of PAHL may be placed in a probationary status by a vote of the Board of Directors of PAHL at any scheduled meeting.

B. The President of PAHL will notify that association, in writing, of their probationary status not less than 15 days prior to the next scheduled meeting. Notice will include reasons for probation and corrective actions required for return to "good standing". Member associations may not vote nor participate in discussion of PAHL business until removed from probationary status.

C. Any association on probation must present their corrective actions to the Board of Directors of PAHL at a scheduled meeting. The Board of Directors will then vote on their return to "good standing". Expulsion proceedings will be started on an association that fails to make corrective actions within 3 months. (Paragraph 8)

10. Inactive Status. Any association, Full or Associate, may apply to the Board of Directors of PAHL for inactive status. The member association must present their reasons for inability to participate as an active member of the Board of Directors. Attendance and financial responsibilities will not be required of inactive members. Inactive members will not vote on any PAHL business. A vote of the Board of Directors is required to be granted inactive status or to be removed from inactive status. Inactive status is limited to a maximum of two years, members exceeding two consecutive years of inactive status will be eliminated from PAHL membership.

11. Grandfather Status. The amateur ice hockey associations listed in Attachment 1 are Full Members and Attachment 2 are Associate Members in good standing of PAHL at the date of the adoption of these by-laws and need not apply for membership in the manner specified by this article. The attachments may be updated for currency with out a requirement to amend these by-laws. Any grandfathered association that fails to meet all criteria for membership set forth in paragraph 6, must immediately notify the Board of Directors of PAHL to determine their continued membership in PAHL.

ARTICLE IV

12. Board of Directors. The Board of Directors of PAHL will consist of two representatives nominated by each full member association. The President of PAHL will be ex officio a member of the Board of Directors of PAHL, but will vote only if necessary to break ties or as a designated representative of a full member association. Each full member association will be entitled to cast two votes with respect to any matter before the Board of Directors of PAHL. In the event a full member association is represented at any meeting by only one representative, that representative may cast both votes for that association.

13. Meetings of the Board. The Board of Directors of PAHL will meet at least four times in each year, one meeting in each quarter. Each such meeting will be a general meeting at which any and all business may be considered. In addition, the Board of Directors of PAHL will meet at the call of the President of PAHL or at the call of any two or more full member associations for the purpose of considering any business which the President of PAHL or the full member associations set forth in the call of the meeting. The general meeting of the Board of Directors of PAHL conducted in the second quarter of the calendar year will be the Annual Meeting of the Corporation.

14. Quorum. No business may be conducted at any meeting of the Board of Directors of PAHL, general or called, at which less than 2/3 of the full member associations are present by designated representatives.

15. Designated Representatives. Each member association, full and associate, will submit a list of not more than five individuals who will serve as its designated representatives to the secretary of PAHL. One of these five individuals must be the current president or executive director of the member association. Not more than two of such designated representatives may vote at a meeting of the Board of Directors of PAHL. The list of designated representatives may be amended or revised not more than twice in any calendar year.

16. Simple Majority Required. Unless otherwise specified in these by-laws or otherwise required by law, any action placed before the Board of Directors of PAHL will be considered duly taken, adopted or ratified if a simple majority of votes are cast in favor of the action at a meeting at which a quorum of full member associations were present at the onset. Abstention votes do not count in the tally (per Robert's Rules of Order).

17. Notification of Meetings. The President of PAHL will provide all member associations with at least thirty days written notice of a quarterly meeting. The President of PAHL will provide all member associations with at least ten days written notice of any called meeting.

18. Participation of Meetings. All meetings of the Board of Directors of PAHL will be open to any player, parent of a player, coach, or official of any member association full or associate. Only designated representatives of member associations, full and associate, however, will have the right to be recognized and heard at the Board of Directors of PAHL meetings. The President of PAHL will have the discretion, but not the duty, to permit persons other than designated representatives to be heard at meetings of the Board.

ARTICLE V

19. Executive Officers. There will be the following executive officers of PAHL: the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the Secretary, and the Treasurer. One person may hold not more than one of these positions. The President or lawful successor will be the Chief Executive of PAHL. Individual duties of the Executive Officers are listed in Annex 1 to these by-laws.

20. Term of Office. Each executive officer will serve at the pleasure of the Board of Directors of PAHL for a two year terms. The President, 2nd Vice-President and Secretary elected in odd years and the 1st Vice-President, 3rd Vice-President and Treasurer elected in even years at the Annual Meeting.

21. Limitation on Succession. There is no limitation on the number of terms which may be served by executive officers.

22. Bonding of Officers. All PAHL officers will be covered by the USA HOCKEY directors and officers liability insurance policy, which will also include the crime policy. The cost of such policy will be borne by PAHL.

23. Election of Officers. Executive officers will be elected at the Annual Meeting of the Board of Directors of PAHL in the second quarter of each calendar year. Nominations may be made, but need not be made in advance of the meeting, and nominations from the floor of the meeting will be accepted. No person will be elected to any executive office unless that person has provided the Board with indication that, if elected, he or she is willing to serve.

24. Vacancies. In the event of death, resignation or removal of any executive officer, the President of PAHL will appoint a substitute officer subject to ratification at the next meeting of the Board of Directors of PAHL. In the event of death, resignation or removal of the President of PAHL, the Board of Directors will meet specially within ten days to elect a President.

ARTICLE VII

28. Powers of PAHL. PAHL will have the following powers with respect to its member associations, full and associate:

A. The power to schedule and to conduct competition by teams of member associations during the period of October 1st through April 30th.

B. The power to resolve all disputes and controversies arising out of competition by teams of member associations scheduled or sanctioned by PAHL, including the power to suspend any player, parent of player, coach or member association for cause shown, from participation in PAHL scheduled or sanctioned play.

B. The power to promulgate policies, rules and regulations governing all competitive play by the teams of member associations, including the setting of equipment standards.

D. The power to conduct clinics or other instructional programs for players or coaches and the power to establish minimum standards of competency and experience for coaches.

E. The power to obtain and maintain membership in any amateur ice hockey association, including USA HOCKEY, and Mid-American Hockey Association including the power to send appropriate PAHL officers to meetings and conferences of all such organizations.

F. The power to publish newsletters or other similar publications to increase the awareness of PAHL and of the activities of its member associations.

29. No Inherent or Implied Powers. Except as set forth in these by-laws, PAHL will have no inherent or implied powers.

ARTICLE VIII

30. Amendment of By-Laws. These by-laws may be amended by a majority vote of the Board of Directors of PAHL. The President of PAHL will provide at least thirty days notification of the intent to present by-law amendments to the Board of Directors of PAHL. Where these by-laws or other law requires that action be taken by a higher percentage vote of the Board, then that by-law cannot be amended except by a vote of that required percentage.

ARTICLE IX

31. Annual Report. The Board of Directors of PAHL will adopt and publish an Annual Report of the operation of PAHL at or prior to the meeting in the third quarter of each calendar year. The Annual Report will contain, at a minimum, a summary presentation of the information drawn from the annual report of each member association, full and associate. The President of PAHL will provide a copy of the PAHL Annual Report upon request to such persons or organizations who in the opinion of the President of PAHL should be made aware of the activities of PAHL and/or its member associations.

ARTICLE X

32. Policies, Playing Rules and Regulations. The Board of Directors of PAHL will have the power and the duty to publish annually, "Policies, Playing Rules and Regulations" governing member association activities, full and associate, including the scheduling of PAHL ice hockey games. Such "Policies, Playing Rules and Regulations" will be furnished to all member associations prior to the start of the PAHL season.

ARTICLE XI

33. Adoption of By-Laws. These by-laws were adopted as amended on the 16th day of May, 2000 at Harmarville, Pennsylvania.

Secretary, Pittsburgh Amateur Hockey League