

Official Bylaws of the

EASTERN COLLEGIATE ROLLER HOCKEY ASSOCIATION

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ARTICLE 1 - NAME, TYPE, OFFICE AND AFFILIATION OF THE ORGANIZATION

Section 1.1 - Name

The official name of the organization shall be the Eastern Collegiate Roller Hockey Association, hereinafter referred to as the ECRHA.

Section 1.2 - Type and Principal Office of the Organization

- (a) Type of Entity - The ECRHA shall be incorporated as a not-for-profit Association under the laws of the Commonwealth of Pennsylvania, abiding by the laws of all states in which it operates, and in accordance with the laws, rules and regulations of tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- (b) Principal Office - The principal office of the Association shall be that of the Executive Director of the Association. If such address is outside the Commonwealth of Pennsylvania, the Association shall maintain an office or obtain a registered agent within the Commonwealth.
- (c) Other Offices - The Association may also have offices at such other places within or outside the Commonwealth as the Board of Directors may from time to time determine is necessary, or the business of the Association may require

Section 1.3 - Affiliation

- (a) At the date of installation of these bylaws, the ECRHA shall be affiliated with and a Member Organization of the National Collegiate Roller Hockey Association (hereinafter referred to as the NCRHA), the governing body for collegiate roller hockey in the United States of America.

ARTICLE 2 - MISSION STATEMENT AND MOTTO

Section 2.1 - Mission Statement

To unify and develop the sport of collegiate roller hockey in the Northeastern and Mid-Atlantic United States by providing competitive, recreational and informational opportunities for all eligible parties.

Section 2.2 - Motto

“Education, Dedication, Motivation” - The ECRHA prides itself on the education, dedication, and motivation of its members and staff.

ARTICLE 3 - MEMBERSHIP

Section 3.1 - Definition of Member

A Member is defined as the roller hockey club of a college or university, as represented through a designated club representative. A Member must be a currently active full-time club in good standing with ECRHA.

Section 3.2 - One Member per College or University

- (a) Generally - Where there are multiple clubs at a college or university capable of administering roller hockey at that college or university, and multiple clubs from a single college or university petition for membership, only one of the clubs shall act as the official ECRHA member of a college or university. Clubs may enter more than one team in the ECRHA but secondary teams shall be designated as “B” teams.
- (b) Resolution - If a college or university administers more than one club, and multiple clubs petition for membership, and the college or university is unable to internally resolve the issue, the ECRHA shall have absolute authority to make the final decision as to which club to admit into its membership.

Section 3.3 - Voting and Meetings of Members

See Section 8.2 – Active Club Committee (ACC).

Section 3.4 - Member Benefits

The Board of Directors or, if applicable, an Officer or Board Subcommittee appointed by the Board of Directors and designated to manage such issues, shall continuously maintain a list of Member Benefits. Such list shall be provided to any Member Club within ten (10) days of request.

Section 3.5 - Good Standing Defined

For the purposes of these Bylaws, Members shall be defined as in 'good standing' if:

- (a) Said member is not currently under any term of probation as defined by the Board of Directors, Executive Director, or Active Club Committee; and
- (b) All dues, requisite registration materials, and other requirements as determined by the Board of Directors, Executive Director, or any Officer have been completed and fulfilled.

ARTICLE 4 - BOARD OF DIRECTORS

Section 4.1 - Number

The business and affairs of the Association shall be managed by its Board of Directors, three (3) in number, who shall be natural persons of full age. Members of the Board of Directors shall be referred to in these Bylaws as “Directors”.

Section 4.2 - Elections and Designation

Elections and Designation of Directors shall take place at the annual Active Club Committee pursuant to Section 8.2(c).

Section 4.3 - Term of Directorship

Each Director shall hold office for a term of one (1) year and until the expiration of the term for which he was elected and until his successor has been elected and qualified or until his earlier death, resignation or removal. Any decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director. Nothing herein contained shall prevent any Director from being elected to any number of successive terms nor shall anything contained herein prevent any Director from nominating and voting for himself as a successor Director.

Section 4.4 - Removal of Director

- (a) Removal by Board of Directors – Any single member of the Board of Directors may be removed

from office without assigning any cause by a unanimous vote of the remaining Board of Directors.

(b) Removal by Active Club Committee - The entire Board of Directors or any individual Director may be removed from office without assigning any cause by the vote of Members entitled to castvotes.

(c) Other Provisions for Removal

1. The Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty (60) days after notice of his selection he does not accept such office, either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the Bylaws may specify.
2. The unexcused absence of any Director from three (3) consecutive regular meetings of the Board of Directors shall be deemed a resignation.

(d) Emergency Appointment - In the case where the entire Board of Directors resigns or is removed from office, the Active Club Committee shall hold an emergency meeting. The emergency meeting shall be called, arranged and chaired by the highest ranking Officer of the ECRHA .

Section 4.5 - Vacancies

Where there exists one or two vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, the death, resignation or removal of a Director, shall be filled by a majority of the remaining members of the Board of Directors, though less than a quorum, and each person so elected shall be a Director to serve for the unexpired term in respect of which such vacancy occurred.

Section 4.6 - Chairman of the Board

The Executive Director shall serve as the Chairman of the Board of Directors. The Chairman shall have no vote unless the Executive Director is also one of the the three members of the Board of Directors, or if there is a tie. The Chairman shall chair any meeting of the Board of Directors at which he is present.

Section 4.7 - No Compensation

No Director shall be compensated by the Association for acting as such; provided, that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor

Section 4.8 - Qualifications

Each Director shall be a natural person of full age who need not be a resident of the Commonwealth of Pennsylvania.

ARTICLE 5 - MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 - Quorum and Meetings of the Board of Directors

- (a) Meetings, Generally - The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth or elsewhere as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.
- (b) Regular Meetings - Regular meetings of the Board of Directors shall be held without notice immediately following the annual meeting of the Members in each year at the executive office of

the Association, or at such other time and place as shall be determined by the Board of Directors. In no event shall more than three hundred ninety (390) days elapse between regular meetings.

- (c) Special Meetings - Special meetings of the Board of Directors shall be held when called by the Executive Director, or by a majority of the Board of Directors.
- (d) Notice
 - 1. Notice of every special meeting of the Board of Directors shall be given to each Director by telephone or in writing at least 24 hours (in the case of notice by telephone, facsimile transmission, e-mail or other electronic communication) or 48 hours (in the case of notice by courier service or express mail), or five (5) days (in the case of notice by first class mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in a notice of a meeting.
 - 2. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any such meeting shall be a waiver of notice by him of the time and place thereof unless such attendance is solely for the purpose of objecting to the notice given. If all of the Directors then serving on the Board of Directors are present at any meeting thereof, no notice shall be required and business may be transacted at such meeting unless one or more of the Directors are attending solely for the purpose of objecting to the notice given.
- (e) Quorum - A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.
- (f) Presence Defined - One or more persons may participate in a meeting of the Board of Directors or of the Members by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- (g) Effects of Presence - Any Director present at any meeting shall be deemed to have assented to any action taken at such meeting unless his dissent is entered in the minutes or unless his written dissent is filed with the Executive Director at or immediately following the adjournment thereof, provided that no Director may dissent from any action from which he voted in favor at the meeting.

Section 5.2 - Members' Right to Attend Meetings

Members shall have no right to attend meetings of the Board of Directors, but the Board of Directors may, in its sole discretion, elect to allow Members to attend a particular meeting or meetings, and shall post or cause to be posted a notice of such meeting in such places as it thinks appropriate at least ten (10) days prior to such meeting; provided, however, that the failure to give such notice shall neither invalidate any actions taken at said meeting or impose any liability on the Board of Directors, the Association or any of its officers or servants for failure to give such notice.

Section 5.3 - Voting by Board of Directors

- (a) Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Directors in office and shall be filed with the Executive Director of the Association.
- (b) Good Faith Effort to Compromise - No vote of the Board of Directors shall take place unless and until the Board has attempted to compromise, in good faith, for a reasonable amount of time, to come to a common decision.
- (c) A vote required by these bylaws or a vote on a Board or Board Subcommittee resolution shall pass

if approved by a majority of directors present.

Section 5.4 - Board Resolutions

The Board of Directors shall have the authority to pass resolutions for the proper and efficient operation of the organization and to carry out any activities of the organization, where the procedures to handle such operations or activities are not already provided for in and do not conflict with these bylaws and the Articles of incorporation.

Section 5.5 - Rules of Order

When not otherwise provided herein, the Board of Directors and the Association shall conduct their respective business in accordance with Robert's Rules of Order, or such other rules as it may adopt from time to time for such purpose.

ARTICLE 6 - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.1 - Powers

The Board of Directors shall have power to:

- (a) In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by statute or by the Articles of incorporation or by these Bylaws; provided, however, that the Board of Directors shall not exercise any power or do any act which would disqualify the Association as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code.
- (b) declare the office of a Director of the Board of Directors to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or by the Articles of incorporation or by statute;
- (d) contract and pay for, or otherwise provide for, the services of attorneys, accountants and such other professional and non-professional services as the Association deems necessary or desirable;
- (e) maintain Directors and officers liability insurance, if available, and delegate its powers to Directors, officers, committees and employees of the Association; and
- (f) perform such other duties and acts necessary to conduct the business of the Association

Section 6.2 - Duties

It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting, when such statement is requested in writing by any Member who is entitled to vote;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) procure and maintain adequate liability and hazard insurance on property owned by the

Association;

- (d) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (e) designate depositories for Association funds, designate those officers, agents and employees who shall have authority to withdraw funds from such accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate;
- (f) appoint such committees as it shall deem necessary to carry out its powers and duties; and
- (g) keep a complete record of all resolutions of the Board of Directors and make such records available for inspection by any Member after reasonable notice;

ARTICLE 7 - OFFICERS, EMPLOYEES AND VOLUNTEERS

Section 7.1 - Officers, Generally

- (a) For the purposes of this document, Officers, Employees and Volunteers of the Association shall be referred to as 'Officers'.
- (b) Qualification and Designation - The Officers of the Association shall be chosen by the Board of Directors. Officers may but need not be Directors of the Association, and any number of offices may be held by the same person. All Officers shall be natural persons of full age.
- (c) Election of Officers - The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.
- (d) Term - The officers of the Association shall hold office for a term of one (1) year and until a successor has been selected and qualified or until his earlier death, resignation or removal.
- (e) Resignation - Any officer may resign at any time upon written notice to the Board of Directors. Such resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (f) Removal of Officers and Agents - Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
 - 1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
 - 2. Any officer or agent may be removed from office with or without cause by the Board of Directors by an affirmative vote of the majority of the entire Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
- (g) Bonding - The Board of Directors may secure the fidelity of any or all of its officers by bond or otherwise.
- (h) Standard of Care - An officer shall perform his duties as an officer in good faith, in a manner he reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar

circumstances. A person who so performs his duties shall not be liable by reason of having been an officer of the Corporation.

- (i) Authority - All officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided by or pursuant to resolution or orders of the Board of Directors or, in the absence of controlling provisions in the resolutions or orders of the Board of Directors, as may be determined by or pursuant to these Bylaws; subject, however, to the limitation that no officer shall exercise any power or do any act which would disqualify the Corporation as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code.
- (j) Salaries - The salaries of the officers elected by the Board of Directors shall be fixed from time to time by the Board of Directors or by such officer as may be designated by resolution of the Board. The salaries or other compensation of any other officers, employees and other agents shall be fixed from time to time by the officer or committee to which the power to elect such officers or to retain or appoint such employees or other agents has been delegated. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that the officer is also a Director of the Corporation. Salaries shall be reasonable and affordable to the corporation.
- (k) Disallowed Compensation - Any payments made to an officer or employee of the Corporation, such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him, which shall be disallowed, in whole or in part, as a deductible expense by the Internal Revenue Service shall be reimbursed by such officer or employee to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or employee, subject to the determination of the Directors, proportionate amounts may be withheld from future compensation payments until the amount owed to the Corporation has been recovered.

Section 7.2 - Executive Director

- (a) Chairman of the Board - The Executive Director shall serve as the non-voting Chairman of the Board of Directors.
- (b) Authority and Duties
 1. Shall oversee and supervise all other officers, employees, volunteers and agents of the ECRHA.
 2. Any powers not exclusively reserved for another party are reserved for the Executive Director.
 3. Powers reserved to the Executive Director may be delegated by the Executive Director to any employee or volunteer unless explicitly prohibited by these by-laws or by Board resolution.
 4. Any decision or action of the Executive Director, proposed, completed or otherwise, may be overridden by a vote of the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues.

Section 7.3 - Finance Director

- (a) Authority and Duties – The Finance Director shall oversee and administer all financial operations of the ECRHA and act in accordance with the job description provided in the League Operations Manual.

Section 7.4 - Director of Hockey Operations

- (a) Authority and Duties – The Director of Hockey Operations shall oversee and administer all day-to-day hockey operations of the ECRHA and act in accordance with the job description provided in the League Operations Manual.

Section 7.5 - Marketing Director

- (a) Authority and Duties – The Marketing Director shall oversee and administer all day-to-day operations concerning marketing, public relations, and development of the ECRHA and act in accordance with the job description provided in the League Operations Manual.

Section 7.6 - Other Officers, Committees, Employees and Agents

- (a) The Board of Directors may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

ARTICLE 8 - COMMITTEES

Section 8.1 - Board Subcommittees

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the Association. Any such committee, to the extent provided in the resolution of the Board of Directors or in the Bylaws, shall have and may exercise all of the powers and authority of the Board of Directors, except that a committee shall not have any power or authority as to the following:

- (a) The submission to Members of any action required by statute to be submitted to the Members for their approval;
- (b) The creation or filling of vacancies in the Board of Directors;
- (c) The adoption, amendment or repeal of the Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board of Directors; or
- (e) Action on matters committed by the Bylaws or resolution of the Board of Directors exclusively to another committee of the Board.

Section 8.2 - Active Club Committee (ACC)

- (a) Composition – The ACC shall be comprised of one voting representative from each Member in Good Standing, pursuant to Article 3.
- (b) Place of Meeting - Meetings of the Members shall be held at the executive office of the Association or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
- (c) Annual Meeting - The Board of Directors may fix the date and time of the annual meeting of the Members, but if no such date and time is fixed by the Board of Directors, the meeting for any calendar year shall be held on the second Saturday of September in such year, if not a legal holiday under the laws of the Commonwealth of Pennsylvania, and if a legal holiday then on the next succeeding Saturday, at 11:00 a.m., when the Members shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within two (2) months after the designated time, any Member may call such meeting.

- (d) Special Meetings - Special meetings of the Members may be called at any time by the Executive Director or Board of Directors, or upon written request of the Members who are entitled to cast at least twenty-five percent (25%) of the votes which all Members are entitled to cast at the particular meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Executive Director to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the Executive Director shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto, unless consented to in person or by proxy by twenty-five percent (25%) of all Members entitled to attend or vote at such meeting.
- (e) Method of Voting - Questions to be submitted to Members may be decided at a meeting by valid vote or any reasonable means determined by the Board of Directors. The Board of Directors shall determine, by resolution, the method of voting and give notice thereof as provided herein. Elections for Directors need not be by secret written ballot, except upon demand made by a Member at the election and before the voting begins.
- (f) Notice of Meetings - Notice of every meeting of the Members shall be given by, or at the direction of, the Executive Director to each Member of record entitled to vote at the meeting, at least ten (10) days and not more than sixty (60) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Executive Director shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. as provided for in these Bylaws shall be addressed to each Member at such address as a Member may from time to time specify in writing to the Association's Executive Director.
- (g) Quorum - . A meeting of Members duly called shall not be organized for the transaction of business unless a quorum is present. The presence at the meeting of Members entitled to cast, or of proxies to cast, twenty-five percent (25%) of the votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation or by statute. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine; but in the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those Members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each Member of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourning meeting.
- (h) Action by Consent - Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Executive Director of the Association.
- (i) Voting Rights - Every Member of the Association shall be entitled to one (1) vote. No Member shall sell his vote or issue a proxy for money or anything of value. Upon request of a Member, the books or records of membership shall be produced at any regular or special meeting of the Association. If at any meeting the right of a person to vote is challenged, the presiding officer shall require the books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by the books or records to be Members entitled to vote may vote. The right of a Member to vote, and his right, title and interest in or to the Association or its property, shall cease on the termination of his membership.
- (j) Proxies - At all meetings of Members, each Member may vote in person, by mailed ballot or by proxy. All proxies shall be in writing and filed with the Executive Director prior to the time of the

meeting. Proxies may be given only to another Member of the Association. Every proxy shall be revocable and shall automatically cease upon receipt of written notice by the Association of the death or judicially declared incompetence of the grantor of the proxy.

- (k) Judges of Election - In advance of any meeting of Members, the Board of Directors may appoint judges of election, who need not be Members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any Member shall, make such appointment at the meeting. The number of judges shall be one (1) or three (3). No person who is a candidate for office shall act as a judge.

ARTICLE 9 - LEGAL AND FINANCIAL MATTERS

Section 9.1 - Contracts, Checks, Drafts, and other Orders for Payment

- (a) Financial Authority of the Executive Director and Finance Director - The Executive Director and Finance Director shall be authorized to enter into any contract or execute and deliver any check, draft, instrument, note or other evidence of indebtedness, or other order for payment in the name of and on behalf of the ECRHA unless the Board of Directors explicitly limits such authority by resolution.
- (b) Financial Authority Granted to Others - The Board of Directors or Executive Director may, by resolution, authorize any other person to enter into any contract or execute and deliver any check, draft, instrument, note or other evidence of indebtedness, or other order for payment in the name of and on behalf of the ECRHA. Such Board or Executive resolution shall state whether the authority is general or specific and may be revoked at any time by subsequent resolution.

Section 9.2 - Accounts and Deposits

All funds of or received by the ECRHA, for the benefit of the ECRHA or held in trust by the ECRHA for another, shall be deposited at a bank or trust company approved by the Board of Directors or, if applicable, by a Board Subcommittee appointed by the Board of Directors and designated to manage such issues, and shall be maintained by the Finance Director or other designated officer or employee.

Section 9.3 - Meeting Minutes

The Executive Director, or any other person designated by the Board of Directors, or, if applicable, designated by a committee appointed by the Board of Directors and designated to manage such issues, shall keep and maintain minutes of all official meetings and other proceedings of the Board of Directors, committees thereof, and of committees authorized by the Board of Directors.

Section 9.4 - Fiscal Year

The ECRHA fiscal year shall be defined as July 1 of such year through June 30 of the following year.

Section 9.5 - Books and Records

- (a) Financial Records - The ECRHA shall keep correct and complete books and records of all financial transactions and meeting minutes. The ECRHA books, records and meeting minutes shall be provided to an interested party upon request.
- (b) Internal Audit of Financial Records - The Board of Directors or, if applicable, a committee appointed by the Board of Directors and designated to manage such issues, shall conduct an audit within a reasonable time after the end of the fiscal year.
- (c) Independent Audit of Financial Records - The Board of Directors shall authorize an independent audit where deemed reasonable, prudent, and necessary, or where required by law.

- (d) Minutes - The Association shall keep minutes of the proceedings of the Members, the Board of Directors and any other body, and a membership register, giving the names and addresses of all Members. The Association shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the principal office of the Association wherever situated.
- (e) Every Member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the Members, Board of Directors and any other body, and to make copies or extracts therefrom at reasonable cost. The Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost. A proper purpose shall mean a purpose reasonably related to the interest of the person as a Member. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the Member. The demand shall be directed to the Association at its principal office wherever situated.

Section 9.6 - Financial Statements

At the close of each fiscal year, the Finance Director shall engage a Certified Public Accountant to prepare a financial statement for the ECRHA and to file the appropriate reports and other documents with federal and state authorities as may be appropriate or required. Financial Statements shall be provided to any Member Club within ten (10) days of request. Financial statements shall show in appropriate detail the following:

- (a) The assets and liabilities, including reserve funds, of the Association as of the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities, including reserve funds, during the year immediately preceding the date of the report;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each reserve fund held by or for the Association;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each reserve fund held by or for the Association; and
- (e) The number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

Section 9.7 - Budget and Dues

- (a) Preparation of Budget - The Finance Director shall prepare, in consultation with any appropriate executives or committees, a detailed annual budget. The annual budget shall be approved by the Board of Directors by August 15 of each year.
- (b) Provision of Budget to Interested Party - The ECRHA Budget shall be provided to any Member Club within ten (10) days of request.
- (c) Collection of Dues and Fees - Each Member Club shall pay dues directly to the ECRHA at a time, in an amount, and in the manner stated in the League Operations Manual.

Section 9.8 - Transaction of Business

Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and

operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Corporation.

Section 9.9 - Notice

- (a) Except as otherwise specifically provided herein, any notice required to be given to any person under these Bylaws shall be given to the person either personally or by sending a copy thereof:
 - 1. by first class or express mail, postage prepaid, or courier service, charges prepaid, to his postal address appearing on the books of the Association or, in the case of Directors, supplied by him to the Association for the purpose of notice. Notice pursuant to this subparagraph (a) shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person; or
 - 2. by facsimile transmission, e-mail or other electronic communication to his facsimile number or address for e-mail or other electronic communication supplied by him to the Association for the purpose of notice. Notice pursuant to this subparagraph (b) shall be deemed to have been given to the person entitled thereto when sent.
- (b) Delivery shall also be deemed to have been made when the notice is placed in the Member's mailbox. A certificate or affidavit by the Executive Director or an Assistant shall be prima facie evidence of the giving of any notice required by these Bylaws. Except as may be otherwise specifically provided herein, when a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
- (c) The notice of any meeting of the Members shall specify the day and hour and place of the meeting and items on the agenda, including the general nature of any proposed amendments to the Articles of Incorporation or these Bylaws, and any proposal to remove a Director.
- (d) Whenever any written notice is required to be given under the provisions of statute or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of Members, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 9.10 - Liability and Indemnification

- (a) Directors and Officers:
 - 1. shall not be liable as a result of any actions taken or omitted to be taken in such capacities, for any mistake in judgment, negligence or otherwise, except for their willful misconduct or gross negligence;
 - 2. shall have no personal liability in contract to any other person or entity, under any agreement, instrument or transaction entered into or executed by them on behalf of the Corporation;
 - 3. shall have no personal liability, direct or imputed, to any other person or entity, by virtue of acts performed by themselves or by agents, employees or contractors employed or retained by them, on their behalf, in their official capacity, except for their own willfulness, conduct or gross negligence; and
 - 4. shall have no personal liability arising out of the use, misuse or condition of the Property or any part thereof, which might in any way be assessed or imputed to them as a result, or by virtue of, their capacities as such.

5. shall not be liable to any Member, Unit Owner or other resident of the Property as a result of any actions taken or omitted to be taken in such capacities, for any mistake in judgment, negligence or otherwise, except for their willful misconduct or gross negligence;
- (b) A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following: (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or (c) a committee of the Board of Directors upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation. A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (a) the Director has breached or failed to perform the duties of his office under this section; or (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to: (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to Federal, state or local law.
 - (c) The Corporation shall indemnify each of its Directors, officers, employees and committee persons, whether or not then in service as such (and his executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him in connection with the defense of any litigation to which the individual may have been a party because he is or was a Director, officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, officer, employee or committee person may be entitled.

Section 9.11 - Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 10 - CONFLICT OF INTEREST POLICY AND PROTECTION OF TAX-EXEMPT

STATUS

Section 10.1 - Purpose

The purpose of this conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit Associations.

Section 10.2 - Definitions

- (a) Interested Person - Any director, officer, or member of a board subcommittee who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - 1. an ownership or investment interest in any entity with which the Association has a transaction or arrangement, or;
 - 2. a compensation arrangement with the Association which could be affected by a transaction or arrangement, or;
 - 3. a compensation arrangement with any entity or individual with which the Association has a transaction or arrangement, or;
 - 4. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
- (c) Compensation - Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 10.3 - Procedures

- (a) Duty to Disclose - In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.
- (b) Determination Whether a Conflict of Interest Exists - After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest
 - 1. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 2. After exercising due diligence, the board or committee shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - 3. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflict of Interest Policy

1. If the board or committee has reasonable cause to believe that a board member, board subcommittee member or officer 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.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.4 - Records of Proceedings

The minutes of the Board of Directors and all Committees with board-delegated powers shall contain:

- (a) 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 board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) 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 therewith.

Section 10.5 - Compensation

A voting member of the Board of Directors or any Board Subcommittee whose jurisdiction includes determination of compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

Section 10.6 - Annual Statements

Each director, principal officer and member of a board subcommittee with board-delegated powers shall annually sign a statement that affirms that such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy;
- (d) Understands that the Association is a non-profit tax-exempt organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 10.7 - Periodic Reviews

- (a) If the Association achieves federal tax-exempt status, to ensure that the Association operates in a manner consistent with tax-exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.
- (b) In conducting the periodic reviews, the Association may, but need not, use outside advisors or experts including an attorney. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Section 10.8 - Notwithstanding anything herein contained to the contrary, no Director, officer, employee or any other person shall be authorized to exercise any power or do any act which would disqualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Section 10.9 - The Directors and officers shall exercise all necessary powers and do all necessary acts to maintain the qualification of the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, and shall cause the Corporation to be operated for the purposes set forth in the Corporation's Articles of Incorporation.

ARTICLE 11 - NON-DISCRIMINATION AND ANTI-SEXUAL HARASSMENT POLICY

Section 11.1 - Non-Discrimination Policy

- (a) The ECRHA is an equal opportunity employer and is committed to ensuring that all students have equal access and opportunities to participate in the sport of collegiate roller hockey.
- (b) No member, employee or other interested person shall be subjected to discrimination by the ECRHA on the basis of race, color, religion, sex, gender, national origin, or sexual orientation.

Section 11.2 - Anti-Sexual Harassment Policy

- (a) Sexual harassment has no place in collegiate activities. Sexual harassment includes involving unwanted verbal or physical sexual advances or request for sexual favors from any coach, team administrator, facility administrator, referee, or player. Any person attempting to victimize through such interactions should be reported to the appropriate authorities and shall be subject to appropriate discipline.

ARTICLE 12 - MISCELLANEOUS PROVISIONS

Section 12.1 - Severability

The provisions hereof shall be deemed independent and severable, and the invalidity, partial invalidity or unenforceability of any one provision or a portion hereof shall not affect the validity or enforceability of any other portion or portions hereof.

Section 12.2 - The headings introducing the text of the several sections of these Bylaws are solely for the convenience of reference and shall not constitute part of these Bylaws or affect their meaning in any way.

Section 12.3 - All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular and plural, as the identity of the person or persons or entities may require.

ARTICLE 13 - LEAGUE OPERATIONS MANUAL

Section 13.1 - Approval, Changes and Amendments to the League Operations Manual

The Board of Directors, or a Board Subcommittee appointed by the Board of Directors and designated to manage such issues, shall maintain a League Operations Manual. The League Operations Manual shall contain all league operations rules and procedures not stated in these bylaws.

Section 13.2 - NCRHA Documents

All procedures, policies and rules not explicitly accounted for by the ECRHA League Operations Manual or these Bylaws shall default to the NCRHA League Operations Manual and NCRHA Rule Book, or the appropriate documents as maintained by the NCRHA.

ARTICLE 14 - CHANGES, AMENDMENTS AND APPROVAL OF BYLAWS

Section 14.1 - Approval of Bylaws

These bylaws have been adopted as the Bylaws of the Association as of the 24th day of July, 2006, and shall be effective as of said date.

Section 14.2 - Proposed Changes or Amendments

- (a) A change or amendment to these bylaws may be proposed by any ECRHA Member, Director, or Officer. Proposed changes shall be transmitted, in writing, to the Executive Director.
- (b) Upon receipt of a request for change or amendment of these bylaws, the Executive Director shall forward the proposal, with comments, to the Board of Directors or, if applicable, to a Board Subcommittee appointed by the Board of Directors and designated to manage such issues and shall immediately publish the proposed change or amendment to the ECRHA website or a designated internal message board so that Member Clubs may comment on any proposed change or amendment. Any proposed change or amendment to these bylaws shall be held open for Member Club comment for a period of not less than seven (7) days.

Section 14.3 - Approval of Changes or Amendments

- (a) An amendment or change to the bylaws shall become effective immediately upon approval, unless otherwise provisioned, by the Board of Directors.