

**AMENDED AND RESTATED
BYLAWS OF
FLORIDA SCHOLASTIC HOCKEY LEAGUE, INC.**
a Florida not-for-profit corporation

**ARTICLE I
NAME AND PURPOSE**

The name of the Corporation is Florida Scholastic Hockey League, Inc.

The Corporation shall be committed to promote the best interest of and to enhance the educational opportunities of students at membered high schools who form an ice hockey club. The Corporation believes that the promotion and development of an ice hockey program at the high school level not only will allow the students to expand their horizons by working together in a team effort, but will also improve the general welfare of high school hockey, its student body, its faculty, and the community. The Corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

**ARTICLE II
OFFICE**

The Corporation shall have its principal office in Palm Beach County, Florida and may have such other places of business as the Board of Directors may designate from time to time.

**ARTICLE III
MEMBERSHIP**

A. **MEMBERSHIP.** Any entity affiliated with a high school whose purpose is competing in, and contributing to, a high school level hockey program. Each member is required to: (i) provide a roster of no less than ten (10) nor more than thirty (30) players, including one (1) goalie; and (ii) pay the applicable membership dues as established by the Board of Directors.

B. **DUES.** The Advisory Committee of the Corporation shall vote and recommend to the Board of Directors for approval the amount and manner of imposing and collecting any initiations or other fees, and any dues, assessments, fines and penalties, the manner of suspension or termination of a member including provisions for reinstatement, if any, and, except as may hereinafter be provided, the rights, liabilities, and other incidents applying to membership.

C. **ADMISSION.** The Board of Directors of the Corporation shall receive applications for membership. An applicant shall be admitted to membership upon compliance with the requirements set forth in this Article III and acceptance by the Board of Directors of the Corporation of the applicant's membership application, which acceptance may be made by notice of admission given by the Corporation to the applicant. Each member shall authorize one (1) individual to act as its attorney-in-fact to represent it in all matters, including with respect to

any action which may be taken, or is required by law, these Bylaws, or the Articles of Incorporation to be taken, by members.

D. TERM. The term of the membership shall commence upon a member's admission and shall continue for so long as such member remains a member in good standing. Notwithstanding the foregoing, membership in the Corporation shall terminate upon the vote of two-thirds of the Board of Directors of the Corporation at any meeting of the Board of Directors at which a quorum is present, provided notice thereof has been given in the call of the meeting.

ARTICLE IV
MEETING OF MEMBERS
(TEAM COUNCIL COMMITTEE)

A. TIME. An annual meeting shall be held within thirteen (13) months from the date of each prior annual meeting.

B. PLACE. Annual meetings shall be held at such place, within or outside the State of Florida, as the directors may, from time to time, fix. Each annual meeting may be conducted by telephone or telecopier communication or by means of other electronic communication permitted by law.

C. CALL. Annual meetings may be called by the directors or by any officer instructed by a majority of directors to call the meeting.

D. NOTICE. Written or printed notice must be provided to each member stating the place, day and hour of each meeting and in the case of a special meeting, the purpose or purposes for which such meeting is called, and shall be delivered not less than ten (10) days and not more than ninety (90) days before the date of such meeting, either personally or by mail or e-mail, by or at the direction of the President or Secretary or by the other officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at its address as it appears on the records of the Corporation, with postage thereon prepaid. The notice of any annual or special meeting shall include, or be accompanied by, any additional statements or information prescribed by the general laws of the State of Florida. Whenever any notice is required to be given any member, a waiver thereof in writing signed by such member, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence of a member at a meeting without objecting to the holding thereof shall also be deemed to be a waiver of notice by any such member.

E. VOTING. Except as otherwise provided under the Florida Not For Profit Corporation Act or these Bylaws, members are not entitled to vote.

F. CONDUCT OF MEETING. Meetings of members shall be presided over by a chairman who will be chosen by a majority vote of the Team Counsel Committee. The chairman shall appoint a secretary for the meetings.

ARTICLE V
BOARD OF DIRECTORS

A. **FUNCTIONS.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors and to the extent permitted by law may be assigned to the Advisory Committee, or other such committee.

B. **QUALIFICATIONS AND NUMBER.** Each director shall be a natural person being at least twenty-one (21) years of age. The Board of Directors shall consist of no less than three (3) directors and no more than ten (10) directors.

C. **ELECTION AND TERM.** The initial Board of Directors shall consist of the director named in the Articles of Incorporation. The initial director shall hold office from the date of the filing the Articles of Incorporation until his successors have been elected and qualified, but no later than twelve (12) months from the date of the filing of the Articles of Incorporation. Thereafter, directors shall serve for a term basis to the extent permitted under the Bylaws or Florida law. Any newly created directorships and any vacancies on the Board of Directors, including any unfilled vacancies resulting from the removal of one or more directors, may be filled by the affirmative vote of a majority of the then remaining directors, although less than a quorum exists.

D. **MEETINGS.**

1. **TIME.** Meetings shall be held at such time as the Boards shall fix, except that the first meeting of a newly elected board shall be held as soon after its election as the directors may conveniently assemble.

2. **PLACE.** Meetings shall be held at such place within or outside the State of Florida as shall be fixed by the Board. Each meeting may be conducted by telephonic or telecopier communication or by means of other electronic communication to the extent permitted by law.

3. **CALL.** No call shall be required for regular or special meetings for which the time and place have been fixed.

4. **NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE.** No notice shall be required for regular or annual meetings of the Board of Directors for which time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of any meeting need not specify the business to be transacted or the purpose of the meeting. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting.

5. **QUORUM AND ACTION.** Except as may otherwise be provided by the Articles of Incorporation and these Bylaws, a majority of the Board shall constitute a quorum. Whenever a vacancy or vacancies in the board shall prevent a quorum from consisting of a majority of the full board as aforesaid, a quorum shall consist of at least one-third (1/3) of the full board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place except as otherwise provided by the general laws of the State of Florida, the Articles of Incorporation, or these Bylaws, the vote of a majority of the directors present at the time of the vote if a quorum is present at such time, shall constitute the act of the board. Voting may be conducted by telephonic or telecopier communication or by means of other electronic communication to the extent permitted by law.

6. **CHAIRMAN OF THE MEETING.** The President, if any and if present and acting, shall preside at meetings. If no President is present and acting, any other director chosen by the Board, shall preside.

E. **REMOVAL OF DIRECTORS.** Any or all of the directors may be removed, with or without cause, at a meeting expressly called for that purpose, by a majority of the Board of Directors. At the same meeting, or any adjourned meeting, the Board of Directors may, by a majority of votes cast at any such meeting, fill the vacancy or vacancies resulting from any such removal.

F. **RESIGNATION.** A director may resign at any time by delivering written notice to the Board of Directors.

G. **COMMITTEES.** The Board of Directors, by resolution adopted by a majority of the board, may designate one (1) or more committees. Each committee shall have a chairperson appointed by the Board of Directors.

H. **WRITTEN ACTION.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors.

I. **SALARY.** The directors of the Corporation shall not be entitled to any compensation.

ARTICLE VI **OFFICERS**

A. **OFFICERS.** Officers shall have the powers and duties defined in the resolution or the instrument electing, appointing, or choosing them, as the case may be. Officers shall be appointed by a majority of the Board of Directors. The Executive Officers of the Corporation shall consist of the President, up to three (3) Vice Presidents, Treasurer and such other officers as may be provided for in the Bylaws.

B. TERM. The officers shall be appointed annually at a meeting of the Board of Directors and shall hold office until the next annual meeting of the Board of Directors or until his or her successor is appointed and qualified.

C. RESIGNATION AND REMOVAL. Any officer may resign upon written notice to the Board of Directors. Any officer may be removed and/or expelled, by a two-thirds (2/3) vote of the Board of Directors present at a regularly scheduled board meeting or at a special meeting held for the express purpose of removing and/or expelling any officer, director or member of the league for conduct unbecoming or prejudicial to the aims or purpose of the league. Notice of any board meeting for the purpose of removing and/or expelling must be mailed or e-mailed to all directors ten (10) days prior to the date set for said meeting.

D. VACANCIES. A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

E. PRESIDENT. The President shall be the chief executive officer of the Corporation, and, under the direction of the Board of Directors, shall have general responsibility for the management and direction of the business, properties and affairs of the Corporation. He or she shall have general executive powers, including all powers required by law to be exercised by a president of a corporation as such, as well as the specific powers conferred by these Bylaws or by the Board of Directors, including, but not limited to:

1. Shall preside at all board meetings, special meetings and annual meetings.
2. Shall cast the deciding vote at official board meetings in the event of a tie.
3. Shall designate committee chairpersons with board approval.
4. Shall serve as ex-officio member on all committees.
5. Shall act directly as coordinator in all matters of the league.

F. VICE PRESIDENT. The Vice President shall succeed to the powers of the President in his or her absence. He or she shall also have such further powers and duties as may from time to time be conferred upon, or assigned to him or her by the Board of Directors.

G. TREASURER. The Treasurer shall:

1. have charge and custody of, and be responsible for, all funds of the Corporation;
2. receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select; and

3. in general perform all of the duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

H. DELEGATION OF DUTIES. Assistant officers may be appointed or chosen in such a manner as the Board shall determine. The officers to the Corporation may be designated by such other titles as may be permitted by the provisions of the general laws of the State of Florida and as may be determined by a quorumed vote of the Advisory Committee. Any two (2) or more offices may be held by the same person, provided, however, that the same person may not concurrently hold the office of President and Vice President.

I. SALARY. The officers of the Corporation shall not be entitled to any compensation.

ARTICLE VII **COMMITTEES**

A. CREATION OF COMMITTEES. The Board of Directors shall maintain an Advisory Committee and Team Counsel Committee. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors or as defined in these Bylaws, designate one or more other Committees.

1. COMMITTEES. Committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in these Bylaws or in the resolution or resolutions creating such committee or committees.

2. QUALIFICATION. Members of any committee shall be natural persons being at least twenty-one (21) years of age.

3. MEETINGS. Regular meetings of the Advisory Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Advisory Committee or such other committees, and special meetings of the Advisory Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committees, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Board of Directors' meetings.

4. VACANCIES. Vacancies on the Advisory Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

5. QUORUM. At all meetings of the Advisory Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

6. MANNER OF ACTING. The acts of a majority of the members of the Advisory Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

7. PROHIBITED ACTIVITIES OF ANY COMMITTEES. No committee shall have the authority to:

(i) approve or recommend to members actions or proposals required by law to be approved by members;

(ii) designate candidates for the Board of Directors;

(iii) fill vacancies in the Board of Directors or any committee thereof;

(iv) amend the Bylaws; or

(v) authorize or approve dissolution of the Corporation; except that the Board of Directors having acted regarding general authorization of such dissolution, may authorize a committee to wind up the affairs of the Corporation, to satisfy claims of creditors and to distribute the assets in accordance with the Articles of Incorporation and with the applicable law.

B. ADVISORY COMMITTEE.

1. FUNCTION. The Advisory Committee shall consult with and advise the officers of the Corporation in the management of its affairs and may exercise, to the extent provided under Florida law, such powers of the Board of Directors as can be lawfully delegated by the Board. Any decisions relating to fundamental matters of the Corporation which are made by the Advisory Committee shall be subject to ratification or reversal by the Board of Directors.

2. QUALIFICATION, NUMBER AND APPOINTMENT. The Advisory Committee shall consist of the following individuals:

(i) up to five (5) members of the Board of Directors;

(ii) league registrars appointed by the Board of Directors;

(iii) league official-in-chief;

(iv) two (2) representatives elected by the Team Counsel Committee, of which one (1) representative representing DIVISION I teams shall be nominated and elected by DIVISION I teams, each DIVISION I team having one (1) vote, and one (1) representative representing DIVISION II teams shall be nominated and elected by DIVISION II teams, each DIVISION II team having one (1) vote;

Elected representatives may include any member parent. Current FSHL team managers and FSHL team coaches are EXCLUDED from holding such a position.

- (v) one (1) representative from Florida Panthers; (if the Florida Panthers so choose)
- (vi) committee chairpersons from any other committee; and
- (vii) up to four (4) individuals appointed by the Board of Directors.

3. TERM. Advisory Committee members shall serve for two (2) year terms and may serve for consecutive terms. Advisory Committee members are subject to removal by majority vote of Board of Directors without cause. Vacancies created on the Advisory Committee due to resignation or removal shall be filled by the respective group, which holds the vacated seat on the Advisory Committee.

4. RIGHTS AND DUTIES OF THE ADVISORY COMMITTEE. The rights and duties of the Advisory Committee, shall include any business and affairs as delegated by the Board of Directors, to the extent permitted by Florida law.

C. TEAM COUNCIL COMMITTEE.

1. FUNCTION. The Team Council Committee shall make recommendations to the Advisory Committee and Board of Directors pertaining to any league matters impacting the functioning of participating members. In addition, the Team Council Committee shall elect one (1) representative two (2) representatives to the Advisory Committee. The representatives shall be elected by a majority vote of the Advisory Committee and serve for a one (1) year term.

2. QUALIFICATION, NUMBER AND APPOINTMENT. The Team Council Committee shall consist of two (2) individual representatives from each member.
The Team Council Committee shall consist of any number of interested FSHL member parents.

3. ELECTION AND TERM. Team Council members shall serve for a one (1) year term upon appointment by their respective member. Any member of the Team Council Committee may be removed by a majority vote of the Board of Directors. Vacancies created by the resignation or removal of a Team Council member shall be filled by the respective member whose representative either resigned or was removed from the Team Council Committee.

ARTICLE VIII
BOOKS AND RECORDS – REGISTERED OFFICE AND AGENT

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the governing boards and of any committee having the authority of the Board of Directors and shall keep at its registered office or principal office in the State of Florida a record of the names and addresses of all subscribing members.

The address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation are set forth in the Articles of Incorporation.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors.

ARTICLE X
POTENTIAL CONFLICTS OF INTERESTS

The Corporation shall not make any loan to a director or officer of the Corporation. A director, officer, board or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The corporation shall not borrow money from or otherwise transact business with a director, officer, board or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, officer, board or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Governing Board, not including the vote of any person having a personal interest in the transaction.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal:

A. Other than an action by, or in the right of, the Corporation, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation

and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. By or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Governing Board, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this section in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Subsection A or B, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

D. Any indemnification under Subsection A or B, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Subsection A or B. Such determination shall be made:

1. by the Governing Board by a majority vote of a quorum consisting of directors who were not parties to such proceeding;
2. if such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Governing Board (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;
3. by independent legal counsel selected as provided by law; or
4. by the members by a majority vote of a quorum consisting of members who are not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of members who were not parties to such proceeding.

E. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, the persons specified by law shall evaluate the reasonableness of expenses and shall authorize indemnification.

F. Expenses incurred by a director or an officer in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Governing Board deems appropriate.

G. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

1. a violation of the criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. a transaction from which the director, officer, employee, or agent derived an improper personal benefit;
3. in the case of a director, a circumstance under which the liability provisions of Section 617.0834 of the Florida Statutes are applicable; or
4. willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

H. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

I. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and

incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE XII
CONTROL OVER BYLAWS

The initial Bylaws shall be adopted by the initial Board of Directors at their organizational meeting. Thereafter, the power to amend or repeal the Bylaws and to adopt new Bylaws shall be vested with the Board of Directors.

ARTICLE XIII
AMENDMENT OF BYLAWS

Subject to the limitations and restrictions in the Articles of Incorporation, these Bylaws may be amended by the affirmative vote of a majority of the Board of Directors. Such action may be taken at any duly called meeting of the directors at which a quorum of directors is present, provided notice of the specific amendment has been given in the call of the meeting.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Bylaws of FLORIDA SCHOLASTIC HOCKEY LEAGUE, INC., a Florida not-for-profit corporation as in effect on the date hereof.

WITNESS my hand and the seal of the Corporation.

DATED: _____