

Bylaws

of the

Northern California Junior Hockey Association (NORCAL)

A California Non-Profit Corporation
(As Amended & Approved, August 25, 2007)

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BYLAWS
of the
NORTHERN CALIFORNIA JUNIOR HOCKEY ASSOCIATION (NORCAL)
A California Non-Profit Corporation
(Draft, August 15, 2007)

ARTICLE I. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of this corporation shall be fixed by the Board of Directors. It may be located at any place within or outside the state of California. The secretary of the corporation shall keep the original or a copy of these bylaws, as amended to date, at the principal office of the corporation. The officers of the corporation shall cause the corporation to file a biennial statement with the Secretary of State of California as required by Section 1502 of the California Corporations Code specifying the street address of the corporation's principal office.

SECTION 2. OTHER OFFICES

The Corporation's Board of Directors may designate, from time to time, other offices for the Corporation at other places within California, or at those places outside of California where the Corporation is qualified to do business.

ARTICLE II. FISCAL YEAR

The fiscal year of the Corporation shall be from August 1 to July 31.

ARTICLE III. OBJECTIVES AND POLICIES

SECTION 1. OBJECTIVES

The objective of this Corporation shall be to provide an opportunity for persons to participate in a program of supervised amateur ice hockey as follows:

- (A) To be instructed and encouraged to play the sport of amateur ice hockey;
- (B) To complement home and school education with a practical, disciplined, competitive, character building program for youth through the sport of ice hockey;
- (C) To develop and promote the sport of ice hockey for the benefit of local youth;
- (D) To provide a structure for the competition between teams of various member clubs (and with other USA Hockey approved clubs) having uniform rules and regulations, playing rules, penalties and suspensions (including rights of appeal) as provided for, sanctioned and adopted by USA Hockey, Inc.
- (E) To associate with other clubs, leagues, and associations in the furtherance of the above stated

objectives.

SECTION 2. POLICY

The policy of this Corporation shall be nonprofit, nonsectarian and nonpartisan. The Corporation is one that does not contemplate the pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. No substantial part of the activities of this Corporation shall be devoted to carrying on activities that do not support its objectives as stated above or that otherwise attempts to influence legislation, or that involve the Corporation in any political activities.

ARTICLE IV. TITLES AND DEFINITIONS

Whenever used in these bylaws unless otherwise qualified:

(A) The term “Northern California” means that part of the geographical area of the State of California situated north of the Tehachapi Mountains and such other areas that the Board of Directors may designate.

(B) The term “hockey” means the time-honored sport of ice hockey as conducted under the auspices of the Association’s competitive and tournament play; such play complying with the rules and regulations, playing rules, core values and decisions of USA Hockey and comparable bylaws, rules, documents and decisions of USA Hockey’s applicable region, district or affiliate association as adopted or modified by the Board of Directors.

(C) The terms “NORCAL”, “Association” or “Corporation” mean the Northern California Junior Hockey Association that consists of its membership as defined in ARTICLE V. MEMBERSHIP.

ARTICLE V. MEMBERSHIP

SECTION 1. MEMBERS

(A) There shall be two classes of members of this Corporation. The first class of members shall be known as Voting Members, and the second class of members shall be known as Associate Members and shall have no vote in conducting any business of or for the Corporation.

(B) Application for membership in this Association must be received before July 1 of the current playing season. No application for the current fiscal year as defined in ARTICLE II. FISCAL YEAR will be considered after such date.

SECTION 2. VOTING MEMBERSHIP

Any entity located in Northern California upon compliance with all the provisions of the Bylaws and Rules and Regulations of the Northern California Junior Hockey Association, that has executed and is in compliance with a NORCAL MEMBER CLUB AGREEMENT (Appendix A), and has been approved as a Voting Member in accordance with these bylaws shall be designated as a Voting Member and be entitled to representation on the Board of Directors of the Association by a director who serves as a voting individual on behalf of the Voting Member.

The voting representatives of Voting Members of this Corporation that are in good standing, as defined in Appendix A (2,A), together with the officers of the Corporation who have voting privileges, as defined in ARTICLE VI. VOTING, SECTION 2, paragraph (E), shall be the persons who from time to time are the designated voting individuals of the Board of Directors of this Corporation and have certain voting rights as provided for in these bylaws. Death, resignation, or removal of any director as provided in these bylaws automatically terminates his privilege as a voting individual of this Corporation. Election or appointment of a successor director as provided in these bylaws shall operate to elect that director as a voting individual with voting privileges in this Corporation.

SECTION 3. ASSOCIATE MEMBERSHIP

Any other individual or entity that contributes funds or other property to this Corporation may be designated as an Associate Member of this Corporation as approved by the Board of Directors unless that entity is or becomes a Voting Member of this Corporation. Approval of an individual or entity as a Voting Member of this Corporation shall terminate his membership as an Associate Member of this Corporation.

(A) Club Membership. Any organization located in Northern California, whose primary objective and purpose is to promote and develop youth ice hockey, is eligible for membership in the Association. A member club shall be entitled to participate in all activities and enjoy all rights, privileges and benefits of the Association, subject to the provisions or plans governing it. Each such Voting Member club shall be entitled to appoint one voting individual to the Board of Directors in the manner and for the purposes set forth herein under ARTICLE VII. BOARD OF DIRECTORS.

- (1) The member clubs will be required to insure all players under the Association medical and liability policy as approved by the Board of Directors. Payment of such funds for insurance purposes shall be due and payable to the Corporation at the time of registration of teams for the current playing season.
- (2) New Clubs will be approved for membership in the Association by a vote of 75 percent of the existing member clubs. New clubs may apply at any time during the year; however, applications must be submitted in written form detailing the structure, program plan and a timetable adhering to NORCAL, CAHA and USA Hockey requirements. Only clubs that have submitted an application for membership by May 1st and have been approved by a 75% vote at the May meeting will be included in the Norcal schedule in the following season.
- (3) All new clubs will be accepted on a "probationary" basis as Associate Members. The NORCAL Board of Directors may review clubs for full Voting or Associate Membership status at any Board of Directors meeting.
- (4) Any member club may resign from active participation in the affairs of the Corporation, but such resignation shall not relieve the member club so resigning of the obligation to pay any dues or charges theretofore accrued or unpaid. On written request of any such resigned member club, the Board of Directors may reinstate it to membership on such terms and subject to such conditions as the

Board may determine, provided, however, that such terms and conditions shall be no more restrictive than the requirements for new membership.

(B) **Team Membership.** Any team of a member club is eligible for membership in the Association. Team membership is voluntary and is subject to the payment of such fees for each ice hockey season as may be determined by the Board of Directors. A member team shall be entitled to participate in exhibition or regularly scheduled ice hockey games in accordance with League Rules and plans governing the same.

(C) **Player Membership.** Any player of a member team is eligible for membership in the Association. Player membership is voluntary and is subject to payment of one (1) fee for each ice hockey season.

(D) **Individual Membership.** Any individual, other than a member player, who desires to offer financial assistance solely for the promotion and development of youth ice hockey in Northern California, is eligible for an individual membership in the Association. Individual membership is voluntary and is subject to the payment of one (1) fee for each season.

SECTION 4. EXPULSION AND SUSPENSION OF MEMBERS

Players and parents are subject to NORCAL Rules and Regulations and Code of Conduct and are therefore equally subject to suspension and expulsion from said organization. The President, or any Vice President acting in his place and stead pursuant to the rules prescribed herein, may suspend for a period up to one year, subject to the approval of the Board of Directors, any player, parent, team, team official, or referee. For this same purpose, the President may appoint such committee or committees to take such action as he may be empowered to do himself under these Bylaws and NORCAL Rules and Regulations.

ARTICLE VI. VOTING

SECTION 1. VOTING RIGHTS OF MEMBERS

Each Voting Member of this Corporation shall be entitled to one (1) vote. Associate Members of this Corporation shall not be entitled to vote, and no notice of any meeting of the membership of this Corporation need be given to any Associate Member.

SECTION 2. VOTING PRIVILEGES

(A) The Voting Member shall designate one (1) voting individual board member, which shall be the president, chief administrator or any other designee who is a constituent of the Voting Member, such designee shall be entitled to one (1) vote as provided in ARTICLE VI. VOTING, SECTION 1 of these bylaws, and upon such notice given in writing to the Secretary of the Corporation said designation shall remain in full force and effect until changed by another such statement in writing. Only these persons so designated shall be allowed to vote on behalf of the Voting Member.

(B) Each member club's respective board member shall notify the Secretary prior to the commencement of each regular or special meeting of the Association as to her or his name,

address and telephone number.

(C) Only members in 'good standing' - as defined in Appendix A (2,A) to these bylaws - may vote on any issue before the NORCAL Board of Directors. The President of the NORCAL shall, upon discovery of a violation of a provision of Appendix A, send a notice of noncompliance, with cause specified, to that member club's president. Said club president must respond within thirty (30) days to report remedial action or suffer loss of voting rights until a remedy has been provided. In case of a dispute between the member clubs, the disputing members agree to binding arbitration conducted by the NORCAL Board of Directors.

(D) There shall be no proxy voting with regard to any matter upon which the Board of Directors or membership of this Association shall be required to vote. There shall be no cumulative voting with regard to any subject upon which a vote may be taken by the Board of Directors.

(E) The Association's President or other Executive Board Member if acting in the absence of the President shall have one vote in the event of any tie.vote.

ARTICLE VII. BOARD OF DIRECTORS

SECTION 1. AUTHORITY

The government, control and administration of the Association and all of its activities, shall be vested in the officers of the Association and its Board of Directors as herein provided for, which shall possess and exercise the rights and powers conferred upon it by the bylaws.

SECTION 2. BOARD MEMBERS

The Board of Directors shall consist of one (1) board member for each member club, and as of the date of the signing of these bylaws, shall consist of not less than (5) directors.

SECTION 3. DIRECTOR POWERS

Subject to limitations of the Articles of Incorporation, other sections of the bylaws, and of California law, under its authority the Board of Directors shall exercise all corporate powers of the Corporation, and control the business and affairs of the Corporation,. Without limiting the general powers, the Board of Directors shall have the following powers:

(A) To select and remove all the other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the bylaws, fix their compensation, and require from them security for faithful service.

(B) To conduct, manage, control and set policy for the affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation or the bylaws. The Board of Directors shall, no later than the August meeting, set all policy with regard to registration, affiliation and playing rules for the coming seasons. No change in such rules, regulations or policy decisions by the board may be made during the following playing seasons except by unanimous consent of the Board of Directors.

(C) To borrow money and insure indebtedness for the purpose of the Corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

(D) To appoint such committees as may be deemed necessary by the Board of Directors from time to time, and the said committee may be delegated any of the power and authority of the Board of Directors in the management and affairs of the Corporation, except as prescribed by law. The Board of Directors shall have the power to prescribe the manner in which the proceedings of its committees shall be conducted.

(E) Except as otherwise provided by law, the Board of Directors may ratify any act performed by an officer of the Corporation. Such ratification by the Board of Directors shall have the same legal effect as if said act had been previously approved and authorized by the Board of Directors.

SECTION 4. DUES AND FEES

The dues and fees shall be such sums as determined by the Board of Directors. Such dues and fees shall be collected annually or at such intervals as are determined by the Board of Directors. Dues or fees shall be collected, or refunds made, only in accordance with regulations prescribed by the Board of Directors. Dues and fees are due (15) days after the invoice date and delinquent fifteen (15) days after the due date, and suspension of membership shall be effective thirty (30) days after the due date. Said due date may also be set by the Board of Directors.

SECTION 5. DIRECTOR VACANCIES

Vacancies on the Board of Directors shall be filled as provided for and prescribed herein in ARTICLE V. MEMBERSHIP, SECTION 2. VOTING MEMBERSHIP.

SECTION 6. ACTION WITHOUT A MEETING

Any action by the Board of Directors may be taken without a meeting provided that all members of the board individually or collectively consent to this action. Such consent may be obtain by email or other form of communication that can be confirmed in writing by the consenting board member, Written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 7. MANNER OF ACTING

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by law or by these bylaws.

ARTICLE VIII. OFFICERS, APPOINTEES AND EXECUTIVE BOARD

SECTION 1. OFFICERS AND APPOINTEES

(A) The elected officers of the Association shall be a President and one but no more than four Vice Presidents who shall be commissioners of operative playing groups and an Executive Board member at large and such additional officers as the Board of Directors may elect. The Executive Board member at large must at all times be the president of a member club who is actively serving in such capacity. He shall also be the voting member for his club at meetings of the Board of Directors. Only the President and the elected Vice Presidents may serve as division commissioners.

(B) The Secretary and the Treasurer may be either elected by the Board of Directors or appointed by the President and confirmed by a majority vote of the Board of Directors. The powers and duties of the Secretary and the powers and duties of the Treasurer, as are provided for in ARTICLE VIII. OFFICERS, APPOINTEES AND EXECUTIVE BOARD, SECTIONS 8 and 9, may be combined under one officer, who shall be the Secretary/Treasurer in lieu of a Secretary and a Treasurer.

(C) The Executive Board shall consist of the President, the Vice Presidents, the Member at Large, the Secretary and/or Treasurer, and such other non-voting members as the President may designate as ratified by the Board of Directors.

SECTION 2. ELIGIBILITY

The qualifications to be a candidate for an officer of this Corporation shall include the candidate's having previously served as an elected officer of a member club or served as an elected or appointed member of the Executive Board of this Corporation for a minimum of two years.

SECTION 3. NOMINATION OF OFFICERS

(A) The President shall appoint a nominating committee, which shall submit a slate of nominees to the Board, containing the names of at least one candidate for each vacant office of the Association. Nominees contained in said report must have agreed to accept the office if elected. The committee shall be composed of at least three members of the Corporation, and shall be chaired by the First Vice President. Members of the Board of Directors may make other nominations at least fifteen days prior to the date of the election. Said nominations shall be in writing and delivered to the chairman of the nominations committee.

(B) Additional nominations may be made by any Voting Member of this Corporation providing the name of the nominee is submitted to either the nominating committee or the Secretary of the Corporation at least ten days prior to the meeting at which the officer is to be elected.

SECTION 4. ELECTION OF OFFICERS

Said officers shall be elected at the regular meeting held in May of each year. The person totaling the largest number of votes for the office for which he is nominated shall be elected and shall be officer for two years from that date. In the event of any tie, the voting for such office shall be put to another vote immediately at that meeting until the tie is resolved by vote. Voting may either be

voice vote, by hands or by written ballot. The terms of office for the elected officers shall be staggered with the President and the Treasurer elected for a two year term in even years and and the Vice President and Secretary elected for a two year term in odd years

SECTION 5. OFFICER VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors, for the remainder of the current fiscal year.

SECTION 6. PRESIDENT

Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the Corporation. He shall preside at all meetings of the members and directors, and shall have such other powers and duties as the Board of Directors may be prescribed from time to time . The President shall also serve as one of the elected Northern California Junior Hockey Association directors to the Board of Directors of the California Amateur Hockey Association (CAHA). In the event that NORCAL is entitled to only one Association Director in accordance with CAHA bylaws, that Director shall be the NORCAL President. He shall have the right to vote on matters before the Board of Directors except as provided in ARTICLE VIII. OFFICERS, APPOINTEES AND EXECUTIVE BOARD, SECTION 4. ELECTION OF OFFICERS.

SECTION 7. VICE PRESIDENT OR VICE PRESIDENTS

In the absence or incapacity of the President, the Vice President if there is only one, or the First Vice President and the next vice president ranking after him, if more than one, shall perform the duties of President, and shall also perform such other duties as may be prescribed by the Board of Directors and the President. He shall have the right to vote on matters before the Board of Directors, except as provided in ARTICLE VIII. OFFICERS, APPOINTEES AND EXECUTIVE BOARD, SECTION 4. ELECTION OF OFFICERS.

SECTION 8. SECRETARY

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Corporation and affix it to such papers and instruments as may be necessary or proper, shall supervise the keeping of the records of the Corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors and the President.

SECTION 9. TREASURER

The Treasurer shall receive and safely keep all funds of the Corporation and deposit them in bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the Corporation signed by the President, Vice President, Treasurer or Secretary or by such officers as may be designated by the Board of Directors as authorized to sign them. The signatories to any checking accounts shall obtain a fidelity bond in the amount of \$100,000, the cost to be borne by NORCAL. The Treasurer shall have such powers and perform such other

duties as may be prescribed from time to time by the Board of Directors and the President.

SECTION 10. DIRECTOR OF COACHES

The Director of Coaches shall serve as chairman of the coaches committee and shall be responsible for coaching programs throughout the league in accordance with the wishes, policies and directives of the Board of Directors.

SECTION 11. APPOINTEES

The officers of the Corporation or the President may appoint such other persons to serve the Corporation in an effective capacity as it or he may deem appropriate. Such appointees shall serve the Corporation in such manner as may be designated pursuant to these bylaws and under such authority as may be granted to them by the Board of Directors or the President. Appointees must be approved by a majority vote.

SECTION 12. RESIGNATION OF OFFICERS OR APPOINTEES

Any officer or appointee may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any such resignation shall take effect the date of the receipt of said notice, or any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IX. MEETINGS

SECTION 1. ANNUAL MEETING

There shall be an annual meeting of the members during May of each year for the election of officers, the presentation of annual reports by all officers and commissioners, and the transaction of such other business as may come before the membership.

SECTION 2. REGULAR MEETINGS

The regular meetings of the members entitled to vote are to be held at such times and places, and under such rules and regulations as prescribed by the Board of Directors or as otherwise stated in these bylaws. There shall be three required regular meetings each year as set forth below, the order of business at such meetings shall include but not be limited to the following:

- (A) In July on the first Saturday after July 14 for the adoption of the budget for the following year and preliminary adoption of amended registration rules, scheduling policy and other policies applicable during the upcoming season.
- (B) In October, at least one weekend prior to the start of regular season league games for the discussion and approval of team placements.
- (C) In the 3rd week of January for the final arrangements for playoffs and tournaments.

SECTION 3. PLACE OF MEETING

Regular meetings of the Board of Directors, or the members, shall be held at any place, within or without the state, which has been designated from time to time by resolution of the board or by

written consent of all members of the board. Special meetings of the board may be held either at a place designated or at the principal office.

SECTION 4. SPECIAL MEETINGS

(A) Special meetings of the members of the Board of Directors may be called on a date not more than twenty-one (21) days or less than fourteen (14) days after request by the President or three members of the Board of Directors, or three members of the Executive Board. Written notice of the time and place of special meetings shall be delivered personally to each director by email or by other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the Corporation, or if it is not so shown on the records of the Corporation or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. The notice shall be mailed at least seven (7) days before the time of the holding of the meeting.

(B) The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though the meeting was held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present and not so notified, signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 5. QUORUM

The quorum necessary for the transaction of business at a Board of Directors meeting shall consist of fifty (50) percent of the total number of members of the Board of Directors entitled to vote and in good standing. The members present at a duly called or held meeting at which a quorum is present, may continue to do business until adjournment notwithstanding withdrawal of enough members to leave less than quorum.

SECTION 6. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the general nonprofit corporation law of California, the Articles of Incorporation or the Bylaws of the Corporation, 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.

ARTICLE X. COMMITTEES

SECTION 1. DESIGNATING COMMITTEES

The Board of Directors, or the officers of the Corporation may designate one or more committees which shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed on him by law.

SECTION 2. EXECUTIVE BOARD

The Executive Board shall be composed of those members described in ARTICLE VIII. OFFICERS, APPOINTEES AND EXECUTIVE BOARD, SECTION 1, paragraph (C), and shall have the authority and duty to administer the affairs of the Association between the regular meetings of the Board of Directors and shall through the President or his/her designee (who must be a member of the NORCAL Executive Board), issue all decisions with respect to the interpretation of playing, scheduling, registration, and other rules, regulations and policies of the Association. Appeals from such decisions may be taken only to the regular meeting of the Board of Directors or, where appropriate, to the review committee, and thence to the appropriate state or national committee or arbitration in accordance with the provisions of ARTICLE XII. ARBITRATION.

SECTION 3. NOMINATING COMMITTEE

There shall be established a nominating committee for the purpose of nominating persons to fill the offices of this Corporation as prescribed under ARTICLE VIII. OFFICERS, APPOINTEES AND EXECUTIVE BOARD, SECTION 3. NOMINATION OF OFFICERS.

SECTION 4. REVIEW COMMITTEE

There shall be appointed a review committee for the purpose of hearing all matters of dispute, protest and appeal of all decisions of the officers with regard to discipline resulting from breach of playing rules; as well as to hear all matters coming within the territorial and club affiliation rules of this organization. The chairman of such committee will be an officer of the Corporation, who shall be appointed to work with one of the other officers, and a member selected from each club in good standing to form a pool upon direction by the chairman to review any matter over which it has jurisdiction; the chairman will select four (4) members from the review committee pool who are not associated with the issue or incident in question. The five (5) members will meet within (5) days from the chairman's notice. The committee will meet and decide on all questions coming within its jurisdiction, and inform all clubs or parties involved of their decision within five (5) days thereof. Said decisions will be subject to all rules and regulations, as well as bylaws, with reference to matters upon which they act.

SECTION 5 SCHOLARSHIP COMMITTEE

There shall be appointed a scholarship committee for the purpose of distributing scholarships to current members of Norcal teams. The committee will review the applications and supporting documentation in order to determine which applications meet the current criteria. The committee will be selected at the July meeting. The committee will present the results of the reviewed applications to the entire Board.

SECTION 6. COACHES COMMITTEE

There may be a coaches committee chaired by the Director of Coaches and composed of the head coaches of each club within the Association. Such committee shall have responsibility for formulating coaching programs for the assistance of the clubs within the league and to provide guidelines for the conduct of all coaches falling within the jurisdiction of the Association.

SECTION 7. OTHER COMMITTEES

The Board of Directors may designate other committees that do not have exercising authority of the Board of Directors in the management of the Association. Except as otherwise provided by the Board of Directors, the President or chairman of such committee shall appoint the members thereof. An authorized appointer may remove any appointed member so appointed by him/her whenever in their judgment the best interest of the Corporation shall be served by such removal.

SECTION 8. QUORUM

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority members present at a meeting at which such quorum is present shall be the act of the committee.

SECTION 9. RULES

Each committee may adopt rules for its government not inconsistent with these bylaws, the rules adopted by the Board of Directors, or the law of the State of California.

ARTICLE XI. AUTHORITY OF LEAGUE

The decision of the Board of Directors of this Corporation shall be binding upon all of the constituent members thereof, and all of such constituent members hereby agree that their bylaws, constitution, and other governing instruments shall subordinate the constituent clubs to the decisions of the league made at a regularly or specially scheduled meeting thereof.

ARTICLE XII. ARBITRATION CLAUSE

In the event a controversy or dispute regarding construction, interpretation and/or application of the constitution, bylaws, rules, regulations or decisions of this Corporation, any of its constituent members or any of its membership, by and between or involving this Association, its constituent members of this Association, such dispute or controversy shall first be submitted to the Board of Directors of the constituent member, as appropriate, or to the Board of Directors of this Corporation. The decision of the Board of Directors of this Corporation, or the constituent club shall be final, unless either party shall, within seven days from the date of the action by the Board of Directors of this Corporation, initiate arbitration procedures as outlined by the California Amateur Hockey Association and USA Hockey. In the event of said arbitration the parties shall proceed and be bound by the procedures set forth in the bylaws, rules, documents and decisions of the California Amateur Hockey Association and USA Hockey.

ARTICLE XIII. GENERAL PROVISIONS

SECTION 1. AMENDMENTS

These bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of the members of the Board of Directors at any directors meeting, except that a bylaw fixing or changing the number of directors may be adopted, amended, or repealed only by the vote or written consent or a majority of the Voting Members of the Corporation or the vote of a majority of a quorum at a meeting of the Voting Members called for that purpose and which is the vote of the majority of those present and voting.

SECTION 2. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Whenever these bylaws are silent on any subject, the provisions and terms of the California Nonprofit Corporation Law shall supplement the same and the statutory provisions and terms are hereby adopted and incorporated herein to such extent.

Without limiting the generality of the above, the masculine gender includes the feminine and the neuter, the singular number includes the plural, the plural number includes the singular and the term person includes both a corporation and a natural person.

SECTION 3. SEVERABILITY

In the event that any article, section or clause of these bylaws shall be declared illegal or void by a court of competent jurisdiction, then the article, section, or clause so declared shall be deleted from these bylaws to the extent that it violates the law, or has been declared void. The remaining articles, sections and clauses shall remain in full force unless modified or amended in accordance with provisions herein.

Appendix A

NORCAL MEMBER CLUB AGREEMENT

This agreement, made and entered into this ____ day of _____, _____, by and between the Northern California Junior Hockey Association (NORCAL), a non-profit California Corporation, with its principal place of business to be in the city designated by the current President (within Northern California), and the _____ Amateur Hockey Association, a (profit) (non profit) organization with its principal place of business located at in the City of _____, California (hereinafter referred to as Member Club), for and in consideration of the mutual covenants and agreements herein contained.

Whereas NORCAL is the duly authorized representative of the California Amateur Hockey Association (CAHA), which is the affiliate member of USA Hockey, Inc., and whereas the Member Club is desirous of association with NORCAL in the interest of assisting NORCAL in the development and the control of the sport within NORCAL's geographic jurisdiction, as provided herein, and consistent with the By-Laws, Rules and Regulations and decisions of NORCAL, CAHA and USA Hockey. Therefore, with intention to be legally bound hereby, NORCAL and the Member Club mutually covenant and agree as follows:

1. BY-LAWS AND/OR POLICIES WHICH MUST BE ADOPTED BY CLUB MEMBERS

The Member Club, in consideration of this agreement, hereby agrees to adopt the following, as official policy and/or By-Laws of its organization:

A. NORCAL PRE-EMINENCE

_____, a Member Club of NORCAL shall abide by and act in accordance with all NORCAL By-Laws, Rules and Regulations, and NORCAL'S decisions shall take precedence over and supersede all similar governing documents and/or the decisions of the Member Club in the event of a conflict. Further, the Member Club shall assist NORCAL in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations and the decisions of the Board of Directors of NORCAL within and upon its members.

B. INDEMNITY

_____, a Member Club of NORCAL, shall indemnify and hold harmless NORCAL, the NORCAL Board of Directors and each member thereof, the Executive Committee and each member thereof, committees of NORCAL and each member thereof, from any and all liability, judgments, costs, charges, and expenses whatsoever, which are brought, commenced, or prosecuted against NORCAL, or its representatives, for and in regard to any act, deed, matter, or decision made, done or permitted to be done about, or in relation to the local affairs of the Member Club through

willful neglect and disregard of the NORCAL By-Laws, Rules and Regulations, and decisions of the Board of Directors and the Executive Committee.

The Member Club must insure that it's club, all ice rinks, and any facilities it uses are insured, but only with respect to the operations by or on behalf of sanctioned NORCAL events, games, practices and clinics.

2. PRINCIPLES THAT MUST BE CONTAINED IN MEMBER CLUB BY-LAWS OR OFFICIAL POLICY

The Member Club hereby understands and agrees that the organization, structure, policy, By-Laws, and/or operation of the Member Club shall in no way violate any of the following principles.

A. MEMBERSHIP

That all members of the Member Club, as a condition of membership in good standing, shall also be required to be members in good standing of NORCAL. A member in "good standing" is defined as a Member Club that is in full compliance with NORCAL, CAHA and USA Hockey, Inc By-Laws, Rules and Regulations, NORCAL'S decisions and all the terms and provisions of this NORCAL MEMBER CLUB AGREEMENT.

B. VOTING

That each member of the Member Club shall be entitled to one vote in the process adopted by the Member Club for the elections of its governing body and that no proxy voting shall be allowed in such election. That all members be notified no less than fifteen (15) days in advance thereof.

C. GOVERNMENT

That the government and authority of any non-profit Member Club shall be vested in a Board composed of a number of representatives, as determined by the non-profit Member Club, selected through a democratic election process, and the officers of the non-profit Member Club selected by the members shall include no less than a President, Vice President, and Secretary. The non-profit Member Clubs' board shall include a Team Representative from each team registered with the non-profit Member Club having full voting rights on all other matters brought to the Board of Directors of the non-profit Member Club for a vote.

D. ANNUAL MEETING

That any action(s) or policy(ies) adopted by the Board of Directors of the Member Club shall be reported to its membership or their duly authorized representatives at least once each year at the meeting called for such purpose with notice of such meeting being given to all members of the Member Club no less than fifteen (15) days in advance of the holding of the meeting which shall be open to any and all members of the Member Club.

E. ELIGIBILITY FOR ELECTION

All club members must be in good standing to be eligible for election to the NORCAL Board of Directors.

F. DISPUTE RESOLUTION

Member clubs must have a fair and equitable review process of member disputes.

G. REGULAR MEETINGS

Regular meetings of any non-profit club's Board of Directors to take place, open to the club membership, with due notice given not less than fifteen (15) days in advance or as otherwise may be required by law.

H. FINANCIAL DISCLOSURE

Non-profit club budgets and financial reports to be a matter of open review and member discussion. Non-profit club members shall comply with all laws with respect to the dissemination of financial reports.

I. TEAMS

Member clubs must field at least three (3) teams that participate in the regular season NORCAL league schedule and adhere to NORCAL Rules and Regulations. The NORCAL Board of Directors may waive the three (3) team requirement for a particular organization on an annual basis.

J. FINANCIAL OBLIGATIONS

Member clubs must not be in financial arrears to NORCAL. NORCAL invoices must be paid within two (2) weeks.

3. TERM

The term of this agreement shall be for one (1) year, from July 1, _____ to June 30, _____ and automatically renewed annually thereafter, unless either party shall notify the other of an intention to terminate the relationship herein created no less than sixty (60) days prior to the end of the term provided for above. The foregoing shall apply unless sooner terminated for breach as herein provided.

4. BREACH

In the event that a Member Club shall breach any one or more of the terms and conditions of this Agreement or any one or more of the terms, provisions and conditions of the By-Laws, Rules and Regulations, and the decisions of the Board of Directors of NORCAL (which provisions are incorporated herein by this reference as though fully set forth), then NORCAL shall have the immediate right to impose sanctions, which sanctions may include suspension and/or termination of this Agreement.

5. MISCELLANEOUS

For the purpose of consistent administration of the Agreement, the following shall govern

and control the relationship between NORCAL and the Member Club:

A. NOTICE

Each party shall annually designate the name and address of its official representative to whom notice shall be given of any and all matters involving NORCAL and the Member Club as provided for this Agreement, or in the By-Laws, Rules and Regulations, or decisions of the Board of Directors of NORCAL. The official representatives of the parties are as follows:

1. NORCAL President
2. Member Club President

B. AMENDMENT

This Agreement is not subject to any addition, alteration, modification, or amendment unless and upon condition that said addition, alteration, modification, or amendment is in writing and signed by both parties hereto.

C. SEVERABILITY

In the event that any article, section or clause of this Agreement shall be declared illegal or void by a court of competent jurisdiction, then the article, section, or clause so declared shall be deleted from this Agreement to the extent that it violates the law, or has been declared void. The remaining articles, sections and clauses shall remain in full force and effect throughout the entire term hereof.

D. ENTIRE AGREEMENT

This Agreement shall be binding upon both parties hereto, and supersedes all other agreements and understandings by and between the parties hereto.

E. GOVERNING LAW

This Agreement shall be construed, administered, enforced and interpreted pursuant to the laws of the State of California.

President, Member Club

Member Club Organization

NORCAL President

CERTIFICATION OF THESE BYLAWS

The Bylaws of the Northern California Junior Hockey Association, a California Non-Profit Corporation, and Appendix A attached thereto were amended and approved on July 16, 2005, by consent of all members of the board individually pursuant to ARTICLE XIII. GENERAL PROVISIONS, SECTION 1. AMENDMENTS and subsequently noted in the minutes of a meeting of the Board of Directors of the Northern California Junior Hockey Association held _____ in _____, California.

In witness whereof I have hereunto subscribed my name as President of said Corporation, this ____ day of _____, 2007.

Scott Scherer, President
Northern California Junior Hockey Association