

BY-LAWS OF NORTHWEST FLORIDA HOCKEY LEAGUE, INC.

ARTICLE I

NAME, AFFILIATION, & AUTHORITY

SECTION 1. NAME - The name of this corporation shall be “Northwest Florida Hockey League, Inc.” (Hereinafter referred to as “NFHL”). NFHL shall govern all affairs of hockey in its League.

SECTION 2. AFFILIATION – NFHL shall be a USA Hockey sanctioned “Sub Affiliate Association”.

SECTION 3. GRANT OF AUTHORITY – NFHL has been formed as a governing body for its amateur ice hockey in the Pensacola area pursuant to a grant of authority from Statewide Amateur Hockey of Florida, INC. (hereinafter referred to as “SAHOF”).

ARTICLE II

OFFICES

The principal office of NFHL shall be in the State of Florida, NFHL may have such other offices, either within or without the State of Florida, as the business of the corporation may require from time to time.

The registered office of NFHL required by the State of Florida to be maintained in the State of Florida may be, but need not be, identical with the principal office in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

PURPOSES

SECTION 1. To register all players and teams becoming members of NFHL and USA Hockey such that all registered players and teams are “Registered Players and Registered Team Members” in good standing of USA Hockey.

SECTION 2. To conduct the affairs of NFHL in accordance with and expressly herein as a part here of the USA Hockey and “SAHOF Principles “ set forth in the “Affiliate Agreement” of SAHOF.

SECTION 3. To encourage and improve the standards and conduct of ice hockey in the State of Florida. To encourage, assist and administer hockey in the development and growth of community, programs and teams so that the sport is made available to more people in all levels of competition.

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SECTION 4. To develop and encourage sportsmanship and playing proficiency by all players and persons involved in the sport of ice hockey in the State of Florida.

SECTION 5. To affiliate with USA Hockey and encourage registration of all players and teams at all levels of play with USA Hockey.

SECTION 6. To conduct ice hockey tournaments and to sanction teams to enter and participate in said tournaments.

SECTION 7. To communicate and cooperate with SAHOF, USA Hockey, other State and Officials Associations so as to improve and promote the sport of ice hockey both within and without the State of Florida.

SECTION 8. To do any and all acts necessary or desirable in the furtherance of the foregoing purposes and the sport of ice hockey.

ARTICLE IV MEMBERS

SECTION 1. ANNUAL MEETING – The Annual Meeting of the members shall be held each year and each year thereafter. If possible, for the year 2000 and thereafter, the Annual Meeting shall be prior to the USA Hockey Annual Meeting, but in no event later than June 30th, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 2. MEMBERSHIP – The active members of the NFHL shall comprise all the registered players of the NFHL (Youth Division), as defined in the By-Laws and Rules and Regulations, being headquartered in the State of Florida under the jurisdiction of NFHL as the sanctioned sub-affiliate by SAHOF and USA Hockey. A voting member is a parent, stepparent, guardian, or other person who pays NFHL the fee of a child participating in the youth hockey programs operated by NFHL. The term of membership shall be from the date that membership dues and ice time fees are paid to the League at the beginning of the season, until August 30 of the following year. Funds contributed to NFHL as part of fund-raising activity do not entitle the contributor to the benefits of membership. Only one (1) parent may vote for each player participant. A parent, stepparent, guardian, or other person who pays NFHL the fee of more than one child participating in the youth hockey programs operated by the NFHL shall be entitled to one vote for each youth player that the fees are paid for.

NFHL as part of its fund raising activity, operates a Senior Division. Participants in that Division are not members of the NFHL Corporation. NFHL delegates to the Senior Advisory Board authority to make playing rules governing their play, subject to approval of the NFHL Board of Directors.

(NOTE: This section was changed by vote of the membership during the 2004 Annual Meeting).

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- A. The Board of Directors reserves the right to refuse any membership application at its discretion, for failure to provide the Board with the following: completed Individual Membership Registration Form, Birth Certificate, payment of League Dues and Ice Time Fees and or other documentation required by these By-Laws or Rules and Regulations of USA Hockey. In the event the aforementioned player does not comply membership may be denied.
- B. An annual registration fee and ice time cost shall be established by the Board of Directors of NFHL. The Board of Directors shall establish the fee amounts and due dates annually. Failure to pay the fees when established as due and payable by the Board of Directors shall subject the member to suspension if not paid within 10 days.
- C. The discovery of any violation of the By-Laws, Rules and Regulations, or decisions of the Board of Directors of NFHL, SAHOF or USA Hockey, or comparable documents by a member or a registered player of NFHL, shall subject the offender to suspension by either the Suspension Committee or Rules and Ethics Committee, as the case may be. However, before any such action may be taken, the hearing procedures of such committees must be followed as established by the Board of Directors.

SECTION 3. SPECIAL MEETINGS – Special meeting of the members may be called by the President, or a majority of the Board of Directors.

SECTION 4. PLACE OF MEETINGS – The President or Board of Directors may designate any place within the State of Florida as the place of meeting for any Annual Meeting or for any Special Meeting.

SECTION 5. NOTICE OF MEETINGS- Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than fifteen nor more than forty days before the date of the meeting to each member entitled to vote at such 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 NFHL, with postage thereon prepaid.

SECTION 6. QUORUM- 40 percent of the members eligible to vote shall constitute a quorum at any meeting of members. If notice of the meeting has been given, pursuant to Article IV, Section 5 herein, then the meeting shall be conducted and the affirmative vote of the majority of the voting members represented at the meeting shall be the act of the members, regardless of number of members present. If less than 40 percent of the voting members are represented at said meeting, and notice of the meeting has not been given, pursuant to Article IV, Section 5 herein, then a majority of the members so represented may adjourn the meeting from time to time without further notice.

(NOTE: This section was changed by vote of the membership during the 2004 Annual Meeting).

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SECTION 7. VOTING RIGHTS- Each member shall be entitled to one vote upon each matter submitted to vote at a meeting of the members. The members vote shall be cast by the representative of the member listed on the Official USA Hockey Registration Form. No proxy voting shall be permitted.

SECTION 8. VOTING DISPUTES- At any meeting of the members, any question or dispute relating to the validity or result of any vote shall be submitted to the incumbent Board of Directors for a determination and the decision of the majority of the Board present, provided a quorum of the Board is present, shall be binding on all parties.

SECTION 9. VOTING – Voting on any questions or matters of general interest during the course of the annual meeting shall be via voice. However, voting on any resolutions to alter By-Laws, or voting on the election of Board of Director members shall be by secret ballot. The Secretary of the Board of Directors shall supervise and conduct all voting actions for resolutions to alter By-Laws and all voting actions on the election of Board of Director members.

(NOTE: This section was changed by vote of the membership during the 2002 Annual Meeting).

SECTION 10. JURISDICTION – NFHL shall have complete jurisdiction over all amateur hockey within its organization.

The term “amateur hockey” as referred to in these By-Laws shall hereinafter be understood to mean any and all phases of the game of ice hockey, including but not restricted to games, tournaments and those groups and individuals who compose the members of NFHL.

ARTICLE V DIRECTORS

SECTION 1. GENERAL POWERS – The business and affairs of NFHL shall be managed by the Board of Directors.

SECTION 2. SPECIFIC POWERS- The Board of Directors shall determine what is in the best interests of amateur ice hockey and shall have the authority to develop implement and enforce rules, policies, procedures, incentives and penalties that advance those interests. Furthermore, the NFHL Board of Directors shall have the authority to name, at its discretion, one or more President Emeritus or Director Emeritus in recognition of outstanding service to this Association. Emeritus shall continue to be non-voting members of this Board of Directors and eligible for all committee appointments by the President.

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SECTION 3. NUMBER, TENURE AND QUALIFICATIONS- The number of Directors shall be 7 as follows: The Board of Directors shall serve for one year terms and all seven Directors shall be elected annually pursuant to Article IV, Section 7, hereof. 6 of the 7 Directors must be Members per ARTICLE IV, Section 2 contained herein. In the event of a vacancy by death, resignation, or removal, the President of NFHL shall appoint a Director to fill such un-expired term.

In addition to the 7 elected Directors, the Board shall include by appointment the following two (2) individuals: 1) Treasurer for a minimum term of two years. 2) Registrar for a minimum term of two years.

(NOTE: This section was changed by vote of the membership during the 2002 Annual Meeting).

SECTION 4. REGULAR MEETINGS- A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the Annual Meeting of the member teams. The President or a majority of the Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution.

SECTION 5. SPECIAL MEETINGS- Special meeting of the Board of Directors may be called by or at the request of the President or the majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

SECTION 6. NOTICE- Notice of any special meeting shall be given by written notice delivered personally or mailed to each director at his business or home address, by telegram, email, or by telephone. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

(NOTE: This section was changed by vote of the membership during the 2004 Annual Meeting).

SECTION 7. QUORUM- A majority of the number of Directors fixed by these By-Laws constitutes a quorum for transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of such number of directors are present, either in person and/or via teleconference at said meeting, a majority of the directors present, either in person and/or via teleconference may adjourn the meeting from time to time without further notice.

(NOTE: This section was changed by vote of the membership during the 2004 Annual Meeting).

SECTION 8. MANNER OF ACTING- The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

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SECTION 9. OTHER DUTIES – The Board of Directors shall hear and rule on appeals from any of the corporation committees, and shall resolve any and all disputes within the corporation.

SECTION 10. REMOVAL OF DIRECTOR- A member of the Board of Directors may be removed by a vote of **two-thirds of the number of total** members of the Board of Directors whenever, in the judgment of the said Directors, the best interests of NFHL would be served thereby. **In the event that two-thirds of the total number of members is not a whole number, the number will be rounded to the next higher whole number. For example, two-thirds of a 7 member Board equals 4 and two-thirds; in the case of a 7 member Board, it would take a vote of 5 members to remove a Director.** A motion for removal must be made at a duly constituted meeting of the Board of Directors. The motion may be voted on when the motion is made in person or by absentee ballot. All votes will be on record; reasons for removal will be reduced to writing and provided to the Director so removed.

(NOTE: This section was changed by vote of the membership during the 2002 Annual Meeting).

ARTICLE VI OFFICERS

SECTION 1. NUMBER- The officers of NFHL shall be a President, a Vice-President, a Treasurer, a Secretary and a Registrar and such other officers as may be elected or appointed by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE- The officers of NFHL shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting of the members. No individual shall serve more than four full, consecutive, one-year terms in the office of President. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be possible. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL- Any officer, director, or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the entire Board of Directors whenever in its best judgment, the best interests of NFHL would be served.

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SECTION 4. PRESIDENT- The President shall be the chief executive officer of NFHL and shall in general supervise and control all of the business and affairs of NFHL. He/she shall preside at all meetings of the member teams and of the Board of Directors. He/she shall serve as ex-officio member on all committees. He/she may sign, with the Secretary or any other proper officer of NFHL thereunto authorized by the Board of Directors, any bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of NFHL, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. In addition, the President or his/her designees(s) shall represent NFHL and its members in meeting with other ice hockey associations, S.E. District and USA Hockey.

SECTION 5. THE VICE-PRESIDENTS- In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and in general perform all the duties incident to the Office(s) of the Vice-President and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

SECTION 6. THE TREASURER- If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) have charge and custody of and be responsible for funds and securities of NFHL; receive and give receipts for moneys due and payable to NFHL from any source whatsoever, and deposit all such moneys in the name of NFHL in such banks, trust companies and other insured depositories as shall be selected in accordance with the By-Laws; (b) in general perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President of the Board of Directors.

SECTION 7. THE SECRETARY- the Secretary shall: (a) keep the minutes of the members; and the Board of Directors' meeting in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of NFHL and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (d) keep a register of the post-office address of each member; (3) in general perform all duties incident to the Office of the Secretary and such other duties as from time to time may be assigned him/her by the President or the Board of Directors.

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SECTION 8. THE REGISTRAR- The Registrar shall be Chairman of the Registration Committee and shall: (a) be responsible for the registration of teams, players, coaches and managers, as directed by these By-Laws and the NFHL rules and Regulations, (b) keep records of all registration and membership, (c) “certify” eligible voting member teams, (d) “certify” those register member teams eligible for State Tournaments, (e) implement procedures to coordinate registration activities with S.E. District and US Hockey, (f) in general perform all duties incident to the Office of the Registrar and such other duties as from time to time may be assigned him/her by the President of the Board of Directors. Nothing in this By-Law shall relieve any member or its agent, association, team, player, parent or guardian of their responsibility to submit a roster that is true and correct and complies with all of the NFHL By-Laws and the Rules and Regulations.

SECTION 9. NFHL SUPERVISOR OF OFFICIALS- the NFHL Supervisor of Officials shall be appointed by the Board of Directors of NFHL. The NFHL Supervisor of Officials shall:

1. Be responsible for implementing those policies established by the Board of Directors to register, control, evaluate and establish standards of conduct for all officials within the jurisdiction of NFHL.
2. Act as liaison between NFHL, SAHOF and the USA Hockey Southeastern District Referee-in-Chief.
3. Act as liaison between NFHL and its designated officials association.
4. Act as liaison between NFHL and member amateur hockey programs and/or organizations in matters of officials and/or rule interpretations.
5. Disseminate all rule interpretations received form SAHOF, SE District, and USA Hockey.
6. Coordinate with the Tournament Committee and be responsible to assign qualified officials to all NFHL sponsored games.
7. Perform such other duties as may from time to time be assigned by the President or the Board of Directors.

ARTICLE VII COMMITTEES

SECTION 1. STANDING COMMITTEES- The President shall designate and appoint the membership to the Tournament, Suspension, Nominating, Youth, High School, Junior Development, Senior Development, Girls’ & Women’s and Rules & Ethics Committees and such other committees deemed necessary or appropriate to the efficient conduct of NFHL’s affairs, provided, however, that the Chairman of the nine standing committees named above must be members of the Board of Directors of NFHL.

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A. TOURNAMENT COMMITTEE- The Board of Directors and its Committees shall have the sole authority to conduct all NFHL Tournaments.

B. SUSPENSION COMMITTEE- The Suspension Committee shall have original jurisdiction for hearing and rulings on complaints (or incidents that come to the attention of the committee) for infractions of the NFHL By-Laws and Rules and Regulations or conduct not in the best interest of amateur hockey which arise out of competitive play whether on or off the ice and suspending any member organizations, teams or individuals for such infraction in accordance with procedures established by the Board of Directors. Duration of suspension will be determined by this committee. During regular season play, a majority of the members of the committee shall constitute a quorum for the purpose of making a determination and a vote of the majority of the members of the committee present in accordance with the procedures established by the Board of Directors shall be required for a suspension. Decisions of the committee shall be final unless a notice of appeal there from is filed as herein provided. Any person, team, organization affected by the decision of the committee may appeal such decision in accordance with the By-Laws, Rules and Regulations of NFHL By filing a written notice of appeal to the President of NFHL within ten days after the date the decision appealed from has been rendered, which appeal shall be acted upon by the Board of Directors whose decisions shall be final.

C. NOMINATING COMMITTEE- the Nominating Committee shall be chaired by the Secretary of the Board of Directors and shall include at least one other member of the Board of Directors, and the duties shall consist of presenting a slate of candidates for election to the Board of Directors. Nominations are encouraged to be submitted to the Nominating Committee prior to the Annual Meeting, however, nominations will be accepted up to the time a motion is made to cease nominations, which will occur just prior to conducting the election during the Annual Meeting. Any person nominated must state their willingness to serve if elected, prior to being added to the ballot.

(NOTE: This section was changed by vote of the membership during the 2002 Annual Meeting).

D. YOUTH COMMITTEE- the Committee shall be responsible to: (a) develop hockey programs in the NFHL youth levels (pre-mite through midgets), (b) provide coaching clinics for house leagues and travel teams (pre-mite through High School and Juniors) and maintain a list of approved coaches at all levels of play, (c) provide program consultation to all member associations, (d) develop a code of ethics to be followed by all coaches at all levels of play, (e) coordinate any and all activity designed to develop amateur hockey at the pre-mite through midget level.

E. HIGH SCHOOL COMMITTEE- the committee shall be responsible to: (a) develop hockey programs for High School age Players, (b) provide member teams and players with information vital to college hockey programs and entrance requirements, (c) coordinate the NFHL High School Division state championship tournaments, and to (d) establish a NFHL High School Board of Governors composed of at least 10 members.

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F. JUNIOR DEVELOPMENT COMMITTEE- The committee shall be responsible to: (a) develop hockey programs for Junior age players at the house league and all-star level, (b) act as the interface between S.E. District, USA Hockey and NFHL Junior “A”, “B” and “C” hockey teams and all Junior hockey leagues, (c) coordinate all activities relating to S.E. District, USA Hockey or US Olympic activities, (d) to coordinate and provide NFHL Junior Championship tournaments.

G. SENIOR DEVELOPMENT COMMITTEE- The committee shall be responsible to: (a) develop hockey programs for Senior age players at the house league and all-star level, (b) coordinate all activities relating to S.E. District, or USA Hockey (c) to coordinate and provide NFHL Senior Championship tournaments.

H. GIRLS’ & WOMEN’S COMMITTEE- The committee shall be responsible to: (a) develop hockey programs in the NFHL youth levels (pre-mite through midgets) for girls’ teams and for women’s Senior teams, (b) provide program consultation to all girls’ and women’s member associations, (c) coordinate any and all activity designed to develop amateur hockey for girls and women’s teams at all levels of play (pre-mite through midget, High School, Juniors and Seniors).

I. RULES AND ETHICS COMMITTEE- The committee shall have original jurisdiction over the administration and enforcement of the By-Laws and Rules and Regulations of NFHL in respect to all matters other than infractions of the By-Laws and Rules and Regulations which arise out of competitive play over which the Suspension Committee shall have original jurisdiction. In accordance with procedures established by the Board of Directors, the Rules and Ethics Committee shall have authority to suspend, place on probation, or impose other disciplinary sanctions against any person, team or organization determined to have violated the By-Laws or Rules and Regulations of NFHL or for conduct deemed by the Committee to not be in the best interests of amateur hockey, the purpose and intent of the By-Laws or Rules and Regulations of NFHL. Decisions of the Rules and Ethics Committee shall be final, unless a notice of appeal there from is filed as herein provided. Any person, team, or organization affected by a decision of the Rules and Ethics Committee may appeal such decision in accordance with these By-Laws and Rules and Regulations of NFHL, by filing a written notice of appeal, with the President of NFHL within 10 days after the date that the decision appealed from has been rendered, which appeal shall be acted upon by the Board of Directors whose decision shall be final.

ARTICLE VIII CONTRACTS, LOANS, CHECKS, AND DPOSITS

SECTION 1. CONTRACTS- The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of NFHL, and such an authority may be general or confined to specific instances.

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SECTION 2. LOANS- No loans shall be contracted on behalf of NFHL and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETS.- All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NFHL, shall be signed by such officer officers, agent or agents of NFHL and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS- All funds of NFHL not otherwise employed shall be deposited from time to time to the credit of NFHL in such banks, trust companies or other insured depositories as the Board of Directors may select.

SECTIONS 5. ANNUAL REPORT- The Treasurer shall provide to its members an annual report of the finances. Additionally, at the request of the President or the majority of the Board of Directors, the Treasurer shall provide similar year to date reports.

ARTICLE IX FISCAL YEAR

The fiscal year of NFHL shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE X SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Florida".

ARICLE XI WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Article of Incorporation or under the provisions of the General Nonprofit Corporation Act of the State of Florida, 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.

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ARTICLE XII

DISPUTE RESOLUTION PROCEDURE/HEARINGS/FINANCIAL OBLIGATIONS

SECTION 1. DISPUTE RESOLUTION PROCEDURE- USA Hockey has established a “Dispute Resolution Procedure”, currently set forth in USA Hockey By-Law 10, paragraph F, entitled “Arbitration”. NFHL hereby adopts such By-Law herein, as may be amended from time to time. It is the purpose of such administrative procedure to provide a full and complete substitute for any court proceeding for matters governed by the USA Hockey Dispute Resolution Procedure. **NOTICE IS HEREBY GIVEN** that failure to follow and abide by said Dispute Resolution Procedure shall subject a party, and any person or entity participating with or aiding such party to liability for costs and attorneys fees, the value of volunteer time and immediate suspension and/or disqualification from membership in USA Hockey or any of its Affiliate Associations. **NOTICE IS HEREBY GIVEN TO REVIEW THE USA HOCKEY ANNUAL GUIDE FOR THE SPECIFIC DETAILS OF THE DISPUTE RESOLUTION PROCEDURE IN EFFECT FROM TIME TO TIME.**

SECTION 2. HEARINGS – Hearing on matters arising pursuant to the Dispute Resolution Procedure or these By-Laws shall be conducted in accord with the minimal standards set forth in the USA Hockey Annual Guide. Specific procedures shall be established as necessary by the Board of Directors and set forth in the Operating Procedures of NFHL.

SECTION 3. FINANCIAL OBLIGATIONS- The Board of Directors shall have the authority to establish Operating Procedures governing player movement from his/her team as a result of financial obligations incurred.

ARTICLE XIII

IRS 501 (c) (3) EXEMPT STATUS & NFHL DISTRIBUTION OF ASSETS

The assets of NFHL are permanently dedicated to exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). NFHL shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, directors, officers or persons having a private interest in the activities of the corporation.

In the event that NFHL is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of NFHL or make adequate provisions therefore and distribute all remaining assets of NFHL to an organization or organizations engaged in activities substantially similar to those of NFHL and organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws.)

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ARTICLE XIV AMENDMENTS

The By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of NFHL by a two-thirds vote of all of the voting member teams who are represented at the meeting, provided each proposed amendment must first be submitted to the President, who, with the rest of the Board of Directors shall, before presentation for consideration by the membership, decide whether or not to recommend its adoption at the next annual or special meeting. No amendment shall be eligible for presentation at a meeting unless it shall have been submitted by a Member Association to the President at least 30 days prior to such a meeting or published by the Board of Directors at least 14 days prior to such a meeting. Any amendment submitted by a Member Association in accordance with this By-Law shall be published by the Board of Directors at least 14 days prior to such a meeting.

A. USA HOCKEY PREEMINENCE- The Northwest Florida Hockey League, Inc. (NFHL), a sub-affiliate of SAHOF and USA Hockey, shall abide by and act in accord with the Articles of Incorporation, By Laws, Rules and Regulations of USA Hockey, and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Statewide Amateur Hockey of Florida, Inc. Further, Northwest Florida Hockey League Inc., (i) shall assist USA Hockey in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decision of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction, and (ii) agrees to be guided by the following core values of USA Hockey.

SPORTSMANSHIP- Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

RESPECT FOR THE INDIVIDUAL- Treat all others as you expect to be treated.

INTEGRITY- We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

PURSUIT OF EXCELLENCE AT THE INDIVIDUAL TEAM AND ORGANIZATIONAL LEVEL- Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

ENJOYMENT- It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

LOYALTY- We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

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TEAMWORK- We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

AMENDMENT OF ORIGINAL BY-LAWS: To the extent that these new amended By-Laws conflict with the original By-Laws, these amended By-Laws control. However, to the extent that the new By-Laws do not conflict with the original By-Laws, it is the intent that both be interpreted to compliment one another.

The foregoing amended By-Laws of the Northwest Florida Hockey League, Inc., were adopted and approved by the membership thereof, on _____ at its special meeting, notice being duly given and a quorum being present. The President and Secretary of NFHL hereby certify the foregoing as of the dates below written:

Northwest Florida Hockey League, Inc.

By: _____
_____, President

By: _____
_____, Secretary

Date:

Date: