

BYLAWS OF
MID-ATLANTIC WOMEN'S HOCKEY LEAGUE, INCORPORATED
(A/K/A MAWHL, INC.)
A MARYLAND NON-PROFIT NON-STOCK CORPORATION

ARTICLE I - NAME OF ORGANIZATION

The name of the organization shall be the Mid-Atlantic Women's Hockey League ((heretofore referred within this document as "MAWHL," "League" or "Corporation")), a member of USA Hockey.

ARTICLE II - PURPOSE

- A. To promote women's ice hockey.
- B. To conduct an organized League comprised of Member Teams.
- C. To develop and improve hockey skills among Member Team players.

ARTICLE III – GENERAL

- A. Mid-Atlantic Women's Hockey League (shall have no capital stock and shall not be conducted for profit.
- B. The admission requirements for a new entrant or change of division into this League as a Member Team shall be determined by the Board of Directors. New entrants and division changes may be accepted into the League by a majority approval of the Board of Directors. Petitions for membership and change of division should be submitted to the Commissioner prior to July 31. The league must notify the team of its decision by August 15.
 - 1. The Board of Directors will evaluate team colors and logos for all new entrants.
 - 2. Teams are accepted to the league based on a tentative roster. If the final roster has any changes the league has the right to re-evaluate the acceptance of the team to the league and the division that they entered.
- C. Any matter not covered by the within Bylaws or the MAWHL Operating Procedures and Policies document shall be determined by the Board of Directors.
- D. Final decisions on all league protests, issues and concerns will be made following discussion with, and vote by, the Board of Directors.
- E. Unless stated otherwise in the within document, all league matters sought to be passed or decided must be accomplished by a vote of two-thirds (2/3) of the total number of duly elected members of the Board of Directors for the current season.
- F. Any motion to amend, delete and/or add to any of the articles outlined in this MAWHL Bylaws must be approved a vote of three-fourths (3/4) of the total number of duly elected members of the Board of

Directors for the current season. Any such motion to amend must be presented and voted on by the Board, in person or by proxy, at a regularly scheduled meeting or special meeting

- G. As the term “quorum” is used in any Article within these Bylaws, a quorum shall be defined as two-thirds (2/3) of the total number of duly elected members of the Board of Directors for the current season.
- H. League is incorporated in the State of Maryland and is recognized as an exempt non-profit organization under Section 501(c)7 of the Internal Revenue Service Tax Code, designated for “social clubs.”

ARTICLE IV -MEMBERSHIP

- A. Any ice hockey organization which fulfills the requirements set forth within the MAWHL Bylaws shall be considered a Member Team.
- B. Member Teams are considered part of our League when the Team commits to paying dues for the current season. Therefore, any game played between two Member Teams will be considered a League Game, whether or not it is across divisions or if it affects the standings in any way, to include playoff standings, districts, or Nationals.
- C. When a significant skill difference exists between one team and the rest of the division, that team can be moved to another division by a majority vote of the Board of Directors at the spring meeting to take effect the following season. If the affected team can show a reasonable justification for re-consideration by July 31st the President shall hold a re-vote by the Board of Directors.
- D. A Member Team may be expelled from the League by a vote of three-fourths (3/4) of the total number of duly elected members of the Board of Directors for the current season. Any such motion to expel must be presented and voted on by the Board, in person or by proxy, at a regularly scheduled meeting or special meeting.
- E. Prior written notice must be given to the Board of Directors to vote to remove a Member Team at a special meeting.

ARTICLE V - OFFICERS

- A. Officers are elected at the spring meeting for a term of one year.
- B. Officers are required to attend all League meetings.
- C. Officers include, but are not limited to:
 - 1. President: The President shall preside and run all meetings of the membership and is a member ex-officio of all committees. The President will only vote on any matter in order to break a tie.
 - 2. Commissioner: The Commissioner shall have full authority to conduct the day-to-day activities of the League. The Commissioner is responsible for handling and receiving all official League protests.
 - 3. Treasurer: The Treasurer shall have custody of all monies of the League, keep accurate and up-to-date records of all receipts and expenditures; and sign all checks for withdrawal of funds authorized by the Board of Directors.

4. Secretary: The Secretary shall keep an accurate record of proceedings of all meetings, develop Minutes, attend to all correspondence and notices of meetings, and maintain an updated roster and a Directory of all key members.
 5. Statistician: The Statistician shall accumulate, organize and publish current tri-season League standings, player scoring records and any other statistical data necessary to promote the League and to keep all Member Teams informed.
 6. Scheduler: The Scheduler shall collect all available ice time slots from each Member Team, complete and distribute a rough draft of the schedule to the Team Representatives, accommodate all complaints, and submit a master schedule at the annual meeting for approval.
 7. Vice President: A Vice President's position will exist for all divisions within the MAWHL.
 8. If a ruling is needed on an issue which creates a conflict of interest for the involved officers, the officers shall recuse themselves.
- D. Due to conflict of interest regarding voting issues, officers holding the President and Commissioner positions shall not be elected from the same organization in the League.
- E. See Article VII for complete job descriptions.

ARTICLE VI - BOARD OF DIRECTORS

- A. The Board of Directors shall consist of one voting Director (Team Representative) from each Member Team, and the President of the League. A Director shall be either a team player or manager, but preferably not the head coach. Each Member Team is invited to bring observers to League meetings, but may cast only one vote.
- B. Each Director is chosen by his/her own team and should fairly represent the team in League business to assure the team's proper function within the League.

ARTICLE VII - JOB DESCRIPTIONS

A. PRESIDENT

The responsibilities of the President include:

1. Sending notice to current Team Representative and Officers, plus any known interested new teams, of the first MAWHL meeting, including the agenda. The first meeting should be held in September or October. The President is responsible for making arrangements for a meeting place and deciding the date and time.

Examples of agenda: (1) Treasurer's report and budget; (2) scheduling; (3) rules and updates; (4) names, addresses, and phone numbers; (5) miscellaneous.

2. Sending notice to Team Representatives and Officers of the year-end MAWHL meeting, including the agenda. The year-end meeting should be held in the spring. The President is responsible for making arrangements for a meeting place, and deciding the date and time.

Example of agenda: (1) review of last meeting's Minutes; (2) protests and rules update; (3) statistics distribution; (4) Treasurer's report; (5) committee reports; (6) election of officers.

3. Calling additional meetings during the year if necessary. Each Member Team must be notified at least five days in advance.
4. Forming committees to assist him/her on any matter.
5. Assuming the role of Commissioner in the event the Commissioner is unable to continue his/her term of office.
6. Ruling on any issue from which the Commissioner has recused himself or herself.

B. COMMISSIONER

The responsibilities of the Commissioner include:

1. Serving as the official recipient of any Member Teams' protest, presenting the situation to the Board of Directors for voting purposes, and notifying the protester of the decision.
2. Serving as the official recipient of any additions to League rosters and checking them against League rules on player eligibility.
3. Handing out awards at the League playoffs awards ceremony
4. Assuming the role of the President in the event the President is unable to continue his/her term of office.
5. Verify eligibility of players determined to be ineligible or non-rostered by the Statistician (S).
6. Ruling on any issue from which the President has recused himself or herself.

C. TREASURER

To avoid opening and closing the League checking account yearly, the Treasurer should be prepared, pending Board approval, to extend his/her responsibility to the League for several years. The responsibility of the Treasurer include:

1. Preparing and presenting a budget report for the approval of the Board at the annual League meeting in October and for the year-end meeting at the League playoffs.

Example of budget items: (1) meeting costs; (2) trophies and awards; (3) stamps and other mailing costs; (4) phone calls; (5) bank service charges; (7) score sheets.
2. Maintaining the MAWHL checking account, keeping the checkbook updated, and making prompt deposits to the League account.
3. Keeping accurate records of all payments due from and received from Member Teams in the form of dues or fines. The assessment of dues and fees shall be determined at the first meeting of the Board.
4. Rebating any League Officer or member of the Board of Directors for approved, legitimate League business, and collecting receipts of such.
5. Paying meeting costs following League meetings.
6. Reimburse host teams for playoff cost under the direction of the Board of Directors.

7. Prepare or ensure the preparation and filing of any annual reporting, tax return, registration and/or other relevant documentation for the League, as required by any applicable agencies of the Federal and/or State governments.

D. SECRETARY

The responsibilities of the secretary include:

1. Taking Minutes during each League meeting.
2. Following each meeting, promptly typing, copying, and distributing the Minutes to each League Officer and member of the Board of Directors.
3. Collecting all names, addresses, and phone numbers of the elected Officers and Team Representatives at the first League meeting, typing and distributing promptly along with the minutes.
4. Typing anything that may become necessary during the course of the season (e.g. By-laws, rules, amendments, etc.).

E. STATISTICIAN

The responsibilities of the Statistician include:

1. Preparing League statistics and distributing them as follows: in early January, at the end of regular season play, and after the League playoffs.
2. Noting the statistics: how many games have been played by each player, for the purpose of determining eligibility for League playoffs.
3. Receiving all original scoresheets from each League game (submitted by the home team) and ensuring legible and accurate information. Notify the League Treasurer of all scoresheet fines for the preceding month no later than the 10th of the month.
4. Receiving a roster of players and numbers from each Member Team.
5. Notifying Commissioner of discrepancies when scoresheets received, of ineligible or non-rostered players.
6. Sending a list of patch winners to USA Hockey following each season. Any player who has recorded three goals, three assists, or a shutout in one game in any USA Hockey game is eligible to receive a patch.
7. Submitting an official list of ineligible rostered players to each member of the Board of Directors, according to playoff eligibility rules, prior to the League playoffs.
8. Notify the Commissioner of any scoresheets received showing a game played in protest.
9. Notify the Commissioner of the winners of awards prior to playoffs.

F. SCHEDULER

The responsibilities of the Scheduler include:

1. Remind Member Teams of the deadline for submitting the information required for the schedule. The deadline will be set by the Board of Directors at the spring meeting. The deadline needs to be late enough that member teams will know what ice times they have available, but early enough to allow the Scheduler to complete a schedule.

2. Receiving all ice time slots and other scheduling requirements from each Member Team by the deadline.
3. Completing a draft schedule taking into account available ice time slots and other scheduling requirements of each Member Team, plus all other factors including holidays, travel time, home versus away games, etc.
4. Distributing the draft schedule to each Team Representative.
5. Receiving complaints/suggestions/problems from each Team Representative and attempting to resolve them fairly.
6. Presenting a final master schedule to the Board of Directors and League Officers, for approval and distribution, if all complaints have been resolved to the satisfaction of each Team Representative, any remaining problems will be dealt with at the annual meeting of the Board, and final master schedule completed and approved at that time.

G. TEAM REPRESENTATIVES

The responsibilities of the Team Representatives include:

1. Coordinating with League Officers on League and USA Hockey issues which affect his/her team and representing his/her team on all issues requiring discussion and/or voting.
2. Communicating to his/her team's players the discussions and results of League meetings.
3. Maintaining a file of all League correspondence, Minutes, mailings, and other official League documents and placing this file at the score table of every home game.
4. Coordinating with League Scheduler to complete a master schedule to each Member Team's satisfaction prior to the annual League meeting.
5. Ensuring that his/her team is registered with USA Hockey according to USA Hockey regulations prior to the start of regular MAWHL play.
6. Ensuring that an official USA Hockey roster is submitted to USA Hockey before any league games are played and by December 31st to qualify for Nationals.
7. Submitting a hard copy of the League roster of players to the Commissioner and Statistician (s) prior to the first league game of the current year. This information should be sent via e-mail to the group distribution list. Failure to submit a roster prior to the first game may result in a forfeit.
8. An e-mail to the Board List or phoning the Commissioner with any additions to his/her team's original League roster must be done at least 24 hours before the start of the next game.
9. Obtaining a written release form from the previous team, and distributing copies of the written release to all members of the Board, when a player changes from one MAWHL team to another during the current season.
10. Notifying the Team Representative of those teams involved in upcoming games when a player is suspended for a game or games. A letter regarding the suspension must be sent to the Commissioner within 24 hours of the suspension.
11. Enforcing the Code of Ethics (see Article VIII).

H. VICE PRESIDENT

The responsibilities of Vice President will include:

1. Verify all teams within their division are properly registered in a timely manner with USA Hockey. Assist any team requiring help with the registration process.
2. Assist other Officers in the performance of their duties including tracking down missing scoresheets, late payments, rosters, etc.
3. Work with new teams entering the MAWHL to assure they conform to League policies and procedures.
4. Co-ordinate all playoff and District dates for the upcoming season. Notify the Scheduler(s) prior to their completing the schedule(s).
5. Resolve disagreements between teams on whether or not a game should be played.
6. The Vice President will report to the President.

ARTICLE VIII - CODE OF ETHICS

The following ethical principles relate to the conduct and actions of all Officers and individuals associated with the MAWHL and its Member Teams. It shall be the responsibility of each Member Team's Representative to enforce these principles. All violations of these principles will be dealt with by the League Commissioner.

- A. All individuals associated with the MAWHL or one of its Member Teams shall conduct themselves with honesty and sportsmanship at all times so that the sport of ice hockey, their teams and team associations, and they as individuals, shall represent the honor and dignity of fair play, and the generally recognized high standards associated with wholesome, competitive sports.
- B. All individuals associated with the MAWHL or one of its Member Teams should remember that the purpose of the League as stated in its Constitution and By-laws revolves around the players: therefore, no action shall be permitted that may have an injurious effect of a physical, mental or emotional nature on the players in the League.
- C. No individual associated with the MAWHL or one of its Member Teams shall accept compensation or gratuities, either directly or indirectly, for his/her participation in the MAWHL except as provided in its Constitution and By-laws.
- D. The MAWHL discourages any unethical recruitment practices from any Member Team.
- E. No individual associated with the MAWHL including one of its Member Teams shall, directly or by implication, use either the League's name or individual's affiliation with the League in the endorsement of products or services without prior League approval.
- F. All individuals associated with the MAWHL or one of its Member Teams shall respect the integrity and role of each other Member Team and shall not perform any activity that would demean or be injurious to another Member Team, thereby weakening the entire League.
- G. All items pertaining to the budget, registration, scheduling, competition, eligibility, rosters, equipment, playing rules, playoffs, tournaments, supervision and coaching, and any other items pertaining to the League's operation, shall conform to the provisions of the MAWHL

Constitution and By-laws, and shall be effected by all individuals and Officers associated with the MAWHL or one of its Member Teams in a manner reflecting adherence to all ethical principles.

ARTICLE IX – MEETINGS

- A. The annual meeting shall be the Fall meeting.
- B. For any meeting of the Board of Directors to be considered valid, whether it be a regular scheduled meeting or special meeting, a quorum must be present.
- C. Changes to the MAWHL Bylaws are primarily made at the Spring meeting and are open to review at the Fall meeting. Any amendments, deletions, or additions to this Constitution and Bylaws must be presented for discussion by the Board of Directors at the Spring or Fall meeting.
- D. There shall be a \$50.00 fine per meeting imposed on any team not represented at the League meetings. No excuses will be accepted. If the official Team Representative cannot attend, a substitute team member (including coaches) must represent and cast votes for that team. A team may grant a proxy in writing to another team representative if no representative can attend. Teams may not send a proxy to consecutive meetings. If they cannot find a representative from their own team. They will be fined \$50 and their vote will be forfeited.
- E. All visitors are welcome to attend League meetings and the League's Officers encourage constructive input. The League President should be contacted in advance if a certain subject is to be discussed as part of the meeting's agenda. Visitors are not eligible to cast votes.

ARTICLE X – CONFLICT OF INTERESTS

- A. For purposes of this provision, the term “interest” shall include personal interest, interest as Director, Officer, member, stockholder, shareholder, trustee or beneficiary of any concern or having an immediate family member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.
- B. No Director or Officer of the Corporation shall be disqualified from holding any office in the Corporation by reason of any interest in any concern. A Director or Officer of the Corporation shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Corporation or with any entity of which the Corporation is an affiliate. No transaction of the Corporation shall be voidable by reason of the fact that any Director or Officer of the Corporation has an interest in the concern with which such transaction is entered into, provided:
 - 1. The interest of such Director or Officer is fully disclosed to the Board;
 - 2. Such transaction is duly approved by a majority of Directors not so interested or connected as being in the best interests of the Corporation;
 - 3. Payments to the interested Director or Officer are reasonable and do not exceed fair market value; and
 - 4. No interested Director or Officer may vote or lobby on the matter but may be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

- C. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, dissent, and rationale for approval.
- D. By a duly authorized resolution of the Board, the Directors shall cause the Corporation to adopt and maintain a written conflict of interest policy that is consistent with the language included in this Article. In addition, the conflict of interest policy shall require, at minimum, annual and on-going disclosures of actual or potential conflicts by Directors, a process to determine and address conflicts and a process to record all proceedings under such policy.

ARTICLE XI — LIMITATION OF LIABILITY AND INSURANCE

- 1. A Director shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless:
 - 1. The Director has breached or failed to perform the duties of Director in accordance with the acceptable standard of conduct for Directors and Officers;
 - 2. The Director does not act in good faith and/or does not act in service of the best interests of the Corporation; or
 - 3. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 2. This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute or (2) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.
- 3. The Corporation shall maintain, through a private vendor, insurance on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986 (the "Code"), as amended.

ARTICLE XII — INDEMNIFICATION

- A. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a Director, Officer, employee or agent of the Corporation, and any other person whom it shall have the power to indemnify, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. However, the Corporation shall not indemnify a person if doing so would constitute an act giving rise to any tax or sanction under the Internal Revenue Code of 1986, as the same may be amended, or the regulations thereunder

- B. Unless ordered by a court, any indemnification under this Article or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
1. By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
 2. If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion The Director does not act in good faith and/or does not act in service of the best interests of the Corporation;
- C. The Corporation shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
- D. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Article X (relating to conflicts of interest) shall be applicable to any bylaw, contract or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:
1. The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness; or
 2. The Board determines that, under the circumstances indemnification, would constitute an excess benefit transaction under Section 4958 of the Code, as amended.
- E. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer, Director, employee or representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.
- F. Each person who shall act as an Officer, Director, employee or representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the Officer, Director, employee or representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.