

BYLAWS

of

**METROPLEX CHRISTIAN HOCKEY ASSOCIATION,
a Texas nonprofit corporation**

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METROPLEX CHRISTIAN HOCKEY ASSOCIATION**

Table of Contents

	<u>Page</u>
Article 1: Purpose.	1
1.01 <u>Purpose</u>	1
1.02 <u>Mission Statement</u>	1
1.03 <u>Vision Statement</u>	1
1.04 <u>Values</u>	1
 Article 2: Offices	 1
2.01 <u>Registered Office and Agent</u>	1
2.02 <u>Principal Office</u>	1
2.03 <u>Other Offices</u>	1
 Article 3: Board of Directors	 1
3.01 <u>Management</u>	1
3.02 <u>Number; Qualifications</u>	2
3.03 <u>Nominations</u>	2
3.04 <u>Election; Term</u>	2
3.05 <u>Vacancies</u>	2
3.06 <u>Removal</u>	2
3.07 <u>Place of Meetings</u>	2
3.08 <u>Board of Directors Meetings</u>	2
3.09 <u>Quorum</u>	3
3.10 <u>Action By Directors</u>	3
3.11 <u>Adjournment for Loss or Lack of Quorum</u>	3
3.12 <u>Compensation</u>	3
3.13 <u>Procedure</u>	3
3.14 <u>General Standards for Directors</u>	3
3.15 <u>Committees</u>	3
 Article 4: Officers	 4
4.01 <u>Number and Title</u>	4
4.02 <u>Qualifications</u>	4
4.03 <u>Election</u>	4
4.04 <u>Term</u>	4
4.05 <u>Removal</u>	4
4.06 <u>Vacancies</u>	5
4.07 <u>Authority</u>	5
4.08 <u>Compensation</u>	5
4.09 <u>President (Commissioner)</u>	5
4.10 <u>League Coordinators</u>	5
4.11 <u>Team Captains</u>	5
4.12 <u>Secretary</u>	5
4.13 <u>Treasurer</u>	6
4.14 <u>Indemnification</u>	6
 Article 5: Notice; Other Action	 6
5.01 <u>Notice</u>	6

5.02	<u>Waiver</u>	6
5.03	<u>Meetings by Remote Communications Technology</u>	6
5.04	<u>Action Without Meeting</u>	7
Article 6: Execution of Instruments and Deposit of Funds		7
6.01	<u>Authority for Execution of Instruments</u>	7
6.02	<u>Execution of Instruments</u>	8
6.03	<u>Bank Accounts and Deposits</u>	8
Article 7: Records, Reports and Seal		8
7.01	<u>Minutes of Meetings</u>	8
7.02	<u>Books of Account</u>	8
7.03	<u>Financial Records and Reports</u>	8
7.04	<u>Inspection of Records</u>	8
7.05	<u>Seal</u>	8
Article 8: General Provisions		9
8.01	<u>Amendment</u>	9
8.02	<u>Contracts or Transactions Involving Interested Directors or Officers</u>	9
8.03	<u>Construction</u>	9
8.04	<u>Fiscal Year</u>	9
8.05	<u>Headings</u>	9
8.06	<u>Relation to Certificate of Formation</u>	9
8.07	<u>Resignation</u>	9
<u>CERTIFICATE</u>		10

**BYLAWS OF
METROPLEX CHRISTIAN HOCKEY ASSOCIATION**

Article 1: Purpose

1.01 Purpose. The Association's purpose is to facilitate a Christian hockey league created as an out-reach program to bring peers to Christ. Player must agree to uphold the Association's established codes of conduct on and off the ice surface.

1.02 Mission Statement. The Association's mission is to show Christ to other players, friends, family and the greater hockey community by our actions on and off the ice. In doing so, it is Association's desire as a league to be THE standard of excellence for other Hockey Leagues and Sports Leagues around the Metroplex.

1.03 Vision Statement. The Association is a sports outreach ministry dedicated to introducing the Good News of Jesus Christ with our players, friends, families, and the greater hockey community in the Metroplex.

1.04 Values. The Association values faith, prayer and the study of God's Word to promote spiritual growth. The Association values being a positive example of Christ-like sportsmanship on and off the ice. The Association expects each player to be responsible for his/her conduct thus protecting the integrity of the ministry, and allow the Association to realize its vision. The Association will be ambassadors for the game of hockey and its potential for being played with Christian values at its core.

1.05 Code of Conduct. The Board of Directors shall from time to time adopt, amend and repeal of Code of Conduct for the Association. The initial Code of Conduct is attached to these Bylaws.

Article 2: Offices

2.01 Registered Office and Agent. The registered office of the Association shall be located at 1204 Huntsville Drive, Wylie, TX 75098. The name of the initial registered agent of the Association at such address is Brian J. Dickey.

2.02 Principal Office. The Association's principal office shall be located at its registered office or at such other location as the Board of Directors (the "Board of Directors") may from time to time designate.

2.03 Other Offices. The Association may also have offices at such other places in or out of the State of Texas where the Association is qualified to do business as the Board of Directors may from time to time designate.

Article 3: Board of Directors

3.01 Management. The powers of the Association shall be exercised by and under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors, which may exercise all powers of the Association and do all such lawful acts that are not prohibited by law, by the Certificate for Formation or by these Bylaws. In addition to the Board of Directors' other responsibilities stated in these Bylaws and provided by law, the Board shall negotiate financial arrangements with rink officials, determine game schedules, appoint officers and committees, make decisions for the betterment of the Association, and determine future growth of the Association.

3.02 Number; Qualifications. The Board of Directors shall consist of at least three (3) members or such greater number as may be determined from time to time by the Board of Directors. The number of Directors may be increased or decreased from time to time by resolution of the Board of Directors, but no decrease shall have effect of shortening the term of any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at a meeting of the Board of Directors called for that purpose. Directors must be active Association players.

3.03 Nominations. At any meeting at which the election of a Director occurs, any Team Captain may nominate a person as Director.

3.04 Election; Term. Directors shall be elected at the annual meeting of the Board of Directors, except as otherwise provided in these Bylaws. The Directors named in the Certificate of Formation shall hold office until the first meeting of the Board of Directors and until their successors are elected and qualified at any meeting of the Board of Directors. Directors, except the initial Directors named in the Certificate of Formation, shall hold office until the next annual meeting after their election and until their successors are elected and qualified. Directors shall be elected by majority vote of the Team Captains.

3.05 Vacancies. Any vacancy occurring in the Board of Directors (by death, resignation, removal or otherwise) may be filled by the vote of a majority of the Team Captains. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A vacancy in the Board of Directors occurring because of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting called for that purpose.

3.06 Removal. The Team Captains may vote to remove a Director at any time, with or without cause. A meeting of Team Captains to consider the removal of a Director may be called and noticed following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of the possible removal of the Director will be on the agenda. A Director may be removed by the vote of a majority of the Team Captains.

3.07 Place of Meetings. Meetings of the Board of Directors may be held in or out of the State of Texas as designated from time to time by the Board of Directors. Absent such designation, meetings of Board of Directors shall be held at the Association's principal office.

3.08 Board of Directors Meetings.

(a) Annual Meetings. The annual meeting of the Board of Directors shall be held each year on the second Tuesday in January of each year, or at such other date and time as is designated by Board of Directors. If the day is a legal holiday, then the meeting shall be held on the next business day following which is not a legal holiday.

(b) Regular and Special Meetings. Regular and Special meeting of the Board of Directors may be called by the Commissioner or any Director.

(c) Location. All meetings of the Board of Directors shall take place at the registered office of the Association unless the Board of Directors designates a different location.

(d) Notice. Notice of all meetings of the Board of Directors shall be given in writing to all Directors by or at the direction of the Commissioner, the secretary or the person calling the meeting. Notice of meeting of the Board of Directors shall be given not less than ten (10) days before the date of the meeting, except in the case of special meetings, which shall be given not less than three (3) business days before the date of the meeting. Notice of the meeting of the Board of Directors shall state the place, day and hour of the meeting. The business to be transacted at or purpose of any meeting need be not

specified in a notice, except in the case of special meetings in which case the business to be transacted at and the purpose of the meeting shall be specified in a notice.

3.09 Quorum. At meetings of the Board of Directors a majority of the number of Directors provided by these Bylaws shall constitute a quorum for the transaction of business. A Director present by proxy at a meeting may not be counted toward a quorum.

3.10 Action By Directors. The vote of a majority of Directors present and voting at a meeting at which a quorum is present shall constitute the act of the Board of Directors, unless the act of a greater number is required by law or by some other provision of these Bylaws.

3.11 Adjournment for Loss or Lack of Quorum. In the absence of a quorum or the withdrawal of a quorum, any meeting of the Board of Directors may be adjourned without notice other than an announcement at the meeting by the vote the majority of the Directors who are present, but no further business may be transacted. Upon the reconvening of an adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

3.12 Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a reasonable fixed sum for attendance at each meeting of the Board of Directors. However, Directors shall not receive any salary or other compensation for their services as such.

3.13 Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Association.

3.14 General Standards for Directors.

(a) A Director shall discharge the Director's duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the best interest of the Association.

(b) A Director is not liable to the Association or another person for an action taken or not taken as a Director if the Director acted in compliance with this paragraph. A person seeking to establish liability of a Director must prove that the Director did not act:

(1) in good faith;

(2) with ordinary care; and

(3) in a manner the Director reasonably believed to be in the best interest of the Association.

3.15 Committees.

(a) General. The Board of Directors, by resolution adopted by the majority of the Directors at a meeting at which a quorum is present, or the Commissioner if authorized by a similar resolution of the Board of Directors, may designate and appoint one or more committees that do not have the authority of the Board of Directors in the management of the Association. The committees shall have the authority designated by resolution of the Board of Directors, subject, however, to the limitations on authority provided by law. The Board of Directors shall have the power at any time to change the authority and members of the committee, to fill vacancies, and to terminate the existence of the committee. The members of the committee shall receive such compensation, if any, as may be fixed by the Board of

Directors. The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The membership on a committee may but need not be limited to Directors.

(b) Initial Committees. The initial committees shall be the Rules Advisory Committee and the Finance Committee.

(1) Rules Advisory Committee. The Rules Advisory Committee shall consist of that number of Association players or non-players who are from time to time appointed by the Board of Directors. The Rules Advisory Committee shall appoint one of its members as its secretary. The Rules Advisory Committee shall carry out the directions of the Board of Directors, including, but not limited to, assisting the Board of Directors to understand USA Hockey Rule Changes, providing the Board of Directors suggestions on how to better regulate game play, assuring that all necessary documentation is filled out by every Association player, and submitting reports to the Board of Directors upon request. The Rules Advisory Committee shall report to the Board of Directors and shall be subject to its direction and control.

(2) Finance Committee. The Finance Committee shall consist of that number of Association players who are from time to time appointed by the Board of Directors. The Finance Committee shall appoint one of its members as its secretary. The Finance Committee shall carry out the directions of the Board of Directors, including, but not limited to, administering the financial affairs of the Association, presenting sponsors to the Board of Directors for approval, assisting all other committees to recruiting sponsorship, negotiating grant proposals, submitting reports to the Board of Directors upon request, answering Association player questions concerning payments, creating of an annual budget, receiving, depositing and recording all charitable funds, and creating of a simplified annual balance sheet. The Finance Committee shall report to the Commissioner and shall be subject to his direction and control.

Article 4: Officers

4.01 Number and Title. The Association shall have a Commissioner and a secretary and may include such other officers and assistant officers as the Board of Directors from time to time designate. Any two or more offices, other than the Commissioner and secretary, may be held by the same person.

4.02 Qualifications. No officer need be a Director or a resident of the State of Texas. However, all officers must be Association players unless otherwise provided by these Bylaws.

4.03 Election. Except as provided in Bylaw 4.11, the officers of the Association shall be elected or appointed by the Board of Directors annually or at such other time as the Board of Directors may determine.

4.04 Term. Unless otherwise specified by the Board of Directors in writing at the time of election or appointment, or in a written employment contract approved by the Board of Directors, each officer shall hold office until the end of the term for which he was elected or appointed, or, if earlier, his death, resignation, or removal, or a successor to the office is elected and qualified.

4.05 Removal. The Board of Directors may remove any officer or League Coordinator, with or without cause, at any regular or special meeting of the Board of Directors. The Commissioner also may remove League Coordinators, with or without cause. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

4.06 Vacancies. Any vacancy occurring in any office of the Association (by death, resignation, removal or otherwise) may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

4.07 Authority. Officers shall have such authority and perform such duties in the management by the Association as are provided in these Bylaws or as may be designated by resolution of the Board of Directors not inconsistent with these Bylaws.

4.08 Compensation. The compensation (if any) of officers shall be specified from time to time by the Board of Directors, and no officer shall be prevented from receiving compensation as an officer by reason of the fact that the officer is also a Director of the Association.

4.09 President (Commissioner). The president of the Association shall be known as the Commissioner. Subject to the direction of the Board of Directors, the Commissioner shall be the chief executive officer of the Association. He shall control the Association's business and the officers of the Association, and he shall have the general powers and duties of management usually vested in the office of Commissioner of an Association. The Commissioner shall perform such duties and have such authority as the Board of Directors may from time to time prescribe, including, without limitation, proposing Association matters to Board of Directors for voting, meeting with Team Captains to resolve internal team issues, carrying out the day to day activities to help the Association persist, determining disciplinary actions when rules and regulations are broken, and determining if new teams can enter the Association league. He shall preside at all meeting of the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The Commissioner must be an Association player.

4.10 League Coordinators. There shall be one or more League Coordinators, each of whose duties shall include, but are not limited to, carrying out the directions of the Commissioner, inputting player statistics for League viewing, negotiating with rink officials over rink conditions (e.g., locker rooms, ice surfaces, etc.), control the Association's trophies and awards, coordinate Association make-up games, carrying out the day to day activities to help the league persists, communicate with players, and carry our league suspensions. Each League Coordinator must be an Association player and shall be appointed as League Coordinator by the Commissioner. They shall perform such other duties and have such other authority and powers as the Board of Directors or the Commissioner may from time to time prescribe or as the Commissioner may from time to time delegate.

4.11 Team Captains. Each team in the Association shall have a Team Captain, whose duties shall include, but are not limited to, maintaining number of players on their team, carrying out the directions of the Commissioner and League Coordinators, collecting all on-ice and off-ice dues, providing weekly devotionals for each game, determining all necessary documentation is filled out by every player, and submit reports to Commissioner upon request. Each Team Captain must be an Association player and shall be appointed as Team Captain by the Commissioner. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

4.12 Secretary. The secretary shall attend all meeting of the Board of Directors, and the secretary shall record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees when required. He shall give, or cause to be given, notice of all special meetings of the Board of Directors. He shall keep in safe custody the seal of the Association and, when authorized to do so by the Board of Directors, affix it to any instrument requiring it. When so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary. He shall be under the supervision of the Commissioner. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the

Commissioner may from time to time delegate.

4.13 Treasurer. The treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Association, and shall deposit all funds of other valuables in the name and to the credit of the Association in depositories designated by the Board of Directors. He shall disburse the funds of the Association as ordered by the Board of Directors, and prepare financial statements as they direct. If required by the Board of Directors, he shall give the Association a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Commissioner may from time to time delegate.

4.14 Indemnification. The Association may, to the extent permitted by law, indemnify a person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer of the Association.

Article 5: Notice; Other Action

5.01 Notice.

(a) Manner. Whenever by law, the Certificate of Formation, these Bylaws, notice is required to be given to a Director, officer or committee member, and no provision is made as to how the notice shall be given, such notice shall be effective only if in writing and given as follows: (i) by personal or express (overnight) delivery, with charges paid by the sender; (ii) United States Mail, postage prepaid, certified mail, return receipt requested, or (iii) prepaid telegram or facsimile [provided that the contents of such telegram or facsimile are promptly confirmed in the manner provided in (i) or (ii)]. All such notices shall be addressed to the Director, officer or committee member at his most recent address appearing on the records of the Association.

(b) Receipt. If a notice is given by personal or express (overnight) delivery, telegram or facsimile, it shall be deemed received upon the earlier to occur of (i) actual receipt, or (ii) if delivery is attempted and refused, upon such refusal. If a notice is given by mail, it shall be deemed received upon the earlier to occur of (i) actual receipt, (ii) three (3) days after deposited at a post office or official depository under the care and custody of the United States Postal Service, or (iii) if delivery is attempted and refused, upon such refusal.

5.02 Waiver. Whenever by law, the Certificate of Formation or these Bylaws, notice is required to be given to a Director, officer or committee member, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of that meeting, except where a person attends for the express purpose of objecting, and does object at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.03 Meetings by Remote Communications Technology. Subject to the provisions of law, the Association's Certificate of Formation and these Bylaws, a meeting of the Board of Directors or committee may be held by means of an electronic communications system, including conference telephone or similar communications equipment, videoconferencing technology or the Internet or any combination,

only if:

(1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and

(2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

A person participating in a meeting is considered present at the meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

If voting is to take place at the meeting, the Association must: (1) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and (2) keep a record of any vote or other action taken.

5.04 Action Without Meeting.

(a) An action required or permitted to be taken at a meeting of the Board of Directors or committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. The consent must state the date of each Director or committee member's signature. The consent may be in more than one counterpart so long as each Director or committee member signs one of the counterparts. The signed consent, or a signed copy thereof, shall be placed in the minute book.

(b) A written consent signed by less than all of the Directors or committee members is not effective to take the action that is the subject of the consent unless, within 60 days after the date of the earliest dated consent delivered to the Association in the manner required by this paragraph, a consent or consents signed by the required number of Directors or committee members are delivered to the Association:

(1) at the registered office or principal place of business of the Association; or

(2) through the Association's registered agent or an officer or agent of the Association having custody of the books in which proceedings of meetings of Directors or committees are recorded.

(c) Delivery under Bylaw 5.04 (b) must be by hand or by certified or registered mail, return receipt requested. Delivery to the Association's principal place of business must be addressed to the Commissioner or secretary of the Association.

(d) Prompt notice of the taking of an action by Directors without a meeting by less than unanimous written consent shall be given to each Director who did not consent in writing to the action.

Article 6: Execution of Instruments and Deposit of Funds

6.01 Authority for Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and that authority may be general or confined to specific instances. Unless so authorized, no officer shall have any power or authority to bind the Association by

any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

6.02 Execution of Instruments. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Association, promissory notes, deeds of trust, mortgages, and other corporate instruments or documents, and certificates of shares of stock owned by the Association, shall be executed, signed or endorsed by the Commissioner and such other officer, if any, as is designated by the Board of Directors, and may have the corporate seal affixed thereto.

6.03 Bank Accounts and Deposits.

(a) All funds of the Association shall be deposited from time to time to the credit of the Association with such federally insured banks, financial institutions or other depositories as the Board of Directors may select or as may be selected by any officer of the Association to whom that power may be delegated from time to time by the Board of Directors.

(b) Endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made without countersignature by the Commissioner, secretary or treasurer, or by any officer of the Association to whom the Board of Directors, by resolution, has delegated that power, or by hand stamped impression in the name of the Association.

(c) All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person and in such manner as shall be determined from time to time by the Board of Directors.

Article 7: Records, Reports and Seal

7.01 Minutes of Meetings. The Association shall keep at its principal office a book of minutes of all meeting of the Board of Directors and each committee of the Board of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given of the meeting, the names of those present at meeting of the Board of Directors, at each committee of the Board of Directors, and the proceeding of such meetings. If a written consent in lieu of meeting of the Board of Directors is executed, an original or copy of such consent shall be included in the minute book.

7.02 Books of Account. The Association shall keep and maintain adequate and correct accounts of its properties and business transactions.

7.03 Financial Records and Reports. The Association shall maintain current and accurate financial records with complete entries as to each financial transaction of the Association, including income and expenditures, in accordance with generally accepted accounting principles. Based on such records, the Board of Directors of the Association shall annually prepare or approve a financial report for the Association for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include: (a) a statement of support, revenue, and expenses; (b) a statement of changes in fund balances; (c) a statement of functional expenses; and (d) balance sheet for each fund.

7.04 Inspection of Records. Directors. Each Director shall have the right, at any reasonable time or times, to examine and copy the Association's books and records of account, records, corporate minutes, written consents in lieu of meetings, and any other corporate books and records, for any purpose reasonably related to the Director's service as a Director of the Association.

7.05 Seal. The Association seal (of which there may be one or more exemplars) shall contain the name

of the state of incorporation. The seal may be used by impressing it or reproducing a facsimile of it, or otherwise.

Article 8: General Provisions

8.01 Amendment. These Bylaws may be amended or repealed and new Bylaws adopted by the Board of Directors.

8.02 Contracts or Transactions Involving Interested Directors or Officers.

(a) This Bylaw 8.02 section applies only to a contract or transaction between the Association and:

- (1) one or more of the directors or officers; or
- (2) an entity or other organization in which one or more of the directors or officers:
 - (A) is a managerial official or a member; or
 - (B) has a financial interest.

(b) An otherwise valid contract or transaction is valid notwithstanding that a director or officer is present at or participates in the meeting of the board of directors or committee that authorizes the contract or transaction, or votes to authorize the contract or transaction, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by the board of directors or committee, the board or the committee in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of the majority of the disinterested directors or committee members, regardless of whether the disinterested directors or committee members constitute a quorum; or

(2) the contract or transaction is fair to the Association when the contract or transaction is authorized, approved, or ratified by the board of directors or committee.

8.03 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any part of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

8.04 Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the Board of Directors, in the absence of which, the Association's fiscal year shall be the calendar year.

8.05 Headings. The headings are for convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

8.06 Relation to Certificate of Formation. These Bylaws are subject to, and shall be governed by, the Certificate of Formation.

8.07 Resignation. A Director, officer or committee member may resign by giving written notice to the Commissioner, secretary or the Board of Directors. The resignation shall take effect at the time specified in it, or immediately if no time is specified. Unless it specifies otherwise, a resignation takes effect without being accepted.

CERTIFICATE

I certify I am Secretary of METROPLEX CHRISTIAN HOCKEY ASSOCIATION, a Texas nonprofit corporation and that the foregoing Bylaws, consisting of ten (10) pages (including this Certificate page, but excluding the cover page, table of contents and attachments) are the true and correct Bylaws METROPLEX CHRISTIAN HOCKEY ASSOCIATION as adopted today by the unanimous written consent of its initial Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of METROPLEX CHRISTIAN HOCKEY ASSOCIATION as of _____, 2006.

Secretary

