

**THIRD AMENDED AND RESTATED BYLAWS
OF
COLORADO THUNDERBIRDS AAA HOCKEY ASSOCIATION, INC.**

**ARTICLE I
Name, Principal Office and Registered Agent**

1.1 Name

The name of the non-profit Corporation shall be Colorado Thunderbirds AAA Hockey Association, Inc.

1.2 Principal Office

The principal office of the Corporation shall be located at 4434 S. Van Gordon Way, Morrison, CO 80465, with a principal mailing address of P.O. Box 1045, Morrison, CO 80465. The Corporation may have such other offices in the State of Colorado as the Board of Directors, herein after referred to as "Board" may determine or as the affairs of the Corporation may require from time to time.

1.3 Registered Agent and Registered Office

The registered agent and registered office of the Corporation are: Michael J. Cook; and 6215 Corporate Drive, Suite 200, Colorado Springs, CO 80919.

**ARTICLE II
Mission and Purpose**

2.1 Mission and Purpose

The Colorado Thunderbirds AAA Hockey Association, Inc. is committed to creating and sustaining a travel or competitive youth hockey program that will benefit the children of Colorado in the following ways:

1. Teach the ideals of sports, including sportsmanship, teamwork, fair play, discipline, respect, honesty, loyalty and courage;
2. Develop healthier, happier and more confident youth;
3. Combat juvenile delinquency by keeping the youth occupied in worthwhile activities; and
4. Broaden the education of youth through competition in our own and other communities and contact with youth in these other communities.

To achieve these goals, the Corporation will:

1. Promote the development and growth of the sport of hockey;
2. Provide an active hockey program, offering children and their families the opportunity to hear the rules and skills of hockey in a safe and supportive environment;
3. Provide supervised hockey opportunities such as clinics, practices and games as determined appropriate and achievable by the Board;
4. Encourage participation in the Corporation's sanctioned activities by all individuals, regardless of race, national origin, religious affiliation, and sexual orientation;
5. Purchase or otherwise acquire equipment necessary for the successful operation of the Corporation;
6. Raise funds and obtain sponsors as necessary to operate the programs contemplated herein; and
7. In general, do all things appropriate to promote and accomplish any of the foregoing purposes.

ARTICLE III Membership

The Colorado Thunderbirds AAA Hockey Association, Inc. shall have no voting members.

ARTICLE IV Board of Directors

4.1 Authority of the Board of Directors

The Corporation shall be managed by its Board of Directors. All Directors have voting rights. The responsibilities of the Board of Directors include:

- a. Creating a mission statement and ensuring implementation
- b. Approval of human resource policies
- c. Setting policy in order to oversee the overall programmatic, administrative, fiscal, and legal functions of the organization
- d. Establishing the qualifications, authority, and duties of the Executive Director
- e. Appointing, evaluating, and replacing the Executive Director

4.2 Number of Directors

The Board shall consist of at least 3 and no more than 9 members.

4.3 Qualifications and Board Composition

Members of the Board of Directors shall be persons eighteen years of age or older who by virtue of their experience are able to assist in establishing policy for and achieving the objectives of the organization. Individuals serving as Directors are required to attend

Board meetings, to serve on committees, to make appropriate recommendations or take such actions as required to provide individual financial support to the agency, and to fulfill any responsibility or tasks assigned in a timely manner. The Board shall seek a diverse membership including local community members with an interest in the mission of the organization as well as business and human service professionals with specific skills useful in the organization's development and sustainability.

4.4 Term of Office

Directors shall be elected to terms of 3 years. The Directors shall be designated as either Class A Directors, Class B Directors or Class C Directors. The term of each Class A Director shall expire on October 1, 2021 and every third anniversary thereafter; term of each Class B Director shall expire on October 1, 2022 and every third anniversary thereafter; and term of each Class C Director shall expire on October 1, 2023 and every third anniversary thereafter. Furthermore, the Board shall make such efforts as may be necessary to ensure that approximately one third of Directors' terms expire in any year.

4.5 Nomination and Election of Board Candidates

Potential candidates for Board positions may be presented by any current Director, who shall present a brief description of their qualifications. Board members are elected at the annual meeting of the Board.

4.6 Attendance

A Director who is absent without permission from the Board Chair for three consecutive board meetings during a calendar year may be considered to have tendered his/her resignation, unless otherwise determined by the Board.

4.7 Removal

A Director may be removed by a 75% vote of the Board when, in the Board's judgment, it would be in the best interest of the Corporation.

4.8 Resignation

A Director may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

4.9 Vacancies

All vacancies on the Board may be filled by an appointment of the Board at any regular meeting of the Board by a majority vote of those present.

4.10 Indemnification of Directors

The corporation shall indemnify any director, officer, or former director or officer of the Corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the Corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

ARTICLE V Meetings of the Board

5.1 Place of Meetings

Meetings will be held at the Corporation's offices. From time to time the Board may determine that an alternate meeting place is preferable.

5.2 Annual Meeting

An annual meeting of the Board shall be held in October of each year, on such date and at such place and time as the Board may determine.

5.3 Regular Meetings

Regular meetings of the Board shall be held at least 4 times a year.

5.4 Special Meetings

Special meetings may be held upon call of the Board Chair or a majority of Directors, with no less than seven days notice to each member of the Board. Notice shall be provided in writing by mail, and may also be provided by electronic mail or fax.

5.5 Executive Session

The Board reserves the right to call itself into Executive Session (closed to public, staff, or any other specific persons) by a majority vote of the Board present or by order of the Board Chair. The Executive Director and any other officers of the Corporation that are also members of the Board will be excluded only to discuss matter relating to performance and contract.

5.6 Quorum and Voting

Three quarters, or seven people (whichever is greater) shall constitute a quorum for the transaction of business at any meeting of the Directors. Each Director shall be entitled to one vote. There shall be no voting by proxies.

5.7 Action by Board

A majority vote of the Directors present and voting at the meeting at which a quorum is established shall be the act of the Corporation. An exception is when a greater number of votes is required by law, by these Bylaws, or by contracts entered into by the Board.

5.8 Action Without a Meeting

The Board may conduct business without formally holding a meeting as long as: a motion is made, in writing, by a Director requesting action without a meeting and stating the substance of the motion (the motion does not need a second); and more than 2/3rds of the Directors vote, either for the motion, and no Director requests a meeting to discuss the motion. Voting stays open until the motion is withdrawn, the next meeting of the Board or more than 2/3rds of the Directors have voted for the motion. Regardless of outcome, the motion and the voting record may be published in a set of minutes specifically for the motion, and must be published in the minutes of the next Board meeting.

5.9 Compensation of Directors

Directors, in their capacity as directors, shall receive such stated compensation for their services for acting as a director as is determined appropriate by the Board, including potentially the payment of expenses incurred for attendance at any meeting of, or for, the Board.

5.10 Rules of Order

The Executive Director or officer presiding at any meeting of the Board will determine the rules of order to govern the meeting. The rules of order shall govern the organization in all cases in which they are applicable and do not conflict with the Bylaws or applicable law.

ARTICLE VI Elected Officers

6.1 General

The elected officers of the Corporation shall be an Executive Director, a Secretary, and a Treasurer, and if determined appropriate, a President and one or more Vice Presidents. The officers must be current members of the Board and shall constitute the Executive Committee of the Board. The Board may create such other offices as they may consider necessary.

6.2 Election and Term of Office

Officers shall be elected at the annual meeting and shall hold office until his/her resignation or until his/her successor shall have been duly elected.

6.3 Removal

Any officer elected by the Board may be removed by a two-thirds vote of the Board when, in the Board's judgment, it would be in the best interest of the Corporation.

6.4 Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

6.5 Executive Director

The Executive Director shall be the principal Executive Officer of the Corporation and shall, in general, supervise and control all of the business of the Corporation. The Executive Director shall preside at all meetings of the Board. The Executive Director may sign, with the Agent (see article VIII) or any other Officer of the Corporation authorized by the Board, any legal instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by state to the Agent of the Corporation.

6.6 President

In the absence of the Executive Director, or in the event of his/her inability as determined by a two thirds vote of the members present, if a President is then acting, the President shall perform the duties of the Executive Director and, when so acting, shall have all the powers and be subject to all the restrictions of the office of the Executive Director.

6.7 Vice President

In the absence of the Executive Director and the President, or in the event of the inability of both the Executive Director and the President as determined by a two thirds vote of the members present, if a Vice President is then acting, the Vice Presidents shall perform the duties of the Executive Director and, when so acting, shall have all the powers and be subject to all the restrictions of the office of the Executive Director.

6.8 Secretary

The Secretary shall cause the Agent to have charge and custody of true and accurate records of all acts and proceedings of the Corporation and shall perform all duties incident to this office as required by the Board of by federal or state statute.

6.9 Treasurer

The Treasurer shall cause the Agent to have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source; and deposit all such monies in the name of the Corporation

in such banks as shall be selected in accordance with the provision of the Bylaws or Board policy. The Treasurer shall serve as the Chair of the Finance committee of the Board. In the absence of the Executive Director, the President and Vice President, the Treasurer shall perform the duties of the Executive Director, and when so acting, shall have all the powers and be subject to all the restrictions of the office of the Executive Director.

6.10 Compensation of Directors

Officers shall receive such stated salaries or compensation for their services as is determined appropriate by the Board.

ARTICLE VII Committees

The Directors may, by resolution duly adopted under a quorum, establish such committees as they may deem necessary to assist them in their work. The resolution establishing such committees shall state the purpose, timeline, and authority of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Directors of any responsibility imposed by law.

ARTICLE VIII Management

8.1 Executive Director

The Chief Executive Officer of the Corporation shall be the Executive Director, appointed by the Board to serve at the pleasure of the Board. The Executive Director shall be the manager of all Corporation activities, and shall be responsible to the Board for the application and implementation of policies established by the Board in the operation of the agency. The Executive Director shall be a non-voting ex-officio member of all Board committees and may attend all functions of the Board with the exception of executive sessions to discuss matters relating to the Executive Director's performance or contract. The Executive Director shall cause to be prepared an Annual Report, which includes full disclosure of agency control, fiscal information, major programs, and a summary of activities.

8.2 Annual Budget

The Executive Director and Treasurer shall cause an annual budget to be prepared and submitted to the Board at the time designated by the Board for the purpose of discussion, modification, and approval.

8.3 Annual Audit

At the end of each fiscal year, the Executive Director shall determine whether an audit is appropriate or necessary for the agency. The Board shall receive a report on the financial management of the agency on an annual basis.

8.4 Insurance Coverage

The Executive Director shall cause to be submitted to the Board for approval, a program of appropriate insurance coverage for the protection of the Board, staff, clients, the general public and the physical facility.

8.5 Termination of the Executive Director

The Board may terminate the appointment of the Executive Director for convenience at any time according to the conditions of its employment contract with the Executive Director.

ARTICLE IX Anti-Discrimination

The Corporation shall not discriminate or allow unlawful harassment on the basis of race, color, nation origin, gender, sexual orientation, religion, political affiliation, age, size, marital status, disability or military status, in any of its activities or operations. These activities include, but are not limited to, all employment decisions, selection of volunteers, selection of vendors, access to services, and the provision of services.

ARTICLE X Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine.

ARTICLE XI Amendments

The Board shall have the power to amend these Bylaws at any regular or special meeting of the Board by a two-thirds vote of the Board member attending the meeting. Written notice of the proposed amendment is to be give to each member of the Board by US mail no less than ten days prior to the meeting where action is to be taken. These Bylaws shall be reviewed for necessary revisions and amendments at least every two years.

Certificate by Secretary

The undersigned hereby certifies that he is the duly elected, qualified, and acting Secretary of Colorado Thunderbirds AAA Hockey Association, Inc., a Colorado nonprofit corporation, and that the foregoing Third Amended and Restated Bylaws, comprising 9 pages (including this page), were adopted as the Bylaws of the corporation on October __, 2020 by the Board pursuant to the execution of Unanimous Consent of Directors containing a resolution that was executed by the Board as of the same date.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective as of October __, 2020.

_____, Secretary