

Georgia Student Hockey League

Bylaws



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RESTATED BY-LAWS

GEORGIA STUDENT HOCKEY LEAGUE

(A Non-Profit Organization)

1 Article I - Name / Principal Office

The name of the Organization is the Georgia Student Hockey League, ("GSHL"), a not for profit organization in the State of Georgia. The principal office of the Organization shall be located in the State of Georgia or at such other places as may be selected from time to time by the Board of Directors.

2 Article II - Purposes

2.1 Section 1 - Purpose

The Organization is organized exclusively for educational purposes, including but not limited to such purposes as, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), to encourage, foster and promote the development and growth of high school amateur hockey within the State of Georgia, and to conduct and supervise the league activities of all Georgia high school ice hockey teams.

2.2 Section 2 - About

The Georgia Student Hockey League is a non-profit organization promoting the sport of ice hockey at the high school level in Georgia. GSHL is not affiliated with any high school or state educational or athletic board. GSHL is the USA Hockey affiliate organization for high school ice hockey in the State of Georgia.

The Georgia Student Hockey League shall not be used by any individual, group, corporation, etc. as an instrument for any personal, political, financial gain or for any reason other than the promotion of ice hockey to high school students in the State of Georgia.

2.3 Section 3 - Mission Statement

Our mission is to promote the growth of ice hockey in the State of Georgia while promoting academic excellence, good sportsmanship, and a spirit of competition in the student athletes participating in GSHL programs. Further we intend to provide the best possible experience for all participants by encouraging, developing, advancing and

administering the sport. In addition our goal is to continue our quest to become a sanctioned high school sport by the Georgia High School Association (GHSA).

3 Article III - Membership

3.1 Section 1 - Membership

GSHL is a non-profit, non-stock issuing, membership Organization. GSHL's membership is open to school-based teams composed of eligible students interested in the sport of ice hockey. Each school-based team will be a Member of GSHL. Member schools may have more than one team in the GSHL, and each team shall be considered a separate Member for voting purposes pursuant to Section 5.7 below. The original organizer of each Member, as presented on the original written request to become a Member as required in the underlying Section 3.3, or his/her appointed successor, is determined to be the Owner/Member Representative of the Member. All GSHL Members, regardless of membership classification, shall enjoy the same rights and privileges and may participate in the election of the Board of Directors.

3.2 Section 2 - Class of Membership

GSHL has two types of Members: (a) Regular Member and (b) Provisional Member.

(a) Regular Member refers to those school-based teams whose team has played at least one full season in the GSHL.

(b) Provisional Member refers to those school-based teams that are in their initial year in the GSHL.

3.3 Section 3 - Acceptance

A new school-based team may wish to join the GSHL as a Member. This new school-based team must request admission to the GSHL in writing to the Board of Directors prior to September 1st. As a part of the written request, the new school-based team must determine who the Owner/Member Representative and agree to abide by these By-laws as well as the GSHL Rules and Regulations. The Board of Directors has until September 30th to either accept or reject the new school-based team. Any requests received after September 20th will be considered for the following season. The Board of Directors reserves the right to add a new school-based team at any time.

3.4 Section 4 - Owner/Member Representative

Each GSHL Member shall have an Owner/Member Representative, as outlined above. The Owner/Member Representative shall be an adult and shall be deemed the Owner/Member Representative who will work with GSHL in matters pertaining to the GSHL and the teams. The Owner/Member Representative may appoint another adult to act in the Owner's capacity until revoked by the Owner/Member Representative. The

Board of Directors reserves the right to remove an Owner's designee and require the Owner to perform his/her own role.

3.5 Section 5 - Resignation

Any Owner/Member Representative or Member, Regular or Provisional, may resign by signing a written resignation and delivering it to the Communications Director. Upon the resignation of an Owner/Member Representative as to his duties and responsibilities to a Member, the Owner/Member Representative must designate a replacement individual that will assume the Owner/Member Representative responsibilities.

3.6 Section 6 - Suspension/Expulsion

The Board of Directors, by an affirmative vote of two-thirds of the Directors, may suspend or expel a Regular Member or Provisional Member for cause after an appropriate hearing at a meeting called for said purpose. Further the Board of Directors may remove an Owner or Member Representative by an affirmative vote of two-thirds of the Directors.

4 Article IV - Fees

4.1 Section 1 - Member Fees

Member Fees shall be charged to all Members, regardless of membership classification, as a prerequisite to participation each year and from time to time for GSHL's activities. The Board of Directors shall establish the fees and the schedule of payment and present them to the GSHL members for approval during the Annual Meeting as defined under Article V, Section 1 of these Bylaws.

4.2 Section 2 - Special Assessments

In the event of a shortfall in funds necessary for the GSHL to meet its regular financial obligations, the Board of Directors may authorize a special assessment by a vote of two-thirds of the members of the Board of Directors.

4.3 Section 3 - Refund of Fees

There shall be no refund of fees, unless the Board of Directors, by its discretion, decides otherwise.

4.4 Section 4 - Delinquent Accounts

All fees are payable on a date determined by the Board of Directors. All members who are in arrears in fees will be so notified by the Finance Director. Such notice shall state the amount owed, that the rights of membership have been suspended pending receipt in full, and that membership may be cancelled if payment in full has not been received within seven (7) days of the date of such notice unless other acceptable

arrangements are made with the Finance Director to satisfy the delinquent account. The Finance Director may make acceptable arrangements, but in no case shall the delinquency continue for more than sixty (60) days after the date of notice.

5 Article V - Meetings of Members

5.1 Section 1 - Annual Meeting

An annual meeting of all members, both regular and provisional ("Members"), shall be held by October 15 of each year for the purpose of electing Directors, receiving financial reports, approving membership fees and payment schedules and for transaction of any other business as may come before the meeting.

5.2 Section 2 - Place of Meetings

All meetings of Members shall be held at such place within the State of Georgia, as the Board of Directors, upon majority vote, shall find to be convenient.

5.3 Section 3 - Special Meetings

Upon the request in writing of the Governor or the Board of Directors, or ten percent of the Members, it shall be the duty of the Communications Director to call a special meeting of the Members, within forty-five (45) days of the receipt of such written notice.

5.4 Section 4 - Notice of Meetings

- (a) Notice of time, place and purpose of the annual and special meetings shall be given, at least ten days prior to the meeting, by posting the information on GSHL's official Internet web site (www.GSHL.info), by e-mail delivery to each Member, or by mailing a written or printed notice of same, with postage prepaid, to each Member, addressed to the last known post office address of the Owner or Member Representative. If the notice is mailed, the notice shall be deemed to be delivered when deposited in the United States Mail. If the notice is posted to the web site, the notice shall be deemed to be delivered upon posting. If the notice is emailed, the notice shall deem to be delivered when sent.
- (b) Whenever notice is required to be given under any provisions of these bylaws, a written waiver thereof, signed by the Owner or Member Representative, whether before or after the time stated in these bylaws, shall be deemed to be equivalent to notice. Attendance by an Owner or Member Representative at a meeting shall constitute a waiver of notice of such meeting to that Member, except when the Owner/ Member Representative attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

5.5 Section 5 - Quorum

The Members present through their Owners or Member Representatives or by proxy at any meeting for the election of directors shall constitute a quorum for that purpose. To constitute a quorum for any other purpose, there shall be present, in person or by proxy, Owners or Member Representatives constituting twenty-five percent (25%) of the Members. If less than such twenty-five percent (25%) is represented at a meeting, a majority of the Owners or Member Representatives so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

5.6 Section 6 - Proxies

At all meeting of Members, a Member may vote by proxy executed in writing. Such proxy shall be filed with the Communications Director of GSHL before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided by the proxy.

5.7 Section 7 - Voting

Each Member in good standing, regardless of membership classification, shall be entitled to one vote at any annual or special meeting of the membership. Except as may be specifically provided in these bylaws, all matters voted on shall be decided by a majority of the Members present, either in person or by proxy.

6 Article VI - Board of Directors

6.1 Section 1 - Composition

The Board of Directors shall consist of a minimum of five (5) and a maximum of twelve (12) voting members, having staggered terms of office providing for at least half the positions being elected each year for a two-year term. In addition, the Board of Directors shall elect from its own member the officers of the Organization.

6.2 Section 2 - Term of Office

All Directors elected shall begin their term of office on September 1 of the election year and end on August 30 two years following the election year. Effective on the date of their election, the new Board of Directors shall begin planning the events of the coming season.

6.3 Section 3 - Nominations

Not less than thirty (30) days prior to the annual meeting of the Organization, the Governor, with the approval of the Board, shall appoint a Nominating Committee. The

Nominating Committee shall nominate at least three members for the Board of Directors. The membership may also nominate candidates by submitting in writing to the Communications Director the name or names of potential candidates.

6.4 Section 4 - Conduct of Elections

Election of Directors shall be conducted at the Annual Meeting of all GSHL members.

6.5 Section 5 - Duties of the Board of Directors

The Board of Directors shall manage the business and affairs of the Organization.

6.6 Section 6 - Failure to Perform Duties

If a Director fails to attend three (3) consecutive regular meeting of the Board of Directors or otherwise fails to perform any of the duties delegated to him or her, his or her office may be declared vacant by the affirmative vote of a majority of the Board of Directors.

6.7 Section 7 - Vacancies

The remaining Directors at any regular or special meeting of the Board may fill all vacancies on the Board of Directors by a vote of the majority of the Directors in a meeting at which a quorum is present. The Director thus elected to fill any vacancy, shall hold office until the next annual meeting of the Members and until a successor is elected and qualifies.

6.8 Section 8 - Regular Meetings

A regular meeting of the Board shall be held at least once a quarter within the State of Georgia at the call of the Governor.

6.9 Section 9 - Special Meetings

Special meetings of the Board of Directors may be called by or at the written request of the Governor or any two Directors. The Governor shall set the time and place of such special meeting.

6.10 Section 10 - Notice

Notice of regular and special meeting of the Board shall be given to each Director at least two days prior to the meeting by posting the information on GSHL's official Internet web site (www.GSHL.info), by e-mail delivery to each Director, or by telegram or letter. However, such notice may be waived in a writing signed by the Directors. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

6.11 Section 11 - Quorum/Voting

A majority of the Board of Directors shall constitute a quorum for the transaction of business of any meeting, but less than a quorum may adjourn the meeting. Unless otherwise required by Charter or Statute, the act of a majority of the Directors present at a properly convened meeting at which there is a quorum shall be deemed to be an act of the Board.

6.12 Section 12 - Committees

- (a) The Governor, with concurrence of the Board of Directors may appoint standing or temporary committees made up of either Directors, Owners, and/or Member Representatives and invest such committees with such powers as the Directors see fit.
- (b) Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Organization, and may authorize the seal of the Organization to be affixed to all papers which may require it, but no such committee shall have the power of authority.
 - 1. To amend the Certificate of Organization;
 - 2. To adopt an agreement of merger or consolidation;
 - 3. To transact the sale, lease, or exchange of all or substantially all of the Organization's property and assets;
 - 4. To call for a dissolution of the Organization or a revocation of a dissolution; or
 - 5. To amend the bylaws of the Organization;
- (c) Where possible, such Committees shall keep minutes of their meetings and shall report their activities to the Board of Directors at their regular meeting or upon request.

6.13 Section 13 - Operating Rules

The Board of Directors shall make all rules and regulations governing the conduct and management of the Organization, which it deems advisable. These rules and regulations must not be in conflict with the purpose of the Organization or its Bylaws. A copy of the initial Rules and Regulations approved by the Board are attached as Exhibit A. The Board of Directors, by majority vote, may amend these rules and regulations as they deem necessary. The Director of Communications shall keep a current copy of these

By-laws and the associated Rules and Regulations on the GSHL's official web site (www.GSHL.info).

6.14 Section 14 - Compensation

The Directors shall not receive any compensation for their efforts as Directors of the Organization. It shall be noted that any expenses or reimbursements made by the Organization shall not in anyway be deemed as compensation. Nothing herein contained shall be construed to prevent any Director from receiving compensation for services to the Organization rendered in a capacity other than Director and/or an officer of the Organization.

6.15 Section 15 - Presumption of Assent

- (a) A Director of the Organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Communications Director of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Communications Director of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
- (b) A member of the Board of Directors or of any committee designated by the Board of Directors shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or reports made to the Organization by any of its officers, or by an appraiser selected with reasonable care by the Board of Directors or by any such committee, or in relying in good faith upon other records of the Organization.

7 Article VII - Officers

7.1 Section 1 - Number/Term

The officers of the Organization shall be a Governor, Registrar, Secretary, Communications Director, Finance Director, Media Relations Director, and Scheduler, each of who shall be elected by the Board of Directors. The Board of Directors may from time to time elect one or more Assistant Registrars, Assistant Communication Directors, Assistant Finance Directors and such other officers, assistant officers, and agents as may be deemed necessary. No officer may hold any more than one office at one time. The officers shall hold office for one year and until his or her successor is elected and qualified. The officers including the Governor do not need to be Member Representatives or affiliated in any way with any Member.

7.2 Section 2 - Vacancies

The Directors at any regular or special meeting of the Board of Directors may fill vacancies in an office.

7.3 Section 3 - Removal

Any officer may be removed from office without cause by affirmative vote of a majority of the Board of Directors.

7.4 Section 4 - Governor

The Governor shall preside at all meetings of Members and the Board of Directors. He or she shall be the Chief Executive Officer of the Organization, and shall have general supervision and management of the affairs of the Organization subject, however, to the control, when exercise, of the Board of Directors. He or she shall make reports to the Directors and Members and perform all other duties as are incident to this office or are properly required of him or her by the Board of Directors. The Governor shall appoint Chairmen of such committees as the Directors may appoint and shall serve ex officio as a member of each committee.

7.5 Section 5 - Registrar

The Registrar shall perform all such duties as may be properly required of him or her by the Board of Directors or the Governor and in the absence or inability of the Governor shall exercise all powers of the Governor.

7.6 Section 6 - Secretary

The Secretary shall perform all such duties as may be properly required of him or her by the Board of Directors or the Governor. These duties include, but are not limited to, keeping Minutes of the meetings of the Board of Directors and Members, shall have charge of the Minute Books, and maintaining the official copy of these By-laws and the GSHL Rules and Regulations.

7.7 Section 7 - Communications Director

The Communications Director shall perform all such duties as may be properly required of him or her by the Board of Directors or the Governor. These duties include, but are not limited to, maintaining the official web site of the GSHL, maintaining league standings and all league and player statistics.

7.8 Section 8 - Finance Director

The Finance Director shall have custody of all monies and securities of the Organization and shall keep regular books of account. He or she shall disburse the funds of the Organization as may be ordered by the Board of Directors or Governor and shall render an account of all of his or her transactions as Finance Director, and of the financial

condition of the Organization, and shall perform all duties incident to his or her office or that are properly required of him or her by the Board of Directors or the Governor.

7.9 Section 9 - Media Relations Director

The Media Relations Director shall be the single point of contact for external communications to the media and shall make such reports and perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors or the Governor.

7.10 Section 10 - Scheduler

The Scheduler shall perform all such duties as may be properly required of him or her by the Board of Directors or the Governor. These duties include, but are not limited to, developing and maintaining relationships with the various local rinks, procuring all ice required by the GSHL, and scheduling the use of said ice by the GSHL.

8 Article VIII - Management of Corporate Funds

No funds received by donation, bequest or any other means shall be diverted from the use to which they may be assigned by the donor, testator, or testatrix, unless such use is contrary to or in conflict with the purposes of the Organization.

9 Article IX - Exempt Activities

Notwithstanding any other provisions of these Bylaws, no Member, Director, Officer, Employee or Representative of this Organization shall take any action or carry on any activities by or on behalf of the Organization not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

10 Article X - Amendments

The Board of Directors shall have the power to make, amend and repeal the Bylaws of this Organization by an affirmative vote of the majority of the Directors present at a regular or special meeting of the Board.

11 Article XI - Waiver of Notice

Whenever, under the laws of the State of Georgia or by provision of these Bylaws, a Waiver in writing is signed by persons entitled to such notice, whether before or after the time stated therein, it shall be deemed equivalent to giving of such notice.

12 Article XII - Indemnification

Every person who is or shall be or shall have been Director or Officer, agent or employee of the Organization and his or her personal representative, who be reason of his or her position was, is or is threatened to be made a party to a proceeding brought by or on behalf of the Organization, shall be indemnified by the Organization.

13 Article XIII - Informal Action

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting if prior to such action a written consent thereto is signed by all Members of the Board or of the committee, as the case may be, and such written consent is filed with the Minutes of the proceeding of the Board or the committee.

14 Article XIV - Preeminence

14.1 Section 1 - GSHL and USA HOCKEY

GSHL shall abide by and act in accordance with the Articles of Organization, Bylaws and the GSHL Rules and Regulations, and decisions of the Board of Directors of USA HOCKEY unless they conflict or contradict with GSHL's Articles of Organization, Bylaws, Rules and decisions of GSHL's Board of Directors and a majority of the Board of Directors determine not to comply with Articles of Organization, Bylaws and Regulations, Playing Rules and decisions of the Board of Directors of USA HOCKEY.

14.2 Section 2 - GSHL Preeminence

Upon the decision from a majority of the Board of Directors, GSHL's Articles of Organization, Bylaws, Rules and decisions shall take precedence over and supersede all similar governing documents and/or decisions of USA HOCKEY or other organizations.

15 Article XV - Contracts, Loan, Checks, Deposits

15.1 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 of and on behalf of the Organization. Such authority may be general or confined to specified instances.

15.2 Section 2 - Loans.

No loans shall be contracted on behalf of the Organization 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.

15.3 Section 3 - Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization, shall be signed by such

officer or officers, agent or agents of the Organization and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

15.4 Section 4 - Deposits

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositaries as the Board of Directors may select.

16 Article XV - Dissolution of the Organization

Should it become necessary to dissolve GSHL, a special Board of Directors Meeting shall be called to adopt such a resolution and dissolution shall proceed in accordance with the laws of the State of Georgia. Upon the dissolution of the GSHL, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any Federal tax code, or shall be distributed to the Federal government, or to s State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

17 Article XVI - Capital Reserve Account

17.1 Section 1 - Purpose

A Capital Reserve Account will be established prior to the end of the Organization's 2002 fiscal year, for the long-term capital needs of the Organization consistent with the purposes of the Organization as set out in its Articles of Organization. Such purposes shall include but not be limited to: emergency needs resulting from shortfalls in coverage of liability insurance or registration fees; equipment for use in the Organization's operations and skating facilities. No such funds shall be used to reduce the registration fees of any person or be rebated to any member.

17.2 Section 2 - Investment of Funds

The Finance Director of the Organization is delegated the responsibility of investing such Capital Reserve funds in such account or accounts as authorized by a majority of the Board of Directors. The investment intent of such Capital Reserve Account shall be for the type of investment to which the funds are applied provided the Board of Directors authorizes them.

17.3 Section 3 - Annual Contribution

Contributions to the Capital Reserve Account shall be made on an annual basis at the discretion of the Board of Directors.

17.4 Section 4 - Application of Funds

No funds shall be expended from the Capital Reserve Account for the ordinary operating expenses of the Organization. The funds may be spent from such account only following approval by the majority of the Board of Directors at an open Board Meeting in which the membership of the Organization is invited and receives sixty (60) days advance notice.

17.5 Section 5 - Liquidation

In the event that the Organization is liquidated or otherwise ceases its existence, the funds of the Capital Reserve Account may be distributed to any qualified 501(c)(3) youth hockey organization such as U.S.A. Hockey or one or more similar organizations based in the State of Georgia or in the event such entity does not exist, then such contribution should be to a non-profit Organization consistent with the provisions of the Internal Revenue Code then in effect.

17.6 Section 6 - Separate Entity

It is anticipated that when the size of the Capital Reserve Account becomes significant, that the Board of Directors may desire to recommend the funds be held in a separate entity under a separate charter if it is economically feasible. The purpose of creating such a separate entity would be to preserve the funds for the purpose of the Capital Reserve Account and to protect them from any claims by third parties that might take place while they are part of the general funds of the Organization.