

**SECOND AMENDED AND RESTATED BYLAWS OF
TRI CITY EAGLES HOCKEY ASSOCIATION OF THE CAPITAL BELTWAY HOCKEY LEAGUE,
INCORPORATED AS OF DECEMBER 19, 2020**

ARTICLE 1: NAME, PURPOSES, OFFICES AND MEMBERS

1.1 NAME AND PURPOSES: The name and purposes of the Corporation are set forth in the Articles of Incorporation, as amended. The primary operations and financial transactions of the Corporation are conducted as the Tri-City Eagles Hockey Association (“Club”). The business and affairs of the Club are business and affairs of the Corporation.

1.2 PRINCIPAL OFFICE: The principal office of the Corporation shall be 13800 Old Gunpowder Rd Laurel, MD 20707, or such other location as may be designated by the Board of Directors.

1.3 OTHER OFFICES: The Corporation may also have offices at other such locations as the Board of Directors may determine.

1.4 MEMBERS OF THE CORPORATION: The Board of Trustees as defined in the Articles of Incorporation is referred to herein as the “Board of Directors.” The members of the Board of Directors (“Directors”) shall constitute the members of the Corporation.

ARTICLE 2: DIRECTORS

2.1 CLASSES: There shall only be one class of Directors entitled to one vote per Director.

2.2 MANAGEMENT: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which shall be composed of no more than five (5) persons and no fewer than three (3) persons. The exact number of Directors shall from time to time be fixed and determined by the Directors by an affirmative vote and resolution of at least 2/3 of the Directors.

2.3 COMPOSITION: The Board of Directors shall, at all times, consist of persons dedicated to the mission of the Corporation, possessing the skills and character to govern the business and affairs of the Corporation in accordance with applicable positive law and the Articles of Incorporation and bylaws as may be amended from time to time. On the effective date hereof, the Board of Directors shall include Michael Pleszkoch, Felicity McGrath and Robert Kriner.

2.4 TERM: Each Director shall hold office for a term of two (2) years or until a successor is duly elected.

2.5 ELECTION/VACANCIES: The Directors for ensuing terms shall be elected by the existing

Directors at the Annual Meeting of the Board of Directors. Vacancies occurring between Annual Meetings may be filled for the balance of the term by election by the remaining Directors.

2.6 REMOVAL: Any Director may be removed, with or without cause, by a vote of a majority of the Directors. A vote for removal may occur at any meeting of the Board of Directors convened in compliance with these Bylaws, provided that written notice of the intention to consider the removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure is required.

2.7 Employment by the Corporation, directly or indirectly, shall not disqualify a person or any member of the person's immediate family from eligibility for election to the Board of Directors.

2.8 A Director may resign by submitting a written resignation to the other Directors.

ARTICLE 3: MEETINGS OF THE BOARD OF DIRECTORS

3.1 ANNUAL MEETING OF THE CORPORATION AND BOARD OF DIRECTORS: The Annual Meeting of the Corporation and the Annual Meeting of the Board of Directors shall be at such dates and times as determined by the Board of Directors in accordance with Maryland law.

3.2 REGULAR BOARD MEETINGS: Regular Meetings of the Board of Directors shall be held at least quarterly and may be scheduled more often in accordance with the Bylaws.

3.3 SPECIAL MEETINGS: Special Meetings of the Board of Directors may be held at any time and at any place when called by the Chairman of the Board of Directors or at least two (2) Directors or one-third of the Directors, whichever is greater. Business transacted at Special Meetings shall be confined to the purposes of the meeting stated in the notice of the meeting, unless notice is waived.

3.4 NOTICE OF MEETINGS: Notice of Regular Meetings of the Board of Directors, including the Annual Meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting to all Directors. Notices of Special Meetings shall state that it is a Special Meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of any Director to respond to notice shall not invalidate the meeting or any action taken at the meeting. Directors may waive notice to the fullest extent permitted by Maryland law.

3.5 EXECUTIVE SESSION: At any meeting of the Board of Directors, where a quorum is present, the Board of Directors may, by a majority vote, enter an executive session in which

only certain Directors or other persons invited by the Board of Directors are present. Executive session minutes or records may be kept separately and confidentially, and need not include the substance of discussions, only actions taken.

3.6 QUORUM: At meetings of the Board of Directors, a quorum shall consist of at least a majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person including as defined in 3.8 below.

3.7 VOTING: Except as otherwise provided in these Bylaws, decisions of the Board of Directors shall be by a vote of a majority (fifty percent (50%) plus (1) of those present assuming a quorum, but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote. Directors may vote only in person or as provided in 3.8 below. There shall be no proxy voting.

3.8 TELEPHONE AND ELECTRONIC PARTICIPATION: Directors may participate in meetings of the Board of Directors and vote on matters discussed therein, by means of a conference telephone call or other effective means of communication by which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

3.9 ACTION WITHOUT MEETING: Any action which may be properly taken by the Board of Directors at a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action, to the fullest extent permitted by Maryland law. Such consent shall have the same force and effect as a vote of the Directors at a meeting.

3.10 PROCEDURE: The Board of Directors shall keep minutes or other records of its meetings and proceedings, which shall be curated and retained by the Secretary.

ARTICLE 4: COMMITTEES OF THE BOARD OF DIRECTORS

4.1 The Board of Directors, by resolution adopted by a majority of the Board of Directors present at a meeting where there is a quorum present, may designate one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee. The Chairman of the Board of Directors shall appoint the members and the Chair of all committees. All such appointments shall be approved by the Board of Directors prior to the appointment or be ratified by Board of Directors meeting. The Chairman of the Board of Directors may appoint persons who are not Directors of the Corporation but such persons may not vote as Directors in actions by or on behalf of the Board of Directors. All committees created by the Board of Directors shall be chaired by a member of the Board of Directors or in the case of co-chairs at least one chair must be a member of the Board of Directors unless otherwise specified herein. The Chairman of the Board of Directors shall serve as an ex-officio member of all committees. Committees shall keep minutes or other records of their meetings and proceedings.

4.2 Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself: approve action that requires full Board of Directors approval by law; fill vacancies on the Board of Directors or any of its committees; amend the Articles of Incorporation; adopt, amend or repeal the Bylaws; approve a plan of merger, consolidation or dissolution or transfer of assets of the Corporation; employ or discharge anyone from employment with the Corporation; other than if the committee is so charged, committees may not enter into any agreement, contract or obligation on behalf of the Corporation, or portray themselves as representing the Corporation as a whole.

4.3 There shall be the following standing committees of the Board of Directors:

4.3.1 AUDIT COMMITTEE: The Audit Committee shall be responsible for oversight of the financial operations and controls of the Corporation and the Club. On the effective date hereof, the Audit Committee shall include Michael Pleszkoch and Felicity McGrath. While serving on the Audit Committee, a member of the Committee shall not: (i) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation, except as otherwise permitted herein, or (ii) have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year (except incidental transactions such as payments of required fees and costs for participation in Club activities or as approved or ratified by the Board of Directors). The Audit Committee shall have the following specific responsibilities:

4.3.1.1 Review, discuss and recommend the proposed annual Corporation budget and submit the budget for approval to the Board of Directors;

4.3.1.2 Review, discuss and present the financial statements to the Board of Directors for approval, at least quarterly;

4.1.1.3 Oversee the Corporation's engagement of financial professionals and the annual audit including appointing the auditor and receiving the auditor's report. The Audit Committee should ensure that the full Board of Directors approves the audited financial statements and receives a copy of the management letter (if any), and the Audit Committee should monitor implementation of the management letter if applicable. A separate committee or a subcommittee of the Audit Committee may be appointed to oversee the audit, provided the full Board of Directors has the opportunity to approve the audited financial statements.

4.3.1.4 Recommend and review policies and procedures for: (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees or staff of the Corporation of concerns regarding questionable accounting, auditing or other financial matters.

4.3.1.5 Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Club.

4.3.2 RULES AND ETHICS COMMITTEE: The Rules and Ethics Committee shall be responsible for oversight and administration of the Club rules and policies, and Club governance, and the consideration and determinations concerning ethics and potential conflicts of interest involving the Corporation, the Board of Directors and the Club. On the effective date hereof, the Ethics Committee shall include Felicity McGrath and Robert Kriner.

ARTICLE 5: ADVISORY BOARD

5.1 GENERAL: The Corporation may have an Advisory Board of persons determined and appointed by the Hockey Director for assisting the Hockey Director with the day to day operations of the Club, subject to approval by the Board of Directors. The Hockey Director may determine the number, terms and responsibilities of Advisory Board members, subject to approval of the Board of Directors. The capacity of Advisory Board and its members shall be exclusively advisory to the Hockey Director and the Board of Directors. Advisory Board members must complete the Safesport and Background Check requirements of the Club prior to the commencement of their service and as required from time to time, to the satisfaction of the Board of Directors and the Hockey Director. Additional requirements may be determined and imposed by the Board of Directors or the Hockey Director.

ARTICLE 6: OFFICERS

6.1 ELECTIONS/VACANCIES: The Officers of the Corporation shall consist of the Chairman of the Board of Directors, the Hockey Director, the Secretary, and the Treasurer, and such additional Officers as the Board of Directors may from time to time elect. The Officers shall be elected from among the Directors. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors and any Director so elected shall fulfill the term of his/her predecessor.

6.2 TERM: Officers shall serve a term of two (2) years, or until their successors are elected or they are removed.

6.3 REMOVAL: An Officer may be removed from office, with or without cause, as determined by a two-thirds (2/3) majority vote of the Board of Directors present at any meeting at which there is a quorum.

6.4 RESIGNATION: An Officer may resign by submitting a written resignation to the Board of Directors.

6.5 AUTHORITY AND RESPONSIBILITIES: The Officers shall have the authority and responsibilities determined and designated by the Board of Directors as follows:

6.5.1: The Chairman of the Board of Directors shall preside at and conduct all

meetings of the Board of Directors. The Chairman must be a non executive Director and may not be an employee of the Club or any affiliate. On the effective date hereof, the Chairman shall be Michael Pleszkoch.

6.5.2: The Hockey Director shall have authority and responsibility to manage the day to day operations of the Club and to report to the Board of Directors regarding these matters. The Hockey Director may sign all contracts and agreements in the name of the Corporation or the Club after they have been approved by the Board of Directors, serve and act as the representative of the Corporation and the Club in meetings and discussions with other organizations and agencies, serve and act as the representative of the Corporation and the Club in determining and managing the interests of the Club and the Corporation in matters concerning hockey regulatory bodies such as the CBHL, PVAHA and USA Hockey subject to the direction of the Board of Directors and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board of Directors.

6.5.3: The Secretary shall keep and maintain minutes or records of all meetings of the Corporation and the Board of Directors; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting, and maintain a current listing, with contact information, of the Directors, Officers and Advisory Board Members, at the offices of the Corporation. The Secretary shall also be the custodian of the books and records of the Corporation and shall provide oversight of the Corporation's compliance with state and federal regulatory filings. As of the date hereof, the Secretary shall be Felicity McGrath.

6.5.4: The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board of Directors to monitor the organization's financial resources and controls and shall report to the Board of Directors regarding these matters, including but not limited to of any significant financial matters that require action by the Board of Directors. If required, the Treasurer shall ensure that the Board of Directors engages qualified financial professionals including an auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as this committee's chair. As of the date hereof, the Treasurer shall be Michael Pleszkoch.

6.5.5: Other Officers appointed by the Board of Directors shall perform such duties as may be specified in writing by the Board of Directors or by Officers given authority over them.

ARTICLE 7: EMPLOYEES AND STAFF

7.1: The Hockey Director may be employed directly by the Corporation, or may be otherwise engaged by the Corporation on such terms as determined and approved by the Board of Directors. The Board of Directors may enter into agreements and/or other commitments on behalf of the Corporation to retain the services of the Hockey Director for a period in the future, on such terms as the Board of Directors, in its sole and complete discretion, shall determine are advisable and in the best interests of the Corporation. If the Hockey Director is a

Director, the Hockey Director shall recuse from and not vote as a Director on any matter concerning the employment or compensation of the Hockey Director.

7.2: Other staff may be hired as employees or contractors by the Board of Directors or by the Hockey Director, subject to approval by the Board of Directors.

ARTICLE 8: CONFLICT OF INTEREST

8.1 The Board of Directors may adopt a conflict of interest policy applicable to Directors, Officers, Advisory Board members, employees, staff and volunteers. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and provide for disinterested review and approval or disapproval of individual transactions or conflicts.

ARTICLE 9: INDEMNIFICATION

9.1 The Corporation shall indemnify all Directors, Officers, Advisory Board members, and employees to the fullest extent permitted by state and federal law including the payment of related legal expense.

ARTICLE 10: EXONERATION

10.1 To the fullest extent permitted by state or federal law, no Director, Officer, Advisory Board Member or Advisory Board Member Emeritus of this Corporation shall be personally liable to the Corporation or its members for damages. Such persons shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE 11: INSURANCE

11.1 The Board of Directors shall evaluate the Corporation's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance and Directors' and Officers' liability insurance, and shall obtain and maintain such insurance as appropriate and adequate based upon professional advice.

ARTICLE 12: COMPENSATION

12.1 The Directors and Officers of the Corporation shall serve without compensation, except as the Board of Directors may otherwise determine in its sole discretion. Directors and Officers may be reimbursed for expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director, Officer or Advisory Board member from receiving compensation in the form of player discounts, Club credits or the like in recognition of

the substantial time commitment for his/her service to the Corporation and Club or compensation for service in some other capacity, provided the transaction is consistent with the Corporation's conflict of interest policy and these Bylaws. Compensation provided to Directors, Officers and Advisory Board Members shall be on such terms approved by the Board of Directors, in compliance with all requirements to satisfy the Corporation's non-profit, tax and legal status.

ARTICLE 13: CORPORATE RECORDS

13.1 The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes or records of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws and approved rules and policies. The Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three most recently filed IRS Form 990s. Upon written request, all books and records of the Corporation may be inspected by any Director within three (3) business days. The Secretary shall be the custodian of the books and records.

ARTICLE 14: SIGNATURE AUTHORITY

14.1 All checks, notes, acceptances, contracts and orders for payment of money shall be signed only by such person(s) determined by the Board of Directors pursuant to the policy recommended by the Treasurer and approved by the Board of Directors.

ARTICLE 15: FISCAL YEAR

15.1 The fiscal year of the Corporation shall be from January 1st to December 31st.

ARTICLE 16: AMENDMENTS

16.1 These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date, subject to waiver.

ARTICLE 17: NON-DISCRIMINATION

17.1 The Corporation and the Club shall not discriminate against any person on the basis of age (40 and older), marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability, physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures or practices.

ARTICLE 18: DISSOLUTION

18.1 The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the court in the jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations.

ARTICLE 19: RULES OF OPERATIONS

19.1 GENERAL: The Corporation may adopt and maintain Rules of Operations for the Club to govern the business and operations of the Club and Club participants. The Rules of Operations shall be approved or ratified by the Board of Directors. The Board of Directors and the Hockey Director shall be responsible for the oversight of the Rules of Operations and enforcement thereof.

Adopted by the Board of Directors by effective as of December 19, 2020.