

ARTICLES OF INCORPORATION
OF THE
GALLATIN HOCKEY OFFICIALS' ASSOCIATION, INC.
A NON-PROFIT CORPORATION
OF THE
STATE OF MONTANA

We, the undersigned residents of the State of Montana, being eighteen (18) years or more of age, do hereby associate ourselves together for the purpose of forming a corporation under the statutes of the State of Montana.

ARTICLE I: NAME

The name of the corporation shall be the

GALLATIN HOCKEY OFFICIALS' ASSOCIATION, INC.

The corporation's registered agent shall be Steve Reida. The registered office shall be located at 27 N. Tracy, P.O. Box One, Bozeman, MT 59771-0001.

ARTICLE II: DURATION

The period of duration of this nonprofit shall be perpetual.

ARTICLE III: PURPOSES

This corporation is a mutual benefit corporation, organized exclusively for charitable and educational purposes. These include, but are not limited to, the following:

1. Further the interests of ice hockey officials;
2. Maintain the highest standard of ice hockey officiating;
3. Promote the welfare of ice hockey, its players, parents, administrators, fans, the media and officials;
4. Encourage the spirit of fair play and sportsmanship;
5. Provide educational programs to advance the skills of ice hockey officials;
6. Work with organizations and associations connected with ice hockey and other sports to further amateur sports and all persons involved with amateur sports;
7. Conduct programs to encourage public appreciation for the skill and professional competence of ice hockey officials.

ARTICLE IV: NON-PROFIT

The corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE V: MEMBERS

Section 1: Membership. This corporation shall be comprised of persons with the following classes of membership.

- * Active: Comprised of individuals who are duly qualified ice hockey officials who have complied with all the membership requirements of this corporation, who are in good standing, and who officiate ice hockey contests;
- * Inactive: Comprised of individuals who were formerly duly qualified ice hockey officials who were in good standing when they ceased to be Active members and who now no longer officiate ice hockey contests;
- * Affiliate: Comprised of individuals or business entities who are not Active or Inactive members, but who have a special interest in the purposes of this corporation;
- * Honorary: Comprised of individuals upon whom this corporation desires to confer such status according to criteria to be established by this corporation.

Section 2: Qualified Membership. This corporation may accept individuals for membership pursuant to criteria to be established by this corporation and such applications for membership shall be accepted or rejected by a majority vote of the Board of Directors.

Section 3: Resignation. Any member may resign by filing a written resignation with the Secretary, which shall be presented to the Board of Directors by the Secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges previously accrued and unpaid prior to the receipt of such resignation.

Section 4: Reinstatements. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE VI: MEMBERSHIP MEETINGS

Section 1: Meetings of Members. The corporation shall hold one business meeting each year. Special meetings of the members may be called by the Secretary at the request of the majority of the Board of Directors.

Section 2: Voting. The presence of at least 20% of the active membership constitutes a quorum. A majority vote of such members where a quorum is present is necessary to make a decision, except where some other number is required by law or the by-laws.

Section 3: Meeting Requirements. Each Active member in good standing shall be required to attend at least three meetings of the members each year.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: General Powers and Duties. The property, business and affairs of the Corporation shall be managed by its Board of Directors, and the Board of Directors may exercise all such powers of the Corporation as are not by law, these articles or by its by-laws, directed or required to be exercised by its members.

Section 2: Composition. The Board of Directors shall consist of five Active members in good standing of the corporation. Each Director shall hold office until his successor shall have been elected and qualified, or until his/her death, resignation or removal.

Section 3: Election of Directors. Directors will be elected at the annual business meeting by a majority vote of the Active members. Board members will serve a three-year term. In order to stagger the terms, one of the founding Directors will serve a one-year term, two will serve two-year terms and two will serve three-year terms. Thereafter each Director will server a three-year term.

Section 4: Removal of Directors. Any Director may be removed by a majority vote of the Active members whenever in their judgement the best interests of the corporation will be served thereby.

Section 5: Resignations. Any Directory may resign at any time by giving written notice to the President or Secretary of the Corporation.

Section 6: Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Directors then in office. Each Director so appointed shall hold office until the next election during the annual meeting.

Section 7: Meetings. The regular meetings of the Board of Directors shall be agreed up by the Board and announced in the minutes of the meeting. Special meetings may be called at any time by the President or at the request of a majority of Directors. Notice of any special meeting must be given at least 5 calendar days in advance to every Director.

Section 8: Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ARTICLE VIII: OFFICERS

Section 1: Elected Officers. The officers of the corporation shall be members of the Board of Directors. They shall be elected to office at the first Board of Directors meeting following the Annual Business meeting. The officers shall be a President, Vice-President, Secretary and a Treasurer.

Section 2: President. The President shall be the Chief Executive Officer of the Corporation and shall be responsible for all management functions. The President shall preside at all meetings of the Board of Directors and

at the annual business meeting.

Section 3: Vice-President. The Vice-President shall be responsible for such duties as are individually assigned to him by the President.

Section 4: Secretary. The Secretary shall keep minutes of all Board meetings and of the annual business meeting, shall send out notices of meetings and minutes to the Directors and keep all records of the corporation except those incident to the duties of the Treasurer.

Section 5: Treasurer. The Treasurer will receive and be responsible for all funds and property of the corporation and will keep full and accurate records and accounts for the corporation. The treasurer will deposit all funds received and disburse the funds as authorized by the Board of Directors. The Treasurer shall report all financial activity to the Directors at each Board meeting and to the membership at the Annual Business meeting.

ARTICLE IX: BOOKS AND RECORDS

Section 1: Location. The books, accounts and records of the corporation shall be kept at such place or places as the Board of Directors may from time to time determine.

Section 2: Inspection. The books, accounts and records of the corporation shall be open to inspection to any member of the Board of Directors at all times and open to inspection to the Active members at such times and subject to such regulations as provided by statute.

Section 3: Corporate Seal. The corporation shall have a seal, which shall be used as prescribed by law.

Section 4: Audit. The accounts of the corporation shall be audited not less than annually by a Certified Public Accountant who shall be appointed by the President with approval of the Board of Directors, and who shall provide a report to the Board of Directors which shall be present to the Active members at the next annual business meeting.

ARTICLE X: DUES

The members may determine from time to time the amount of initiation fee (if any), annual dues payable by the classes of membership of the corporation, the dates upon which payment is due and penalties for non-payment or failure to pay in a timely manner.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations operated exclusively for charitable, educational, religious or scientific purposes and qualified as an exempt organization under Section 501(c)3 of the Internal Revenue Service Code.

In witness whereof we have hereby subscribed our names on the 25th day of January 1999.

Robert Tallon
Mark Lachapelle
Michael Barrett
Keith Raygor