

ARIZONA AMATEUR HOCKEY ASSOCIATION
an Arizona Nonprofit Corporation

NOTICE OF SPECIAL MEETING OF MEMBERS

TO BE HELD ON SEPTEMBER 16, 2019

Pursuant to A.R.S. § 10-3702 and Section 4.03 of the Bylaws, the President and the Board of Directors call for a Special Meeting of Members of Arizona Amateur Hockey Association to be held at Ice Den Scottsdale, 9375 East Bell Road, Scottsdale, Arizona on September 16, 2019, at 6:30 p.m., local time, immediately prior to the Annual Meeting of the Members, for the following purposes:

1. To approve the Amended and Restated Articles of Incorporation of Arizona Amateur Hockey Association proposed by the Board of Directors.

***A copy of the proposed Amended and Restated Articles of Incorporation is enclosed with this Notice along with a Summary of Amendments. The proposed amendments grant to the Board and the Members certain powers previously reserved solely to the Members. For that reason, the Board makes no recommendation.

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING IN PERSON, PLEASE PROMPTLY FILL IN, DATE, SIGN, AND RETURN THE ENCLOSED FORM OF BALLOT, CONSENT, AND PROXY TO KRISTY AGUIRRE BY HAND DELIVERY OR MAIL TO 7225 W HARRISON STREET, CHANDLER AZ 85226, OR BY EMAIL TO SECRETARY@AZAMATEURHOCKEY.ORG. THE BALLOT CANNOT BE REVOKED.

Scottsdale, Arizona

Dated 8/12/19

ARIZONA AMATEUR HOCKEY ASSOCIATION,
an Arizona nonprofit corporation,

By: _____


Kristy Aguirre, its Secretary

SUMMARY OF AMENDMENTS

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ARIZONA AMATEUR HOCKEY ASSOCIATION an Arizona Nonprofit Corporation

- Article II** Amended to reflect current address of statutory agent.
- Article IV** Amended to reflect current citation to Tax Code and grammatical changes without substantive effect.
- Article V** Amended to reflect current citation to Tax Code and grammatical changes without substantive effect.
- Article VI** Amended to reflect current citation to Tax Code and grammatical changes without substantive effect.
- Article VII** Amended to reflect current Arizona Nonprofit Corporation Act concerning indemnification.
- Article VIII** Amended to allow place of annual meeting to be set by bylaws or by notice.
- Article IX** Amended to update statutory agent to AAHA's corporate counsel to ensure timely notice of legal matters.
- Article X** Amended to vest Board of Directors or super majority of members with authority to adopt/amend/repeal bylaws. Other amendments to provide that, subject to Articles, voting rights and manner of elections shall be fixed by the bylaws.
- Article XI** Amended to change composition of Board of Directors to consist of: (a) one (1) Facility Director for each ice hockey facility to be appointed by each such ice hockey facility unless the Facility conducts hockey operations, in which instance the Director shall be elected; (b) one (1) Member Organization Director for each Member Organization to be elected by the members of each Member Organization; and one (1) Officiating Director for each referee/official association to be appointed by each such association. Facility Directors and Member Organization Directors shall be voting directors; Officiating Directors are non-voting directors. All directors shall serve terms of one (1) year commencing upon the annual meeting of the Board of Directors.
- Article XII** New Article to clarify that the corporation has members and that the bylaws shall contain the rights/obligations of different classes of members, as well as the criteria and procedure for admission of members and continuation of membership.
- Article XIII** New Article to clarify, consistent with Arizona law, that the Articles are superior to any bylaws or rules passed by the corporation.
- Article XIV** New Article identifies incorporator under original Articles of Incorporation.