

BY-LAWS
OF
ST. CHARLES NORTH HIGH SCHOOL HOCKEY CLUB, INC.
AN ILLINOIS NOT-FOR-PROFIT CORPORATION
AMENDED OCTOBER 2008

ARTICLE I
OFFICES

The principal office of the Corporation shall be located in St. Charles, Illinois in the County of Kane. The Corporation may have such other offices, either within or without the State of Illinois, as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Not-For-Profit Corporation Act to be maintained in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

SECTION 1. ANNUAL MEETING OF THE MEMBERS. The annual meeting of the Members shall be held in conjunction with the annual awards banquet on or about the third Wednesday in March, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. If the election of directors and officers shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the Members as soon thereafter as conveniently possible.

SECTION 2. PLACE OF MEETING. The Board of Directors may designate anyplace, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting of all Members call by the Board of Directors. A waiver of notice signed by all Members may designate any place, either within or without the State of Illinois, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois, except as other wise provided in Section 5 of the article.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Members may be called by the president, by the Board of Directors, or by not less than one-fifth of all the outstanding Members of the Corporation.

SECTION 4. NOTICE OF MEETINGS OF ALL MEMBERS. Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for

which the meeting is called, shall be posted to the St. Charles North Hockey Club web site not less than ten nor more than forty days before the day of the meeting for the purpose of attending and voting at such meeting.

SECTION 5. IMPROMPTU MEETING OF ALL MEMBERS. If all of the Members shall meet at any time and place, either within, or without the State of Illinois, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

SECTION 6. MEMBERSHIP. All individuals meeting the definition of a "Member" as set forth in Article VI shall collectively constitute the Membership of the Corporation.

SECTION 7. VOTING LISTS. The officer or agent having charge of the membership list of the Corporation shall maintain a complete list of the Members in good standing entitled to vote at any meeting. The current list shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall be subject to the inspection of any Member during the whole time of any meeting. The current membership list, or duplicate thereof kept in this State, shall be prima facie evidence as to who the Members entitled to examine such list or to vote at any meeting of Members.

SECTION 8. QUORUM. Ten Members in good standing of the Corporation shall constitute a quorum a any meeting. If less than a quorum is present, the meeting may adjourn from time to time without further notice.

SECTION 9. PROXIES. No voting by proxy shall be permitted.

SECTION 10. VOTING OF MEMBERS. Voting rights are extended to all Board of Directors, Members At Large & Director of Hockey.

SECTION 11. MEMBERSHIP RENEWAL. Membership must be renewed annually.

SECTION 12. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

SECTION 13. VOTING BY BALLOT. Voting on any question or in any election may be by voice vote unless the presiding officer shall order, or any Member shall demand, that voting be by ballot.

ARTICLE III **DIRECTORS**

SECTION 1. GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall:

A. Conduct themselves as empowered and authorized by these by-laws.

- B. Hear and rule on Members' grievances.
- C. Set policy and coordinate Members' efforts in furtherance of corporate objectives.
- D. Serve on such committees as necessary, and assist officers in the operation of the Corporation.
- E. Select Coaches for each team sponsored by the corporation, and set each such coaches' compensation.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the Corporation shall be at least 4 but no more than 15 voting Members. The Directory of Hockey, appointed by the Board, will serve as a voting member even if in coaching position. The head coach of each Varsity Team and, if any, each Junior Varsity Team will serve as non-voting Members of the Board of Directors. Each director shall be elected to serve for one (1) fiscal year. The Board shall not include more than three officers or directors who are not also Members in good standing. Each Varsity Team and, if any, each Junior Varsity Team shall have not less than one voting representative on the Board of Directors.

SECTION 3. REGULAR MEETING. A regular meeting of the Board of Directors shall be held without notice, other than this by-law, immediately after, and at the same place, as, the annual meeting of all Members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Illinois, for the holding of additional regular meetings without other notice other than such resolution.

SECTION 4. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special meetings of the Board of Directors may be called by the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any special meeting shall be given at least 2 days previous thereto by written notice delivered personally or mailed to each director at his/her address as it appears on the records of the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver to notice of such a meeting, except where a director attends a meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A simple majority of those directors elected in a give year shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, may be filled by election at an annual meeting or at a special meeting of Members called for that purpose, or by the Board of Directors.

SECTION 9. INFORMAL ACTION BY DIRECTORS. Unless specifically prohibited by the Articles of Incorporation or by-laws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the Members of such committee, as the case may be. Any such consent signed by all the directors or all the Members of the executive committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.

SECTION 10. COMPENSATION. Directors shall serve without Compensation.

SECTION 11. PRESUMPTION OF ASSENT. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV **OFFICERS**

SECTION 1. NUMBER. The officers of this corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a treasurer, and a secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of all Members. The officers of the Corporation may, but need not be Members of the Board of Directors. The elected candidates shall serve in the position to which they were nominated. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible.

Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he resigns or shall have been removed in the manner hereinafter provided. Election or

appointment of an officer or agent shall not of itself create contract rights. No Member shall hold the same title of officer for more than four consecutive years.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served. Any officer who fails to attend three consecutive Board meetings may, with the unanimous consent of a majority of the Board of Directors, be deemed to have vacated their position. The Board may then choose to appoint a new officer to fulfill the remaining term.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the membership and of the Board of Directors. He may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for membership of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties of president and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be the Corporation's official representative with respect to each league in which any of the Corporation's teams participates, and with respect to any association of which the Corporation is a member.

SECTION 6. THE VICE-PRESIDENT(S). In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president may sign, with the secretary or an assistant secretary, certificates for membership of the Corporation, and shall perform such other duties as from time to time be assigned to him by the Board of Directors.

SECTION 7. THE TREASURER. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article V of these by-laws; (b) in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors; (c) notify the Secretary of any Member not in good standing.

SECTION 8. THE SECRETARY/REGISTRAR. The secretary shall: (a) keep the minutes of the Members' and the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates for membership prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in

accordance with the provisions of these by-laws; (d) keep a register of the post office address of each Member which shall be furnished to the secretary by such Member; (e) sign with the president or a vice-president, certificates for membership of the Corporation, the issue of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the membership books of the Corporation; (g) maintain a current list of Members in good standing; (h) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors; and (i) be the Corporation's registrar for any league in which any of the Corporation's teams participate and in any Association in which the corporation is a Member.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries as thereunto authorized by the Board of Directors may sign with the president or a vice-president certificates for membership of the Corporation, the issue of which shall have been authorized by a resolution of the Board of Directors. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary respectively, or by the president or the Board of Directors.

SECTION 10. SALARIES. There shall be no salaries for officers.

ARTICLE V **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

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 Corporation, and such authority may be general or confined to specific instances. Such authorization shall be evidenced by resolution of the Board.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a signed resolution of the Board of Directors. Such authority may be general or confined to specific instance.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President, the Treasurer or such other officer, or officers, agent or agents of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI **MEMBERSHIP**

SECTION 1. MEMBERSHIP DEFINITION. Membership shall be limited to the family of a child or children on any roster of any team sponsored by the Corporation. Each family having a child or children on any roster of any team sponsored by the Corporation shall be deemed a "member" and shall be entitled to one (1) vote on any matter requiring the vote of the Membership, regardless of the number of children from that family participating. For purposes of these by-laws, the term "family" shall include, but not be limited to, a player's parents(s), whether such parents are married, divorced, single, estranged, widowed or separated, guardian(s), step-parent(s), adoptive parent(s), foster parent(s) or other individuals having legal responsibility for the child.

SECTION 2. AWARD OF MEMBERSHIP; GOOD STANDING. Membership shall be awarded by resolution of the Board of Directors pursuant to an application accompanied by a designated Participation Fee representing the cost of each child's participation. Membership shall be awarded for each corporate fiscal year. For the purposes of this paragraph and these By-Laws a "Member in Good Standing" is defined as any Member who is not in arrears on any or all fees, dues, payments, or other amounts owed to the Corporation. Any Member who is not in Good Standing will be immediately returned to good standing upon payment of any and all amounts in arrears. In the sole discretion of the Board, any Member who is in arrears in the payment of fees shall not be permitted to vote on any item coming for a vote before the membership.

SECTION 3. TRANSFER OF MEMBERSHIP. Membership is not transferable.

SECTION 4. PARTICIPATION FEES. Participation Fees shall be determined by the Board of Directors not less than annually and for each session (e.g. Fall/Winter, Spring, Summer). Payment of applicable Participation Fees may not be waived or excused under any circumstances, provided that the Board of Directors may approve, in advance, the payment of the Fee in installments or increments in its sole discretion.

ARTICLE VII **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the First day of August in each year and end on the last day of July in each year.

ARTICLE VIII **DIVIDENDS**

The Board of Directors may not declare dividends.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the Articles of Incorporation or under the provisions of The Not-For-Profit Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
COMMITTEES

The following committees may be appointed annually by the officers:

A. Discipline Committee. To be responsible for suspending any player, coach or manager for conduct detrimental to hockey, either on or off the ice, including violation of the current St. Charles North High School athletic Code of Conduct, applicable League rules or other rules set by the Board of Directors from time to time. The Head Coaches of each team sponsored by the Corporation will be a Member of this committee.

B. Fundraising Committee. To oversee the raising of funds from sources other than fees and dues for the operation of the Corporation.

C. Publicity Committee. To oversee the publicity for the Corporation and the maintenance of a positive public image for each team and their players.

D. Coaching Committee. To oversee the selection, compensation, conduct and qualifications of the coaches of each team sponsored by the Corporation.

E. Such other committees as the Board of Directors deems appropriate or necessary from time to time.

ARTICLE XII
PLAYER AND COACH ELIGIBILITY

SECTION 1. PLAYER ELIGIBILITY. Player eligibility is to be governed by the applicable rules of St. Charles High North School, all leagues in which each team sponsored by the Corporation competes, the Amateur Hockey Association of Illinois (AHAI) and USA Hockey and, if applicable, the Illinois High School Association (IHSA). Players shall meet the academic eligibility requirements prescribed by the IHSA and shall, upon request of any coach, officer or representative of the Board of Directors, submit proof of passing grades to verify such academic eligibility. Player eligibility is further conditioned upon the payment of the Participation Fee. Any player who has not paid the Participation Fee, or who is delinquent in the payment of the Participation Fee may, at the direction of the Board of Directors, be removed from the team and declared ineligible until all delinquent Participation Fees have been paid.

SECTION 2. CRITERIA FOR MULTI-TEAM PLAYERS TO PARTICIPATE. Players wishing to play for multiple teams while participating on the St. Charles North Hockey Club team will be allowed based on the following criteria:

Criteria for Varsity Team participation:

1. Player must commit and make 1 practice per week.
2. Player must commit and make 75% of games, also aligns with State Playoff rule.
3. Player will be charged full amount, with no discounts or refunds under any condition.

Criteria for JV Team participation:

1. Player must practice during week of game in order to be eligible to play
2. Player must attempt to make 75% of games
3. Pro-rate cost of 50% of dues made up front and remaining amount pro-rated based on participation. The JV coach will be responsible for tracking participation and alerting Treasurer for purpose of billing.

This section will be voted on annually at the June meeting for inclusion for following year.

SECTION 3. REQUIRED EQUIPMENT. Each player (excluding the Goal Tender) must have the following approved equipment before taking the ice for any ice session organized by the Corporation, including but not limited to try-outs, conditioning camps, practices, exhibition games, league games, playoffs and tournaments:

- A. Helmet (Black preferred) with attached full Face Mask
- B. Shoulder Pads
- C. Shin Guards
- D. Hockey Skates
- E. Internal Mouth Guard
- F. Cup and Supporter
- G. Gloves-Hockey or equivalent
- H. Elbow Pads
- I. Hockey pants (black preferred)
- J. Any other equipment required by applicable Leagues or Associations.

The Goal Tender must have the following equipment before taking the ice for any ice session organized by the Corporation, including but not limited to try-outs, conditioning camps, practices, exhibition games, league games, playoffs and tournaments:

- A. Helmut (Black preferred) with attached full Face Mask and throat protection
- B. Leg Guards
- C. Goal Keepers Gloves
- D. Chest Protector with integral arm protection
- E. Hockey Skates (Goaltender skates preferred)
- F. Internal Mouth Guard
- G. Cup and Supporter
- H. Hockey Pants (Black preferred)
- I. Any other equipment by applicable Leagues or Associations.

SECTION 3. COACH ELIGIBILITY. All coaches and assistant coaches hired by the Corporation must fulfill all eligibility requirements of the Amateur Hockey Association of Illinois (AHAI), USA Hockey, and any other applicable Leagues or Associations. Eligible coaches will be given 1 year contracts, with effective dates of 6/01 – 5/31. The Board of Directors will have the ability to grant multi-year contracts when deemed appropriate.

ARTICLE XIII
PURPOSE

The Purpose of the Corporation shall be to organize and sponsor teams comprised of student of St. Charles North High School to compete in the sport of ice hockey, and to promote the sport and the teams to the student body of the school and to the St. Charles community.

ARTICLE XIV
AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any meeting of the Board of Directors of the Corporation by a majority vote of the directors present at the meeting.