

BY-LAWS

JAGUAR HOCKEY

A Not-for-Profit Corporation organized under the Laws of the State of Illinois

ARTICLE I

NAME: The name of the corporation shall be The Joliet Jaguars Hockey Club d/b/a The Jaguar Hockey Club.

ARTICLE II

PURPOSES

The purpose or purposes for which the Corporation is organized are:

- A. To promote, train teach, and develop the sport of organized ice hockey;
- B. To develop the physical, mental, emotional, and social well-being of the youth who participate in programs developed by the Corporation including the development of personal character traits of self assertiveness, self-esteem, self-discipline, perseverance, respect for authority, cooperative relationships and sportsmanship;
- C. To associate with other hockey organizations;
- D. To affiliate with USA Hockey Associations and Amateur Hockey Associations of Illinois, or with their respective successors;
- E. To do any and all acts desirable in the furtherance of the foregoing purposes.

The Corporation is organized and shall be operated exclusively for the teaching of youth ice hockey skills and the application thereof through participation in competitive play and is organized and shall be operated as an exempt organization within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

ARTICLE III

DISTRIBUTION OF ASSETS

The assets of the Corporation are permanently dedicated to exempt purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code (or corresponding provisions of future laws). The Corporation shall not be operated for pecuniary profit and shall have no capital stock and shall make no dividends to its members, directors, officers, or persons having a private interest in the activities of the Corporation. The provision shall not restrict the Board of Directors from establishing reasonable salaries or other compensation for those positions it deems necessary. **The Board of Directors, with the exception of contracted positions, shall not hold a salaried position established by the said Board. The Board of Directors may receive a credit applied to their skater's fee, or stipend, if applicable, of an approved amount that is reflected in the annual budget and approved by the Board Members.**

In the event the Corporation is dissolved, the Board of Directors shall pay, satisfy, and discard all liabilities and obligations of the Corporation or make adequate provisions therefore and distribute all remaining assets of the Corporation to either its membership or any other parties as so deemed by the Board of Directors by a unanimous vote.

ARTICLE IV OFFICES

The Corporation shall maintain in the State of Illinois a registered agent and a registered office. The registered agent shall be the duly elected, qualified, and acting Secretary of the Corporation and the registered office of the Corporation shall be established by the Board of Directors. The Corporation may have such other offices as may be established by the Board of Directors.

ARTICLE V MEMBERS

SECTION 1: CLASSES OF MEMBERS: The Corporation shall have one class of member. **Regular members are participant's parent(s) who support the purposes for which the Corporation is organized and operated and who have paid the annual membership dues established by the Board of Directors. The regular membership shall be open to the public without discrimination or otherwise associated with the club. Membership may be revoked by special hearing of the Board of Directors if actions of a member are determined by the Rules and Ethics Committee to be detrimental to the purposes for which the Corporation is organized and operated or if the member is in violation of any policies set forth by the Corporation. The revocation of membership shall be by 2/3 majority vote of the Board of Directors. If membership is revoked any membership dues paid shall be refunded on a pro-rated basis.**

SECTION 2. VOTING RIGHTS: **Each regular member current (as of the date of the meeting) on all financial obligations and void of any current Rules & Ethics suspension (after all appeal rights have been exhausted) shall be entitled to one vote on matters submitted to a vote of the members at either the annual membership meeting or any special membership meeting.**

SECTION 3: DUES AND ASSESSMENTS: The Board of Directors shall establish membership dues for the regular members, but may not increase such dues or make any additional assessments or other charges against the regular members after the commencement of any hockey season, provided, however, nothing herein contained shall prohibit the Board of Directors from establishing membership dues for the season in which these by-laws are adopted.

SECTION 4: TRANSFER OF MEMBERSHIP: Membership in the Corporation shall not be transferable or assignable.

SECTION 5: MEMBERSHIP CERTIFICATES: No membership certificates of the Corporation shall be required.

SECTION 6: ANNUAL MEETING OF THE MEMBERS: The annual meeting of the members shall be held at the established September board meeting.

SECTION 7: SPECIAL MEETINGS: **Special meetings of the members may be called by the President, 2/3rds of the Board of Directors, or not less than one-tenth of the regular members in good standing with the Corporation at the time of the meeting. If no designation is made or if a special meeting is called, the place of the meeting shall be the registered office of the Corporation in the State of Illinois.**

SECTION 8: PLACE OF MEETINGS: The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is called, the place of the meeting shall be the registered office of the Corporation in the State of Illinois.

SECTION 9: NOTICE OF MEETINGS: Written notice stating the place, date, and hour of any meeting of members shall be delivered to each regular member not less than five or more than forty days before the date of such meeting. In case of a special meeting or when required by statute or these by-laws, the purpose for which the meeting is called shall be stated in the notice. Notice of said meetings can be made by written notice distributed by the team coaches, team managers, U.S. Mail, **e-mail**, or posting of notice visible to the entire membership, **or posting on the Corporation website.**

SECTION 10: QUORUM: A quorum at any meeting of members shall consist of one over half of the Board of Directors. If a quorum is not present at any meeting of the members no motions may be voted on or actions taken.

ARTICLE VI

BOARD OF DIRECTORS

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

SECTION 2: NUMBER, TENURE AND QUALIFICATIONS: The Board of Directors shall consist of the President, the two Vice Presidents , the Secretary/Registrar, Director of Fundraising, Director of Marketing and Publicity, Director of Rules and Ethics, Director of Communications and Technology, Ice Scheduler Development Coordinator, Manager of Managers, Equipment Manager and Member-at-Large. Unless otherwise outlined in this section, all board members shall be elected bi-annually by the members of the Board of Directors. No more than one half of the Directors will come up for election in any given year. (Positions of Director of Fundraising, Director of Communication and Technology, Development Coordinator, Manager of Managers, and Director of Marketing will comprise one grouping. The second grouping will consist of the Ice Scheduler, Director of Rules and Ethics, Equipment Manager, and Member-at-Large. Each group will be elected in alternating years).

Each Director shall hold office until the end of the second calendar year of the Corporation for which he/she is elected to serve, or until his/ her successor shall have been elected and shall have qualified, or until his/her death, or until he/she resigns, or shall have been removed in the manner hereinafter provided.

The President, the two Vice Presidents , and the Secretary/Registrar shall be elected by the members of the Board of Directors. These members of the Board shall be the Executive Board, elected bi-annually with two of the four positions being elected in offsetting years.

A candidate for the Board of Directors shall be a current member in good standing with a zero balance, free from financial, Code of Conduct or Rules & Ethics suspensions for the prior three fiscal years and should not be a spouse, immediate family member or domestic partner, representing the same household of any current director or officer of the Board of Directors. A candidate for the Executive Board, in addition, shall have had a Jaguar participant at the Mite A or older NIHL level for two fiscal years. A candidate for President, in addition, shall be a current member of the Board of Directors for at least one fiscal year. Should a candidate not meet the qualifications apply, the Board of Directors may recommend a candidate with a 2/3 majority vote.

SECTION 3. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held no less frequently than once a month, **with the exceptions of the months of July and December**, and, at such times and places as shall be established by resolution or resolutions of the Board of Directors without other notice than such resolution or resolutions.

SECTION 4: SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the President or a **majority of Directors**. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place as the time and place for holding any special meeting of the Board of Directors called by them. Notice shall be given at least 48 hours before any said meeting. **If no designation is made or if a special meeting is called, the place of the meeting shall be the registered office of the Corporation in the State of Illinois.**

SECTION 5: VOTING BY DIRECTORS: Each director shall be entitled to only one vote on each matter which is presented to the Board of Directors for action, even though a director may hold more than one office or other position qualifying him as a director. The President shall not vote on any matter presented to the Board of Directors for any action requiring a simple majority vote of the directors present unless the vote on such matter of all other directors cast the deciding vote. The President shall be entitled to vote on any matter presented to the Board of Directors for action requiring more than a simple Board of Directors. **Each member of the Board of Directors will be entitled to one vote on the matter at hand. Directors that are absent will be allowed to vote by proxy provided they make their intentions known to the Secretary, in writing, prior to the start of the board meeting.**

SECTION 6: MANNER OF ACTING: The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by-laws, or the Articles of Incorporation.

SECTION 7: VACANCIES: Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of the directors shall be filled by majority vote of the Board of Directors. Succession of the President, on an interim basis, in cases of resignation of the President, shall be one of the two Vice Presidents , the Secretary/Registrar, and one other Board member. Vacancies in the presidency shall be filled by majority vote of the Board of Directors within 30 days of the resignation. **Any resignation of a member of the Board of Directors, to be effective, must be submitted in writing to a member of the Executive Board.**

Notice of vacancies shall be posted three weeks prior to the next Board Meeting. Candidates seeking nomination shall make their intentions known to an Executive Board Member prior to the next Board Meeting, and the names of those candidates, who qualify, shall be posted. Candidates will meet with the board selection committee prior to the election to discuss their qualifications and ideas to improve the club. Candidates deemed qualified candidates shall also be afforded the opportunity to speak on his or her behalf for five (5) minutes at the next Board Meeting, and the Board of Directors may question the candidate(s). Appointment will be made by confidential ballot and the results declared at the following Board Meeting and posted thereafter. New Board Members will serve at their first Board Meeting the month following the election. The outgoing board member will transition their position during the month prior to the newly elected member taking office.

SECTION 8: COMPENSATION: The Board of Directors may be compensated by resolution, establish any compensation or reimbursement for their services that is deemed appropriate. Directors of the Board shall be reimbursed for all expenses incurred by them on behalf of the Corporation upon approval thereof by the Board of Directors. The Board has the ability to approve, by position, a set amount for the Board of Directors to receive as a skater's fee credit, **or compensation.** The total amount needs to be approved by the Board of Directors and provided for in the annual budget.

SECTION 9: ATTENDANCE BY MEMBERS AT MEETING OF THE BOARD OF DIRECTORS: Any member may attend any regular or special meeting of the Board of Directors.

SECTION 10: REMOVAL: Any member of the Board of Directors may be removed from office as described in Article VII, Section 3 of these by-laws. **In addition, Directors shall be removed if they have 3 unexcused absences from the regular monthly board meetings. An unexcused absence shall be defined as "not notifying or calling a member of the executive board, prior to the scheduled meeting, to inform them of the absence."**

SECTION 11: INDEBTEDNESS OF THE CORPORATION: No Board member is authorized to incur any expenses on the behalf of the Joliet Jaguar Hockey Club without prior approval of the Board of Directors.

ARTICLE VII

OFFICERS

SECTION 1: OFFICERS: The Officers of the Corporation shall be a President, two Vice Presidents, and a Secretary. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and the Secretary.

SECTION 2: ELECTION AND TERM OF OFFICE: **All board members**, including the President, the two Vice Presidents , and the Secretary of the Corporation shall be elected bi-annually by the members of the Board of Directors. No more than one half of the officers will come up for election in any given year. Each officer shall hold office until the end of the second calendar year of the Corporation for which he/she is elected to serve, or until his/ her successor shall have been elected and shall have qualified, or until his/her death, or until he/she resigns, or shall have been removed in the manner hereinafter provided.

Candidates seeking nomination shall make their intentions known to an Executive Board member by **January 31st**, and the names of those **qualified** candidates shall be posted. Candidates will interview with the board's selection committee prior to the election to discuss their qualifications and ideas to improve the club. Candidates deemed qualified shall also be afforded five (5) minutes to speak on his or her behalf at the **February** Board meeting, and the Board of Directors may question the candidates. Elections will be by confidential ballot at the **February** board meeting and the results declared and posted thereafter. New Board members will serve at their first Board Meeting in **March**.

SECTION 3: REMOVAL: Any officer elected 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 thereby. **Prior to a vote of removal, the officer shall be afforded the opportunity to be heard.** The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed by a two-thirds (2/3) majority **vote of the entire Board of Directors**.

SECTION 4: PRESIDENT: The President shall be the principal officer of the Corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the Corporation. He shall see that resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. He shall be the representative of the Corporation with full power of substitution to Amateur Hockey Association of the United States, Amateur Hockey Association of Illinois, or their respective successors, and any other associations or organizations in which the Corporation may have membership or affiliation with

full authority and power to vote on behalf of the Corporation the votes to which the Corporation may be entitled in the business affairs of such associations or organizations in which the Corporation may have membership or affiliations

In general, he shall discharge all duties incident to the office of President such other duties as may be prescribed by the Board of Directors. He shall preside at all meetings of members and of the Board of Directors except in those instances in which the authority to execute is expressly delegated to another office or agent of the Corporation, he shall execute any contracts, deeds, mortgages., bonds, or other instruments, which the Board of Directors has authorized to be executed, and accomplish such execution either under or without the seal of the Corporation and either or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different agent of the Corporation by the Board of Directors.

SECTION 5: VICE PRESIDENTS (2) : The Vice President shall assist the President in the discharge of his duties as the President may direct as shall perform such other duties and from time to time may be assigned to him by the President or by the Board of Directors. In the absence of the President or in the event of his inability or refusal to act, one of the two Vice Presidents 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. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, the Vice Presidents may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed and he may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, or any officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6: SECRETARY/REGISTRAR: The Secretary/Registrar shall record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that notices are duly given in accordance with the provisions of these by-laws or as required by the law; be the custodian of the corporate records and the Seal of the Corporation; keep a register of the names and mailing addresses of all members; and perform all duties incident to the office of the Secretary and such other duties as may be assigned by the Board of Directors.

SECTION 7: COACHES: **Upon the recommendation of the Director of Hockey and with the approval of the Executive Board**, coaches shall coach and supervise the development of the team for which they are selected as coach in accordance with the policies established by the Board of Directors. Coaches of competitive teams shall be limited to one team assignment unless unusual circumstances prevail, at that time the Executive Board must approve dual assignments. Each coach may appoint one or more, but no more than two assistant coaches to assist him/her in the coaching of the team for which he/she is elected to coach. These assistant coaches are subject to approval of the Executive Board. Each coach, in conjunction with the Director of Hockey, shall select players for which he/she is elected to coach on the basis of competitive try-outs. A coach shall have the authority to suspend a player on his/her team for a period not exceeding thirty (30) days for failure to abide by standards of conduct established by the Board of Directors or failure to abide by such coach's or such coach's assistant's directives, **and must inform an executive board member within 48 hours of such suspension.**

SECTION 8: MANAGERS: Coaches shall submit the name of their **prospective** team manager after the team selection process has been completed. **That manager is subject to the approval of the Executive Board.**

ARTICLE VIII COMMITTEES

SECTION 1 RULES AND ETHICS COMMITTEE: The Board of Directors each year will establish one of its members to **chair** this committee. **The Chairperson would recommend two at-large members to fill the remaining two seats on the Rules and Ethics Committee annually.**

SECTION II CREATING COMMITTEES: The Board of Directors have the right to form committees as the need arises.

ARTICLE IX SUSPENSION

All internal suspensions of officers, players, coaches, or parents, shall be reviewed by the Board of Directors within thirty (30) days upon receiving recommendation of suspension by a coach, member of the Board of Directors, or a member of the Rules and Ethics Committee.

All suspensions of players, coaches, or parents shall be reported to the **Secretary/Registrar** or any other Board of Directors that had been designated for the season within forty eight (48)

hours of the suspension. The Rules and Ethics Committee shall deem necessary and investigate any suspension reported to them and shall make a report thereof at the first meeting of the Board of Directors following their notification of a suspension. Within thirty (30) days after the said suspension, the suspended party or any of their team members or members of the Board of Directors may request a review by the Rules and Ethics Committee of the circumstances surrounding the suspension.

Any officer, coach, player, or parent shall be notified by the Chairperson of the Rules and Ethics Committee of the meeting of the Board of Directors at which the suspension shall be reviewed at least two (2) days previously thereto by telephone, personal, or written notice to such person or persons at his/her address as shown by the records of the Corporation. If mailed, such notices shall be deemed to be delivered when deposited in the U.S. mail so addressed, with postage thereon prepaid. The Board of Directors at such meeting may terminate the suspension, continue the suspension, recommend to the regular members for their action the removal of any suspended player, coach, parent, or officer elected by the regular members or remove any suspended officer elected to office by the Board of Directors or player from office or further participation in the activities of the Corporation.

ARTICLE X

FINANCING OF TEAM TRIPS

Financing of any organizational trip by the Corporation, financing of any team trip by a team developed by the Corporation and financing of participation in ice hockey tournaments (other than state, regional, and national tournaments, the financing of which may be determined by the Board of Directors) shall be by the parents on the team developed by the Corporation which participated in such trip or tournaments in the manner determined by majority vote of such parents at a team-parents meeting duly convened by the team manager of such team. The parents of a player shall be considered as one for the purposes of determining a quorum for such team meetings and shall be entitled to only one vote for each player on the team of which they are parents. The parents of a player shall determine between themselves which one shall vote. Trip, as used in these by-laws, means any trip which involves overnight accommodations for the players of the team or teams which participate therein.

ARTICLE XI

MEMBERSHIP

The Corporation shall maintain a membership or affiliation in good standing in Amateur Hockey Association of United States and in Amateur Hockey Association of Illinois, or their respective successors.

ARTICLE XII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1: DRAFTS, ECT. All drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by two members of the Executive Board of Directors.

SECTION 2: DEPOSITS: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in the bank or savings and loan of current choice.

SECTION 3: GIFTS: The Board of Directors may accept gifts on behalf of the Corporation any contributions, gift, bequest or device for the general purposes or for any special purposes of the Corporation.

ARTICLE XIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members. Board of Directors, giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIV FISCAL YEAR

The fiscal year for the Corporation shall be August 1st through July 31st.

ARTICLE XV DUES

The Board of Directors shall determine from time to time the amount of dues payable to the Corporation by regular members.

ARTICLE XVI SEAL

The Corporation Seal shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal, Illinois".

ARTICLE XVII WAIVER OF NOTICE

Whenever any notice is required to be given under provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, 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 XVIII AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors and shall be adopted by a two thirds (2/3) vote of all duly elected, qualified and acting directors of the Corporation at the time of the vote thereon unless otherwise provided in the Articles of Incorporation or these by-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain

provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporations.