

**BY-LAWS of
LAKERS HOCKEY CLUB ASSOCIATION
Amended and Approved June 6th, 2013**

ARTICLE I – Name

The name of this corporation is LAKERS HOCKEY CLUB ASSOCIATION, a not for profit corporation incorporated under the laws of the State of Illinois.

ARTICLE II – Purpose

The purpose of this corporation shall be to provide the best interest of and to enhance the education and social opportunities of the students attending Grayslake Community High School District 127, Community High School District 117, Grant Community High School District 124 and any other associate schools in the event of a "combined team" status for any season as applicable. By forming an ice hockey club, the corporation believes the club will help the development of the students through organized sport, proper social environment and cultural exposure; foster friendship, camaraderie, and scholastic achievement, disciplined conduct, sportsmanship, and promote and regulate ice hockey for all the students as applicable in a competitive environment.

It will also be the purpose of this corporation that all funds received as income will be utilized exclusively to support, maintain and grow the Lakers Hockey Club Association. At no time shall the net earnings of the corporation be used to benefit any Director, member of the Lakers Hockey Club Association, Districts High Schools, 127, 117 or 124, or any individual (except reasonable compensation paid in exchange for services rendered to or for the Lakers Hockey Club Association).

To every extent possible, and upon a two-thirds vote of the Executive Board, the Lakers Hockey Club Association will reduce or waive fees in the event a member cannot pay all required fees.

The corporation will operate under the auspices of USA Hockey, Inc. and its Illinois affiliate, the Illinois High School Hockey League, Amateur Hockey Association of Illinois, Inc. and in general, to all things as may be necessary and appropriate in accomplishing the purpose hereinabove set out.

ARTICLE III – Membership

1. **Membership Defined.** A member is any player, coach, team official, parent or corporation representative who can be identified as being associated with the corporation.

2. **Classes of Members.** The Corporation shall be divided into three classes of members. Subclasses of each class may be created as the Board of Directors shall from time deem necessary.

a. One class shall be the Players' General Membership and shall be defined as players that are eligible and registered for participation with the Lakers Hockey Club and ends once (s)he is no longer eligible for participation with the Lakers Hockey Club. The players' general membership does not hold voting rights.

b. The second class of members shall be the General Membership of the organization. This class of members shall be comprised of all current coaches and eligible players' parents or legal guardians as designated on each player's registration paperwork. Coaches shall remain a member of this class for the duration of their tenure with the Lakers Hockey Club. Their membership rights shall terminate at the time their employment or volunteering concludes. Parents and legal guardians shall remain a member of this class for the duration of their player's eligibility for participation with the Lakers Hockey Club. The General Membership holds the right to vote for each candidates' election/re-election to the Board of Directors. The Board of Directors may create advisory roles and appoint positions in the interest of the organization as necessary

from amongst these members. The c. Board of Directors shall hold full power to dissolve these positions by a majority vote when they are no longer required. Advisory positions may include but not be limited to subcommittees, panels, and work groups. Those participants shall still be classified as General Membership and hold no voting rights on the Board of Directors.

c. The third class of members shall be the Board of Directors. The Board of Directors shall be determined based on majority vote of the General Membership made up of those of the age of majority. Once a Board of Directors has been elected, they shall elect the Executive Board by a majority vote. Each member of the Board of Directors is entitled to one vote on any issue.

3. **Membership Rights.** Members of each subclass shall enjoy such rights and be subject to such restrictions as the Directors shall from time to time establish by a 2/3 majority of all of the members of the Board of Directors. No rights or restrictions other than as set forth in these by-laws shall be placed on the voting rights of members. Any member who is the parent or legal guardian of a player on a team organized by the corporation that desires to have a request considered by the Board of Directors must find a Board Member willing to sponsor and submit the requested action on the member's behalf. A requested action will not be considered by the Board of Directors if no Board Member is willing to sponsor the request.

4. **Voting Rights.** Each voting member shall be entitled to vote to fill the vacancies off the Board of Directors at the June parents and coaches meeting.. In the event of a tied vote, the President of the Corporation will make the final decision.

ARTICLE IV – Directors

1. **Directors.** The business of this corporation shall be controlled and managed by a Board of Directors consisting of no more than seven voting members plus any non-voting advisory members. At least three voting members will make up the Executive Board (President, Vice President and Treasurer) and two voting members will be General Directors.

2. **Executive Board.** The Officers of the corporation shall operate as an Executive Board to conduct the day to day operations of the corporation and to take action whenever a meeting of the full Board of Directors is impossible or impractical.

3. **Powers and Duties.**

- a. The Directors shall have sole power to select, approve and dismiss anyone working for the association in either a paid or volunteer position other than Officers and Directors, who shall be selected, approved and dismissed in accordance with these by-laws.
- b. The Directors, must hold a mandatory Coaches and Parents meeting before the start of every fall season. The meeting shall take place in June.
- c. The Directors shall assist the Executive Board in the management of the affairs of the corporation.
- d. The Directors shall, each season, determine the estimated expenditures and shall assign fee schedules to the members of the association.
- e. The Directors shall adopt rules and regulations for all members of this corporation as deemed appropriate.
- f. The Directors have the authority and the sole responsibility to censor, suspend and/or expel any corporation member for any conduct deemed to be inappropriate or detrimental to the corporation. Conduct detrimental to the corporation is defined as any direct or indirect act which itself would:
 - Place the corporation and its members in a position of liability for such acts.
 - Restrict the ability of the corporation to operate as a viable hockey association.
 - Limit opportunities for the corporation to schedule game competition for any of its member teams.

4. **Voting.** Each Director shall have one vote on any proposal raised at meetings of the Board of Directors. In the event of a tied vote, the President of the Corporation will make the final decision.

5. **Term.** Each Director will hold a three year term and will be eligible for re-election at the end of each three year term. Election to the Board will be determined by a majority vote of the members as outlined in Article VII.

6. **Attendance at Meetings.** Any unsatisfactory attendance by any Director to the monthly Board meetings shall be deemed inappropriate and dealt with by a majority Board ruling. Unsatisfactory attendance is defined as unexcused absences at 50% of regularly scheduled Board meetings or exhibiting a pattern by missing 3 consecutive scheduled or special board meetings that are critical in the management of the organization. The member whose attendance is in question may be replaced at the Boards discretion by a majority vote.

ARTICLE V – Officers

1. **Officers.** Officers of the corporation will hold a one-year term based on a vote by the Board of Directors. This vote will take place at the first board meeting after the new Board of Directors has been officially installed. Officers are eligible and may be elected to consecutive one-year terms without limitation.

2. **President.**

- a. The President shall be held responsible and accountable to USA Hockey and/or any other competitive governing body the corporation participates in for the nature and quality of the decisions of this group.
- b. The President shall serve the corporation as a representative at appropriate business meetings or functions or appoint a representative to do so.
- c. The President shall be one of the officers who can sign checks of this corporation.
- d. The President shall preside at all Board meetings.
- e. The President shall assign tasks and responsibilities to other members.
- f. The President shall be responsible for seeing that the corporation does its duties.

3. **Vice-President.**

- a. The Vice-President shall become acting President of this corporation in the event of the absence or inability of the President to exercise his office.
- b. The Vice-President shall serve the corporation as assistant team representative at appropriate business meetings or appoint an assistant team representative.

4. **Secretary.**

- a. The Secretary shall act as 'recorder' at meetings and shall provide copies of the minutes to all Board members.
- b. The Secretary shall take attendance at all meetings open to members of the association and provide a record of these meetings for reference to absent members.
- c. The Secretary shall see that all books, certificates, contracts and records are properly kept on file.
- d. The Secretary may be one of the officers who can sign checks of this corporation.
- e. The Secretary shall attend to all correspondence of the corporation and submit to the Board any communications that are addressed to him/her as Secretary.

5. **Registrar**

- a. The Registrar shall be responsible for listing each player on a roster in compliance with USA Hockey and/or any other competitive governing body that the corporation participates in.
- b. The Registrar shall be responsible for making any and all changes to an official roster once it has been submitted to a governing body.
- c. The Registrar shall supply to each team a copy of their official roster for use throughout the season.
- d. The Registrar shall keep on file an accurate list of each participating member in the corporation.
- e. The Registrar shall be responsible for the completeness and accuracy of any member and/or participant documentation before it is handed over to the Secretary for record keeping.
- f. The Registrar shall be responsible for obtaining the necessary funds from the Treasurer for the purpose of paying league fees including securing team travel permits if required.

6. **Treasurer.**

- a. The Treasurer shall have the care and custody of all money belonging to the corporation and shall be solely responsible for these. He/she shall also deposit in business bank all money or valuable effects in the name of the corporation.
- b. The Treasurer shall be one of the officers who can sign checks of this corporation.
- c. The Treasurer shall provide, when requested by the Board of Directors, a written account of the finances of the corporation.
- d. The Treasurer shall provide, when requested by a member of the corporation, a copy of the monthly Treasurers report.

- e. The Treasurer shall provide at the end of the year, a full financial report to the membership.
- f. The Treasurer shall issue invoices as necessary and take appropriate action to collect all monies due to the corporation.
- g. The Treasurer shall be responsible for assuring that all contracts are signed and returned to the Secretary to be kept on file

ARTICLE VI – Corporation and Team Representatives

1. League Representative.

- a. The League Representative must be a current elected member of the Board of Directors, or may be the Hockey Director if agreed to by the majority of the Board.
- b. The League Representative shall represent the corporation in person at all League meetings or appoint a representative to do so.
- c. The League Representative shall be responsible for bringing any and all league matters concerning the corporation to the attention of the Board of Directors.
- d. The League Representative shall be responsible for submitting accurate corporate information and team estimates to the league on a timely basis.
- e. The League Representative shall have the right to vote on behalf of the corporation on any and all matters submitted to league membership for consideration. The League Representative will be held responsible and accountable for the nature and quality of those voting decisions.

2. Director of Hockey Operations. (Hockey Director or HD)

- a. The Director of Hockey Operations shall monitor, manage and evaluate the performance of all coaches within the organization.
- b. The Director of Hockey Operations shall interview all potential head coaching candidates and present a slate of recommended coaching candidates to the board for approval.
- c. The Director of Hockey Operations shall have approval of all Assistant Coaching and Team Manager Candidates, representing the Board as defined within the by-laws and refer any compliance issues to the Board for resolution.
- d. The Director of Hockey Operations shall be responsible for overseeing and tracking that all coaches and managers of the corporation obtain their required certification and screening.
- e. The Director of Hockey Operations shall be responsible for coordinating player evaluations and overseeing all team selections made by head coaches of the corporation.
- f. The Director of Hockey Operations shall be responsible for holding coach and manager meetings prior to any playing season.
- g. The Director of Hockey Operations shall be responsible for any other duties as assigned by the Board, including but not limited to, the coordination of practice and game time slots and the coordination of tournaments.

3. Head Coaches.

- a. Head Coaches are approved by the Board of Directors.
- b. The Head Coaches shall be held responsible and accountable to the Director of Hockey Operations for all on-ice activities of the corporation.
- c. Head Coaches must attend and pass the appropriate level coach's clinic.
- d. Head Coaches must submit their choices for assistant coach(es) and team manager to the Director of Hockey Operations for approval. The Board, with concurrence from the head coach, reserves the right to appoint an assistant coach to a team if it feels this would serve in the best interest of the corporation.
- e. The Head Coach shall preside at all games and practices.
- f. The Head Coach shall be responsible to ensure that all games are played under the auspices of the corporation and shall be ruled and governed by any and all applicable rule books.
- g. The Head Coach must complete any and all required screening processes.
- h. The Head Coach must read, sign and comply with any and all current conduct policies in place (zero tolerance, etc.).

4. Assistant Coaches.

- a. Assistant Coaches are subject to approval by the Director of Hockey Operations.
- b. The Assistant Coach shall become acting head coach of the team in the absence of the head coach at practices and games.
- c. The Assistant Coach shall assist the head coach in any way possible.
- d. Assistant Coaches must attend and pass the appropriate level coach's clinic.
- e. Assistant Coaches must complete any and all required screening processes.
- f. Assistant Coaches must read, sign and comply with any and all current conduct policies in place (zero tolerance, etc.).

5. Managers.

- a. Managers must arrive at all games a minimum of one hour early to secure locker room facilities for the team.
- b. Managers are to make sure that at least two responsible adults are assigned to be in the score box for all home games to run the clock and fill out the game score sheet.
- c. Managers must carry at all times an official copy of their team roster.
- d. Managers must carry at all times copies of emergency consent forms for each team member.
- e. Managers must complete any and all required screening processes.
- f. Managers must read, sign and comply with any and all current conduct policies in place (zero tolerance, etc.).

ARTICLE VII – Elections

1. The Executive Board will authorize the appointment of three (3) people to serve on a Nominating Committee. The Nominating Committee will nominate a slate of individuals to fill openings on the General Board of Directors and will present that slate at the April Meeting of the Board of Directors. Each Executive Board member and General Director will have one vote on the slate of nominees, as whole and without regard to individual positions, presented by the Nominating Committee. A majority vote of the entire Board of Directors is necessary to approve or reject the slate. If the slate is rejected, the Nominating Committee will nominate a new slate of individuals at the May Meeting of the Board of Directors..

2. Once a slate is approved by the Board, a general election will be held at the annual mandatory coaches and parents meeting in June. All members that are the age of majority will have one vote. A majority vote shall prevail. In the event of a tie vote, the President shall make the final decision. In the event that there are an equal number of candidates nominated to the number of positions available to be filled, there is no requirement to hold an election, the vacancies will be filled by appointment.

3. Only those voting members present at the meeting shall be allowed to vote. (no proxies)

4. In the event that an in-term vacancy should occur on the Board of Directors, the directors shall have the power to appoint a person, by majority vote, from among the membership to fill the vacancy for the remainder of the term.

ARTICLE VIII – Meetings

1. The Board of Directors shall have one regular meeting each month, which shall be scheduled as the Board determines. All meetings of the Board of Directors shall be open to attendance by all voting and nonvoting members. The Board shall not be required to give notice of Board Meetings, but shall make a good-faith attempt to inform the membership of the date, time and location of each meeting. All Board of Directors shall have the responsibility to conduct and attend the Board of Directors meetings with full voting rights on all issues and matters. If a sitting board president is not present for a meeting, the next successive board member shall conduct the meeting. Non-voting eligible board members attend meetings. All actions will be taken by motion followed by a second to the motion, after discussion. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board.

2. A quorum shall be defined as at least 3 Board members, with no less than 2 Executive Board members being present. Without a quorum, no official business can be conducted.

3. There shall be an annual meeting of the membership held each June, prior to the beginning of the fall season. The date, time and location of such meeting are to be selected by the Board of Directors. The Board of Directors shall notify each member not less than fourteen (14) days in advance of the annual meeting date selected.

4. The Board of Directors shall have such special meetings as may be called by the President or by any three (3) Board Members.

ARTICLE IX – Amendments

The Articles of Incorporation or these By-laws can be amended by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE X – Indemnification of Officers, Directors, Employees and Agents

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, or agent of another corporation, or trust, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which (s)he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, or agent of another corporation, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if (s)he acted in good faith and in a manner (s)he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication liability but in view of all the circumstances of the case, such person is firmly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3. To the extent that a director, officer, employee, or agent of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

4. Any indemnification under sections 1 and 2 shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is

proper in the circumstances because (s)he has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

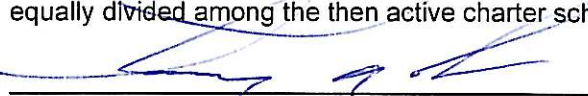
5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that (s)he is entitled to be indemnified by the corporation as authorized in this article.

6. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement or vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, or agent of another corporation, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these sections.

ARTICLE XI – Dissolution

Voluntary dissolution of the corporation shall be in accordance with the dissolution provisions contained in the Articles of Incorporation. Upon dissolution of the Lakers Hockey Club Association, the assets will be equally divided among the then active charter schools.


Lakers Hockey Club Association, President


Lakers Hockey Club Association, Treasurer