

BY-LAWS

PLAINFIELD IDGH SCHOOL HOCKEY ASSOCIATION

A Not-For-Profit Corporation Organized Under The
Laws of the State of Illinois

ARTICLE I

Name

The name of the Corporation shall be Plainfield High School Hockey Association

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 aggressiveness, self-esteem, self-discipline, perseverance, respect for authority, cooperative relationships with others, and sportsmanship;
- C. To associate with other hockey organizations;
- D. To affiliate with Amateur Hockey Association of Illinois, or with its successor;
- 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 ice hockey skills and rules to youth and the application thereof through the participation in competitive play and is organized and shall be operated as an exempt organization within the meaning of Section 501 © (3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws).

ARTICLE III

Distributions of Assets

The assets of the Corporation are permanently dedicated to exempt purposes within the meaning of Section 501 © (3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). The Corporation shall not be operated for pecuniary distributions of dividends to its members, directors, officers, or persons having a private interest in the activities of the Corporation. This provision shall not restrict the Board of Directors from establishing reasonable salaries or other compensation for those positions deemed necessary. The Board of Directors shall not receive pay in any form or hold a salaried position established by said Board.

In the event the Corporation is dissolved, the Board of Directors shall pay, satisfy, and discharge all liabilities and obligations of the Corporation or make the adequate provisions therefore and distribute all remaining assets of the Corporation to either its membership or Plainfield School District 202.

ARTICLE IV

Offices

The Corporation shall remain 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 the office of the Secretary of the Corporation. The Corporation may have such other offices as may be established by the Board of Directors.

ARTICLE V

Members

Section I. Classes of Members: The Corporation shall have two classes of members. The designation of such classes shall be as follows:

REGULAR MEMBERS are parents of Plainfield High School Student hockey participants, without discrimination, who support the purposes for which the Corporation is organized and operated and who are current with fees assessed by the Corporation.

ASSOCIATE MEMBERS are persons, firms, or corporations who support the purposes for which the Corporation is organized and operated.

Section 2. Voting Rights: Each regular member shall be entitled to one vote on each matter submitted to a vote of the members at either the regular membership meeting or any special membership meeting. Associate members shall not be entitled to vote, unless they are an elected member of the Board of Directors. Regular members will each be entitled to one vote in electing the Board of Directors. The Board of Directors can then carry the power on the powers set forth in the Articles.

Section 3. Term of Membership: The term of regular members shall be on a basis corresponding to the hockey season. Such membership shall terminate at the end of the hockey season. Non returning members will not participate in voting rights for Board Members. This includes parents of outgoing seniors. The terms of the associate members shall be on an annual basis corresponding to the corporation's fiscal year.

Section 4. Dues and Assessments: Fees or dues represent the cost of operating the Corporation's annual program. The Board of Directors shall establish a fee schedule for regular members.

Section 5. Transfer of Membership: Membership in the Corporation shall not be transferable or assignable.

Section 6. Membership Certificates: No membership certificates of the Corporation shall be required.

Section 7. Annual meeting of Members: The annual meeting of members shall be held at the February meeting for the purpose of electing officers. The new Board of Directors will preside over the March meeting.

Section 8. Special Meetings: Special meetings of the members may be called either by the President, Board of Directors, or not less than 25 percent of the regular members.

Section 9. Place of Meetings: The Board of Directors may designate any place as the place of meeting for any regular meeting or any special meeting called by the Board of Directors. If no designation is made or if a special meeting shall be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois.

Section 10. 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 no more than 40 days before the date of such meeting. In case of a special meeting or when required by statutes or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. Notice of said meeting can be made by written notice distributed by the team coaches or by United States mail.

Section 11. Quorum: A quorum at any meeting of members shall consist of one-tenth of the regular membership of five members which ever number is less. If a quorum is not present at any meeting of members, a majority of the regular members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present and business may be transacted which might have been transacted during the original meeting. Withdrawal of regular members from any meeting shall not constitute failure of a duly constituted quorum at that meeting.

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 Vice-President, the Treasurer, the Secretary, and the Registrar. The Directors shall be elected annually by the regular members of the Association, from either class of the corporation.

Section 3. Regular Meetings: Regular meetings of the Board of Directors and appointed positions shall be held no less frequently than once a month 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 and any two Directors. The person or persons authorized to call special meeting of the Board of Directors. The person or persons authorized to call special meeting of the Board of Directors may fix 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.

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. 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 present at the meeting be equally divided, in which case, the President shall cast the dividing vote. The President shall be entitled to vote on any matter presented to the Board of Directors for action requiring more than a simple majority vote of the Board of Directors.

Section 6. Manner of Action: The act of a 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 stature, these by-laws, or the Articles of Incorporation.

Section 7. Vacancies: Any vacancies occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these by-laws which case such provision shall control or unless the vacancy exists by reasons of the failure of any person to hold the qualifications therefore. In the event of the resignation of the President during his term of office, the Vice President immediately succeeding the resignation of such President shall qualify as immediate President for the purposes of fulfilling the qualifications as immediate President.

Section 8. Compensation: Directors shall not receive any salaries or other compensation for their services, but shall be reimbursed for expenses incurred by them on behalf of the Corporation upon approval thereof by the Board of Directors.

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.

Section 11. Indebtedness of the Corporation: No Board member is authorized to incur any expenses on behalf of the Plainfield High School Hockey Association without prior approval of the Board.

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall be President, a Vice President, a Treasurer, a Secretary, and a Registrar. 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. No two or more offices may be held by the same person, unless the position remains unfilled. This may be done on an interim basis and that person will hold the title of "Acting..." until the position is filled. That position is entitled to only one vote.

Section 2. Election and Term of Office: The President, the Vice-President, the Treasurer, the Secretary, and the Registrar of the Corporation shall be elected annually by the regular membership at the annual meeting. Each officer shall hold office for a period of time to coincide with the regular hockey season for which he is elected to serve or until his successor shall have been elected and shall have qualified or until his death or until he resigns or shall have removed in the manner hereinafter provided.

Section 3. Removal: Any elected officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officers so removed by two-thirds majority.

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 the 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 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 affiliation.

In general, he shall discharge all duties incident to the Officer of President and such other duties as may be prescribed by the Board of Directors. He shall preside at all meetings of members of the Board of Directors. Except in those instances in which the authority to execute is expressly with another office or agent of the Corporation, he shall execute any contract, 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 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 different officer or agent of the Corporation by the Board of Directors. He shall specifically be responsible for arranging and contracting for ice slots at appropriate ice rinks or working with an ice scheduler.

Section 5. Vice President: The Vice-President shall assist the President in the discharge of his duties as the President may direct and shall perform such other duties as from time-to-time may be assigned to him by the President or in the event of his inability or refusal to act, the Vice-President 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 office 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 President 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 Corporation and either individually or with the Secretary, any assistant Directors, according to the requirements of the form of the instrument.

Section 6. Treasurer: The treasurer shall be the principal accounting and financial officer of the Corporation. He shall:

- a. have charge of and be responsible for the maintenance of adequate books of account for the Corporation.

b. perform all duties of incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him by the Board of Directors. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine.

Section 7. Secretary: The Secretary shall record the minutes of the meeting 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 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 Secretary and such other duties as may be assigned to them by the Board of Directors.

Section 8. Registrar: The Registrar shall register the team and individuals with AHAI and submit the team roster to the League and collect all birth certificates and student ID's. He shall arrange all necessary insurance and attend AHAI meetings and represent the Association in all voting matters. The Registrar shall also meet any like requirements of any other organization the association is affiliated with such as USA Hockey or other hockey leagues.

ARTICLE VIII

Other Positions

Section 1. Head Coaches: Upon the approval of the Board of Directors, the Coaches shall coach and supervise the development of the teams in accordance with the policies established by the Board of Directors. These Coaches may appoint assistant coaches, subject to approval by the Board, to assist them in the coaching of the teams. The Coaches shall select players for their team and shall have exclusion authority in respect to such selection. The Coaches shall have the authority to suspend a player on their team for a period not exceeding 30 days for failure to abide by standards of conduct established by the Board of Directors or for failure to abide by such Coach's or Assistant Coach's directives. All Coaches are appointed by the Board of Directors and will report to the Board of Directors.

Section 2. Team Manager: any team representing Plainfield High School Hockey Association shall have a Team Manager. The Team Managers shall attend league meetings with either Head Coach, along with the Ice Scheduler. The Team Manager shall notify the team of all schedule changes, arrange score box coverage (includes score sheets), develop a gate collection schedule if needed, and arrange for referees. He shall maintain all first aid and equipment supplies. He shall supervise Student Manager along with the Coaching Staff and act as an liaison between Association members and the coaches.

Section 3. Fund-Raising Chairperson: The Fund-Raising Chairperson shall supervise and coordinate all fund-raising activities. This includes the Scotch Bowl, Plainfield Fest, Candy Sale, Ad Book solicitation, and any other fund raising events which may be determined by the organization. This person shall work to determine if any other fund-raising ideas are feasible and make sure that all contributors receive thank you letter.

Section 4. Bookkeeper: This position shall pay bills as needed, balance all accounts receivable and payable and alert the treasurer of any potential problems. This person shall report on the financial health of the Association at all meetings.

Section 5. Appointed Positions:

a. Team Representatives - Within the first month of each season, a parent representative from each team will be appointed by the members of each team to act as liaison between Board of Directors and respective members. Representatives will attend monthly Board meetings, along with the regular monthly business meetings.

b. Ice Scheduler -Board may appoint an Ice Scheduler to assist in the following:

1. Negotiate ice slots with various rinks
2. Schedule all non-conference games
3. Manage and distribute all ice slots and ice slot changed for the organization

Section 6. Additional Positions: Additional positions may be created or positions may be eliminated by a majority vote of the Board of Directors. A description of the position being created must accompany each new position.

ARTICLE IX

Suspension

All suspension of officers, players, or coaches shall be reviewed by the Board of Directors within thirty days upon receiving recommendation of suspension by the coach or member of the Board of Directors. All suspension of players shall be reported to the Board of Directors by the coach within twenty-four hours after the suspension. Within thirty days after the player suspension, the suspended player, any parent of the suspended player, coach of the suspended player, or member of the Board of Directors may request a review by the Board of Directors of the player suspended.

ARTICLE X

Memberships

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

ARTICLE XI

Contracts. Checks. Deposits. and Funds

Section 1. Drafts. Etc: All drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. Such instruments shall be signed by the Treasurer and countersigned by the Secretary or President of the Corporation.

Section 2. Deposits: All funds of the Corporation shall be deposited from time-to time to the credit of the Corporation.

Section 3. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XII

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. All books and records will be turned over to the New Board by the February meeting of the end of each year.

ARTICLE XIII

Fiscal Year

The fiscal year of the Corporation shall be on a calendar year basis. Federal taxes will be filed each year for the period from August 1st – July 31st.

ARTICLE XIV

Seal

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

ARTICLE XV

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 stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

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 majority 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 regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.