

**AMENDED AND RESTATED
BY-LAWS
OF THE
ROCKFORD HOCKEY CLUB, INC.**

**ARTICLE I
NAME & INCORPORATION**

Section 1. Name:

The name of this corporation shall be:

ROCKFORD HOCKEY CLUB, INC.

For all purposes, this name may be abbreviated to read RHC.

Section 2.

This Club shall have its headquarters and its principle skating headquarters in the Riverview Ice House and Carlson Arctic Ice Arena at Rockford and Loves Park, Illinois.

**ARTICLE II
OBJECTIVES**

The objectives of the corporation, as stated in its Articles of Incorporation, are to direct, program, and operate a youth hockey program on a community-wide basis. In furtherance of this objective, the corporation shall:

- A. Be in accordance with and have membership in the United States Hockey Association and the Amateur Hockey Association of Illinois and its relevant affiliated bodies;
- B. Pursue its objective in such a way as to make hockey fun, to make it a continual learning opportunity, and to engage in wholesome competition where participation and good sportsmanship prevail amongst players, coaches, parents, spectators, and Board of Director members;
- C. Pursue its objectives by means of a multi-level program in each age bracket, which seeks to group participants according to their skills and then to give each group a program which meets and challenges their skills.

ARTICLE III MEMBERS

Section 1. Classes of Members.

The corporation shall have one class of members which shall consist of the following persons:

- A. Parents and legal guardians of any minors registered in the program or programs of the corporation;
- B. All members of the Board of Directors of the corporation;
- C. All other persons who, in the judgment of the Board of Directors, have demonstrated an interest in the furtherance of the purposes and objectives of the corporation and who are elected to membership annually by the Board of Directors.

Membership in the corporation shall expire when a person no longer qualifies for membership under Class A, B, or C of membership. For purposes of these By-Laws, a person shall be deemed to continue to qualify for membership until the program or programs which give rise to such memberships are discontinued, or registration therein is not renewed by such member on an annual basis.

Section 2. Termination of Membership.

- A. The Board of Directors, by a majority vote, may terminate or suspend the membership of any member who shall be in default in the payment of any fee, assessment, or other obligation due to the corporation.
- B. The Board of Directors, by a two-thirds vote of all Board Members, shall have the power to suspend or expel any member for violation of the By-Laws for conduct which it shall deem improper, but no member shall be expelled or suspended longer than thirty (30) days without an opportunity for a hearing.

Section 3. Transfer of Membership.

Membership in this corporation is not transferrable or assignable.

Section 4. Voting Rights of Members.

Class A Members shall be allowed two (2) votes per each registered participant for which the Member(s) is a parent or legal guardian on all matters submitted to the general membership. Members as described in Section I, subtitles B and C shall each be allowed one (1) vote.

ARTICLE IV MEETING OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members of the corporation shall be held on such date in the month of August and at such place and time as shall be fixed by the Board of Directors. The primary purpose of this meeting shall be to plan for the upcoming season and for the transaction of such business as properly may come before the meeting.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, by the Board of Directors, or by not less than a quorum of members having voting rights.

Section 3. Place of Meetings.

The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called 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 otherwise provided in Section S of this Article.

Section 4. Notices of Meetings.

Written or printed notice stating the place, day and hour of a meeting of members shall be delivered via email to each member entitled to vote at such meeting and shall be posted on the club website, not less than five (5) and nor more than forty (40) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting. Failure of a member(s) to receive notice shall not be reason to invalidate any meeting, so long as notice of the meeting was posted on the club website.

Section 5. 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 at such meeting any corporate action may be taken.

Section 6. Quorum.

One half (50%) of the membership set forth by the voting list represented in person or by proxy, shall constitute a quorum at any meeting of members; provided, that if less than 50 % of the members are represented at said meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting shall be the act of the members, unless the vote of the greater number of voting by classes is required by law, the articles of incorporation, or these By-Laws.

Section 7. Proxies.

At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. 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 66% of the members entitled to vote with the respect to the subject matter thereof.

Section 9. Voting by Ballot.

Voting on any question may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by ballot.

**ARTICLE V
DIRECTORS**

Section 1. General Powers.

The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications.

The number of Directors of the corporation shall be fourteen. They shall be:

A. President – 1 year term (Elected)

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 members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation “hereunto authorized by the Board of Directors, any 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 the law to be otherwise signed or executed; and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

B. First Vice-President– 2 year term (Elected)

In the absence of the President or in the event of his inability or refusal to act, the First 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 and shall perform

such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

C. Second Vice-President/Secretary – 2 year term (Elected)

The Second Vice-President/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 or 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 documents, and that 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) operate and maintain club website; (f) in general, perform all duties incidental 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.

In the absence of the President and First Vice-President, the Second Vice-President/Secretary shall perform the duties of the President and when so acting shall have all the powers and be subject to all of the restrictions of the President and shall perform such other duties which from time to time may be assigned to him by the President or by the Board of Directors.

D. Treasurer – 2 year term (Appointed)

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. If a bond is required by the Board, the Corporation shall pay any premium related to said bond. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; (b) in general, perform all the duties incidental 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.

E. Fundraising Chair (Appointed)

The Fundraising Chair shall be responsible for organizing and implementing fundraising activities to increase financial support to help fund the operations and programs of RHC.

F. Registrar – 2 year term (Appointed)

The Registrar shall be: (a) responsible for the registration of teams, players, coaches, and managers as directed by AHAI by-laws and the AHAI Rules and Regulations, (b) keep records of all registration and memberships, (c) in general, perform all duties incidental to

the office of Registrar and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

G. League Representative – 2 year term (Appointed)

Shall be responsible for representing RHC at all NIHL and Region Four meetings.

H. Ice Scheduler – 2 year term (Appointed)

The Ice Scheduler's responsibility is to contract ice hours for the RHC program, in accordance with the demands of the program. He or she shall provide to the Board of Directors a written summary of all ice use and cost, to be used to determine ice fees.

I. Supervisor of Officials – 2 year term (Appointed)

Shall be directly responsible for providing a Referee's Clinic for certification of officials and for scheduling referees for RHC games.

J. In-House Coordinator/Public Relations – 2 year term (Appointed)

Shall be responsible for assisting the Rockford Park District In-House program and for recruiting new members to the RHC.

K. Equipment Manager – 2 year term (Appointed)

Shall be responsible for inventory, storing and distribution of all RHC equipment, team jerseys and first-aid kits.

L. Members at Large (3) – 2 year term (2 Elected 1 Appointed)

Members at Large will have the same voting rights as other Board members. Duties will be assigned by Club President and Board of Directors

M. Hockey Directors – 1 year term (Appointed)

The Board of Directors will appoint a minimum of 1 and a maximum of 6 Hockey Director(s) to oversee player, team and coaches development at the various levels within the club. The Hockey Director(s) will report to the RHC Board but not have voting rights on the Board.

Section 3. Election

The President, First Vice-President, Second Vice-President/Secretary and 2 of the Members at Large shall be elected by the general membership for the terms as set forth above. The remaining Directors shall be appointed by majority vote of the elected Board Members for the terms as set forth above. This annual election shall be set at the annual meeting, under the direction of the Nominating Committee.

The President shall be elected annually with the following positions elected on even-numbered years: First Vice-President and one Member at Large.

The remaining elected positions of Second Vice-President/Secretary and one Member at Large shall be elected on odd-numbered years.

The Treasurer, Registrar, League Representative, Ice Scheduler and Supervisor of Officials shall be appointed in even-numbered years.

The Vice-President/Fundraising, In-House Coordinator/Public Relations, Equipment Manager and the appointed Member at Large shall be appointed on odd-numbered years. The appointed Board Member positions shall be made by the President, First Vice-President, Second Vice-President/Secretary and two of the Members at Large, at the first meeting of the new Board and no later than September 1 of each year.

Section 4. Regular Meetings.

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 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 notice other than such resolution.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any four Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within Winnebago County, Illinois, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice.

Notice of any special meeting shall be given at least three days previous thereto by written notice delivered personally, mailed or emailed to each director at his residence or business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of the director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at a special meeting of the Board of Directors must be specified in the notice or waiver of notice of said meeting.

Section 7. Quorum.

A majority of the number of Directors fixed by these By-Laws shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided, that if less than a majority, the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting.

Except where a greater percentage is required by these By-Laws, by the Articles of Incorporation, or by law, 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. The President shall abstain from voting on all matters unless a tie vote is to be decided.

Section 9. Vacancies.

A vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remainder of the term of the vacant seat. The next elected term for that position will be determined by the odd-even elected schedule as stated in Section 3 of this Article.

Section 10. Removal.

Any member of the Board of Directors may be removed for any reason by the affirmative vote of not less than 10 members of the Board of Directors, including the President.

Section 11. 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 setting forth the action so taken, and shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the directors 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 12. Compensation.

Directors, as such, shall not receive any compensation for their services, provided that nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore, if such service and the proposed compensation shall first be approved by the Board of Directors.

Section 13. 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 unless he 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 VI COMMITTEES OF THE BOARD

Section 1. Nominating Committee

At the first meeting of the Board of Directors in December of each season, the President shall appoint a Nominating Committee consisting of two present Board members and two members of the corporation who are not members of the Board. The purpose of the Nominating Committee shall be to propose to the Board at the January Board meeting a slate of candidates for the Board positions which terms will end on the election date set at the annual meeting. The approved slate of candidates will be put to the general membership for election on the election date set at the annual meeting. This election shall be held one of two days to the convenience of the general membership and shall be presided over by the Nominating Committee. The Nominating Committee will conduct the election and may use electronic means, including the internet. A Member in good standing may submit their name to the Nominating Committee to be considered for a Board position.

Section 2. Rules and Ethics Committee.

The President shall appoint a three-member committee, and said committee shall handle any grievances that shall be brought before it by a player, coach, parent or a Board member. Its findings and recommendations shall be submitted to the Board of Directors upon which the Board will act. The method of filing, processing and hearing grievance shall be within the sole discretion of said committee, and said methods shall be made known in writing of the general membership annually no later than October 15.

Section 3. Player Selection Review Committee.

This committee shall be responsible for assuring proper player placement in accordance with the philosophies and By-Laws of the RHC. This committee shall consist of the current President, First Vice-President, and In-House Coordinator. They shall review the player selections as established by the coaches and evaluators, as stated in Article VII, Section 3.

Section 4. Ad Hock or Special Committees.

The President with the approval of the Board of Directors may from time to time appoint Ad Hock or Special Committees to address the needs of the Rockford Hockey Club.

ARTICLE VII METHOD OF PROGRAMMING AND POLICIES:

Section 1. Multi-Level Program.

The basic tenant of the corporation in programming is the multi-level program. Each age group has a multi-level program which provides skill-growth and competition that meets the needs and provides the challenges to the skaters participating therein, most closely related to their own skill. The multi-level program recognizes the different skill and proficiency levels to be found in any large group of youth athletes. It provides a maximum opportunity for each to enjoy, learn and

compete. It allows for specific programming to meet and challenge the specific needs of each level. The corporation will offer competitive teams in each age group dependent on abilities, manpower and facilities.

Section 2. Limitations on Membership and Team Numbers.

The corporation will seek to determine prior to the start of each ensuing season, the extent of the limitations which bear on the program. When these limiting factors are known (i.e., participant demand, adult manpower, facility use, resources, etc.) the corporation program will be drawn up in such a way as to fulfill a program however extensive or limited -- with the support capabilities available. For the purposes of adequate fulfillment of each team's program, the Player Selection Review Committee shall recommend to the RHC Board of Directors the number of teams and players at each level.

Section 3. Selection of Teams.

The First Vice-President/Coaching and Programs, along with coaches for each level, shall devise a format for competitive try-outs, subject to review by the Player Selection Review Committee. The coaches of each age group shall implement the try-outs and shall select the membership for teams based on the results of the try-outs. Final approval will be made by the Player Selection Review Committee.

Section 4. Movement of Players between Teams.

Following initial team selection, no player may move from one team to another or participate in games with another team, without Board approval. No additional player may be placed on the team without Board approval and evaluation.

Section 5. Team Managers.

Each team shall have an adult who is recruited for the position of team manager. Such adult shall be responsible for representing that team to the Board of Directors and to the corporation, and shall take on all duties and responsibilities assigned to him by the Board of Directors and as mutually agreed upon by him and the team coach.

Section 6. Team Coaches.

The Board shall devise a process whereby one person shall be selected and appointed to serve as Head Coach for each team and shall assume all related duties, responsibilities and obligations related to the operation, conduct and programming of that team. In some instances two individuals may be selected and appointed as Co-Head Coaches for a team and shall assume all related duties, responsibilities and obligations related to the operation, conduct and programming of that team. Assistant coaches are recruited and appointed by the team Head Coach, subject to Board approval.

Section 7. Team Operations.

Each team, through its adult leadership, is expected to abide by all rules and regulations, policies and guidelines that may be presented, both legal and moral. RHC supports the Zero Tolerance Rules as stated in USA Hockey.

Section 8. Misconduct.

Any officer of the corporation or any member or any person connected with the corporation's program who shall not abide by any of the stated rules, regulations, policies and guidelines; or who shall engage in any other activity deemed unsuitable, shall be held accountable for any actions before the appropriate bodies as stated within the By-Laws, or shall be held accountable before the Rules and Ethics Committee.

Section 9. Fees and Payments.

All fees for membership and participation will be set annually by the Board of Directors. A member loses all right for participation, in any form when payments are past due. Hardship cases are the prerogative of the Board of Directors. When the payment of fees is delinquent and the Board of Directors has set a definite date for payment, no delinquent members shall be allowed to participate in any activity following the date as set.

Section 10. Tournament Fees.

State Tournament: Each team will bear the cost of state tournament games up to the round robin. After that the club will pay the fees.

Other Tournaments: The fees and costs for all other tournaments shall be borne by members of the team(s) entering.

Section 11. Rockford Hockey Club Information.

The Rockford Hockey Club will maintain a web site that shall provide useful information to members and interested parties.

Section 12. Number of Games.

The Rockford Hockey Club will follow USA Hockey and AHAI guidelines regarding age-specific game limits.

Section 13. Fees for Officials.

The Rockford Hockey Club will follow USA Hockey and AHAI guidelines regarding compensation for game officials.

ARTICLE VIII FINANCIAL TRANSACTIONS

Section 1. Contracts.

The Board of Directors by a majority vote 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 shall be confined to specific instances.

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 the resolution approved by the affirmative vote of at least two-thirds of the Board of Directors. Such authority may shall be confined to specific instances.

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 such officers, agent or agents of the corporation and in such a manner as shall from time to time be determined 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 depositaries as the Board of Directors may select.

Section 5. Audit.

It is the responsibility of the President of the Board of Directors to select an independent auditor to perform a full audit of the financial books and records of the corporation for the last full fiscal year and to submit a report thereon to the Board of Directors not later than the July Board meeting of each year.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of May in each year and end on the last day of April in each year.

ARTICLE X DISSOLUTION

The corporation may be dissolved in accordance with the laws of the State of Illinois upon the affirmative vote of at least two-thirds of the members.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation by transferring such assets to an organization which shall, at the time, qualify as an exempt organization or organizations under Section 510 of the Internal Revenue Code, as the Board of Directors shall determine.

ARTICLE XI SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Illinois".

ARTICLE XII WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of law or these By-Laws or under the provisions of the articles of the incorporation, 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 XIII AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted only by a majority vote of the general membership. If necessary for club operation, the Board of Directors, by a majority vote, may amend these By-Laws for the remainder of that fiscal year, until a vote can be put to the general membership.

ARTICLE XIV SAFETY EQUIPMENT

The Rockford Hockey Club will follow the policies and rules and regulations of USA Hockey and AHAI regarding player and coaching safety equipment.

ARTICLE XV COMMISSIONS

Commissions earned by individuals for fund raising activity not collected or used in 24 months will revert back to the club treasury.