

**AMENDED AND RESTATED
BYLAWS OF ROCKFORD AREA HIGH SCHOOL HOCKEY, INC.**

**ARTICLE I
NAME & INCORPORATION**

Section 1. Name

The name of this Corporation shall be: Rockford Area High School Hockey, Inc., an Illinois not-for-profit corporation.

For all purposes, this name may be abbreviated to read “RAHSH”. RAHSH is referred to “this Club” and “this Corporation” throughout these Bylaws. The Corporation may adopt an assumed name as approved by its Board of Directors.

Section 2. Principal Office

This Club shall have its headquarters and principal skating headquarters in the Riverview Ice House located in Rockford, Illinois and Carlson Arctic Ice Arena located in Loves Park, Illinois. The Corporation’s registered agent and registered office shall be determined by the Board of Directors.

**ARTICLE II
OBJECTIVES**

The Corporation's objectives, 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. have and maintain at all times membership in the United States Hockey Association and the Amateur Hockey Association of Illinois (“AHAI”) 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, stakeholders, and its Directors;
- C. Pursue its objectives using a multi-level program in each age bracket, which seeks to group participants according to their skills and then give each group a program that meets and challenges their skills; and,
- D. Encourage participation in youth hockey in the community, defined as Winnebago County and associated areas.

**ARTICLE III
MEMBERS**

Section 1. Classes of Members

The Corporation shall have one class of members, which shall consist of the following:

- A. One (1) parent or legal guardian of any youth participants registered in the program or programs of the Corporation and appear on a team roster for the current year;
- B. All members of the Board of Directors of the Corporation;
- C. Any other person who, as determined by the Board of Directors, has demonstrated an interest in furthering the purposes and objectives of the Corporation who are not otherwise members.

Membership in the Corporation shall expire when a person no longer qualifies for membership under paragraphs A, B, or C set forth above.

Section 2. Termination of Membership

- A. The Board of Directors, by a majority vote, may terminate or suspend the membership of any member who defaults in paying any fee or assessment, or other obligation due to the corporation, or violates these Bylaws, any policies, rules or regulations of the Corporation or the Amateur Hockey Association of Illinois.
- B. The Board of Directors, by an affirmative two-thirds (2/3) vote of the Directors, shall have the power to suspend or expel any member for conduct which it shall deem improper. Such expulsion shall not affect the member's child from participating in the Club's programs.

Section 3. Transfer of Membership

Membership in this corporation is not transferable or assignable.

Section 4. Voting Rights of Members

Each member shall each be allowed one (1) vote on all matters coming before the members for approval.

Section 5. Annual Member Roster

The Board of Directors shall maintain an annual membership roster. Members are obligated to provide updated contact information, including emails and mailing addresses, to ensure their receipt of materials from the Corporation.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meeting

The annual meeting of the members of the Corporation shall be held on such date 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 the transaction of such business as properly may come before the meeting. In addition, any open positions on the Board of Directors shall be elected at the annual meeting.

Section 2. Special Meetings

Special meetings of the members may be called by the President of the Corporation, by two (2) members of the Board of Directors, or by not less than fifty-one percent (51%) of members having voting rights.

Section 3. Place of Meetings

The Board of Directors may designate any place, within or without the State of Illinois, as the place of meeting for any annual meeting or any special meeting called by the Board of Directors. A waiver of notice signed by all members may designate any place within or without the State of Illinois to hold such a meeting.

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 the email address on file with Corporation) to each member entitled to vote at such meeting and shall be posted on the Club website not less than five (5) days and no more than forty (40) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the Directors or persons calling the meeting. Failure of a member(s) to receive notice shall not be a reason to invalidate any meeting, as long as notice of the meeting was posted on the Club website.

Notice of any special meetings shall be sent no less than three (3) days and no more than twenty (20) days before the date of the meeting, sent to all members by email as set forth in this Section.

Section 5. Quorum

Fifty percent (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, and the Directors shall reschedule the meeting to another date and time. 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 more significant number of voting by classes is required by law, the articles of incorporation, or these By-Laws.

Section 6. 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 corporation's secretary before or during the meeting. No proxy shall be valid after eleven (11) months from its execution unless otherwise provided in the proxy.

Section 7. Informal Action by Members

Any action required to be taken at a meeting of the members may be taken by the members without a meeting, if consented to in writing by no less than sixty-six percent (66%) of the members entitled to vote on the subject matter of said action, setting forth the action so taken.

Section 8. 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.

Section 9. Approval

At any meeting where a quorum is present, the affirmative vote of not less than fifty-one percent (51%) of the members present shall constitute the passage and adoption of a matter, unless otherwise provided in these Bylaws. For any votes taken electronically, the affirmative vote by email of not less than fifty-one percent (51%) of all members entitled to vote shall constitute the passage and adoption of the matter. Any electronic votes and approval shall be ratified at the next meeting of the members.

Section 10. Participation

Members may participate in a meeting by means of an electronic media format which is approved in advance by the Board of Directors, which means will provide for all participants to be heard by one another, which means may include conference telephone, video conference or other similar communication methods. Participation in a meeting in this manner shall constitute presence in person at the meeting. All votes cast by a member who participates in a meeting by electronic means shall have the same force and effect as if that authorized representative had attended the meeting in-person.

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 eight (9). They shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Rule & Ethics Chair – Appointment
- F. Member at Large – Appointment
- G. Member at Large – Appointment
- H. Member at Large – Appointment
- I. Member at Large – Appointment

Each director shall hold office for the term for which he or she is elected by the members, and until his or her successor has been appointed.

Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held within two (2) weeks following each annual meeting of the members at such place and time as the Board shall fix. The Board may provide, by resolution, the time and place, either within or without the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the date of the meeting by written notice delivered personally or sent by mail or email to each Director at his or her address or email address as contained in the Corporation's records. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email, such notice shall be deemed delivered when the email is sent to the Director at the email address provided by the director to the Corporation.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the business transaction at any Board meeting. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice, and the Directors may reschedule a meeting to another date.

Section 7. Manner of Acting

The action of the majority of the Directors present at a meeting at which a quorum is present shall, by an affirmative vote, be the act of the Board of Directors unless the act of a more significant number is required by applicable law or by these Bylaws.

Section 8. Vacancies

Any Director may resign effective upon giving written notice to the President, the Board of Directors, or the Secretary of the Corporation unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies on the Board of Directors shall exist (1) on the death, resignation, disability, or removal of any Director, and (2) whenever the number of authorized Directors of the Corporation is increased by the members as reflected in these Bylaws. Any vacancy in the position of Director shall be filled by the Board of Directors until the next meeting of the members.

Section 9. Removal of Directors

At any meeting of the members duly called as provided in Article IV, Section 2 of these Bylaws, any individual Director may be removed, with or without cause, by the affirmative vote of no less than seventy-five percent (75%) of the members entitled to vote.

Section 10. Compensation

Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. Informal Action by Directors

Any action required to be taken at a meeting of the Directors may be taken by the Directors without a meeting, if consented to in writing by no less than all the Directors, setting forth the action so taken.

Section 12. Approval

At any meeting where a quorum is present, the affirmative vote of not less than fifty-one percent (51%) of the Directors present shall constitute the passage and adoption of a matter, unless otherwise provided in these Bylaws. For any votes taken electronically, the affirmative vote by email of not less than fifty-one percent (51%) of all Directors shall constitute the passage and adoption of the matter. Any electronic votes and approval shall be ratified at the next meeting of the Directors.

Section 13. Participation

Directors may participate in a meeting by means of an electronic media format which is approved in advance by the Board of Directors, which means will provide for all participants to be heard by one another, which means may include conference telephone, video conference or other similar communication methods. Participation in a meeting in this manner shall constitute presence in person at the meeting. All votes cast by a Director who participates in a meeting by electronic means shall have the same force and effect as if that authorized representative had attended the meeting in-person.

Section 14. Committees

The Board of Directors, with approval of the officers, may create committees for any special purpose identified by the Board. The members of the committees shall be appointed by the officers as set forth in Article VI below.

Section 15. Attendance

Any Director who fails to attend two (2) consecutive meetings of the Board of Directors or three (3) consecutive meetings of the Corporation may be removed from office by a majority vote of the Board of Directors.

ARTICLE VI **OFFICERS**

Section 1. Officers

The Corporation's officers shall be a President, a Vice President, a Secretary, a Treasurer, an Equipment Director, an Ice Director, a Registrar, and such other officers as may be elected or appointed by the provisions of this Article.

Section 2. Appointment and Term of Office

Board Members shall be elected bi-annually, where elections will occur in March. Those aspiring to the run for a position within the board must make their intentions known to the Secretary by no later than February 1st of the election year. The allocation of office terms will follow an alternating pattern, with elections for the president and secretary in even-numbered years and elections for the vice president and treasurer in odd-numbered years. In vacancies or when deemed appropriate by the board, the elected board members may appoint additional officers.

The original board members of the organization shall be formed without the necessity of a formal vote, but rather appointed or designated by the founding members to serve in their respective capacities.

Section 3. Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the Corporation's best interests would be served. Still, such removal shall be without prejudice to the contract rights of the person so removed.

Section 4. Vacancies

The Board of Directors may fill a vacancy in any office for the unexpired portion of the term because of death, resignation, disability, removal, disqualification, or otherwise.

Section 5. President

The President shall be the principal executive officer of the Corporation and shall generally supervise and control all of the Corporation's business and affairs. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President

In the absence of the President or in the event of his or her 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. The Vice President shall perform such

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

Section 7. Secretary

The Secretary shall:

- A. Keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose;
- B. See that all notices are duly given by the provisions of these Bylaws or as required by law;
- C. Be custodian of the corporate records, and ensure that all documents executed by the President or other officer of the Corporation is duly authorized;
- D. Keep a register of the post office address and email address of each Director which shall be furnished to the Secretary by such Director;
- E. Keep a register of the post office address and email address of each member, which shall be furnished to the Secretary by such member;
- F. See that the books, reports, statements, certificates, and all other documents and records required by law are properly maintained and filed;

- G. In general, perform all duties incident to the office of the Secretary and such other duties as may be assigned to him or her by the President or the Board of Directors from time to time.

Section 8. Treasurer

The Treasurer shall:

- A. Have charge and custody of and be responsible for all funds and securities of the Corporation;
- B. Receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Directors hereunder;
- C. In general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or the Board of Directors from time to time.

Section 9. Compensation

The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary because he or she also serves as a Director of the Corporation.

Section 10. Committees

The members of any committees established by the Board of Directors shall be appointed by the officers. The President shall appoint the chairperson of each committee who, with the President, shall develop goals, objectives and policies governing the committee. The responsibilities of each committee shall be established by the Board and officers.

Section 11. Policies and Procedures

The officers, along with the Board of Directors, are responsible for creating all policies governing the operation of the Club's programs, including but not limited to participation policies, sportsmanship policies, eligibility policies, and any other policies which are required.

Section 12. Attendance

Any officer who fails to attend two (2) consecutive meetings of the officers or three (3) consecutive meetings of the Corporation may be removed from office by a majority vote of the Board of Directors.

ARTICLE VII **EXECUTION OF INSTRUMENTS, DEPOSITORY**

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by any officer or agent of the Corporation authorized so to do by the Board of Directors. Any bank utilized by the Corporation shall have a branch within Winnebago County, Illinois.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the corporation's general purposes or any particular purpose.

Section 5. Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31 of each calendar year of operations.

ARTICLE VII

AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by an affirmative vote of seventy-five percent (75%) of the members at any annual meeting or any special meeting called for such purpose. In order for a vote on any such amendment to be held, each proposed amendment must first be submitted in writing to the President for presentation to the Board of Directors. The Board shall then decide whether to recommend its adoption at the next Annual Meeting or to call a Special Meeting for the purpose of consideration of any amendment. Notice of the proposed amendment shall be sent to the members by the Board at least fourteen (14) days prior to any meeting called for the purpose of amending or repleading the Bylaws, along with the Board's recommendation on whether the proposed amendment should be adopted.

ARTICLE IX

DISSOLUTION

The Corporation may be dissolved upon the affirmative vote of no less than seventy-five percent (75%) of all members, at a meeting called for such purpose. 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, exclusively for the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X

WAIVER OF NOTICE

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

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in

connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 2. Defense of Claim

To the extent that a present or former director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in this Article, or in defense of any claim, issue, or matter therein, then such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 3. Misconduct and Rights

Sections 1 and 2 above will not apply in any proceeding in which the director, officer, employee, or agent is liable for misconduct in the performance of his or her duties.

Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.

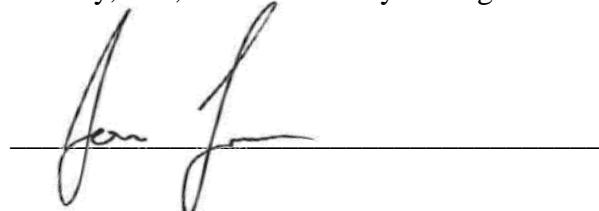
The Corporation shall have the authority in the discretion of the Board to give other indemnification to the extent permitted by law.

Section 4. Insurance

The Board of Directors shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person.

Approval Dates:

These Bylaws have been adopted by the Board of Directors of Rockford Area High School Hockey, Inc., on this 30th day of August 2024.

A handwritten signature in black ink, appearing to read "Jonathon Larson", is placed over a horizontal line.

Jonathon Larson
RAHSH Board President