



**Amended and Restated Bylaws of
Winnetka Hockey Club, Inc.**

Adopted by Resolution of the WHC Board of Directors on December 9, 2024.

Amended and Restated Bylaws of Winnetka Hockey Club, Inc.

ARTICLE I - NAME

This corporation shall be known as the WINNETKA HOCKEY CLUB, INC. (hereafter, "WHC" or "Club"), a not-for-profit corporation organized under the laws of the State of Illinois. Wherever the designation "Bylaws" appears herein, it shall refer to these WHC Bylaws, as may be amended from time to time.

ARTICLE II - GENERAL

Section 2.1 - Purpose

The purposes of the WHC are:

- a) to provide and conduct hockey programs and related sports activities (collectively, "Programs") for the youth in the geographic area of New Trier High School Township and youth from other geographic areas when in accordance with the policies of the Board of Directors of WHC;
- b) to work in conjunction with local Park Districts or other governmental units in providing and managing Programs;
- c) to do any and all other acts necessary or desirable in furtherance of the foregoing purposes; and
- d) to conduct such further activities as not-for-profit corporations are allowed by Illinois law and as determined by the Board of Directors of the WHC.

Section 2.2 - Construction

When used in these Bylaws, instances of gender or entity-specific usage (e.g., "his", "her", "its", "person" or "individual") shall not be interpreted to preclude the application of any provision of these Bylaws to any individual or entity.

Section 2.3 - Limitations

Neither the WHC nor any Director or Officer of the WHC thereof shall engage in any

act that does or may jeopardize the not-for-profit or exempt tax status of the WHC, or engage in any act of self-dealing.

Section 2.4 - Registered Office and Registered Agent

The WHC shall have and continuously maintain in the State of Illinois a registered office and a registered agent, whose office is identical with such registered office.

Section 2.5 - Program Year

The Program year shall run from May 1st through the succeeding April 30th of each calendar year ("Program Year").

Section 2.6 - Notice and Waiver

Any notice required by these Bylaws shall be directed personally to the individual entitled to notice by any one of the following:

- a) Hand delivering written notice to his home or business;
- b) Mailing written notice to his home or business (in which case, five additional business days shall be added to any time requirement otherwise applicable and which written notice must be mailed via certified mail, return receipt requested, or by some other method that includes tracking and/or delivery confirmation); or
- c) Phone call or personal meeting.

Except as set forth above, notice under this section shall be deemed to be complied with upon delivery. Any individual may waive notice of any meeting or hearing. Attendance at any meeting or hearing, in person or by representative, shall constitute waiver of notice thereof.

Section 2.7 - Conduct of Proceedings

The proceedings at all meetings of the Board of Directors or any committee of the WHC shall be conducted in accordance with Robert's Rules of Order, as revised by the most current edition thereof available, except to the extent that such conduct would be inconsistent with the laws of the State of Illinois or other provisions of these Bylaws.

Section 2.8 - Books and Records

The Club shall keep correct and complete books and records of account and shall also keep minutes of proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the WHC may be inspected by any current Director for any proper purpose at any reasonable time.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1 - General

The business and affairs of the WHC shall be managed solely by its Board of Directors (hereafter "Board") and the Officers of the WHC.

Section 3.2 - Divisions and Specific Duties of Directors

Each Director on the Board shall serve a specific function either as an Officer or with one of the divisions of the Board (each a "Division" and collectively, the "Divisions"). The Divisions shall be established by the Board from time to time and may include, but are not limited to, the following responsibilities: Fundraising, House League, Travel Hockey, Administrative (including Officers) and such further activities or responsibilities as the Board may from time to time designate. Each Division Director shall be appointed by the President(s), with the approval of the Board.

Section 3.3 - Number, Tenure and Qualifications

The Board shall consist of not less than nine (9) nor more than twenty-three (23) voting members elected or appointed as described herein (hereafter "Director" or "Directors"). The exact number of Directors for the forthcoming year shall be fixed by the existing Directors at the Board's regularly scheduled April meeting and prior to the election of new Directors, and said number shall remain constant throughout the entire year. Each elected Director shall serve for three years, or until removed or replaced. Each Director appointed to fill a vacancy shall complete the unexpired term, or until removed or replaced. Any Director may be re-nominated and re-elected for successive terms, provided that no individual may serve more than six (6) years in succession (including service by appointment for the unexpired portion of another Director's term) without having been off the Board for at least one year.

Section 3.4 - Election

Candidates for Director shall be nominated by the Executive Committee, as described in Section 5.1, and shall be voted upon by the then-existing Directors at the Board's regularly scheduled April meeting. The number of Directors elected annually shall be

staggered so that no more than approximately one-third of the Board is elected each year. To be elected, a candidate must receive a number of votes equal to or greater than a majority in number of the existing Directors, regardless of the number of existing Directors in attendance or voting at such meeting. Each candidate may be voted on individually, rather than as part of a slate, and shall be considered in the order determined by recommendation of the Executive Committee. Where there is more than one candidate per office, voting shall be by secret ballot, with the results tabulated and announced by the Secretary and the President(s). Each Director so elected shall take office effective at the commencement of the Program Year.

Section 3.5 -- Meetings

The Board shall hold a regular meeting each month throughout the year at a time and place as determined by the Board and without any further notice required; provided that no regular meetings will be held in June or July. The first regularly scheduled monthly meeting of the Program Year shall be the Annual Meeting of the WHC for all purposes requiring or related to a corporation's annual meeting.

The President(s), or a majority of the Board by resolution, may provide for the holding of additional regular, or special, meetings. The person(s) authorized to call such a meeting shall designate the time and place for holding such meeting, and in the case of a special meeting shall identify the purpose of the meeting.

The President(s) shall establish the agenda for each meeting. Attendance at any meeting by a non-Director shall be at the discretion of the President(s) and the Board.

Section 3.6 -- Quorum

A majority of the number of Directors fixed pursuant to Bylaw Section 3.3 constitute a quorum for transaction of business at any meeting of the Board, provided, that if less than a majority is present at such meeting; a majority of those Directors present may adjourn the meeting from time to time without further notice.

Section 3.7 - Manner of Acting

Each member of the Board shall have one vote on all matters. Service as an Officer shall not remove or limit that individual's right to vote as a Director on any issue. Unless otherwise specified in these Bylaws, all voting shall be decided by simple majority and 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. Proxy votes shall be allowed by tendering such vote to the WHC Secretary in writing prior to 6:00 p.m. on the day of the applicable

Board meeting.

Section 3.8 -- Vacancies

Any vacancy occurring on the Board shall be filled by appointment of the President(s) with approval by a majority in number of the existing Directors, regardless of the number of Directors in attendance or voting at a Board meeting where such issue is decided.

Section 3.9 -- Removal

In the event of a person's inability or refusal to perform his duties as a Director, he may be removed from office by a majority of the Directors present and voting at a Board meeting, provided that at least seven days notice is given to all Directors of the intention to present a motion to remove a Director at such meeting.

ARTICLE IV - OFFICERS

Section 4.1 -- General

The Officers of the WHC shall be President, a Vice President of Hockey Operations, a Vice President of Off-Ice Operations, a Treasurer, a Secretary and such other officers as may be elected or appointed by the Board of Directors. Each Officer shall have the powers and duties usually and properly incident to that office, subject to the limitations of these Bylaws, and shall have such other powers and duties as the Board may from time to time prescribe. The role of President may be held concurrently by up to two persons.

Section 4.2 - Election and Term of Office

To be an Officer of the WHC, each candidate must be a duly elected or appointed Director. The names of candidates for Officers shall be presented to the Board by the Nominating Committee, as described in Section 5.2. The Nominating Committee may nominate up to two persons to serve concurrently in the President role as co-presidents. No nominations shall be accepted from the floor during the meeting when the election of Officers occurs.

The election of Officers shall take place at the Board's regularly scheduled March meeting. To be elected, a candidate must receive a number of votes equal to or greater than a majority in number of the existing Directors, regardless of the number of existing

Directors in attendance or voting at such meeting. Each candidate may be voted on individually, rather than as part of a slate. Where there is more than one candidate per office, voting shall be by secret ballot, with results tabulated and announced by the Secretary and the Chair of the Nominating Committee; provided, however, that if the Nominating Committee nominates two persons to hold the President role concurrently, then voting need not be by secret ballot, unless the Nominating Committee nominates multiple pairs for the President Role.

Each Officer so elected shall take office immediately upon the conclusion of the Board's March meeting and shall hold office for one year or until a successor shall have been duly elected and qualified. Officers may be re-elected for consecutive terms, but must comply with the limitation of Bylaw Section 3.3 regarding length of service on the Board.

Any vacancy in an Officer position, other than President(s), shall be filled by appointment of the President(s) with approval by a majority in number of the existing Directors, regardless of the number of Directors in attendance or voting at a Board meeting where such issue is decided. Each Officer so appointed shall complete the unexpired term, or until removed or replaced.

Section 4.3 - Removal

Any Officer may be removed from the position of Officer by a three-fifths vote of the Directors present and voting at a Board meeting whenever, in the judgment of the Board, the interests of the WHC would be served thereby. At least seven days' notice shall be given to all Directors of the intention to present a motion to remove an individual from Office.

Section 4.4 -- President

The President(s) shall be the principal executive officer of the Club and shall, in general, supervise and control all of the business and affairs of the WHC, subject to any directions which may be given by the Board. The President role may be held by up to two persons concurrently. The President(s) may sign, with the Secretary or other proper Officer of the WHC authorized by the Board, any bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the WHC, or shall be required by law to be otherwise signed or executed.

Unless a delegate is otherwise appointed by the President(s), the President(s) shall be

the WHC's representative to the Amateur Hockey Association, Illinois, Inc. (AHAI) and to all other organizations with which the WHC is affiliated, and the President(s) or such delegate shall be authorized to appear and vote on behalf of the WHC at all meetings.

If the President role is held by two persons, and those two individuals disagree as to a decision empowered to the President(s) under these Bylaws, then that disputed matter shall be submitted to the Board for decision in accordance with Section 3.7 of these Bylaws.

Section 4.5 - Vice Presidents

In the absence of the President(s), or in the event of his, her or their inability or refusal to act, the Vice President of Hockey Operations shall perform the duties of the President(s), and when so acting, shall have all the powers of and be subject to all the restrictions upon the President(s). In the absence of the Vice President of Hockey Operations, or in the event of his or her inability or refusal to act, the Vice President of Off-Ice Operations shall perform the duties of the President(s), and when so acting, shall have all the powers of and be subject to all the restrictions upon the President(s).

Unless a delegate is otherwise appointed by the President(s), the Vice President of Hockey Operations shall be the WHC's representative to the Northern Illinois Hockey League (NIHL). The Vice President of Hockey Operations or such delegate shall be authorized to appear and vote on behalf of the WHC at all NIHL meetings.

Section 4.6 - Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the WHC; and, further, shall receive and give receipts for monies due and payable to the WHC from any source whatsoever, and deposit all such monies in the name of the WHC in such banks or financial institutions as shall be selected in accordance with generally accepted accounting and investment practices.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board shall determine and for which the WHC shall pay.

Section 4.7 -- Secretary

The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for such purpose; see that all notices are duly given in accordance with the

provisions of these Bylaws or as required by law; be custodian of the corporate records of the WHC; and keep a register of the post-office address of each Director.

ARTICLE V - COMMITTEES

Section 5.1 - Executive Committee

The Executive Committee (hereinafter "Executive Committee") shall consist of the President(s), the Vice President of Hockey Operations, the Vice President of Off-Ice Operations, the Secretary, and the Treasurer. The President(s) shall serve as Chair of the Executive Committee. The purpose of the Executive Committee is to assist the President(s) in formulating policy and carrying out the work of the WHC and, where necessary, to have and exercise the authority of the Board during those times when the Board is not in session.

The Executive Committee shall, by majority vote of the members of that committee, present at the Board's regularly scheduled April meeting, its recommendations for candidates to be elected as Directors for the next succeeding Program Year. In preparing its list of candidates, the Executive Committee shall seek and consider recommendations from existing Directors.

Section 5.2 - Officers Nominating Committee

The Nominating Committee with regard to Officers (hereafter "Nominating Committee") shall consist of not less than three individuals, at least two of who are members of the Board and whose seats are not up for re-election. The Nominating Committee, including its Chair, shall be appointed by the President(s) with the approval of the Board, at the Board's regularly scheduled February meeting.

The Nominating Committee shall by majority vote of the members of such Nominating Committee, present its recommendation for Officers to the Board at the Board's regularly scheduled March meeting. Any Director may submit the name of one or more different candidates for Officer; provided first that each such candidate is supported by not less than four Directors and, further, that the name of each such candidate, the specific office for which such person is being suggested, and the names of the Directors supporting such candidate, shall be given in writing to the Chair of the Nominating Committee at least seven days prior to the meeting at which the election will occur. The Nominating Committee shall first present its recommendation for Officers, and shall then present the names of all nominees submitted to it in accordance with this Section.

Section 5.3 - Coaches Selection Committee

The Coaches Selection Committee (hereinafter “Coaches Selection Committee”) shall consist of not less than three individuals, at least two of whom are members of the Board. The Chair and members of the Coaches Selection Committee shall be appointed by the President(s), with the approval of the Board. The purpose of the Coaches Selection Committee is to interview, evaluate and make recommendations regarding Travel Hockey coaching candidates and instructional personnel. The recommendations of the Coaches Selection Committee will be presented to the Board at the beginning of the applicable Travel Hockey season.

Section 5.4 - Rules and Ethics Committee

The Rules and Ethics Committee (hereinafter “Rules and Ethics Committee”) shall consist of not less than three members of the Board, each of whom shall be appointed by the President(s), with approval of the Board, at the Board’s regularly scheduled May meeting.

The purpose of the Rules and Ethics Committee shall be to investigate alleged violations of WHC codes of conduct or policies that are made in writing to a member of the Rules and Ethics Committee. The Rules and Ethics Committee will investigate such alleged violations and determine and implement any discipline or sanction, in any case, in accordance with the policies and procedures of the Rules and Ethics Committee that are then in place.

Section 5.5 - Other Committees

Other Committees may be appointed by the President(s) or by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President(s) or Board shall designate the Committee’s powers and the term of the committee member’s appointment. Unless otherwise specified by the Board, no committee appointment shall extend beyond the end of the Program Year.

Section 5.6 - Details of Committee Operation

The President(s) shall appoint the chair of all committees unless otherwise provided by these Bylaws or the Board. Vacancies in the membership of any committee shall be filled by appointment of the President(s) and, where the committee was created by Board resolution, the approval of the Board. Unless otherwise specified in the Board resolution creating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a

quorum is present shall be the act of the committee.

ARTICLE VI - CONTRACTS, LOANS, CHECKS, DEPOSITS & GIFTS

Section 6.1 -- Contracts

The Board may authorize any Officers or agent, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WHC; such authority may be general or confined to specific instances.

Section 6.2 - Loans

No loans shall be contracted on behalf of the WHC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 6.3 - 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 WHC, shall be signed by such Officer or agent of the WHC and in such manner as shall from time to time be determined by resolution of the Board.

Section 6.4 - Deposits

All funds of the WHC not otherwise employed shall be deposited from time to time to the credit of the WHC in such banks or financial institutions as the Board or the Treasurer may direct and in accordance with generally accepted accounting and investing practices.

Section 6.5 - Gifts

The Board may accept on behalf of the WHC any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII - INDEMNITY

Section 7.1 -- General

The WHC shall indemnify any and all of its Directors and Officers against loss and expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made a party, by reason of being or having been a Director or Officer of the WHC, except in relation to matters

as to which any such Director or Officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such liability. Nothing contained in this section shall be binding if in conflict with existing law or the terms of the WHC's public liability insurance policy.

ARTICLE VIII - AMENDMENTS TO THE BYLAWS

Section 8.1 -- General

These Bylaws, or any part thereof, may be altered, amended or repealed and new Bylaws may be adopted, in each case in the manner set forth in this Article VIII. Any such alteration, amendment, repeal or adoption is referred to herein as an amendment.

Section 8.2 - Origination by Board

Proposed amendments may be originated by the Board by adopting a resolution setting forth the proposed amendment. Any number of amendments may be submitted and voted upon at any one meeting of the Board.

Section 8.3 - Votes by Directors

A proposed amendment may be voted on at the meeting following adoption of a resolution per Section 8.2, and will be adopted upon receiving at least two-thirds of the votes of the Directors present and voting.

Adopted June 13, 1988

Revised January 9, 1995

Revised April 17, 2001

Amended and Restated May 11, 2015

Amended and Restated March 13, 2018

Amended and Restated February 8, 2022

Amended and Restated December 9, 2024