

**LAKE FOREST HIGH SCHOOL HOCKEY ASSOCIATION
BYLAWS**

As Amended May 16, 2025

LAKE FOREST HIGH SCHOOL HOCKEY ASSOCIATION

BYLAWS

ARTICLE I

NAME

The name of the organization shall be the Lake Forest High School Hockey Association (the "Association"), dba "Lake Forest Hockey Club" (LFHC), and has its location at Lake Forest, Illinois. Wherever the designation "Bylaws" appears, it shall refer to the Lake Forest High School Hockey Association Bylaws.

ARTICLE II

PURPOSE

Section 2.1- General. To operate an educational and competitive ice hockey program for high school players who attend Lake Forest High School in Lake Forest, Illinois. To teach ice hockey, fair team play and sportsmanship, and to support the Lake Forest and Lake Bluff communities and its citizens when possible and to further the foregoing purposes, to be known as the "Program".

Section 2.2 – Limitations. No part of the income of the Association may be distributed to its members, directors or officers. The Association shall distribute its income at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code"). The Association shall not engage in any action of self-dealing (as defined in Section 4943(c) of the Code), make any investment in such manner as to subject the Association to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code). All references herein shall be deemed to be references to the appropriate sections as amended or superseded from time to time.

Section 2.3 – Objectives. The purpose of the Association as stated in the Articles of Incorporation, is to direct and operate an educational and athletic hockey program for Lake Forest High School students. In furtherance of these objectives, the Association shall:

1. be in accord with and have membership in USA Hockey, Inc., Amateur Hockey Association of Illinois (AHAI), their relevant, affiliated bodies and any hockey leagues so approved by the Board of Directors;
2. pursue its purpose in such a way as to make hockey fun, drive continued learning opportunities, and to engage in competitive league play where good sportsmanship prevails amongst players, coaches, parents and spectators;
3. promote, teach and grow hockey and community spirit in Lake Forest and Lake Bluff.

ARTICLE III

MEMBERS

Section 3.1- Eligibility. Membership in the Association shall consist of any family with a child who is a current full-time student at Lake Forest High School playing in the Program in good standing as described in Section 3.4. Membership shall be annual corresponding to the high school year and expire after the hockey season (spring season for current Freshmen, Sophomore, Juniors and regular season for Seniors), except as described in Section 3.5. Directors terms are described in Section 5.3. Each family shall be considered to be one member regardless of the number of children participating in the Program.

Section 3.2 – Voting Rights. Each member in good standing, as set forth in Section 3.1 above, shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3.3. Dues. The Board of Directors shall establish and collect such dues and fees for the furtherance of the operation of the Association and the Program as it may from time to time deem necessary and appropriate.

Section 3.4 - Member Standing. A member in good standing: (1) has completed the registration requirements as outlined by the Board of Directors, which includes, but is not limited to, a signed Code of Conduct and agreement to abide by all Association policies on behalf of the parents/guardians and their player(s) prior to the start of the regular season of the hockey league; (2) has paid all fees, dues, and/or special assessments currently due according to the financial payment schedule of the member registration or other such payment schedule approved by the Board of Directors from time to time; (3) is not under suspension or termination pending review; and (4) has fulfilled, or is scheduled to fulfill, all parent volunteer requirements.

Section 3.5 - Suspension or Termination of Members Rights. The Board of Directors, by a two-thirds (2/3) vote of all Board of Directors, shall have the power to suspend or expel any player, parent, guardian, or other member: (1) brought before the Board on recommendation of the Rules and Ethics Committee, or (2) is deemed not in good standing per Section 3.4. All disciplinary procedures shall be in accordance with USA Hockey and AHAI guidelines.

ARTICLE IV

MEETING OF MEMBERS

Section 4.1 - Annual Meeting. The annual meeting of the members of the Association shall be held within thirty (30) days of the Association's fiscal year-end at a location to be decided upon by the Board of Directors. Notice shall be made not less than fourteen (14) days prior to the annual meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. Notice shall be given electronically via email or posted publicly on the Program's website.

Section 4.2 - Regular Meetings. The Board of Directors shall hold regular meetings no less than once every two (2) calendar months. Directors may not miss two (2) meetings in a row unless excused by the President. The presiding officer of a Board of Directors meeting may reserve discussion of confidential or other sensitive matters for an Executive Committee session of the Board. No member, who is not a director, attending such a meeting of the Board shall have the right to be present at any such executive session. The Board can call a special meeting as necessary.

Section 4.3 - Members Attendance at Directors Meetings. Members may attend any regular meeting of the Board with 24 hours written notice to the President. In the event that any member desires to be heard on board-appropriate topics, such member shall provide subject matter 24 hours prior to the scheduled meeting to the presiding officer. Member may be granted a reasonable time at such meeting to be heard, taking into consideration all of the other business affairs of the Association to be covered at such meeting.

Section 4.4 – Quorum. Two-thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4.5 – Proxies. No proxies shall be allowed.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 – Powers. The Board of Directors (the “Board”) shall be the governing body of the LFHC and all affairs of the LFHC shall be managed by or under the direction of the Board of Directors.

The Board of Directors shall determine what is in the best interests of the LFHC and shall have the power and authority to develop, implement and enforce rules, policies, and procedures that advance those interests. The Board of Directors, inclusive of its Committees, shall have the power and authority to:

1. make any and all financial decisions pertaining to or affecting the LFHC, including with respect to establishing an annual budget, making expenditures, and conducting fundraising activities.
2. establish rules and govern members and players of the LFHC, and indirectly, through contracts and otherwise, the hockey director and coaches, employees, independent contractors, and/or agents of the LFHC, with respect to any and all activities and conduct pertaining to any subject matter directly or indirectly related to the concerns and interests of the LFHC.
3. hear and rule on any disputes involving or arising out of the Program, and interpret the Bylaws and Rules and Ethics process of the Association, including dispensing disciplinary actions.

All actions of the Board of Directors, including, but not limited to, the following shall be by a majority vote of its directors, except as otherwise set forth in these Bylaws:

1. Appointment of any member to the Board of Directors;
2. Approval of the annual budget ("budget");
3. Approval of expenditures over \$5,000 not otherwise provided for in the budget;
4. Approval of all policies;
5. Approval of a Director of Hockey candidate as defined in Section 8.1;
6. Approval of any change in hockey league affiliation(s);
7. Determination of disciplinary actions and resolution of any related appeals;
8. Suspension or termination of the Director of Hockey, or any other coach. The President will vote only in the event of ties;
9. Dissolution of the Corporation.

Section 5.2 – Composition. The Board of Directors shall consist of no less than nine members and no more than thirteen. Officers must be members of the Board of Directors and shall include a President, Vice President, Treasurer and Secretary. Directors shall chair various committees as needed by the Program or may perform duties as prescribed by the Board of Directors. Directors may be parents who have a child enrolled at Lake Forest High School playing in the Program. Two offices may be held by the same person, except the President and Treasurer’s offices shall not be held by the same person.

Section 5.3 - Term of Office. Directors shall serve for a term of one year, which begins with ratification at the annual meeting, and ends at the subsequent annual meeting, or until his/her successor has been elected and qualified. A Director's term shall terminate if the player is removed from the program for any reason. Directors of graduating senior children are expected to finish their term through the annual meeting. Any Director may be removed per Section 6.6. Directors may hold different positions in the Board over multiple terms. The expected tenure for an officer position is two terms. Officers in good standing may serve a term beyond their child's senior year if approved by $\frac{2}{3}$ vote of the Board.

Section 5.4 – Officer Duties.

Section 5.4.1 – President. The President shall be both the Chair of the Board and the Principal Executive Officer of the Association. The President shall, in general, supervise and control all the business and affairs of the Association, subject to the direction and control of the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign all legal documents and checks, with the Secretary or any other officer of the Association authorized by the Board of Directors, and in general shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors. The President or appropriate appointee(s) shall appear and represent the LFHC at all affiliated sanctioning organizations described including, but not limited to, USA Hockey, AHAI, and SHL, and shall be authorized to vote at all sanctioning organizational meetings on behalf of the LFHC. The President shall further have oversight of all scholarship/financial aid decisions, and scholarship funds subject to scholarship criteria must be approved by the Board of Directors.

Section 5.4.2 – Vice President. The Vice President, at the discretion of the President, shall assist the President in the general supervision and control of the business and affairs of the Association. 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.

Section 5.4.3 – Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds, assets and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected; have charge of and keep all books and financial records of the Association; file the annual report(s) and annual financial statements as may be required by law; shall be the second required signature on checks drawn for the Association; and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 5.4.4 – Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and other member meetings; 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 and of the seal of the Association; keep a register of the post office address, phone number, and email of each director and member, which shall be furnished to the Secretary by such director and member; and in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors, including serving as Chair of the Rules and Ethics Committee and the Nominating Committee.

ARTICLE VI

DIRECTOR NOMINATIONS, REMOVAL AND VACANCIES

Section 6.1 - Nominations. The President, with approval of the Board of Directors, will appoint a Nominating Committee ("NC") by February 28, which shall be composed of four total members: Secretary, an additional current director and two non-director members. The President shall serve as the non-voting member of the NC. The President may cast the deciding vote in the event of a deadlocked or tied vote.

The Secretary shall give notice by March 5 to all members, via email or posting on the Association's website, of the formation of the NC, the names of those serving on the NC and request that members submit their suggestions or nominations for officers or directors to the NC by March 15.

Section 6.2 – Eligibility and Limitations. All candidates for the Board of Directors must be members in good standing. Only one parent/guardian per family shall be allowed to serve on the Board of Directors at any given time.

Section 6.3 - Nominating Committee. The NC shall, by majority vote, or with the President's vote if tied, select a slate of four officers and the directors, for nomination to one-year terms of office.

Section 6.4 - Officer and Director Slate. The NC's proposed officer and director slate shall be finalized by the Secretary not less than ten days prior to the annual meeting. The proposed slate will designate the proposed office or position of each candidate. The Secretary will deliver the proposed slate by email, or by posting on the Association's website as soon as reasonably practicable, not later than five days after receiving the NC's proposed slate.

If there are no further nominations other than those of the Nominating Committee, then at the time and place of the annual Board meeting, the President or presiding officer of the Board shall call for a voice vote of the directors to formally ratify the said slate as new directors of the Association.

Section 6.5 – Contested Candidate(s) to the Nominating Committee Slate. If a member wants to contest a nomination put forward by the Nominating Committee, that member must submit a nomination, together with the written support of at least one-third ($\frac{1}{3}$) of the membership, with petition confirmation via email to the NC chairman, within five days of the date the proposed NC slate was sent out to the membership.

Upon receipt of the requested contested nomination and the required support, the Secretary shall give notice to the members that a formal vote will occur via emailed ballot to determine the outcome of the contested nomination. Upon conclusion of the voting, if the additional nomination receives a YES vote from 51% or more of the members, that candidate will become the new nomination and the Board slate will be revised as necessary to reflect the voting results.

At the time and place of the annual Board meeting, the Secretary or presiding officer of the Board shall call for a voice vote of the directors to formally ratify the said slate as new directors of the Association.

Section 6.6 – Removal. Any director may be removed, with or without cause. However, no person shall be removed from the Board of Directors unless two-thirds ($\frac{2}{3}$) of the entire Board of Directors votes to remove such person from the Board of Directors.

Section 6.7 – Vacancies. Any vacancy in any office because of death, resignation or removal may be filled by a majority vote of the Board of Directors for the unexpired portion of the term in question.

ARTICLE VII

COMMITTEES OF THE BOARD

Section 7.1 – Purpose. To assist in the operation of the policies and tasks set forth by the Board of Directors.

Section 7.2 – Operation, Membership, and Eligibility. In addition to those standing committees specifically referenced in Section 7.3 of these Bylaws, the Board of Directors has the right to appoint any committee to be chaired by a member of the Board of Directors that they feel necessary to carry out the purposes and goals of the Association. Committee members need not be directors, but in all cases must be members in good standing.

Section 7.3 - Standing Committees.

Section 7.3.1 - Executive Committee. Internal management and conduct of LFHC shall be vested in an Executive Committee composed of the President, the Vice President, the Treasurer, and the Secretary (“officers”). Membership committee chairpersons and such other members of the Board may be appointed by the officers to the Executive Committee as deemed necessary by topic of discussion.

The Executive Committee is authorized to hire and discharge employees or contractors, to make all contracts and authorize all transactions in the ordinary course of business of the Association, and to do all things necessary when it is impossible or impractical to convene a meeting of the Board.

The Executive Committee may act by unanimous written agreement of its members, or by a majority vote of its members at any regularly called meeting of which all members have had reasonable notice. The committee shall, at each regular meeting of the Board, and from time to time when requested by the Board, make a full report of all business transacted by the committee.

Section 7.3.2 - Rules & Ethics Committee. The Rules and Ethics (R&E) Committee shall advise and oversee the conduct of all members of the LFHC including, but not limited to, parents, guardians, players, coaches, employees, independent contractors, and agents, with a view toward (i) compliance with current Codes of Conduct and all policies adopted by the Board of Directors from time to time, (ii) compliance with the portions of the Bylaws and rules and regulations adopted and promulgated by USA Hockey (including SafeSport), AHAI, and any Leagues that govern the conduct and behavior of players and their family members and coaches, (iii) preservation and promotion of good sportsmanship by and among all members of the LFHC, and (iv) preservation and promotion of the goodwill, reputation and moral integrity of the LFHC. The Rules and Ethics Committee shall be chaired by the Secretary with at least two additional board members on the committee, and shall follow the established Rules and Ethics Committee process.

Section 7.3.3 - Nominating Committee. The NC shall conduct annual nominations of the slate of Board of Directors as described in Article VI.

ARTICLE VIII

DIRECTOR OF HOCKEY AND OTHER COACHES/STAFF

Section 8.1 - Director of Hockey. The Association shall employ or contract a Director of Hockey who shall be responsible for all aspects associated with hockey-related activities and administration of the Program. The duties and responsibilities of the Director of Hockey shall be determined by the Board of Directors, and so designated in the contract of employment, and include, but are not limited to, conducting competitive tryouts, team selections and playing time, coaching staff recommendations, player discipline and day to day Program operations. The Director of Hockey shall report directly to the

President and attend Board of Directors meetings. The Director of Hockey shall not be a member of the Board of Directors. The Director of Hockey shall not have a vote at any such meeting.

Section 8.2 – Coaches/Other Staff. From time to time, the Association shall hire such staff members or coaches, either as employees or independent contractors, to perform such tasks necessary to carry out the goals and purposes of the Program, as aligned with the Director of Hockey.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND FINANCIAL MATTERS

Section 9.1 - Fiscal Year. The fiscal year of the Association shall be the twelve-month period beginning on June 1st of each year and ending on the last day of May of the following year.

Section 9.2 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 Association, and such authority may be general or confined to specific instances.

Section 9.3 - 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 Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer.

Section 9.4 - Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 9.5 - Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association; However, the Association shall not accept any such contribution, gift, bequest or devise which would disqualify it from being exempt from taxation under Sec. 501(c) of the Code, or the corresponding provision of any future United States internal revenue law.

Section 9.6 – Compensation. Members of the Board of Directors shall not receive any compensation for their services. Any proposed compensation shall first be approved by two-thirds (2/3) of the entire Board of Directors.

Section 9.7 - Conflicts of Interest. Members of the Board of Directors shall not enter into a transaction or arrangement that might benefit their own private interest or result in a possible excess benefit transaction. All potential Conflicts of Interest must be disclosed to the Board of Directors, and a special committee of disinterested members shall be appointed to make a decision as to whether to enter into the transaction or arrangement if beneficial to the Association. A “disinterested member” shall be deemed to be any member of the Board of Directors that has no direct or indirect financial interest in the decision. The committee's actions are intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 9.8 - Indemnification. To the extent permitted by law, the Association's Board of Directors, officers and non-compensated agents, and their heirs, executors and administrators, shall be indemnified against all expenses actually and necessarily incurred by them in the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party by reason of their being or having been a director, officer or non-compensated agent of the Association, provided that such person acted in good faith and in a manner reasonably believed to be in the best interests of the Association.

ARTICLE X

BOOKS AND RECORDS

Section 10.1 – General. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Association may be inspected by any director or member for any proper purposes at any reasonable time as required by law.

ARTICLE XI

AMENDMENTS TO THE BYLAWS

Section 11.1 – General. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors. Any such alteration, amendment, repeal, or adoption is referred to herein as an amendment. Proposed amendments shall be presented at a meeting of the Board of Directors.

Section 11.2 - Vote by Directors. A proposed amendment will be adopted upon receiving at least a two-thirds (2/3) vote of the Board of Directors present and voting at any regular meeting of the Board of Directors or any special meeting where such amendment(s) has been contained in the notice for such meeting. Any number of amendments may be submitted and voted upon at any meeting of the Board of Directors.

ARTICLE XII

CONDUCT OF PROCEEDINGS

Section 12.1- General. The proceedings at all meetings of the Board of Directors and related committees shall be conducted to ensure a fair and orderly process. Board members shall actively participate in discussions, be prepared for meetings, contribute to the organization's goals, and are expected to treat each other and other parties with courtesy and respect, even when disagreements arise. Board members are obligated to act with care, loyalty, and confidentiality, as part of their fiduciary responsibility to the organization. Board members shall uphold ethical standards in their actions and decisions, avoiding any behavior that could damage the organization's reputation or violate its policies.

ARTICLE XIII

SEAL

Section 13.1- Seal. The Association seal shall be in the form as the Board may determine.