

BY-LAWS OF SOUTHERN ILLINOIS ICE HAWKS HOCKEY ASSOCIATION, INC.

ARTICLE I NAME AND AFFILIATION

The association is a Not-for-Profit corporation incorporated under the name "Southern Illinois Ice Hawks Hockey Association, Inc." The corporation replaces what was formally known as The Fairview Heights Youth Ice Hockey Association, Inc., a Not-for-Profit corporation which was administratively dissolved by the Secretary of State's office and which continued to operate as an unincorporated association.

ARTICLE II OFFICES

The principal office of the Corporation shall be located in the County of St. Clair, State of Illinois. The location of the principal office may be changed by the Board of Directors, from time to time, provided that it shall always be located in the State of Illinois. The Corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine from time to time.

The principal office of SIH shall be in the State of Illinois. SIH may have such other offices, either within or without the State of Illinois, as the business of the corporation may require from time to time.

The registered office of SIH is required by the General Not-for-Profit Corporation Act to be maintained in the State of Illinois may be, but need not be; identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III PURPOSES

The purposes for which the corporation is organized are: To promote amateur youth ice hockey in Southern Illinois, organize youth teams to play ice hockey, and teach teamwork, self-discipline, sportsmanship, integrity, and self-confidence through hockey instruction.

ARTICLE IV MEMBERS

SECTION 1. ANNUAL MEETING - The annual meeting of the members shall be held at the annual banquet following the Fall hockey season each year, but no event later than May 1.

SECTION 2. MEMBERSHIP - The parents or legal guardians of each player who was enrolled in the Fall hockey season shall be entitled to one vote under the following conditions:

(a) All fees and assessments were paid in full before the end of the Fall playoffs; (b) The player did not withdraw from his or her team before playoffs.

Irrespective of the number of players the parents or guardians have in the association, each set of parents or guardians shall have only one vote. In the event that a player's parents or guardians cannot agree on the manner in which to cast a single vote, then the parent with legal custody of the player shall be entitled to determine the manner in which the vote is cast or, if both parents or guardians have custody, then each shall be entitled to cast one-half vote. With respect to voting for directors at the

annual banquet, each set of parents or guardians is entitled to vote for the same number of directors as there are vacancies at the time of the banquet or meeting.

SECTION 3. SPECIAL MEETINGS - Special meetings of the members may be called by the President or a majority of the Board of Directors.

SECTION 4. PLACE OF MEETING - The President or Board of Directors may designate any place within the State of Illinois or vicinity of St. Louis Missouri as the place of meeting for any Meeting, Annual Meeting or for any Special Meeting.

SECTION 5. NOTICE OF MEETINGS - Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than three days for Special Meetings or 15 days for an annual meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at its address as it appears on the records of SIH, with postage thereon prepaid.

Once the corporation initiates on-line registration, notice of meetings may be sent to all members who registered on-line, or who have provided an e-mail address at the time of registration, via e-mail to the listed email address of the member.

SECTION 6. QUORUM - Forty percent of the members eligible to vote shall constitute a quorum at any meeting, provided, that if less than 40 percent of the voting 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 voting members represented at the meeting shall be the act of the members.

SECTION 7. VOTING RIGHTS - Each family shall be entitled to one vote upon each matter submitted to vote at a meeting of the members. If only one parent or legal guardian appears at the meeting, that parent or guardian shall be entitled to cast the vote on each matter submitted to vote at the meeting. Except as set forth above, no proxy voting shall be permitted.

SECTION 8. VOTING DISPUTES - At any meeting of the members, any question or dispute relating to the validity or result of any vote shall be submitted to the incumbent Board of Directors for a determination and the decision of the majority of the Board present, provided a quorum of the Board is present. The determination of the Board shall be binding on all parties.

SECTION 9. VOTING - Voting for Directors shall be by sealed ballot. Voting on other issues, other than amendments to these by-laws or dissolution of the association, may be by voice vote. The Secretary of the corporation shall document the results of all voting.

SECTION 10. JURISDICTION - SIH shall have complete jurisdiction over all amateur hockey in the Association and as such shall sanction all league and tournament play in the Association. The Board of Directors of SIH shall promulgate general policies under a set of Rules and Regulations to designate how corporate policies shall be followed.

The term "amateur hockey" as referred to in these By-Laws shall hereinafter be understood to mean any and all phases of the game of hockey, including but not restricted to games, tournaments and those groups and individuals who compose the membership of the SIH.

ARTICLE V DIRECTORS

SECTION 1. GENERAL POWERS - The business and affairs of SIH shall be managed by the Board of Directors. The Board of Directors shall be entitled to delegate its duties to manage the business and affairs of SIH to the officers it may appoint from time to time.

SECTION 2. SPECIFIC POWERS - The Board of Directors shall determine what is in the best interest of amateur hockey and shall have the authority to develop, implement and enforce rules, policies, procedures, incentives and penalties that advance those interests. Furthermore, the SIH Board of Directors shall have the authority to name, at its discretion, one or more President Emeritus, Director Emeriti, or Assistant to the President in recognition of outstanding service to this Association or as needed to assist with affairs of the volunteer position of the President. Emeriti and Assistant shall continue to be non-voting members of this Board of Directors and eligible for all committee appointments by the President.

SECTION 3. The Board of Directors shall consist of nine directors. At each annual banquet at the end of the Fall season, Directors shall be elected to fill the vacancies of the Directors whose terms are expiring. Each director shall serve for a term of three years, so that approximately one-third of the Board will always have at least one year experience. The three-year term shall expire at the annual meeting at the annual banquet.

QUALIFICATIONS - Anyone running for the Board of Directors must have the following qualifications: (a) Be at least the age of eighteen; (b) Have at least one child who plays or whose child has previously played for a SIH team; (c) Have volunteered to organize or manage an SIH activity, such as team coach, team assistant coach, team manager, learn to play coach, or participant in fund raising activities.

Exceptions to these qualifications require a unanimous vote of the Board of Directors prior to submitting for the vote of the membership.

CONTINUATION: Any Director having fulfilled their full three-year term, may continue another 1 year term with 2/3 vote of the Board of Directors and approval by the membership during annual banquet. Continuation is intended to maintain a high level of experience in roles critical to SIH operations. Continuation requires both Board and membership approval each year.

INELIGIBILITY: Board members will be considered ineligible and immediately dismissed from the Board for the following: (a) Have any child in family One Time Transfer to another organization (b) Have any child in family Pool Play to another organization when AA is offered in SIH

SECTION 4. REGULAR MEETINGS - A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the Annual Meeting of the members. The President or a majority of the Board of Directors may schedule the next regular meeting at each meeting and schedule such other meetings as may be necessary by e-mailing to each director a notice of the meeting setting the time and place at least forty-eight hours before the meeting. Notice of all meetings shall also be posted on the website of the corporation.

SECTION 5. SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by or at the request of the President or the majority of the Board of Directors. The person or persons authorized to

call special meetings of the Board of Directors may fix the time and 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 by written notice delivered personally, mailed or by e-mail to each director at his/her business or home address, by telegram, by telephone or by-mail. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of SIH meeting.

SECTION 7. QUORUM - A majority of the number of Directors fixed by these By-Laws constitutes a quorum for transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 8. MANNER OF ACTING - 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.

SECTION 9. OTHER DUTIES - The Board of Directors shall hear and rule on appeals from any of the corporation committees, and shall resolve any and all disputes within the corporation.

SECTION 10. REMOVAL - Any director or agent elected by the members or appointed by the Board of Directors may be removed without notice by a two-thirds vote of the entire Board of Directors whenever in its best judgment, the best interests of SIH would be served thereby.

ARTICLE VI OFFICERS

SECTION 1. NUMBER - The officers of SIH shall be a President, a Vice-President(s), a Treasurer, a Secretary and a Registrar and such other officers as may be elected or appointed by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE - The officers of SIH shall be elected Board members. The Board of Directors shall appoint or reaffirm appointment of officers after each annual meeting in its meeting after the annual banquet. Any vacancies of Officers, Directors, or Non-Voting Directors that may occur from time to time, due to resignation or otherwise, may be filled at any regularly scheduled meeting of the Board and by majority vote of the Board of Directors. Officers and Directors appointed to vacancies during the year, must be voted for permanent term by vote of the membership at the annual banquet.

SECTION 3. REMOVAL - Any officer, director, or agent elected or appointed by the Board of Directors may be removed without notice by a two-thirds vote of the entire Board of Directors whenever in its best judgment, the best interests of SIH would be served thereby.

SECTION 4. PRESIDENT - The President shall be the chief executive officer of SIH and shall have the following powers and duties:

(a) To preside at all meetings of the member teams; (b) To preside at all meetings of the Board of Directors; (c) To participate in all committee meetings; (d) Execute bonds, contracts, or other legal instruments authorized by the Board of Directors to be executed; (e) Retain legal counsel for SIH as it may from time to time require, except that no remuneration (other than reimbursement of costs) may

be authorized by the President without the vote of the Board of Directors; (f) Represent SIH and its member teams in meetings with other hockey associations and USA Hockey; (g) Conduct such other and further business as is reasonably incident to the powers set forth in this section and those powers and duties assigned to the President by the Board.

SECTION 5. THE VICE-PRESIDENT(S) - In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and when so acting, shall have all the power of and be subject to all the restrictions upon the President and in general perform all the duties incident to the Office(s) of the Vice-President and such other duties as from time to time may of, assigned to him/her by the President or the Board of Directors.

SECTION 6. THE TREASURER - The Treasurer shall be the Chief Financial Officer of SIH and shall have the following powers and duties: (a) To collect, maintain, and deposit the funds and securities of SIH; (b) To sign drafts for payments of bills or indebtedness lawfully incurred by SIH; (c) Provide a complete accounting, in accordance with generally accepted accounting principles, for all funds received and disbursed by the association; (d) Perform all duties reasonably incident to the duties set forth in this section.

The Treasurer shall maintain complete records of all financial transactions in accordance with generally accepted accounting principles. In no instance shall the Treasurer issue any funds or drafts made payable to the Treasurer or other officer of the corporation, director, or member without a complete accounting of the expenses to be paid from those funds and approval by the majority of the Board of Directors.

SECTION 7. THE SECRETARY - The Secretary shall have the following powers and duties: (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 SIH and see that the seal of the corporation is affixed to all documents, 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 roster of the post-office and e-mail address of each member; (e) In general perform all duties incident to the Office of the Secretary and such other duties as from time to time may be assigned him/her by the President or the Board of Directors.

SECTION 8. THE REGISTRAR - The Registrar shall be Chairperson of the registration committee and shall have the following powers and duties: (a) Be responsible for the registration of the teams, players, coaches, managers, tournament/travel permits as directed by these By-Laws and the SIH Rules and Regulations; (b) Keep records of all registrations and memberships; (c) "Certify" eligible voting members; (d) "Certify" those registered member teams eligible for State or National Tournaments; (e) Implement procedures to coordinate registration activities with Missouri Hockey (MAIHA) or USA Hockey; (f) In General perform all duties incident to the Office of the Registrar and such other duties as from time to time may be assigned him/her by the President or the Board of Directors.

Nothing in this By-Law shall relieve any member or its agent, association, team, player, parent or guardian of their responsibility to submit a roster that is true and correct and complies with all of the SIH By-Laws and the Rules and Regulations.

Nothing in this By-Law shall prohibit the Board of Directors from limiting the position of Registrar in favor of on-line registration should it determine that the Office of the Registrar is no longer necessary.

ARTICLE VII COMMITTEES

SECTION 1. STANDING COMMITTEES - The President shall designate and appoint the membership to the committees deemed necessary or appropriate to the efficient conduct of SIH's affairs, provided, however, the Chairperson of the standing committees may/or may not be members of the Board of Directors of SIH.

Standing Committees, as approved by Board of Directors, may be overseen by Non-Voting Directors. All Standing Committee decision will be subject to approval by the Board of Directors.

SECTION 2. DISCIPLINARY COMMITTEE - The Disciplinary Committee shall have jurisdiction for hearings and rulings for infractions of SIH By-Laws, Rules and Regulations or conduct detrimental to youth hockey, whether on or off the ice, as well as all matters which arise out of competitive play or directed to be heard by the Board of Directors. In all cases, a majority of the members of the committee shall constitute a quorum.

SECTION 3. AUTHORITY OF THE DISCIPLINARY COMMITTEE - the Disciplinary Committee shall have the authority to suspend, place on probation or impose other disciplinary sanctions against any person, team or organization which is determined to have violated the Bylaws or Rules and Regulations of SIH, Missouri Hockey, Inc. And USA Hockey, Inc. Duration of suspensions shall be determined by this committee. Decisions of the committee shall be final except that an appeal will lie to the Board of Directors if a written Notice of Appeal is delivered to or e-mailed to the President or a Director with a copy to the presiding member of the disciplinary committee within ten days of the decision.

SECTION 4. EXECUTIVE COMMITTEE-

(a) The board shall designate an executive committee to handle day-to-day decisions regarding normal operating and administrative matters, including, but not limited to, questions raised by coaches, parents, suppliers and others concerning placement of players, selection of coaches, ice scheduling, ordering of equipment that need to be decided before the monthly meeting of the board. The board may limit the authority of the executive committee to specific issues.

(b) The executive committee shall consist of the president of the association and two other members of the board elected by a majority of the board. Any decision by the committee shall be supported by at least two of the three members.

(c) The executive committee shall appoint a chairman. The chairman shall be responsible for calling meetings, setting the agenda and communicating the executive committee decisions to the board of directors and organization membership. Each decision of the executive committee shall be published by the chairman via email to each board member at least one each week.

(d) A majority of the board may reverse any decision of the executive committee at any time before the meeting of the board each month. At the monthly board meeting, the board shall vote to ratify the decisions of the executive committee.

(e) Executive Committee terms shall be for one full year from the time of appointment.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS - The Board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of SIIH, and such authority may be general or confined to specific instances.

SECTION 2. LOANS - No loans shall be contracted on behalf of SIIH and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or 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 SIIH, shall be signed by such officer or officers, agent or agents of SIIH and in such manner as shall from time to time be determined by resolution of the Board of Directors. The previous month's receipts of checks exceeding \$200.00 shall be presented to the board of directors at each monthly meeting.

SECTION 4. DEPOSITS - All funds of SIIH not otherwise employed shall be deposited from time to time to the credit of SIIH in such banks, trust companies or other insured depositories as the Board of Directors may select.

SECTION 5. FINANCIAL OBLIGATION SATISFACTION - No Player or members of their immediate family shall be permitted to change their team or association affiliation until they have satisfied any outstanding financial obligations to their "old" team or association including all Youth, High Schools, Juniors, and Adults.

SECTION 6. ANNUAL AUDIT - An audit will be conducted at the conclusion of each fiscal year, and will be available for inspection upon request by member organizations.

ARTICLE IX FISCAL YEAR

The initial Treasurer of SIIH shall designate the first day of the Fiscal Year after consultation with a Certified Public Accountant and approval by a majority of the then-existing Board. Thereafter, the Fiscal Year may be changed only upon two-thirds vote of the Board of Directors.

ARTICLE X SEAL

The corporate seal obtained by the sole incorporator is hereby approved and an impression of the corporate seal shall be maintained in the corporate books.

ARTICLE XI 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 XII DISPUTES

Each controversy, question or dispute between any two members, a member's child and a team coach, assistant coach, or manager, two board members, two officers, an officer or board member and another member, or between two amateur hockey players playing for association teams, shall be resolved by the disciplinary committee set forth in Article VII, Section 2. Each member agrees to forego any remedy provided in a court of law and any legal proceedings and to the disciplinary committee primary and exclusive jurisdiction over the dispute, except that a member can contest whether an action of the disciplinary committee or board is ultra vires, but agrees to pay for any attorneys' fees incurred by the board, disciplinary committee or association if the member does not prevail.

The procedure for filing any complaint or submitting any controversy, question or dispute for resolution shall be established in the Rules and Regulations of SIH, MAIHA, and USA Hockey (Resolutions of Disputes, Arbitration and Suspensions) or, if involving a dispute or controversy in which the President or a member of the Board has a personal interest, then an arbitration panel consisting of a member of the disciplinary commission, a member selected by the person presenting the dispute for resolution, and a third arbitrator chosen by the other two arbitrators.

The failure to follow and abide by the dispute resolution procedures may subject the person or entity and any person or entity representing, participating with or aiding such person or entity to the following:

- (a) Liability for any and all expenses and costs, direct and indirect, and including reasonable court costs and attorneys' fees and the value in volunteer time incurred by SIH or any SIH board member; and
- (b) Immediate suspension and/or disqualifications from membership and forfeiture of the rights to participate in SIH, MAIHA, and USA Hockey functions or any of their sanctioned events.

In the event of recourse to the courts of any jurisdiction on any matter and for any reason (and without altering the prohibition against such recourse stated above), the following principles shall prevail:

- a. the constructions, interpretations, rulings, procedures, decisions and opinions of SIH, MAIHA, and/or USA Hockey (including their directors, officers and duly authorized personnel) shall be deferred to as being the product of their experience and judgmental expertise in amateur hockey and in the administration thereof;
- b. if there is any rational basis for the decision of SIH, MAIHA, and/or USA Hockey, such decision shall be upheld, and the only question shall be, did SIH and/or USA Hockey act contrary to the Constitution of the United States or the State of Illinois; the fact that another reasonable inference or interpretation could have been made will not be grounds for overruling or modifying a decision of SIH and/or USA Hockey;

- c. only the evidence and theories explicitly presented to SIH, MAIHA, and/or USA Hockey for consideration prior to the rendering of their decision may later be presented or considered in court;
- d. the burden of proof shall be on the party attempting to have any decision or action of SIH and/or USA Hockey reversed, modified or changed in any way, and said burden shall be the equivalent of the highest degree of proof required in any civil proceedings; and,
- e. each party not successful in overturning in its entirety a procedure, ruling or other decision of SIH, MAIHA, and/or USA Hockey, shall pay for any fees, expenses and other costs of SIH, MAIHA, and USA Hockey with respect to that matter (including, but not limited to: attorneys' fees; court costs, court reporter, transcript, document and exhibit costs; fees and expenses of consultants, experts, investigators and witnesses, and in obtaining or producing materials or evidence; the transportation and other per diem or incidental expenses of each of the foregoing and all of volunteers; and, the value of each volunteer's time, both in and out of court, as measured by that individual's customary work position).

ARTICLE XIII DISTRIBUTION OF ASSETS

The assets of SIH are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). SIH shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, directors, officers or persons having a private interest in the activities of the corporation. In the event SIH is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of SIH or make adequate provisions therefore and distribute all remaining assets of SIH to an organization or organizations engaged in activities substantially similar to those of SIH and 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 of 1954 (or corresponding provisions of future laws).

ARTICLE XIV AMENDMENTS

The By-Laws may be amended or repealed only by a two-thirds vote of the eligible voting members at the annual meeting of SIH at the annual banquet. No such amendment or request to repeal shall be voted on unless written notice of the proposed amendment and the reasons therefore are e-mailed to all members of the association at least thirty days before the annual meeting and posted on the SIH website thirty days before.

ARTICLE XV INDEMNITY OF OFFICERS

SECTION 1. SIH shall defend, indemnify, and hold harmless each Board Member or Officer of the corporation from and against all liability, judgments, costs, charges and expenses in any way related to or arising out of that Director's or Officer's discharge of his or her duties under these By-Laws.

SECTION 2. SIH may, from time to time, obtain such insurance as is available to protect its directors, officers, coaches, and team managers from liability for property damage, personal injury or death.