



#### **Article I Name and Affiliation**

The name of this Association shall be the Lake Zurich Bears Hockey Club, Inc. (*referred to hereinafter as "LZMW"*). LZMW shall be affiliated with the Amateur Hockey Association of Illinois (AHA) and USA Hockey and shall abide by and act in accord with the Constitution, By-Laws, Rules and Regulations of USA Hockey and AHA, and USA Hockey decisions shall take precedence over and supersede all similar governing documents and/or decisions of the AHA.

#### **Article II Purpose**

It is the intent of LZMW to support, promote and develop High School Hockey in the communities of Lake Zurich, Mundelein and Wauconda Illinois while developing players both as athletes and individuals of character.

#### **Article III Members**

a) Membership in the Corporation shall be open to experienced players or parent/guardians residing in Lake Zurich, Mundelein or Wauconda School Districts (including home schooled students). Coaches who are rostered to the organization are also considered members.

b) Suspension and Forfeiture - The Board of Directors reserves the right to refuse any membership at its sole discretion. The discovery of any violation of the By-laws, Rules and Regulations, or decisions of the Board of Directors, or the Rules and Ethics Committee, shall subject the offending applicant, or current member to suspension or dismissal. However, before any such action may be taken, the Board of Directors must hold a hearing, during which time the alleged offender shall have the right to appear and present witnesses or any information deemed pertinent. Following the hearing, the Board of Directors may suspend, dismiss or impose any other appropriate action as decided by the Board of Directors by a majority vote.

#### **Article IV Board of Directors**

a) General Powers – The business and affairs of LZMW shall be managed by the Board of Directors.

b) Specific Powers - The Board of Directors shall determine what is in the best interest of LZMW and shall have the authority to develop, implement and enforce rules, policies, procedures, incentives and penalties that advance those interests. LZMW shall not promulgate policies, rules, or regulations that contradict or contravene by-laws, rules, and regulations of AHA and USA Hockey.

c) Board Member Conduct: Board members are required to conduct themselves in a businesslike, sportsmanlike, impartial and constructive manner at all times. The actions of a board member must be above reproach. Actions such as verbal abuse of officials, players, coaches and/or spectators are strictly prohibited. Board members are ambassadors of the League and must always conduct themselves with this responsibility in mind.

d) Removal - Any officer, director or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the entire Board of Directors whenever in its best judgment, the best interests of the LZMW would be served thereby.

e) Compensation - All Board and Committee positions shall be served without compensation or reduction in fees.

## **Article V Board of Director Roles**

a) The Board of Directors shall normally be chaired by the President and shall consist of the following Board of Directors. The Board shall follow the defined term limits as defined by the organization's Rules and Regulations.

### Executive Board - Voting

1. President - Officer
2. Vice President - Officer
3. Treasurer - Officer
4. Registrar - Officer
5. Secretary - Officer

### Board Member at Large

6. Past President
7. Scheduler
8. Equipment Director
9. Webmaster
10. Director (non-voting)
11. Director (non-voting)
12. Director (non-voting)

b) **PRESIDENT** - To be eligible as a candidate for President of the LZMW, the member must have served on the Board of Directors for at least one year.

The President shall be the chief executive officer of LZMW and shall in general supervise and control all of the business and affairs of LZMW. He/she shall preside at all meetings of the membership and of the Board of Directors. He/she may sign, with any other proper officer of LZMW thereunto authorized by the Board of Directors, any 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 By-Laws to some other officer or agent of LZMW, or shall be required by law to be otherwise signed or executed and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

In the case of vacancy the Vice President shall assume the role on an interim basis. The Board of Directors, by majority vote, shall elect from among its members a new President.

The President shall assume all duties and powers of the Board of Directors when it is impossible for the President to obtain a vote of his Board of Directors in case of an emergency, it being understood that such actions as may have been taken be referred to the Board of Directors as soon as possible for approval or rejection at the next regular or special meeting of the Board of Directors.

The Presidents shall be one of the check signing officers and shall sign all contracts, engagements, leases or other documents on behalf of LZMW that commit LZMW funds or establish a liability.

c) **THE VICE-PRESIDENT** - In the absence of the President or in the event of his/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 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 be assigned to him/her by the President or the Board of Directors.

d) **THE TREASURER** - He/she shall have charge and custody of and be responsible for funds of LZMW, have check signing and expense approval authority.

They shall receive and give receipts for moneys due and payable to LZMW from any source whatsoever, and deposit all such moneys in the name of Lake Zurich Bears Hockey, LLC in such banks as shall be selected.

In general perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

e) **THE SECRETARY** - The Secretary shall keep the minutes of Board of Directors' meeting and shall distribute formatted copies to all Board members within 7 days of meeting.

See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law be custodian of the corporate records; keep a register of the contact information for all suppliers/vendors utilized by the Board of Directors.

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.

f) THE REGISTRAR - The Registrar shall be responsible for the registration of teams, players, coaches, managers Procure tournament/travel permits as directed by these By-Laws and the AHAI Rules and Regulations.

Keep records of all registrations and memberships.

Track completion of training requirements for coaches.

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 AHAI By-Laws and the Rules and Regulations.

#### g) COMMITTEES

STANDING COMMITTEES - The Board of Directors shall designate and appoint the membership to committees deemed necessary or appropriate to the efficient conduct of LZMW's affairs.

RULES AND ETHICS COMMITTEE - The Committee shall have original jurisdiction over the administration and enforcement of the By-Laws and Rules and Regulations of LZMW in respect to all matters other than infractions of the By-Laws and Rules and Regulations which arise out of competitive play over which the AHAI Suspension Committee shall have original jurisdiction, unless the suspension committee delegates this responsibility back to the LZMW R&E committee. In accordance with procedures established by the Board of Directors, the Rules and Ethics Committee shall have authority to suspend, place on probation, or impose other disciplinary sanctions against any person, determined to have violated the By-Laws, Codes of Conduct or Rules and Regulations of LZMW or for conduct deemed by the Committee to not be in the best interests of LZMW, the purpose and intent of the By-Laws or Rules and Regulations of AHAI or LZMW. Decisions of the Rules and Ethics Committee shall be final, unless a notice of appeal there from is filed as herein provided. Any person affected by a decision of the Rules and Ethics Committee may appeal such decision in accordance with these By-Laws and the Rules and Regulations of AHAI, by filling a written notice of appeal, with the President of LZMW within ten (10) days after the date that the decision appealed from has been rendered, which appeal shall be acted upon by the Board of Directors whose decision shall be final.

h) Officers are Directors for Certain Purposes: The President, Vice-President, Treasurer and Secretary for certain limited purposes shall be deemed to be Directors, and have the full authority to act on behalf of the Board. The purposes are limited to the execution and filing of any document relating to the creation of IHSHL as a Not-For-Profit Corporation, and shall include any documents that must be filed with the Internal Revenue Service, the Illinois Department of Revenue, the Office of the Cook County Recorder, the Illinois Attorney General's Office, or any other governmental entity that requires that IHSHL file paperwork in order to maintain its status as both a 501(c)(3) and Illinois sales tax exempt organization, as well as to maintain its status as a Not-For-Profit Corporation in the State of Illinois.

### **Article VI Annual Meeting**

a) An annual meeting of the membership shall be held each year in August, prior to the start of the Fall/Winter Season for the purpose of consideration and approval of any proposed modifications of these Bylaws and for the transactions of such other business as may come before the meeting.

b) Special Meetings – Special meetings of the member clubs/teams may be called by the President or a majority of the Board of Directors.

c) Notice of Meetings - Written, mailed or emailed 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 7 days nor more than 14 days before the date of the meeting to each member entitled to vote at such meeting. Notification will be sent to parents with players currently in the organization as well as parents who have expressed interest in LZMW.

d) Quorum – A simple majority of the members in attendance shall constitute a quorum at any meeting of the members. The vote of the majority of the voting members present at any meeting shall be the act of the members.

#### **ELECTIONS ARTICLE VII**

a) LZMW shall be a Self-perpetuating Board whereby qualifications of prospective new Board Members are discussed by the entire Board and elected into office by the Officers.

Open positions shall be announced a minimum of 15 days prior to the Annual Meeting.

Interested parties shall be interviewed by the President or VP, who will report back to the Board of Directors.

Current/Outgoing Officers shall vote on new Board members within 15 days or the Annual Meeting.

Current/New Officers shall appoint Committee Chairs and Members at Large.

No Officer shall fill more than one Board position in a season.

Voting Rights – Each member "family" shall be entitled to one vote upon each matter submitted to the membership for a vote. Online Voting is allowed. Proxy voting is prohibited.

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner herein provided

b) Voting Disputes – At any meeting of the members, any questions or dispute relating to the validity of any vote shall be submitted to the incumbent Board of Directors for a determination. The decision of the majority of the Board present shall be final and binding on all parties.

c) Members-At-Large - The Board of Directors may appoint or elect one or more Members-at-Large to serve at the discretion of the Board in such capacities as the Board deems necessary and proper, including but not limited to the various officers, Scheduler, Webmaster and Rules and Ethics Chairman, PR Committee and Legal Counsel. Members-at-Large may not vote on matters before the Board except as specified elsewhere in these Bylaws. Such person(s) may be elected or appointed at the Annual Meeting or as otherwise determined by the Board. Regardless of the date the Member(s)-at-Large are appointed or elected, their tenure shall cease no later than the next Annual Meeting following their appointment. They must be re-approved each year. In the event of a vacancy of any member-at-Large the Board is empowered to appoint a replacement.

#### **BOARD MEETINGS Article VIII**

a) The act of the majority of the Directors present at any meeting shall be the act of the Board of Directors. In the event of a tie vote by the Directors, the President shall cast the deciding vote.

b) A regular meeting of the Board of Directors shall be held monthly throughout the year.

c) Quorum -

The presence of President or VP and at least two of the other Officers, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Proxy votes are prohibited.

d) Each Officer shall be entitled to one vote on each matter submitted to a vote.

In the case where deemed appropriate, the Officers may vote to re-assign a voting privilege to a different Board Member for the term of one year

e) Participation by Telephone - Members of the Board may participate in a meeting of the Board of Directors or any Board committee meeting, by means of a conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Telephone votes, in conference setting, are acceptable.

f) Electronic Voting - Email votes, when copied to all Board members, are acceptable.

Copies of the minutes of all meetings shall be made available within **7** days on the Board secure area of the club website

#### **LIMITATION OF LIABILITY\_ Article IX**

No committee member or Officer shall, in any manner, individually or collectively, be liable for any act or omission of the corporation, nor for any loss, damage or injury whatsoever and of nature suffered by or occurring to any other member organization, team, player, person, concern or body.

#### **INSURANCE - Article X**

Any player, coach or volunteer participating in on ice activity shall be required to be registered with USA Hockey. All Board and Committee Members shall be required to register with USA Hockey and for the Purpose of receiving USA Hockey D&O insurance coverage.

#### **FISCAL POLICY - Article XI**

The fiscal year of LZMW shall begin on the 1st day of July of each year  
LZMW shall enforce the "No Pay, No Play" as defined in the Member Registration Packet.

#### **AMMENDMENTS - Article XII**

These By-Laws may be altered, amended or repealed in whole or in part and new By-Laws may be adopted at any Annual meeting of the Members of LZMW by a simple majority of the Members present, provided each proposed amendment must first be submitted to the President, who, with the rest of the Board of Directors shall, before presentation for consideration by the membership, review the proposed amendment and determine whether or not to recommend its adoption when it is presented at the next meeting or special meeting.  
Amendments shall be made available to the membership 7 days prior to the Annual Meeting.

#### **DISSOLUTION - Article XII**

In the event the Board of Directors determines that LZMW can no longer fulfill its stated purpose, the Board of Directors shall provide for an orderly winding down of the corporation's affairs. Upon dissolution, any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section(s) of any future federal tax code) or shall be distributed to the federal government, or to a state or local government , for public purposes.

Date of Membership Vote: August 30, 2017

Approved/Denied : Approved

Date of going into effect : August 31, 2017