BYLAWS OF FALCONS HOCKEY ASSOCIATION

ARTICLE I
Mission

This Association will have the purposes and powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the General Not For Profit Corporation Act of the State of Illinois or any successor legislation.

The mission of the Falcons Hockey Association is to conduct youth hockey programs, of unequalled quality, that provide a fun, safe, and enjoyable experience for skaters and their families, in an environment that promotes competition, sportsmanship, and teamwork, and that have a positive lasting impact upon the development of the participants as hockey players, individuals, and members of the community.

ARTICLE II
Members

The members of the Association will be those families who pay the membership fees established by the Association for one or more children in that fiscal year and meet any requirements established by USA Hockey and/or the Amateur Hockey Association Illinois, Inc. (AHAI).

ARTICLE III
The Governance Structure

The Governance Structure shall consist of a Board of Directors, the Staff and such committees or task forces as the Board deems necessary to execute the mission of the Association. The Board shall be the ultimate authority for the Association and will provide fiscal and fiduciary oversight, strategic direction and supervision to the Staff.

The Board Chair leads the Board of Directors. The Board of Directors shall decide all matters of the Association through a vote with each Director having one vote.

A nominating committee consisting of the Board Chair, the Vice Chair and the President shall select a slate of Officers from the Board of Directors. In the event of a **C**onflict of **I**nterest, the Secretary or Treasurer may serve as a substitute on the nominating committee.

To be eligible, a nominee for an Officer position must have been elected to and served at least one year on the Board of Directors. The full Board of Directors will confirm the slate of officers with a majority vote.

The nominating committee shall screen candidates for Director positions to be voted on by the members of the Association. The committee will solicit candidates from the members of the Association in the spring and may also solicit non-member candidates. Any member in good standing with the Association may submit his or her name for consideration by the nominating committee.

The nominating committee will prepare a slate of Board candidates to be voted upon at a regularly scheduled Board of Directors' April or May meeting. The approved slate will become the ballot for the annual election of the Board of Directors. The ballot shall be announced to all members of the Association in May by e-mail. Member voting to approve or not approve the slate of candidates will be conducted electronically through the official website of the Association.

Each family, regardless of the number of children they have in the program, will be entitled to one vote to approve the slate of Directors. A simple majority of the votes cast will approve the slate and the new Directors will begin their term(s) at the June Board of Directors meeting. If a majority is not achieved, the nominating committee will recommend a new slate and the process will begin again.

The annual meeting of the Association will be held at such time in June of each year and at such a place as may be designated by the Board of Directors.

ARTICLE IV
Officers

The Officers of the Association include:
- Board Chair – Elected Volunteer
- Vice Chair – Elected Volunteer
- Treasurer – Elected Volunteer
- Secretary – Elected Volunteer

Volunteer Officers will serve a three-year term and shall serve until their respective successors are elected and qualified.

Staff Directors of the Association include:
- President and Chief Executive Officer
- Senior Vice President
- Vice President of Hockey
- Vice President of Hockey Operations

Staff Directors are approved by the Board and shall serve terms as set forth in their contracts.

Any volunteer Officer or general Board Director shall only be removed from the Board by a two-thirds vote of all members of the Board of Directors. Vacancies will be filled for the duration of the term of the office upon recommendation of the Board Chair and approval by the Board of Directors.

ARTICLE V
Board of Directors

The Board of Directors shall consist of at least seven (7) but not more than seventeen (17) Directors who are elected for two-year terms.

The term of each elected Director will have two (2) fiscal years with half of the Directors to be elected each even year and the other half to be elected each odd year.

A Director can serve a maximum of two, two (2) year terms. Officer terms are three-year terms. Officers shall serve no more than two terms. No individual shall serve more than 10 total years.

The Board of Directors will hold meetings at least quarterly and otherwise as determined by the Board Chair or a majority of the Board of Directors. Notice of all general and special meetings may be sent by electronic mail to the Board of Directors.

A majority of the Board of Directors shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the General Not For Profit Corporation Act, the Articles of Incorporation of this Association or these bylaws.

If a Director is absent from all meetings of the Board of Directors in two consecutive quarters, his or her actions will automatically offer a resignation which may or may not be accepted by the Board. The resignation and the Board's decision will be duly recorded in the minutes of the next meeting. Vacancies on the Board of Directors may be filled by appointment by the Board Chair with the approval of the Board of Directors.

ARTICLE VI
Committees

Standing and temporary committees of the Board of Directors shall be formed at the discretion of the Board Chair. Committee activity will be reported and discussed at monthly meetings of the Board of Directors.

ARTICLE VII
Fiscal Year

The Fiscal Year of this Association will commence on the first day of the June of one calendar year and end on the last day of May of the following calendar year.

ARTICLE VIII
Indemnification

Any former or present Director or Officer of the Association will be indemnified by the Association against reasonable costs, expenses and legal fees paid or incurred in connection with any claim or any threatened or actual civil action, investigation, suit or proceeding in which he or she may be involved as a party or otherwise, by reason of his being or having been a Director or Officer, or by reason of any action taken or not taken by him or her in such capacity. If the person seeking indemnification acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, investigation, suit or proceeding by judgement, order, settlement, conviction or upon a plea of no contest or its equivalent, shall not, in and of itself, create a presumption that the person seeking indemnification did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Association, or, with respect to any criminal action or proceeding, a presumption that the person seeking indemnification had reasonable cause to believe that his or her conduct was unlawful.

Any indemnification shall be made by the Association upon determination that indemnification of such person is proper in the circumstances because he has met the applicable standard of conduct. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, investigation, suit or proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

The Board of Directors shall take all reasonable steps to obtain Directors and Officers insurance.

ARTICLE IX
Minutes

The Secretary shall keep the minutes of the proceedings of the Board of Directors meetings which shall be made available upon request. He or she shall also see that all notices are duly given in accordance with the provisions of these bylaws or as required by law and keep a register of the contact information for the directors and members of the association. The Secretary shall include the names of the persons who were present for discussions and votes relating to the transaction or situation, the content of these discussions, including any alternatives to the proposed transaction or situation, and a record of any votes taken.

ARTICLE X
Conflicts of Interest

All board members, officers, coaches, and volunteers of the association shall avoid **C**onflicts of **I**nterest by acting in the best interests of the organization and its mission to support youth hockey. A **C**onflict of **I**nterest arises when an individual's personal, financial, or professional interests could unduly influence, or appear to influence, their decisions or actions related to the organization. Individuals must disclose any potential **C**onflicts to the board promptly. Those with a **C**onflict shall recuse themselves from related discussions or decisions to ensure impartiality. The board shall review disclosed **C**onflicts annually and maintain a record of such disclosures to uphold transparency and integrity.

If the Board of Directors or the members of the governing committee of the Board of Directors has reason to believe that a member has failed to disclose actual or possible **C**onflicts of **I**nterest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible **C**onflict of **I**nterest, it shall take appropriate disciplinary action and corrective action.

ARTICLE XI
Amendments

The bylaws of the Association may be amended by the Board of Directors, at any regular or special meeting called for that purpose, by a two-thirds vote of all members of the Board present at such meeting, provided that notice of such proposed amendment will be mailed or sent by electronic mail to each member of the Board at least ten days prior to the date of such meeting.