



TIMBERWOLVES HOCKEY CLUB NFP BYLAWS

ARTICLE I TITLE & PURPOSE

A. Title

This organization shall be named the Timberwolves Hockey Club, NFP (TWHC) effective July 20, 2018. Formerly known as Wolfpack Hockey Club, NFP, Timberwolves Hockey Club, NFP will continue to operate as a youth hockey organization.

B. Purpose

1. The Timberwolves Hockey Club NFP (“TWHC”) is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. The purpose or purposes for which the Corporation is organized are:
 - A. To promote, train teach, and develop the sport of organized ice hockey;
 - B. To develop the physical, mental, emotional, and social well-being of the youth who participate in programs developed by the Corporation including the development of personal character traits of self assertiveness, self-esteem, self-discipline, perseverance, respect for authority, cooperative relationships and sportsmanship;
 - C. To associate with other hockey organizations;
 - D. To affiliate with USA Hockey Associations and Amateur Hockey Associations of Illinois, or with their respective successors;
 - E. To do any and all acts desirable in the furtherance of the foregoing purposes.

ARTICLE II MEMBERSHIP

A. Eligibility

1. Any person shall be considered eligible for membership who has one or more children or legal dependents enrolled to participate in the organization.
2. Membership in the organization shall be offered to all natural persons who meet the requirement of Article II (A)(1) above, under the same terms and conditions, including compliance with the published rate and fee schedule of the organization regardless of race, creed, color, religion, sex, age, or national origin.

3. A child of a Member may participate in the activities and program of the organization for the period provided in Article II (B) unless the Member's membership has been terminated as provided in Article II (C).

B. Term of Membership

Membership in the organization shall last for a period of one (1) year from September 1 to August 31 and may be renewed on an annual basis. Membership is dependent on completion of USA Hockey registration.

C. Termination of Membership

1. Any Member who fails to meet the financial requirements of the organization within the times specified, shall be issued written notice of such delinquency. If after thirty (30) days the Member is still in arrears, his or her Membership may be terminated which may result in this action being reported to AHAI. Such terminated Member and his or her child or legal dependent shall not be permitted to participate in the activities of the organization until such time as all delinquent financial obligations are paid in full.

2. Any Member who submits a written resignation to the organization shall be automatically terminated from Membership effective upon receipt of the resignation. Any child or legal dependent of the resigning Member shall no longer be permitted to participate in the activities of the organization after the effective date of resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member of the obligation to pay any unpaid membership fees, assessments or other charges.

3. Any Member may be suspended or expelled for actions not considered to be in the best interests of the organization, provided written charges are filed by a Member of the Board of Directors (a copy of which is mailed to person or persons so charged) and after a hearing is held at a later meeting of the Board for which due notice (of at least ten (10) days) is given to the Member so charged. Such Members will be afforded the opportunity to attend the meeting and will be given a reasonable amount of time to present evidence and answer the charges during such a meeting. The Board of Directors will then vote on the Member's continued status and may suspend or expel said Member by a majority vote of the Board of Directors. The hearing will proceed with or without the Member's presence.

4. Any Members who have resigned or have been expelled may be eligible for reinstatement provided that they meet all the requirements for membership and obtain the approval by petition of a majority of the Board of Directors at the time of reapplication.

5. Any Members who have resigned or removed their player from the organization after the deadline for acceptance to a Fall team or at any time during the season will still be obligated to pay all fees associated with the season as the resignation does not remove the obligation to pay any unpaid membership fees, assessments or other charges.

D. Meetings

1. A regular town hall meeting of Members shall be held annually at a time determined by the Board of Directors. The date and location of the annual town hall meeting shall be communicated to all Members via email or other written communication or TWHC website calendar at least thirty (30) days prior to such date. A special meeting of Members may be called by the President, or by one more than half of the Members of the Board of Directors (this number should always be an odd number, rounding up if necessary), or by a majority of the general Membership to consider any business requiring prompt action.

E. Quorum

A quorum at any meeting of members shall consist of one half ($\frac{1}{2}$) of the Board of Directors. If a quorum is not present at any meeting of the members no motions may be voted on or actions taken.

F. Election Voting

Each family registered to participate in hockey activities of the Timberwolves Hockey Club NFP shall have one (1) vote per family. If two members are associated with a single child participating in the organization's programs (e.g. two parents and one child), such a vote may be cast by either parent. In all cases, the number of children comprising the family or dependent nexus associated with a specific Member(s) does not determine the total number of votes afforded such Member(s). This provision is also subject to limitations set forth in the Board composition section, which limits a Board member's vote to a value of two-thirds of one vote in the event a Board member's child is not rostered on a Fall team but said Board member to that child opts to continue Board service for that Fall season.

ARTICLE III BOARD OF DIRECTORS

A. Board Composition

The Board of Directors shall be composed of no more than seven (7) and no less than five (5) persons. The Director positions are to be voted on every three (3) years and in accordance with three (3) year terms. Except for the initial Board of Directors, each Director shall be elected to serve a three (3) year term of office. If a current Board member's child does not roster a position on a Fall team, that member may keep their current Board positions and their voting power is subject to two-thirds of a Board vote. However, they cannot keep their current Board position if their child is rostered on a non-Timberwolves team, including all Tier 2 organizations, for that same Fall season.

B. Term of Office

Except for the initial Board of Directors, Directors shall be elected for a term of three (3) years, commencing at the April meeting and concluding the following March or until the date they resign, cease to be a Member of the organization, or are removed from office. However, if after a three-year term, a Board Member wants to stay on the board, that Board Member may seek re-election. Said Board Member

then needs a two-thirds Board vote to stay. In the case of a tie-breaker, the club members will be asked to vote on whether the aforementioned Board Member can serve another term. A simple majority is necessary to approve the Board-Members' re-election. Any Member who serves any portion of another Director's unexpired term, shall, for purposes of this paragraph, be considered to have served that term.

C. Eligibility to Hold Office

Any person who is a Member and who is in "Good Standing" with AHAI and the Timberwolves Hockey Club NFP at the time of their election shall be eligible to seek and hold office as a Director provided such person does not maintain a position or financial interest relative to the organization which could reasonably be construed to comprise a conflict of interest, including but not limited to being rostered on a non-Timberwolves team, excluding a high school team or girls' team, during the spring or fall seasons. For purposes of this section "Good Standing" shall be defined as any Member who: (a) has completed the required AHAI forms and is a current paying AHAI member, (b) has paid and is current on all charges owed to the Timberwolves Hockey Club NFP and (c) does not have any matters pending before the Timberwolves Hockey Club Board of Directors relating to rule violations.

The Timberwolves Hockey Club, NFP will allow up to two (2) non-members to be elected to the Board, provided that the following qualifications are met: (a) this person is a former Timberwolves Hockey Club Member (b) the former Member's child is not rostered on a non-Timberwolves team, excluding a high school team during the spring or fall seasons. No person may serve in an Executive position as a Member of the Board, until they have served on the Board in a non-Executive position for one full year. No Board Member may run for President of the Board until they have served on the Executive Board for one full year.

D. Election Procedures

1. The Secretary of the Board of Directors or other designated Director shall serve as the Election Committee Chairman. Two (2) other Members of the organization shall be appointed by a majority of the Board of Directors to serve on the Election Committee.
2. Members of the Election Committee may not be nominated for election.
3. Candidates wishing to fill a position on the Board of Directors must submit a Candidate Application form in writing containing one (1) signature of no less than fifteen (15) Members of the organization. If two members are associated with a single child participating in the organization's program (e.g. two parents with one child), such signatures can be written by either parent, not both. Such an application must be submitted to the Election Committee prior to a date established by the Board for the next election. Said deadline date will be published at least thirty (30) days in advance to the general Membership by posting a notice on the organization's website and by an electronic communication using all Members' email addresses then on file with the organization.

The election applications for the next term must be published to the club members by February 15, unless no Board positions are open for election. Voting on new club members must be completed by March 15. Internal board members wanting to continue their current board roles must be presented to the board by the January board meeting.

Elections shall be conducted by March 15th of each year, and beginning March 2025 by a secret ballot administered by the Election Committee. The election may be taken by ballot without a meeting by mail, e-mail, or any other electronic means as determined by the Election Committee.

The top vote-getting candidate(s) shall be certified as elected by the Election Committee. In the event that there is a tie, the candidates with the same amount of votes will meet with the Board of Directors and a decision will be made subsequent to said meeting. If applications received are less than or equal to the number of maximum Board Members as defined in Article III, Section A, the Board of Directors will review and accept or decline said applicants without holding a vote by the general membership.

E. Vacancies in Office

1. When a Director resigns prior to the expiration date of his or her term of office, the vacant office will be filled by election. Such election shall be conducted as provided in above paragraph Article II (E), in conjunction with the next election process.

Prior to the above election, the Board of Directors may appoint, by majority vote of all remaining Directors, a Member to fill the vacancy as a voting Director, until the position is filled by Member election.

F. Meetings of the Board of Directors

1. The Board of Directors will meet monthly at a location to be selected by the President and within twenty (20) miles of the organization's home ice rink with the exceptions of the months of July and December. Said meetings of the Board of Directors will be conducted at a time convenient to the Membership and may not be held on a Federal Holiday. The Board shall set the time and place of its next meeting. Members will be notified through electronic means, via the club's website, and through team managers during the fall season.

The meetings of the Board of Directors shall be open to all Members who wish to observe the proceedings. Other persons may only attend with the approval of the majority of the Board. Executive sessions of the Board of Directors shall be open to all Board of Directors and those persons individually invited by the Board of Directors.

G. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place as the time and place for holding any special meeting of the Board of Directors called by them. Notice shall be given at least 48 hours before any said meeting. If no designation is made or if a special meeting is called, the place of the meeting shall be at an agreed upon location by the Board of Directors.

H. Board of Directors Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of Directors present may adjourn the meeting from time to time without further notice. A majority of the quorum can transact business.

I. Voting by Directors

Unless otherwise provided herein, the Executive Committee, Director of Hockey, and all non-Executive Board members shall have the authority to approve any action of the Board. For purposes of taking action without a meeting, solicitation via electronic balloting and voting shall be permitted hereunder. Such a procedure shall be initiated by electronic distribution via email and related materials will be disseminated to the Board Members for their knowledge. Thereafter, the Executive Committee shall be permitted to cast their votes electronically in response to the distributed emails. The quorum requirements shall apply to any such action without a meeting and a vote cast shall be read to equate with presence in determining quorum for the purposes of this section.

J. Duties and Responsibilities of the Board of Directors

1. It shall be the duty of the Board of Directors to conduct the business of the organization including, but not limited to the following:

- a. To establish committees and appoint a president;
- b. To approve the purchase and sale of assets;
- c. To approve all acts of indebtedness;
- d. To approve all real estate transactions;
- e. To approve all binding commitments and contracts for services provided to the organization or any of its Members;
- f. To approve all budgets and Member fee schedules;
- g. To engage any person or party in employment;
- h. To approve operating policies;
- i. To elect and remove its officers;
- j. To keep minutes and records of its meetings; and
- k. To conduct other business as it deems necessary and proper.
- l. Any duty not specifically delegated to another part of this organization shall be retained by the Board of Directors.

K. Conflict of Interest

All Members shall abide by the Conflict of Interest policy described herein.

1. For purposes of the policy, the following definitions shall apply:

Interested Person – Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an Interested Person.

Financial Interest – A person has a Financial Interest if the person has directly or indirectly, through business, investment or family, an ownership or investment interest in any entity with which the organization has a transaction or arrangement, a compensation arrangement with the Timberwolves Hockey Club or with any entity or individual with which the organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation – Compensation includes direct and indirect remuneration including gifts or favors that are not substantial.

Social Media Policy - The Timberwolves Hockey Club Board of Directors is committed to providing an environment for all members that is totally free of unlawful harassment. Discriminatory or harassing treatment based on an individual's race, color, gender, national origin, age, religion, handicap/disability, sexual orientation, marital status, veteran status, or any other legally protected classification will not be tolerated.

Harassing conduct, which is strictly prohibited, includes, but is not limited to, the following: epithets, slurs, or negative stereotyping; denigrating jokes; and threatening, intimidating, or hostile acts. The Board expects that all interactions in the rink will be friendly and free of bias, prejudice, and harassment.

Please refer to the Hazing Policy, Bullying Policy and the Social Media Policy for further explanation.

L. Compensation

The Board of Directors may be compensated by resolution, establish any compensation or reimbursement for their services that is deemed appropriate. Directors of the Board shall be reimbursed for all expenses incurred by them on behalf of the Timberwolves Hockey Club NFP upon approval thereof by the Board of Directors. The Board has the ability to approve, by position, a set amount for the Board of Directors to receive as a skater's fee credit, or compensation. The total amount needs to be approved by the Board of Directors and provided for in the annual budget.

ARTICLE IV OFFICERS OF THE BOARD

A. The elected officers of the Board of Directors are President, Vice President, Treasurer, Director of Rules & Ethics, and Secretary. Together with the Registrar, these five board members will constitute the Executive Board.

B. Officers of the Board shall be elected by the Board of Directors for a three (3) year term, commencing at the April meeting and ending at the April meeting three years following election. However, these positions shall be reaffirmed annually. Nominations for Officers of the Board may be made by any Board Member. The office elections will be conducted at the first regular meeting of the newly constituted

Board. After completion of the nominating process, the Board shall then elect one person for each office.

C. Officers of the Board shall include the following:

- a. President/Registrar/CSDHL Representative
- b. Vice President/NIHL Representative
- c. Treasurer
- d. Secretary/Manager Liaison
- e. Director of Rules and Ethics/Ice Schedule Coordinator/CUHL Representative
- d. Director of Fundraising
- f. Director of Sponsorships
- g. Spiritwear/Equipment Coordinator
- h. Social Media and Website Coordinator

D. No more than one half of the officers will come up for election in any given year. Each officer shall hold office until the end of the third calendar year of the Corporation for which he/she is elected to serve, or until his/her successor shall have been elected and shall have qualified, or until his/her death, or until he/she resigns, or shall have been removed in the manner hereinafter provided.

E. Voting by Directors

Each director shall be entitled to only one vote on each matter which is presented to the Board of Directors for action, even though a director may hold more than one office or other position qualifying him as a director. The President shall not vote on any matter presented to the Board of Directors for any action requiring a simple majority vote of the directors present unless the vote on such matter of all other directors cast the deciding vote. The President shall be entitled to vote on any matter presented to the Board of Directors for action requiring more than a simple Board of Directors. **Each member of the Board of Directors will be entitled to one vote on the matter at hand. Directors who are absent will be allowed to vote by proxy provided they make their intentions known to the Secretary, in writing, prior to the start of the board meeting.**

F. Removal

Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Timberwolves Hockey Club would be served thereby. **Prior to a vote of removal, the officer shall be afforded the opportunity to be heard.** The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed by a two-thirds (2/3) majority **vote of the entire Board of Directors.**

G. Vacancies in Office

1. When an Officer of the Board of Directors resigns or is removed from office prior to the expiration date of their term, the vacant office will be filled by Board election with another existing Director.
2. Such election shall be conducted by the existing Directors, as provided in this Article no later than the next regular meeting of the Board.

H. Any paid employee, general contractor, or independent contractor hired by the Timberwolves Hockey Club NFP shall not have voting rights nor shall they be given voting rights by any Officer of the Board of Directors. Additionally, they are prohibited from taking action against the Board of Directors, an Officer of the Board of Directors, or any club member. This provision ensures the governance and decision-making processes remain focused on the interests and objectives of the organization.

ARTICLE V DUTIES AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD OF DIRECTORS

The Board of Directors and all Officers of the Timberwolves Hockey Club are required to uphold strict confidentiality standards, refraining from disclosing any and all information discussed or voted upon during closed and/or Executive Sessions. This commitment ensures the integrity and trust within the organization, as discussing closed session information could potentially be detrimental to the Board of Directors, the Officers of the Board, and the organization as a whole.

A. President

It shall be the duty of the President to:

1. Preside over meetings of the Board of Directors and the Membership;
2. Conduct the business of the organization; and
3. Administer the policies of the Board and the organization.
4. The President shall serve as an ex-officio Member of each committee.
5. The President shall see that resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors.
6. The President shall be the representative of the Timberwolves Hockey Club with full power of substitution to USA Hockey, Amateur Hockey Association of Illinois (AHA), or their respective successors, and any other associations or organizations in which the Timberwolves Hockey Club may have membership or affiliation with full authority and power to vote on behalf of the Timberwolves Hockey Club with the votes to which the Timberwolves Hockey Club may be entitled in the business affairs of such associations or organizations in which the Timberwolves Hockey Club may have membership or affiliations.

B. Vice President

It shall be the duty of the Vice President to:

1. Assume the authority and responsibilities of the President in his/her absence; and
2. To perform such other duties as may be assigned by the President, the Board of Directors, or the Membership.

C. Treasurer

It shall be the duty of the Treasurer to:

1. Collect all fees;
2. Administer the organization's operating fund;
3. Keep a full and complete record of all income and expenditures;
4. Make disbursements out of the organization's funds, with any such disbursement in excess of \$1,000 requiring the approval of two Directors other than the Treasurer;
5. Prepare and submit a current report of the income and expenses of the organization for each Board meeting;
6. To make available to the Membership a copy of the organization's financial report;
7. Prepare and submit an annual report for the annual Membership meeting detailing the income and expenses of the Board and its officers and the organization;
8. To assume the duties of the President in the absence of the President and Vice President; and
9. Complete and file any other reports required by law or the Board of Directors.

D. Secretary

It shall be the duty of the Secretary to:

1. Record, preserve and make available for inspection by any Member the minutes of all meetings of the Board and the Membership;
2. Promptly distribute copies of the minutes according to the procedures established by the Board;
3. Distribute all notices necessary to conduct the business of the organization;
4. Maintain correspondence;
5. Serve as the Chairman of the Election Committee;
6. Administer the election process;
7. Assume the duties of the President in the absence of the President, Vice President and Treasurer; and
8. Perform other duties as assigned by the Board and required by law.

E. Officers

Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

F. Coaches

1. Upon the recommendation of the Director of Hockey and with the approval of the Executive Board, coaches shall coach and supervise the development of the team for which they are selected as coach in accordance with the policies established by the Board of Director. Each coach may appoint one, but no more than two assistant coaches to assist him/her in the coaching of the team for which he/she is elected to coach. These assistant coaches are subject to approval of the Executive Board. Each coach, in conjunction with the Director of Hockey, shall select players for which he/she is elected to coach on the basis of competitive try-outs. A coach shall

have the authority to suspend a player on his/her team for a period not exceeding thirty (30) days for failure to abide by standards of conduct established by the Board of Directors or failure to abide by such coach's or such coach's assistant's directives, and must inform an Executive Board Member within 48 hours of such suspension.

2. All coaches within the Timberwolves Hockey Club are required to adhere to and uphold the organization's policies, procedures, and mission statement while actively engaged within the organization. This commitment ensures consistency, professionalism, and alignment with the values and goals of our club.

3. Coaches shall communicate all incidences of Zero Tolerance with the Director of Rules and Ethics within twenty four hours (24 hours).

4. Coaches are permitted to hold team meetings to address any issues of Zero Tolerance that may arise during the season; however, it is mandatory for the President, Director of Rules and Ethics or the Hockey Director to be present at such meetings.

5. As part of their contractual obligations, hockey coaches are required to provide comprehensive player evaluations twice during the season, detailing individual strengths, areas for improvement, and overall performance assessments.

G. Managers

Coaches shall submit the name of their prospective team manager after the team selection process has been completed. **That manager is subject to the approval of the Executive Board.**

H. Players

Players double rostering during the Fall Season must prioritize the Timberwolves Hockey Club as their primary commitment, even if they are rostered on a high school team or a girls team, ensuring their full dedication, attendance, and participation in Timberwolves practices, games, and events.

ARTICLE VI ORGANIZATIONAL FUNDS

A. Funds

Funds collected by the Timberwolves Hockey Club NFP shall be used only to accomplish the purpose and objectives of the organization, as defined in these Bylaws.

B. Depository Funds

1. Operating Funds

a. The Treasurer shall establish an Operating Account and shall prudently manage and invest all monies of the organization.

b. All monies received shall be held in trust for the benefit of the organization with a federally insured depository.

C. Disbursements

Any disbursement from the Operating Account shall be done pursuant to the policies of the Board of Directors, with any such disbursement in excess of \$1,000 requiring the approval of two Directors.

D. Financial Review

1. The organization's financial records shall be reviewed annually by a Certified Public Accountant, who shall prepare a written report on the financial condition of the organization.
2. This report shall be presented by the Treasurer to the Board of Directors at their next meeting.
3. A copy of this report will be made available for inspection by each Member of the organization.

ARTICLE VII COMMITTEES

In addition to the Election Committee, the Board of Directors may establish such committees, as it deems necessary, giving the committees such authority as the Board determines to be appropriate.

ARTICLE VII LEGISLATIVE OR POLITICAL ACTIVITIES

The Timberwolves Hockey Club NFP shall not participate in the political activities of, or support any candidate, for public office.

ARTICLE IX DISSOLUTION OF THE ORGANIZATION

The organization may dissolve if a majority of its Board of Directors adopts a resolution to dissolve and no debts of the corporation will remain unpaid. Written notice of the election to dissolve must be given to all Directors at least three (3) days prior to the execution of the articles of dissolution. The dissolution action may be taken either at a Board of Directors meeting or in lieu of a meeting, by written unanimous consent of all Directors.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States, or the corresponding section of any future federal tax code, that are not inconsistent with the purposes set forth in Article One herein, or shall be distributed to the federal government, or to a state or local governmental unit, for any public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors and shall be adopted by a two thirds (2/3) vote of all duly elected, qualified and acting directors of the Corporation at the time of the vote thereon unless otherwise provided in the Articles of Incorporation or these by-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporations.

ARTICLE XI INDEMNIFICATION

The organization shall indemnify, hold harmless and, if requested, defend any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Director, Officer, employee or agent of the organization; provided that such person acted in good faith and in a manner he/she reasonably believed in, or not opposed to, the best interests of the organization, 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, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believe to be in the best interests of the organization or, with respect to any criminal action or proceedings, that the person had reasonable cause to believe that his/her conduct was unlawful.

A. Payment

The obligation to indemnify shall include the payment of expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by the indemnified party in connection with such action, suit or proceedings. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Board in advance of the final disposition of said action, suit or proceeding upon receipt of an executed undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount it is ultimately determined that he/she is not entitled to be indemnified.

B. Determination of Conduct

The decision to indemnify under this Article shall be made by the Board on a case-by-case basis upon a determination that indemnification of the Director, Officer, employee or agent is proper under the circumstances and because he/she has met the applicable standards of conduct set forth in this Article. Such determination shall be made by a majority vote of those Directors who are not parties to the action, suit or proceeding in question ("Disinterested Directors") provided that at least five (5) Disinterested Directors vote. If there are less than five (5) Disinterested Directors available, the decision shall be made by a vote of the Members entitled to vote at any regular or special meeting. To assist in its decision, the Board or the Members shall have the right to obtain a written opinion from the organization's counsel.

C. Indemnification not Exclusive

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to by law, by agreement or otherwise.

D. Insurance

The Board shall be authorized by the organization to purchase and maintain at all times, and the Board shall purchase and maintain at all times, insurance on behalf of any person who is or was a Director, Officer, employee or agent of the organization. Such insurance shall include Officers and Director's coverage and comprehensive liability coverage with limits sufficient to provide coverage against any liability asserted against such persons incurred by such person in any capacity, or arising out of his/her status as such. Coverage hereunder shall be offered and available whether or not the organization indemnifies such person against such liability under the indemnification provisions of this Article.

E. Notice to Members

If the Board agrees to pay or advance any funds or expenses to a Director, Officer, employee or agent pursuant to this Article, the Board shall report this payment of funds or expenses at the next regular or special meeting.

ARTICLE XII WAIVER OF NOTICE

Except as otherwise provided herein, whenever any notice is required to be given under the provision of the General Not-for-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Timberwolves Hockey Club NFP, 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. Attendance at any meetings shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Adopted at Hoffman Estates, Illinois

Date: May 14, 2024