

**By-Laws**

**BYLAWS  
OF  
NAPERVILLE #203 HIGH SCHOOL HOCKEY CLUB**

**an Illinois non-profit corporation**

**ARTICLE I  
Offices**

The principal office of the **NAPERVILLE #203 HIGH SCHOOL HOCKEY CLUB** (hereinafter “**NHHC**”) shall be located in the State of Illinois. The **NHHC** may have such other offices, either within or outside the State of Illinois, as the activities of the **NHHC** may require from time to time.

The registered office of **NHHC** required by the Illinois 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 action of the Board of Directors.

**ARTICLE II  
Objects, Purposes and Powers**

**NHC** is organized exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (a) of the Code by reason of description in Section 501 (c)(3) of the Code. **NHC**’s purposes shall include, but not be limited to

1. Operating and managing one or more high school ice hockey teams as a club sport in support of Naperville North High School and Naperville Central High School, District 203, Naperville, Illinois, including: staffing and compensating of coaching positions; securing game and ice times; joining and participating in appropriate high school ice hockey league(s); communicating information about the teams to current, former and prospective players and their families, Naperville District 203 students, faculty and staff, and the community; conducting training and conditioning programs for team members; outfitting and equipping the teams; and conducting other activities, including participating in and/or hosting ice hockey tournaments, to further a positive hockey experience for Naperville District 203 students and their families.

1. **Encouraging, assisting and administering the development and growth of high school hockey within Community Unit School District 203 and within the State of Illinois.**
1. **Participating in the operation and management of high school hockey league(s) in which NHC participates in order to secure appropriate level of competition and ensure a safe, quality hockey playing experience for NHC players.**
1. **Encouraging and promoting sportsmanship, physical fitness and playing proficiency of all high school hockey players in the State of Illinois.**
1. **Adhering to all rules of the Amateur Hockey Association of Illinois and USA Hockey.**

**To enable NHC to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which NHC is organized, and to that end:**

1. **To take, accept, hold, and acquire by bequest, devise, gift, purchase, loan, or lease any property, real or personal, whether tangible or intangible, without limitation as to kind, amount or value.**
2. **To sell, convey, lease, or make loans, grants, or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any.**
3. **To borrow money upon and pledge or mortgage any such property for any purpose for which it is organized, and to issue notes, bonds, or other forms of indebtedness to secure any of its obligations.**
4. **To carry on any of the foregoing activities or purposes either directly, or as agent for or with other persons, associations, or NHC.**
5. **To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of NHC, or any other limitations as are prescribed by law.**

### **ARTICLE III**

#### **Members**

**The members of NHC shall include all players registered with USA Hockey as members of a NHC ice hockey team in the then current fall/winter and/or spring playing season, their parents/legal guardians, and all members of the Board of Directors, as described in Article IV below (collectively, the**

**“Members”).**

**ARTICLE IV**  
**Directors, Meetings and Committees**

**Section 1. General Powers:** The affairs of NHC shall be managed by its Board of Directors. In addition to the Articles of Incorporation and these Bylaws, the Board of Directors may establish such other policies and procedures to enable it to effectively carry out the purposes of NHC.

**Section 2. Number and Eligibility:** The number of Directors of NHC shall consist of no less than five (5) persons and no more than nine (9) persons. Any parent/guardian of a current NHC player is eligible to be elected as a Director. In the unlikely event that the NHC cannot field a Board of Directors, the NHC reserves the right to make an exception to these By-Laws and appoint Alumni Directors as needed to the Board of Directors in order to avoid dissolution of the Club. A parent/guardian of a former NHC player is eligible to be elected as an Alumni Director provided that such person was a Director at the time of last season during which his/her child played hockey with NHC.

**Section 3. Election and Term of Office:** The Directors of NHC shall be elected at the annual meeting held in accordance with Section 4 of this Article IV. The current members of the Board of Directors shall have the voting rights to elect the Directors whose terms begin with the adjournment of such meeting, and such Directors, as electors, shall have the full power and authority to re-elect any, several or all of the Directors whose terms are due to expire, to succeed themselves in office if nominated. Vacancies may be filled at any meeting of the Board of Directors, provided, however, any vacancy on the Board shall be filled by a nomination and election as provided herein in connection with the annual election.

**Section 4. Annual and Regular Meetings:** The annual meeting of the Board of Directors shall be held not later than the last Friday in March of each year, which meeting shall be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any such adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as conveniently may be.

The Board of Directors may provide, by resolution, the time and place, within the State of Illinois for the holding of regular meetings, other than the annual meeting, without notice other than such resolution. It is anticipated that regular meetings of the Board of Directors will be held at least once a month.

All Members are allowed to attend the regular and annual meetings of the Board of Directors; provided however, that the President or any other Director may call for a closed meeting in which only Directors and invited attendees shall attend, when, in his/her determination, a confidential or sensitive matter is to be considered by the Board.

Minutes of any meeting of the Board of Directors shall be available for review by any Member upon request to the Secretary.

**Section 5. Special Meetings:** Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors or by majority of the Members. The person or persons authorized to call special meetings of the Board of Directors may fix a place within the State of Illinois

as the 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 at least five (5) days previous thereto by written notice delivered personally or mailed, sent by electronic mail or by facsimile transmission, to each Director at the address provided to NHC by the Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

**Section 7. Quorum and Voting:** Except as otherwise provided in these Bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meetings of the Board of Directors; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

The method of voting shall be determined by the President, and if requested by one or more Directors, voting on any matter may be by written ballot, tabulated by at least two disinterested Directors. Results of voting shall be recorded in the minutes of the meeting at which the vote occurred.

**Section 8. Manner of Acting:** Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors.

**Section 9. Attendance by Electronic Communication:** Members of the Board of Directors may participate in a meeting of the Board by means of electronic communication 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.

**Section 10. Consent Action:** Any action which is required to be or may be taken at a meeting of the Board, or any committee meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held.

**Section 11. Removal: Vacancies:** A Director may be removed, with or without cause, upon the affirmative vote of two-thirds of the remaining Directors, when in their judgment the best interest of NHC would be served thereby. In the event of the removal of a Director, or in the event of the death or resignation of a Director, a majority of the remaining Directors may fill such vacancy or vacancies. A Director elected to fill a vacancy shall serve as such until the next annual meeting of the Board of Directors.

**Section 12. Compensation:** Directors as such shall not receive any stated compensation for their services, but by resolution of the Board of Directors may be reimbursed for their expenses in carrying out their duties as Directors; provided, that nothing herein contained shall be construed to preclude

any Director from serving the NHC in any other capacity and receiving reasonable compensation for personal services actually rendered.

**Section 13. Committees:** The Board of Directors may establish such committees as necessary and appropriate to carry out the purposes of NHC. Committees may be staffed by Directors and/or Members, as determined by the Board. The Board may remove a Director or Member from a committee whenever in its judgment the best interests of NHC would be served thereby.

No committee shall have the authority to engage in the following acts:

1. Authorize distributions to Directors, officers, agents or employees except in exchange for value received;
2. Approve or recommend the dissolution or merger of the NHC, or the sale, pledge or transfer of all or substantially all of the NHC's assets;
3. Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or
4. Adopt, amend or repeal the Articles of Incorporation of NHC or its Bylaws.

**Section 14. Rules and Ethics Committee :** The Rules and Ethics Committee (R&EC) shall consist of at least three members with each participant school represented. The Board shall appoint the members of the R&EC, and the Chairperson must be a Board Member. The remaining members must be members of the NHC. The name of the chairperson of the R&EC shall be posted on the website of the NHC.

1. A quorum of three R&EC members shall be required for the Committee to conduct its business. The R&EC may conduct its business in person or through any technology which enables written or verbal communication.
2. The R&EC shall have jurisdiction over the administration and enforcement of the By-Laws and rules of the NHC.
3. The R&EC shall have the authority to render a decision and to suspend, place on probation, or impose other disciplinary sanctions against any player, parent, coach, spectator, or Board Member determined to have violated the By-Laws or rules, or for conduct deemed by the R&EC not to be in the best interest of the NHC.
4. The R&EC shall maintain appropriate written records of all matters brought forth.
5. All complaints, problems, or suggestions should be brought to the attention of the R&EC, either in written or email form to one or more of the members of the R&EC.
6. All decisions of the R&EC are final upon Board approval, but decisions may be appealed to the Board of Directors. In the event that the Board of Directors does not approve a recommendation of the R&EC, and if that decision is felt to have been made in gross error, the R&EC reserves the right to place the item on the agenda of the next open Board Meeting and take the matter public.
7. Any parent, player, coach, spectator, or member affected by a decision of the R&EC may file a written appeal with the Board President within ten days of receipt of the R&EC decision.
8. The President shall bring the appeal to the Board of Directors and at that time the appeal will be acted upon and the decision of the Board of Directors of the NHC shall be final.

## **ARTICLE V**

### **Officers**

**Section 1. Number:** The officers of the NHC shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Registrar, and such other offices as may be created by resolution of the Board of Directors. The offices of Treasurer and Secretary may be held by the same person. An officer must be a Director of the organization.

**Section 2. Election and Term of Office:** The officers of NHC shall be elected by the incoming Board of Directors at its annual meeting. New offices may be created and filled at any meeting of the Board of Directors and shall serve until the next annual meeting at which officer elections are held. Officers shall serve one-year terms and each officer shall hold office until his or her successor shall have been duly elected or until his or her death or until he or she shall resign or shall have been removed

**Section 3. Removal:** Any officer elected by the Board of Directors may be removed by majority vote of the entire Board of Directors whenever in its judgment the best interests of NHC would be served thereby.

**Section 4. Vacancies:** A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President:** The President shall preside over all meetings of the Board of Directors. The President shall supervise and manage the affairs of NHC, subject to the authority of the Board of Directors. The President may sign, with the Secretary, or any other proper officer authorized by the Board of Directors, any documents and instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of NHC, or shall be required by law to be otherwise signed or executed; and shall perform all duties incident to the position of President as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice President:** In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 7. Treasurer:** The Treasurer shall, subject to the authority and approval of the Board of Directors: (a) have charge and custody of and be responsible for all funds and securities of NHC; receive and give receipts for moneys due and payable to NHC from any source whatsoever and deposit all such moneys in the name of NHC in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; provided, however, that some or all of such duties, as the Board of Directors may determine, may be delegated to a custodian, as provided in said Article VI hereof; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 8. Secretary:** The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records

and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 9. Registrar:** The Registrar shall: (a) be responsible for registering all members; (b) submit all individual member rosters; (c) submit all required rosters on a timely basis; (d) maintain a current list of members; (e) maintain current and accurate records of all registration activities; (f) ensure all statutory requirements are met.

**Section 10. Compensation:** Officers shall not receive compensation for their services.

## **ARTICLE VI**

### **Contracts, Loans, Checks, Deposits, Custodians**

**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 of and on behalf of the NHC, and such authority may be general or confined to specific instances.

**Section 2. Loans:** No loans shall be contracted on behalf of the NHC 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 the NHC shall be signed by such officer or officers, agent or agents of the NHC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits:** All funds of the NHC shall be deposited from time to time to the credit of the NHC in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 5. Custodians:** The Board of Directors may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the NHC, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the NHC and/or perform such ministerial duties as the Board of Directors by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board of Directors and the custodian.

## **ARTICLE VII**

### **Agents and Attorneys**

The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of NHC as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said NHC is authorized to transact or do by its Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said NHC might or could do if it acted by and through its regularly elected and qualified officers.

## **ARTICLE VIII**

### **Fiscal Year**

**The fiscal year of NHC shall begin on the first day of April in each year and end on the last day of March in each year.**

**ARTICLE IX  
Waiver of Notice**

**Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not-For-Profit NHC Act, 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 XI  
Indemnification of Officers and Directors Against  
Liabilities and Expenses in Action**

**A. NHC will indemnify 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 or she is or was a Director, officer, employee or agent of NHC, against any loss, damage, claim or expense, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding except that no indemnification shall be made in respect of any loss, damage, claim or expense incurred by reason of such person's gross negligence or willful misconduct in the performance of his or her duty to NHC.**

**B. Expenses incurred in defending an action, suit or proceeding may be paid by NHC in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the NHC as authorized in this Article.**

**C. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, any Bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.**

**D. NHC shall purchase and maintain insurance (with minimum limits of \$1,000,000 per occurrence and \$3,000,000 in the aggregate) on behalf of any person who is or was a Director, officer, employee or agent of the NHC, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not NHC would have the power to indemnify him or her against such liability under the provisions of this Article.**

**ARTICLE XII  
Property Devoted to Corporate Purposes**



All income and properties of NHC shall be devoted exclusively to the purposes as provided in the Articles of Incorporation and Bylaws of NHC. The Board of Directors may adopt such policies, regulations, and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in said Articles.

### **ARTICLE XIII**

#### **Prohibited Transactions**

No provision of the Articles of Incorporation or these Bylaws shall in any way be construed as permitting NHC, whether through its Board of Directors, its officers, agents, or other party acting in its behalf, to allow the net income or property of NHC to inure to the private benefit of any incorporator, Director, officer or individual having a personal or private interest in the activities of NHC.

### **ARTICLE XIV**

#### **Amendments**

These Bylaws may be altered, amended, restated or repealed and new Bylaws may be adopted at any meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the Board of Directors.

### **ARTICLE XV**

#### **Distribution of Assets**

The assets of NHC are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time. NHC 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 NHC.

Upon dissolution of NHC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as the same may be amended from time to time, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by Circuit Court of DuPage County, Illinois, exclusively for such purposes or to such organization or organizations, as said Court shall determine are appropriate.