

PREP HIGH SCHOOL HOCKEY CLUB, INC.
BY-LAWS

April 6, 2022

ARTICLE 1
NAME AND AFFILIATIONS

The name of this corporation shall be PREP High School Hockey Club, Inc. (referred to hereinafter as “PREP”). PREP shall be affiliated with Amateur Hockey Association Illinois, Inc. (“AHAI”) and USA Hockey.

ARTICLE 2
OFFICES

The principal office of PREP shall be in the State of Illinois. PREP 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 PREP 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 3
PURPOSES

PREP is a non-profit organization operating a high school hockey program for the benefit of people in the area. The purposes of PREP are:

- A. To develop character, sportsmanship, and physical fitness among high school hockey players in the area;
- B. To promote, encourage, and improve the standard of high school ice hockey;
- C. To associate with other hockey associations;
- D. To conduct a high school hockey program consistent with the rules and regulations of AHAI and USA Hockey; and
- E. To perform or participate in other activities that will aid in reaching these objectives.

ARTICLE 4
MEMBERS

Section 4.0 Classes of Members – PREP shall have three classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

- A. Player Members – Player Members shall be defined as hockey players currently enrolled and in good standing in one of the PREP’s participating high schools. Player Members shall meet all eligibility requirements and be registered for participation with PREP. Player Members shall read, sign and abide by the PREP’s Code of Conduct, as approved by the Board of Directors, and be supportive of the objectives of PREP.

- B. General Members – General Members shall be defined as parents or legal guardians of at least one Player Member. General Members shall be in good standing and be supportive of the objectives of PREP.
 - a. To be in good standing, among other requirements, General Members shall be timely in the payment of membership fees, dues, assessments, or other charges. Timely payment means a payment made by the date fixed for payment or within a period of seven (7) calendar days after such fixed date.
- C. Alumni Members – Alumni Members shall be defined as former Player Members or former General Members of PREP. Alumni Members may also include any persons, firms, or corporations who support the objectives of PREP.

Section 4.1 “Combined” Organization – PREP shall be a “combined” organization as defined by AHAI. PREP participating high schools shall be approved by the Board of Directors and shall be reviewed and approved annually by the AHAI High School Committee.

Section 4.2 Voting Rights – Player Members and Alumni Members are non-voting members. General Members are voting members. Only one vote per Player Member is permitted on each matter submitted to a vote. All voting rights are vested in the General Members, except where two parents or legal guardians of a Player Member are both General Members, for purposes of this provision, said parents or legal guardians shall be considered jointly as one General Member.

Section 4.3 Annual Meeting – The Annual Meeting of the members shall be held on a date and time at a place determined by the Board of Directors. Generally this meeting will be held after February 15th and prior to the beginning of the Spring Hockey Season of PREP Hockey. This meeting may be held as a conference call or electronic virtual meeting if the Board warrants this to be the most timely and efficient method. The Annual Meeting is held for the purpose of electing directors and for the transaction of such other business as required by the Board or these Bylaws (i.e. Bylaw amendments).

Section 4.4 Notice and Quorum – A least seven days prior to the Annual Meeting, written notice of the time and place shall be provided to each member entitled to vote at the meeting, and posted in locations frequented by the members. The notice of the Annual Meeting shall include the list of members running for open positions on the Board of Directors, and the text of any amendments to the By-Laws which will be presented for approval at that meeting. The members present at the Annual Meeting shall constitute a quorum.

Section 4.5 Right to Hold Office – Each General Member in good standing is entitled to run for a position on the Board of Directors under the procedures established by these By-Laws, and if elected, to run for any office of PREP. The President may nominate an Alumni Member to run for a seat on the Board. If the Board of Directors approves this nomination with a majority vote, the Board is required to provide the background qualifications for the Alumni Member as well as the substantive reason for the approval to all General Members at least 15 days prior the Board election before they can be listed on the ballot. Alumni Member Board members cannot be appointed to the Board and no more than two (2) Board members may be Alumni Members at any given time.

Section 4.5.1 – A General or Alumni Member shall not be entitled to run for or hold a position on the Board of Directors concurrently with engagement as a contractor for PREP.

Section 4.6 Termination of Membership – A member may be expelled for conduct detrimental to PREP, by the vote of two-thirds of the Board of Directors. The Rules and Ethics Committee will

schedule a hearing with the member (including their parents or legal guardians if the member is a Player Member) and any other pertinent parties to discuss the conduct and gather information necessary before a vote recommending expulsion is taken. The Rules and Ethics committee chair will provide the Board with the information from the hearing along with a recommendation to expel the member. If the Board of Directors votes to expel the member, the President, or any officer designated by the President, will inform the member in writing as well as verbally. The member will have 10 days to appeal the decision to the Board of Directors. If an appeal is received within this time limit, the Board will meet with the member (and parents/guardians if applicable). The member may request to bring others to this meeting to testify on his or her behalf. The Board of Directors will take a final vote after the hearing requiring a two thirds vote to reverse the decision. The decision will be final and the President, or any officer designated by the President, will inform the member in writing as well as verbally.

Section 4.7 Resignation – Any General Member entitled to vote may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any unpaid membership fees, assessments, or other charges.

Section 4.8 Reinstatement – Upon written request signed by a former member who was expelled by vote of the Board, the Board of Directors may by the affirmative vote of two-thirds of the members of the board reinstate such former member to memberships upon such terms as the Board of Directors may deem appropriate.

Section 4.9 Transfer of Membership – Membership in PREP is not transferable or assignable.

ARTICLE 5 DIRECTORS

Section 5.0 General Powers – The business and affairs of PREP shall be managed by the Board of Directors.

Section 5.1 Specific Powers – The Board of Directors shall determine what is in the best interest of PREP and shall have authority to develop, implement and enforce rules, policies, procedures, incentives and penalties that advance those interests.

Section 5.2 Number, Tenure and Qualifications – The number of Directors of PREP shall be fixed by the Board of Directors at a number not less than five and not greater than eight. Directors shall be elected at the Annual Meeting and shall hold office for two years or until his/her successor is duly elected or otherwise provided. The Board of Directors shall have at least one Director who is a parent or legal guardian of at least one Player Member from each participating high school if there is at least one General Member from each participating high school either already on the Board or included in the slate of General Members on the ballot during any given election. If this is not the case, the Board must have at least one Director who is a parent or legal guardian from 2 of the 3 participating high schools.

Section 5.3 Election of Directors – Directors shall be elected at the Annual Meeting to a term of two years. A Director may succeed himself/herself for an indefinite number of terms. The minimum number of Director positions open for election at any Annual Meeting depends on the total number of Directors as shown in the table below.

Total number of Directors	Minimum number of Director positions open for election
5	2

6	3
7	3
8	4

Any Member running for an open position shall receive a majority of approve votes out of the total votes cast to be elected to the Board of Directors. The candidate with the greatest number of approve votes shall be elected to fill the first open Director position. The candidate with the second most number of approve votes shall be elected to fill the second open Director position and so on until all open positions are filled. In the event multiple candidates receive the same number of approve votes for the last open Director position or positions, then the election outcome shall be determined by random draw.

Section 5.3.1 – In the event of a vacancy by death, resignation or removal of a Director (other than the President) or in the event that all open positions are not filled after an election, the President may at any time nominate a Director to fill such unexpired term, which must be approved by the Board of Directors prior to installation.

Section 5.3.2 – In the event of a vacancy by death, resignation or removal of the President, the Vice President shall immediately succeed to the role of President and shall nominate a Vice President, which must be approved by the Board of Directors prior to installation.

Section 5.4 Regular Meetings – Regular meetings of the Board of Directors shall be held monthly at a time and place determined by the President. The Secretary shall notify all members of the Board of the date, time and place of each meeting.

Section 5.5 Special Meetings – Special meetings of the Board of Directors may be called by or at the request of the President or at least a majority of the Board of Directors. The Secretary shall notify members of the Board of the date, time and place of the special meeting at least five days in advance.

Section 5.6 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, 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.

Section 5.7 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 5.8 Electronic Voting – The President or a majority of the Board of Directors, from time to time, may poll, conduct a recommendation or call for a vote on any issue properly submitted in writing to the Board of Directors between regular meetings: provided neither any Director nor the President objects to the subject matter submitted in this format, limitation of oral debate commensurate with this electronic communication process or the e-mail or electronic voting procedure on the submitted issue.

Section 5.9 Limited Liability – No director shall be liable in any manner for any debts or obligations of PREP and shall not be subject to any manner of assessment by virtue of his or her membership.

Section 5.10 Resignation – Any member of the Board of Directors may resign or withdraw from membership in PREP at any time, upon written notice of his or her desire to do so delivered to the President or Secretary.

Section 5.10.1 - Any member of the Board of Directors who is a General Member and who at any time during the regular season, starting September 1 and ending March 31, for any reason ceases to satisfy the General Membership qualifications, shall resign from the Board of Directors effective immediately.

Section 5.11 Termination of Directors – Any director shall be subject to removal for failure to discharge the normal duties of Board members or for conduct detrimental to PREP, by a vote of two-thirds of the Board of Directors at any regular or special meeting. The Rules and Ethics committee will schedule a hearing with the Director and any other pertinent parties to discuss the conduct and gather information necessary before the vote is taken. The Rules and Ethics committee chair will provide the Board with the information from the hearing along with a recommendation to remove the Director. If the Board of Directors votes to remove the Director, the President, or any officer designated by the President, will inform the Director in writing as well as verbally. The member will have 10 days to appeal the decision to the Board of Directors. If an appeal is received within this time limit, the Board will meet with the member. The member may request to bring others to this meeting to testify on his or her behalf. The Board of Directors will take a final vote after the hearing requiring a two thirds vote to reverse the decision. The decision will be final and the President, or any officer designated by the President, will inform the member in writing as well as verbally.

ARTICLE 6 OFFICERS

Section 6.0 – The officers of PREP shall be a President, a Vice-President, a Treasurer, a Secretary/Registrar and other such officers as may be elected or appointed by the Board of Directors.

Section 6.1 Election and Term of Office – The officers of PREP shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be possible. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected.

Section 6.2 President – The President shall be the chief executive officer of PREP and shall in general supervise and control all of the business and affairs of PREP. The duties of the President shall include, but not be limited to, the following:

- A. To preside at all regular or special meetings of the membership or Board;
- B. To call special meetings of PREP or of the Board of Directors;
- C. To make decisions on questions not provided for in the By-Laws or rules until the next regular or special meeting of the Board of Directors;
- D. To represent, or designate suitable representation for, PREP at other ice hockey meetings;
- E. To appoint Chairpersons of the standing committees of PREP, subject to approval of the Board of Directors;
- F. To appoint a Hockey Director, subject to approval of the Board of Directors;
- G. To serve as an ex-officio member of all committees;
- H. And such other duties as may be specifically assigned by the Board of Directors.

Section 6.3 Vice-President – In the absence of the President, 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. The duties of the Vice-President shall include, but not be limited to, the following:

- A. To assume the duties and powers of the President in his or her absence;
- B. And such other duties as may be assigned by the Board of Directors.

Section 6.4 Secretary/Registrar – The duties of the Secretary/Registrar shall include, but not be limited to, the following:

- A. To record the attendance and Minutes of all regular or special meetings of the Board of Directors or the membership;
- B. To keep records of all registrations and memberships of PREP;
- C. To notify the membership of PREP of the date, time and location of the Annual Meeting or any special meetings;
- D. To notify the members of the Board of Directors of all regular and special meetings of PREP;
- E. To be responsible for the registration of teams, players, coaches, managers, tournament/travel permits as required;
- F. To “certify” eligible voting members;
- G. And such other duties as may be specifically assigned by the Board of Directors.

Section 6.5 Treasurer - The duties of the Treasurer shall include, but not be limited to, the following:

- A. To receive all funds due PREP and deposit them into a charter bank or banks;
- B. To pay the rightful obligations of PREP, as approved by the Board of Directors;
- C. To provide a regular monthly report and an Annual Report as to the financial condition of PREP;
- D. To prepare and file any financial reports that may be required by state or federal regulations;
- E. To keep and maintain ledgers and other books of account, which may be audited at the request of the Board of Directors;
- F. And such other duties as may be specifically assigned by the Board of Directors.

ARTICLE 7 COMMITTEES

Section 7.0 Standing Committees – The President shall establish a Rules and Ethics Committee and such other committees deemed necessary or appropriate to the efficient conduct of PREP’s affairs, provided, however, the Chairperson of any standing committee must be members of the Board of Directors of PREP.

Section 7.1 Rules and Ethics Committee – The Rules and Ethics Committee shall review and act upon all disputes regarding infractions of PREP rules and regulations. The committee shall consist of five members. Committee members shall include one Director who is not an officer of the Board and who shall serve as Chairperson for the committee. Additional committee members shall be General Members with at least one member from each participating high school. Each member of the Rules and Ethics Committee shall continue as such until the next Annual Meeting and until his/her successor is appointed. The Rules and Ethics Committee shall have authority to gather facts in order to recommend disciplinary sanctions to the Board against any player, parent or legal guardian, coach, Board Director or the Hockey Director if it is determined that they have violated the Bylaws or Rules and Regulations of PREP for conduct deemed by the Committee to not be in the best interests of PREP. Other than for termination of a member or Director, a majority vote of the Board to support these recommendations will be taken as soon as possible and votes may be gathered via electronic mail. If supported, the sanctions will be communicated in writing as well as verbally by the President or their designee to the individual so sanctioned. Any player, parent or legal guardian, coach, Board Director or person affected by a decision of the Rules and Ethics Committee may appeal such decision in accordance with these By-Laws and Rules and Regulations of PREP, by filing a written

notice of appeal, with the President of PREP within ten 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.

Section 7.2 General Committees – The President or a majority of the Board of Directors, shall establish other committees for specific purposes as necessary. The chairperson may be any active member of PREP, and the committee may meet as required for its purposes. The committee shall terminate at the completion of its assignment or at the next Annual Meeting.

ARTICLE 8 CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.0 Contracts – The Board of Directors may authorize in writing any officer or officers, the Hockey Director or a team manager to enter into any contract or execute and deliver any instrument in the name and on behalf of PREP, and such authority may be general or confined to specific instances.

Section 8.1 Loans – No loans shall be contracted on behalf of PREP 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 8.2 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 PREP, shall be signed by such officer or officers of PREP and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.3 Deposits – All funds of PREP not otherwise employed shall be deposited from time to time to the credit of PREP in such banks, trust companies or other insured depositories as the Board of Directors may select.

Section 8.4 Review and Audit of Financial Records – The Treasurer will contract with an external firm specializing in tax return preparation to prepare and file PREP's required tax returns and this firm will be required to sign the return as a third party preparer. The Treasurer will provide a copy of the financial statements and bank statement to the Board within 15 days of the end of each month. The Board of Directors may request an external audit of the financial records at any time by a majority vote, at which time the President will appoint an appropriate firm to review the financial records and report back to the Board.

ARTICLE 9 FISCAL YEAR

The fiscal year of PREP shall begin on the first day of July in each year and end on the last day of June in each year.

ARTICLE 10 DISTRIBUTION OF ASSETS

The assets of PREP are permanently dedicated to exempt purposes with the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). PREP 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 PREP is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of PREP or make adequate provisions therefore and distribute all remaining assets of PREP to an organization or organizations engaged in activities substantially similar to those of PREP and organized and operated exclusively for charitable, educational, scientific purposes as shall at that 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 11 AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at the Annual Meeting or at any other meeting at which at least 50% of the possible voting members are present by a two-thirds vote of the voting members represented at the meeting, 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, decide whether or not to recommend its adoption at the next annual or special meeting. No amendment shall be eligible for presentation at a meeting unless it shall have been published by the Board of Directors at least 7 days prior to such a meeting.