

WILMETTE HOCKEY ASSOCIATION, INC.
AMENDED AND RESTATED BYLAWS
June, 2017

ARTICLE I

NAME

The corporation shall be known as the Wilmette Hockey Association, Inc. (the "Corporation"), a not for profit corporation, organized under the laws of the State of Illinois, and having its location in Wilmette, Illinois.

ARTICLE II

PURPOSE

Section 2.1 General. The purpose of the Corporation is to carry on an instructional, educational and recreational hockey program for youth of Wilmette, Illinois, and other communities in the area, to receive charitable contributions where allowed by applicable state and Federal law, and to do anything necessary and proper to further the foregoing purposes.

Section 2.2 Limitations on Powers. No part of the income of the Corporation may be distributed to its members, directors or officers. The Corporation shall distribute its income at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code"). The Corporation shall not engage in any action of self dealing (as defined in Section 4943(c) of the Code, make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall have and continuously maintains in this state a registered office and a registered agent whose office is identical with such registered office.

ARTICLE IV

MEMBERS

Section 4.1 Eligibility. Membership in the Corporation shall consist of any family with a child in a program run by the Corporation which membership shall be effective upon payment of all applicable registration fees and shall expire each year upon the commencement of a new fall hockey season and the non payment of registration fees for such fall season. Each family shall be considered to be one member regardless of the number of children participating in any program run by the Corporation. Membership shall also consist of any person over the age of 18 years who is interested in the Corporation's hockey program and supportive of the Corporation's objectives who makes application to the Board of Directors for membership and whose application is accepted by a vote of the Executive Committee of the Board of Directors. Such membership shall be annual and will expire automatically after the annual meeting unless petition is made to the Board of Directors for renewal.

Section 4.2 Voting Rights. Each member of the Corporation shall be entitled to one vote on each matter submitted to a vote of the members of the Corporation.

Section 4.3 Dues. The Board of Directors shall establish and collect such registration fees and other charges fees for the furtherance of the operation of the Corporation and its hockey program as it may from time to time deem necessary and appropriate.

ARTICLE V

MEETINGS OF MEMBERS

Section 5.1 Annual Meeting. An annual meeting shall be held during the month of June at a time and place designated by the Board of Directors for the purpose of discussing any relevant matters relating to the Corporation and/or its hockey program, and to elect such directors and officers whose terms are expiring.

Section 5.2 Special Meetings. Special meetings of the members may be called by the President at his or her discretion. In addition, a special meeting shall be called by the President upon direction of the Board of Directors or upon written request of fifty (50) members of the Corporation. The special meeting shall be held no later than thirty (30) days of the request.

Section 5.3 Notice of Meetings. Notice of every meeting of members shall be posted on the Website maintained by the Corporation, www.wilmettehockey.com. Said notice shall be given not less than five (5) nor more than forty (40) days before the date of such meeting. The notice shall state the place, day and hour of the meeting and in

case of a special meeting or when required by law or by these Bylaws, the purpose for which the meeting is called.

Section 5.4 Quorum. For purposes of the annual meeting a quorum shall consist of any number of members in excess of one present when the meeting is called to order. For any other meeting of members, fifty (50) members present will constitute a quorum at such meeting. If a quorum is not present the meeting shall adjourn without further notice.

Section 5.5 Proxies. No proxies shall be allowed.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 Number of Directors. The Board of Directors shall be comprised of no more than forty (40) persons. each of whom shall be a member of the Corporation. At any matter in which a director is entitled to vote, each such director shall be entitled to one vote.

Section 6.2 Powers and Duties. The Corporation shall be directed by the Board of Directors which shall be vested with all powers necessary to govern the Corporation, regulate the hockey program, and promote the welfare, objectives, and purposes of the Corporation.

Section 6.3 Meetings. The Board of Directors shall hold a regular meeting each month at a time and place as designated in the notice of such meeting, except as the Board of Directors specifies a different time for a meeting or cancellation of a meeting. Special meetings of the Board of Directors can be called by the President, or in his or her absence by the Vice President.

Section 6.4 Quorum. One-third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business at a regularly scheduled meeting of the Board or Directors. However, at a special Board of Directors meeting a majority of the Board of Directors shall constitute a quorum.

Section 6.5 Term of Office. The term of office for each Director shall be one (1) year. Directors may serve consecutive terms. At the end of each Director's term, that Director's term will be automatically renewed for an additional one (1) year term unless and until that Director is no longer eligible to serve as a Director, resigns from his/her position as a Director or is removed from his/her position as a Director.

Section 6.6 Removal. No person shall be removed from the Board of Directors unless two thirds (2/3) of the entire Board of Directors votes to remove such person from the Board of Directors.

Section 6.7 Appointment and Vacancies. Subject to the Board of Directors' approval, the President may nominate any member to the Board of Directors provided that the Board of Directors does not exceed forty (40) persons. Any vacancy occurring in the Board of Directors shall be filled by appointment of the President with approval of the Board of Directors. A director appointed to fill a vacancy shall be appointed until the next annual meeting or until his or her successor is appointed or elected.

ARTICLE VII

OFFICERS

Section 7.1 General. The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary, Travel Director, House League Director, Girls Program Director, NIHL Representative and New Membership Director.

Section 7.2 Election. The Board of Directors at the annual meeting shall elect a President, Vice President, Secretary, Treasurer, Travel Director, House League Director, Girls Program Director, NIHL Representative and New Membership Director by majority vote.

Section 7.3 Vacancies. Any vacancy in any office because of death, resignation or removal may be filled by a majority vote of the Board of Directors for the unexpired portion of the term in question.

Section 7.4 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings the members and of the Board of Directors. He may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may not contemporaneously hold any other position except the office of director.

Section 7.5 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. The 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 7.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XII of these Bylaws; and in general perform all duties incident to the office of Treasurer 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 7.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director and member which shall be furnished to the Secretary by such Director and member; and in general perform all duties incident to the office of the 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 7.8 Travel Director. The Travel Director shall oversee all traveling team matters, including the preparation and distribution of appropriate travel forms; recruiting players, coaches and managers; work with the travel team managers to prepare team rosters; oversight of the on-ice management of the travel program; allocation of ice time for the travel hockey program; and to assist in coordinating any matters incident to the travel program.

Section 7.9 House League Director. The House League Director shall oversee the appropriate house league forms and advertisements; recruiting players, coaches and managers; work with the house league team managers to prepare team rosters; oversight of the on-ice management of the house league program; allocation of ice time to the house league hockey program; and to assist in coordinating any matters incident to the travel program.

Section 7.10 NIHL Representative. The NIHL Representative shall be responsible for the relationship between the Corporation and the Northern Illinois Hockey League ("NIHL"). The NIHL Representative shall represent the Corporation in all NIHL matters and shall serve, as appropriate, on NIHL committees.

Section 7.11 Girls Program Director. The Girls Program Director shall oversee all girls travel teams, including recruiting players, coaches and managers; preparing team rosters; and all matters otherwise involving girls travel hockey.

Section 7.12 New Membership Director. The New Membership Director shall be responsible for outreach and communication to all new members, house and travel. The New Membership Director will be responsible for overseeing a committee to best tend to these needs and work within the WHA board to forward any initiatives.

Section 7.13 Term of Office. The officers of the Corporation shall serve for a term of one year or until their successors are elected and qualify.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 8.1 Executive Committee. The Executive Committee shall be the policy-making committee of the Corporation. It shall consist of the President, Vice President, President Emeritus, Treasurer, Secretary, NIHL Representative, Travel Program Director, House League Director, Girls Program Director and the New Membership Director and one (1) member from the Board of Directors. The President shall select such at-large members. The President shall be the chairperson of the Executive Committee. All actions of the Executive Committee shall be by a majority vote of the members. Each member of the Executive Committee shall serve for a one (1) year term. Six (6) members of the Executive Committee shall contribute a quorum for the transaction of business at a duly called meeting of the Executive Committee.

The Executive Committee shall determine policy matters relating to or affecting the Corporation and shall make all decisions affecting the Corporation, other than the following which shall require majority approval (unless a higher number is otherwise specified) of the Board of Directors:

- (a) Dissolve the Corporation;
- (b) Appointing any person to the Board of Directors;
- (c) Removing members from the Board of Directors (which shall require approval of two thirds (2/3) of the entire Board of Directors);
- (d) Appoint and remove officers;
- (e) Remove at-large Executive Committee members;
- (f) Approve the annual budget for the Corporation ("Budget");

ARTICLE IX

MEMBERS ATTENDANCE AT BOARD OF DIRECTORS MEETINGS

Section 9.1 General. Any member may attend any meeting of the Board or Directors. In the event that any member desires to be heard on any subject matter relating to the affairs of the Corporation, such member shall submit a written request at least one week prior to the next Directors' meeting to the President, or, if he is unavailable, to the Vice President, advising such officer of the subject matter to be discussed. The member, at the discretion of the presiding officer, shall then be granted a reasonable time at such meeting to raise that subject matter, taking into consideration all of the other business affairs of the Corporation to be covered at such meeting.

ARTICLE X

NOMINATING COMMITTEE AND OTHER COMMITTEES

Section 10.1 The President with approval of the Board of Directors, will appoint by April 1 of each year, a Nominating Committee which shall be comprised of four (4) directors. The Chairman of the Nominating Committee shall be designated by the President.

Section 10.2 The Nominating Committee shall, by majority vote, select a slate of nine (9) officers for nomination to one year terms of office.

Section 10.3 The officer slates shall be delivered to the Secretary not less than ten (10) days prior to the annual meeting. The Secretary will deliver, mail or publish (electronically or otherwise) the slate of officers to the directors as soon as reasonably practicable but in any event not later than ten days prior to the annual meeting.

Section 10.4. The Executive Committee shall establish such other committees as determined to be necessary to carry out the purposes and goals of the Corporation.

ARTICLE XI

DIRECTOR OF HOCKEY, DIRECTOR OF INSTRUCTION AND OTHER STAFF

Section 11.1 Director of Hockey. The Corporation shall employ a Director of Hockey who shall be responsible for all aspects associated with the management and administration of the Corporation. The duties and responsibilities of the Director of Hockey shall be determined, from time to time, by the Executive Committee. The Director of Hockey shall report directly to the Executive Committee and attend Board of Directors meetings when requested by the President. The Director of Hockey shall not

be a member of the Board of Directors. The Director of Hockey shall not have a vote at any such meeting.

Section 11.2 Director of Instruction. The Corporation may employ, either as an employee or an independent contractor, a Director of Instruction who shall report to the Director of Hockey and the Executive Committee. The Director of Instruction shall be responsible for establishing and overseeing the instructional aspects of the Corporation's program. The Director of Instruction shall work with and under the supervision of the Director of Hockey to establish appropriate training for all levels of hockey players with a significant emphasis in mite and squirt development.

Section 11.3 Staff. From time to time, the Corporation shall hire such staff members, either as employees or independent contractors, as appropriate, to perform such tasks necessary to carry out the goals and purposes of the Corporation.

ARTICLE XII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 12.1 Checks, Drafts. etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the President of the Corporation. Any check or instrument of the Corporation having a value in excess of Ten Thousand and No/100 Dollars (\$10,000.00) shall require the signatures of two (2) officers.

Section 12.2 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer, with approval of the Executive Committee.

Section 12.3 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 12.4 Fiscal Year. The fiscal year of the Corporation shall be the twelve month period beginning on July 1st of each year and ending on the last day of June of the following year.

ARTICLE XIII

BOOKS AND RECORDS

Section 13.1 General. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Director or member for any proper purposes at any reasonable time.

ARTICLE XIV

WAIVER OF NOTICE

Section 14.1 General. Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or by the Bylaws of the Corporation, 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.

ARTICLE XV

INDEMNIFICATION

(a) The Corporation may 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 (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his 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 reasonably believed to be in or not opposed to the best interests of the Corporation,

and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraphs (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) or (b). 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, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such 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, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors, or otherwise, both as to action in his 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 director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

(h) If the Corporation has actually made indemnification payments or has advanced expenses under this Article to a director, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the members entitled to vote or before the notice of the next meeting of the members entitled to vote.

ARTICLE XVI

AMENDMENTS TO THE-BYLAWS

Section 16.1 General. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, in each case in the manner set forth in this Article XIV. Any such alteration, amendment, repeal or adoption is referred to herein as an amendment. Proposed amendments shall be presented at a meeting of the Board of Directors.

Section 16.2 Vote by Directors. A proposed amendment will be adopted upon receiving at least two-thirds votes of the directors present and voting.

Section 16.3 Multiple Amendments. Any number of amendments may be submitted and voted upon at any one meeting of the Board of Directors.

ARTICLE XVII

CONDUCT OF PROCEEDINGS

Section 17.1 General. The proceedings at all meetings of the members of the Board of Directors and of such committees as from time to time may be established shall be conducted in accordance with the General Not for Profit Corporation Act of the State of Illinois, the articles of incorporation of this Corporation or the provisions of these Bylaws other than this Section 17.1.

ARTICLE XVIII

SEAL

The corporate seal shall be in a form as the Board of Directors may determine.