

Evanston High School Hockey Bylaws

Article I Offices

The principal office of the Evanston HS Hockey ("EHS"), a non-profit corporation, shall be in the City of Evanston, County of Cook, State of Illinois, at such place as the Board of Directors may from time to time appoint. EHS shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office.

Article II

Board of Directors

Section 1 - General Powers. The property, affairs and business of EHS shall be managed and controlled and all corporate powers shall be exercised by or under the authority of its Board of Directors.

Section 2 - Number of Directors. The number of directors with voting rights of the transaction of business of EHS shall be between five (5) and fifteen (15), and said number may be decreased to not less than three (3) by amendment of these By-Laws. The Evanston Recreation Department ("ERD") shall be entitled to appoint one of its employees as a non-voting member of the Board of Directors for purposes of attending any and all annual, regular and/or special meetings of the Board of Directors and for acting as a liaison between ERD and EHS.

Section 3 - Allocation of Directorships. At all times, a majority of Directors must be parents of an Evanston Township High School (ETHS) student/player on an EHS team. As directed by governing bodies, Directors may also be parents of students from other high schools with which ETHS has joined for purposes of fielding a sanctioned combined team, and may also be non-parents from the community with an interest in Evanston High School hockey. However, the number of non-ETHS parent Directors will always be less than the number of ETHS parent Directors. *If in conflict, the minimum number of Directors needed to meet this requirement supercedes the minimum number of Directors as outlined in Section 2.*

Section 4 - Annual and Regular Meetings. A regular annual meeting of the Board of Directors (the Annual Meeting) shall be held on the last Tuesday in February, or such other date in February as determined by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5 - Election of Directors. Directors shall be elected each year, by majority vote of the existing members of the Board of Directors, at the Annual Meeting or at such other meeting as shall be called for that purpose. *The Directors shall serve a term of one year following election or until their successors shall have been elected and qualified. Directors shall serve a maximum of four consecutive years.* In any year, the term of any Director, whose term is expiring, shall expire as of the end of the Annual Meeting. The term of any Directors who are newly elected at the Annual Meeting, will begin immediately after that Annual Meeting. All Directors who are Directors during the Annual Meeting, shall have the right to vote on the election of new Directors.

Section 6 - Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, or by four (4) of the Directors. Notice of each such meeting shall be emailed to each

Director a day not later than the third (3rd) day before the day on which the meeting is to be held, or be delivered personally or by telephone on a day not later than the second (2nd) day before the day on which the meeting is to be held. Every notice shall state the time, place and purposes of the meeting. Notice of any such meeting need not be given to any Director, however, if waived by such person in writing, whether before or after such meeting is held, or if he shall attend such meeting in person, and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors shall be present at such meeting.

Section 7 - Quorum and Manner of Acting. At any meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business at such meeting, and except as otherwise required by statute, or by the Certificate of Incorporation, or by these Bylaws. The act of majority of the Directors present at any meeting, at which a quorum is present, shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may, without notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum be had. The Directors shall act only as a collective Board, and any individual Directors shall have no power as such.

Section 8 - Resignation and Removal of Directors. Any Director may resign at any time by giving written notice to the Secretary of ESH or to the Board of Directors. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office at any time, with or without cause, if that Director has had three un-excused, consecutive absences from regular meetings of the Board, or by affirmative vote of 2/3 (two-thirds) of the full Board of Directors.

Section 9 - Vacancies. In case any vacancy shall occur in the Board of Directors because of death, resignation, removal or for any other reason, or in case any newly created directorship shall result from any increase in the authorized number of directors, the Board of Directors may, at any regular or special meeting thereof, by vote of a majority of the Directors then in office, elect a Director to fill such vacancy or to fill such newly created directorship but shall not be obligated to do so. The Director so elected shall hold office for a period equal to the remaining term of the Director being replaced or for newly created directorships, such other period as determined by the Board of Directors.

Article III

Officers

Section 1 - Officers. The Officers of ESH (who shall be elected from among the members of the Board of Directors), shall be a President, such number of Vice Presidents as the Board of Directors shall from time to time determine, a Treasurer, a Secretary and such other Officers as the Board of Directors shall deem necessary. It is the purpose of the Section to supply the Board of Directors with the flexibility necessary to change the method or methods of the administration in the best interests of the hockey program.

Section 2 - Election and Term of Office. The Officers of ESH, except such Officers as may be appointed in accordance with the provision of Section 3 of this Article, shall be elected annually by the Board of

Directors at the Annual Meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is possible. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until their successor shall have been duly elected or appointed in their stead, unless prior thereto they die, resign, or are removed from office.

Section 3 - Additional Officers, Etc. The Board of Directors may appoint such other Officers, committees and agents as it may deem necessary, including one (1) or more Assistant Treasurers and one (1) or more Assistant Secretaries, each of whom shall hold office for such period, have such authority, and perform such duties, as are provided in these Bylaws, or as the Board of Directors may from time to time determine. In addition, the Board of Directors may hire any such personnel which it deems necessary under such terms and conditions as the Board shall determine. The Board of Directors may delegate to any officer, employee or committee the power to appoint, and to prescribe the authority and duties of, any such subordinate Officers, employees, committees or agents.

Section 4 - Removal. Any Officer, employee or agent may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or by any committee or superior Officer upon whom such power of removal may be conferred by the Board of Directors.

Section 5 - Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary. Any such resignation shall take effect at the date of the receipt thereof or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6 - Vacancies. A vacancy in any office because of death, resignation, removal or otherwise maybe appointed by the Board of Directors in accordance with these Bylaws for the unexpired portion of the term.

Section 7 - President. The President shall preside at all meetings of the Board of Directors at which he is present, and in general shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to the President.

Section 8 - Vice President. In the absence of the President or in the event of that person's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all then 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.

Section 9 - Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The person shall have charge and custody of and be responsible for all funds and securities of EHS; receive, and give receipts for monies due and payable to EHS from any source whatsoever, and deposit all such monies in the name of EHS in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of the Bylaws; and 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 such person.

Section 10 - Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Executive Committee; see that all notices are duly given in accordance with the provisions of

these Bylaws and is required by law; be custodian of the corporate records and of the seal of ESH; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; keep a record of the current mailing addresses of all members, the number of authorized Directors, any actions taken to change or amend such, to keep the scheduled terms for each Director, to keep the list of elected officers and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such person.

Section 11 - Assistant Secretaries. At the request of the Secretary, or in that person's absence or disability, the Assistant Secretaries shall perform all of the duties of the Secretary, and when so acting they shall have all of the powers of, and be subject to all of the restrictions upon, the Secretary. They shall perform such other duties as may, from time to time, be assigned to such person.

Section 12 - Assistant Treasurers. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers, in general, shall perform such duties as shall be assigned to them from time to time.

Article IV

Fees

The Board of Directors shall establish the fees to be charged to the members for players to participate in the ESH hockey program. Such fees shall include any responsibility assumed by the members and/or player to raise additional funds during the year. In its sole discretion, the Board of Directors may establish the terms and conditions of any payment due, waive all or part of such fees, and take such steps as are necessary to enforce the payment of such fees.

Article V

Compensation

None of the Directors or Officers of ESH shall receive any compensation for their services, but a Director or Officer may be reimbursed for expenses incurred in connection with the activities of ESH. ESH may employ such agents, representatives, attorneys, accountants or employees as may be necessary to properly carry out the objectives and purposes for which ESH is formed and as may be necessary to comply with any governmental regulations affecting ESH.

Article VI

Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1 - Contracts, Etc. - How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or Officers or agent of ESH to enter into any contract or execute and deliver any instrument in the name and on behalf of ESH, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind ESH by contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or to any amount.

Section 2 - Loans. No loans shall be contracted on behalf of ESHH, and no negotiable paper shall be issued in its name, unless authorized by unanimous consent by the Board of Directors. When authorized to do so, any Officer or agent of ESHH may effect loans and advances at any time for ESHH from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of ESHH, and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of ESHH, may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by ESHH and to that end execute instruments or mortgage or pledge or otherwise transfer said property. 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 ESHH, shall be signed by such person or persons and in such manner as shall, from time to time, be determined by the Board of Directors.

Section 4 - Deposits. All funds of ESHH shall be deposited to the credit of ESHH under such conditions and in such banks, trust companies or other depositories as the Board of Directors may designate or as may be designated by any Officer or Officers or agents or agents of ESHH to whom such power may, from time to time be delegated by the Board of Directors, and for the purposes of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of ESHH.

Article VII

Membership in Sanctioning Organizations

ESHH shall affiliate with such national, state and local organizations (Sanctioning Organizations), which promote youth and high school hockey and have goals and objectives similar to the goals and objectives of ESHH. As a member of the Sanctioning Organization, ESHH shall conduct its games, practices, and allocation of players into teams in accordance with the rules of such Sanctioning Organizations. Should an ESHH player or member of ESHH violate the rules of such Sanctioning Organization, the Board of Directors may impose any additional penalties it may choose after giving such person a hearing (or the opportunity to be heard, and such person refuses to attend such hearing).

Article VIII

Committees

The Board of Directors may appoint such other committees as are necessary to secure coaches; provide for fund-raising; promote the special events of ESHH and ESHH's position in the community; work with other hockey/youth programs to further the purposes of ESHH.

Article IX

Proxies

No voting shall be permitted by proxy at any meeting of the members, Directors, or any other committee of EHSB.

Article X

High School Hockey Eligibility

Until EHSB and the Illinois High School Athletic Association (or its successor) recognize hockey as a school sanctioned sport equal to any other varsity and junior varsity sport sponsored by EHSB, EHSB shall use its best efforts to make competitive hockey available to high school age players. However, notwithstanding the fact that hockey is not a recognized sport, each player shall be a student in good standing at either EHSB (or applicable High School in the case of a combined player) or the Sanctioning Organization of EHSB in which it participates at the high school level, whichever is higher. The Board of Directors, in its sole discretion, may impose such other codes of conduct as it deems prudent. All EHSB players and their parents or legal guardians shall be notified of the codes of conduct requirements used prior to enrolling in the program. Should the player be academically or otherwise ineligible, neither the player nor the player's parents (or legal guardian) shall be entitled to any fee refund, either partial or complete, unless agreed to by the Board of Directors, in its sole discretion.

Article XI

Fiscal Year

The fiscal year of EHSB shall be set by resolution of the Board of Directors.

Article XII

Limitation of Liability and Indemnification of Directors and Officers

No person shall be liable to EHSB for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person as a Director or Officer of EHSB in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or (b) took or omitted to take such action in reliance upon advice or counsel for EHSB or upon statements made or information furnished by Officers or employees of EHSB which such person has reasonable grounds to believe. In case any action, suit or proceedings, to which any person may be made a party on account of action taken or omitted to be taken by such person, as a Director or Officer of EHSB, shall result in the entry of final judgment in such person's favor or be dismissed as to such person, EHSB shall indemnify such person for all costs and expenses reasonably incurred by such person in connection therewith. In case any such action suit or

proceeding shall result in a settlement or judgment against such person and if, in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, ESH shall indemnify such person for or against all costs and expenses reasonably incurred by such person in connection therewith, other than for any sums paid to ESH. The provisions of this Article shall be in addition to and not in limitation of any other rights, indemnities or limitations of liability, as provided by the laws of the State of Illinois.

Article XIII

Amendments

These Bylaws or any of them may be altered, amended or repealed, or new Bylaws may be made, only by the affirmative vote of two-thirds of the Board of Directors present at a regular or special meeting, provided that notice of such alteration, amendment, repeal or addition shall be included in the notice of any special meeting held for such purpose.

Article XIV

Construction of Bylaws

ESH recognizes that the program which it is conducting is for the benefit of the children and teenagers who want to participate in an organized competitive hockey program. These Bylaws will be liberally construed and interpreted in furtherance of this purpose.

Approved February, 2019