

BYLAWS

Warren Blue Line Hockey, Association, Inc

ARTICLE I

NAME

The Name of the corporation shall be Warren Blue Line Hockey Association, Inc.

ARTICLE II

PURPOSE

Section A: General Purpose

The purpose of the corporation shall be to promote the best interest of and to enhance the educational and social opportunities of the students attending Warren Township High School, by forming an ice hockey club. The Corporation believes the club will help the development of the students through organized sport, proper social environment and cultural exposure; to foster friendship, camaraderie, educational and scholastic achievement, disciplined conduct, promote and regulate ice hockey for the students attending Warren Township High School in a competitive environment. The corporation will operate under the auspices of USA Hockey, Inc. and its Illinois affiliate, Amateur Hockey Association of Illinois, Inc.; and in general, to all things as may be necessary and appropriate in accomplishing the purpose hereinabove set out.

Section B: No Financial Gain

The said corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes of charitable, literary, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or they may be hereafter be amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes. No substantial part of the activities of the corporations shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporations shall not participate in or intervene in (including the publication or distribution of statements) a political campaign on the behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). The corporation also has such powers as are now or may hereinafter be granted under the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE III

MEMBERSHIP

The corporation shall consist of two classes of memberships, voting and nonvoting members.

Section A: Voting Members

The voting membership shall consist of families with one or more players on the fall-winter high school league team(s), or independent team player(s) who has reached the age of eighteen (18) and has paid through his or her own funds all charges levied through the Board of Directors, on the fall-winter high school league team(s), and are in good standing with the corporation. A voting member "in good standing" shall be one who has paid all fees accessed by the corporation with a team player that has not been removed from the team for reasons other than injury, illness or grades. Each member family or independent team player is entitled to one vote. The vote shall be cast by an "adult member" from the member family or the independent team player. "Adult member" of a family means that a parent or guardian of the player(s) who is a team member. A member family or independent team player not in good standing automatically become a nonvoting member of the corporation.

Section B: Nonvoting Members

The Board of Directors may, from time to time, create a class of nonvoting members, and shall prescribe the qualifications for each such class it establishes.

ARTICLE IV

MEMBERSHIP YEAR

The membership year will start with the selection of the team(s) for the fall-winter high school league season and the payment of the first fee installment for that season. The membership year will end with the selection of the next fall-winter high school league season team(s).

ARTICLE V

MEMBERSHIP MEETINGS

Section A: Annual Meeting

There shall be an annual meeting of the membership held each year between May 1st and June 30th. The date, time and location of such meeting are to be selected by the Board of Directors. The meeting location shall be within 30 miles of the Warren Township offices at Washington and Almond roads, in Warren Township, Illinois. The Board of Directors shall notify each voting member in writing not more than thirty (30) and less than five (5) days in advance of the annual meeting date selected. The notice must specify the time, place and location of the meeting and shall give notice of all matters that the Board of Directors plans to present to the membership for a vote.

Section B: Special Meetings

Special meetings of the membership may be called at any time at the request of not less than three (3) members of the Board of Directors, or by a written request of not less than ten (10) voting members. Notices of special meetings shall be mailed to all voting members under the same rules required for the annual meetings. Special meetings shall be called only for a specific purpose designated by the Directors or voting members at whose instance the meeting was called, and no matter shall be acted on at a special meeting unless said matter has been included in the notice of the meetings.

Section C: Proxy Voting

Voting members shall be entitled to vote at annual and special meetings only through an adult member of the family or an independent team player attending the meeting. Proxies shall not be recognized.

Section D: Quorum

Voting member present at annual or special meeting shall constitute a quorum.

Section E: Inaugural Meeting

The inaugural meeting of the corporation shall be held to adopt the bylaws. For purpose of this meeting and any membership meetings prior to the selection of the first team(s) for the 1999-2000 fall-winter high school season, the voting family members shall consist of member families with one or more player(s), or any adult with substantial time committed to the 1999 Warren JV team skating in the Illinois Spring Hockey League. For purpose of this meeting, member families present shall constitute a quorum. The bylaws shall be approved upon the affirmative vote of a majority of the voting members present. All other applicable rules found in Article III- Section A apply to this meeting as well.

ARTICLE VI

BOARD OF DIRECTORS

Section A: Powers and Duties

The Board of Directors shall manage the affairs of the corporation: establish all policies, rules, and regulations for the conduct of the hockey program: determine the charges, if any, to be made to member families: and initiate and approve all fund generating activities and expenditures of the corporation.

Section B: Number and Term

The Board of Directors shall consist of an odd number of members with a minimum of five (5) and a maximum of nine (9) members elected at the annual membership meeting. The Board of Directors will consist of any voting adult member or any independent team player, but at all times maintaining at least one more than half of the existing Board shall be adult members of voting members families. The term of office shall be one year, commencing on July 1st and ending June 30th of the following year. No less than 30 days in advance of the annual meeting, the outgoing Board of Directors shall determine the number of Directors needed for the next year.

Section C: Nomination of Directors

The Board of Directors must propose a slate of Directors to be presented at each annual meeting. The names of the nominees shall be included in the notice of the annual meeting, under Article V, Section A. Nominations can be accepted from the floor during the annual meeting. Nominees whose named are placed in nomination from the floor of the annual meeting must be present at that meeting. All nominees must express a willingness to serve.

Section D: Voting for Directors

In contested elections, voting shall be by secret written ballot. Each voting member family shall be entitled to cast one vote per number of Directors to be filled. Each ballot shall have not more than one vote per each nominee, with the total number of votes not to exceed the number of directors to be elected. Any ballot with more votes than the number of designated director seats available will become a voided ballot and not be counted. The candidates with the largest amount of votes shall be elected.

Section E: Vacancies

Any new director shall be elected by a majority vote of the remaining directors. The term of any new director shall be through June 30th.

Section F: Potential Conflict of Interest

No Director may vote on any item that directly effects him/her or his/her immediate family. Specifically, but not limited to, they may not vote on the hiring, payment or discipline of an employee or vendor for the corporation if said employee or vendor is a member of their family, and they may not vote on player discipline matters related to a member of their family.

ARTICLE VII

NUMBER AND ELECTION OF OFFICERS

Section A: Officers

The Board of Directors shall elect the following officers from amongst themselves. The Board of Directors may create and elect additional officers, as it may deem necessary.

Chairman of the Board, who shall serve as President and Chief Executive of the corporation and preside at all meetings of the Board of Directors and all membership meetings, and shall represent the Warren Blue Line Hockey Association, Inc. in all other ice hockey functions and meetings.

Vice President, shall include assuming all powers of the Chairman of the Board/President in his/her absence. The Vice President will assume the responsibilities over the area of fund-raising by submitting the fund-raising activities plan and budget to the Board of Directors for approval, appointing committees or individual(s) to perform the fund-raisers, overseeing fund-raising activities from planning through completion, and liaison with all sponsors and outside contributors.

Treasurer, who shall maintain all financial records of the corporation. The Treasurer shall be primarily responsible, but not solely responsible, for submitting a yearly budget for approval of the Board of Directors, for collection of all dues and fees, assessments, levies and other funds dues the corporation and the paying of all bills and debts. The Treasurer shall be responsible for the preparation of the financial report, to be presented at each year's annual meeting, and shall present such other interim financial reports as the Board of Directors may require. The Treasurer is also responsible for the preparation and filing of all annual federal and state tax return forms, and annual reports for the corporation.

Secretary, who shall take minutes, keep all records other than the financial records, and shall be responsible for handling all correspondence of the corporation. The Secretary, or his/her designate, shall be responsible for the filing of all registration forms with the affiliates for both the team(s) and players with the affiliate organization(s), enabling the team(s) to stay in good standing and capable of playing.

Operations Manager, who shall be responsible, or shall delegate responsibilities to other individuals, for the following areas: team manager, ice scheduling, referee manager, clinics and tournaments, security, and the enforcement of team rules and regulations, and liaison with the Warren Township High School.

Section B: Time of Election and Term of Office

The Board of Directors shall elect the officers at the first meeting of the new board. The first meeting of the new Board of Directors will take place immediately following the annual meeting where the board is elected. The immediate past Chairman of the Board/President shall conduct the election of the officers with a simple majority vote of the new board members required for each election. The term of the officers shall coincide with the elected term of the Board of Directors.

ARTICLE VIII

COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of voting members and nonvoting members and shall act in an advisory capacity to the Board.

ARTICLE IX

MEETINGS OF THE BOARD OF DIRECTORS

Section A: Open Meetings

All meeting of the Board of Directors shall be open to attendance by all voting and nonvoting members. The Board shall not be required to give notice of Board Meetings, but shall make a good-faith attempt to inform the membership of the date, time and location of each meeting.

Section B: Regular Meetings

The Board of Directors shall have one regular meeting each month, which shall be scheduled as the Board determines.

Section C: Special Meetings

The Board of Directors shall have such special meetings as may be called by the Chairman of the Board or by any three (3) Board Members.

Section D: Quorum

More than one half of the Directors shall constitute a quorum for the conduct of business. No regular or special meetings shall be held unless each Director has received at least twenty-four (24) hours confirmed notice of its time and place.

ARTICLE X

VACANCIES AND REMOVAL OF DIRECTORS AND OFFICERS

Vacancies on the Board of Directors and officers of the corporation can occur due to illness, death, resignation, or removal from office due to non-performance of duties, improper conduct reflecting adversely on the corporation, or loss of voting privileges.

Section A: Vacancies of Directors and Officers Due to Illness, Death or Resignation

Vacancies due to illness, death, or resignation will be filled following the rules in Article VI, Section E.

Section B: Removal of Directors

Directors may be removed during their term of office, at a special membership meeting, by a majority vote of the voting members present at that meeting. Vacancies created shall be filled at the same meeting by nominations from the floor, and the voting procedures specified in Article VI, Section D.

Section C: Removal of Officers

Officers may be removed during their term of office by a two-thirds vote of all members of the Board of Directors. Vacancies created in this manner shall be filled as soon as practicable by following the voting procedure specified in Article VII, Section B, except that the current President (or acting President) shall conduct the election.

Section D: Removal of Directors and Officers due to Loss of Voting Status

If a member of the Board of Directors loses his status as a voting member by virtue of the fact that the player(s) in his member family leave the team as specified in Article III, Section A, then that Director will automatically forfeit his/her seat on the board and his position as an officer. The Board of Directors and officers vacancies created in this manner shall be filled as soon as practicable by following the voting procedures specified in Article VI, Section E and Article VII, Section B.

ARTICLE XI

NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE XII

INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Illinois.

ARTICLE XIII

INSURANCE

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 such person and incurred by such person in any such capacity, or arising out of her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the corporation shall be July 1st through June 30th.

ARTICLE XV

BUDGET

It shall be the responsibility of the Treasurer to prepare, by September 1st, a proposed budget for that fiscal year. The budget shall be prepared under the direction of the Board of Directors and shall be approved and adopted by the Board not later than October 1st of the fiscal year.

ARTICLE XVI

DISSOLUTION

Upon the dissolution or winding up of the business of the corporation, the Board of the Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at such time after time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

ARTICLE XVII

CORPORATE SEAL

The Board of Directors shall furnish a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the association and the words "Corporate Seal, Illinois."

ARTICLE XVIII

RULES AND REGULATIONS

The Board of Directors may adopt rules and regulations for Warren Blue Line Hockey Association, Inc. Terms used in such rules and regulations shall have the meaning given to such terms by these bylaws. In the case of conflict between provisions of the rules and regulations and the bylaws, the bylaws shall govern. The rules and regulations may be amended or changed in two ways, (a) at the Annual Meeting by a vote of a majority of voting members at the meeting, or (b) by an affirmative vote of a number not less than a majority of the entire Board of Directors.

ARTICLE XIX

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section A: Contracts and Loans

The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name and on behalf of the association and such authority may be general or confined to specific instances.

Section B: Check, drafts and deposits

All checks, drafts or other orders for payment of money issued in the name of the corporation shall be signed by two of the following: President, Vice President, Treasurer, Secretary, or Operation Manager, all of whom shall be signers on any accounts maintained by the corporation in any insured bank, trust company or other depository. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation account in the insured bank, trust or other depository.

Section C: Gifts

The Board of Directors may accept on behalf of the corporation any gift or contribution. No Director shall accept any personal gift or gratuity in excess of the value of \$25.00.

ARTICLE XX

AMENDMENTS

The bylaws may be amended at the Annual Meeting or at any special meeting of the voting membership. Any amendments must be submitted in writing to the President. An affirmative vote of a majority of the voting members at the meeting shall be required to adopt any amendment.