

Evanston Youth Hockey Association, Inc

Bylaws

Article I

Offices

The principal office of the Evanston Youth Hockey Association (“EYHA”) 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. EYHA 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 EYHA 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 EYHA shall be between 3 and 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 EYHA.

Section 3 – Allocation of Directorships. The Director of Metro North Operations shall be a parent or guardian of an EYHA player who is playing on an EYHA sponsored high school team, in accordance with Article XI of the Bylaws (“High School Parent”). In addition, a minimum of two additional Directors will be elected who are High School Parents.

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 3 years following election or until their successors shall have been elected and qualified. However, in 2001, one-third of directors shall serve a term of one (1) year, one third shall serve a term of two (2) years and one third shall serve a term of three (3) years. The determination of which Directors shall serve for each term shall be made by the Board at the 2001 Annual Meeting.

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 mailed to each Director, addressed to the person at their residence on 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 Board, and the 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 EYHA 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 (by the Executive Committee) 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. 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 EYHA (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 EYHA, except such Officers as maybe 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 or Executive Committee 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 shall be filled by the Board of Directors 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 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.

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 EYHA; receive, and give receipts for, monies due and payable to EYHA from any source whatsoever, and deposit all such monies in the name of EYHA 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 as is required by law; be custodian of the corporate records and of the seal of EYHA; 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 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 Executive Committee

Section 1 – How Constituted. The Directors shall appoint, **by majority vote**, from their own number, an Executive Committee of not less than five (5) members, or at the option of the Board of Directors the entire Board may sit as the Executive Committee. The President of EYHA shall be a member and Chairman of the Executive Committee.

Section 2 – Term of Office. Each member of the Executive Committee shall continue in office, provided that he continues to be a Director, until the Annual Meeting after their election and until their successor shall have been elected or until such person shall have resigned and such person's resignation shall have become effective, or until such person shall have been removed in the manner hereinafter provided, or until such person shall have died.

Section 3 – Resignations. Any member of the Executive Committee may resign at any time by giving notice to the President or to the Secretary. Such resignation shall take effect at the time of 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.

Section 4 – Removal. Any member of the Executive Committee may be removed, with or without cause, at any time, by a 2/3 (two-thirds) vote of the full Board of Directors.

Section 5 – Vacancies. Any vacancy shall be filled by the Directors by a majority vote of a quorum.

Section 6 – Powers. While the Directors are not assembled in meeting, the Executive Committee shall have and may exercise all the powers conferred upon and vested in the Directors, excepting only the power to elect or remove Officers and Directors. The Executive Committee shall specifically have the authority to impose sanctions on members and/or players that violate any Rules and Regulations or eligibility standards of any organization of which EYHA is a member (or the Rules and Regulations of an organization that is directly affiliated with EYHA i.e., Evanston Park district, Evanston Township High School). By way of example and limitation, the Executive Committee may suspend the offending party from practices, games or tournaments.

Section 7 – Manner of Acting. The Executive Committee may act by members of the committee then in office either by vote at a meeting or in writing without a meeting.

Section 8 – Evidence of Action of the Executive Committee and of Their Identity. A certificate executed by the Secretary certifying to any act of the Executive Committee shall be sufficient evidence thereof. A certificate executed by the Secretary certifying who are or were members of the Executive Committee at any given time shall be sufficient evidence thereof.

Section 9 – Meetings. At each meeting of the Executive Committee the Chairman or, in the Chairman’s absence, a member of the Executive Committee chosen by the members of the committee present, shall act as Chairman. The committee shall keep a record of its acts and proceedings and report the same from time to time to the Directors, unless otherwise set forth in the Notice given pursuant to Section 10 of this Article, any member of EYHA may attend such meeting.

Section 10 – Time and Notice of Meetings. Regular meetings of the Executive Committee may be held at such place and at such time as may be fixed by a resolution adopted by a majority of the members of the committee. If such resolution be adopted, notice of such regular meetings need not be given. Special meetings of the committee shall be held at such times and at such places as shall be specified in a request signed by any two (2) members of the committee and delivered to the Secretary or an Assistant Secretary of EYHA. At least twenty-four (24) hours notice of each special meeting of the committee shall be given to each member of the committee by mail, addressed to such person at their residence or usual place of business or by telephone or personal delivery. Each such notice shall state the time, place and purpose of the meeting. Any meeting of the committee shall be a legal meeting without any notice thereof having been given if all members of the committee shall be present.

Section 11 – Quorum. Three (3) members of the Executive Committee at the time of any meeting of the Executive Committee shall constitute a quorum for the transaction of business, and the act of any two (2) members present at any meeting at which a quorum is present shall be the act of the committee.

Article V Fees

The Board of Directors shall establish the fees to be charged to the members for players to participate in the EYHA 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 Executive Committee 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 VI Compensation

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

Article VII 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 EYHA to enter into any contract or execute and deliver any instrument in the name and on behalf of EYHA, 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 EYHA by contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2 – Loans. No loans shall be contracted on behalf of EYHA, and no negotiable paper shall be issued in its name, unless authorized by the Board of Directors. When authorized to do so, any Officer or agent of EYHA may effect loans and advances at any time for EYHA 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 EYHA, and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of EYHA, may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by EYHA 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 EYHA, 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 EYHA shall be deposited to the credit of EYHA 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 EYHA 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 EYHA.

Article VIII Membership in Sanctioning Organizations

EYHA shall affiliate with such national, state and local organizations (Sanctioning Organizations), which promote youth hockey and have goals and objectives similar to the goals and objectives of EYHA. As a member of the Sanctioning Organization, EYHA shall conduct its games, practices, and allocation of players into teams in accordance with the rules of such Sanctioning Organizations. Should an EYHA player or member of EYHA violate the rules of such Sanctioning Organization, the Executive Committee 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 IX Committees

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

Article X Proxies

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

Article XI

High School Hockey

Until Evanston Township High School, (“ETHS”) 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 ETHS, EYHA 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 meet at minimum the eligibility standard of other ETHS or the Sanctioning Organization of EYHA in which it participates at the high school level, whichever is higher.

The Board of Directors, in its sole discretion, may increase the eligibility standards but shall not be authorized to lower the standard. The Board of Directors may also impose such other eligibility requirements as it deems prudent. All high school age EYHA players and their parents or legal guardians shall be notified of the eligibility standards 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 Executive Committee, in its sole discretion.

Article XII

Fiscal Year

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

Article XIII

Limitation of Liability and Indemnification of Directors and Officers

No person shall be liable to EYHA 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 EYHA 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 EYHA or upon statements made or information furnished by Officers or employees of EYHA 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 EYHA, shall result in the entry of final judgment in such person’s favor or be dismissed as to such person, EYHA incurred by such person in connection therewith. In case any such action suit or proceeding shall result in a settlement 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, EYHA shall reimburse such person for r 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 EYHA.

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 XIV
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 XV
Construction of Bylaws

EYHA 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.