

**AMENDED AND RESTATED  
BY-LAWS OF  
NORTHBROOK HOCKEY LEAGUE**  
*Effective June 13, 2006*

## **ARTICLE 1**

### **NAME**

#### **Section 1.1 – Name**

The name of the organization shall be the NORTHBROOK HOCKEY LEAGUE (NBHL), a not for profit corporation, organized under the laws of the State of Illinois, having its location in Northbrook, Illinois.

## **ARTICLE 2**

### **PURPOSE**

#### **Section 2.1- General**

To operate a recreational, educational and competitive ice hockey program for children from Northbrook, Illinois and other local communities. To teach ice hockey, as well as fair team play and sportsmanship and develop players of the Glenbrook North Hockey Program.

To support the Village of Northbrook, its citizens and commerce when at all possible.

#### **Section 2.2 - Limitations**

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).

#### **Section 2.3 - Objectives**

The objectives of the NBHL, as stated in the *Articles of Incorporation*, are to direct, program, and operate a youth hockey program on a community wide basis. In furtherance of this objective, the NBHL shall:

- (a) be in accord with and have membership in USA Hockey, Inc., Amateur Hockey Association of Illinois (AHA), Northern Illinois Hockey League (NIHL), Chicago Metropolitan Hockey League-High School, their relevant, affiliated bodies and any hockey leagues so approved by the board;

- (b) pursue its objective in such a way as to make hockey fun, to make it a continual learning opportunity, and to engage in wholesome competition where participation and good sportsmanship prevail amongst players, coaches, parents and spectators;
- (c) pursue its objective by means of a multi-level program in each age bracket, which seeks to group participants according to their skills and then to give each group a program, which meets and challenges their skills.

## **ARTICLE 3**

### **MEMBERS**

#### **Section 3.1 - Definition**

Membership in the Corporation shall consist of any family with a child in the program run by the Corporation. Membership shall be effective upon payment of all applicable registration fees and shall expire each year upon the conclusion of the fall hockey season or the non payment of registration fees for such fall season. In addition, membership may include such persons otherwise contributing to the program as designated by the Executive Committee and approved by the Board of Directors.

#### **Section 3.2 - Voting Rights**

Each Member of the Corporation shall be entitled to one vote, per child on each matter submitted to a vote of the Members of the Corporation. Each child must be an active player in a program operated by of the Corporation and his or her dues paid up according to the pay structure established by the Executive Committee and approved by the Board of Directors. Voting rights are not transferable and no proxies are permitted but cannot make a quorum.

#### **Section 3.3 - Dues**

The Executive Committee shall designate and the Board of Directors shall establish and collect such registration fees and other charges in furtherance of the operation of the Corporation and its hockey program as it may from time to time deem necessary and appropriate.

#### **Section 3.4 - Member Standing**

A Regular Member in good standing is one that has (1) completed the registration requirements as outlines by the Board of Directors, which includes but is not limited to a signed Code of Conduct on behalf of the parents/ guardians and their player(s) prior to the start of the regular season of the hockey league; (2) who has paid all fees, dues,

and/or special assessments currently due according to the financial payment schedule of the Member registration or other such payment schedule approved by the Board of Directors from time to time; and (3) is not under suspension or termination pending review.

### **Section 3.5 - Termination of Members Rights**

- A. The Executive Committee, by a majority vote may terminate or suspend 1) any Member who shall be in default in the payment of any fee, assessment, or other obligation due to the NBHL; and 2) any player whose parents or legal guardian is in default in the payment of any fee, assessment, or other obligation due to the NBHL.
- B. The Board of Directors, by a two-thirds vote of all Board Members, shall have the power to suspend or expel any player, parent, guardian or other Member brought before the board on recommendation of the Rules and Ethics Committee. If requested, a full hearing before the Board of Directors is required.
- C. The Rules and Ethics Committee has the authority to suspend a player or parent up to 30 days without a vote by the Board of Directors. A suspension beyond 30 days requires a vote by the Board of Directors as stated in paragraph B of this section. The Rules and Ethics committee has the authority to enforce any penalty so approved by a majority of the Committee within the limitations set forth in this section. Any decision by the Rules and Ethics Committee can be brought before the Board of Directors for hearing if so requested within 30 days of said decision.

## **ARTICLE 4**

### **MEETING OF MEMBERS**

#### **Section 4.1 - Annual Meeting**

The annual meeting of the Members of the NBHL shall be held on the first Tuesday in APRIL at a location to be decided upon by the Executive Committee and posted on the Web site and at the Northbrook Park District Sports Complex located at 1730 Pfingsten Road, Northbrook, Illinois. The primary purpose of this meeting shall be to elect the Executive Committee and Board of Directors for the upcoming year. A quorum for the transaction of business at the annual meeting shall be 75% of the Board of Directors. The election shall be by simple majority of those votes cast.

#### **Section 4.2 - Special Meetings**

Special meetings may be called by the President, by the Executive Committee, by the Board of Directors, or in writing by Members possessing not less than twenty-five (25%) percent of the total voting rights. Special meetings shall be held no later than 30 days of a proper request.

### **Section 4.3 - Notices of Special Meetings**

Notice stating the place, day and hour of a special meeting of the Members shall be posted on the Web site and at the Northbrook Park District Sports Complex not less than five days before the date of the meeting.

### **Section 4.4 - Regular Meetings**

The Board of Directors shall hold regular meetings no less than once every 60 days, or more frequently as the Executive Committee so determines. Directors may not miss three meetings in a row unless excused by the President.

### **Section 4.5 - Conduct of Proceedings**

The proceedings at all meetings of the membership, Board of Director's meetings or of any committee of the NBHL shall be conducted in accordance with Robert's Rules of Order, as revised by the most current edition thereof available, except to the extent that such conduct would be inconsistent with the laws of this State or other provisions of these bylaws. All voting referenced in these bylaws, including Board of Director's meetings and at the annual meeting, must be done in person only.

## **ARTICLE 5**

### **VOTING**

#### **Section 5.1 - Voting**

Voting is to be done by simple majority of the total votes cast.

#### **Section 5.2 - Quorum**

Except as provided in Section 4.1 herein, Fifty (50) percent of the Board of Directors constitutes a quorum, for matters submitted to membership votes; thirty (30) percent of the full membership is a quorum unless there is a petition to overrule a decision of the Board of Directors. In that event, fifty (50) percent of Membership is needed.

#### **Section 5.3 - Proxies**

Proxies are accepted but cannot make a quorum.

#### **Section 5.4 - Membership Votes**

The membership may vote in total on any issue properly before the membership. The membership may override the decisions of the Board of Directors with a majority vote.

## ARTICLE 6

### **DIRECTORS**

#### **Section 6.1 - General Powers**

The Directors shall conduct, oversee and establish the business and affairs of NBHL.

#### **Section 6.2 - Composition**

The governing body of NBHL shall consist of an Executive Committee and a Board of Directors. Members of the Executive Committee are also members of the Board of Directors.

##### **A. Executive Committee**

The Executive Committee shall consist of President, Vice-President, House League Director, Travel Director, Scholarship Director, High School Director, Treasurer and President-Emeritus. The Executive Committee shall be the policy-making committee of the Corporation. The President shall be the chairperson of the Executive Committee and will vote only in the event of ties. All actions of the Executive Committee shall be by a majority vote of its members. Four members of the Executive Committee shall constitute 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 by 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) Approve the annual budget for the Corporation ("Budget");
- (f) Approve expenditures over \$5,000.00 not otherwise provided for in the Budget;
- (h) Approve all policies proposed by the Executive Committee;
- (I) Approve a Director of Hockey candidate recommended by the Executive Committee;
- (j) Approve any change in Hockey League affiliation;
- (k) Termination of the Director of Hockey;

##### **B. Board of Directors**

The Board of Directors shall consist of no more than 20 individuals, in addition to the Executive Committee. Standing offices will include Secretary, Treasurer, Fund-raising Director, Registrar, Ice Scheduler, Communication Director, Metro Rep, Tournament Director, House and Travel Level Coordinators, NIHL Rep.

Other offices can be determined and created by the Executive Committee, as deemed necessary.

C. Associate Directors

Non-voting members of the Board of Directors. The number of Associate Directors shall be determined by the Board of Directors.

**Section 6.3 - Duties**

A. President: Executive Committee Member

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 of the Members and of the Board of Directors. He may sign all legal documents and checks, with the Secretary or any other officer of the Corporation authorized by the Executive Committee and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee and Board of Directors. All ties will be broken by the President.

B. Vice -President. Executive Committee Member

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 be directly responsible for the administrative organization of the Corporation, which includes oversight of all off ice activities, subject to the wishes and direction of the President. This would include oversight of all committees, except as so chaired by a member of the Executive Committee, as set forth in these bylaws.

C. Travel Director. Executive Committee Member

The Travel Director shall oversee all travel team matters, have oversight of the travel program and assist in coordinating any matters of the travel program.

D. House Director. Executive Committee Member

The House Director shall oversee all House League team matters and have oversight of the on-ice management of the house league program.

E. High School Director. Executive Committee Member

The High School Director shall oversee all Glenbrook North High School team matters and have oversight of the on-ice management of the program.

F. Scholarship Director. Executive Committee Member

The Scholarship Director shall have oversight of all scholarship and scholarship funds. All scholarship funds must be kept separate from any general funds and records of such available to the Executive Committee. Scholarship criteria must be approved by the Executive Committee.

G. Treasurer. Executive Committee Member

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 and keep all financial records of the corporation and shall be the second required signature on checks drawn for the Corporation. The treasurer shall be responsible for filing the Annual Report and Annual Financial Statements as may be required by law.

F. 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, phone number and email 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.

G. 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.

H. Metro Rep

The Metro Rep shall be responsible for the relationship between the Corporation and the Metropolitan Hockey League-High School and shall represent the Corporation in all Metro matters and shall serve, as appropriate, on Metro committees.

J. Head of Managers

The Head of Managers is responsible to coordinate, train and manage all House League and Travel managers.

K. Communication Director

The Communication Director is responsible for website, data base and publicity.

L. Ice Scheduler

The Ice Scheduler is responsible for scheduling all ice on behalf of the League.

M. Director of Fund Raising

The Director of Fund Raising is responsible for approving, coordinating and directing all fund raising on behalf of the League.

N. Registrar

The Registrar is responsible for all registration and team rosters.

O. Tournament Director

The Tournament Director is responsible for managing and directing all tournaments hosted by the League.

P. House and Travel Level Coordinators

The Level Coordinators will aid the House and Travel Directors in achieving those goals set forth in by the League.

### **Section 6.5 - Term of Office**

The term of office for each Director shall be staggered. There will be twelve (12) staggered three (3) years terms, and the remaining eight (8) shall be one (1) year terms. They will be staggered as follows; four (4), six (6) and two (2). The Directors shall be elected for staggered terms at the annual meetings of the Members, as hereinafter provided, to hold office for the term for which he or she was elected and until his/her successor shall have been elected and qualified. All Associate Directors shall have one (1) year terms,

Directors shall be elected as follows:

- (a) Not later than the date of the March meeting of the Board of Directors in each year, (i) the Nominating Committee shall submit a slate of candidates in accordance with these bylaws (ii) any Regular Member may submit a slate of candidates for all positions to be filled on the Board of Directors in that year provided that the submission of each such proposed

candidate is endorsed in writing by Members possessing not less than twenty-five percent (25%) of the total voting rights. No slate of candidates for the Board of Directors shall be submitted after the date of the February Board meeting in each year.

- (b) If there are no nominations other than those of the Nominating Committee, then at the time and place of the April Board meeting, the Chairman of the Board or the President shall call for a voice vote of the Directors to formally elect the said slate as Directors of the corporation.
- (c) If there are nominations other than those of the Nominating Committee, then the corporation shall give notice to the Members as provided as if the Annual Meeting were a Special Meeting. The vote shall be conducted in accordance with Article V hereof.
- (d) The proposed slate will designate the Executive Committee and the proposed office of each candidate. The Board Members' offices will be so designated after seated by the Executive Board.

#### **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. 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.

#### **Section 6.8 - 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 6.9 - Term of Office**

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

#### **Section 6.10 - Presumption of Assent**

A director of the NBHL who is present at a meeting of the Board of Directors at which action on any NBHL matter is taken shall be conclusively presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting.

## ARTICLE 7

### COMMITTEES OF THE BOARD

#### **Section 7.1 - Purpose**

To assist in the operation of those polices and tasks set forth by the Executive Committee and Board of Directors.

#### **Section 7.2 - Operation**

All committees will be chaired as so directed by these by-laws or the Executive Committee. They must present a goal, budget and plan to the Executive Committee within a reasonable time frame of creation. They will meet at least four times a year, and following each meeting will submit either in writing or orally, a status on their current plans.

#### **Section 7.3 - Standing Committees**

A. Rules & Ethics Committee: Chair Vice- President,

The Rules and Ethics Committee shall handle any alleged rule violation, misconduct or any other grievances that shall be brought before it by a coach, a player, a parent, board member or any other party. The Rules and Ethics Committee has a duty to investigate every formal complaint or informal complaint that creates reasonable suspicion of violation. Its findings and recommendations shall be submitted, if necessary, to the Board of Directors upon which the Board will act. A request for a review of any decision must be submitted to the Board of Directors within 30 days of said decision.

B. Nominating Committee: Chair Executive President

The nominating committee shall consist of the present Executive Committee. The nominating committee will then compile and forward all nominations to the Board of Directors for approval at the March Board of Directors' meeting. The Secretary shall post a list of the Board of Directors nominations submitted by the nominating committee at least twenty (20) days before the annual meeting in April. Nominations may be made by a petition signed by Members possessing not less than twenty-five (25) percent of the total voting rights, submitting the name or names of Members in good standing for any office. This petition must be submitted to the Secretary at least ten (10) days before the annual meeting. In the event that such petition is submitted to the Secretary, the Secretary shall post in the NBHL display case located in the Northbrook Park District Sports Complex at least five (5) days before the annual meeting a list of those Members in good standing that have been nominated by petition. The approved slate of candidates and any nominations by petition will be put for election at the annual meeting.

C. Tournament Committee: Chair Tournament Director

D. Fund Raising Committee: Chair Fund Raiser

- E. Scholarship Committee: Chair Scholarship
- F. Program/Community Development: Chair to be appointed by President
- G. House League: Chair House League
- H. Registration: Chair Registrar
- I. Spring Committee: Chair Travel Director
- J. Communication Committee: Chair Communications Director
- K. Finance Committee: Chair President
- L. Ad Hoc Committee-The Executive Committee and Board of Directors has the right to appoint any committee that they feel necessary to carry out the purposes and goals of the Corporation.

## **ARTICLE 8**

### **DIRECTOR OF HOCKEY, ASSISTANT HOCKEY DIRECTOR, HOUSE LEAGUE DIRECTOR AND OTHER STAFF**

#### **Section 8.1 - Director of Hockey**

The Corporation shall employ a Director of Hockey who shall be responsible for all aspects associated with the on-ice management and on-ice administration of the Corporation. The duties and responsibilities of the Director of Hockey shall be determined, from time to time, by the Executive Committee and so designated in the contract of employment. The Director of Hockey shall report directly to the President and attend Board of Directors meetings. 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 8.2 - House League/Assistant Hockey Director**

The Corporation may employ a House League Director and or an Assistant Hockey Director, either as employees or independent contractors. Each employee or independent contractor shall report to the Director of Hockey. The House League Director shall be responsible for establishing and overseeing the instructional aspects of the Corporation's House and developmental program, in cooperation with the Park District. All employees and independent contractors of the Corporation shall work with the Director of Hockey to establish appropriate training for all levels of hockey players

#### **Section 8.3 - Employees**

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

## ARTICLE 9

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **Section 9.1 - Contracts**

The Board of Directors by a majority vote may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NBHL, and such authority may be general or confined to specific instances.

#### **Section 9.2 - Loans**

No loans shall be contracted on behalf of the NBHL and no evidences of indebtedness shall be issued in its name unless authorized by the resolution approved by the affirmative vote of at least two-thirds of all Board Members. Such authority may be general or confined to specific instances.

#### **Section 9.3 - Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the NBHL, shall be signed by such officers, agent or agents of the NBHL and in such a manner as shall from time to time be determined by resolution of the Executive Committee.

#### **Section 9.4 - Deposits**

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

#### **Section 9.5 - Annual Audits**

It is the responsibility of the President of the Board of Directors to select a an independent Certified Public Accountant to perform a full annual audit of the financial books and records of the NBHL for the last full fiscal year and to submit a report thereon to the Board of Directors no later than the July board meeting of each year.

#### **Section 9.6 - Fiscal Year**

The fiscal year of the NBHL shall begin on the first day of May in each year and end on the last day in April in each year.

## ARTICLE 10

### **BOOKS AND RECORDS**

#### **Section 10.1 - 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 as required by law.

## **ARTICLE 11**

### **METHOD OF PROGRAMMING AND POLICIES**

#### **Section 11.1 - Multi-Level Program**

The basic tenant of the NBHL in programming is the multilevel program. Each age group has a multilevel program which provides skill-growth and competition that meet the needs and provides the challenges to the skaters participating therein, most closely related to their own skill. The multilevel program recognizes the different skill and proficiency levels to be found in any large group of youth athletes. It provides a maximum opportunity for each to enjoy, learn and compete. It allows for specific programming to meet and challenge the specific needs of each level. The NBHL will offer competitive teams in each age group dependent on abilities, manpower and facilities.

#### **Section 11.2 - Limitations on Membership and Team Numbers**

The NBHL will seek to determine prior to the start of each ensuing season, the extent of the limitations which bear on the program. When these limiting factors are known (i.e., participant demand, adult manpower, facility use, resources, etc.) the NBHL program will be drawn up in such a way as to fulfill a program -however extensive or limited -- with the support capabilities available. For the purposes of adequate fulfillment of each team's program, the Director of Hockey shall recommend to the NBHL Board of Directors the number of teams and players at each level. Target team compositions shall be 11-15 players, and deviation from these numbers requires Board approval.

#### **Section 11.3 - Selection of Travel Teams**

The High School Director, Travel Director and Director of Hockey and coaches for each level, shall devise a format for competitive tryouts. The coaches of each age group shall implement the tryouts and shall select the membership for teams based on the results of the tryouts. High School and Travel team coaches have sole discretion as to which players are selected for the team they are coaching.

#### **Section 11.4 - Movement of Players Between Teams**

Following initial team selection, no player may move from one team to another, be placed on a team, or participate in games with another team without approval of the Hockey Director, Travel Director and President.

#### **Section 11.5 - Team Managers**

Each team shall have an adult who is recruited for the position of team manager. Such adult shall be responsible for representing that team to the Board of Directors and to the NBHL, and shall take on all duties and responsibilities assigned to him by the Board of

Directors and as mutually agreed upon by him and the team coach. No Member receiving Scholarship can handle team funds.

#### **Section 11.6 - Team Coaches**

The Executive Committee shall devise a process whereby one person shall be selected and appointed to serve as Head Coach for each team and shall assume all related duties, responsibilities and obligations related to the operation, conduct and programming of that team. Assistant coaches are recruited and appointed by the team head coach, subject to Board approval. Travel Team Head coaches may not have any relatives on their team. All coaches must abide by the USA Hockey Coaching guidelines or be subject to removal for failure to do so.

#### **Section 11.7 - Team Operations**

Each team, through its adult leadership, is expected to abide by all rules and regulations, policies and guidelines that may be presented, both legal and moral. The NBHL supports the Zero Tolerance Rules as stated in the USA Hockey Rule Book.

#### **Section 11.8 - Misconduct**

Any officer of the NBHL, any Member or any person connected with the NBHL's program who shall not abide by any of the stated rules, regulations, policies and guidelines; or who shall engage in any other activity deemed unsuitable, shall be held accountable for any actions before the appropriate bodies as stated within the Bylaws, or shall be held accountable before the Rules and Ethics Committee.

#### **Section 11.9 - Compensation**

Directors, as such, shall not receive any compensation for their services, provided that nothing herein shall be construed to preclude any director from serving the NBHL in any other capacity and receiving compensation therefore, if such service and the proposed compensation shall first be approved by the Board of Directors.

## **ARTICLE 12**

### **WAIVER OF NOTICE**

#### **Section 14.1 - General**

Whenever any notice is required to be given under the provisions of law or these Bylaws, or under the provisions of the Articles of Incorporation, 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 13**

### **INDEMNIFICATION**

Directors and officers of the NBHL shall be indemnified for liabilities arising out of their action on behalf of the NBHL to the fullest extent permitted by the General Not for Profit Corporation Act of Illinois of 1986, as amended from time to time, or any successor statute. Insurance may be purchased by the NBHL to protect the directors, officers, employees and agents from such liabilities.

## **ARTICLE 14**

### **CONFLICT OF INTEREST**

No director, officer, employee or agent of the NBHL shall derive any personal profit or gain, directly or indirectly, by reason of his or her position as a director, officer, employee or agent, or by reason of services rendered to or on behalf of the NBHL; provided, however, that nothing contained herein shall be construed to prohibit the NBHL from entering into contracts for services in the ordinary course of its business at a reasonable and competitive fee with such individuals or Corporations, partnerships or associations of which one or more such individuals are a director, officer, employee, partner, and which contract terms shall be fully disclosed to the Board of Directors and approved by a majority of disinterested Directors. For purpose of establishing quorum of Directors to approve such contract, the interested Director(s) shall be excluded.

## **ARTICLE 15**

### **SEAL**

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

## **ARTICLE 16**

### **AMENDMENTS TO THE-BYLAWS**

#### **Section 16.1 - General**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors. 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 anyone meeting of the Board of Directors.

## **ARTICLE 17**

### **EQUIPMENT**

All players must use any and all equipment required by USA Hockey as stated in the USA Hockey Rule Book, Rule 301-307, as revised by the most current edition thereof available.

## **ARTICLE 18**

### **COMMISSIONS**

Commissions earned by individuals for fund raising in excess of their annual fees will be retained by the league for distribution in the form of scholarships to players in need of financial assistance. This will not carry over to the following year.