

**AMENDED AND RESTATED  
BY-LAWS  
OF  
HUSKIES HOCKEY CLUB, INC.**

**An Illinois Not- for- Profit Corporation  
(as amended and restated as of Monday December 22, 2008)**

**ARTICLE I  
Name**

The corporation shall be known as “Huskies Hockey Club, Inc.”

**ARTICLE II  
Offices**

**Section 1. Offices.** The corporation may have offices at such places either within or without the State of Illinois as the Board of Directors may from time to time appoint or as the business of the corporation may require.

**Section 2. Registered Office.** The registered office of the corporation required by the Not for Profit Corporation Act to be maintained in the State of Illinois may be, but need not be, identical with the business office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III  
Purposes**

**Section 1.** The purpose or purposes for which the corporation is organized are:

- A. To promote, train, teach and develop the sport of organized youth hockey, to associate with other Ice Hockey associations, to organize and promote competitive team play; to affiliate with USA Hockey, the Amateur Hockey Association of Illinois (AHA) and the Northern Illinois Hockey League (NIHL), or with their respective successors, and other or similar organizations;
- B. To promote, train, teach and develop the sport of figure skating to youths, to

associate with other figure skating associations; to organize and promote competition among figure skaters, and to affiliate with other figure skating organizations;

- C. To develop the physical, mental, and emotional well-being of the youth who participate in programs developed by the corporation, including the development of personal character traits of assertiveness, self-esteem, self-discipline, perseverance, respect for authority, cooperative relationships with others, and sportsmanship;
- D. To teach the sports of hockey and figure skating to adults; and
- E. To do any and all acts desirable in the furtherance of the foregoing purposes.

**Section 2.** The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 the purposes set forth above.

#### **ARTICLE IV** **Members**

**Section 1.** **Classes of Members.** The corporation shall have two classes of members. The designation of such shall be as follows:

- A. **Regular Members.** Any person or family interested in having a child participate in the corporation's activities, and who desires to further the goals of the corporation, is eligible to become a member upon completion of the prescribed application and payment of the dues established by the Board of Directors.
- B. **Honorary Members.** Persons, firms or corporations who support the purposes for which the corporation is organized and operated and who are elected to honorary membership by the affirmative vote of 2/3 of the duly elected, qualified and acting Directors of the corporation.

**Section 2.** **Voting Rights.** Each Regular Member in good standing shall be entitled to one vote per player on each matter submitted to a vote of the members. Honorary Members shall not be entitled to vote.

**Section 3.**     **Member Standing.** A Regular Member in good standing is one that has signed a member contract or similar agreement on behalf of their player(s) prior to the start of the regular season of the hockey league and who has paid all fees, dues, and/or special assessments currently due according to the financial payment schedule of the member contract or other such payment schedule approved by the Board of Directors from time to time, and is not under suspension or termination pending review.

**Section 4.**     **Resignation.** Any Regular or Honorary Member may resign by filing a written resignation with the club secretary.

**Section 5.**     **Dues & Assessments.** The Board of Directors shall establish annual membership dues for Regular Members, and may increase such dues or make additional assessments or other charges after the commencement of any fiscal year as necessary to meet the financial commitments and obligations of the corporation.

The Board of Directors shall not establish membership dues for Honorary Members or make any assessments or other charges against Honorary Members. Honorary Members may make voluntary contributions to assist the corporation in meeting its financial commitments and obligations.

The Board of Directors, either acting as a whole or by a Committee of the Board shall provide a process whereby waivers or reduction in fees for use of the facility or the hockey program, or both, can be considered based upon an individual's or organization's ability to pay, of any entrance fee, or program fee. This written by-law reflects the longstanding policy of the Huskies Hockey Club and the International Ice Centre, and has been in effect for many years. The Board or Committee charged with the responsibility of implementing this policy shall implement appropriate measures to ensure the proper respect for the privacy and integrity of applicants who seek reduced or waived fees.

**Section 6.**     **Transfer Of Membership.** Membership in the corporation shall not be transferable or assignable.

**Section 7.**     **Membership Certificates.** No membership certificates of the corporation shall be required.

**Section 8.**     **Place of Meeting.** Meetings of Members may be held at the principal office of the corporation or at such other place within the State of Illinois as may be designated by the Board of Directors or the officer calling such meetings. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the usual and customary place for the meetings of the Board of Directors in the State of Illinois.

**Section 9.**     **Annual Meeting.** The Annual Meeting of the Members shall be held on the same date and time as the regular meeting of the Board of Directors in April of each year, or

on such other date as the Board of Directors may from time to time designate, and for the transaction of such business as may come before the meeting.

**Section 10. Special Meetings.** Special meetings of the Members may be called by the Chairman of the Board, the President, by the Board of Directors, or by not less than two-fifths of all Regular Members of the corporation.

**Section 11. Notice of Meetings.** The Annual Meeting of the Members having been set by these by-laws, no further notice thereof shall be required. The Board of Directors shall endeavor to publish notice of such Annual Meetings in such publications or other notices customarily sent to Members, but the failure to do so shall not invalidate any such Annual Meeting or any action taken thereat.

A written or printed notice, stating the place, day, hour, and the purpose or purposes for which a Special Meeting is called, shall be delivered not less than five nor more than forty days before the date of the meeting, or in the case of a merger or consolidation not less than twenty nor more than sixty days before the meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than 20 nor more than 60 days before the date of the meeting, by or at the direction of the Chairman of the Board, the President, or the Secretary, to each Regular Member of record entitled to vote at such meeting at his/her address or other contact location as it appears on the records of the corporation, either personally, by U.S. Mail, e-mail, fax transmission, or over-night delivery service. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by fax transmission, such notice shall be deemed to be delivered when the fax transmission is delivered as evidenced by the fax transmission confirmation printout. If notice is given by e-mail, such notice shall be deemed to be delivered when sent and not returned as undelivered or undeliverable. If notice is given by over-night delivery service, such notice shall be deemed to be delivered when deposited with said delivery service, as evidenced by the transmittal receipt.

**Section 12. Voting.** Voting Rights on all matters brought before any regular or special meeting of members, including the election of Directors, shall be as specified in Article IV, Section 2. Regular Members may vote either in person or by proxy executed in writing by the Regular Member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution. All proxies shall be delivered to the Secretary of the corporation before or at the time of the meeting. All questions and elections shall be decided by plurality vote, except as otherwise provided by law.

Members entitled to vote and to participate in and act at any meeting may do so through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Voting on any question or in any election may be viva voce unless the presiding officer shall order, or any Regular Member shall demand, that voting be by ballot.

**Section 13. Closing of Transfer Books and Fixing Record Date.** For the purpose of determining Regular Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the corporation may provide that the Membership list shall be closed for a stated period but not to exceed, in any case, thirty days. If the Membership list shall be closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, such Membership list shall be closed for at least ten days, or in the case of a merger or consolidation, at least twenty days, immediately preceding such meeting. In lieu of closing the Membership list, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than thirty days and not less than five days, or in the case of a merger or consolidation, not less than twenty days, immediately preceding such meeting.

**Section 14. Voting Lists.** The officer or agent having charge of the Membership list of the corporation shall make, at least five days before each meeting of Members, a complete list of the Members entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of votes to which such Regular Member is entitled, which list, for a period of five days prior to such meeting, shall be kept on file at the office of the registered agent of the corporation and shall be subject to inspection by any Regular Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Regular Member during the whole time of the meeting. The original Membership list, or a duplicate thereof kept in the offices of the registered agent of the corporation, shall be prima facie evidence as to who are the Members entitled to examine such list or to vote at any meeting of Members.

**Section 15. Quorum.** Unless otherwise provided in the Articles of Incorporation, the lesser of (i) 1/10<sup>th</sup> of all Regular Members, or (ii) 10 Regular Members, represented in person or by proxy, shall constitute a quorum at all meetings of Members. If less than a quorum is present at any meeting of Members, a majority of the Members so represented may adjourn the meeting from time to time without further notice other than announcement at the meeting. At any such adjourned meeting at which the requisite number of Members shall be represented, any business may be transacted which could have properly come before the meeting as originally called, had the requisite number of Members been represented. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting shall be the act of the Members, unless the vote of a greater number or voting by classes is required by statute, the Articles of Incorporation, or these by-laws.

## **ARTICLE V** **Directors**

**Section 1. Number, Tenure, Qualifications, Election.** The business and affairs of the corporation shall be managed by its Board of Directors. The number of Directors shall be not less than eight (8) nor more than thirteen (13). 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/she was elected and until his/her successor shall have been elected and qualified. Directors need not be residents of Illinois, but shall be either a Regular Member or an Honorary Member of the corporation; provided however, that in no event shall Honorary Members constitute more than one-third (1/3) of the members of the Board of Directors.

The term of each Director shall be three (3) years.

Directors shall be elected as follows:

(a) Not later than the date of the February meeting of the Board of Directors in each year, (i) the Nominating Committee shall submit a slate of candidates in accordance with Article V Section 10 hereof, and (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 not less than twenty-five percent (25%) of all Regular Members entitled to vote for the election of Directors. 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 Members 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 in the second paragraph of Article IV, Section 11 as if the Annual Meeting were a Special Meeting.

(d) For the year 2006 only, in order to implement the staggered terms of the Directors, there shall be a special election of Directors as follows:

(i) Four (4) Directors shall be elected for a term ending as of the date of the April, 2007 Board Meeting;

(ii) Four (4) Directors shall be elected for a term ending as of the date of the April, 2008 Board Meeting; and

(iii) Four (4) Directors shall be elected for a term ending as of the date of the April, 2009 Board Meeting.

**Section 2. Regular Meetings.** A regular meeting of the Board of Directors shall be

held without other notice than these by-laws, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide, by resolution, the time and place within the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

**Section 3.** **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or by at least two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors shall fix the usual and customary principal office of the corporation as the place of holding any special meeting of the Board of Directors.

**Section 4.** **Notice.** Written notice of any special meeting shall be given at least two days previous thereto, either personally or by mail, e-mail, fax transmission, or over-night delivery service, addressed to each Director at his/her address or other contact location as it appears on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by fax transmission, such notice shall be deemed to be delivered when the fax transmission is delivered as evidenced by the fax transmission confirmation printout. If notice is given by e-mail, such notice shall be deemed to be delivered when sent and not returned as undelivered or undeliverable. If notice is given by over-night delivery service, such notice shall be deemed to be delivered when deposited with said delivery service, as evidenced by the transmittal receipt.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 5.** **Quorum.** One third of the Directors then in office shall constitute a quorum for the transaction of business, but if less than a quorum shall be present at any meeting, a majority of those present may adjourn the meeting from time to time without further notice. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation.

Directors entitled to vote and to participate in and act at any meeting may do so through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**Section 6.** **Vacancies.** Any vacancy occurring in the Board of Directors and any

Directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

**Section 7. Compensation of Directors and Committees.** Unless otherwise provided in the Articles of Incorporation, the Board of Directors, by the affirmative vote of the majority of the Directors then in office, and irrespective of any personal interest of any of the members, shall have authority to establish reasonable compensation of all Directors for services to the corporation as Directors, Officers, or otherwise. By resolution of the Board of Directors, the Directors may be paid their expense, if any, of the attendance at each meeting of the Board of Directors.

**Section 8. Presumption of Assent.** A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 9. Informal Action by Directors.** Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

**Section 10. Committees.**

(a) There shall be a standing Nominating Committee, consisting of 3 members of the Board of Directors, the members of which shall be recommended by the President and approved by a majority vote of the Board of Directors. It shall be the responsibility of the Nominating Committee to submit at or before the February Board of Directors meeting in each year a slate of candidates for all positions on the Board of Directors to be filled at the next ensuing Meeting of Members.

(b) There shall be a standing Finance Advisory Committee, consisting of 3 members of the Board of Directors, the members of which shall be recommended by the President and approved by a majority vote of the Board of Directors.

The Finance Advisory Committee shall (i) prepare a proposed budget for each fiscal year of the corporation for review and consideration by the Board of Directors, (ii) periodically review the financial affairs of the corporation during each fiscal year, and (iii)

review all fund raising projects and other sources of revenue, and make recommendations to the Board of Directors with respect thereto.

(c) The Board of Directors by resolution adopted by a majority of the whole Board may designate two or more Directors to constitute the membership of such other committee or committees as the Board shall deem necessary and appropriate to the conduct of the business of the corporation from time to time, with the powers of any such committee or committees, the tenure and qualifications of the members thereof, standards for meeting, quorum, informal action, vacancies, resignations and removal, and procedures to be as set forth in resolutions of the Board of Directors.

(d) Any committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation or corporations, recommending to the Members the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the corporation, recommending to the Members a voluntary dissolution of the corporation or a revocation thereof, amending, altering or repealing the by-laws of the corporation, electing or removing officers of the corporation or members of the Committee, fixing the compensation of any member of the committee, amending, altering or repealing any resolution of the Board of Directors or in reference to any matter not specifically authorized in the resolutions of the Board of Directors appointing any such committee or committees.

## **ARTICLE VI** **Officers**

**Section 1.** **Number.** The officers of the corporation shall consist of a Chairman of the Board / President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors, and such Assistant Secretaries, Assistant Treasurers, or other officers as may be elected or appointed by the Board of Directors. Except for the positions of Chairman of the Board and President, which positions shall be held by the same person, no person shall hold more than one office at the same time.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and shall perform such duties in the management of the property and affairs of the corporation as are provided in these by-laws, or as may be determined by resolution of the Board of Directors not inconsistent with these by-laws.

**Section 2.** **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies or new offices may be filled at any meeting of the Board of Directors. Each officer shall hold

office until his/her successor shall have been duly elected and qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

**Section 3.**     **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.**     **Vacancies.** A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.**     **Chairman of the Board.** The Chairman of the Board / President may call special meetings of the Board of Directors or Members, and may fix the time and place of any of such meetings and shall preside at all annual and special meetings of the Board of Directors.

**Section 6.**     **The President.** The President shall be the Chief Executive Officer of the corporation, may call special meetings of the Board of Directors or the Members and may fix the time and place of any such meeting. The President shall have general and active management of the business of the corporation, and shall see that all orders are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers to any other officer or officers of the corporation. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation, or shall be required by law otherwise to be signed or executed. The President shall be ex-officio a member of all standing committees, except the Finance Advisory Committee or any Audit Committee, and shall have the general powers and duties of supervision and management usually vested in the office of the Chief Executive Officer of a corporation.

**Section 7.**     **The Vice Presidents.** In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) 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 duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 8.**     **The Secretary.** The Secretary shall keep minutes of the proceedings of the Members and the Board of Directors in one or more books provided for that purpose; give, or cause to be given, all notices in accordance with the provisions of these by-laws, or as required

by law; keep at the registered office or principal place of business of the corporation in the State of Illinois, a record of the Members of the corporation, giving the names and addresses or other contact locations of all such Members (which addresses shall be furnished to the Secretary by such Members) and the number and class of votes to which each such Member is entitled; have general charge of the Membership list of the corporation; in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 9. The Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep or cause to be kept, correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the corporation; shall deposit all moneys, and other valuable effects, in the name of and to the credit of the corporation, in such depositories as may be designated by the Board of Directors; shall render to the President and the Board of Directors, when they may require it, an account of all his/her transactions as Treasurer, and of the financial condition of the corporation; in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President, or by the Board of Directors. The Treasurer shall give the corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Board of Directors, for the restoration to the corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

**Section 10. Assistant Secretaries and Assistant Treasurers.** The Assistant Treasurers, if any, shall respectively, if required by the Board of Directors, 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 Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary, or the Treasurer, respectively, or by the President or the Board of Directors.

**Section 11. Compensation.** The salaries or compensation of all officers of the corporation shall be fixed by the Board of Directors. No officer shall be disqualified from receiving such salary or compensation by reason of the fact that he/she is also a Director of the corporation.

## **ARTICLE VII** **Contracts, Checks and Deposits**

**Section 1. Contracts.** The Board of Directors 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 corporation and such authority may be general or confined to specific instances. When the execution of any contract or other instrument has been authorized without specification of the executing officers, the President or any Vice President, and the Secretary or

any Assistant Secretary, may execute the same in the name of and on behalf of the corporation.

**Section 2. 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 the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### **ARTICLE VIII** **Fiscal Year**

The fiscal year shall be as determined by the Board of Directors from time to time.

### **ARTICLE IX** **Waiver of Notice**

Whenever any notice is required to be given by law, the Articles of Incorporation or these by-laws, 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.

Each Member, by accepting membership in the corporation, and in the interest of saving the cost, expense, and effort of mostly volunteers, does hereby acknowledge that the annual meeting of Members shall be on the date and at the time and place of the April Board meeting in each year, and does hereby waive any and all notice with respect to the same.

### **ARTICLE X** **Indemnification of Officers, Directors,** **Employees, and Agents; Insurance.**

#### **Section 1. Indemnification of Officers, Directors, Employees and Agents; Insurance.**

(a) The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

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

(c) To the extent that a present or former director, officer or employee of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made with respect to a person who is a director or officer at the time of the determination: (1) by the majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of the directors designated by a majority vote of the directors, even through less than

a quorum, (3) if there are no such directors, or if the directors so direct, by independent legal counsel in a written opinion, or (4) by the members entitled to vote, if any.

(e) Expenses (including attorney's fees) incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as the corporation deems appropriate.

(f) The indemnification provided by the Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or 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 Section.

(h) If the corporation indemnifies or advances expenses under subsection (b) of this Section to a Director or officer, the corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

(i) For purposes of this Section, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

(j) For purposes of this Section, references to "other enterprises" shall include

employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Section.

**Section 2. Not Exclusive.** The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-laws, agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 3. 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 him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation has the power to indemnify him/her against such liability under the provisions of this Article.

## **ARTICLE XI** **Amendments; Severability**

Unless otherwise provided by the Articles of Incorporation, these by-laws may be altered, amended, or repealed, and new by-laws may be adopted at any meeting of the Board of Directors of the corporation by a majority vote of the Directors present at the meeting.

If any provision of these By-laws or the application thereof to any person or circumstances is held invalid or unenforceable in whole or in part, the remainder hereof, and the application of such provision to such person or circumstances shall not be affected thereby, and to this end the provisions of these By-laws shall be severable.

## **ARTICLE XII** **Rules & Regulations, Suspension**

The Board of Directors shall establish rules, regulations and procedures for participation in the sport of organized youth hockey and all other activities of the corporation, including but

not limited to the suspension of players, members, spectators and/or whose conduct on or off the ice is deemed detrimental to the purposes of the corporation. Reasons for probation, suspension or expulsion by the Board shall be included but not limited to the rules and regulations of USA Hockey, AHAI, NIHL or their respective successors and other or similar organizations in which the corporation holds an active membership.

**ARTICLE XIII**  
**Financing of Team Trips and Tournaments**

Financing of any organizational trip by the corporation, financing of any team trip by a team developed by the corporation, and financing of participation in ice hockey tournaments (other than state, regional and national tournaments, the financing of which shall be determined by the Board of Directors) shall be by the parents of the players on the team developed by the corporation which participates in such trip or tournaments in such reasonable manner determined by a majority vote of such parents present at a team meeting duly convened by the manager of such team. The parents of a player shall be considered as one for purposes of determining a quorum for such parent's team meetings and shall be entitled to only one vote for each player on the team of which they are parents. The parents of a player shall determine between themselves which one shall vote. "Trip" as used in these by-laws means any trip which involves overnight accommodations for the players of the team or teams which participate therein.

**ARTICLE XIV**  
**Memberships**

The corporation shall endeavor to maintain a membership or affiliation in good standing in USA Hockey, AHAI, and NIHL or their respective successors and other and similar organizations in which the corporation holds an active membership.

**ARTICLE XV**  
**Distribution of Assets**

The assets of the corporation are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). The corporation shall not be operated for pecuniary profit and have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of the corporation. This provision shall not restrict the Board of Directors from establishing reasonable salaries or other compensation for officers, employees, coaching coordinator, coaches, or other positions established by the Board of Directors.

In the event the corporation is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of the corporation or make adequate provisions therefore and distribute all remaining assets of the corporation to an organization or organizations engaged

in activities and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws).