

NEW TRIER GIRLS HOCKEY, NFP
BY-LAWS

ARTICLE I
Name

This corporation shall be known as New Trier Girls Hockey, NFP, a not-for-profit corporation, organized under the laws of the State of Illinois (hereafter “NTGH”). Wherever the designation “By-Laws” appear it shall refer to the New Trier Girls Hockey, NFP, By-Laws. It is the intention of NTGH to be gender neutral. Any use of a pronoun may be construed as masculine or feminine as the case may be.

ARTICLE II
Purpose

Section 2.1 In General. The purpose of the corporation is to promote athletics through the establishment, development, perpetuation, and administration of a girls high school ice hockey program primarily for girls attending New Trier Township High School located in Winnetka, Illinois, to receive charitable contributions where allowed by applicable state and federal law, and to do any act necessary and proper to further the foregoing purposes.

Section 2.2 Limitations on Powers. 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 (the “Code”). The corporation shall not engage in any act of self dealing (as defined in Section 4943(c) of the Code), make any investments 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 Code). References to Sections of the Code shall be deemed to be references to the corresponding sections or provisions of any amended or successor federal tax law.

ARTICLE III
Registered Office and Registered Agent

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office.

ARTICLE IV
Members

Section 4.1 Eligibility. Anyone who is interested in the NTGH hockey program and is supportive of the objectives of the program shall be eligible for membership. A member is (1) the family unit (parent, step-parent, sibling, etc.) who pays a majority of the fees of any player participating in the program operated by NTGH, (2) a guardian or other person who pays a majority of the fees of any player participating in the program operated by NTGH, or (3) any

other interested person who pays a membership fee as determined from time to time by the Board of Directors. The term of membership is the fiscal year of the corporation.

Section 4.2 Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4.3 Fees. The Board of Directors shall establish and collect such fees for the furtherance of the operation of the corporation and its hockey program as it may from time to time deem necessary and appropriate.

ARTICLE V Meetings of Members

Section 5.1 Annual Meeting. An annual meeting shall be held annually during the month of May at a time and place designated by the Board of Directors for the purpose of discussing any relevant matters relating to the corporation and/or its hockey program.

Section 5.2 Special Meetings. Special meetings may be called by the President. A special meeting shall be called by the President upon direction of the Board of Directors or upon written request of twenty members or fifty percent of the members, whichever is smaller. The special meeting shall be held within thirty days of the request.

Section 5.3 Notice of Meetings. Notice of every meeting of members shall be delivered, either personally, by mail, or electronically to each member entitled to vote at such meeting. Said notice shall be given not less than five, nor more than forty, days before the date of such meeting, by or at the direction of the President, the Secretary, the officers or the persons calling the meeting. The notice shall state the place, day and hour of the meetings and in case of a special meeting or when requested by law or by these By-Laws, the purpose for which the meeting is called. If mailed, notice of a meeting shall be deemed delivered when deposited in the U.S. mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5.4 Quorum. The members holding fifty percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5.5 Proxies. No proxies shall be allowed.

ARTICLE VI Board of Directors

Section 6.1 Board of Directors — Number. The Board of Directors shall be comprised of not more than eight (8) nor less than three (3) directors. The members at the annual meeting and by a majority vote shall elect the Board of Directors in accordance with the provisions of these By-Laws contained in Article IX Nominations.

Section 6.2 Eligibility. Members who either have a child currently enrolled in the hockey program or who had a child enrolled in the hockey program during a preceding season, and who are in good standing with respect to payment of fees to NTGH, are eligible to serve on the Board of Directors. Once the teams for the season have been selected, the Board of Directors shall make the necessary appointments to fill the vacancies provided for under these By-Laws at Article IX Section 9.2 to ensure that each team shall have at least one (1) member on NTGH's Board of Directors.

Section 6.3 Powers and Duties. The corporation shall be directed by the Board of Directors which shall be vested with all powers necessary to govern the corporation, regulate the hockey program, and promote the welfare, objectives, and purposes of the corporation. Without limiting the generality of the foregoing, the Board of Directors may: elect, remove, and replace the officers of the corporation; select, remove, and replace coaches, league directors and commissioners, officials and committee representatives, establish rules governing membership and conduct the corporation's hockey program; hear and rule on any disputes involving or arising out of the program(s) of the corporation, and interpret finally and conclusively the By-Laws and rules of the corporation.

Section 6.4 Meetings. The Board shall hold a regular meeting at least quarterly at a time and place designated from time to time by written notice to the Board of Directors. Special meetings of the Board can be called by the President or, in his absence by the Vice President. The President and Vice President can cancel a regular monthly Board meeting if they agree that such meeting is unnecessary because no Board action needs to be taken for the quarter.

Section 6.5 Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6.6 Term of Office. The term of office for each director shall be one year, or until his successor is elected and qualified.

Section 6.7 Removal. In the event of a person's inability or refusal to perform his duties as a director, he may be removed from office by a majority of the Board of Directors. Furthermore, members with unexcused absences from three (3) consecutive meetings will be automatically dropped from membership on the Board of Directors.

Section 6.8 Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by any increase in the number of Directors, shall be filled by appointment of the President with approval of a majority of the Board. Prior to making a selection the President shall solicit the recommendations of the Board of Directors. A Director appointed to fill a vacancy shall serve until the next annual meeting or until his successor is appointed or elected.

ARTICLE VII

Officers

Section 7.1 General. The officers of the corporation shall be a President, a Vice President, a Treasurer and a Secretary. In addition, the Board of Directors may appoint an assistant secretary and/or an assistant treasurer.

Section 7.2 Election. The members at the annual meeting and by a majority vote shall elect a President and Vice President from among the directors, and a Secretary and a Treasurer, who need not be directors.

Section 7.3 Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term in question.

Section 7.4 President. 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 any 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 or by these By-Laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President may not contemporaneously hold any other officer position within NTGH.

Section 7.5 Vice President. In the absence of the President or in the event of his 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 perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7.6 Treasurer. 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 in accordance with the provisions of Article X, of these By-Laws; 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 him by the President or by the Board of Directors.

Section 7.7 Secretary. The Secretary shall keep the minutes of the meetings of the members and 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 By-Laws, or as required by law; be custodian of the corporate records and of the seal of the corporation, if any, 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 By-Laws; keep a register of the post office address of each 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 by the President or by the Board of Directors.

Section 7.8 Assistant Secretary and Assistant Treasurer. Any assistant secretary or assistant treasurer shall perform such duties as shall be assigned to them by the President, the Board of Directors, or the officer whom they are assisting.

Section 7.9 Term of Office. The Officers of the corporation shall serve for a term of one year or until their successors are elected and qualified. Officers may serve any number of consecutive terms.

ARTICLE VIII

Members Attendance at Board of Directors Meetings

Section 8.1 General. Any member may attend any Board of Directors meeting. In the event that any member desires to be heard on any subject matter relating to the affairs of the corporation, such member shall submit a written request at least one week prior to the next Directors meeting to the President, or if he is unavailable, to the Vice President, advising such officer of the subject matter to be discussed. The member, at the discretion of the presiding officer, shall then be granted a reasonable time at such meeting to raise that subject matter, taking into account all of the other business affairs of the corporation to be covered at such meeting. Nothing herein shall prevent the member of the Board presiding over a meeting from reserving discussion of confidential or sensitive contracts or other matters for an executive session of the Board (which may be held at such meeting), and no member, who is not a Director, attending such Board of Directors meeting shall have the right to be present at any such executive session.

ARTICLE IX

Nominations

Section 9.1 Composition of Committee. The President, with approval of the Board of Directors, shall appoint, not less than sixty (60) days prior to the annual meeting, a Nominating Committee which shall be comprised of six (6) members, three of whom shall be serving as directors. The Chairman of the Nominating Committee shall be designated by the President and shall not be eligible to be nominated or slated by the Nominating Committee as an officer. No member of the Nominating Committee who is a member of the Board of Directors may be nominated or slated as President. Prior to convening the first meeting of the Nominating Committee, the Chairman of the Nominating Committee shall solicit recommendations from the members of NTGH.

Section 9.2 Nomination. The Nominating Committee, shall by majority vote, select a slate of officers for nomination to one year terms of office and a maximum of six (6) directors (thereby reserving two (2) vacancies which may be filled pursuant to Section 6.8 above) for nomination to their aforesaid terms of office.

Section 9.3 Delivery of Slate. The officer and director slates shall be delivered to the Secretary not less than thirty (30) days prior to the annual meeting. The Secretary will deliver, either personally, by mail, or electronically, said slate pursuant to Section 5.3 above to notify the members.

Section 9.4 Additional Nominations. Any member may submit nominations by notifying the Secretary of such nominations in writing not less than thirty (30) days prior to the annual meeting. Notifications may be by personal delivery or by mail, and if by mail notification shall be deemed to have occurred at the time the envelope is postmarked. The Secretary will deliver, pursuant to Section 5.3 above, notice of such nominations to the members as soon as practically possible, but in any event, not later than ten (10) days prior to the annual meeting.

ARTICLE X

Contracts, Checks, Deposits and Funds

Section 10.1 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 shall from time to time be determined by resolution of the Board.

Section 10.2 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Treasurer, with the approval of the Board of Directors, may select.

Section 10.3 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 10.4 Fiscal Year. The fiscal year of the corporation shall be the twelve month period beginning on July 1st and ending on the last day of June of the following year.

ARTICLE XI

Books and Records

Section 11.1 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 purpose(s) at any reasonable time.

ARTICLE XII

Waiver of Notice

Section 12.1 General. Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of

incorporation or by the By-Laws of the corporation 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 XIII Amendments to the By-Laws

Section 13.1 General. These By-Laws may be altered, amended or repealed and new By-Laws adopted, in each case in the manner set forth in this Article XIII. Any such alteration, amendment, repeal or adoption is referred to herein as an amendment.

Section 13.2 Origination by Board. Proposed amendments to the existing By-Laws may be originated by the Board by adopting a resolution setting forth the proposed amendment.

Section 13.3 Vote by Directors. A proposed amendment may be voted on at the meeting following adoption of a resolution per Section 13.2 and will be adopted upon receiving at least two-thirds of the votes of the Directors present (but in no event less than a majority of the entire Board of Directors).

Section 13.4 Multiple Amendments. Any number of amendments may be submitted and voted upon at any one meeting of the Board.

Section 13.5 Amendment by Members. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any regular meeting of the members or special meeting of the members if notice of such alteration, amendment, or repeal is contained in the announcement of such meeting. Any such amendment will be adopted upon receiving at least two-thirds of the votes of the members present.

These By-Laws were adopted by the unanimous written consent of the Board of Directors dated the 7th day of May, 2009.