

**BY-LAWS**  
**OF THE**  
**HIGHLAND PARK GIANTS**  
**HOCKEY ASSOCIATION**



**FIRST AMENDED AND RESTATED  
BY-LAWS OF  
HIGHLAND PARK GIANTS HOCKEY ASSOCIATION, N.F.P.  
(effective as of November 11, 2013)**

**ARTICLE I  
NAME AND OFFICES**

The name of the corporation shall be Highland Park Giants Hockey Association, N.F.P. (hereinafter referred to as “HPGHA”). The corporation shall continuously maintain a registered office and a registered agent in the State of Illinois. The registered office, may be, but need not be, identical with the principal office of the corporation which shall also be maintained in the State of Illinois.

**ARTICLE II  
PURPOSES**

**Section 1.** – To provide and conduct ice hockey programs for full time students attending Highland Park High School in Highland Park, Illinois.

**Section 2.** – To promote, train, teach and develop the sport of organized ice hockey; to develop the physical, mental, emotional, and social well being of participants including development of the personal character traits of self-esteem, self-discipline, perseverance and sportsmanship.

**Section 3.** – To provide for a Junior Varsity ice hockey team. Its primary purpose is the development of skills and teaching of theory to each junior varsity player with the intention of preparing that player for tryouts to the Varsity team at a future date. Its secondary purpose is to win games.

**Section 4.** – To provide for a Varsity ice hockey team made up of the highest skilled players. Its primary purpose is to win games. Its secondary purpose is to further develop the skills of each varsity player to their maximum potential.

**Section 5.** – To maintain ongoing affiliations with regional, state, national or other commonly recognized sanctioning organizations to improve and promote the sport of ice hockey at the high school level. HPGHA affiliations will include, Illinois High School Hockey League, Inc. (North Central Division) (“IHSHL”), Amateur Hockey Association of Illinois, Inc. and USA Hockey, but may be changed from time to time by the Board of Directors.

**Section 6.** – To do any and all acts necessary or desirable in the furtherance of the foregoing purposes.

### **ARTICLE III**

#### **MEMBERS**

**SECTION 1. MEMBERSHIP** – The members of HPGHA shall be comprised of the parent(s) or legal guardian(s) of each qualified high school ice hockey player. The definition of a qualified high school ice hockey player is a full time student within the first eight semesters of high school at Highland Park High School.

**SECTION 2. VOTING RIGHTS** – Each member is entitled to one vote per player(s) upon each matter submitted to vote at a meeting of the members if said member is in good standing with the HPGHA.

**SECTION 3. MEMBER STANDING** – a 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 IHSHL or other sanctioning organization which HPGHA may be participating in at the time and one who has all fees, dues, and/or special assessments currently paid according to the financial payment schedule of the HPGHA member contract or the 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. INFORMAL ACTION BY MEMBERS** - Any action required to be taken at a meeting of the members of HPGHA or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof, or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all the members entitled to vote, then such consent shall become effective only: (1) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing. Electronic affirmation (email) by any Board member of any action to be taken shall constitute valid and effective consent hereunder.

**SECTION 5. TRANSFER OF MEMBERSHIP** – Membership in the corporation is not transferable or assignable.

**SECTION 6. MEMBERSHIP CERTIFICATES** - No membership certificates of the corporation shall be required.

#### **ARTICLE IV**

#### **MEETINGS OF MEMBERS**

**SECTION 1. ANNUAL MEETING** – The annual meeting of the members shall be held each year in the month of March for the purposes of electing the President and Directors and for the transaction of such other business as may come before the meeting.

**SECTION 2. SPECIAL MEETINGS** - Special meetings of the members may be called by the President, or a majority of the Board of Directors, or not less than one third (1/3) of the members having voting rights.

**SECTION 3. PLACE OF MEETINGS** – The President or Board of Directors may designate any place as the place of meeting for any annual or special meeting. If no designation is made, the place of meeting shall be the “home” ice arena of the HPGHA.

**SECTION 4. NOTICE OF MEETINGS** – Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than fourteen (14) nor more than forty (40) days before the date of the meeting to each member entitled to vote at such meeting. Each member is responsible for providing HPGHA with a correct e-mail address. Notice of meetings may be provided by either e-mail or regular mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of HPGHA, with postage thereon prepaid. If e-mailed the notice shall be deemed delivered on the date the e-mail is sent. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

**SECTION 5. QUORUM** - Twenty (20) percent of the members eligible to vote shall constitute a quorum at any meeting of the members, provided, that if less than twenty (20) percent of the voting members are represented at said meeting, a majority of the members so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of the majority of the voting members represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the Not For Profit Corporation Act, the articles of incorporation or these by-laws. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**SECTION 6. PROXIES** – Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another member or members to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its date.

**SECTION 7. VOTING** – Voting on any question or in any election may be by voice or ballot unless otherwise required by these by-laws or the chairperson of the meeting shall order or any member shall demand that voting be by ballot. All votes shall be a matter of public record.

**SECTION 8. VOTING DISPUTES** – At any meeting of the members, any question or dispute relating to the validity or result of any vote shall be submitted to the incumbent Board of Directors for a determination and the decision of the majority of the Board present, provided a quorum of the Board is present, shall be binding on all parties.

## **ARTICLE V**

### **ELECTIONS OF DIRECTORS AND PRESIDENT**

**SECTION 1. NOMINATIONS** – See ARTICLE VIII, Section 3, Nominating Committee.

**SECTION 2. BALLOT** – The Secretary of HPGHA shall publish an election ballot containing (a) the slate of candidates submitted by the Nominating Committee and the Board of Directors as described in Article VIII, Section 3, and (b) any names of candidates submitted by members as described in Article VIII, Section 3 and (c) one blank line under President and eight (8) blank lines under Directors for the purpose of write-in candidate names, and (d) one blank line at the bottom of the ballot for the skater name of the voting member for validation.

**SECTION 3. MAILING** – One ballot for each qualified high school hockey player as defined in ARTICLE III, Section 1, of these By-Laws is to be mailed to the address of each member in good standing

as defined in ARTICLE III, Section 3, of these By-Laws via United States Post Office First Class mail with postage thereon prepaid, or transmitted by e-mail to the known e-mail address of each member. All ballots must be mailed or e-mailed to the members no later than seven (7) days prior to the Annual Meeting.

**SECTION 4. INSTRUCTIONS, VOTING AND VALIDATION** – Voting instructions for electing eight (8) Directors and one (1) President, instructions indicating where to deliver or mail the ballot and the date the ballot must be received back are to be clearly written on the face of the ballot. Ballots may be mailed, delivered, e-mailed, or turned in at the Annual Meeting to the Secretary prior to the time the ballots are counted. Any ballot received by the Secretary by mail, delivery, e-mail or otherwise after the ballots are counted at the Annual Meeting are invalid. A properly voted ballot shall contain an (X) or other mark next to one (1) candidate name for President and an (X) or other mark next to not more than eight (8) candidate names for Director. Each ballot must also have the name of the qualified high school hockey player as defined in Article III, Section 1, written on the bottom of the ballot for validation. The Secretary shall be responsible for the validation of ballots.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS** – The affairs of HPGHA shall be managed by or under the direction of the Board of Directors.

**SECTION 2. SPECIFIC POWERS** – The Board of Directors shall determine what is in the best interests of HPGHA and shall have the power and authority to develop, implement and enforce rules, policies, procedures, incentives and penalties that advance those interests, including without limitation, that the Board of Directors, inclusive of its Committees, shall have the power and authority to (i) make any and all financial decisions pertaining to or affecting HPGHA, including with respect to establishment of an annual budget, fundraising activities and expenditures, and (ii) the power to govern the members and players of HPGHA, and indirectly, through contract and otherwise, the coaches, employees, and agents of

HPGHA, with respect to any and all activities and conduct, both day-to-day and outside of the ordinary course, pertaining to any subject matter directly or indirectly related to the concerns and interests of HPGHA. Furthermore, the Board of Directors shall have the authority to name, at its discretion, officers of the corporation, including in addition to customary officer positions such as President, Vice President, Secretary, Treasurer and Registrar (all as set forth more fully in ARTICLE VII of these By-laws) one or more President Emeriti or Director Emeriti in recognition of outstanding service to HPGHA. Emeriti shall be non-voting members of the Board of Directors and eligible for all committed appointments by the President.

**SECTION 3. NUMBER, TENURE, AND QUALIFICATIONS** - The number of Directors of HPGHA shall be eight (8) as elected by the members. All candidates for Director must be qualified members in good standing with the HPGHA as defined in ARTICLE III, Section 3 of these By-Laws at the time of election at the Annual Meeting. The Directors shall hold office for one (1) year. Their terms shall begin on the first day of April in each year and end on the last day in March of each year.

**SECTION 4. REGULAR MEETINGS** – Regular meetings of the Board of Directors of HPGHA shall be held without other notice than these By-Laws once per month.

**SECTION 5. SPECIAL MEETINGS** - Special meetings of the Board of Directors may be called by the President or not less than three members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

**SECTION 6. NOTICE OF SPECIAL MEETINGS** – Notice of any special meeting shall be given at least five (5) days previous thereto by written notice, either by e-mail, personal delivery or mail or telegram to each director at his or her address, or e-mail address, as shown by the records of the corporation. Notice of any special meeting may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any



meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Neither the business to be transacted at, nor the purpose of, any regular scheduled meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless otherwise specifically required by law or by these By-Laws.

**SECTION 7. QUORUM** – A minimum of five (5) Directors constitutes a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than five (5) Directors as stated above are present at said meeting a majority of the Directors present may adjourn the meeting to another time without further notice.

**SECTION 8. MANNER OF ACTING** – The act of the Directors and/or President 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 statute, the By-Laws, or the Article of Incorporation. No Director may act by proxy on any matter.

**SECTION 9. VOTING** – Voting by the Board of Directors shall be via voice vote. Each Director shall have one vote. In the event of a tie, only, the President shall cast one vote to break the tie.

**SECTION 10. VACANCIES** – Any vacancy occurring in the Board of Directors shall be filled by appointment of the President and approved by majority vote of the Board of Directors unless the Articles of Incorporation, a statute, or these By-Laws provide that a vacancy shall be filled in some other manner, in which case such provision shall control. A Director appointed or elected to fill a vacancy shall fill the unexpired term of his or her predecessor in office.

**SECTION 11. RESIGNATION OR REMOVAL** – A director may resign at any time upon written notice to the Board of Directors. Any Director elected or appointed may be removed with cause, by a majority vote of the Board or Directors or by applicable State of Illinois statute.

**SECTION 12. INFORMAL ACTION BY DIRECTORS** – The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote. Such consent may be effectuated by the affirmative separate electronic transmissions (email) of the Directors.

**SECTION 13. DISCIPLINARY ACTION** – The Board of Directors, by majority vote of the Directors present at any regularly constituted meeting of the Directors, may discipline or otherwise sanction any member, player or coach for any conduct which the Board deems improper or prejudicial to the interests of the HPGHA or deemed injurious to the character, interest, morals or standing of the HPGHA, or who shall violate the By-Laws or established rules of HPGHA, including specifically the terms and conditions of any applicable Code of Conduct adopted by HPGHA and in effect from time to time. Disciplinary action and sanctions shall include censure, suspension or expulsion as follows.

A member, player or coach is subject to immediate censure at any time and from time to time at any proper meeting of the Board acting in its sole discretion. Censure shall include a statement of reprimand or condemnation, either verbal or in writing, issued by the Board and setting forth the violative or offensive act or omission of the member, player or coach in question, and may include a direction or demand regarding future conduct or consequences as a result thereof.

A member, player or coach is subject to immediate suspension at any time and from time to time at any proper meeting of the Board acting in its sole discretion, so long as such suspension is imposed for a period of not longer than the lesser of (i) the period of time that covers two games, or (ii) seven (7) days (such period of time being referred to as the “Baseline Suspension Period”). For clarification and proper interpretation hereof, any action prohibiting a player from participation in a game (including “benching”) shall constitute a suspension and shall be subject to this provision. Before the Board may vote upon and approve the (i) suspension of a member, player or coach for a period of greater than the Baseline Suspension Period, or (ii) expulsion of any member and/or player, the Board shall provide actual notice to such member, player or coach, as the case may be, not less than five (5) days prior to such action. The notice shall identify the place and time of the meeting together with stipulation of the charges. Actual

notice shall be deemed properly given if the same is confirmed by a writing delivered by depositing said written notice in the United States Post Office as certified mail (return receipt not required) directed to the member's last known address. At such meeting, the subject member, player or coach, as the case may be, shall have the right to be present and to present their defenses. Notwithstanding anything contained in these By-laws to the contrary, a coach shall not be subject to expulsion; and any disciplinary action or sanction imposed against a coach shall in all cases be subject to a written agreement, if any, between said coach and HPGHA (a "Coach Contract").

Furthermore, the power and authority of a coach to invoke disciplinary action upon a player in the nature of a censure or suspension for a period of not greater than the Baseline Suspension Period shall be the same as that of the Board. For clarification, a coach seeking to discipline or impose sanctions upon a player in the nature of censure, suspension or expulsion must do so in all cases subject to the parameters for same as set forth in this Section, and may not do so to any greater extent than could the Board pursuant to this Section.

Notwithstanding anything in these By-laws to the contrary, the Baseline Suspension Period and any other disciplinary action taken by the Board or a Coach shall be subject to the rules and regulations promulgated by AHAI or IHSHL.

**SECTION 14. REINSTATEMENT** - Any member or player who has been suspended for more than fourteen (14) days or expelled, may appeal the decision of the Board of Directors at any regular constituted meeting of the members. The member or player may cause the President or the Board of Directors to call a Special Meeting of the members by written request delivered to the President or the Board of Directors. The President or Board of Directors shall cause said Special Meeting of the members to be held not more than fourteen (14) days after the suspended or expelled member or player has so requested. An affirmative vote of a majority of the members present shall be required to reverse the decision of the Board of Directors and to reinstate said member or player. A suspended coach shall not be entitled to appeal the decision of the Board of Directors regarding reinstatement or reduction or modification of the suspension.

**SECTION 14. CODES OF CONDUCT-** The Board of Directors shall establish and adopt a separate Code of Conduct for all members (parents or guardians), players and coaches. Each Code of Conduct shall be made binding upon each member and player within HPGHA by virtue of membership in HPGHA, regardless of whether or not said Code of Conduct is acknowledged in writing by members and players. The Code of Conduct applicable to the coaches shall be made binding on the coaches by being referenced in a Coach Contract or otherwise by acknowledgement by the coach in writing. Each Code of Conduct shall be applied and enforced uniformly and without discrimination among all those persons subject to the same.

**ARTICLE VII**  
**OFFICERS**

**SECTION 1. OFFICERS** – The officers of HPGHA shall be a President, Vice President, Treasurer, Secretary, Registrar, and such other officers as may be elected or appointed by the Board of Directors. Officers must be members of the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two offices may be held by the same person, except that the President and Treasurer shall not be held by the same person.

**SECTION 2. ELECTION AND TERM OF OFFICE** – The President of HPGHA shall be elected annually by the members at the Annual Meeting. All other Officers shall be elected by the Board of Directors at the first meeting of the Board after the Annual Meeting or as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Their term shall begin on the first day of April in each year and end on the last day of March in each year. Any Officer who is not also a duly elected or appointed Director shall also be a non-voting member of the Board of Directors and eligible for all committee appointments by the President. Election of an officer shall not of itself create contract rights.

**SECTION 3. REMOVAL-** Any officer elected or appointed by the Board of Directors may be removed for cause by majority vote of the Board of Directors and the President elected by the members may be removed for cause by majority vote of the members whenever in their judgement, the best interests of HPGHA would be served thereby.

**SECTION 4. PRESIDENT** – The President shall be the principal executive officer of HPGHA. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of HPGHA; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general shall discharge all the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the members and the Board of Directors. He or she shall serve as the ex-officio member on all committees. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of HPGHA or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, he or she may execute in conjunctions with the Secretary or the proper officer of HPGHA thereunto authorized by the Board of Directors, any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed. The President or his appointee(s) shall appear and represent HPGHA at all affiliated sanctioning organizations described in Article II, Section 5, and shall be authorized to vote at all sanctioning organizational meetings on behalf of HPGHA.

**SECTION 5. VICE PRESIDENT** – The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. 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.

**SECTION 6. TREASURER** – The Treasurer shall be the principal accounting and financial officer of the corporation. He or she shall: (a) have charge and custody of and be responsible for funds and

securities of HPGHA; receive monies and provide for amounts due and payable to HPGHA from and source whatsoever; deposit all such monies in the name of HPGHA in such banks, trust companies and other insured depositories as shall be selected in accordance with these By-Laws; have charge of and be responsible for the disbursement of all funds; and (b) have charge of and be responsible for the maintenance of adequate books of account for HPGHA; prepare a current financial statement at the request of the Finance Committee or Board of Directors; and (c) perform all the duties incident to the Office of Treasurer and such other duties from time to time may be assigned to him by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the rightful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**SECTION 7. SECRETARY** – The Secretary shall: (a) keep the minutes of the members and Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be the custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office and email address of each member; (e) perform all duties incidental to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

**SECTION 8. REGISTRAR** – The Registrar shall (a) be responsible for the registration of team, players, coaches and managers as directed by these By-Laws and all affiliated sanctioning organizations or other association, league, or tournament that HPGHA may be participating in from time to time; (b) perform duties incidental to the Office of Registrar and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

## **ARTICLE VIII**

### **COMMITTEES AND ADVISORY BOARDS**

**SECTION 1. COMMITTEES** – The Board of Directors by resolution adopted by a majority of Directors shall establish certain Committees, as set forth in this ARTICLE VIII, and may designate other

Committees in its discretion, each of which will consist of two or more Directors and such other persons (who may or may not be Directors, but who shall in all cases be members) as determined by the Board of Directors.

**SECTION 2. ADVISORY BOARDS** – The Board of Directors by resolution adopted by a majority of Directors may designate Advisory Boards, each of which will consist of two or more persons, provided that a majority of each Advisory Board’s membership are also members of HPGHA (it being understood, for clarification, that non-members of HPGHA may serve on an Advisory Board subject to the foregoing). Advisory Board’s may not act on behalf of the corporation or bind it to any actions but will make recommendations to the Board of Directors or to the Officers of HPGHA.

**SECTION 3. NOMINATING COMMITTEE** – The Board of Directors shall establish a Nominating Committee. The President shall appoint to the Nominating Committee two (2) or more Directors and such other members, provided that a majority of the Nominating Committee’s membership are Directors. The Nominating Committee shall present a slate of candidates for election to the Board of Directors and for the election of the President. If any member desires to submit names of candidates for election to the Board of Directors or President in addition to those presented by the Nominating Committee, said member must do so in writing to the Board of Directors at least twenty (20) days prior to the Annual Meeting.

**SECTION 4. FUNDRAISING COMMITTEE** – The Board of Directors shall establish a Fundraising Committee. The Board of Directors shall appoint to the Fundraising Committee one (1) or more Directors and such other members as deemed appropriate and desirable, provided that at least one (1) member of the Fundraising Committee is a Director. The Fundraising Committee shall develop, oversee, and implement a variety of activities, projects or ventures, all with a primary objective of raising or increasing the funds of the HPGHA. Such activities may include the participation of members and/or players or others, and the Fundraising Committee shall be empowered and authorized to solicit and direct such participation from members and/or players. The Fundraising Committee shall seek the prior approval

of the Board of Directors or the Treasurer of the corporation for any fundraising activity that will have an accompanying cost or expense associated with the same, in particular if (i) the activity will require an advance of HPGHA funds prior to its commencement, or (ii) there is a reasonable prospect that the activity, if unsuccessful in meeting its objective(s), would have an adverse effect upon the financial position of the HPGHA.

**SECTION 5. COACHES COMMITTEE** – The Board of Directors shall establish a Coaches Committee. The Board of Directors shall appoint to the Coaches Committee one (1) or more Directors and such other members as deemed appropriate and desirable, provided that at least one (1) member of the Coaches Committee is a Director. The Coaches Committee shall be responsible to assure that the coaches of the Varsity and Junior Varsity teams are implementing and carrying out, and complying with, the policies and objectives of HPGHA, as expressed in ARTICLE I of these By-laws, in established Codes of Conduct, and otherwise by the Board of Directors. The Coaches Committee shall serve to be the primary liason between the coaches of both the Varsity and Junior Varsity teams, on the one hand, and the Board of Directors and members of HPGHA, on the other hand. The Coaches Committee shall hold regular meetings with the Head Coach of the Varsity team, endeavoring to meet bi-weekly, but in no event less than once per month. The Coaches Committee may also meet with the Head Coach of the Junior Varsity and the Assistant Coaches of both the Varsity and the Junior Varsity, as the Coaches Committee sees fit, or at the request or direction of the Board of Directors, from time to time. The members of the Coaches Committee, jointly but not severally, shall make themselves available to any of the coaches from time to time, as any of the coaches may request or deem appropriate. The Coaches Committee shall have no authority to let or amend any Coach Contract (which power is reserved to the Board); provided however, that at the direction or with permission of the Board of Directors, the Coaches Committee may discuss and negotiate contractual issues with coaches.

**SECTION 6. FINANCE ADVISORY BOARD** –The Board of Directors shall appoint to the Finance Advisory Board one (1) or more Directors and such other members as deemed appropriate and desirable, provided that at least one (1) member of the Finance Advisor Board is a Director. The Finance



Advisory Board shall advise and oversee the Board of Directors with respect to the general financial position of HPGHA, with a view toward long-term planning and financial decisions that are either material to the financial health and well-being of HPGHA or are outside of the ordinary course of the business of the Board. The Finance Advisory Board shall, at the request of the Treasurer, render advice with respect to and assist in the development and management of the budget in a given year or from year to year. The Finance Advisory Board shall, at the request of the Board of Directors, render advice with respect to and assist in decisions regarding the creation or issuance of scholarships, provided that all such scholarships shall be established and issued based solely on financial need. The Finance Advisory Board may not act on behalf of the corporation or bind it to any actions but will make recommendations to the Board of Directors or to the Officers of HPGHA.

**SECTION 7. RULES AND ETHICS COMMITTEE** –The Board of Directors shall appoint to the Rules and Ethics Committee one (1) or more Directors and such other members as deemed appropriate and desirable, provided that at least one (1) member of the Rules and Ethics Committee is a Director. The Rules and Ethics Committee shall advise and oversee the Board of Directors with respect to the conduct of the members of HPGHA (parents and legal guardians), players, extended family members of players, and coaches, with a view toward (i) compliance with Codes of Conduct adopted by the Board of Directors from time to time, (ii) compliance with the portions of the by-laws and rules and regulations adopted and promulgated by IHSHL and AHAI from time to time that govern the conduct and behavior of players and their family members and coaches, (iii) preservation and promotion of good sportsmanship by and among all members of HPGHA, and (iv) preservation and promotion of the goodwill, reputation and moral integrity of HPGHA. The Rules and Ethics Committee shall render advice and make recommendations to the Board of Directors in furtherance of the objectives set forth in the immediately preceding sentence, including that the Rules and Ethics Committee shall make recommendations to the Board of Directors for invoking express disciplinary action on a case-by-case basis. However, unless it is granted express authority from the Board of Directors, the Rules and Ethics Committee shall not have authority to effect any express punishment or disciplinary action against any HPGHA member, player or coach.

**SECTION 8. CHAIRMAN** - One member of each Committee or Advisory Board shall be appointed chairman.

**SECTION 9. VACANCIES** – Vacancies in the membership of any Committee or Advisory Board may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 10. QUORUM** – Unless otherwise provided in the formation of any Committee or Advisory Board, a majority of the members shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee or Advisory Board.

**SECTION 11. RULES** – Each Committee or Advisory Board may adopt rules for its own governance not inconsistent with these By-Laws or with the rules provided for in the formation of said Committee or Advisory Board.

**SECTION 12. ACTION** – The authority of a Committee or Advisory Board may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the Committee or Advisory Board entitled to vote. Such consent may be effectuated by the affirmative separate electronic transmissions (email) of the members of the Committee or Advisory Board.

## **ARTICLE IX**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 1. CONTRACTS** – The Board of Directors may authorize any officer or officers, agent or agents of HPGHA, to enter into any contract or execute and deliver any instrument in the name and on behalf of HPGHA, and such authority may be general or confirmed to specific instances. The Board of Directors shall engage coaches for the Varsity and Junior Varsity teams upon such terms and

conditions as the Board deems advisable, and in that regard, the HPGHA shall enter into a Coach Contract (as defined and set forth in ARTICLE III, Section 6) with the Head Coach of the Varsity team and the Head Coach of the Junior Varsity team; and HPGHA, in the discretion of the Board, may enter in a Coach Contract with Assistant Coaches. Any Coach Contract shall reference the relevant provisions of these By-Laws applicable thereto, including in particular the provisions of ARTICLE III, Sections 5 and 6, and any Coach Contract shall be expressly made subject to these By-Laws; provided however, that in the event of a conflict or inconsistency between these By-laws and the terms and provisions of any Coach Contract, the terms and provisions of the Coach Contract shall govern and control. Notwithstanding anything contained in these By-laws to the contrary, no member of HPGHA may serve as a coach of either the Varsity team or the Junior Varsity team.

**SECTION 2. LOANS** – No loans shall be contracted on behalf of HPGHA and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**SECTION 3. CHECKS, DRAFTS, ETC.** – All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of HPGHA, shall be signed by such officer or officers, agent or agents of HPGHA and in such a manner as shall from time to time be determined by resolutions of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of HPGHA.

**SECTION 4. DEPOSITS** – All funds of HPGHA shall be deposited from time to time to the credit of HPGHA in such banks, trust companies or other insured depositories as the Board of Directors may select.

**SECTION 5. GIFTS** – The Board of Directors may accept, on behalf of HPGHA, any contribution, gift, bequest, or device for the general purposes of for any special purpose of the corporation.

## **ARTICLE X**

### **BOOKS AND RECORDS, CORPORATE SEAL AND FISCAL YEAR**

**SECTION 1. BOOKS AND RECORDS** – The Board of Directors shall be responsible for the maintenance of 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 principal office a record giving the names and addresses of the members entitled to vote. The Board of Directors shall also be responsible for the filing of any federal, state or local reports, including but not limited to the Internal Revenue Service and the Attorney General’s Office of the State of Illinois. The Board of Directors may employ the services of any qualified independent accountant(s) to assist in the completion of any financial or tax reporting requirements. No certified audit shall be required of the financial activity of HPGHA unless otherwise required by law.

**SECTION 2. CORPORATE SEAL** – The corporate seal shall have inscribed thereon the name “Highland Park Giants Hockey Association” and the words “Corporate Seal, Illinois”. The seal may be used causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force of effect, or change the construction thereof. The use of the corporate seal is not mandatory.

**SECTION 3. FISCAL YEAR** – The fiscal year of HPGHA shall begin on the first day of April in each year and end of the last day of March in each year.

## **ARTICLE XI**

### **WAIVER OF NOTICE**

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 Article of Incorporation of the By-Laws of

HPGHA. A waiver thereof in writing, signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because the proper notice was not given.

## **ARTICLE XII**

### **DISPUTES**

**SECTION 1. DISPUTES** – Each controversy, question or dispute (“Dispute”) regarding or having an impact on HPGHA or Highland Park High School ice hockey players, except those matters pertaining to playing rules specifically provided elsewhere within HPGHA or affiliated sanctioning organization or league which HPGHA may be participating with from time to time, shall be resolved solely through and in accordance with these By-Laws (“Dispute Resolution Procedure”).

As a not-for-profit organization whose vital services are provided by volunteer efforts, HPGHA has established the Dispute Resolution Procedure to provide an efficient, orderly and uniform method of resolving all Disputes which can utilize the special skills, expertise and background of people experienced in hockey and sports administration matters.

It is the further purpose of the By-Laws to provide an administrative procedure that is a full and complete substitute for any arbitration or court proceedings. Each person and entity within the jurisdiction of HPGHA, including each member, player, coach, parent, guardian, agent, or other person, agrees to abide by the Dispute Resolution Procedure by virtue of their membership, affiliation, or participation at any time in HPGHA and/or HPGHA program, and completely forgoes, relinquishes and waives any recourse through, or remedy of, any arbitration or a court of law or equity, as a matter of right, regarding the matters expressly or implicitly covered by the Dispute Resolution Procedure.

A waiver of, or failure to exercise or participate in, any Dispute Resolution Procedure is not an exhaustion of remedies and shall not diminish or alter the requirements or authority of the Dispute

Resolution Procedure. Any action, regardless of intent, which may have the effect of avoiding or impairing any aspect of any Dispute Resolution Procedure, including resort to any court or forum other than specifically authorized in such Dispute Resolution Procedure, is prohibited and shall be grounds for immediate suspension of all members or entities participating or abiding in such action.

In connection with any Dispute, the HPGHA Board of Directors, including any of its duly authorized Committees, shall have the power to, impose fines and disciplinary action up to and including suspension, and to assess costs. "Costs" shall include, but not be limited to, attorneys' fees and the value of any volunteer's time as measured by that individual's customary work position.

**SECTION 2. ARBITRATION** – Notwithstanding anything to the contrary contained in these By-Laws or in HPGHA's Rules and Regulations, and without altering the prohibition against such recourse stated above, each person and entity within the jurisdiction of HPGHA, including each member, player, coach, parent, guardian, agent or other person, hereby agrees, at the request or direction of the Board of Directors, to submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association.

Any party not successful in overturning in its entirety a procedure, ruling or other decision of HPGHA, shall pay for any fees, expenses and other costs of HPGHA with respect to that matter including, but not limited to, attorney's fees, arbitration costs, arbitration reporter, transcript, document and exhibit costs, fees and expenses of consultants, experts, investigators and witnesses, and in obtaining or producing materials or evidence, the transportation and other per diem or incidental expenses of each of the foregoing, and, the value of each volunteer's time, both in and out of court, as measured by that individual's customary work position.

**SECTION 3. COURT PROCEEDINGS** – Notwithstanding anything to the contrary contained in these By-Laws or in HPGHA's Rules and Regulations, and without altering the prohibition against such recourse stated above, in the event of recourse to the courts of any jurisdiction on any matter and for any reason, the following principles shall prevail:

The constructions, interpretations, ruling, procedures, decisions and opinions of HPGHA, including their directors, officers and duly authorized personnel, shall be deferred to as being the product of their experience and judgmental expertise in amateur hockey and in the administration thereof; and, if there is any rational basis for the decision of HPGHA, such decision shall be upheld, and the only question shall be, did HPGHA act contrary to the Constitution of the United States or the State of Illinois, the fact that another reasonable inference or interpretation could have been made will not be grounds for overruling or modifying a decision of HPGHA; and, only the evidence and theories explicitly presented to HPGHA for consideration prior to the rendering of their decision may later be presented or considered in court; and, the burden of proof shall be on the party attempting to have any decision of action of HPGHA reversed, modified or changed in any way, and said burden shall be the equivalent of the highest degree of proof required in any civil proceedings; and, any party not successful in overturning in its entirety a procedure, ruling or other decision of HPGHA, shall pay for any fees, expenses and other costs of HPGHA with respect to that matter including, but not limited to, attorney's fees, court costs, court reporter, transcript, document and exhibit costs, fees and expenses of consultants, experts, investigators and witnesses, and in obtaining or producing materials or evidence, the transportation and other per diem or incidental expenses of each of the foregoing, and, the value of each volunteer's time, both in and out of court, as measured by that individual's customary work position.

### **ARTICLE XIII**

#### **NOT FOR PROFIT AND DISTRIBUTION OF ASSETS**

HPGHA is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, receiving and maintaining a fund or funds of real or personal property, or both and subject to the restrictions and limitations hereinafter set forth, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal revenue Code, or corresponding Section of any future federal tax code.

No part of the earnings of HPGHA shall inure to the benefit of, or be distributed to its members, Directors, Officers, agents or other private persons, except that HPGHA shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of its purposes. Notwithstanding any other provisions of the Articles of Incorporation and these By-Laws, HPGHA shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, and or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event of dissolution, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of HPGHA or make adequate provisions therefor. All remaining assets shall be distributed to, one or more organizations engaged in activities substantially similar to those of HPGHA and exempt within the meaning of exempt organizations under Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Lake County, Illinois exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE XIV INDEMNIFICATION**

To the fullest extent permitted by law, HPGHA shall indemnify and advance and pay indemnification expenses to its Directors, Officers, employees and agents and to any person who is or was serving at the request of HPGHA as a Director, Officer, employee, or agent of an affiliated sanctioning organization, corporation or other enterprise, except in relation to matters which any such individual shall be adjudged is such action, suit, or proceeding to be liable for willful misconduct in the performance of their duty, and to such matters as shall be settled by agreement predicated on the existence of such liability. The HPGHA shall assure that directors and officers liability insurance shall be provided.



**ARTICLE XV**  
**AMENDMENTS**

The power to alter, amend, or repeal these By-Laws or adopt new By-Laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or these By-Laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given and shall require a two-thirds vote for adoption.