

BY-LAWS OF REAPER HOCKEY ASSOCIATION,

ARTICLE I

Objectives

- SECTION 1. This Association will have the purposes and powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the General Not For Profit Corporation Act of the State of Illinois or any successor legislation.
- SECTION 2. The primary objectives of the REAPERS Hockey Association will be to provide a high quality Illinois Tier 1 program of youth hockey. All programs offered by the Association will meet the guidelines, rules and regulations established by USA Hockey and/or the Amateur Hockey Association Illinois, Inc. (AHAI). The foundation for the program excellence will consist of instruction and competition. Programs will be offered to all qualified participants without regard to sex, race or creed.

ARTICLE II

Members

- SECTION 1. The members of the Association will be those families who pay the membership fees established by the Association and meet any requirements established by USA Hockey and/or the Amateur Hockey Association Illinois, Inc. (AHAI).
- SECTION 2. The Executive Board shall have the right and discretion to refuse membership to the Association to a family.
- SECTION 3. Each family will be entitled to one vote on each matter submitted to a vote of the members and at each election each family will have one vote for each vacancy for each director to be elected. There will be no cumulative voting in the election of directors.
- SECTION 4. The annual meeting of the Association will be held at such time in March, April or May of each year and at such place as may be designated by the Board of Directors. At least ten days prior written notice of the date, time and place of the annual meeting of the Association will be communicated by e-mail to all members of the Association.
- SECTION 5. The election of directors of the Association may be conducted by e-mail or through the official web-site of the Association according to any procedure instituted and adopted by resolution of the Board of Directors.
- SECTION 6. The masculine pronoun will include the feminine whenever used in these by-laws.

ARTICLE II

Officers

SECTION I. The Officers of the Association will consist of the following:

- President
- Executive Vice-President
- Vice-President-Rules & Ethics
- Vice-President-League Affairs Vice-President-Fundraising
- Treasurer
- Secretary
- In addition, the Past President will automatically be an officer of the Association for the year immediately succeeding his term as President.

Any member of the Association is eligible to be an officer as well as non-members. All Officers of the association will be volunteer and shall receive no financial compensation.

SECTION 2. Assistant Officers. The President may, in his sole discretion, appoint Assistant Officers to any and/or all of the Executive Officer positions as defined hereunder. Assistant Officers shall not have a vote to be considered a part of the Board quorum unless said Assistant Officer is also a duly elected member of the Board of Directors.

SECTION 3. President. The President is the chief executive officer of the Association and the officer responsible to the Board of Directors for providing general supervision of all affairs of the Association. The President will preside at all meetings of the Board of Directors and will be chairman of the Executive Committee. The President will provide leadership to the Board of Directors in the formulation, development and evaluation of Association policies and appropriate communication between the officers, directors and committees of the Association. The President will appoint, with Executive Committee approval, all necessary personnel including, but not limited to, Assistant Officers (as provided for in Section 2 herein) for the successful operation of the Association.

The President may seek approval from the Board of Directors by electronic mail when issues arise which are time sensitive and the Association needs to take action prior to the next regularly scheduled Board of Directors meeting and a special meeting cannot be scheduled. The President shall allow at least 24 hours for the Executive Committee or Board of Directors to respond and he must keep written copies of the responses demonstrating the Association's action.

SECTION 4. Executive Vice-President. The Executive Vice-President will perform the duties of the President in the absence of the President, and will perform those duties assigned to him by the President.

- SECTION 5. Vice-President-Rules & Ethics. The Vice-President-Rules & Ethics- will be empowered to represent the Association in the conduct of affairs associated with its membership in the various leagues and youth hockey governing bodies of which it is a member. He will be the designated representative of the Association at all Rules and Ethics meetings of such organizations and will have authority to speak on behalf of the Association on such business matters. The Vice President Rules and Ethics shall all be responsible for convening REAPER Rules and Ethics committee as deemed appropriate by he, the President and Vice-President.
- SECTION 6. Vice-Presidents-League Affairs. The Vice-President-League Affairs will be empowered to represent the Association in the conduct of affairs associated with its membership in the league(s) and youth hockey governing bodies of which it is a member. They will be the designated representative of the Association at all meetings of such organizations and will have authority to vote on behalf of the Association on regular business matters. The Vice-Presidents-League Affairs will be required to seek approval from the Executive Committee or the Board of Directors before representing the Association on matters of policy or before committing the Association to any financial obligations.
- SECTION 7. Vice-President-Fund Raising. The Vice-President-Fund Raising will be responsible for obtaining a pre-established amount of revenue as determined in the annual operating budget. They will be assisted by several directors or appointees who may assume responsibility for specific fund-raising events.
- SECTION 8. Secretary. The Secretary will keep minutes of all meetings of the members and of the Board of Directors, and will provide all notices as required by law or by these by-laws.
- SECTION 9. Treasurer. The Treasurer will be responsible for the general administration of funds, assets, and all financial accounting of the Association. He will keep an accurate record of all receipts and disbursements and report to the Board of Directors on the financial condition of the Association at each Board Meeting. The Treasurer will be responsible for preparing and submitting an annual operating budget which will be reviewed and approved by the Executive Committee and the Board of Directors, The Treasurer will be responsible for managing the financial operations of the Association in accordance with the budget and will report material variances from the budget to the Board of Directors on a timely basis.
- SECTION 10. Past President. The Past President will serve as a member of the Executive Committee and Board of Directors for the year immediately succeeding his term as President. He will undertake activities on behalf

of the Association at the request of the President and the Executive Committee.

SECTION 11. Officers will serve a two-year term and shall serve until their respective successors are elected and qualified. Officers will be nominated by the Executive Vice President and will be elected by the Board of Directors.

SECTION 12. A duly elected Officer shall only be removed from office by a two-thirds vote of all members of the Board of Directors. Vacancies will be filled for the duration of the term of the office through appointment by the Executive Committee and ratification by the Board of Directors.

ARTICLE IV

Board of Directors

SECTION 1. The Board of Directors will be that group of persons vested with the management of the affairs of the Association.

SECTION 2. All Officers and the Past President will constitute the members of the Board of Directors.

SECTION 3. The Board of Directors will hold meetings at least once per quarter and special meetings when called by the President or five (5) members of the Board of Directors. Notice of all general and special meetings may be sent by electronic mail to the Board of Directors.

SECTION 4. One-half of the entire Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the General Not For Profit Corporation Act, the Articles of Incorporation of this Association or these by-laws.

ARTICLE V

SECTION 1. The President will appoint such standing and temporary committees as he may, in his sole discretion, deem necessary.

SECTION 5. The President may appoint persons to administrative, management and program related positions after approval of the Executive Committee.

ARTICLE VI

SECTION 1. The Fiscal Year of this Association will commence on the first day of the June of one calendar year and end on the last day of May of the following calendar year.

SECTION 2. Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of this Association will be signed by the Treasurer and counter-signed by either the President or Executive Vice-President. Contracts, leases, or

other instruments executed in the name of and on behalf of the Association, will be signed by the President and counter-signed by the Vice-President, and will have attached copies of the resolution of the Board of Directors certified by the Secretary authorizing their execution.

SECTION 3. At meeting of the Board of Directors to be held prior to June 15 of each year, the Treasurer will submit annual financial statements, in comparative form, for the past fiscal year. The Financial Statements will also present the budget for the year completed. They will be categorized into the areas of responsibility of the Officers; receipts from hockey programs, fundraising (net of related expenses), and from other activities; expenditures for hockey programs, facilities operations, debt service and for other purposes. At a meeting of the Board of Directors to be held prior to July 15th of each year, the Treasurer will submit a proposed annual budget for the following year for approval by the Board. The budget will be prepared in accordance with the general categories specified above and in such further detail as the Board will request. The Treasurer will be authorized to expend funds only in accordance with the approved budget except that specific expenditure categories may be exceeded by the lesser of ten percent (10%) or \$1000.00 without Board approval of a budget amendment. The Treasurer will have discretion to expend up to an aggregate of \$1000.00 prior to approval of the budget; additional expenditures prior to budget approval will be specifically approved by the Board of Directors prior to such payment.

ARTICLE VII

Indemnification

SECTION 1. Any former or present Director or Officer of the Association will be indemnified by the Association against reasonable costs, expenses and legal fees paid or incurred in connection with any claim or any threatened or actual civil action, suit or proceeding in which he may be involved as a party or otherwise, by reason of his being or having been a Director or Officer, or by reason of any action taken or not taken by him in such capacity. The Board of Directors shall take all reasonable steps to procure Directors and Officers insurance in an amount not less than \$4.0 million in the aggregate for each of its Officers and Directors.

ARTICLE VIII

Amendments

SECTION 1. The by-laws or Articles of Incorporation of the Association may be amended by the Board of Directors, at any regular or special meeting called for that purpose, by a two-thirds vote of all members of the Board present at such meeting, provided that notice of such proposed

amendment will be mailed or sent by electronic mail to each member of the Board at least ten days prior to the date of such meeting,