

BY-LAWS OF LINCOLN LAND HIGH SCHOOL HOCKEY LEAGUE

ARTICLE I. NAME AND AFFILIATION

The name of this corporation shall be Lincoln Land High School Hockey League. (referred to hereinafter as "LLHH"). LLHH shall be affiliated with USA Hockey.

ARTICLE II. OFFICES

2.1 - The principal office of LLHH shall be in the State of Illinois. LLHH may have such other offices, either within or without the State of Illinois, as the business of the corporation may require from time to time.

2.2 - The registered office of LLHH required by the General Not-For-Profit Corporation Act to be maintained in the State of Illinois may be, but need not be, identical with the principal 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

3.1 - To develop, encourage and regulate the game of ice hockey as a high school sport in the State of Illinois for the benefit of, and exclusively for, students and their respective schools, and so the sport is made available to more students at the lowest possible cost.

3.2 - To develop and encourage sportsmanship and playing proficiency by all high school member players involved in the sport of ice hockey in the State of Illinois.

3.3 - To obtain future recognition of hockey as a sanctioned high school sport.

3.4 - To encourage academic and athletic excellence in all high school ice hockey players.

3.5 - To affiliate with and registrar of all teams with USA Hockey.

3.6 - To conduct high school ice hockey tournaments and to sanction teams to enter and participate in said tournaments.

3.7 - To secure financial assistance and to receive gifts/donations from any source whatsoever to be used solely for said purposes.

3.8 - To do any and all acts necessary or desirable in the furtherance of the foregoing purposes.

ARTICLE IV. MEMBERS

4.1 - ANNUAL MEETING - The annual meeting of the member teams shall be held each year, no later than June 30th, for the transaction of such business as may come before the meeting.

4.2 - MEMBERSHIP - The members of LLHH shall comprise all the amateur high school varsity ice hockey teams as defined in the LLHH Rules and Regulations, and in accordance with the USA Hockey By-Laws, headquarters in the State of Illinois and such other teams as may be designated to be under the jurisdiction of LLHH.

4.3 - SPECIAL MEETINGS - Special meetings of the member teams may be called by the President or a majority of the Board of Directors.

4.4 - PLACE OF MEETING - The President of the Board of Directors may designate any place within the State of Illinois as the meeting place for any annual meeting or for any special meeting.

4.5 - NOTICE OF MEETINGS - Written or printed notice stating the place, day, time, and agenda of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered no less than seven (7) days before the date of the meeting to each member team entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member team at its address as it appears on the records of LLHH, with postage prepaid.

4.6 - QUORUM - Fifty percent of the member teams eligible to vote shall constitute a quorum at any meeting of member teams provided that, if less than 50 percent of the voting member teams are represented at said meeting, a majority of the member teams so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the voting member teams represented at the meeting shall be the act of the members.

4.7 - VOTING - Votes shall be cast by the representative of the member team listed as the official designated spokesperson, unless another representative has been designated, in writing, by the member team, provided however such designee must be associated affiliated with the same association as the member team. Except as set forth above, no proxy voting shall be permitted. Voting on any question in any election shall be by voice or written ballot. All votes shall be a matter of public record and duly recorded by the Secretary.

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4.8 - VOTING DISPUTES - At any meeting of the member teams 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 of all parities.

ARTICLE V. DIRECTORS

5.1 - GENERAL POWERS - The business and affairs of LLHH shall be managed by the Board of Directors.

5.2 - SPECIFIC POWER - The Board of Directors shall determine what is in the best interest of high school ice hockey and shall have the authority to develop, implement, and enforce rules, policies, procedures, incentives, and penalties that advance those interests. Furthermore, the LLHH Board of Directors shall have the authority to name, at its discretion, one or more Directors Emeriti in recognition of outstanding service to this Association. Emeriti shall continue to be non-voting members of this Board of Directors and eligible for all committee appointments by the President.

5.3 - NUMBER, TENURE, AND VACANCIES - The number of Directors of LLHH shall not exceed 9, excluding Ex-Officio members, as elected by the voting member teams.

5.4 - OFFICERS - The officers of this Association shall consist of a President, a Vice President or Vice Presidents (s), Treasurer, Secretary, Immediate Past President and such other Officers as may be elected or appointed by the standing Board of Directors on or after July 1st of each year.

5.4.1 - PRESIDENT - The President shall be the chief executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the Board of Directors and the voting 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 executing thereof shall be expressly delegated by the Board of Directors or by these By-Laws. He/she shall perform all duties instant to the office of President and such other duties that may be prescribed by the Board of Directors from time-to-time. The President shall represent the Association in any local, state, or national meetings, as well as any meetings with any member organization where his/her presence is desirable, as well as be the authorized spokesman to the media for the Association. The President shall appoint chairman for all committees and shall serve as an ex-officio member on all committees.

5.4.2 - VICE PRESIDENT (S) - In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to the restrictions upon the President. In the event that there shall be more than one Vice President, the Vice President in the order designated, or in the absence of any designation, then in the order of their election, shall serve in the absence of the President.

5.4.3 - TREASURER - The Treasurer shall have charge and custody of and shall be responsible for all funds and securities of the Association; receive and give receipts for all moneys due and payable to the Association from any source whatsoever, and deposit such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws.

At least once a year, but no later than the annual meeting, the Treasurer shall give a full and complete financial report, including, but not limited to, a balance sheet and income statement of the current fiscal years activities. In general, the Treasurer shall perform all duties instant to the office of Treasurer and such other duties as may be assigned from time-to-time by the President or Board of Directors.

5.4.4 - SECRETARY - The Secretary shall keep the minutes of the meetings and any membership meetings and of the meetings of the Board of Directors in one or more books provided for that purpose. The Secretary shall see that all notices a duly given in accordance with the provisions of these By-Laws or as required by law. The Secretary shall be the custodian of the Association records and keep a register of the post offices addresses of each member of the Board of Directors, all officers of the Association and all officers/representatives of the Association members. In general, the Secretary shall perform all duties as may from time-to-time be assigned by the President, or the Board of Directors.

5.5 - EX-OFFICIO MEMBERS - The Board of Directors may, at its discretion, appoint ex-officio members to the Board of Directors for the purpose of receiving advice and counsel from such ex-officio members. However, ex-officio members shall not vote as members of the Board of Directors nor shall they be assigned duties or responsibilities without the Board's expressed approval and consent.

5.6 - PROCEDURE FOR NOMINATION - Nominations for the Board of Directors shall be made from the floor by any team representative and/or a nominating committee appointed by the Board of Directors at a meeting of member teams no

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later than April of each year. Such meeting shall be open to all member teams. The President shall open and close nominations for each position individually.

5.7 -ELECTION - The member teams of the Association at the Association annual meeting shall elect the members for the Board of Directors. All members of the Board of Directors may succeed themselves in office. The Board of Directors may be elected from among or from outside the member teams. All other officers shall be appointed by the President and must be approved by the simple majority of the Board of Directors.

The Australian ballot system shall be utilized for the election of the Board of Directors. The President shall see that a ballot is prepared listing the candidates and respective positions. The voting procedures as set down in Section 4.7 of these by-laws shall be followed. The Team Representative unable to attend the election will issue absentee ballots upon written request to the President.

5.8 - REMOVAL - Any member of the Board of Directors elected or appointed may be removed from office by either a two-thirds (2/3)-majority vote of the entire Board of Directors or by a three-fourths (3/4)-majority vote of the member teams.

5.9 - VACANCIES - A vacancy in any elected or appointed 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 member teams.

5.10 - REGULAR MEETINGS - A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately before, or after, and at the same place as the annual meeting of the member teams. The President or a majority of the Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution.

5.11 - NOTICE - Notice of all meetings shall be given by written notice delivered personally or mailed to each director at his/her business or home address, by telegram, or by telephone. 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.

5.12 - VOTING - Each director shall be permitted one vote and such vote shall be by voice vote, recorded by the Secretary. Voting by proxy shall not be permitted.

5.13 - QUORUM - A majority of the number of Directors will constitute a quorum for transaction of business at any meeting of the Board of Directors provided that, if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

5.14 - MANNER OF ACTING - The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.15 - OTHER DUTIES - The Board of Directors shall hear and rule on appeals from any of the members of this Association and shall resolve any and all disputes within the Association and its members. The Board of Directors shall hear and rule on all other matters as provided for elsewhere in these by-laws or in the Rules and Regulations.

5.16 - PARLIAMENTARY PROCEDURE - Roberts Rules of Order shall govern and control the conduct of all meetings of the LLHH unless modified by these bylaws.

5.17 - EXONERATION FROM PERSONAL LIABILITY - The LLHH hereby consents and declares that each officer, member of the Board of Directors, chairpersons and members of all committees, and all elected or appointed officials in any capacity shall be deemed to have assumed office or assignment on the express understanding, agreement and condition that each one of them and his/her heirs, executors and administrators, estate and effects respectively shall from time-to-time and at all times be indemnified and saved harmless out of the funds of the LLHH from and against all liabilities, judgments, costs, charges, and expenses whatsoever which member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for and in respect to any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office and also from and against all other cost, charges and expensed which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

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ARTICLE VI. COMMITTEES

6.1 - STANDING COMMITTEES - The President with the approval of the Board of Directors shall designate and appoint individuals to a Rules Committee, a Disciplinary Committee and such other committees deemed necessary or appropriate to the efficient conduct of this Association.

6.1.1 - DISCIPLINARY COMMITTEE - The Disciplinary Committee shall have jurisdiction for hearings and rulings on appeals for infractions of the LLHH by-laws, infractions occurring on the ice, as well as all matters which arise out of competitive play or directed to be heard by the Board of Directors. In all cases, a majority of the members of the committee shall constitute a quorum.

6.1.2 - AUTHORITY OF THE DISCIPLINARY COMMITTEE - The Disciplinary Committee shall have the authority to suspend, place on probation, or impose other disciplinary sanctions against any person, team, or organization which it determines to have violated the By-Laws or Rules and Regulations of LLHH, or USA Hockey Inc. Duration of suspensions shall be determined by this committee. Decisions of this committee shall be final unless a notice of appeal is filed as provided for within the Rules and Regulations.

6.1.3 - RULES COMMITTEE - The responsibilities of the Rules Committee is to review the playing rules of the game, to review the Rules and Regulations of the LLHH, to review proposals for changes that are brought forth by various members and committees, to and make their recommendations known to the Board of Directors. In all cases, a majority of the members of the committee shall constitute a quorum.

ARTICLE VII. FINANCES

7.1 - 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 and on behalf of LLHH, and such authority may be general or confined to specific instances.

7.2 - LOANS - No loans shall be contracted on behalf of LLHH and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.3 - CHECKS, DRAFTS, ETC. - All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of LLHH, shall be signed by such officers or officers, agent or agents of LLHH and in such manner as shall from time-to-time be determined by resolution of the Board of Directors.

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

ARTICLE VIII. WAIVER OF NOTICE

Pursuant to the Corporation Act of the State of Illinois, 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 IX. RESOLUTION OF DISPUTES

9.1 - RESOLUTION - Resolution of disputes shall be handled at the direction of, or by the Board of Directors of this Association under appropriate by-laws of USA Hockey Inc. concerning jurisdiction; procedure for arbitration of disputes; and concerning such procedure being the exclusive remedy.

9.2 - CIVIL OR INJUNCTIVE ACTION - Any member team, organization, or individual which files, or causes to be filed, any civil or injunctive, action in any Court of Law against USA Hockey Inc. or LLHH shall immediately be suspended and/or disqualified from membership in this organization.

ARTICLE X. FORMAT FOR CHANGING BY-LAWS

10.1 - PROPOSALS - Any member school representative or member of the Board of Directors may propose amendments to these by-laws by submitting the same in writing to the President and to the Secretary and such will be considered and approved or disapproved at the next meeting of the Board of Directors.

10.2 - MEETINGS - Proposed by-law amendments may be considered and voted upon by the Board of Directors at either a regular or special meeting. However, the notice of such meeting, whether regular or special, shall notify each director and each member school of the proposed amendment.

10.3 - ACTION - Amendments may be approved by a majority of the directors present and voting at which a quorum is present and, if so approved, shall be adopted and, if so disapproved, shall be rejected.