

**By-Laws of the
Illinois Suburban Hockey League**

**Article I
Name and Affiliation**

The name of this association shall be the Illinois Suburban Hockey League, hereinafter referred to as ISHL. ISHL shall be affiliated with the Amateur Hockey Association of Illinois (AHA) and USA Hockey.

**Article II
Offices**

The principal office of ISHL shall be in the State of Illinois. ISHL may have such other offices, within or without the state of Illinois as the business of the Association may require from time to time.

The registered office of ISHL 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**

Section 1. It is the intent of the ISHL to foster and support High School hockey in the State of Illinois. The emphasis of this league shall be to educate, encourage and improve the standards and conduct of amateur ice hockey:

Section 2. To develop and encourage sportsmanship by all players and persons involved in the sport of amateur ice hockey in the State of Illinois:

Section 3. To affiliate with AHA and USA Hockey and ensure registration of all teams with USA Hockey:

Section 4. To communicate and cooperate with AHA and USA Hockey, other State and Officials Associations so as to improve and promote the sport of hockey:

Section 5. To adhere, enforce and support AHA's Zero Tolerance Policy

Section 6. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV **Members**

Section 1. Annual Meeting – The annual meeting of the member clubs shall be held each year at the first board meeting of the current season for the purpose of electing directors and for the transactions of such other business as may come before the meeting.

Section 2. Membership – The membership of ISHL shall be comprised of High School Hockey teams, Varsity and Junior Varsity, within the State of Illinois.

Section 3. Application – Club/Team membership application must be presented to the Board of Directors no later than August 31 of the current year.

Section 4. Suspension and Forfeiture - The Executive Board of Directors reserves the right to refuse any membership application at its discretion. The discovery of any violation of the By-laws, Rules and Regulations, or decisions of the Board of Directors, or the Rules and Ethics Committee, shall subject the offending applicant, or registered team member to suspension or dismissal. However, before any such action may be taken, the Executive Board of Directors must hold a hearing, during which time the alleged offender shall have the right to appear and present witnesses or any information deemed pertinent. Following the hearing, the Executive Board of Directors may suspend, dismiss or impose any other appropriate action as decided by the Board of Directors by a majority vote.

Section 5. Special Meetings – Special meetings of the member clubs/teams may be called by the President or a majority of the Board of Directors.

Section 6. Place of Meeting – The President or Board of Directors may designate any place within the State of Illinois as the place of meeting for any Annual Meeting or for any Special Meeting.

Section 7. Notice of Meetings - Written, printed, or emailed 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 ten (10) nor more than thirty (30) days before the date of the meeting to each member 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 at its address as it appears on the records of ISHL, with postage thereon prepaid. If emailed, such notice shall be deemed to be sent when confirmation of such is obtained from the internet provider.

Section 8. Quorum – A simple majority of the members present shall constitute a quorum at any meeting of the members. The vote of the majority of the voting members represented at any meeting shall be the act of the members.

Section 9. Voting Rights – Each High School club shall appoint one representative for each team, Varsity and Junior Varsity. The representative of each member team shall be entitled to one vote upon each matter submitted to vote at a meeting of the member teams. No proxy voting shall be permitted. No absentee voting shall be permitted.

Section 10. Voting Disputes – At any meeting of the members, any questions or dispute relating to the validity of any vote shall be submitted to the incumbent Board of Directors for a determination. The decision of the majority of the Board present shall be binding on all parties.

Section 11. Voting – Voting on any question or in any election shall be via voice or written ballot, at the Board of Directors' discretion. All votes shall be a matter of public record

Section 12. Jurisdiction – ISHL shall have complete jurisdiction over all amateur hockey games under their sanction.

Article V **Directors**

Section 1. General Powers – The business and affairs of ISHL shall be managed by the Board of Directors.

Section 2. Specific Powers - The Board of Directors shall determine what is in the best interest of ISHL team members and shall have the authority to develop, implement and enforce rules, policies, procedures, incentives and penalties that advance those interests.

Section 3. Number, Tenure and Qualifications – The number of Directors shall be a minimum of six, including Officers, and elected by a simple majority vote of the member clubs/teams in attendance. Each Director shall hold office for two years. There is no limit to the number of terms served. In the event of a vacancy by death, resignation or removal, the remaining Board of Directors may appoint a Director from within the membership to fill such unexpired term.

Section 4. Regular Meetings - A regular meeting of the Board of Directors shall be held without other notice than this By-Law, within thirty (30) days after the annual meeting of the members. 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.

Section 5. Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the President or the majority 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 - Notice of any special meeting shall be given by written notice, delivered personally or mailed to each Director at his/her business or home address by fax, telephone or by email. 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.

Section 7. Quorum - A simple majority of Directors fixed by these By-Laws constitutes a quorum for transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting - The act of the majority of the Directors present at any meeting shall be the act of the Board of Directors.

Section 9. Other Duties - The Board of Directors shall hear and rule on appeals from any of the committees and shall resolve any and all disputes within the association.

Article VI **Officers**

Section 1. Number – The officers of ISHL shall be a President, Vice-President, Secretary and Treasurer.

Section 2. Election and Term of Office – Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of officers is not held at such a meeting, such election shall be held as soon thereafter as conveniently possible. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Exoneration of Personal Liability - The Illinois Suburban Hockey League hereby consents and declares that each director, officer, member of the Executive Board, Chairman, and

members of all committees and/or any other official representatives of the league shall from time to time, and at all times be indemnified and held harmless out of the funds of the league from and against all liabilities, judgments, costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceedings 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, except in relation to such matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.

Section 4. Removal - Any officer, director or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the entire Board of Directors whenever in its best judgment, the best interests of ISHL would be served thereby.

Section 5. President - The President shall be the chief executive officer of ISHL and shall in general supervise and control all of the business and affairs of ISHL. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall serve as ex-officio member on all committees. He/she may sign, with the Secretary or Treasurer or any proper officer of ISHL thereunto authorized by the Board of Directors, any bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of ISHL, or shall be required by law to be otherwise signed or executed; 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. In addition, the President or his/her designee(s) shall represent ISHL and its members in meetings with other ice hockey associations, AHAI and USA Hockey.

Section 6. Vice-President - 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 the powers of and be subject to all the restriction upon the President and in general perform all the duties incident to the office of the Vice-President and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 7. Secretary - The Secretary shall:

- A. keep the minutes of the members; and the Board of Director's 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 the law;
- C. be custodian of the corporate records and of the seal of ISHL 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 provision of these By-Laws;
- D. keep a register of the post-office address of each member;
- E. in general perform all duties incident of the Office of the Secretary and such other duties as from time to time may be assigned him/her by the President or the Board of Directors.

Section 8. Treasurer - The Treasurer shall:

- A. have charge and custody of and be responsible for funds and securities of ISHL; receive and give receipts for moneys due and payable to ISHL in such Banks, trust companies and other insured depositories as shall be selected in accordance with these By-Laws;
- B. in general perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 9. Board Member Conduct: Board members are required to:

Conduct themselves in a businesslike, sportsmanlike, impartial and constructive manner at all times. The actions of a board member must be above reproach. Actions such as verbal abuse of officials, players, coaches and/or spectators are strictly prohibited. Board members are ambassadors of the League and must always conduct themselves with this responsibility in mind.

**Article VII
Committees**

Section 1. Standing Committees – The President shall designate and appoint the Chairperson of any and all standing or general committees deemed necessary or appropriate to the efficient conduct of ISHL affairs.

Rules and Ethics Committee - At the first organizational meeting for the season, a Committee shall be formed which shall be known as the ISHL Rules and Ethics Committee.

The Rules and Ethics Committee is empowered to make decisions affecting the league on behalf of the participating teams, its play, and all controversies submitted to it by the respective League Chairmen and/or Board of Directors. Each person or entity within the jurisdiction of the ISHL, including, each registered team member, player, coach, official, referee, parent, guardian, agent or other person agrees to abide by any and all decisions or opinions of the Rules and Ethics Committee by virtue of its membership, affiliation, or participation in the league, and agrees to completely forego any remedy or recourse to court regarding the matters expressly or impliedly covered by the Rules and Ethics Committee. (SEE PROCEDURAL POLICIES page 21) The Committee shall have jurisdiction over the administration and enforcement of the By-Laws and Playing Rules and Regulations of ISHL in respect to all matters. In accordance with procedures established by the Board of Directors, the Rules and Ethics Committee shall have authority to suspend, place on probation, or impose other disciplinary sanctions against any person, team or organization determined to have violated the By-Laws or Rules and Regulations of ISHL or for conduct deemed by the Committee to not be in the best interests of amateur hockey, the purpose and intent of the By-Laws or Rules and Regulations of ISHL. Decisions of the Rules and Ethics Committee shall be final, unless a notice of appeal there from is filed as herein provided. Any person, team, or organization affected by a decision of the Rules and Ethics Committee may appeal such decision in accordance with these By-Laws and the Rules and Regulations of ISHL, by filing a

written notice of appeal, with the President of ISHL within ten (10) days after the date that the decision has been rendered, which appeal shall be acted upon by the Board of Directors whose decision shall be final.

**Article VIII
Contracts, Loans, Checks and Deposits**

Section 1. Contracts - The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of ISHL, and such authority may be general or confined to specific instances.

Section 2. Loans - No loans shall be contracted on behalf of ISHL and no evidences 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.

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 ISHL, shall be signed by such officer or officers,

agent or agents of ISHL and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits - All funds of ISHL not otherwise employed shall be deposited from time to time to the credit of ISHL in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Annual Audit - An audit will be conducted at the conclusion of each fiscal year and will be available for inspection upon request by member organizations.

Section 7. Compensation and Conflict of Interest. Compensation to any person or persons shall only be determined by a majority vote of the entire Board of Directors.

In connection with any actual or possible conflict of interest, an interested person or persons must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board of directors with regard to any proposed transaction or arrangement. The board of directors will investigate the matter in any way they deem appropriate. The board must then determine whether or not an actual conflict exists and shall vote upon such matters. The interested person or persons, should they hold position on the board, will be excused from these proceedings and have no vote. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the club can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Article IX **Waiver of Notice**

Whenever any notice is required to be given under the provision of the Articles of Incorporation or under the provision of the General Not-For-Profit 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 X **Distribution of Assets**

The assets of ISHL are permanently dedicated to exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). ISHL shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, directors, officers or persons having a private interest in the activities of the corporation.

In the event ISHL is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of ISHL or make adequate provision thereof and distribute all remaining assets of ISHL to an organization or organizations engaged in activities substantially similar to those of ISHL and organized and operated exclusively for charitable, education, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or

corresponding provision of future laws).

Article XI
Fiscal Year

The fiscal year of ISHL shall begin on the first day of August each year and end on the last day of July each year.

Article XII
Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

Article XIII
Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of ISHL by a simple majority of the Board of Directors, provided each proposed amendment must first be submitted to the President, who, with the rest of the Board of Directors shall, before presentation for consideration by the membership, decide whether or not to recommend its adoption at the next meeting or special meeting.

Article XIV
Operative Date

These By-Laws shall be effective and operative on August 1, 2003.