

**BY-LAWS**  
**OF**  
**WHEATON WEST HOCKEY CLUB, INC.**

**ARTICLE I**

**OFFICES**

The Association shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within the state.

**ARTICLE II**

**MEMBERS**

**Section 1. MEMBERS.** Members of this Association shall consist of one parent or legal guardian of each Player in Good Standing, together with the persons serving as members of the Board of Directors, as Officers, as Coaches or Assistant Coaches or as Committee Members appointed by the Board of Directors of Wheaton West Hockey Club, Inc.

**Section 2. PLAYER IN GOOD STANDING.** A Player is deemed in Good Standing so long as he or she is an active player on the Wheaton West Hockey Team, is enrolled as an active student at Wheaton Academy, Wheaton North High School, West Chicago Community High School, St. Francis High School, or Wheaton Warrenville South High School and satisfies the academic and attendance requirements and disciplinary policies of his or her respective school. If a player is deemed ineligible to participate by his or her respective school, the player will be deemed ineligible to play for and shall not be considered an active player on the Wheaton West Hockey Team. Any such ineligibility will exist and be enforced until the player again satisfies the requirements and policies of his or her respective school.

**Section 3. Expulsion or Suspension.** A Member may be expelled or suspended, after due notice and an opportunity for hearing, upon recommendation of the Rules and Ethics Committee, for conduct detrimental to the Association, by the vote of two thirds of the Directors. The Secretary shall provide at least ten days notice to the person to be expelled or suspended and to the members of the Rules and Ethics Committee and Board of Directors prior to the regular or special meeting at which the matter is to be considered. The person to be expelled or suspended shall be offered an opportunity to be heard by the Rules and Ethics Committee and to present others to testify on his or her behalf, prior to any final disposition by the Board of Directors. All determinations of the Board of Directors shall be final. Any Member that is expelled shall have the right to request a hearing of the Board of Directors at the first Board meeting of the following season to be considered for reinstatement.

## **ARTICLE III**

### **MEMBER MEETINGS**

**Section 1. ANNUAL MEETING.** An annual meeting of the Association Members shall be held in February each year, on or about the 1<sup>st</sup> day of the month, or at such time as the Board of Directors may designate for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

**Section 2. REGULAR AND SPECIAL MEETINGS.** Regular meetings of the Association Members shall be held in September, November, January, and March of each year on or about the 1<sup>st</sup> day of the month, or at such time as the Board of Directors may designate for the transaction of such business as may come before the meeting. Special meetings of the Association

Members may be called either by the President, by the Board of Directors or by not less than two Members of the Association, for the purpose or purposes stated in the call of the meeting.

**Section 3. PLACE OF MEETING.** The Board of Directors may designate any place in the Chicagoland area as the place of meeting for any annual, regular or special meeting.

**Section 4. NOTICE OF MEETINGS.** Written notice stating the place, date, and hour of the annual or regular meeting, and in the case of special meeting, the purpose or purposes for which the meeting is called, shall be mailed via first class mail or via electronic mail over the internet not less than ten nor more than sixty days before the date of the meeting, or in the case of dissolution, not less than twenty nor more than sixty days before the date of the meeting. Notice shall be served by or at the direction of the President, the Secretary, or the persons calling the meeting, to each Association Member entitled to vote at such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail or sent via electronic mail addressed to the Member at his or her address as it appears on the records of the Association, with postage thereon prepaid, where necessary. Whenever a Member provides the Association with an electronic mail address, that address shall be deemed to be an acceptable address for the delivery of Notices. 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. Attendance at any meeting shall constitute waiver of notice thereof unless the Member at the meeting objects to the holding of the meeting because proper notice was not given.

**Section 5. VOTING LISTS.** The officer having charge of the Membership records of the Association shall keep a complete list of the Association Members entitled to vote at such meeting, with the address of each Member. The original Association Membership records, or a duplicate

thereof, kept in this State, shall be prima facie evidence as to who are the Members entitled to examine such list or Membership records or to vote at any meeting of Association Members.

**Section 6. QUORUM.** A majority of the Members of the Association entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum at any meeting of Members; provided that if less than a majority of the 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 Members at the meeting shall be the act of the Members, unless the vote of a greater number is required by The Illinois Not-for-Profit Corporation Act, the Articles of Incorporation or these By-Laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 7. PROXIES.** Each Association Member entitled to vote at a meeting of Members or to express consent or dissent to Association action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be valid after twelve months from the date of its execution.

**Section 8. VOTING RIGHTS.** Each Member shall be entitled to one vote at a meeting of the Association Members, including all elections for directors. Each Member may vote either in person or by proxy as provided in Section 7 hereof.

**Section 9. VOTING BY BALLOT.** Voting on any question or in any election may be by voice unless the presiding officer shall order or any Member shall demand that voting be by ballot.

## **ARTICLE IV**

### **DIRECTORS**

**Section 1. GENERAL POWERS.** The business of the Association shall be managed by or under the direction of its Board of Directors.

**Section 2. NUMBER, TENURE AND QUALIFICATIONS.** The number of directors of the Association shall be five (5). At least one director shall be a parent or legal guardian of a Player in Good Standing that is enrolled at Wheaton Academy; at least one director shall be a parent or legal guardian of a Player in Good Standing that is enrolled at Wheaton North High School; at least one director shall be a parent or legal guardian of a Player in Good Standing that is enrolled at West Chicago Community High School; at least one director shall be a parent or legal guardian of a Player in Good Standing that is enrolled at Wheaton Warrenville South High School; and at least one director shall be a parent or legal guardian of a Player in Good Standing that is enrolled at St. Francis High School . The directors shall hold office for a period of one year or until their successors shall have been elected and qualified. Directors must be Members in good standing in the Association. The number of directors may be increased or decreased from time to time by the amendment of this section, but shall at least be five (5). No decrease shall have the effect of shortening the term of any incumbent director.

**Section 3. ANNUAL ELECTION.** Members nominated for the Board positions will be presented to the Association Members, and will be voted on by the Members at the Annual Meeting.

**Section 4. RESIGNATION AND REMOVAL OF DIRECTORS.** A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause, by a majority of Members if the notice of the meeting names the director or directors proposed to be removed at said meeting.

**Section 5. VACANCIES.** Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors, may be filled by the Board of Directors prior to the next annual meeting or at a special meeting of Members called for that purpose.

**Section 6. REGULAR MEETINGS.** A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately following the annual meeting and regular meetings of the Members. 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 7. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the Chicagoland area as the place for holding any special meeting of the Board of Directors called by them.

**Section 8. NOTICE.** Notice of any special meeting shall be given at least ten (10) days prior thereto by written notice or electronic mail notice to each director at his or her designated address on record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any notice required by these By-Laws or otherwise which is sent via electronic mail, shall be deemed to be received at the time sent by the Association. 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 lawfully called or convened. Neither the business to be transacted at, nor the purpose of , any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 9. QUORUM.** A majority of the number of directors fixed by these By-Laws shall 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 at any time without further notice.

**Section 10. MANNER OF ACTING.** The act of the majority of the directors 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 or these By-Laws.

**Section 11. 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.

**Section 12. PRESUMPTION OF ASSENT.** A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or electronic mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 13. COMMITTEES.** A majority of the Board of Directors may create one or more committees of one or more Members. The Board of Directors shall create a Rules and Ethics Committee. Each committee may transact business without a meeting by unanimous written consent.

## **ARTICLE V**

### **OFFICERS**

**Section 1. OFFICERS.** The officers of this Association shall consist of a President, one or more Vice Presidents, a Treasurer, and a Secretary. The officers shall be elected by the Board of Directors for a term of one year, or until their successors are elected.

**Section 2. ELECTION AND TERM OF OFFICE.** The officers of the Association for the ensuing year shall be elected annually by the Board of Directors at the meeting of the Board of Directors held after the current year annual meeting of Association Members. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. A vacancy of any officer position shall be filled by the affirmative vote by a majority of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not create contract rights.

**Section 3. REMOVAL.** Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby.

**Section 4. PRESIDENT.** The President shall be the chief executive officer of this Association, and it shall be the President's responsibility to supervise and coordinate the activities of the Association and to preside at the meetings of the Association Members and of the Board of Directors.

**Section 5. VICE PRESIDENT.** The Vice President shall, in the absence of the President, be the chief executive officer of the Association and shall assume the responsibilities of that office until the President returns or a successor is elected by the Board of Directors in the event of a



vacancy. The Vice President shall perform such additional duties as may be assigned by the Board of Directors.

**Section 6. TREASURER.** The Treasurer shall be the custodian of all funds of the Association and shall disburse such funds only upon procuring prior approval from a majority of the Board of Directors at a Directors' Meeting. Board approved budgets shall constitute prior approval for disbursements in line with approved budget amounts unless the invoiced amount exceeds the Treasurer's disbursement limit as defined from time to time by the Board of Directors. The Treasurer shall render a complete report of all current income, disbursements and balances at each meeting of the Board of Directors and at the annual Members meeting and whenever requested by the Board of Directors. The Treasurer shall not serve for consecutive terms for a period in excess of five years. The Treasurer shall be responsible for the timely filing of the annual Federal and State income tax returns, corporate Annual Report and other tax requirements for the Association, and such other duties as assigned by the Board of directors. The Treasurer shall perform the duties of the Secretary in the absence of the Secretary.

**Section 7. SECRETARY.** The Secretary shall keep and maintain correctly the roll of Members. In the absence of the President and Vice President, the Secretary shall assume the responsibilities of the chief executive officer of the Association. The Secretary shall be in charge of Association Membership records, and shall prepare the monthly meeting notices and other announcements deemed necessary by the Board of Directors. The Secretary shall have custody of and shall maintain the corporate records, contracts and all historical financial records of the Association.

**Section 8. SCHOOL LIASON.** Each of Wheaton Academy, Wheaton North High School, West Chicago Community High School, Wheaton Warrenville South High School, and St. Francis High School shall have at least one Member appointed as the School

Liaison. The School Liaison shall serve as the main communication point with the school for which he or she is appointed.

## **ARTICLE VI**

### **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 of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. LOANS.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

**Section 3. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money issued in the name of the Association, shall be signed by at least one officer of the Association or in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. DEPOSITS.** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 5. COMPENSATION.** Officers and Directors shall not receive any compensation for their services to the Association.

## **ARTICLE VII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Illinois Not-For-Profit Corporation Act, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **ARTICLE VIII**

### **AMENDMENTS**

The By-Laws of the Association may be made, altered, amended or repealed by the Board of Directors or by the Members, but no by-law adopted by the Members may be altered, amended or repealed by the Board of Directors. Changes to these By-Laws shall require approval by two thirds of the Directors or the Members, as the case may be. The By-Laws may contain any provision for the regulation and management of the affairs of the Association consistent with law and the articles of incorporation.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of the Association shall begin on April 1<sup>st</sup> and end on March 31<sup>st</sup> of each calendar year.

## **ARTICLE X**

### **MISCELLANEOUS**

Any Minutes of a meeting or Consent of the Board of Directors of the Association, or any committee of the Board of Directors, or the Members of the Association may be executed in any number of counterparts, each of which shall constitute one original document. Procedures not provided for in the By-Laws shall be governed by Roberts Rules of Order.

ADOPTED: May 13, 2014