

YORK HOCKEY CLUB BYLAWS

(Last Updated: April 2022)

ARTICLE I NAME AND OFFICES

SECTION 1. The name of the corporation shall be the York Hockey Club (hereinafter referred to as "YHC"). 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 be maintained in the State of Illinois.

ARTICLE II PURPOSES

SECTION 1. To provide and conduct ice hockey programs for full time students attending York High School in Unit District 205.

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 the development of the personal character traits of self-esteem, self-discipline, perseverance, and sportsmanship.

SECTION 3. To provide for JUNIOR VARSITY ice hockey team(s), its primary purpose is the development of individual skills and teaching of team tactics and strategies, with the intention of preparing players for play at the VARSITY level. Its secondary purpose is to win games and the coaching staff reserves the right to make player and playing time decisions for this purpose, particularly in, but not limited to, league games, league playoffs, tournaments and AHA! State Championship playoff 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 and, therefore, the coaching staff reserves the right to field ~~players~~ players that give YHC the best chance to compete at each game. Its secondary purpose is to further develop the individual skills of each varsity player to his/her 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. YHC affiliations will include the Scholastic Hockey League, 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 YHC shall be comprised of the parent(s) or legal guardian(s) of each qualified high school hockey player. The club definition of a qualified high school hockey player is restricted to amateurs who are students of York Community High School in Elmhurst Community School District 205 (grades 9-12), and are under the age of 20 on December 31st of the Playing Season, not to exceed eight (8) consecutive semesters starting with their freshmen year, who are enrolled and attending school.

SECTION 2. VOTING RIGHTS. Each member is entitled to one vote upon each matter submitted to a vote at a meeting of the members if said member is in good standing with YHC.

SECTION 3. MEMBERSHIP STANDING. A member in good standing is one that has signed a member contract and Code of Conduct or similar agreement on behalf of the member(s) and their player(s) prior to the start of the regular season of the Scholastic Hockey League or other sanctioning organization which YHC 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 YHC member contract or 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 YHC or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either by: (a) all the members entitled to vote with respect to the subject matter thereof, or (b) 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 of the members entitled to vote, then such consent shall become effective only if: (1) 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 members entitled to vote with respect to the subject matter thereof, and (2) after the effective date of such consent, prompt notice in writing of the taking of the corporation action without a meeting is delivered to those members entitled to vote who have not consented in writing.

SECTION 5. REMOVAL, SUSPENSION OR CENSURE. The Board of Directors by majority of the Directors present at any regularly constituted meeting, may censure, suspend, or expel any member and/or their player(s), for any conduct which they deem improper or prejudicial to the interests of the YHC or deem injurious to the character, interest, morals, or standing of the YHC, or who shall violate the bylaws or established rules of the YHC. Before the Board may vote on the expulsion of any member or their player(s) they must provide notice in writing to such member at least seven (7) days prior to such action. The notice shall identify the place and time of such regularly constituted meeting together with stipulation of the charges. The notice shall be provided via email or by depositing in the United States Post Office as registered mail (return receipt not required) directed to the members last known address. At such meeting, the member shall have the right to be present in person and to present their defenses.

SECTION 6. REINSTATEMENT. Any member or their player(s) who have been suspended or expelled may appeal the decision of the Board of Directors at any regularly constituted meeting of the members. The member may also cause the President of the Board of Directors to call a Special Meeting of the members by written request delivered to the President of the Board of Directors. The President of the Board of Directors shall cause said Special Meeting of the members to be held not more than thirty (30) days after the suspended or expelled member 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.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

SECTION 8. MEMBERSHIP CERTIFICATES. No membership certificates of the corporation shall be required.

ARTICLE IV MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. YHC will hold an annual meeting. At the discretion of the President, additional Annual Meetings may be called.

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

SECTION 3. PLACE OF MEETING. The president of the Board of Directors may designate any 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 YHC.

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 three (3) 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 delivered when sent via email or deposited in the United States mail, addressed to the member at his or hers address as it appears on the record of YHC with postage thereon paid. 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 Annual 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 anytime without further notice. Forty (40) percent of the members eligible to vote shall constitute a quorum at Special Meetings. 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 bylaws. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 6. PROXIES. No proxy voting.

SECTION 7. VOTING. Voting on any question or in any election may be by voice, email or ballot unless otherwise required by these bylaws or the chairperson of the meeting shall order 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 pertaining to the validity or result of any vote shall be submitted to the Board of Directors and a new vote on record will take place within fourteen (14) days by email or ballot, be counted by the Board of Directors and communicated to the Membership and shall be binding on all parties.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. BOARD APPOINTMENTS. Future members of the Board of Directors shall be selected by the continuing Board members themselves.

SECTION 2. GENERAL POWERS. The affairs of YHC shall be managed by or under the direction of the Board of Directors.

SECTION 3. SPECIFIC POWERS. The Board of Directors shall determine what is in the best interest of YHC and shall have the authority to develop, implement, and enforce rules, policies, procedures, incentives and penalties that advance those interests.

SECTION 4. COMPOSITION. The Board of Directors shall be composed of up to nine (9) voting members. The Board will always be composed of at least seven (7) voting members. The Board of Directors positions shall be composed of the Officers, as identified in Section VI, at least one Director as Hockey Operation(s), Events and Marketing.

SECTION 5. TERM. The Board of Directors term shall consist of a two (2) consecutive years with an option for a third consecutive year. Their term shall begin on the first day of April each year and end on the last day of March unless said Director's term is limited to a shorter duration by other restrictions set forth herein. The terms of the Board of Director's will be staggered with the appropriate number of new Directors elected each year for two (2) years so as to maintain at least the minimum number of Directors . Directors may serve more than one non-consecutive term. The term of the President of the Board of Directors shall serve no more than 2 consecutive years.

SECTION 6. QUALIFICATIONS. Candidates for Board of Director positions may be nominated and elected to the Board of Directors subject to the following: All nominees for the Director positions must be qualified members in good standing with YHC, as defined in Article III, Section 1 and Section 3 of these bylaws at the time of election and must have at the time of nomination a participating YHC player that has a minimum of two full consecutive years of York High School ice hockey eligibility concurrent with the nominees two year Director term of service.

Special consideration shall be given to York High School alumni, former players, community leaders, and other who have demonstrated an interest and aptitude in serving as Board members. If there are no nominees that fulfill all of the requirements listed herein, the YHC Board reserves the right, on an as needed basis, to allow exceptions to the nomination qualifications and term, only if required and only as needed for the best interest of the YHC.

SECTION 7. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held without other notice than these bylaws at least six (6) times per year between April - March. The President or a majority of the Board of Directors may provide, by resolution, for the holding of additional regular meetings without other notice than such resolution. The President or a majority of the Board of Directors will provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors with three days notice. 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 9. NOTICE OF SPECIAL MEETINGS. Notice of any special meeting shall be given written notice by personal delivery, email or mail to each Director at his or her 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 lawfully called or convened. Neither the business transacted at, nor the purpose of any regular or special 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 bylaws.

SECTION 10. QUORUM. A minimum of forty (40) percent of the Directors constitutes a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than forty (40) percent of the 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 11. 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, these bylaws, or the Articles of Incorporation. No Director may act by proxy on any matter.

SECTION 12. VOTING. Voting by the Board of Directors shall be via voice or email. Each Director shall have one vote. In the event of a tie, the President shall cast one vote to break the tie.

SECTION 13. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by appointment of the President and approved by a majority vote of the Board of Directors unless the Articles of Incorporation, a statute, or these bylaws 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 remainder of the term of his or her predecessor in office.

SECTION 14. 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 or without cause, by a majority vote of the Board of Directors or by state statute, whenever in its judgment the best interests of YHC would be served thereby.

SECTION 15. 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 16. COMPENSATION. Directors shall not receive any remuneration for their services as Directors. However, the Board of Directors, by the affirmative vote of the majority of the Directors then in office and irrespective of any personal interests of its members, may authorize reimbursement for reasonable expenses incurred in connection with YHC business.

SECTION 17. REMOVAL. Any Director elected or appointed may be removed by a majority vote of the Board of Directors.

SECTION 18. OFFICERS. The officers of YHC shall be a President, Vice President, Treasurer and Secretary and such other officers as may be appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws 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 for a limited period of time.

ARTICLE VI OFFICERS

SECTION 1. PRESIDENT. The President shall be the principle executive officer of YHC. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of YHC; 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 of the Board of Directors. He or she shall serve as 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 YHC or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute in conjunction with the Secretary or other proper officers of YHC 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 YHC at all affiliated sanctioning organizations described in Article II, Section 5, and shall be authorized to vote at all affiliated sanctioning organization meetings on behalf of the YHC.

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 of 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 of 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 of and custody of and be responsible for funds and securities of YHC; receive monies and provide for amounts due and payable to YHC from any source whatsoever, deposit all such monies in the name of YHC in such banks, trust companies and other insured depositories as shall be selected in accordance with these bylaws; have charge of and be responsible for the disbursement of funds, and; (b) have charge of and be responsible for the maintenance of adequate books of account for YHC, prepare a current financial statement at the request of the Finance Committee, which may consist of the President, Vice President, Treasurer and Secretary, or Board of Directors; and (c) 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 by the President or the Board of Directors. If required by the Board of Directors, they Treasurer shall give a bond for the faithful 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 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 bylaws or as required by law; (c) be the custodian of the

corporate records and the seal of the corporation; (d) keep a register of the post office address of each member; (e) be responsible for the registration of teams, players, coaches, and managers as directed by these bylaws and all affiliated sanctioning organizations or other association, league, or tournament that YHC may be participating in from time to time; (f) perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the President of the Board of Directors; (g) perform or delegate registrar responsibilities of YHC.

ARTICLE VII COMMITTEES AND ADVISORY BOARDS

SECTION 1. COMMITTEES. The President of the Board of Directors, by resolution adopted by a majority of Directors, may designate Committees each of which will consist of one or more Directors and such other persons as appointed by the President or Board of Directors, provided that a majority of each Committee's membership are Directors. The Committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors as provided in the resolution.

SECTION 2. ADVISORY BOARDS. The President or the Board of Directors by resolution adopted by the majority of the 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 the YHC. Advisory Board's may not act on behalf of the corporation to bind it to any actions, but will make recommendations to the Board of Directors or to the Officers of YHC.

Section 3. HOCKEY OPERATIONS COMMITTEE. The President may appoint to the Hockey Operations Committee three (3) persons, with at least one being a Director(s). The Committee will collaborate with Hockey Director, Varsity Head Coach and Junior Varsity Head Coach. The purpose of the Hockey Operations Committee is to provide a smaller forum to address and make recommendations with respect to Hockey Operations to the Board of Directors, which include, but are not limited to: (i) the amount of practice, practice days and times, (ii) number of games, (iii) frequency and structure of on-ice and off-ice skills training, (iv) number of players selected per team, (v) tryout dates and structure of tryouts, and (vi) number of YHC teams. The Hockey Operations Committee may not act on behalf of YHC or bind it to any actions, but will make recommendations to the Board of Directors upon a majority vote of the Hockey Operations Committee.

SECTION 4. RULES AND ETHICS COMMITTEE. The President may recommend and the Board of Directors shall approve the appointment of members to the Rules and Ethics Committee. The Committee will consist of two or more persons, provided that a majority of the Committee are also members of YHC and that at least one Committee member is a Board of Director. The Committee will meet as needed and report to the President the findings. The Rules and Ethics Committee may not act on behalf of YHC or bind it to any action, but will make recommendation to the Board of Directors. No actions will take place until notice is provided to the Board and a majority vote approves actions.

SECTION 4. CHAIRMAN. One member of each Committee or Advisory Board shall be appointed by the President Chairman.

SECTION 5. 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 6. QUORUM. Unless other 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 7. RULES. Each Committee or Advisory Board may adopt rules for its own government not inconsistent with these bylaws or with rules provided for in the formation of said Committee or Advisory Board.

SECTION 8. INFORMAL ACTION. The authority of a Committee or Advisory Board may be exercised without a meeting if a consent in writing setting forth the actions taken, is signed by all of the members entitled to vote.

ARTICLE VIII FEES

SECTION 1. FEES. Fees for members shall be set by the Board of Directors prior to try outs of each year and must be paid in full by time as set by the Board or each year unless other arrangements have been approved by the Board of Directors and member requesting said exception.

SECTION 2. INJURY/EXPULSION. Any and all fees owed and/or paid are non-refundable. However, the Board of Directors reserves the right to review, at its discretion and its discretion only, any case where a player sustains an injury either on or off the ice that results in said player missing a substantial portion of the practice and game ice for the season. If the Board of Directors determines that it is appropriate and equitable, it may refund part or all of a member's fees. Under no circumstances will any fees owed and/or paid be refunded if a player is suspended or expelled from the YHC.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

SECTION 2. LOANS. No loans shall be contracted on behalf of YHC 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 YHC, shall be signed by such officer, or officers, agent or agents of YHC and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the Treasurer or by the President of YHC.

SECTION 4. DEPOSITS. All funds of YHC shall be deposited from time to time to the credit of YHC 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 YHC, any contribution, gift, bequest, or device for the general purposes or 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 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 Directors 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 YHC unless otherwise required by law.

SECTION 2. CORPORATE SEAL. The corporate seal shall have inscribed thereon the name "York Hockey Club" 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 or effect, or change the construction thereof. The use of the corporate seal is not mandatory.

SECTION 3. FISCAL YEAR. The fiscal year of YHC shall begin on the first day of July in each year and end on the last day of June in each year.

ARTICLE XI WAIVER OF NOTICE

SECTION 1. WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of YHC 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 unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XII DISPUTES

SECTION 1. DISPUTES. Each controversy, question or dispute ("Dispute") regarding or having an impact on YHC or ice hockey players, excepts those matters to playing rules specifically provided elsewhere within YHC or affiliated sanctioning organization or league which YHC may be participating with from time to time, shall be resolved solely through the administrative procedures established in these bylaws or YHC Rules & Regulations or through the bylaws of and/or Rules & Regulations of USA Hockey Dispute Resolution Procedures ("Dispute Resolution Procedures"). As a not-for-profit organization whose vital services are provided by volunteer efforts, YHC has established this 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 this bylaw to provide an administrative procedure that is a full and complete substitute for any arbitration or court proceeding. Each person and entity within the jurisdiction of YHC, including each member, player, coach, parent, guardian, agent or other person agrees to abide by the Dispute Resolution Procedures by virtue of their membership, affiliation, or participation at any time in YHC or a YHC program, and completely forgoes any recourse through arbitration or a court of law or equity regarding the matters expressed or implicitly covered by the Dispute Resolution Procedures. A waiver of or failure to exercise or participate in any Dispute Resolution Procedures is not an exhaustion of remedies and shall not diminish or alter the requirements or authority of the Dispute Resolution

Procedures. Any action, regardless of intent, which may have the effect of avoiding or impairing any aspect of any Dispute Resolution Procedures, including resort to any court or forum other than specifically authorized in such Procedures, 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 YHC 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 assess costs. Costs shall also include 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 bylaws or in YHC's Rules and Regulations, and without alternating the prohibition against such recourse stated above, each person and entity within the jurisdiction of YHC, including each member, player, coach, parent, guardian, agent or other person, hereby agrees 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 YHC shall pay for any fees, expenses, and other costs of YHC 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 bylaws or in YHC's Rules and Regulations, and without altering the prohibition against such recourse stated above, in the event of recourse in the courts of any jurisdiction on any matter and for any reason, the following principles shall prevail: The constructions, interpretations, rulings, procedures, decisions and opinions of YHC, 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 YHC, such decision shall be upheld, and the only question shall be, did YHC 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 YHC; and, only the evidence and theories explicitly presented to YHC 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 or action of YHC 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 YHC, shall pay for any fees, expenses, and other costs of YHC 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 INDEMNIFICATION

SECTION 1. INDEMNIFICATION. To the fullest extent permitted by law, YHC shall indemnify and advance and pay indemnification expenses to its Directors, Officers, and Employees and serving at the request of YHC as a Director, Officer, or Employee or Agent except in relation to matters which any such individual shall be adjudged in 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.

SECTION 2. INSURANCE. YHC may maintain insurance on behalf of any person who is or was a Director, Officer or Employee of the YHC, or who serving at the request of YHC as a Director, Officer, or Employee, against any liability asserted against the individual and incurred by the individual in any such capacity arising out of his her status as such, whether or not the YHC would have the power to indemnify the individual against such liability under the provisions of these bylaws.

ARTICLE XIV AMENDMENTS

SECTION 1. AMENDMENTS. The power to alter, amend, or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or these bylaws. The Board of Directors shall provide a review period to the Membership of any amendments to the bylaws. 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.