

**BY-LAWS OF GLENBROOK NORTH  
HOCKEY CLUB  
As Amended July 12, 2021**

## **ARTICLE 1**

### **NAME**

#### **Section 1.1 - Name**

The name of the organization shall be the GLENBROOK NORTH HOCKEY CLUB (hereinafter referred to as "GBNHC" or the "Corporation"), a not for profit corporation, organized under the laws of the State of Illinois, having its location in Northbrook, Illinois.

## **ARTICLE 2**

### **PURPOSE**

#### **Section 2.1- General**

To operate an educational and competitive ice hockey program for high school players who attend Glenbrook North High School in Northbrook, Illinois. To teach ice hockey, fair team play and sportsmanship and to support the Village of Northbrook and its citizens when possible.

#### **Section 2.2 - Limitations**

No part of the income of the Corporation may be distributed to its members, directors or officers. The Corporation shall distribute its income at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code"). The Corporation shall not engage in any action of self-dealing (as defined in Section 4943(c) of the Code, make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

#### **Section 2.3 - Objectives**

The objectives of the GBNHC, as stated in the *Articles of Incorporation*, are to direct, program, and operate a hockey program for Glenbrook North High School students. In furtherance of this objective, the GBNHC shall:

- (a) be in accord with and have membership in USA Hockey, Inc., Amateur Hockey Association of Illinois (AHA), Scholastic Hockey League (SHL), their relevant, affiliated bodies and any hockey leagues so approved by the Board of Directors;

- (b) pursue its objective in such a way as to make hockey fun, to make it a continual learning opportunity, and to engage in wholesome competition where participation and good sportsmanship prevail amongst players, coaches, parents and spectators;

## **ARTICLE 3**

### **MEMBERS**

#### **Section 3.1 - Definition**

Membership in the Corporation shall consist of any family with a player in the program run by the Corporation. Membership shall be effective upon payment of all applicable registration fees, team fees, jersey fees, and any other applicable fees and shall expire each year upon the conclusion of the fall hockey season or upon the non-payment of registration fees for such fall season. In addition, membership may include such persons otherwise contributing to the program as designated and approved by the Board of Directors.

#### **Section 3.2 - Voting Rights**

Each Member of the Corporation shall be entitled to one vote per player on each matter submitted to a vote of the Members of the Corporation. Each player must be an active participant in a program operated by of the Corporation and his or her dues paid up according to the pay structure established by the Board of Directors and approved by the Board of Directors. Voting rights are not transferable and proxies are permitted but cannot make a quorum.

#### **Section 3.3 - Dues**

The Board of Directors shall establish and collect such registration fees and other charges in furtherance of the operation of the Corporation and its hockey program as it may from time to time deem necessary and appropriate.

#### **Section 3.4 - Member Standing**

A Regular Member in good standing is one that has (1) completed the registration requirements as outlined by the Board of Directors, which includes, but is not limited to, a signed Code of Conduct and agreement to abide by all GBNHC policies on behalf of the parents/ guardians and their player(s) prior to the start of the regular season of the hockey league; (2) who has paid all fees, dues, and/or special assessments currently due according to the financial payment schedule of the Member registration or other such payment schedule approved by the Board of Directors from time to time; and (3) is not under suspension or termination pending review.

### **Section 3.5 - Termination of Members Rights**

- A. The Board of Directors, by a majority vote may terminate or suspend 1) any Member who shall be in default in the payment of any fee, assessment, or other obligation due to the GBNHC; and 2) any player whose parents or legal guardian is in default in the payment of any fee, assessment, or other obligation due to the GBNHC.
- B. The Board of Directors, by a two-thirds (2/3) vote of all Board Members, shall have the power to suspend or expel any player, parent, guardian, or other Member brought before the Board on recommendation of the Rules and Ethics Committee.
- C. The Rules and Ethics Committee has the authority to suspend a player or parent up to 30 days without a vote by the Board of Directors. A suspension beyond 30 days requires a vote by the Board of Directors as stated in paragraph B of this section. The Rules and Ethics Committee has the authority to enforce any penalty so approved by a majority of the Committee within the limitations set forth in this section. Any decision by the Rules and Ethics Committee can be brought before the Board of Directors for hearing if so requested within 30 days of said decision. A suspension or termination of a player, parent, guardian, or other Member may be reversed upon the affirmative vote of two-thirds (2/3) of the Board of Directors.

## **ARTICLE 4**

### **MEETING OF MEMBERS**

#### **Section 4.1 - Annual Meeting**

The annual meeting of the Members of the GBNHC shall be held on the first Tuesday in April at a location to be decided upon by the Board of Directors and posted on the GBNHC website and at the Northbrook Park District Sports Complex located at 1730 Pfingsten Road, Northbrook, Illinois. The primary purpose of this meeting shall be to elect the Board of Directors for the upcoming year. A quorum for the transaction of business at the annual

meeting shall be 75% of the Board of Directors. The election shall be by simple majority of those votes cast.

#### **Section 4.2 - Special Meetings**

Special meetings may be called by the President, by the Board of Directors, or in writing by Members possessing not less than twenty-five (25%) percent of the total voting rights. Special meetings shall be held no later than 30 days of a proper request.

#### **Section 4.3 - Notices of Special Meetings**

Notice stating the place, day, and hour of a special meeting of the Members shall be posted on the Web site and at the Northbrook Park District Sports Complex not less than five days before the date of the meeting.

#### **Section 4.4 - Regular Meetings**

The Board of Directors shall hold regular meetings no less than once every 60 days. Directors may not miss three meetings in a row unless excused by the President.

Nothing herein shall prevent the presiding officer of a Board of Directors meeting from reserving discussion of confidential or sensitive contracts or other matters for an executive session of the Board (which may be held at such meeting), and no member, who is not a Director, attending such meeting of the Board shall have the right to be present at any such executive session.

#### **Section 4.5 - Conduct of Proceedings**

The proceedings at all meetings of the membership, Board of Director's meetings, or of any committee of the GBNHC shall be conducted in accordance with Robert's Rules of Order, as revised by the most current edition thereof available, except to the extent that such conduct would be inconsistent with the laws of this State or other provisions of these By-laws. All voting referenced in these By-laws, including Board of Director's meetings and at the annual meeting, must be done in person only, unless in-person gatherings are restricted or prohibited by an Executive Order issued by the Governor of the State of Illinois and/or emergency rules are adopted by the Illinois Department of Public Health. In such a case where in-person voting is restricted or prohibited by Executive Order or

emergency rules, any voting referenced in these By-laws may be done by e-mail or other electronic means as determined by the Board of Directors.

## **ARTICLE 5**

### **VOTING**

#### **Section 5.1 - Voting**

Voting is to be done by simple majority of the total votes cast.

#### **Section 5.2 - Quorum**

Except as provided in Section 4.1 herein, fifty (50) percent of the Board of Directors constitutes a quorum, for matters submitted to membership votes; thirty (30) percent of the full membership is a quorum unless there is a petition to overrule a decision of the Board of Directors. In that event, fifty (50) percent of Membership is needed.

#### **Section 5.3 - Proxies**

Proxies are accepted but cannot make a quorum.

#### **Section 5.4 - Membership Votes**

The membership may vote in total on any issue properly before the membership. The membership may override the decisions of the Board of Directors with a majority vote.

## **ARTICLE 6**

### **BOARD OF DIRECTORS**

#### **Section 6.1 - Powers**

The Board of Directors shall be the governing body of the GBNHC and all affairs of GBNHC shall be managed by or under the direction of the Board of Directors.

The Board of Directors shall determine what is in the best interests of the GBNHC and shall have the power and authority to develop, implement and enforce rules, policies, and procedures that advance those interests, including without limitation, that the Board of Directors, inclusive of its Committees, shall have the power and authority to:

- (a) make any and all financial decisions pertaining to or affecting the GBNHC, including with respect to establishing an annual budget, making expenditures, and conducting fundraising activities, and
- (b) the power to govern Members and players of the GBNHC, and indirectly, through contract and otherwise, the coaches, employees, independent contractors, and/or agents of the GBNHC, with respect to any and all activities and conduct pertaining to any subject matter directly or indirectly related to the concerns and interests of the GBNHC.

Furthermore, the Board of Directors shall have the authority to name, at its discretion, officers of the Corporation, including, but not limited to customary officer positions such as President, Vice President, Secretary, Treasurer, and Registrar.

All actions of the Board of Directors, including, but not limited to the following shall be by a majority vote of its members except as otherwise set forth in these By-laws:

- (a) Dissolution of the Corporation;
- (b) Appointment of any person to the Board of Directors;
- (c) Approval of the annual budget for the Corporation ("Budget");
- (d) Approval of expenditures over \$5,000.00 not otherwise provided for in the Budget;
- (h) Approval of all policies;
- (i) Approval of a Director of High School Hockey candidate;
- (j) Approval of any change in hockey league affiliation(s);
- (k) Termination the Director of High School Hockey or any other coach

The President will vote only in the event of ties.

## **Section 6.2 - Composition**

The Board of Directors shall consist of nine members and shall include a President, Vice President, Treasurer, Secretary, Registrar, Communications Director, Ice Schedule

Director, and any such other officers as may be appointed by the Board of Directors. All officers must be members of the Board of Directors. Officers whose authority and duties are not prescribed in these By-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Two offices may be held by the same person, except that the President and Treasurer's offices shall not be held by the same person.

### **Section 6.3 - Duties**

#### **A. President**

The President shall be the chair of the Board and the principal executive officer of the Corporation. The President shall, in general, supervise and control all the business and affairs of the Corporation subject to the direction and control of the Board of Directors. He/she shall preside at all meetings of the Members and of the Board of Directors. He/she may sign all legal documents and checks, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President or his appointee(s) shall appear and represent the GBNHC at all affiliated sanctioning organizations described including, but not limited to, USA Hockey, AHAI, and SHL, and shall be authorized to vote at all sanctioning organizational meetings on behalf of the GBNHC. The President shall further have oversight of all scholarship/financial aid decisions and scholarship funds subject to scholarship criteria must be approved by the Board of Directors. The President shall also serve as the coaching manager and have oversight of all coaching aspects.

#### **B. Vice President**

In the absence of the President or in the event of his or 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 restrictions upon the President. The Vice President shall be directly responsible for the administrative organization of the Corporation, which includes oversight of all office activities, subject to the wishes and direction of the President or Board of Directors. This includes oversight of all committees, except as so chaired by another member of the Board of Directors, as set forth in these By-laws.



C. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected; keep all scholarship funds separate from any general funds; have charge of and keep all books and financial records of the Corporation; file the Annual Report(s) and Annual Financial Statements as may be required by law; shall be the second required signature on checks drawn for the Corporation; and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

D. Secretary

The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation 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 provisions of these By-laws; keep a register of the post office address, phone number, and email of each Director and Member which shall be furnished to the Secretary by such Director and Member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

E. Registrar

The Registrar is responsible for all membership registration and team rosters and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

F. Communications Director

The Communication Director is responsible for website, database, and publicity and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

G. Ice Schedule Director

The Ice Schedule Director is responsible for scheduling all ice and officials on behalf of the GBNHC and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 6.5 - Term of Office**

The term of office for each Director shall be staggered. There will be five (5) Directors with two (2) years terms, and the remaining four (4) Directors shall be one (1) year terms. The Directors shall be elected for terms at the annual meetings of the Members, as hereinafter provided, to hold office for the term for which he or she was elected and until his/her successor shall have been elected and qualified.

Directors shall be elected as follows:

- (a) Not later than the date of the March meeting of the Board of Directors in each year, (i) the Nominating Committee shall submit a slate of candidates in accordance with these By-laws (ii) any Regular Member may submit a slate of candidates for all positions to be filled on the Board of Directors in that year provided that the submission of each such proposed candidate is endorsed in writing by Members possessing not less than twenty-five percent (25%) of the total voting rights. No slate of candidates for the Board of Directors shall be submitted after the date of the February Board meeting in each year.
- (b) If there are no nominations other than those of the Nominating Committee, then at the time and place of the April Board meeting, the Chair of the Board or the President shall call for a voice vote of the Directors to formally elect the said slate as Directors of the Corporation.
- (c) If there are nominations other than those of the Nominating Committee, then the Corporation shall give notice to the Members as provided as if the Annual Meeting were a Special Meeting. The vote shall be conducted in accordance with Article V hereof.
- (d) The proposed slate will designate the proposed Office of each candidate. The Board Members' offices will be so designated after seated by the Board of Directors.

### **Section 6.6 – Quorum**

Five members of the Board of Directors shall constitute a quorum for the transaction of business at a duly called meeting of the Board.

### **Section 6.7 - Removal**

Any Director may be removed, with or without cause. However, no person shall be removed from the Board of Directors unless two-thirds (2/3) of the entire Board of Directors votes to remove such person from the Board of Directors.

### **Section 6.8 - Appointment and Vacancies**

Subject to the Board of Directors' approval, the President may nominate any Member to the Board of Directors. Any vacancy occurring in the Board of Directors shall be filled by appointment of the President with approval of the Board of Directors. A director appointed to fill a vacancy shall be appointed until the next annual meeting or until his or her successor is appointed or elected.

### **Section 6.9 - Vacancies**

Any vacancy in any office because of death, resignation or removal may be filled by a majority vote of the Board of Directors for the unexpired portion of the term in question.

### **Section 6.10 - Presumption of Assent**

A director of the GBNHC who is present at a meeting of the Board of Directors at which action on any GBNHC matter is taken shall be conclusively presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting.

### **Section 6.11 – Eligibility and Limitations**

All candidates for the Board of Directors must be Members in good standing. Only one parent/guardian per family shall be allowed to serve on the Board of Directors at any given time.

## **ARTICLE 7**

### **COMMITTEES OF THE BOARD**

#### **Section 7.1 - Purpose**

To assist in the operation of those polices and tasks set forth by the Board of Directors.

#### **Section 7.2 – Operation, Membership, and Eligibility**

In addition to those Standing Committees specifically referenced in Section 7.3 of these By-laws, the Board of Directors has the right to appoint any committee that they feel necessary to carry out the purposes and goals of the Corporation.

All committees, whether Standing, or otherwise, will be chaired by a member of the Board of Directors as so directed by these By-laws or the Board of Directors. Members of the Board may chair multiple committees. The number of members and membership of each committee shall be determined by a majority vote of the Board of Directors and may vary from year to year.

Each committee must present a goal, budget, and plan to the Board of Directors within a reasonable time frame of creation and should meet at least four times per year. Following each meeting a status on their current plans will submitted to the Board, either in writing or orally.

Committee members need not be Directors, but in all cases must be Members in good standing. All committee members are expected to attend and actively participate in all committee meetings and events and to fulfill all duties as assigned by the committee chair.

#### **Section 7.3 - Standing Committees**

##### **A. Rules & Ethics Committee:**

The Rules and Ethics Committee shall advise and oversee the Board of Directors with respect to the conduct of the Members of the GBNHC including, but not limited to, parents, guardians, players, coaches, employees, independent contractors, and agents, with a view toward (i) compliance with the Code of Conduct and all policies adopted by the Board of Directors from time to time, (ii) compliance with the portions of the By-laws and rules and regulations adopted and promulgated by USA Hockey (including SafeSport), AHAI, and SHL that govern the conduct and behavior of players and their family members and coaches, (iii)

preservation and promotion of good sportsmanship by and among all members of the GBNHC, and (iv) preservation and promotion of the goodwill, reputation and moral integrity of the GBNHC. The Rules and Ethics Committee shall investigate any alleged rule violation, misconduct, or any other grievances that shall be brought before it by a coach, a player, a parent, Board member or any other party. Findings and recommendations of The Rules and Ethics Committee shall be submitted, if necessary, to the Board of Directors upon which the Board will act.

B. Nominating Committee:

The nominating committee shall be chaired by the President and consist of the President, Vice President, Treasurer, Secretary, and Registrar only. The nominating committee will compile and forward all nominations to the Board of Directors for approval at the March Board of Directors' meeting. The Secretary shall post a list of the Board of Directors nominations submitted by the nominating committee at least twenty (20) days before the annual meeting in April. Nominations may be made by a petition signed by Members possessing not less than twenty-five (25) percent of the total voting rights, submitting the name or names of Members in good standing for any office. This petition must be submitted to the Secretary at least ten (10) days before the annual meeting. In the event that such petition is submitted to the Secretary, the Secretary shall post in the GBNHC display case located in the Northbrook Park District Sports Complex at least five (5) days before the annual meeting a list of those Members in good standing that have been nominated by petition. The approved slate of candidates and any nominations by petition will be put for election at the annual meeting.

C. Fund Raising Committee:

The Fundraising Committee shall develop, oversee, and implement activities and projects having a primary objective of raising or increasing the funds of the GBNHC. Such activities may include the participation of Members and/or players or others, and the Fundraising Committee shall be empowered and authorized to solicit and direct such participation from Members and/or players. The Fundraising Committee shall seek the prior approval of the Board of Directors for any fundraising activity, particularly if such activity will have an accompanying cost or expense associated with the same.

D. Scholarship Committee:

The Scholarship Committee shall be chaired by the President. The Scholarship Committee shall accept and evaluate all requests for scholarship/financial assistance

based upon the criteria and policy(ies) determined by a majority vote of the Board of Directors.

E. Registration/Equipment Committee:

The Registration/Equipment Committee shall be chaired by the Secretary and/or Registrar and shall be responsible for coordinating player uniform and apparel sizing, ordering, and distribution; for taking inventory during the off-season; for assisting the Registrar with membership registration and team rosters; and for any other duties as determined by the Board of Directors.

F. Finance Committee:

The Finance Committee shall be chaired by the President and include, at minimum, the President and Treasurer. The Finance Committee shall advise and oversee the Board of Directors with respect to the general financial position of the GBNHC, particularly with a view toward long-term planning and financial decisions of the GBNHC. The Finance Committee shall further render advice with respect to and assist in the development and management of the budget in a given year or from year to year.

G. Community Service Committee:

The Community Service Committee shall be responsible for identifying, creating, and implementing opportunities for Members (players and parents) to engage in community service projects that benefit local, regional, or national charities/causes, educational institutions, the Village of Northbrook, and/or other similar entities. The Community Service Committee shall seek the prior approval of the Board of Directors for any community service activity, particularly if such activity will have an accompanying cost or expense associated with the same.

H. Engagement and Publicity Committee:

The Engagement and Publicity Committee shall be responsible for encouraging player participation and attendance at all community social events involving the GBNHC including, but not limited to, the July 4<sup>th</sup> parade and Skate with the Spartans, and for identifying, creating, and implementing opportunities for the GBNHC to favorably remain in the public eye. The Engagement and Publicity Committee shall seek the prior approval of the Board of Directors for any activity,

particularly if such activity will have an accompanying cost or expense associated with the same.

I. Ad-Book Committee:

The Ad-Book Committee shall assist in the publication of the annual Ad-Book by October of each year. This includes the coordination of the Ad-Book drive, obtaining biographical information and pictures of each of the team members and any other information that is likely to enhance the usefulness of the work; coordinating and working with the printing firm to produce the Ad-Book, including editing, proof-reading, and submitting proper layout and formatting as required by the printer in order to print the book and post it on the GBNHC website.

J. Banquet Committee:

The Banquet Committee shall be responsible for planning and organizing the annual GBNHC banquet subject to criteria and budgets set forth by the Board of Directors.

## **ARTICLE 8**

### **DIRECTOR OF HIGH SCHOOL HOCKEY AND OTHER COACHES/STAFF**

#### **Section 8.1 - Director of High School Hockey**

The Corporation shall employ a Director of High School Hockey who shall be responsible for all aspects associated with the on-ice management and on-ice administration of the Corporation. The duties and responsibilities of the Director of High School Hockey shall be determined, from time to time, by the Board of Directors and so designated in the contract of employment. The Director of High School Hockey shall report directly to the President and attend Board of Directors meetings. The Director of High School Hockey shall not be a member of the Board of Directors. The Director of High School Hockey shall not have a vote at any such meeting.

### **Section 8.2 – Coaches/Other Staff**

From time to time, the Corporation shall hire such staff members or coaches either as employees or independent contractors, as appropriate, to perform such tasks necessary to carry out the goals and purposes of the Corporation.

## **ARTICLE 9**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **Section 9.1 - Contracts**

The Board of Directors by a majority vote 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 GBNHC, and such authority may be general or confined to specific instances.

#### **Section 9.2 - Loans**

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution approved by the affirmative vote of at least two-thirds of all members of the Board of Directors. Such authority may be general or confined to specific instances.

#### **Section 9.3 - Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the GBNHC, shall be signed by such officers, agent or agents of the GBNHC and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

#### **Section 9.4 - Deposits**

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



### **Section 9.5 - Audits**

If required by the Illinois Solicitation for Charity Act (225 ILCS 460) or other State or Federal law, it shall be the responsibility of the President of the Board of Directors to select an independent Certified Public Accountant to perform a full audit of the financial books and records of the GBNHC for the last full fiscal year and to submit a report thereon to the Board of Directors no later than the July board meeting of each year. However, nothing shall prevent the President of the Board of Directors from selecting an independent Certified Public Accountant to perform a full annual audit even if not required by law.

### **Section 9.6 - Fiscal Year**

The fiscal year of the Corporation shall be the twelve month period beginning on June 1st and ending on the last day of May of the following year.

### **Section 9.7 – Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE 10**

### **BOOKS AND RECORDS**

#### **Section 10.1 - General**

The Corporation shall keep correct and complete books and records of account and shall also 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 registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Director or Member for any proper purposes at any reasonable time as required by law.

## **ARTICLE 11**

### **METHOD OF PROGRAMMING AND POLICIES**

#### **Section 11.1 - Limitations on Membership and Team Numbers**

The GBNHC will seek to determine prior to the start of each ensuing season, the extent of the limitations which bear on the program. When these limiting factors are known (i.e., participant demand, adult manpower, facility use, resources, etc.) the GBNHC program will be drawn up in such a way as to fulfill a program, however extensive or limited, with the support capabilities available. For the purposes of adequate fulfillment of each team's program, the Director of High School Hockey shall recommend to the GBNHC Board of Directors the number of teams and players at each level. Target team compositions shall be 18-22 players, and deviation from these numbers requires Board of Directors approval.

#### **Section 11.2 - Selection of Teams**

The Director of High School Hockey shall devise a format for competitive tryouts. The High School coaches shall implement the tryouts and shall select the membership for teams based on the results of the tryouts. High School team coaches have sole discretion as to which players are selected for the team they are coaching.

#### **Section 11.3 - Team Managers**

Each team shall have an adult who is recruited for the position of team manager. Such adult shall be responsible for representing that team to the Board of Directors and to the GBNHC and shall take on all duties and responsibilities assigned to him by the Board of Directors and as mutually agreed upon by him/her and the team coach. No Member receiving scholarship/financial assistance can handle team funds.

#### **Section 11.4 - Team Coaches**

The Board of Directors shall devise a process whereby one person shall be selected and appointed to serve as Head Coach for each team and shall assume all related duties, responsibilities and obligations related to the operation, conduct, and programming of that team. Assistant coaches are recruited and appointed by the team head coach, subject to approval by the Board of Directors. Head coaches may not have any relatives on their team. All coaches must abide by the USA Hockey coaching guidelines and complete the appropriate USA Hockey testing/certification, or be subject to removal for failure to do so.

### **Section 11.5 - Team Operations**

Each team, through its adult leadership, is expected to abide by all rules and regulations, policies, and guidelines that may be presented, both legal and moral. The GBNHC supports USA Hockey's Zero Tolerance Policy as set forth in the USA Hockey Rulebook, available on-line.

### **Section 11.6 - Misconduct**

Any officer of the GBNHC, any Member, or any person connected with the GBNHC's program who shall not abide by any of the stated rules, regulations, policies, and guidelines; or who shall engage in any other activity deemed unsuitable, shall be held accountable for any actions before the appropriate bodies as stated within the By-laws, or shall be held accountable before the Rules and Ethics Committee.

### **Section 11.7 - Compensation**

Members of the Board of Directors shall not receive any compensation for their services, provided that nothing herein shall be construed to preclude any Director from serving the GBNHC in any other capacity and receiving compensation therefore, if such service and the proposed compensation shall first be approved by two-thirds (2/3) of the entire Board of Directors.

## **ARTICLE 12**

### **NOTICE AND WAIVER**

#### **Section 12.1 – General**

For avoidance of doubt, unless otherwise prohibited by these By-laws or any other state or federal laws, any notice required to be given hereunder may be delivered via electronic mail to the address on record with the Corporation for each Member or Director.

#### **Section 12.2 – Waiver**

Whenever any notice is required to be given under the provisions of law or these By-laws, or under the provisions of the Articles of Incorporation, 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 13**

#### **INDEMNIFICATION**

Members of the Board of Directors of the GBNHC shall be indemnified for liabilities arising out of their actions on behalf of the GBNHC to the fullest extent permitted by the General Not for Profit Corporation Act of Illinois of 1986, as amended from time to time, or any successor statute. Insurance may be purchased by the GBNHC to protect the directors, officers, employees and agents from such liabilities.

### **ARTICLE 14**

#### **CONFLICT OF INTEREST**

No director, officer, employee, or agent of the GBNHC shall derive any personal profit or gain, directly or indirectly, by reason of his or her position as a director, officer, employee, or agent, or by reason of services rendered to or on behalf of the GBNHC; provided, however, that nothing contained herein shall be construed to prohibit the GBNHC from entering into contracts for services in the ordinary course of its business at a reasonable and competitive fee with such individuals or Corporations, partnerships, or associations of which one or more such individuals are a director, officer, employee, or partner, and which contract terms shall be fully disclosed to the Board of Directors and approved by a majority of disinterested Directors. For purpose of establishing quorum of Directors to approve such contract, the interested Director(s) shall be excluded.

## **ARTICLE 15**

### **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 GBNHC and the words, 'Corporate Seal, Illinois.'

## **ARTICLE 16**

### **AMENDMENTS TO THE BY-LAWS**

#### **Section 16.1 - General**

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by majority vote of the Board of Directors. Any such alteration, amendment, repeal, or adoption is referred to herein as an amendment. Proposed amendments shall be presented at a meeting of the Board of Directors.

#### **Section 16.2 - Vote by Directors**

A proposed amendment will be adopted upon receiving at least two-thirds (2/3) votes of the Board of Directors present and voting at any regular meeting of the Board of Directors or any special meeting where such amendment(s) has been contained in the notice for such meeting.

#### **Section 16.3 - Multiple Amendments**

Any number of amendments may be submitted and voted upon at any one meeting of the Board of Directors.

## **ARTICLE 17**

### **EQUIPMENT**

All players must use any and all equipment required by USA Hockey as stated in the USA Hockey Rule Book, Rule 301-307, as revised by the most current edition thereof available.

## **ARTICLE 18**

### **COMMISSIONS**

Commissions earned by individuals for fund raising in excess of their annual fees will be retained by the GBNHC for distribution in the form of scholarships to players in need of financial assistance. This will not carry over to the following year.