

BY-LAWS OF CRYSTAL LAKE SOUTH HOCKEY CLUB

ARTICLE I NAME AND OFFICES

The name of the corporation shall be Crystal Lake South Hockey Club, (hereinafter referred to as "CLSHC"). 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 also be maintained in the State of Illinois.

ARTICLE II PURPOSES

Section 1. – To provide and conduct ice hockey programs for full time students attending Crystal Lake South High School in Crystal Lake Community Unit School District 155.

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

Section 3. – To provide for a Junior Varsity ice hockey team. Its primary purpose is the development of skills and teaching of theory to each Junior Varsity player with the intention of preparing that player for tryouts to the Varsity team at a future date. Its secondary purpose is to win 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. Its secondary purpose is to further develop the skills of each Varsity player to their 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. CLSHC affiliations will include, Chicago Metropolitan high School Hockey League, Illinois Suburban Hockey League (2), D-155, 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 CLSHC shall be comprised of the parent(s) or legal guardian(s) of each qualified high school ice hockey player. The definition of a qualified high school ice hockey player is a full time student within the first eight semesters of high school at Crystal Lake South High School in Crystal Lake Community Unit District 155.

SECTION 2. VOTING RIGHTS – Each member is entitled to one vote per player(s) upon each matter submitted to vote at a meeting of the members if said member is in good standing with the CLSHC.

SECTION 3. MEMBER STANDING – A member in good standing is one that has signed a member contract or similar agreement on behalf of their player(s) prior to the start of the regular season of

the Chicago Metropolitan Hockey High School League or other sanctioning organization which CLSHC 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 CLSHC member contract or the 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 CLSHC or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof, or (b) by 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 the members entitled to vote, then such consent shall become effective only: (1) if, 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 of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate 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 vote 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 CLSHC or deemed injurious to the character, interest, morals or standing of the CLSHC, or who shall violate the By-Laws or established rules of CLSHC. 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 thirty (30) 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 considered by depositing in the United States Post Office as registered mail (return receipt not required) directed to the member’s last known address. At such meeting, the member shall have the right to be present and to present their defense.

SECTION 6. REINSTATEMENT - Any member or their player(s) who has been suspended or expelled may appeal the decision of the Board of Directors at any regular constituted meeting of the members. The member may also cause the President or the Board of Directors to call a Special Meeting of the members by written request delivered to the President or the Board of Directors. The President or Board of Directors shall cause said Special Meeting of the members to be held not more than forty-five (45) 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 – The annual meeting of the members shall be held each year in the month of September for the purposes of approving the budget and for the transaction of such other business as may come before the meeting.

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

SECTION 3. PLACE OF MEETINGS – The President or Board of Directors may designate any place as the place of meeting for any annual or special meeting. If no designation is made, the place of the meeting shall be the “home” high School of the CLSHC.

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 Seven (7) and not more than forty (40) 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 deposited in the United States mail or emailed, addressed to the member at his or her address as it appears on the records of CLSHC, with postage thereon prepaid. 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 any 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 any time without further notice. 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 by-laws. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 6. PROXIES – Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another member or members to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its date.

SECTION 7. VOTING – Voting on any question or in any election may be by voice or ballot unless otherwise required by these by-laws or the chairperson of the meeting shall order or any member shall demand 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 relating to the validity or result of any vote shall be submitted to the incumbent Board of Directors for a determination and the decision of the majority of the Board present, provided a quorum of the Board is present, shall be binding on all parties.

ARTICLE V ELECTIONS OF DIRECTORS

SECTION 1. NOMINATIONS – See ARTICLE VIII, Section 3, Election Committee.

SECTION 2. ELECTION PROCEDURES – The Board of Directors shall conduct elections in April of each year by secret ballot administered by the Election Committee. The Election Committee will certify the top vote getter as a member of the Board of Directors. In the event of a tie, there shall be a run off election by the Board of Directors

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS – The affairs of CLSHC shall be managed by or under the direction of the Board of Directors.

SECTION 2. SPECIFIC POWERS – The Board of Directors shall determine what is in the best interests of CLSHC and shall have the authority to develop, implement and enforce rules, policies, procedures, incentives and penalties that advance those interests. Furthermore, the Board of Directors shall have the authority to name, at its discretion, one or more President Emeriti or Director Emeriti in recognition of outstanding service to this Association. Emerti shall be non-voting members of this Board of Directors and eligible for all committed appointments by the President.

SECTION 3. NUMBER, TENURE, AND QUALIFICATIONS - The number of Directors of CLSHC shall be five (5) as elected by the members. All candidates for Director must be qualified members in good standing with the CLSHC as defined in ARTICLE III, Section 3 of these By-Laws at the time of election. The Directors shall hold office for one (1) year. The Director's terms shall begin on the first day of May in each year and end on April 30th of each year.

SECTION 4. REGULAR MEETINGS – Regular meetings of the Board of Directors of CLSHC shall be held without other notice than these By-Laws at least once per month in March, April, May, June, July, August and September. 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.

SECTION 5. SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the President or the majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

NOTICE OF SPECIAL MEETINGS – Notice of any special meeting shall be given at least ten (10) days previous thereto by written notice by personal delivery or mail or email 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 to be transacted at, nor the purpose of, any regular scheduled 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 By-Laws.

SECTION 7. QUORUM – A minimum of three (3) Directors constitutes a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than three (3) 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 8. 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, the By-Laws, or the Article of Incorporation. No Director may act by proxy on any matter.

SECTION 9. VOTING – Voting by the Board of Directors shall be via voice vote. Each Director shall have one vote. In the event of a tie, the President shall cast one vote to break the tie.

SECTION 10. VACANCIES – Any vacancy occurring in the Board of Directors shall be filled by appointment of the President and approved by majority vote of the Board of Directors unless the Articles of Incorporation, a statute, or these By-Laws provides 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 unexpired term of his or her predecessor in office.

SECTION 11. 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; whatever in its judgement is in the best interests of CLSHC would be served thereby.

SECTION 12. INFORMAL ACTION BY DIRECTORS – The authority of the Board of Directors may be exercised without a meeting if a consent, in writing, setting for the action taken, is signed by all of the Directors entitled to vote.

ARTICLE VII OFFICERS

SECTION 1. OFFICERS – The officers of CLSHC shall be a President, Vice President, Treasurer, and Secretary and such other officers as may be elected or appointed by 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. The same person may hold any two offices.

SECTION 2. ELECTION AND TERM OF OFFICE – The President of CLSHC shall be elected annually by the members of the Board of Directors. All other Officers shall be elected by the Board of Directors at the first meeting of the Board after the Annual Meeting or as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Their term shall begin on the first day of May in each year and end on the last day of April in each year. Any Officer who is not also a duly elected or appointed Director shall also be a non-voting member of the Board of Directors and eligible for all committee appointments by the President. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL – Any officer elected or appointed by the Board of Directors may be removed by majority vote of the Board of Directors and the President elected by the members may be removed by majority vote of the members whenever in their judgement, the best interests of CLSHC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT – The President shall be the principal executive officer of CLSHC. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of CLSHC; 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 the Board of Directors. He or she shall serve as the 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 CLSHC or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, he or she may execute in conjunction with the Secretary or the proper officer of CLSHC thereunto authorized by the Board of Directors, and 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 CLSHC at all affiliated sanctioning organizations described in Article II, Section 5, and shall be authorized to vote at all sanctioning organizational meetings on behalf of CLSHC. The President may appoint up to two at large non-voting members of the board. These appointments will run concurrent terms with the elected board. The purpose of two at large non-voting members shall be to ensure representation on the board by all participating CLSHC teams.

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 or 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 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 and custody of and be responsible for funds and securities of CLSHC; receive monies and provide for amounts due and payable to CLSHC from any source whatsoever; deposit all such monies in the name of CLSHC in such banks, trust companies and other insured depositories as shall be selected in accordance with these By-Laws; have charge of and be responsible for the disbursement of all funds; and (b) have charge of and be responsible for the maintenance of adequate books of account for CLSHC; prepare a current financial statement at the request of the Finance Committee or Board of Directors; and (c) perform all the duties incident to the Office of Treasurer and such other duties from time to time that may be assigned to him by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the rightful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine; (d) provide an Audit Committee, made up of the President of CLSHC and two elected Board members, appointed by the President, with current bank statements quarterly. The treasurer shall purchase crime insurance and pay the bill for said insurance. Payment of crime insurance bill is to be verified by Secretary of CLSHC. The audit committee, consisting of the President of CLSHC and two (2) elected board members, appointed by the President, requires the Treasurer to submit copies of: monthly CLSHC bank statements, bank account reconciliation report and the check register report for the period covered. The audit committee will perform this review monthly.

SECTION 7. SECRETARY – The Secretary shall: (a) keep the minutes of the members and Board of 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 By-Laws or as required by law; (c) be the custodian of the corporate records and of the seal of the corporation; (d) perform all duties incidental 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. Secretary shall verify that Treasurer has paid D & O insurance and crime insurance bill (e) be responsible for the validation of ballots and the President shall have the validation confirmed by a Board member not seeking re-election.

SECTION 8. REGISTRAR – The Registrar shall: (a) be responsible for the registration of teams, players, coaches and managers as directed by these By-Laws and all affiliated sanctioning organizations or other associations, leagues, or tournaments that CLSHC may be participating from time to time; (b) perform all duties incidental to the Office of Registrar and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

ARTICLE VIII COMMITTEES AND ADVISORY BOARDS

SECTION 1. COMMITTEES – The President or the Board of Directors, by resolution adopted by a majority of directors; may designate Committees each of which will consist of two (2) or more Directors and such other persons, 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 of the Board of Directors, by resolution adopted by a majority of Directors, may designate Advisory Boards each of which will consist of two (2) or more persons, provided that a majority of each Advisory Board’s membership are also members of CLSHC. Advisory Board’s may not act on behalf of the corporation or bind it to any actions but will make recommendations to the Board of Directors or to the Officers of CLSHC.

SECTION 3. ELECTION COMMITTEE – The Secretary of the Board of Directors shall serve as the Election Committee Chairman. Two other members of the organization appointed by the Board of Directors shall serve on the Election Committee. Candidates wishing to fill a position on the Board of

Directors must submit a resume of qualifications and a petition in writing to the Election Committee. This petition and resume must be submitted 15 days prior to the election date set by the Board of Directors.

SECTION 4. FINANCE ADVISORY BOARD – The President shall appoint to the Finance Advisory Board two (2) or more persons, provided that a majority of the Finance Advisory Board’s membership are also members of CLSHC. The Finance Advisory Board may not act on behalf of the corporation or bind it to any actions but will make recommendations to the Board of Directors or to the Officers of CLSHC. The Finance Advisory Board will have the authority to adjust member fee’s as they deem necessary.

SECTION 5. CHAIRMAN - One member of each Committee or Advisory Board shall be appointed Chairman.

SECTION 6. 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 7. QUORUM – Unless otherwise 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 8. RULES – Each Committee or Advisory Board may adopt rules for its own government not inconsistent with these By-Laws or with the rules provided for in the formation of said Committee or Advisory Board.

SECTION 9. INFORMATION ACTION – The authority of a Committee or Advisory Board may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

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

SECTION 4. DEPOSITS – All funds of CLSHC shall be deposited from time to time to the credit of CLSHC 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 CLSHC, any contribution, gift, bequest, or device for the general purposes of 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 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 principal office a record giving the names and addresses of the members 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 CLSHC unless otherwise required by law.

SECTION 2. CORPORATE SEAL – The corporate seal shall have inscribed thereon the name “Crystal Lake South 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 of effect, or change the construction thereof. The use of the corporate seal is not mandatory.

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

**ARTICLE XI
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Article of Incorporation of the By-Laws of CLSHC, a waiver thereof in writing, signed by the 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 the proper notice was not given.

**ARTICLE XII
DISPUTES**

SECTION 1. DISPUTES – Each controversy, question or dispute (“Dispute”) regarding or having an impact on CLSHC or Crystal Lake South High School ice hockey players, except those matters pertaining to playing rules specifically provided elsewhere within CLSHC or affiliated sanctioning organization or league which CLSHC may be participating with from time to time, shall be resolved solely through the By-Laws and/or Rules and Regulations of USA Hockey Dispute Resolution Procedures (“Dispute Resolution Procedures”).

As a not-for-profit organization whose vital services are provided by volunteer efforts, CLSHC has established the Dispute Resolution Procedures 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 the By-Laws to provide an administrative procedure that is a full and complete substitute for any arbitration or court proceedings. Each person and entity within the jurisdiction of CLSHC, 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 CLSHC or an CLSHC program, and completely forgoes any resource through arbitration or a court of law or equity regarding the matters expressly or implicitly covered by the Dispute Resolution Procedures.

A waiver or failure to exercise or participate in any Dispute Resolution Procedure 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 resorting 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 CLSHC 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 access 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 By-Laws or in CLSHC's Rules and Regulations, and without altering the prohibition against such recourse stated above, each person and entity within the jurisdiction of CLSHC, 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 CLSHC, shall pay for any fees, expenses and other costs of CLSHC 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 By-Laws or in CLSHC's Rules and Regulations, and without altering the prohibition against such recourse stated above, in the event of recourse to the courts of any jurisdiction on any matter and for any reason, the following principals shall prevail:

- a. The constructions, interpretations, rulings, procedures, decisions and opinions of CLSHC, including their directors, officers and duly authorized personnel, shall be deferred to as being the product of their experiences and judgmental expertise in amateur hockey and in the administration thereof; and,
- b. If there is any rational basis for the decision of CLSHC, such decision shall be upheld, and the only question shall be, did CLSHC 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 CLSHC and,
- c. Only the evidence and theories explicitly presented to CLSHC for consideration prior to the rendering of their decision may later be presented or considered in court; and,
- d. The burden of proof shall be on the party attempting to have any decision of action of CLSHC 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,
- e. Each party not successful in overturning in its entirety a procedure, ruling or other decision of CLSHC, shall pay for any fees, expenses and other costs of CLSHC 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).

SECTION 4. CLSHC AND CLSHC BOARD MEMBERS – In the event that a controversy, question or dispute regarding or having an impact on amateur hockey or amateur hockey players arises which involves CLSHC or any of CLSHC’s Board Members as a party, the dispute shall be resolved solely through the administrative procedures established in the By-Laws or Rules and Regulations of USA Hockey (Resolutions of Disputes, Arbitration and Suspensions) or through an independent professional mediation or arbitration service. It is the purpose of the By-Laws to provide for any administrative procedure that is full and complete substitute for any court proceeding involving controversies, questions or disputes involving CLSHC or any of the CLSHC board members. Each person and entity within the jurisdiction of CLSHC (including each member, player, coach, official, referee, parent, guardian, agent or other person, and each affiliate member, league, team, club sponsor, facility or other group or organization) agrees to abide by this dispute resolution procedure by virtue of their membership, affiliation or participation at any time in CLSHC or an CLSHC program, and completely foregoes any recourse to a court of law or equity regarding the matters expressly or implicitly covered by the dispute resolution procedure.

The failure to follow and abide by the dispute resolution procedures may subject the person or entity and any person or entity representing, participating with or aiding such person or entity to the following:

- a. Liability for any and all expenses and costs, direct and indirect, and including reasonable court costs and attorney’s fees and the value in volunteer time incurred by CLSHC or any CLSHC board member; and,
- b. Immediate suspension and/or disqualification for membership and forfeiture of the rights to participate in CLSHC, AHAI and USA Hockey functions or their sanctioned events.

ARTICLE XIII NOT-FOR-PROFIT AND DISTRIBUTION OF ASSETS

CLSHC is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, receiving and maintaining a fund or funds of real or personal property, or both and subject to the restrictions and limitations hereinafter set forth, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

No part of the earnings of CLSHC shall inure to the benefit of, or be distributed to its Members, Directors, Officers, Agents or other private persons, except that CLSHC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of its purposes. Notwithstanding any other provisions of the Articles of Incorporation and these By-Laws, CLSHC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event of dissolution, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of CLSHC or make adequate provisions therefor. All remaining assets shall be distributed to, one or more organizations engaged in activities substantially similar to those of CLSHC and exempt within the meaning of exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state of local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of DuPage County, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV INDEMNIFICATION

To the fullest extent permitted by law, CLSHC shall indemnify and advance and pay indemnification expenses to its Directors, Officers, Employees and Agents and to any person who is or was serving at the request of CLSHC as a Director, Officer, Employee, or Agent of an affiliated sanctioning organization, corporation or other enterprise, 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.

**ARTICLE XV
AMENDMENTS**

The power to alter, amend, or repeal these By-Laws or adopt new By-Laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or these By-Laws. 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.