

Mid-American Collegiate Hockey Association BY-LAWS

ARTICLE I - NAME AND AFFILIATION

The name of this corporation shall be the Mid American Collegiate Hockey Association, (referred to hereinafter as the "MACHA"). The MACHA shall be affiliated with the American Collegiate Hockey Association, and with USA Hockey, Inc.

ARTICLE II - OFFICES

2.1 - The principal office of the corporation shall be in the State of Illinois.

2.2 - The registered office of the corporation required by the General Not-For-Profit Corporation Act to be maintained in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE III - PURPOSE

3.1 - To develop, encourage and coordinate the game of ice hockey as a competitive sport, for the benefit of, and exclusively for, eligible and enrolled college students of the affiliate Clubs.

3.2 - To develop, encourage and coordinate support activities, functions and events on behalf of the MACHA.

3.3 - To develop and encourage good sportsmanship and fair play in individuals as well as Member Club competition and endeavors.

3.4 - To develop and encourage individual skills as well as team play. The MACHA shall not discriminate on the basis of gender, race, creed or ethnic origin.

3.5 - To encourage academic and athletic excellence in all Member Clubs student athletes. To follow Rules and By-Laws as set forth by the American Collegiate Hockey Association, and, where applicable, the NCAA Ice Hockey Rule Book.

3.6 - To affiliate with USA Hockey, Inc. and provide for the registration of all player with USA Hockey, Inc.

3.7 - To secure financial assistance and to receive gifts/donations from any source to be used solely for said purposes.

ARTICLE IV - MEMBERS

4.1 - Annual Meeting. The annual meeting of the membership shall be held no later than June 30th, for the transaction of such business as may come before the meeting.

4.2 - Special Meetings. Special meeting of the membership may be called by the President, or a majority of the Board of Directors.

4.3 - Notice of Meetings. Written or printed notice stating the place, day, time and agenda of the annual meeting and shall be delivered no less than 5 days before the date of the meeting. In the case of the special meeting, notice shall be delivered no less than 3 days before the date of the meeting to each member family entitled to vote at such meeting. Notice shall be by telephonic message or if by US mail, delivered to the address of the member family as it appears on the records held by the Secretary.

4.4 - Membership A Member Club shall be a member automatically for the year beginning July 1st. and ending June 30th. The Board of Directors may extend a non-voting associate membership to Probationary Clubs as it deems fit.

4.5 - Voting. Each Member Club shall be entitled to one vote. Voting will be limited to a designated person within each Member Club. Voting on any question shall be via voice, or written ballot. All votes shall be recorded by the Secretary. Any questions or dispute relating to the validity or result of any vote shall be submitted to the 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. The Board of Directors by majority action, may restrict voting on issues relative solely to on-ice related issues to those Member Clubs related issues to those Member Clubs.

4.6 - Quorum. Members holding one-tenth of the votes entitled to be case represented in person shall constitute a quorum. Failure of a quorum to attend shall require a continuance in office of the directors last elected until the next annual meeting of the membership.

4.7 - Proxy. No member shall act by proxy on any matter.

4.8 - Inspectors. At any meeting of the membership the President or presiding officer of the meeting, may or upon the request of the members, shall appoint one or more persons as inspectors for such meeting, unless an inspector or inspectors have be previously appointed for such meeting provided by these by-laws. Such inspectors shall ascertain and report the number of votes represented at the meeting; count votes and report the results; and do such other acts to insure proper conduct for the election and voting with impartiality and fairness to all members.

4.9 - Waiver of Notice. Whenever any notice whatever is required to be given under the by-laws, 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 giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE V - DIRECTORS

5.1 - General Powers. The business and affairs of the corporation shall be managed by the Board of Directors.

5.2 - Specific Powers. The Board of Directors shall determine what is in the best interest of the participants and shall have the authority to develop, implement, and enforce rules, policies, procedure, incentives and penalties that advance those interests. The Board of Directors shall have the authority to review applications for entry into the league of teams with intention to do so and interview and recommend to the membership for their approval. The Board of Directors shall have the authority to suspend or restrict the activity of any Member Club, acting on behalf of the corporation, pending a hearing and final determination by the membership.

5.3 - Number, Qualification, Term. The Board of Directors shall consist of at least seven (7) and no more than eleven (11) persons. Anyone may become a director who is nominated and elected to the board as hereinafter provided. The term of the initial directors shall be determined by blind draw; Three Directors shall serve a three-year term. Four Directors shall serve a two-year term. Terms of office for directors shall expire at the annual meeting. All terms will commence at the first annual meeting of 2006.

5.4 - Election of Directors. New members to the Board of Directors shall be selected from nominations at the annual meeting of the membership and nominees receiving the most votes of the membership present shall prevail. Where multiple votes are cast for one nominee on a single ballot, only one (1) vote will be counted for that nominee. Where there is a tie vote, the nominee who gains a majority in a run off of only the tied nominees shall be elected. Where a tie cannot be broken by repeated vote of the membership, the Board of Directors will appoint the director.

5.5 - Meeting. The Board of Directors shall meet with the exact date, place and time of each meeting to be designated by the President. Special meetings of the Board of Directors may be called by the President or by a

majority of the Board of Directors. In the case of special meetings call be the majority of the Board of Directors, such majority of the board may set the date, place and time of such special meetings as may be called by them.

5.6 - Notice. At least three days notice, sent by US mail, electronic mail, or by telephonic message (FAX), shall be given of all meetings both regular and special. Any director may waive notice of any meeting. The attendance of any director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

5.7 - Quorum. A majority of the Board of Directors then in office shall constitute a quorum thereof.

5.8 - Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws. A director can vote in all matters that the director is present for unless excluded by these by-laws.

5.9 - Proxies. No director may act by proxy on any matter.

5.10 - Tenure & Vacancies. Each director shall hold office for a three or two year term or until his death, resignation, removal, or other inability to act. A director may serve for as many terms as he/she is elected to serve. If a vacancy occurred in the office of a director, it will be filled by appointment through a majority vote of the Board of Directors for the unexpired portion of the term. A director may resign at any time by written notice delivered to the Board of Directors, the President or Secretary. A resignation is effective when notice is delivered and is accepted by motion of the Board of Directors unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

5.11 - Powers, Grievances. The Board of Directors shall decide any grievance filed with the President by any parent, player, coach, manager, team or official.

5.12 - Ex-officio Members. The Board of Directors may, at its discretion, appoint ex-officio members to the Board of Directors for the purpose of receiving advice and counsel from such ex-officio members; however, ex-officio members will not vote as members of the Board of Directors nor shall they be assigned duties or responsibilities without their express approval and consent.

5.13 - Compensation. Directors, as such shall not receive any salaries or other compensation for their services; but nothing herein contained shall be construed to preclude any director from serving the corporation any other capacity and receiving compensation therefor, provided, any compensation so paid shall be with the written approval of the majority of the board, exclusive of said director.

5.14 - Informal Actions. Any action required by law to be taken of directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the actions there taken, shall be signed by all of the directors.

5.15 - Committees. The Board of Directors may create one or more committees and appoint directors or other such other persons as the board designates to serve on the committee or committees. Each committee shall have one or more directors, and all committees shall serve at the pleasure of the board.

Unless the appointment by the board requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the by-laws or action by the Board of Directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

5.16 - Attendance. A board member who fails to attend three (3) regular and/or special meetings, in a fiscal year, of the Board of Directors without special circumstances noted and accepted in the minutes of the board shall forfeit the remainder of this term of office.

5.17 - Votes. All directors shall be entitled to one vote. In all voice or public votes the President or presiding officer of a meeting may only vote in case of a tie. The President or presiding officer of meeting may vote in all secret ballots. The President or presiding officer shall act as teller for secret ballots unless another person is appointed by motion of the directors.

5.18 - Executive Sessions. The Board of Directors can conduct business and act in confidential or executive sessions where it deems appropriate for the good of the association or individuals so involved.

5.19 - Removal of Directors. A director may be removed with cause. Cause may include but not limited to; (1) the director is engaged in fraudulent or dishonest conduct or has grossly abused his or her position to the detriment of the association, and (2) removal is in the best interest of the association. A director may be removed by (1) a majority plus two votes of the directors then in office and present at a meeting at which a quorum is present. Or, (2) a meeting of the membership entitled to vote where written notice of such meeting is delivered to all members entitled to vote on removal of directors. Such notice shall state the purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such a meeting. A director may be removed by the affirmative vote of two-thirds to the membership.

5.20 - Conflict of Interest. A director shall withdraw from matters and votes where that director is a direct or indirect party to the matter before the board. A direct party includes the director's personal gain in the matter or a matter directly involving the director's child. An indirect party in the matter involves the director's spouse, parents, or entity in which the director has a direct personal interest, or of which the director is a director or general partner.

ARTICLE VI - OFFICERS

6.1 - Officers. The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provision of this article. The Board of Directors may elect or appoint such other officer as it may deem desirable, such officers to have the authority to perform the duties described from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the office of President and vice-president.

6.2 - Election and Term of Office. All officers shall be appointed by the Board of Directors and shall serve for a term of one year or until successors shall be appointed. All officers may succeed themselves in office. The President and Vice President shall be elected from among the members of the Board of Directors.

6.3 - Removal. Any officer elected or appointed by the Board of Directors may be removed whenever in its judgment the best interest of the corporation would be served thereby.

6.4 - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

6.5 - President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control the business and affairs of the corporation. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He/she may represent the corporation in an local, state or national meeting.

6.6 - Vice President. In the absence of the President or in event of his/her inability or refusal to act, the vice-president shall perform the duties of the President, and when so acting shall hold all the powers of and be subject to all the restrictions upon the President. The vice-president shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

6.7 - 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 moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these by-laws; at least once a year, as the Board may designate, the Treasurer shall give a full and complete financial report of the corporation and, in

general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

6.8 - Secretary. The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are dully given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records, the execution of which on behalf of the corporation is duly authorized in accordance with the provision of these by-laws; keep a register of the post office address of each member of the Board of Directors; Shall ascertain unless a Registrar is appointed by the board, that all individual players, coaches, managers, teams, and leagues are properly registered with the corporation and maintain a register thereof; and, in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE VII - FINANCES

7.1 - Disbursements. The Board of Directors may authorize disbursement to pay such expenses as it shall consider to be reasonable and necessary for the operation of the corporation and for the solicitation and maintenance of funds of the corporation. The Treasurer may, unless prohibited by resolution of the Board of Directors, execute checks on behalf of the corporation in an amount not to exceed \$100.00 for any check, for any routine operation expense of the corporation, but each such check shall be countersigned by the President or another appointed board member. No checks may be countersigned by spouses.

7.2 - Prohibition on Gifts. No gift or loan shall ever be made directly or indirectly for the benefit of any of the officers or directors of the corporation or for any individual member of any participating organization.

7.3 - Agents. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

7.4 - Signature of Checks and Notes. All checks, drafts or orders for the payment of moneys, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner shall from time to time be determined by resolution of the Board of Directors, such instrument shall be signed by the Treasurer and counter-signed by the President of the corporation or another appointed board member.

7.5 - Depositories. All funds of the corporation shall be deposited from time to time to the credit of the corporation at such banks, trust companies or other depositories as the Board of Directors may select.

7.6 - Receipt of Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the purposes or for any specific purpose of the corporation.

7.7 - Termination of Corporation. In the event of the termination of the existence of the corporation. The corporate assets shall be distributed as provided in the Articles of Incorporation or the Articles of Amendment of the Articles of Incorporation. In no event shall any funds remaining in the treasury be paid to any officers or directors of the corporation any individual members of any participating organizations.

ARTICLE VIII - BOOKS & RECORDS

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 office or principal office a record giving the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected with a written request, in the presence of the custodian of records, by any member entitled to vote, or that member's agent or attorney, for any proper purpose and at any reasonable time.

ARTICLE IX - FISCAL YEAR

The fiscal year of the corporation shall end on the last day of June in each year.

ARTICLE X - CORPORATE SEAL

The corporation shall have a corporate seal cast and held by the Secretary of the Board of Directors. The Secretary or his/her assigns shall affix the seal on all documents where applicable.

ARTICLE XI - EXONERATION OF PERSONAL LIABILITY

11.1 Each person who acts as a Director or employee of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director or employee of the Corporation except on matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct, and accept any sum paid for the Corporation in settlement of any action, suit or proceeding based on willful misconduct on the performance of his duties.

11.2 The right of indemnification provided herein shall inure to each Director and employee referred to in (a) whether or not he is such Director or employee at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

ARTICLE XII - WAIVER OF NOTICE

Whenever any notices required to be given under the provisions of the Illinois-Not-For Profit Corporation Act or under the provisions of the Articles of Incorporation or by the By-laws of the corporation, 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 XIII - AMENDMENTS TO THE BY-LAWS

13.1 - Proposals. Any member may propose amendments to these by-laws by submitting the same in writing to the President and to the Secretary and such will be considered and approved or disapproved at the next meeting of the Board of Directors.

13.2 - Meetings. Proposed by-law amendments may be considered and voted upon by the Board of Directors at either a regular or special meeting; however, the notice of such meeting, whether regular or special, shall notify each director of the proposed amendment.

13.3 - Action. Amendments may be approved by a majority of the directors present and voting at a meeting at which a quorum is present, and if so approved, shall be adopted and if so disapproved, shall be rejected.

Adopted On: _____

President: _____

Secretary: _____