



# BYLAWS

## Hilliard High School Hockey Club, INC

### *ARTICLE I ORGANIZATION*

- 1.1 This Corporation, known as Hilliard High School Hockey Club, Inc., shall be governed by its Articles of Incorporation filed with the State of Ohio and by these bylaws.
- 1.2 Hilliard High School Hockey Club is an Ohio non-profit corporation, with members. Hilliard High School Hockey Club is organized and shall be operated exclusively as an exempt organization under the provisions of Section 501(c) (3) of the Internal Revenue Code to qualify as a non-profit, tax exempt organization for the purpose of promoting amateur sports competition in ice hockey and to support and develop amateur athletes for such competition, and shall abide by all of the provisions of said Section 501 (c) (3) and its regulations.
- 1.3 Hilliard High School Hockey Club completes prescribed filings with the Ohio Secretary of State and the Ohio Attorney General.

### *ARTICLE II OFFICES*

- 2.1 **Principal Office:** Hilliard High School Hockey Club, in the state of Ohio shall be located at 6173 Lloret Ct. Columbus, Ohio 43228. Hilliard High School Hockey Club may have such other offices, either within or outside of the Franklin County, Ohio as the Board of Directors may designate, or as the business of the corporation may require from time to time.
- 2.2 **Registered Office:** The registered office of Hilliard High School Hockey Club 6173 Lloret Ct. Columbus, Ohio 43228 required to be maintained in the State of Ohio, may be, but need not be, identical with the principal office in the State of Ohio. The address of the registered office may be changed from time to time by the Board of Directors.

### *ARTICLE III PHILOSOPHY*



The **Philosophy** of Hilliard High School Hockey Club states: Hilliard High School Hockey Club offers opportunity for boys and girls to participate in competitive ice hockey programs. In addition to individual and team skill development, Hilliard High School Hockey Club seeks to foster the development of the “whole child” including life skills as sportsmanship, mutual respect, integrity, responsibility, teamwork and friendship. Our philosophy is re-enforced by our Mission, Vision, and Core Values Statements.

#### **ARTICLE IV MEMBERSHIP**

- 4.1 **Membership:** Membership in Hilliard High School Hockey Club shall be open to parents or guardians of players enrolled in any of the youth hockey programs of Hilliard High School Hockey Club and who are otherwise current with all dues, rules and regulations of the corporation. Members shall be admitted to membership of Hilliard High School Hockey Club at such times as an application for membership is accepted by the Board of Directors, enrollment is finalized, liability waiver complete and the membership fee, if any, as may be established by the Board of Directors, is paid. Members may include, at the Board’s discretion, coaches, sponsors, and individuals that contribute their time to youth hockey programs. All membership will be subject to annual review and approval by the Board pursuant to section 4.2

No person shall be excluded from membership of Hilliard High School Hockey Club because of age, race, nationality, color, gender, sexual orientation, or religious belief.

All membership, except those of the officers of Hilliard High School Hockey Club, shall terminate 1 year from the date of signing the HSHC Payment Contract and shall be subject to renewal at the beginning of the next hockey season.

- 4.2 **Termination of Membership:** Any member who is found by the Board of Directors to be not in good standing shall have his or her membership terminated upon a quorum majority vote by the Board of Directors. The term “not in good standing” shall include, but is not limited to:
- a. One who fails to adhere to the bylaws of Hilliard High School Hockey Club.
  - b. One who fails to adhere to the Hilliard High School Hockey Club Code of Conduct.
  - c. One who fails to make scheduled payments when due.



- d. One who is determined to be a detriment to the objectives, purposes, goals or philosophy of Hilliard High School Hockey Club.
- e. One whose conduct is unbecoming a member of Hilliard High School Hockey Club or whose removal would be in the best interest of the organization or the overall welfare of the player members of Hilliard High School Hockey Club.
- f. Any person convicted of any crime against a child; any person convicted of a sexual crime against any person; any person who has lost their coaching certification or has been banned from participation or presence at any youth sporting event by any governing body for youth sports in Ohio or any other state.

Fourteen (14) Days prior to any vote by the Board, the member in question must be given notice in writing of the intent to terminate membership. In addition, the member has the right to be heard at a regularly scheduled board meeting.

Reinstatement of any members who have been previously terminated requires a quorum vote of the Board of Directors.

#### *ARTICLE V MEMBERSHIP MEETINGS*

**5.1 Bi-Annual Meetings:** The Bi-Annual Meetings of the membership of Hilliard High School Hockey Club will be held in September and April of each year or at such other date as may be designated by the Board of Directors. The April Annual Meeting will be held for the election of the board of directors whose terms are about to expire, to fill vacancies on the Board, if any, and to transact any other lawful business that may come before the meeting.

At each Bi-Annual Meeting the Board of Directors shall submit to the Membership a summary report of the Corporation's business activities during the preceding period and the general financial condition of the Corporation.

If the election of directors shall not be held on the date designated for the April Annual Meeting of the Membership, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as may be reasonable. This special meeting shall be no later than 2 weeks after the April Annual Meeting.

At the September meeting, the Board of Directors will welcome all new members and in addition to the requirements above will present facts and perceptions for



the coming year to all membership. This meeting will be considered a Welcome Meeting to the new season and all new teams, associated with the club, that have just been formed.

- 5.2 **Special Meetings:** Special meetings of the members, for any purpose or purposes, may be called by the Board of Directors, and shall be called at the request of 20% of the members. The purpose of any special meeting shall be stated in the notice of meeting.
- 5.3 **Notice of Meetings:** Notice of any meetings, annual or special, shall specify the time, date, place and purpose of the meeting and shall be delivered, either posted in a conspicuous place or mailed or e-mailed to the members at least ten days prior to the meeting date. Conspicuous places may include, but not limited to, posting at the ice hockey rink, newspaper announcement or the Hilliard High School Hockey Club Website.
- 5.4 **Quorum and Elections of Board of Directors:** A quorum shall consist of those voting members present at any bi-annual or special meeting; and a simple majority vote of those members eligible to vote and present shall prevail. One Parent Member, in good standing, per family shall be entitled to vote on issues of Hilliard High School Hockey Club business. Families with more than one player shall be entitled the same number of votes as they have players. All private voting results will be counted by the Treasurer - unless the position of Treasurer is part of the vote, then the Board should select three Trustees to count votes.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

- 6.1 **General Powers:** The business affairs of Hilliard High School Hockey Club shall be managed by the Board of Directors.
- 6.2 **Performance of Duties:** A Director of Hilliard High School Hockey Club shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interest of Hilliard High School Hockey Club, and with such judgment as an ordinarily prudent person in a similar position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 6.2. A Director shall not be considered to be acting in good faith if he or she has



knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a Director of Hilliard High School Hockey Club. Those persons and groups on whose information, opinions, reports and statements a director is entitled to rely upon are:

- a. One or more officers, employees, or consultants of Hilliard High School Hockey Club when the director reasonably believes to be reliable and competent in the matter presented;
- b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or
- c. A committee of the board upon which he or she does not serve, duly designated in accordance with the provisions of the Bylaws, as to matters within its designated authority, which the director reasonably believes merits confidence.

**6.3 Qualifications:** Directors shall be either Members, but not registered players, or individuals with expertise or a background in amateur ice hockey competition or another area beneficial to the programs of Hilliard High School Hockey Club. Directors shall have at least 1 year of experience with Hilliard High School Hockey Club prior to being qualified to fill the role.

**6.4 Nominations and Election:** During the months of February and March, a nomination committee consisting of two directors, and at the most, three parent members will accept applications from interested members to serve on the Board of Directors. The nomination committee will review and verify the applications and will make recommendations to the Board of Directors. By March 30<sup>th</sup> of each year, a ballot will be developed and posted for all members to view. In addition, voting will take place in person at the Annual Meeting in April or earlier if needed.

New officers will commence the duties of their responsibility at the conclusion of the Annual Meeting in April, or at the special meeting scheduled by the Board if voting did not occur at the April Annual Meeting.

**6.5 Number and Tenure:** The number of Directors of Hilliard High School Hockey Club shall initially be four (4), and thereafter as determined by the Board of Directors. The Director shall serve for a period of one year or otherwise determined by the Board of Directors.

The Directors of Hilliard High School Club Hockey shall consist of a President, Vice President, Secretary and Treasurer.



**Compensation:** Directors shall not be entitled to receive compensation from Hilliard High School Hockey Club, but may receive reimbursement for reasonable and necessary expenses as the Board of Directors may determine. A Director of Hilliard High School Hockey Club may receive reimbursement or compensation for services as deemed appropriate from the Board of Directors. Any such reimbursement or compensation and the services for such payment, must be made known to all members in meeting minutes.

6.7 **Vacancies:** Vacancies on the Board of Directors must be filled for the unexpired term of the predecessor in office by quorum vote of the remaining directors at any meeting of the Board of Directors. A vacancy created by an increase in the number of the Directors may be filled for a term of office continuing only until the next election of Directors. All vacancies must be filled within 4 weeks of the position being vacant.

6:8 **Resignations:** Any Director of Hilliard High School Hockey Club may resign at any time by giving written notice to the President or the Secretary. The resignation of any director shall take effect upon receipt of notice thereof or at such later times as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.9 **Removal:** Directors elected by voting members may be removed with or without cause by the quorum majority vote of all the members in good standing at a meeting called for the purpose of removing the Director. Directors may be removed with or without cause by the quorum vote of the Board of Directors and the Board of Trustees, at a meeting called for the purpose of removing the Director. The meeting notice shall state that the purpose of the meeting is for the removal of the Director.

Prior to any vote by the Board, the Director in question must be given notice in writing of the intent to terminate membership. In addition, the director has the right to be heard at a regularly scheduled board meeting.

#### 6.10 **Director Duties**

**President Duties:**

- (a) Shall be the chief executive officer of Hilliard High School Hockey Club and shall have general and active control of its affairs and business and general supervision of the officers.
- (b) Shall have the authority to sign, with the Secretary or any other proper officer, all contracts and other instruments on behalf of Hilliard High



School Hockey Club, except as the authority may be restricted by resolutions of the Board of Directors adapted from time to time.

- (c) Shall preside at all meetings of the Members and the Board of Directors, and may have any other powers and duties as may be conferred by the Board of Directors.
- (d) Coordinate the representation of Hilliard High School Hockey Club with regard to meetings of the GCHSCHL, USA Hockey, MOBHL, and other hockey organizations.
- (e) Be an ex-officio member of all committees with the right to debate and vote.
- (g) Appoint chairpersons and members of Standing and Special Committees with the approval of the majority of the Board of Directors.
- (h) Shall carry out the objectives of Hilliard High School Hockey Club.
- (i) Oversee Legal and Risk Management.
- (j) Oversee Coaching.

**Vice President Duties:**

- (a) Assist the President in carrying out the objectives of Hilliard High School Hockey Club.
- (b) In the absence of the President or his or her inability to act, the duties and powers of the office of President shall be performed and executed by the Vice President.
- (c) Shall serve as registrar (unless another member of the board of directors or general member is appointed as registrar). Shall maintain updated membership records. Shall supervise the registration of teams, coaches, and players with USA Hockey, GCHSCHL, or MOBHL. Oversee player eligibility.
- (d) Shall serve as liaison to team managers.
- (e) Oversee the Scheduling.
- (f) Oversee the Team Managers, and the volunteers that report through these Managers on the Operations Management Committee.
- (g) Oversee the Hospitality Committee.

**Secretary Duties:**

- (a) Shall keep and disseminate the minutes and act as secretary of all meetings of the Members and of the Board of Directors.
- (b) Shall be the custodian of the Hilliard High School Hockey Club records.
- (c) Shall see that all notices are duly given in accordance with these Bylaws.
- (d) Shall perform all duties usually incident to the office of Secretary, those duties specified in these Bylaws, and other duties that may from time to time be assigned by the Board of Directors.



- (e) Shall assist the Board of Directors in carrying out the objectives of Hilliard High School Hockey Club.
- (f) Oversee the Team Secretaries.
- (g) Oversee Public Relations (PR) Committee.

**Treasurer Duties:** The Board of Directors may decide to outsource any or all of the duties of the Treasurer as deemed necessary.

- (a) Shall receive all membership registration fees and all other monies due and owing to Hilliard High School Hockey Club.
- (b) Shall provide data to bookkeeper in a timely manner as deemed necessary, or provide bookkeeper services themselves.
- (c) Shall prepare and maintain true and correct financial reports and records of Hilliard High School Hockey Club assets and liabilities and have it available to the Board of Directors. Said financial reports shall be subject to an annual independent review prior to the Annual Meeting.
- (d) Shall be the custodian of the funds of Hilliard High School Hockey Club and keep such funds in a financial institution approved by the Board of Directors.
- (e) Shall present a treasury report, with the assistance of the bookkeeper, at each meeting of the Board of Directors and each General Membership meeting.
- (f) Pay all bills of Hilliard High School Hockey Club from Hilliard High School Hockey Club funds. All Checks shall be signed by the Treasurer and either the President or Vice President.
- (g) Shall prepare and present a complete financial report and a review for the membership meeting (held in April) by March 30<sup>th</sup> of each year.
- (h) Shall oversee the preparation of all forms required by Internal Revenue Service to maintain non-profit status.
- (i) Shall assist the Board of Directors in carrying out the objectives of Hilliard High School Hockey Club.
- (j) Oversee the Fundraising Committee.
- (k) Oversee the Uniforms Committee.

Any job description of the Board of Directors may be amended as deemed necessary by the Board of Directors.

## **ARTICLE VII**

### ***Board of Directors Meeting***

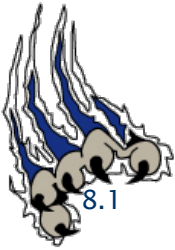
- 7.1 **Annual Meeting:** The annual meeting of the Board of Directors shall be held immediately following the April annual meeting of the Members or at a later time



and place to be determined by the Board of Directors if a quorum does not exist following the annual meeting of the Members or if the quorum votes to meet at a later time or place.

- 7.2 **Regular Meetings:** Regular Meetings of the Board of Directors shall be held monthly at such time and place determined by the Board of Directors at their annual meeting. The Board of Directors shall be given no less than ten days notice.
- 7.3 **Special Meetings:** Special meetings of the Board of Directors may be called by or at the direction of the President or by the Secretary based on a written request signed by at least five (5) of the Trustees. The Board of Directors will be given no less than three days notice.
- 7.4 **Executive Session:** If the Board of Directors deems necessary, an executive session can be called during or immediately following a regular meeting. At the adjournment of the regular meeting, all members who are not Board of Directors will be excused. Executive Sessions are deemed necessary when dealing with (and not limited to) personnel issues, salary issues and issues confidential in nature.
- 7.4 **Notice of Meetings:** Notice of regular meeting will be determined one month prior at the previous month's meeting. Notice of any special meeting shall specify the time, date, place and purpose of the meeting and shall be delivered, whether personally, by mail, e-mail or on the website, to all members of the Board of Directors not later than three days prior to the meeting.
- 7.5 **Participation by Electronic Means:** Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.
- 7.6 **Quorum:** 100% of the number of directors, not including vacancies, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, at any meeting of the Board of Directors, less than a quorum is present, a majority of those present can adjourn the meeting until a quorum is present. No actions requiring a vote of the Board of Directors will take place without a quorum.

## **ARTICLE VIII**



## *Trustees*

- 8.1 **NUMBER:** The Trustees of Hilliard High School Hockey Club shall be selected from the members in good standing are eight (8). Such other trustees and assistant trustees as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more Trustee Positions may be held by the same person.
- 8.2 **Election and Term of Office:** The trustees of the corporation shall be elected by the Board of Directors at the first meeting held after the election of directors (May of each year).  
If the election of trustees is not held at such meetings, such elections shall be held as soon thereafter as practicable. Each trustee shall hold office until his or her successor shall have been duly elected or until his or her death or until he or she resigns or shall have been removed in the manner hereinafter provided.
- 8.3 **Removal:** Any trustee or agent may be removed by quorum majority by the Board of Directors whenever in its judgment the best interest of Hilliard High School Hockey Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of a trustee or agent shall not of itself constitute contract rights.
- 8.4 **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filed by the Board of Directors for the unexpired portion of the term.
- 8.5 **Trustee Duties:** Trustees are selected members in good standing that have knowledge or skill in specific areas that the Board of Directors believe will be beneficial to Hilliard High School Hockey Club to put these assets to work. Trustees will be voting members of any special meetings, topics, or issues. Each Trustee will be assigned a purpose and a role within the organization. When appointed and assigned that trustee will be, or have been provided a written description of duties and responsibilities.
- Legal
    - Advisor to the Board, T's & C's of Player Packet Contracts and Liability Forms, and Central Contact for outside Attorneys.
    - Works with President on all issues.
  - Risk Management
    - Advisor to the Board on issues of liability, Code of Conduct, Insurance, USA Hockey Liaison, and Conflict Resolution Advisor.
    - Works with President on all issues.
  - Scheduling
    - Responsible for oversight of each team's scheduler



- Responsible for overall Schedule progress and completing all schedules for each team by a decided time, includes Practices, games, tournaments, and any special sessions that are requested or required.
- Works with Vice President on all issues.
- Team Secretary
  - 1 volunteer from each team
  - Responsible for communications from the Board Meetings to the rest of the team's membership. Will bring issues from the team to the Board when an individual can not make a meeting or has an issue that they want discussed but do not want to bring up themselves. Will represent team captains' ideas at the board meeting if captains can not attend, or wish not to attend.
  - Works with Board Secretary to ensure they have the correct meeting information and to follow up on any action items assigned or requested.
- Coaching
  - Responsible to oversee the selection, appointment, and education of all coaches. Monitors all team practices to ensure the highest level of instruction possible is being provided. Represent the coaches during board meetings where the coaches can not be present.
  - If there is a scheduling issue with a coach or illness – ensures coach's spot is covered for any games/practices.
  - Works with the President on all coaching related items.
- Registrar
  - Responsible for ensuring that all USA Hockey Registrations and Team Registrations are completed and turned into the League and USA hockey by required dates.
  - Will work with Coaches to identify double roster players to ensure team rosters reflect these players, and to ensure double roster players get to some of both teams practices and games. Will track players playing up to ensure eligibility issues are up front and not jeopardized.
  - Responsible for tracking Misconduct points for all teams.
  - Gathers roster information and paperwork from Team Managers.
  - Works with Vice President to ensure all eligibility rules of USA, GCHSCHL, and HSHSC are followed.

8.6 **Committees:** By resolution adopted by a quorum majority of the Board of Directors, the directors may designate two or more directors, trustees, or members in good standing to constitute a committee, any of which shall have such authority in the management of Hilliard High School Hockey Club as the Board of Directors shall designate. If deemed necessary, additional committee



members can be solicited from the general membership of Hilliard High School Hockey Club.

### **Committee Chairpersons**

**Fundraising:** The fundraising Committee shall conduct the fundraising activities of Hilliard High School Hockey Club and supervise the participation of the membership in these activities. The Chairperson for this committee can be a member of the Board of Directors. If the Chairperson is not a member of the Board of Directors, then this committee will report to the Treasurer. This committee will be responsible for Annual Program Sponsorship Sales as well. Any fundraiser idea must be sanctioned by the Board of Directors prior to launching the idea.

**Team Manager:** Team Managers, one for each team will form a committee to support the issues/needs for each specific team and shall be team centric focused. Tasks include but are not limited to: ensuring all player/team paperwork is completed on time; all Hilliard High School Hockey Club, GCHSCH/MOBHL, and USA Hockey rules are being followed; ensuring team supplies are available; and working with the Operations Management volunteers to ensure all assistance is covered for the operation of a game. Team Managers work with the Vice President through the Registrar.

**Public Relations:** PR shall be tasked with the following: content for the Website, announcements within our schools, contacting local newspapers/media for stories on our teams, organizing our participation in the 4<sup>th</sup> of July Parade, and any other duties that are assigned by the Board of Directors. PR works with the Secretary.

**Uniforms:** The Uniform Committee is responsible for any team clothing/equipment that is needed, including but not limited to, practice jerseys, game jerseys, socks, fleeces, polo shirts, and T-shirts for the 4<sup>th</sup> of July Parade. This committee works with the Treasurer on all plans/orders.

**Hospitality:** The Hospitality Committee is responsible for organizing the season end banquet, the Annual Membership Meeting in September and April, away tournament hotels and meals, and providing assistance to any out of town guest we have come to town with ideas on where to stay and eat. This committee works with the Vice President.

**Operations Management:** The Operation Management Committee with be responsible for the clock, score sheet, penalty box, and music (if needed) for our games. These committee members will need to attend a brief training class on



how to use the clock. The committee works with the Vice President through the Team Managers and then the Registrar.

- 8.7 **Director of Coaching and Player Development:** The Board of Directors may decide to hire a Director of Coaching and Player Development which could be a paid position. This individual shall (and not limited to):
- (a) Report directly to the President of Hilliard High School Hockey Club.
  - (b) Oversee the selection, hiring and firing, appointment and education of all coaches.
  - (c) Monitor coaches and practices to ensure the highest level of instruction possible.
  - (d) Assist the members of the Board of Directors in carrying out the objectives of Hilliard High School Hockey Club.
  - (e) Oversee the selection process of the competitive teams with the assistance of outside unbiased sources.
  - (f) Adheres to contract and job description as developed by the Board of Directors.
- 8.8 **Salaries:** The trustees shall serve without salary.
- 8.9 **Loans to Officers:** No loans shall be made by Hilliard High School Hockey Club to any trustee, committee member, employee, or director.

**ARTICLE IX**  
**CONTRACTS, LOANS, CHECKS AND DEPOSITIS**

- 9.1 **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Hilliard High School Hockey Club, and such authority may be general or confined to specific instances. An example of this would be an agreement for a block of hotel rooms for an out of town tournament or for ice time for practice and games.
- 9.2 **Loans:** No loans shall be contracted on behalf of Hilliard High School Hockey Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 9.3 **Signature of Checks:** All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of Hilliard High School Hockey Club by the Treasurer and/or other officers whom



the Board of Directors may from time to time designate by resolution. All checks must be signed by two authorized signatures of Hilliard High School Hockey Club.

9.4 **Deposits:** All funds of Hilliard High School Hockey Club not otherwise employed shall be deposited from time to time to the credit of Hilliard High School Hockey Club in such banks, trust companies or other depositories as the Board of Directors may select.

9.5 **Gifts:** The Board of Directors may accept on behalf of Hilliard High School Hockey Club any contribution, gift, bequest or devise for the general purpose of or for any special purposes of Hilliard High School Hockey Club. Designated gifts will be directed towards the purpose of the designation.

#### **ARTICLE X FISCAL YEAR**

10.1 **Fiscal Year:** The fiscal year for Hilliard High School Hockey Club will begin on July 1<sup>st</sup> of each year and will terminate on June 30<sup>th</sup> of each year.

#### **ARTICLE XI INDEMNIFICATION**

11.1 **Indemnification:** Hilliard High School Hockey Club may indemnify a person made a party to a proceeding because the person is or was a director against liability incurred in the proceeding if:

- (a) The person conducted himself or herself in good faith; and
- (b) The person reasonably believes:
  - In the case of conduct in an official capacity with Hilliard High School Hockey Club, that his or her conduct was in Hilliard High School Hockey Club's best interest; and
  - In all other cases, that his or her conduct was at least not opposed to Hilliard High School Hockey Club's best interest; and
- (c) In the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.

The termination of the proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in this section.



Hilliard High School Hockey Club may not indemnify a Director under this section if:

- (a) In connection with a proceeding by or in the right of Hilliard High School Hockey Club in which the director was adjudged liable to Hilliard High School Hockey Club; or
- (b) In connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the director was adjudged liable on the basis that he or she derived an improper personal benefit.

Indemnification permitted under this section in connection with a proceeding by or in the right of Hilliard High School Hockey Club is limited to reasonable expenses incurred in connection with the proceeding.

**11.2 Mandatory Indemnification of Directors:** Hilliard High School Hockey Club shall indemnify a person who was wholly successful, on merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses incurred by him or her in connection with the proceeding.

**11.3 Advance of Expenses to Directors:** Hilliard High School Hockey Club may, at its sole and complete discretion, pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) The Director furnishes to Hilliard High School Hockey Club a written affirmation of the director's good faith belief that he or she has met the standard of conduct described in this section;
- (b) The Director furnishes to Hilliard High School Hockey Club a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under this article.

The undertaking required by this section shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

Determination and authorizations of payments under this section shall be made by the Board of Directors.



**Court Ordered Indemnification of Directors:** A director who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

- (a) If it determines that the director is entitled to mandatory indemnification, the court shall order indemnification, in which case the court shall also order Hilliard High School Hockey Club to pay the Director's reasonable expenses incurred to obtain court-ordered indemnification.
- (b) If it determines that the Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in this section or was adjudged liable, the court may order such indemnification as the court deems proper; except that the indemnification with respect to any proceeding in which liability shall have been adjudged is limited to reasonable expenses incurred in connection with the proceeding and reasonable expenses incurred to obtain court-ordered indemnification.

**11.4 Indemnification of Officers, Employees, Fiduciaries and Agents:** An officer is entitled to mandatory indemnification under this section and is entitled to apply to court-ordered indemnification, in each case to the same extent as a director.

Hilliard High School Hockey Club may indemnify and advance expenses to an officer, employee, fiduciary or agent of Hilliard High School Hockey Club to the same extent as to a Director; and

Hilliard High School Hockey Club may also indemnify and advance expenses to an officer, employee, fiduciary or agent who is not a director to a greater extent than is provided in these Bylaws, if not inconsistent with public policy, and if provided for by general or specific action of its Board of Directors or members or by contract.

**11.5 Insurance:** Hilliard High School Hockey Club shall purchase and maintain directors, trustee, and employee insurance. Any such insurance may be procured from any insurance designated by the Board of Directors, whether such insurance company is formed under the law of the state of Ohio or any other jurisdiction of the United States or elsewhere, including any insurance company in which Hilliard High School Hockey Club has an equity or any other interest through stock ownership or otherwise.



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**Notice to Members of Indemnification of Directors:** If Hilliard High School Hockey Club indemnifies or advances expenses to a director under this article in connection with a proceeding by or in the right of Hilliard High School Hockey Club, Hilliard High School Hockey Club shall give written notice of the indemnification or advance to the members with or before the notice of the next members' meeting. If the next member's action is taken without a meeting at the instigation of the Board of Directors, such notice shall be given to the members at or before the first member signs a written consent to such action.

# HILLIARD

## ARTICLE XII PHYSICAL AND SEXUAL ABUSE

**12.1 Physical and Sexual Abuse:** Hilliard High School Hockey Club expressly prohibits physical or sexual abuse of children. All paid and volunteer staff members, coaches, Board of Directors, trustees, administrators, officials, trainers and managers are required to complete an application with USA Hockey. All such individuals must adhere to the guidelines and time frames as set forth by USA Hockey. Any fee associated with this application process and the request for a criminal history clearance shall be paid by Hilliard High School Hockey Club.

