

BYLAWS OF THE MANITOWOC COUNTY YOUTH HOCKEY ASSOCIATION, INC.

Article I

Name

The name of this organization shall be the Manitowoc County Youth Hockey Association, Inc. The term "Association" when used hereafter shall be defined to mean Manitowoc County Youth Hockey Association.

Article II

Purpose

The purpose of the Association shall be:

Section 2.01: To promote the sport of ice hockey.

Section 2.02: To promote hockey programs for youth.

Section 2.03: To help develop the educational, physical mental, emotional and social needs of our youth by participating in the sport of hockey.

Section 2.04: This Association is organized exclusively for charitable/educational purposes and monies collected by the Association including dues, gifts and monies earned from programs and ventures of this Association shall be used for purposes consistent with the purposes of the Association as heretofore stated and as determined by the Board of directors and in the event of dissolution of this Association, no monies then in the treasure of this Association shall be returned to any of the incorporators, directors or members but shall be disposed of in a manner consistent with the purpose as set forth in these bylaws, after paying or making provision for the payment of all of the liabilities of the Association; or such monies shall be turned over to such organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 [c] (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine.

Any property transferred by this Association will be transferred only to organizations exempt for inheritance tax purposes under Wisconsin Statute 72.04 (or the corresponding provision of any future Wisconsin Statute).

No part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not to be carried on by an association exempt from federal income tax under Section 501 [c] (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

Article III

Membership

Section 3.01: Membership shall be open to all adult persons who are interested in the promotion of ice hockey activities. An adult is anyone eighteen (18) years or older. One (1) membership is included with the registration fee paid for the first skater in each family. All matters relating to membership, including without limitation, admission, suspension, termination, and disciplinary actions shall be determined and managed exclusively by the Board of Directors in its reasonable discretion. Any decision, directives or policies made or established by the Board of Directors regarding membership shall be final and binding on all parties involved.

Section 3.02: Membership in the Association shall be open to all persons without regard to race, color, ethnic background, sex or economic circumstances. It shall be the responsibility of every participating member to cooperate to their fullest ability to assure the proper function of the Association.

Section 3.03: The requirements for any youth participating in any and all levels of the program are as follows:

- a. A member of the youth's immediate family must be a member of the Association. Immediate family shall mean a parent or brother or sister of the youth meeting the membership requirements outlined in Section 1 above (or legal guardian).
- b. All participating youth must have a signed permission slip from a parent or guardian, the content of such permission slip to be determined by the Board of Directors of the Association.
- c. Upon written request by the parent or guardian of a prospective participant to the Board of Directors, the Board shall have the discretion to waive the membership requirements contained in paragraph A above. Such written request shall specify the reason why the waiver is being requested.

Section 3.04: Annual Meeting – The annual meeting of the members of this association shall be held in April of each year or such other date determined by the board. The Board of Directors or the Executive Committee (if any) shall determine and fix the date, time and place of each such annual meeting. Written notice of the date, time and place of holding each annual meeting shall be mailed and/or emailed to each member of the Association at his/her last address as shown by the books and records of the Association at least two weeks prior to such meeting.

Voting, Proxies, Quorum – At all annual and special meetings of the members, each member of the Association shall be entitled to one vote. Members entitled to vote shall have the right to vote by written proxy at annual or special meetings. No paid employee of this Association shall represent or act for any member at any meeting of the members.

The annual and special meetings will be conducted in accordance with Roberts Rules of Order and any member in attendance at such annual or special meeting shall be accorded the right to speak.

Section 3.05: Special meetings of the members may be called by the Board of Directors or the President or upon the written request to the Board of Directors by any twenty-five (25) members of the Association at any time to be held at such time and place the board may designate for the purpose of transacting any particular business which requires the vote of the membership, and when such action cannot be delayed until the next annual meeting. Notice of any such special meeting may be served upon the members by mail at least 48 hours or by e-mail at least 24 hours prior to the date fixed for such meeting.

Section 3.06: An announcement stating the place, day and hour of the meeting and in case of a special meeting, the purposes for which the meeting is being called, shall be made not less than fifteen days nor more than fifty days before the date of the meeting, direction of the president, the secretary of the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the record books or similar records of this Association, with postage there on prepaid. No unintentional irregularity or failure in the giving of a notice of an annual meeting shall affect the validity of such annual meeting or any of the proceedings that may be taken at such meetings.

Section 3.07: Quorum –Six active members shall constitute a quorum for the annual or any special meeting.

Section 3.08: The annual and special meeting will be conducted in a parliamentary manner with any members in attendance to be accorded the right to speak and Robert's Rules of Order shall be the final arbiter in all parliamentary matters. Social meetings of the membership shall be conducted on an informal basis.

Section 3.09: Members – Withdrawal-Expulsion

- a. Any member of this Association may withdraw from membership by giving written notice of such withdrawal to the Association, but withdrawal shall not affect his or its existing liabilities to the Association.
- b. Players, parents and coaches are accountable for abiding by the applicable Code of Conduct. Any member of this Association may be expelled from membership who shall violate any of the rules, regulations, policies and procedures, orders or bylaws of this Association or who violates any contract made by or with this Association or who does any act, which tends to interfere with the accomplishment of the objectives sought to be accomplished by this Association. When any member of this Association is charged with any act for which such member may be expelled or suspended, notice of the same shall be served on such member personally or by mail at his/her or its last known address, and if, after due opportunity to be heard, the Board of Directors or the Executive Committee, as the case may be, by a majority vote of those present so decides, exoneration or appropriate sanctions which may include the member being expelled or suspended.

Article IV:

Board of Directors

Section 4.01: General Powers – The property, affairs, and business of the Association shall be under the care of and by the Board of Directors.

Section 4.02: The number of directors shall be eleven (11), which may be changed by amendment of these bylaws but shall not be less than seven (7).

Section 4.03: Term of Office –

- a. Directors elected at the annual meeting shall be elected for a three-year staggering term. Board terms run from May 1 to April 30
- b. Any active member (including present directors), previous member, or person by special exception by Board approval, may place himself or herself or the name of any other person in nomination for vacancies on the Board of Directors. Written ballots shall be mailed out prior to the annual meeting called by the Board. Ballots must be received by the day of the Annual Meeting to be considered. Ballots brought to annual meeting must be cast by the start time of the meeting. Active members of the Association shall vote up to, but not exceeding the number of openings on the Board of Directors at that time.

Section 4.04: Additional Powers – Without restricting the powers of the Board of Directors by implication or otherwise, said Board shall have, in addition to all other powers which they may lawfully exercise, the following powers, to wit:

- a. The Board of Directors shall have the power to purchase, or otherwise acquire, lease, sell, convey, assign or otherwise transfer, on behalf of the Association, any property, rights or privileges which the Association is authorized to acquire, real, personal, or mixed, at such consideration as said Board may see fit, and may at its discretion pay for any property or rights acquired by the Association either wholly or partially in money or in other evidence of indebtedness, subject, however, to the provision of the Wisconsin Statutes. Provided, however, that no indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
- b. The Board of Directors shall have the responsibility of conducting the day-to-day business of the Association, including but not limited to conducting business and social meetings, publicity and promotions, handling all Association funds and opening a checking account, entering into contracts, which are consistent with the purposes of this Association, investing Association funds, and granting awards and scholarships.
- c. The Board of Directors shall in their discretion determine the length of each season including the starting and finishing dates. The dates set by the Board of Directors may, in their discretion, be changed after said dates are so set if the Board of Directors deems such change to be in the best interest of the association.
- d. The Board of Directors shall yearly determine the membership registration fee and necessary volunteer hours to maintain membership in the Association. The fee set by the Board of Directors may, in their discretion, be changed to be in the best interest of the Association.

Section 4.05: Resignation – A Director may resign at any time by filing a written resignation with the Secretary. Such resignation shall take effect at the time of filing, unless some time is fixed in the resignation and then from that time.

Section 4.06: Removal – Any Director may be removed from the Board at any time with a 2/3 majority vote by the Board if deemed his/her action is found to be detrimental to the Association. Any Board member missing three consecutive Board meetings can have his/her Board position revoked by a majority of Board members present at a Board meeting.

Section 4.07: Vacancies – In the event a vacancy on the Board of Directors for any reason, the majority of remaining board members shall pick a successor who will serve the unexpired term. This vacancy shall be filled within sixty (60) days of the occurrence of such vacancy.

Section 4.08: Place of Meetings – Unless otherwise specified in the notice or waiver of notice thereof, all meetings of the Board of Directors shall be held at the principal location of the Association.

Section 4.09: Quorum – Six (6) directors shall constitute a quorum and a quorum shall be necessary to conduct any business. The act 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, the Articles of Incorporation or these bylaws; however, when a vote is being taken on any expenditure of \$5,000.00 or more, two-thirds (2/3) vote of the Board [7 affirmative] is required to pass. Modification to policy and procedures requires a simple majority.

Section 4.10: Compensation – All directors shall serve without compensation, but shall be reimbursed for any legitimate out-of-pocket costs incurred by said person on behalf of the Association. Approval for payment for such amount shall be given upon presentation of a statement showing expenditures and by whom made, to the Treasurer and said statement shall be submitted for approval by the Board of Directors.

Section 4.11: Regular meetings of the Board of Directors – Regular meetings of the Board of Directors shall be held monthly.

Section 4.12: Special Meetings of the Board of Directors – Special meetings of the Board shall be held whenever called by the Secretary upon the direction of the President, or upon written request of any three Directors and it shall be the duty of the Secretary to give notice of such meeting in person or by phone or by mail or by e-mail to enable the Directors so notified to attend such meetings. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Directors with postage prepaid there on.

Section 4.13: Meetings by Consent – Meetings of the Board may be held at any time or place where all the Directors are present and consent to the holding of such meeting.

Section 4.14: Organization – The President, and in his/her absence the Vice President, and in their absence any Director chosen by the Directors shall call the meeting of the Board to order and shall act as chairperson of such meeting. The Secretary shall act as Secretary at all meetings

or in the absence of said Secretary the presiding officer may appoint any Director to act as Secretary.

Section 4.15: Unanimous Consent Without Meeting – Any action required or permitted by the Articles of Incorporation or bylaws or any provision of law to be taken by the Board at a meeting or by resolution may be taken without a meeting with a consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office.

Section 4.16: It shall also be the duty of the Board of Directors

- a. To keep a record of all of its acts and of the proceedings of its meetings and to present a full statement the annual meeting of the members showing in detail the condition of the affairs of the Association.
- b. To supervise all officers, agents and employees and to see that their duties are properly performed, and also to see that all officers and employees who handle funds are appropriately supervised.
- c. To cause to be installed and/or maintain such a system of bookkeeping and auditing that any member may request to view the current financial statement.
- d. To insure compliance with all Association rules, regulations, and codes of conduct.

Article V

Officers

Section 1: The officers of this Association shall be a President, Vice President, Secretary, and Treasurer. These officers shall be elected at the organizational meeting of the Board held immediately after the annual meeting. Such officers shall hold office for the terms described in Section 3 and until their successors are elected. The officers of the Board shall become the Executive Committee.

Section 5.02: Duties – The principal duties of the general officers respectively are as follows:

- a. President – The principal duties of the President shall be to preside at all meetings of the Board and to have general supervision of the affairs of the Association. The President shall perform such additional or different duties as shall from time to time be imposed or required by the Board or as may be prescribed from time to time by the bylaws. The President shall appoint directors to chair or co-chair standing committees. This shall be a one (1) year position.
- b. Vice President – The vice President shall discharge the duties as prescribed by the Board and shall act for the President in the event of his/her disability to act. This shall be a one (1) year position.
- c. Secretary – The principal duties of the Secretary shall be to countersign documents which by law require the countersignature of an Association Secretary, and to keep record of all proceedings at the meetings of the membership and Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the Association or in anyway pertaining to the business thereof. The Secretary shall perform such additional or different duties as shall from time to time be imposed or required by the Board or as may be prescribed from time to time by the bylaws. This shall be a one (1) year position.

- d. Treasurer – The principal duties of the Treasurer shall be to keep an account for alimonies, credits and property of any and every nature of the Association which shall come into his/her hands and keep accurate account of all monies received and disbursed, and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand and generally of all matters pertaining to his office as shall be required by the bylaws or the Board. Unless otherwise provided by the bylaws or the Board, the Treasurer or designee shall sign all checks, drafts and vouchers by or through which the monies of the Association are disbursed. The Treasurer shall perform such additional or different duties, as shall from time to time be imposed or required by the Board. This shall be a one (1) year position.
- e. Additional Officers – The Board shall have the power to elect or appoint assistance to the general officers of the Association and such other officers, agents and servants as it may from time to time deem necessary who shall perform such duties as may from time to time be imposed or required by the Board or as may be prescribed from time to time by the bylaws.
- f. Officers may resign at any time.

Section 5.03: Delegation of Duties – In case of the absence or inability to act of any officers of the Association, the Board or the President during the interim between meetings of the Board may delegate for the time being the duties of such officers to any other officer or to any Director.

Section 5.04: Removals and Vacancies – Any officer, agent or servant elected or appointed by the Board may be removed by a majority of the entire Board whenever in its judgment the best interest of the Association will be served thereby. The Board may provide for carrying on the duties of a suspended officer or may fill a vacancy in any office resulting from the removal of the incumbent or from any other cause.

Section 5.05: Executive Committee

- a. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers and functions of the board of Directors in the management and direction of the affairs of the Association in all cases in which specific direction shall not have been given by the Board of Directors.
- b. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. Vacancies in the Executive Committee shall be filled by the Board of Directors. A majority of the members of the Executive Committee at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action.
- c. The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules, and it shall also meet at the call of its Chairman or of any member of the committee. All acts at any meeting of said Executive Committee shall be valid for all purposes.

Article VI

Standing Committees

These committees shall be recommended by the Board and appointed by the President with the approval of the Board and shall then commence their duties and responsibilities immediately. All committees shall function in accordance with the rules and procedures established by the Board. All committees will be encouraged to meet on a monthly basis prior to the regular Board meeting. Business will be taken care of through the committees with the recommendations of the committees being brought before the Board. The purpose of the standing committees shall be to establish protocol and create specific policy and systems to define, clarify and interpret Association philosophy and present to the Board for approval.

Section 6.01: Each committee will plan and propose reports and information as defined under their specific heading and report to the Board. Each committee shall perform additional or different duties as shall from time to time be imposed or required by the Board including but not limited to the duties listed after the following committees. The standing committees shall be comprised of Board members and members at large as approved by the board annually. The standing committees shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him or her by law.

Article VII

Dues

The Board of Directors for membership in the Association shall set annual dues.

Article VIII

Miscellaneous

Section 8.0 1: Fiscal Year – The fiscal year for the Association shall be from the first day of June until the last day of May of each year.

Section 8.02: Waiver of Notice – Whenever any notice whatever is required to be given under the laws of Wisconsin or under the provision of the bylaws of this Association, a waiver thereof signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. Such waiver by a Director or member in respect to any matter of which notice is required shall contain the same information as would have been required to be included in such notice under applicable Wisconsin law or bylaw, except that time and place of meeting need not be stated.

Section 8.03: Whenever a controversy arises between two or more members of this Association which involves a matter in which this Association has an interest, direct or indirect, the same shall be settled after investigation by the Board of Directors of this Association and its decision shall be final. Whenever such controversy involves the welfare of this Association, an officer or director of this Association may bring the same to the attention of the Board of Directors for action.

Article IX

Amendments

The bylaws, restated bylaws may be amended, altered, repealed and new bylaws may be adopted at any regular or special meeting of the Board of Directors by a 2/3 vote.

Article X

Liability and Indemnification of Officers and Directors

Section 10.01: Liability of Directors and Officers. Except as otherwise provided by law, no director or officer shall be liable to the association, or any person asserting rights on behalf of the association, its members or creditors, or any other person, for damages, settlements, fees, fines penalties or other monetary liabilities arising from a breach of, or failure to perform any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes (a) willful failure to deal fairly with the association or its members in connection with a matter in which the director or officer has a material conflict of interest, (b) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful, (c) a transaction from which the director or officer derived an improper personal profit or benefit, or (d) willful misconduct.

Section 10.02: Indemnity of Directors and Officers. The association shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration, or other proceeding, whether formal or informal, which involves foreign, federal state or local law and which is brought by or in the right of the association or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the director or officer was a party because he or she is a director or officer of the association, and in all other cases, the association shall indemnify a director or officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses, incurred by the director or officer in the proceeding, provided the director or officer was a party because he or she is a director or officer of the association, unless the liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the association and the breach or failure to perform constitutes (a) willful failure to deal fairly with the association or its members in connection with the matter in which the director or officer has a material conflict of interest, (b) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful, (c) a transaction from which the director or officer derived an improper personal profit or benefit, or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the director or officer is not required under this by-law. No indemnification is required under this by-law to the extent the officer or director has previously received indemnification, reimbursement or allowance of expenses from any person, including the association, in connection with the same proceeding. Determination of whether indemnification is required

under this by-law shall be made by the means provided pursuant to Section 181.0873 of the Wisconsin Statutes.

The association, by its board of directors, may indemnify in a like manner, or with any limitation, any employee or agent of the association who is not a director or officer with respect to any action taken or not taken in his or her capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which directors, officers, employees or agents may be entitled as a matter of law, by resolution of the board of directors, or by written agreement with the association. All terms used in this Section for which a definition is provided in Section 181.0871 of the Wisconsin Statutes and not otherwise herein defined shall have the meaning set forth in said statute.

Section 10.03: Maintenance of Insurance – The association may, by its board of directors, purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of the association against liability asserted against and incurred by the person in his or her capacity as a director, officer, employee or agent, or arising from his/her status as a director, officer, employee or agent, regardless of whether the association is required or authorized to indemnify the person against the same liability.

Section 10.04: Transactions With the Association – No contract or other transaction between the association and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the association. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Article XI

Affiliations

To bring the highest possible benefit to the membership, the Association will maintain membership in USA Hockey and the Wisconsin Amateur Hockey Association (WAHA) and by virtue of membership agrees to be governed by the rules and requirements of these bodies. The Board of Directors may from time to time approve other affiliations.

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