

**RESTATED BY-LAWS OF  
WAUPUN HOCKEY ASSOCIATION, INC.**

**ARTICLE I: NAME**

The name of this organization shall be Waupun Hockey Association, Inc. The term "Association" when used hereinafter shall be defined to mean the Waupun Hockey Association, Inc.

**ARTICLE II: PURPOSE**

The purpose of the "Association" shall be:

- Section 1: To promote the sport of ice hockey, figure skating, recreational skating, and other ice related activities.
- Section 2: To promote hockey and figure skating programs at the grade school, high school, university and adult levels, and to establish a USFSA or similar U.S. sanctioned figure skating club as part of the Waupun Hockey Association, Inc.
- Section 3: To help develop the physical, mental, emotional, and social needs of our youth by participation in the sports of hockey, figure skating, and other various ice sports.
- Section 4: This Association is organized exclusively for charitable/educational purposes and all monies collected by the Association including dues, gifts, and monies earned from programs and ventures of the Association shall be used for purposes consistent with the purposes of this 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 treasury 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 by-laws, after paying or making provision for the payment of all the liabilities of the Association, all such other monies shall be turned over to such organization or organizations and operated exclusively for charitable, educational, 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 the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any property transferred by this Association shall 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 provisions of these articles, the Association shall not carry on any other activities not permitted 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 1: Membership shall be open to all adult persons who are interested in the promotion of ice sports and other ice skating activities.

Section 2: Membership in the Association shall be open to all youth and their families.

Section 3: 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 Waupun Hockey Association, Inc. Immediate family shall mean a parent, grandparent, or sibling of the youth meeting the membership requirements outlined in Section 1 above.

B. All participating youths 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 this Association.

Upon written request to the Board of Directors by the parent or guardian of a prospective participant, the Board of Directors shall have the discretion to waive the membership requirement contained in Paragraph A above. Such written request shall specify the reason why the waiver is being requested.

Section 4: There shall be an annual meeting of the membership in the spring following the WAHA State tournaments at a place and time to be determined by the Board of Directors and the members shall be notified either through email, phone call, or ordinary mail ten days prior to said meeting. The purpose of the annual meeting shall be to conduct the business of the Association and to elect the Association's Board of Directors.

Section 5: Special meetings may be held whenever called by the President, the Secretary, 3 Board of Directors or upon the written request of any 8 members of the Association.

Section 6: Written notice stating the place, day, and hour of the meeting and in case of a special meeting, the purpose(s) for which the meeting is being called, shall be delivered not less than five days nor more than fifty days before the date of the meeting, either by email, phone call, regular mail, or at the discretion of the President, the Secretary, or the persons calling the meeting, to each member of record entitled to vote at such 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 thereon 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 meeting.

Section 7: Quorum. Fifteen members shall constitute a quorum for the annual or any special meeting.

Section 8: The annual and special meetings will be conducted in parliamentary manner with any member in attendance to be accorded the right to speak and following Robert's Rules of Order, which shall be the final arbiter in all parliamentary matters. Social meetings of the membership shall be conducted on an informal basis.

#### **ARTICLE IV: BOARD OF DIRECTORS**

Section 1: General Powers. The property, affairs, and business of the Association shall be under the care of and be managed by the Board of Directors.

Section 2: The number of Directors shall be eighteen (18), which number may be changed by amendment of these By-Laws, but shall not be less than three (3).

Section 3: Term of Office:

A. Any active member including present directors may place his/her name or the name of any other active member in nomination for vacancies on the Board of Directors. Verbal acceptance by the nominee is required prior to placing the member's name on the ballot. Nomination for directors shall be closed at the time of the annual meeting held in spring. Written ballots shall be given out at the annual Youth Hockey Banquet and all members present shall vote up to but not to exceed the number of openings on the Board of Directors at that time. A pattern of Six, Six, and Six Directors of the Board shall be elected each year for a three-year term. The Board of Directors will consist of no less than five men or five women, with the remaining positions to be held by men or women.

Section 4: 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 any property, rights, or privileges which the Association is authorized to acquire, real,

personal, or mixed, at such prices, and on such terms and conditions, and for 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 evidences of indebtedness subject; however, to the provisions of the Wisconsin Statutes.

Provided, however, that no indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such 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 promotion, handling all Association funds, designating a bank as a depository for Association funds and opening a checking account, entering into contracts, which are consistent with purposes of this organization, investing Association funds, and granting awards and scholarships.
- C. The Board of Directors shall in their discretion determine the length of the season, including the starting and finishing date.

The dates set by the Board of Directors may, in their discretion, be changed after said dates are set if the Board of Directors deems such change to be in the best interest of the Association.

Section 5: Resignation. A director or an officer may resign at any time by filing his/her written resignation with the Secretary. Such resignation shall take effect at the time of filing, unless some time be fixed in the resignation and then from that time.

Section 6: Removal. Any Director may be removed at any time by a special meeting of the membership of the Association called for such purpose by a majority affirmative vote of members present.

Section 7: Vacancies. In the event of a vacancy on the Board of Directors for any reason, the majority of the 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 8: 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 at Waupun, Wisconsin.

- Section 9: Quorum. Ten (10) 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 the law, the Articles of Incorporation or these by-laws; however, when a vote is being taken on any expenditures of \$5,000 or more, 2/3 vote of the Board is required to pass.
- Section 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 of such amount shall be given upon presentation of a statement showing expenditures and by whom made, to the Secretary and said statement shall be submitted for approval to the Board of Directors at their next meeting.
- Section 11: Regular meetings of the Board of Directors. Regular meetings of the Board of Directors shall be scheduled by the President to be held each month, and notice of said meeting shall be given at least 24 hours prior to meeting date, by the Secretary of the Association or by designee of the Secretary.
- Section 12: Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the Secretary at the discretion of the President, or upon the written request of any two directors and it shall be the duty of the Secretary to give sufficient notice of such meetings in person by mail, by electronic mail (e-mail), or telephone to enable the Directors so notified to attend such meeting.
- Section 13: Meetings by Consent. Meetings of the Board of Directors may be held at any time or place where all of the Directors are present and consent to the holding of such meeting.
- Section 14: Organization. The President and in his 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 chairman of such meeting. The Secretary of the Association 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 15: Unanimous Consent without meeting. Any action required or permitted by the Articles of Incorporation or by-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting of a consent in writing setting forth the action so taken, shall be signed by all of the Directors then in office.

## **ARTICLE V: OFFICERS**

Section 1: The officers of the Association shall be President, Vice-President, Secretary, and Treasurer. These officers shall be elected at the first regular meeting of the Board of Directors held after the annual membership meeting. Such officers shall hold office for the term of one (1) year and until their successors are elected. The office of Treasurer may be appointed by the directors from the active membership list.

Section 2: 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 of Directors and to have general supervision of the affairs of the Association. He/She shall perform additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws. The President shall serve as the Corporation Agent.
- B. Vice President: The Vice President shall serve duties requested of the President and shall act for the President in the event of his/her absence or disability to act.
- 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 a record of all the 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 anything pertaining to the business thereof. He/She shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws.
- D. Treasurer. The principal duties of the Treasurer shall be to keep and account for all monies, credits and property of any and every nature of the Association which shall come into his/her hands and keep an 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 Board of Directors. Unless otherwise provided by the by-laws or the Board of Directors, he/she shall sign all checks, drafts, and vouchers by or through which the monies of the Association are disbursed. He/She shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws.

- E. Additional Officers. The Board of Directors shall have the power to elect or appoint assistants to the general officers of the corporation and such other officers, agents or 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 of Directors or as may be prescribed from time to time by the by-laws.

Section 3: Delegation of Duties. In case of the absence or inability to act of any officer of the Association, the Board of Directors or the President during the interim between meetings of the Board may delegate for the time being the duties of such officer to any other officer or to any Director.

Section 4: Removals and Vacancies. Any officer, agent or servant elected or appointed by the Board of Directors may be removed by the Board of Directors by a  $\frac{2}{3}$  vote of the Board of Directors whenever in its judgment the best interest of the Association will be served thereby. The Board of Directors may provide for carrying on the duties of any suspended officer or may fill a vacancy in any office resulting from the removal of the incumbent or from any other cause.

#### **ARTICLE VI: STANDING COMMITTEES**

These committees shall be recommended by the Board and appointed by the President with the approval of the members present at the annual meeting held as defined in these By-Laws Article III, Section 4, and shall then commence their duties and responsibilities immediately.

Section 1: Term of committees shall be for one year.

Section 2: The names and duties of the Standing Committees shall be:

- A. Finance Committee. Said committee to plan and study proposed budgeting and follow through on said proposed budgeting and submit reports or information when requested by the Board of Directors. Said Committee shall perform additional duties as required by the Board.
- B. Membership. Said committee shall maintain and keep up a current list of all members.
- C. Coaches. ACE Coordinator position to be elected by the Board of Directors for a two-year term.
- D. Code of Conduct. Said committee will be in charge of ensuring that the parent handbook rules are followed, and any disciplinary issues are addressed.
- E. Fundraising. (To include Trucker's, Hockey Unlimited, Skaters Unlimited)
- F. Concession Stand. Said committee will be in charge of everything related to the concession stand to include managing and scheduling.
- G. Zamboni. Said committee will be scheduled to run the Zamboni as needed.

Section 3: Special committees may be recommended by members of the Board of Directors and appointed by the President when deemed necessary for the benefit of the Association. Special committee terms shall be determined by the Board.

Section 4: Each standing or special committee shall be headed by a Chairman who shall be appointed by the President upon recommendation by the Board of Directors. The Chairman shall serve as head of the committee for the term of such committee. Committee Chairmen shall have sole responsibility for the proper function of said committee and be a member of the Board of Directors.



**ADDENDUM TO RESTATED BY-LAWS OF  
WAUPUN HOCKEY ASSOCIATION, INC.**

This addendum to the by-laws is for the 2013-2014 hockey season only. The purpose of this addendum is to define how the board of directors will operate after combining the Executive and Auxiliary Board into one board.

1. All funds in the Auxiliary checking account will be transferred into the Executive checking account.
2. All duties that were previously performed by the Ladies Auxiliary will now be taken on by the Board of Directors or committees.