



Eau Claire Youth Hockey Bylaws

ARTICLE I. OFFICES

Section 1. Principal Office A principal office of the corporation shall be located at Hobbs Ice Center in the City of Eau Claire, county of Eau Claire, State of Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office. The registered office of the corporation required by the Wisconsin Non-stock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the corporation shall be identical to such registered office.

ARTICLE II. MEMBERS

Section 1. Membership. There shall be two classes of members and members shall be limited to natural persons. Class one members are non-parental members on the Board with voting rights. Class two members are parents or guardian of registered players. Each parent or guardian in class two becomes a member upon paying the player registration fees and signing the registration forms. The term for a class one membership ends when the non-parent member is no longer on the Board and shall be governed by the Bylaws of the corporation and any membership rules by the Board of Directors. Class two memberships shall be for a one year term starting October 1 and ending September 30 and shall be governed by the Bylaws of the corporation and any membership rules established by the Board of Directors.

Section 2. Annual Meeting. The annual meeting of the members of the corporation shall be held in the month of May each year, at such time and place as may be designated by the Board of Directors, for the purpose of the electing directors and for the transaction of other such business as may come before the meeting; provided, however, that if not so designated, the annual meeting shall be held on the First Monday in March each year, except when such day is a legal holiday in the State of Wisconsin, in which case the meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day herein designated for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 3. Special Meeting. Special meetings of the members, for any purpose of purposes, unless otherwise prescribed by the statute, may be called by the President or the Board of Directors or by the person designated in the written request of not less ten percent (10%) of all members entitled to vote at the meeting. No business shall be transacted at any special meeting, except as may designated in the notice thereof.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at the meeting may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal business office of the corporation in the State of Wisconsin or such other suitable place in the county of the such principal office as may be designated by the person calling such meeting, but any meeting may be adjourn to be reconvened at any place designated by vote of a majority of the members represented thereat.

Section 5. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days (unless a longer period is required by law) nor more than fifty (50) days before the date of the meeting, either personally or by mail or electronic mail, by or at the direction of the President, or the Secretary, or the officer or person calling the meeting, to each member 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 or her address as it appears in the records of the corporation, with postage thereon prepaid. In lieu of written notice, notice may be given by publication as a class 2 notice, under Chapter 985 of the Wisconsin Statutes, or successor provision, near the principal office of the corporation or by electronic mail, to the electronic mail address given by each member upon registration.

Section 6. Quorum. Except as otherwise provided in the Articles of Incorporation, one-tenth of the members of the corporation entitled to vote, represent in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless a vote of a greater number or a voting by classed is required by law or the Articles of Incorporation. Though less than a quorum of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. As such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Conduct of Meeting. The President, and in the President's absence, the President's designee, and in their absence, any person chosen by the members present, shall call the meeting of the members to order and shall act as chairperson of the meeting. The Secretary of

the corporation shall act as secretary of all meetings of the members, but, in the Secretary's absence, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 8. Voting. Each member shall be entitled to one vote upon each matter submitted to a vote of the members.

Section 9. Waiver of Notice of Members. Whenever any notice whatever is required to be given to any member of the corporation under the Articles of Incorporation or Bylaws or any provision law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by a member entitled to such notice, shall be deemed equivalent to the giving of such notice, provided that such waiver in respect to any matter of which notice is required under any provision of the Wisconsin Non-stock Corporation Law, shall contain the same information as would have been required to be included in such notice except the time and place of meeting.

Section 10. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be twelve (12). At the annual meeting of the members, one class of directors shall be elected consisting of six (6) members for a term of two (2) years, their terms to run from said meeting until their successors are elected. The class of directors elected the prior year consisting of the other six (6) members term shall have one year remaining on their tem. Thereafter, as the term of office of each director expires, the vacancy so created shall be filled by the election of directors for a period of two (2) years by the members at the annual meeting of the members.

Section 2. Qualification. Each director elected by the members prior to the first annual meeting of the members (or, named in the Articles of Incorporation if no such election occurs prior to the first annual meeting) shall hold for the remainder of their term. A director may be removed from office by affirmative vote of a majority of the member entitled to vote of the election such director, taken at a special meeting of the members called for that purpose. A director may resign at any time by filing his or her written resignation with the Secretary of the corporation. Directors need not be resident of the State of Wisconsin. Any director who is absent four (4) regular meeting of the Board of Directors in the year beginning April 1, may on motion and majority vote of the remaining Directors be removed from office.

Section 3. Regular Meetings. A Regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after the annual meeting of members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place

of the meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meeting without other notice than such resolution. The Board of directors will hold regular meetings the first Monday of each month except when such day is a legal holiday in the State of Wisconsin in which case the meeting shall be held on the next succeeding business day.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President, Secretary or any two directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of the meeting shall be the principal business office of the corporation as stated in Section 1. Article I of these Bylaws.

Section 5. Notice: Waiver. Notice of any special meeting shall be given at least 48 hours previously thereto by written notice delivered personally or mailed or given by telegram or telephone to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram or telephone, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call is received. Whenever any notice whatever is required to be given to any director of the corporation under the Articles of the Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto 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 of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors set forth in Section 1, Article III of these Bylaws, shall constitute a quorum for the transaction of business at directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the 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 the Articles of Incorporation or these Bylaws.

Section 8. Conduct of Meetings. The President, and in his or her absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall

act as Chairperson of the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as Secretary of the meeting.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of the majority of the directors then in office, though less than a quorum of the Board of Directors provided, that in case of a vacancy created by the removal of a director by vote of the members, the members shall have the right to fill such vacancy at the same meeting or any adjournment thereof. At the next succeeding annual election the unexpired term (if any) of such vacancies will be filled by election.

Section 10. Compensation. The Board of Directors shall serve without compensation.

Section 11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person acting as the secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such rights to dissent shall not apply to a director who voted in favor of such action.

Section 12. Unanimous Consent without Meeting. Any action required by or permitted by the Articles of Incorporation or Bylaws 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 if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office. A telephone or electronic mail canvass, by the President, to all the board members may also be permitted to conduct required action.

ARTICLE IV. OFFICERS

Section 1. Numbers. The principal officers of the Corporation shall be President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers, and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

Section 2. Election and Term of Office. The initial officers of the corporation shall be elected by the Board of Directors at their first meeting for a term expiring on the date their

successor are elected following the first annual meeting of the members. Thereafter, the officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board at their first meeting held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected or until death, resignation or removal.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract right.

Section 4. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of term. A vacancy in any other office, as created under Section 1 of this Article IV, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall: (a) when present, preside at all meetings of the members; (b) have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as deemed necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President; (c) have authority to sign, execute and acknowledge, on behalf of the corporation, certificates evidencing membership in the corporation, contracts of other instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law of the Board of Directors, may authorize any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such document of instruments; (d) In general perform all duties incident to the office of President as may be prescribed by the board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, or in the event for any reason it shall be impractical for the President to act personally, the Vice President (or in the event there be more than one Vice President, the vice Presidents in the order designated by the Board of Directors, or in the absence of the designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restriction upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned by the President or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the President.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of the Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address and electronic mail address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall; (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) 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 Article V of these Bylaws and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or agent of the corporation, or to perform the duties of such officer whenever for any reason it is impractical for such officer to act personally, and such assistant or action officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. Salaries. No officer of the corporation shall receive any salary, or anything off pecuniary value, from corporation for performing services as an officer, but may be reimbursed for actual expenses in connection therewith.

ARTICLE V. CONTRACTS, LOANS, CHECKS, AND DEPOSITS: SPECIAL CORPORATE ACTS

Section 1. Contracts. The Board of Directors may authorize any officer of officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deed, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer

or an Assistant Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing office or officers.

Section 2. Loans. 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.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence 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 a manner as shall be from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICE VI. TAX EXEMPTION AND DISSOLUTION

Section 1. Tax Exemption Considerations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to it directors, officers, or other private persons except that the corporation shall be authorized to and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III of its Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

Section 2. Corporate Dissolution. In the event of dissolution of the corporation, all of its assets, after payment of its debts and liabilities, shall be distributed to such organizations organized and operated exclusively for literary, charitable or educational purpose, as shall at the time qualify as exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) and be

designated as distributees by the Board of Directors of the Corporation's legal administrator.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VIII. SEAL

The corporation shall not have a corporate seal.

ARTICLE IX. AMENDMENTS

Section 1. By Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

Section 2. By Directors. These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance; but no Bylaws adopted by the members shall be amended or repealed by the Board of Directors if the Bylaws so adopted so provides.

Section 3. Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of members or the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken authorized.

ARTICLE X. COMMITTEES

Section 1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the directors in office may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent allowed by law and provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

Section 2. Executive Committee. The Executive Committee, made up of the President, Vice President, Secretary, Treasurer, and past President shall appoint the members and the

chairperson of all standing committees.

Section 3. Standing Committees. The following standing committees, each of which shall consist of three or more directors, shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law:

- a. Finance Committee. The Finance Committee shall direct the work securing the necessary funds to maintain the programs of corporation. This committee shall prepare an annual budget and submit same for board approval. The Treasurer shall be a member of this committee.
- b. Registration and Membership Committee. The Registration and Membership Committee shall be responsible for player registration and the maintenance of current player rosters. This committee shall prepare an annual forecast of players by division and submit same to the board at the July meeting. This committee shall be responsible for the annual election of the Board of Directors and shall insure that a sufficient number of qualified candidates are available for election.
- c. Facilities and Equipment Committee. The Facilities and Equipment Committee shall be responsible for the selection, purchase, distribution collection and maintenance of all player equipment, jerseys, practice equipment and monitor the utilization, service, maintenance and construction of all facilities used by the corporation.
- d. Program Committee. The Program Committee shall be responsible for the overall hockey program which includes player eligibility, player selection, coach selection, team classification, numbers of players per team, practice and game policies and schedules, team managers, player discipline, coach discipline as well as facilitating the partnership with the City of Eau Claire Park & Recreation hockey programs. This committee shall submit to the Board of Directors, at the August meeting, specifics on each of the above items. This Committee shall consist of six individuals and shall include the President, Vice President, one other Board Member, two qualified appointees from the Board or the Eau Claire hockey community who are not Class two members. The Ace Director shall be an ex officio appointee of the Committee.
- e. Tournament Committee. The Tournament Committee shall be responsible for all corporation tournaments including WAHA play downs and state tournaments.
- f. Officiating Committee. The Officiating Committee shall be responsible for an adequate supply of trained and competent officials to insure each team an equal treatment under the rules. This committee shall provide a program of instruction and training for officials and shall maintain a roster of qualified officials for the program. This committee shall oversee the referee scheduler and be responsible for assigning officials to games played under corporation jurisdiction. This committee shall secure rule books and score sheets as needed.
- g. Events Committee. The Events Committee shall be responsible for the operation of the corporations events including the Pond Hockey Tournament and the Golf Outing, and Try Hockey for Free.
- h. Publicity Committee. The Publicity Committee shall have charge of all advertising

and publicity of the corporation. This committee developing protocols for the website, maintaining the website and shall be responsible for establishing and maintain a working relationship with appropriate members of the local media (newspapers, radio stations, TV stations, etc.) such that corporation receives maximum coverage.

Section 4. Chairperson. One member of each committee shall be appointed its chairperson.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provide in the resolution of the Board of Directors designated a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Revised and approved:
11/8/2018

President

Secretary