

RESTATED BY-LAWS OF

THE BLUE LINE HOCKEY CLUB, INC

ARTICLE I

NAME

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

ARTICLE II

PURPOSE

The purpose of the Club shall be:

Section 1: To promote the sport of ice hockey, figure 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.

Section 3: To help develop the physical, mental, emotional and social needs of our youth by participation in the sport of hockey, figure skating and other various ice sports.

Section 4: This Club is organized exclusively for charitable/educational purposes and all Monies collected by The Blue Line Hockey Club, Inc. including dues, gifts and

monies earned from programs and ventures of the Club, shall be used for purposes consistent with the purposes of this Club as heretofore stated and as determined by the Board of Directors and in the event of dissolution of this Club, no monies then in the treasury of this Club 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 Club; or such monies shall be turned over to such organization or 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 the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any property transferred by this Club 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 Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club 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 Club shall not carry on any other activities not permitted to be carried on by a Club exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision 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 hockey, figure skating, and other ice skating activities.

Section 2: Membership in the Fond du Lac Blue Line Hockey Club, Inc. shall be open to all persons without regard to race, color, ethnic background, or economic circumstances and this organization is not segregated. There shall be no discrimination against any applicant for membership in this Club on the basis of race, color, or creed.

It shall be the responsibility of every participating member to cooperate to their fullest ability to assure the proper function of the Club.

Section 3: The requirements for any youth participating in any and all levels of the program are as follows:

A. A member of Fond du Lac Blue Line Hockey Club, Inc is defined as (1) Parents or guardians of participants who are listed on the current fiscal year registration, starting the first day of August through the last day of July that have paid registration fees. (2) All scholarship recipients are defined as members who may have received some form of financial assistance, who are listed on the current fiscal year registration. (3) Volunteers who apply for membership and are accepted by the Board of Directors, via Membership Application online, and have paid registration fees. (4) Directors serving on the current Board of Directors.

B. All participating youths must have completed the registration process, including all documentation / forms that are applicable as determined by the Board of Directors of this Club.

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

D. All scholarship members shall have all privileges of membership, including receiving communications, attending meetings, and voting on any matter requiring a vote, as well as any other privileges of full membership not listed, as may be granted by the Board of Directors. Proxy voting shall not be permitted.

Section 4 - There shall be an annual meeting of the membership on the third Wednesday of April— at 7:00 pm following the monthly Board of Directors meeting at a place to be determined and members shall be notified by electronic communication ten (15) days prior to said meeting. The notification of the meeting will contain the agenda and only this business will be conducted.

Any member having any business to be placed on the agenda for the annual meeting must be written and submitted to the secretary fifteen (15) days prior to said meeting.

Section 5: Special meetings may be held whenever called by the President, the Secretary, the Board of Directors, or upon written request to the Board of Directors by any six (6) participating members of the Club.

Section 6 - Written notice stating the place, day or hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is being called, shall be delivered not less than five (5) days nor more than fifty (50) days before the date of the meeting, by electronic communication, by or at the direction of the President, the Secretary or the persons calling the meeting, to each member of record entitled to vote at the annual or special meeting. Each member of record as of March 31st will be entitled to vote at the annual or special meeting. No unintentional irregularity or failure in the giving of a notice or 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 (15) active members shall constitute a quorum for the annual or any special meeting.

Section 8: The annual meeting, all special meetings, and all Board monthly meetings will be conducted in a parliamentary manner with any member 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.

ARTICLE IV

BOARD OF DIRECTORS

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

Section 2: The number of Directors shall be seventeen (17) which number may be changed by amendment of these by-laws, but shall not be less than three (3).

Section 3 - Term of Office

$\frac{1}{3}$ of the Board shall be elected each year for three (3) year terms every year.

Any active member including present Directors, may place himself or the name of any other active member in nomination for vacancies on the Board of Directors.

Written ballots shall be given out at the annual meeting and all members present shall vote up to but not to exceed the number of openings on the Board of Directors at that time.

All ballots will be counted in the same room as cast by members of the Election Review Committee of the Club who were not on the ballot. All newly elected Board of Directors and all alternates to the Board, in order of votes received, will be recorded at that time in the minutes of the annual meeting by the recording Secretary. A copy of said minutes will be sent via electronic communication to all Board of Directors within thirty (30) days of the annual meeting.

Any active member including present Directors, may place himself or the name of any other active member in nomination for vacancies on the Board of Directors.

Written ballots shall be given out at the annual meeting and all members present shall vote up to but not to exceed the number of openings on the Board of Directors at that time.

All ballots will be counted in the same room as cast by volunteer members of the Club who were not on the ballot. All newly elected Board of Directors and all alternates to the Board, in order of votes received, will be recorded at that time in the minutes of the annual meeting by the recording Secretary. A copy of said minutes will be mailed to all Board of Directors within thirty (30) days of the annual meeting.

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 to acquire, lease, sell, convey, assign or otherwise transfer, subject, however, to the provisions of the Wisconsin Statutes, for the Club any property, rights or privileges which the Club is authorized to acquire, real, personal, or mixed at such prices and on such terms and conditions for such consideration as said Board may see fit, and may at its discretion pay for any property or rights acquired by the Club either wholly or partially in money or in other evidence 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 evidence 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 Club, including but not limited to conducting business and social meetings, publicity and promotion, handling all Club funds, designating a bank as a depository for Club funds and opening a checking account, entering into contracts which are consistent with the purposes of this organization, investing Club funds, and granting awards and scholarships.

C. The Board of Directors in their discretion determine the length of each financial commitment and / or contract including the start and finishing date.

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 Fond du Lac Blue Line Hockey Club, Inc.

Section 5 - Meetings of the Board of Directors may be conducted via teleconference or other form of electronic meeting. Notice of the meeting must provide notice of the means of broadcast for said meeting, and include information to electronically attend said meeting, including date, time, and any other pertinent information as it applies. This information will also be shared with the membership at large as it applies to open attended meetings.

Section 6: Removal.

A. Each Director in attendance at the Board of Directors meeting shall have one vote per vote requested. Proxy voting shall not be permitted.

B. The adaptation of electronic voting shall be adapted by a means permitted and predetermined by the Board of Directors as it situationally applies.

C. At all meetings of the Board of Directors, voting style shall be announced prior to the vote taking place by the President, which may include, but is not limited to a vote by a show of hands, or by voice, or other electronic means permitted. For a teleconference or other electronic meeting, the notice of the meeting provides notice of the method of voting to be used, or electronic voting is approved by the persons participating in such meeting on a motion made, seconded and approved by a majority vote. In a teleconference or electronic meeting, voting by email shall be permitted if the notice of the meeting provides notice that email voting will be used, including the deadline for sending email votes and the email address to which the votes should be sent. A decision is reached when voting has concluded, in any style of vote listed above, by the majority of the votes cast and tallied.

Section 7: Vacancies. In the event of a vacancy on the Board of Directors for any reason, the top alternate from the Board of Directors alternate list from the last annual meeting will serve the unexpired term. This vacancy must be filled within sixty (60) days of 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 Club at Fond du Lac, Wisconsin.

Section 9: Quorum. Nine 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 by-laws; however, when a vote is being taken on any expenditure 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 Club. 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 by the Board of Directors at their next meeting.

Section 11: Regular Meetings of Board of Directors. Regular meetings of the Board of Directors shall be held on the third Wednesday of each month, twelve (12) months of the year, and notice said meeting shall be given at least 24 hour prior to said meeting by the Secretary of the Club or by someone designated by the Secretary.

The Blue Line Hockey Club, Inc. recognizes that there are circumstances that will prevent our volunteer membership from attending official Blue Line functions. Members who are needed for voting purposes or other official business purposes are allowed to conduct business electronically on behalf of the club.

Section 12 - Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the secretary upon the direction 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 **electronic communication** to enable Directors so notified to attend such meetings.

Section 13: Meetings by Consent. Meetings of the Board of Directors may be held at any time or place where all the Directors are present and consent to the holding of such meetings.

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 Club 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 if a consent in writing setting forth the action so taken, shall be signed by all of the Directors then in office.

Section 16 - Any person who wants to be elected as a Director must be a member of the Fond du Lac Blue Line Hockey Club- defined by Article III; Section 3, must be in good standing with the Club at the time that ballots are distributed by the Election Committee, and must also have attended a minimum of three (3) Board of Directors meetings in the current fiscal year.

Section 17: Attendance. All Directors must attend 75% of the scheduled monthly meetings, without an excused absence.

A. Excused Absences are when the Director is unable to attend for reasons as follows: Illnesses of Director, Immediate Family Deaths and Illnesses, Legal Duties subpoena by the courts, Job situations that take you out of the area, and Club related scheduled events that prevent the director from attending the meeting. All excused absences must be reported to an officer before the scheduled meeting.

B. Unexcused Absences are all absences from the regularly scheduled monthly meeting that are not covered in the excused area.

ARTICLE V

OFFICERS

Section 1: The Officers of this Club shall be a 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.

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, have general supervision of the affairs of the Club, and direct supervision of the employed rink manager. 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.

B. Vice President. The Vice President shall discharge the duties as prescribed by the Board of Directors and shall act for the President in the event of his 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 a Club 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 Club or in anyway 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 bylaws.

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 Club which shall come into his hands and keep and 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 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 for the Club is 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 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 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 Club, 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 Officers 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 whenever in its judgment the best interest of the Club 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 appointed by the President and approved by the Board and shall then commence their duties and responsibilities immediately.

Section 1: Term of committee shall be for one (1) year.

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

A. Finance. 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 committees shall perform additional duties as required by the Board.

B. Marketing. Said committee shall handle all newspaper articles and other publicity and keep permanent listing of all printed matter for the Club.

C. Hockey Committee. Said committee will follow the hockey rules and ethics.

D. Figure Skating Committee. Said committee will follow the figure skating rules and ethics.

E. Ice Scheduling. Said committee shall schedule all ice time.

F. Maintenance Committee. Said committee shall hold monthly meetings to address all building and equipment needs and maintenance.

Section 3: Special Committees may be recommended by members of the Board and appointed by the President when from time to time deemed necessary to the benefit of the Club. Special Committees term shall be determined by the Board.

Section 4 - Each Standing or Special Committee shall be headed by a Chairman/CoChair's who shall be appointed by the President upon recommendation by the Board and the Chairman/Co-Chair's shall serve as a head of his respective committee for the term of such committee. Committee Chairman/Co-Chair's shall have sole responsibility for the proper function of said committee.

ARTICLE VII

DUES

Annual dues shall be set by the Finance Committee with approval of the Board of Directors.

ARTICLE VIII

MISCELLANEOUS

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

Section 2: Waiver of Notice. Whenever any notice whatsoever is required to be given under the laws of Wisconsin or under the provisions of the by-laws of this Club, 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 waivers 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 by-laws, except that time and place of meeting need not be stated.

ARTICLE IX

AMENDMENTS

The by-laws or restated by-laws may be amended, altered, repealed, and new by-laws may be adopted at any regular or special meeting of the membership.

ARTICLE X

INDEMNIFICATION

The Club shall indemnify any Director, Officer or Committee Member or former Director, Officer or Committee Member of the Club, or any person who may have served at its request as a Director, Officer or Committee Member against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been or because of any act as such Director, Officer or Committee Member within the course of his duties. The Club may also reimburse to any Director, Officer, or Committee Member the reasonable costs of settlement of any such action, suit or proceeding or any claim which might be the basis of such action, suit or proceeding, if it shall be found by the majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the Club that such settlement be made and that such Director, Officer or Committee Member was not guilty of negligence or misconduct.

ARTICLE XI

DATED

These by-laws shall be identified as Restated By-Laws of The Blue Line Hockey Club, Inc. and shall supersede and take the place of the existing by-laws of the Club and all amendments thereto existing prior to the 28th day of April 2022.