

BYLAWS
OF
WAUKESHA COUNTY YOUTH HOCKEY ASSOCIATION, INC.

ARTICLE I

General

Section 1. Purpose of Corporation. The purpose of this Corporation ("the Corporation" or "WCYHA") shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation. Additionally, the purpose of WCYHA includes:

- a) The promotion of the sport of ice hockey and associated activities.
- b) The promotion of hockey and team sports at all age levels.
- c) Development of the physical, mental, emotional, and social needs of our youth by participation in the sport of hockey.

Section 2. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes in the discretion of the Board of Directors of this Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these By-Laws and any other guidelines established by the Board of Directors for such restricted gifts.

Section 3. WAHA and USA Hockey Preeminence. WCYHA, hereby agrees to adopt as official policy and/or bylaws of its organization, the following:

- a) WCYHA, an Affiliate association of the Wisconsin Amateur Hockey Association, Inc., (WAHA) and USA Hockey, Inc., shall abide by and act in accordance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of WAHA and USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of WCYHA. Further, WCYHA shall
 - (i) assist WAHA and/or USA Hockey in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of WAHA and/or USA Hockey, within and upon its members and/or within its jurisdiction and
 - (ii) agrees to be guided by the following core values of USA Hockey:
 - i. SPORTSMANSHIP - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
 - ii. RESPECT FOR THE INDIVIDUAL - Treat all others as you expect to be treated.
 - iii. INTEGRITY - We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
 - iv. PURSUIT OF EXCELLENCE AT THE INDIVIDUAL, TEAM, AND ORGANIZATIONAL LEVELS - Each member of the organization, whether player, volunteer or staff,

should seek to perform each aspect of the game to the highest level of his or her ability.

- v. ENJOYMENT - It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- vi. LOYALTY - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- vii. TEAMWORK - We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

Section 4. Indemnity. WCYHA, an Affiliate Association of WAHA, shall indemnify and hold harmless WAHA, the Board of Directors of WAHA and each member thereof, the Executive Committee of WAHA and each member thereof, the councils and committees of WAHA and each member thereof, and all other elected, appointed, employed or volunteer representatives of WAHA from any and all claims, liability, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of WCYHA, except to the extent (i) that WAHA or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of WAHA. Further, WCYHA understands and acknowledges that USA Hockey and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw. WAHA shall reasonably cooperate with WCYHA in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request; provided, however, that such cooperation shall not require WAHA to incur any out of pocket expense not reimbursed by Affiliate.

Section 5: Organization. WCYHA is organized exclusively for charitable/educational purposes and all Monies collected by WCYHA including dues, gifts and monies earned from programs and ventures of the WCYHA, shall be used for purposes consistent with the purposes of WCYHA as heretofore stated and as determined by the Board of Directors. In the event of dissolution of WCYHA, no monies then in the treasury of the Corporation 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 the liabilities of the Corporation; 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).

ARTICLE II

Membership

Section 1. Membership. The membership of WCYHA shall be composed of the following members (each a "Member"):

- a) Any person who is a legal resident of the United States shall be eligible to become a "Registered Participant Member" of WCYHA, upon compliance with all provisions of these Bylaws and the Applicable Rules. As used herein, "Applicable Rules" shall mean the rules and regulations, playing rules, core values and decisions of the Board of Directors of

WCYHA, and comparable bylaws, rules, documents and decisions of WCYHA's applicable region, District, Affiliate Association or special jurisdictional ice hockey association(s).

Section 2. Election of Members. The Board of Directors shall from time to time establish criteria for membership and shall approve application of prospective members.

Section 3. Voting Rights of Members.

- a) Members shall have no voting rights on any matter except as specifically set forth herein.
- b) Any voting rights specified herein shall be exercised only by the members acting as a whole, and not by classes, except as otherwise specifically provided.
- c) The only matter as to which the members shall have any voting rights is the election of Representative/Directors and Officer/Directors.
- d) Only elected Directors of WCYHA shall have one (1) vote at all WCYHA Board of Directors meetings. All other members of the WCYHA do not have a vote, but do have a voice in WCYHA Board of Directors meetings. Each director shall have one (1) vote in all WCYHA decisions.

Section 4. Method of Voting. Voting rights shall be allocated among the members as follows:

- a) For each family registered to participate in a team sponsored by WCYHA, a family in good standing shall have one vote in the election of each Officer/Director,
- b) For each child registered to participate in a team sponsored by WCYHA, a family in good standing shall have one vote in the election of the Representative/Director for the age division in which that team competes and for the Girls Program Director,

Voting rights shall be exercised only by persons in good standing and present at a membership meeting. The voting rights of a family under subsection (a) and (b) above, as to each child, shall be exercised by the member designated on the most recent registration form submitted to WCYHA for that child, or in the absence of the registered voter the designated alternate voter designated on the same form.

Section 5. Meetings.

- a) Annual Meeting. An annual meeting of the members shall be held during the months of March or April of each year. Failure to hold the annual meeting shall not work a forfeiture of dissolution of the Corporation.
- b) Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

Section 6. Place of Meetings. Meetings of the members may be held at any place within or without Wisconsin.

Section 7. Notices. Notice of any meeting of the members of the Corporation, in each case specifying the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each member by delivering notice, orally or in writing, at least three (3) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the member at his/her address as it appears on the records of the Corporation.

Section 8. Quorum: Action. A majority of the Board of Directors present at the meeting shall constitute a quorum at any regular meeting. Every act or decision done or made by a majority of the

members present at a duly held meeting at which a quorum is present shall be the act or decision of the members.

Section 9. Adjournment. Any meeting of the members, whether annual or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 10. Transfer: Termination: Expulsion. No member may transfer membership or any right or rights arising therefrom unless transfer is authorized. Membership shall be terminated by death, voluntary withdrawal, or expulsion, and thereafter all the rights of the member in the Corporation shall cease. A member may be expelled by an affirmative vote of the Directors.

Section 11. Organization. The President of the Corporation, or in the absence of the President, the Vice President Off-Ice, or in the absence of both such officers, a chairperson chosen by a majority of the members present, shall act as chair at every meeting of the members. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

ARTICLE III

Directors

Section 1. Powers. Subject to the limitations of the Articles of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number: Election: Term.

- b) The number of Directors of this Corporation shall be ten (10).
- c) The Board of Directors shall consist of:
 - i. the individuals elected to each of the following Executive Officer positions:
 - 1. President
 - 2. Vice President Off-Ice
 - 3. Vice President On-Ice
 - 4. Treasurer
 - 5. Secretary, and
 - ii. the individuals elected to each of the following Representative/Director positions:
 - 6. Mini-Mite/Mite/8U Level Director
 - 7. Squirt/10U Level Director
 - 8. PeeWee/12U Level Director
 - 9. Bantam/14U Level Director
 - 10. Girls Program Director

Each Executive Officer and Representative/Director position shall be filled by majority vote of those members entitled to vote in an election for such position.

- d) Elections for following positions will be held in odd-numbered years:
 - 1. President
 - 2. Vice President Off-Ice
 - 3. Treasurer

Elections for the following positions will be held in even-numbered years:

- 1. Vice President On-Ice
- 2. Secretary

All other positions will be elected annually.

- e) The terms of the President, Vice President Off-Ice, Vice President On-Ice, Treasurer, and Secretary will be two years; the terms of all other directors will be one year.
- f) No person may run for or hold more than one position on the Board of Directors.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Each board director who fails to attend two successive meetings without a reason given in writing or verbally to the secretary may be dropped from the board. A director who cannot attend a meeting may send a written proxy with another person. Any individual Director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or Bylaws, by a 2/3 majority vote of the entire elected Board of Directors. This action may take place at any regularly scheduled Board of Directors meeting, or a meeting called specifically for this purpose. In any case, 10 days prior written notice of proposed removal by vote of the Board of Directors, by mail and/or electronic means, must be provided to the Officer or Director in question.

Section 5. Vacancy. A vacancy in an Officer/Director position, occurring for any reason, including an increase in the authorized number of Officer/Directors, may be filled by a majority vote of the Directors then in office, even though less than a quorum. A vacancy in a Representative/Director position, occurring for any reason, may be filled by a majority vote of those members entitled to vote in an election for such position, at a special meeting called by the President or Board of Directors. Each Director so elected shall hold office for the unexpired portion of the term such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 6. Meetings.

- a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year during the months of March or April, at such time or place as may be designated by the President of the Corporation, or by any Vice-President if the President is unable to act, for the transaction of such business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year during the months herein provided therefor, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the months herein provided.
- b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

- c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation, or if the President is absent or is unable or refuses to act, by any Vice-President, or by a majority of Directors.

Section 7. Notices. With the exception of regular meetings as set forth in Section 6(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, at least three (3) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 8. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to include in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 9. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 10. Committees.

- a) Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors may authorize, and appoint or remove members (whether or not members of the Board of Directors), of standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and members thereof, shall be recorded in the minutes of the Board of Directors.
- b) Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions or in these By-Laws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers and the formation of and the filling of vacancies in committees with limited Board authority pursuant to this subsection. The Board of Directors may elect one or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto or authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.
- c) No Director, or officer/director, shall act as chairperson of any standing or temporary advisory committee without Board authority.

Section 11. Director Conflicts of Interest. No contract or other transaction between this Corporation 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 has a material financial interest, 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 or their votes are counted for such purpose, if (1) 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 of transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. 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.

ARTICLE IV

Officers

Section 1. Powers of the Board. In addition to other powers stated herein and provided by law, the Board of Directors of the Corporation shall have the power to:

- a) Formulate, prescribe, alter and amend these Bylaws, the Policies and Procedures, and any other Regulations of the Corporation for the government of the Corporation.
- b) Impose and enforce penalties for any violation of these Bylaws
- c) Remove or remit any suspension or penalty that has been imposed by its officers, its registrars, or a committee.
- d) Remove from office any officer of the Corporation or member of the Board of Directors by a two-thirds majority vote of the elected Board.
- e) Temporarily fill the vacancy on the Board caused by the resignation, removal or withdrawal of any director until such director's position has been elected or appointed by the appropriate constituency in accordance with these Bylaws.
- f) Appoint sub-committees from its membership, or otherwise employ individuals for the handling of special or specified business.
- g) Establish and collect fees and funds of the Corporation and direct the expenditure of monies.
- h) Establish and define the rules and laws hockey for the Corporation in line with WAHA and USA Hockey.
- i) Interpret, define, and explain all of the provisions of these Bylaws and the Rules and Regulations of the Corporation.
- j) Call any necessary Special Meetings of the Corporation and fix the time and place of such meetings, subject to Article II.
- k) Have immediate access through a qualified auditor on demand, or on the demand of the President, to all books, vouchers, receipts, and records generally pertaining to the finances and operation of the Corporation.
- l) Receive a copy of the financial statements (Balance Sheet and Operating Statement) of the Corporation and a copy of the Corporation's proposed operating budget.

- m) Make qualified contributions of its funds to qualified organizations, but only after express, specific authority is granted by the Board through a duly noticed, adopted vote and resolution.

Section 2. President.

- a) The President is the Chief Executive Officer and shall preside at meetings of the Corporation and the Board of Directors. He/She shall generally perform the duties usual to the office of President and may, at his/her discretion, order the calling of meetings of the Board of Directors or of the Committees of the Corporation. It shall also be the duty of the President to convoke any Special Meeting of the Board of Directors.
- b) The President may exercise all duties and powers of the Board of Directors and Executive Committee only in the case of an emergency when a vote of the Board of Directors cannot be obtained, and he/she shall in a reasonable amount of time report in writing any actions taken in the exercise of this emergency power to the members of the Board of Directors and Executive Committee. The President shall ensure that minutes be taken at all meetings of the Councils, Committees and Sections of the Corporation and that the minutes be kept of record and a copy thereof be disseminated to each member of the Board of Directors.
- c) Attending and representing WCYHA at other ice hockey meetings or to appoint a voting member of the Board of Directors to attend in their place.

Section 3. Vice President. In the absence or disability of the President, the Vice President Off- Ice shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. If at any such time the Corporation has more than one Vice President, the duties and powers of the President shall pass to Vice Presidents in the following order:

Vice President Off-Ice
Vice President On-Ice

The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these By-Laws.

Section 4. Secretary. The Secretary shall:

- a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and By-Laws, as amended or otherwise altered to date.
- b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the members of the Corporation, the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
- c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- d) Be custodian of the records.
- e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

- f) Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.
- g) Verify that a quorum is present at any WCYHA meeting.
- h) Verify the eligibility of voting members for any WCYHA vote.
- i) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 5. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

- a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Board of Directors.
- b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
- c) Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.
- d) Render interim and annual financial statements of the condition of the finances of the Corporation to the Board of Directors upon request.
- e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.
- f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

ARTICLE V

Instruments: Bank Accounts: Checks and Drafts: Loans: Securities

Section 1. Execution of Instruments. Except as in these By-Laws otherwise provided, the Board of Directors may authorize any officer of officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-Laws as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be

determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made without counter- signature, by the President or any Vice-President, or the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest on stocks, bonds or securities, owned or held by this Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder hereof to subscribe for shares of stock, and to make and execute to the purchaser or purchases, pledgee or pledgees, on behalf and in the name of this Corporation, any assignment of bands or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, this Corporation shall not offer or sell any of its securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE VII

Indemnification

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he is a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term "Statute," as used in this Article, shall mean Sections 181.041 through 181.053 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.041 or the Statute.

Section 2. Private Foundation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.77 of the Wisconsin Statutes or any similar successor provision thereto.

Section 3. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements fees fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.297 of the Wisconsin Nonstock Corporation Law or any similar successor Provision hereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VIII

Miscellaneous

Section 1. Suspension. All players, officials, teams, and leagues suspended by WAHA and/or USA Hockey shall be automatically suspended by WCYHA until such suspension is lifted by the originating body.

Section 2. Equal Opportunity. WCYHA shall provide an equal competitive opportunity taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

Section 3. Decisions. All decisions of the WCYHA Board of Directors shall be final unless overruled by WAHA or USA Hockey.

ARTICLE IX

Amendment

Section 1. Consideration. A motion for a change in Bylaws, in writing, may be sent to the secretary of WCYHA by March 15. Motion(s) will be referred to the WCYHA Board of Directors which will consider the motion submitted to it and take such action as may be appropriate.

Section 2. Amendment. These bylaws may be amended, altered, repealed, and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors serving at that time.