



## Verona Wildcats Youth Hockey Association

### Bylaws – 2019-2020

#### Article I. Offices

1.01 Principal and Business Office: Verona Wildcats Youth Hockey Association, Inc., (hereafter "Association") may have such principal and other business offices within the State of Wisconsin, as the Board of Directors may designate or as the business of the Association may require from time to time.

#### Article II. Objectives

2.01 Opportunities: The Association is a non-profit, educational organization formed to provide a healthy, competitive and educational program of recreational hockey to youth 19 years of age and below who are eligible to compete in USA Hockey, the Wisconsin Amateur Hockey Association ("WAHA") and the Dane County youth hockey programs. The primary emphasis of the program shall be on "the development of skills in skating and the sport of hockey."

2.02 Philosophy: The philosophy of the Association is to emphasize individual participation by providing relatively equal attention to players during practices and relatively equal playing time in scheduled games. The philosophy of play does not, however, apply where an individual team member has not participated in scheduled practice sessions, demonstrates

attitudes or displays conduct not conducive to good team morale or sportsmanship, or is being disciplined by the coach.

### Article III. Members

3.01 Number of Members: The number of the youth and teams in each age group shall be left to the discretion of the Board of Directors. Active membership shall be limited to those youth who have applied, paid their fees and who have been approved by the Board of Directors.

3.02 Priority: Membership shall be granted on a priority basis first to eligible members of the previous year and then to new registrations.

3.03 Parents and Guardians: Parents or guardians of active member players shall automatically be regarded as members of this organization. These parents or guardians will be expected to encourage, promote and assist in carrying out the organization's activities. A family membership represents one (1) vote in the Association and may be cast by a single representative.

3.04 Coaches: Association coaches with no youth as participants in our hockey programs are granted an automatic membership and the right to cast a vote at general meetings. There will be no registration fee for coaches without children in the program.

3.05 Cooperation: It shall be the responsibility of each active member to cooperate to assure the proper and successful operation of the Association.

3.06 Attendance to the Board: Any active member may express an opinion or present a topic before the Board of Directors provided he or she informs the President at least one week in advance of the next scheduled meeting of the subject matter he or she wishes to present.

#### Article IV. Meetings

4.01 Annual Meeting: The annual meeting of the Association shall be held at the date and hour in each year set forth by the President, or at such other time and date within thirty days before or after said date as may be fixed by or under the authority of the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the Association, or at any adjournment thereof: the Board of Directors shall cause the election to be held at a special meeting of the Association as soon thereafter as reasonably possible.

4.02 Special Meeting: Special meetings of the Association for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors or by the person designated in the written requests of the holders of not less than one-tenth of all members of the Association entitled to vote at the meeting.

4.03 Place of Meeting: The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of 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 a 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 meeting shall be the principal business office of the Association in the State of Wisconsin or such other suitable place in the county of such principal office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote or a majority of the members represented thereat.

4.04 Notice of Meeting: Written notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than fifty days before the date of the meeting, either personally, by email or by United States Mail by or at the direction of the President, or the Secretary, or other officer or 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 their address as it appears on the records of the Association, with postage thereon prepaid.

4.05 Voting Records: The officer or agent having charge of the membership records for the Association shall, before each meeting of the Association, make a complete record of the members entitled to vote at such meeting or

any adjournment thereof. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

4.06 Quorum: Except as otherwise provided in the articles of incorporation, members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the Association unless the vote of a greater number is required by law or the articles of incorporation. When a meeting fails to meet the requirements of a quorum, a majority of the members so represented may adjourn the meeting without further notice.

4.07 Conduct of Meetings: The President, and in his or her absence, the Vice President, and in his or her absence, any person chosen by the members present, shall call the meeting of the Association to order and shall act as chairman of the meeting, and the Secretary of the Association shall act as Secretary of all meetings of the Association, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as Secretary of the meeting.

4.08 Proxies: At all meetings of the Association, a member entitled to vote may vote in person or by proxy, appointed in writing by the member or by his duly authorized attorney in fact. Such proxy rights shall be filed with the Secretary of the Association before or at the time of the meeting. Unless

otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting Secretary of the meeting or by oral notice given by the member who has filed his proxy. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies. A family membership represents one (1) vote in the Association and may be cast by a single representative, and each family membership shall be limited to represent one (1) proxy vote in addition to their own vote.

4.09 Agenda: The order of business at the annual meeting shall be as follows, unless changed at the meeting:

1. Call to order
2. Approve Minutes from previous meeting
3. Ice Inc. Report
4. Treasurer's Report
5. President's Report
6. Committee Reports and updates
  - a. Fundraising
  - b. Equipment
  - c. Coaches Committee
  - d. Ice Scheduler
  - e. Website Update
  - f. Concessions
  - g. Registrar's Report
  - h. Tournament Coordinator
  - i. Apparel
  - j. Legal Counsel
  - k. Recruitment
  - l. Communications

- m. Region 4 Update
- n. Goalie DoJo
- o. Update from ALD's
  - LTP
  - U6
  - RWB
  - Squirt
  - Peewee
  - Bantam
  - U14 Girls
  - Midget

- 7. Old Business
- 8. New Business
- 9. Adjournment

#### Article V. Board of Directors

5.01 General Powers and Number: The business and affairs of the Association shall be managed by its Board of Directors. The number of directors of the Association shall be fifteen. The Board of Directors shall consist of the elected officers (President; Vice President; Secretary; Treasurer; Registrar; One Division Representative from each age division (more clearly defined as Learn to Play (LTP); U6; Red, White and Blue (RWB); Squirts; Pee Wees; Bantams; U14 Girls, High School 2), Past President, and the appointed officers known as Ice Scheduler, Association Coaching and Education (ACE) Coordinator, Fundraising Coordinator and Webmaster.

5.02 Tenure and Qualifications: Each director shall hold office until the next annual meeting of the Association and until his or her successor has been elected, or until his or her prior death, resignation or removal. In the case of President, Vice President, Secretary, Treasurer, Registrar and Ice Scheduler,

each director shall hold office until the annual meeting of their second year. A director maybe removed from office by affirmative vote of a majority of the Association members entitled to vote for the election of such director, taken at a meeting of Association members called for that purpose. A director may resign at any time by filing a written resignation with the Secretary of the Association. Directors must be residents of the State of Wisconsin and members of the Association.

5.03 Regular Meeting: A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after the annual meeting of the Association, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of the Association which precedes it, or such other suitable place as may be announced at such meeting of the Association. 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 meetings without other notice than such resolution.

5.04 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of 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 meeting shall be the principal business office of the Association in the State of Wisconsin.

5.05 Notice; Waiver: Notice of each meeting of the Board of Directors shall be given by written notice delivered personally, emailed or by United States



Mail to each director at their 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. Whenever any notice whatever is required to be given to any director of the Association under the articles of incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of 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 thereat 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.

5.06 Quorum: Except as otherwise provided by law or by the articles of incorporation or these Bylaws, a majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

5.07 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 of these Bylaws.

5.08 Conduct of Meetings: the President, and in his or her absence, the Vice 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 chairman of the meeting. The Secretary of the Association 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 director or other person present to act as secretary of the meeting.

5.09 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 a 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.

5.10 Presumption of Assent: A Director of the Association who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any Association matter is taken shall be presumed to have assented to the action taken unless a dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

5.11 Unanimous Consent Without Meeting: Any action required or permitted by the articles of the Association 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 of the Directors then in office.

5.12 Additional Duties: The Board of Directors shall also:

- 1) Appoint coaches, assistant coaches and team representatives for each team.
- 2) Supervise the activities of the various coaches and, where warranted, relieve a coach after due notice.
- 3) Appoint an ice time scheduler.
- 4) Approve the acquisition of additional property and the expenditure of moneys.
- 5) Grant scholarships.
- 6) Recommend changes of the Bylaws.
- 7) Approve applications for membership.
- 8) Develop rules and procedures for Board meetings.
- 9) Adopt policies relating to fees, coaching, ice time and other matters.
- 10) Appoint a Webmaster
- 11.) Appoint an Association Coaching and Education (ACE) Coordinator.

12 Take such other lawful actions as they deem necessary and/or appropriate to affect the purposes of the Association.

5.13 Order of Business: Unless otherwise directed by the President, the order of business at all regular meetings of the Board of Directors shall be as follows:

- 1) Attendance taken for quorum.
- 2) Review of the minutes of the preceding meeting and action thereon.
- 3) Reports of Officers.
- 4) Reports of Committees.
- 5) Old Business.
- 6) New business.
- 7) Adjournment.

5.14 Executive Committee: The Board of Directors may elect an Executive committee composed of three or more Directors, which shall have and 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 Association, except for actions in respect to the election of Officers, and Directors and the filling of vacancies thereof and actions in respect to the amendment of these Bylaws. The President may submit to the Board a list of Directors as nominees for the Executive Committee.

## Article VI. Officers

6.01 The Officers: The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each serving office for a term of two (2) years, or thereafter until replaced. The President and Secretary shall serve 2 year terms alternating with the Vice President and Treasurer. Any two offices may be held by the same person except those of the President and Secretary and those of the President and Vice President.

6.02 Elections: The President, Vice President, Secretary and Treasurer of the Association shall be elected by a majority vote of the members present at the Annual Meeting. Any person from the active membership can be nominated for election.

6.03 Duties: The principal duties of the Officers are as follows:

A. President. The President shall preside at all meetings and have general supervision of all affairs of the Association. The President shall act as Agent of the Association and as such, shall have authority to sign all deeds, leases, conveyances and other legal and official documents.

B. Vice President. The Vice President shall perform all the duties of the President in the event of his or her absence or disability, and such other duties as the President shall prescribe.

C. Secretary. The principal duties of the Secretary shall be to countersign documents which by law require the countersignature of the 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 any way pertaining to the business thereof.

D. Treasurer. The principal duties of the Treasurer shall be to keep and account for all moneys, credits and property of any and every nature of the Association which shall come into his or her hands and keep an accurate account of all moneys received and disbursed, and to render such accounts, statements and inventories of moneys received and disbursed and of money and property on hand and generally of all matters pertaining to his or her office as shall be required by the Board of Directors. Unless otherwise provided by the Bylaws or the Board of Directors, he or she shall sign all checks, drafts and vouchers by or through which the moneys of the Association are disbursed.

E. The Officers shall also perform such additional duties as shall be imposed by the President.

6.04 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.

6.05 Resignation: An officer may resign at any time by tendering a resignation to the Secretary.

6.06 Removals and Vacancies: Any Officer appointed by the Board of Directors may be removed by 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, resignation or from any other cause.

#### Article VII. Fees

7.01 Registration and Skating Fee: The registration and skating fee shall be determined by the Board of Directors and shall be payable to the Treasurer.

7.02 Arrears: Any family in arrears by one (1) month on skating fees will have their youth subject to suspension from practice and games

#### Article VIII. Team Organization

8.01 Teams: The teams shall be divided according to USA Hockey regulation:

- 1) Learn to Play (LTP) – This program is open to all new skaters, generally age four to six, with no previous skating experience.
- 2) U6 X-Ice – This program is open to skaters ages six and under at midnight on December 31 of the hockey season in which they wish to play. This program is designed for skaters that have had minimal or no previous experience on the ice.
- 3) Red, White and Blue (RWB); also known as U8, or, Mites – This program is open to skaters ages 8 and under at midnight on December 31 of the hockey season in which they wish to play. There are three skill levels (Red, White, and Blue) within the program allowing for an appropriate skill-level experience for all skaters.

- 4) Squirts – This program is open to skaters ages ten and under at midnight on December 31 of the hockey season in which they wish to play. This level is generally for skaters ages 9-10 that have successfully completed the U8 Program and have qualified for participation at the Squirt level.
- 5) Pee Wees – This program is open to skaters ages twelve and under at midnight on December 31 of the hockey season in which they wish to play. This level is generally for skaters ages 11-12 that have successfully completed the Squirt program and have qualified for participation at the Pee Wee level.
- 6) Bantams – This program is open to skaters ages fourteen and under at midnight on December 31 of the hockey season in which they wish to play. This level is for skaters ages 13-14 that have successfully completed the Pee Wee program and have qualified for the Bantam level.
- 7) U14 Girls- This program is open to female skaters ages fourteen and under at midnight on December 31 of the hockey season in which they wish to play. This level is for girls ages 13-14 that have successfully completed the Pee Wee or a U12 girls program and have qualified for the U14 level.
- 8) High School 2 –This program is open to skaters ages eighteen years of age and under on the first day of the school year, and not on a WIAA High School roster. This level is for skaters registered and attending a registered high school or an approved Wisconsin Department of Public Instruction home study program.

8.02 Ice Time: Each team (Other than LTP, U6, RWB) will have an approximately equal amount of practice ice time.



## Article IX. Standing Committees

9.01 Committees: The Board of Directors shall endeavor to establish and maintain the following committees according to the terms and conditions hereinafter said.

A. Rebranding Committee (Chair is Fundraising Coordinator)

B. Membership

C. Fund Raising

D. Policy

D1. Coaching Committee

9.02 Consistency: Each committee shall consist of a member of the Board, nominated by the President or the Board of Directors, and approved by the Board of Directors, and a representative volunteer from each level as described in Article VIII of these Bylaws.

9.03 Term: A member of said committee shall serve a term corresponding to the term of the elected officers of Verona Wildcats Youth Hockey Association, Inc.

## Article X. Disbursements and Expenditures

10.01 Restrictions: All disbursements and expenditures in excess of \$1,000 are to be approved by a majority of Directors present at a Board of Directors meeting. All disbursements and expenditures in excess of \$5,000 must be

approved by a vote of at least two-thirds of the Directors present at a Board of Directors meeting.

10.02 Disbursements: All checks, drafts and orders for payment of money shall be signed in the name of the Association only by either the President or the Treasurer.

10.03 Day to Day Operations: The President and the Treasurer shall have the authority to authorize expenditures up to \$1,000 without Board approval, to cover day to day operating expenses.

#### Article XI. Miscellaneous

11.01 Fiscal Year: The fiscal year of the Association shall be twelve (12) months commencing June 1 and ending May 31.

11.02 Legal Commitments: All legal commitments permitted by law to be made by the Association which were duly authorized by the Association shall be honored and no vote or resolution of the Board of Directors thereafter may void same.

11.03 Execution of instruments: Except as these Bylaws may otherwise provide, the Board of Directors may authorize any Officer or agent of the Association to enter into any contract, or to execute and deliver any instrument, in the name of and on behalf of the Association, and such

authorization may be general or confined to specific instances. Except as so authorized, or as otherwise expressly provided in these Bylaws, no Officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

11.04 Bank Accounts: The Board of Directors may from time to time authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board of Directors or by any Officer or agent of the Association to whom such power has been delegated 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 Bylaws, as the Board may deem expedient.

11.05 Loans: No loans shall be contracted on behalf of the Association and no evidences 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. No loans may be made, directly or indirectly, from the Association to any Officer or Director of the Association.

11.06 Investments: The Association may invest its funds only in those investments which are legal for investment of trust funds as provided by Wisconsin law and as permitted by the Internal Revenue code.

11.07 Dissolution of Association: In the event of dissolution of this Association, no moneys then in the treasury of this Association shall be returned to any of the Directors, Officers or members but shall be disposed of in a manner consistent with the purpose as set forth in these Bylaws after paying or making provisions for the payment of all of the liabilities of the Association.

#### 11.08 Indemnification

(1) Indemnification of officers, directors, employees and agents. The Association may indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself: create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with

respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

11.09 Governing Law: All matters not provided for herein shall be governed by Chapter 181 of the Wisconsin Statutes; all provisions herein that are in conflict or not permitted by Chapter 181 of the Wisconsin Statutes are hereby declared void and the provisions of Chapter 181 of the Wisconsin Statutes shall abide; all provisions herein are severable if void.

11.10 Amendments: These Bylaws may be amended by a vote of the Board of Directors, except that Article XI Section 11.05 (Loans) and this section cannot be amended to the extent such amendment would permit Directors to be personally liable for loans to Officers and Directors under Section 181.29 of the Wisconsin Statutes. Copies of all amendments to these Bylaws shall be mailed by the Secretary to each Director within thirty (30) days after

adoption. Any action taken or authorized 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 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 or authorized.