

Appendix A
By-laws
Of
Washington County Youth Hockey Association, Inc.

Article I

Organization

Section 1. The name of this organization shall be Washington County Youth Hockey Association, Inc., and its location and principal office shall be at 2330 S. Main St. (Hwy. P), West Bend, Washington County, Wisconsin 53095.

Section 2. Washington County Youth Hockey Association, Inc. is organized for the purposes of coordinating, promoting and assisting in the development of a youth hockey program for the youth of Washington County, Wisconsin, including attracting youth into the sport of hockey regardless of sex, race, disability or religious background.

Section 3. Washington County Youth Hockey Association, Inc. is empowered to enter into any and all lawful contracts, agreements or negotiations necessary or advisable to accomplish these purposes.

Section 4. This organization shall be non-partisan and non-sectarian and shall take no part in, nor lend its influence to the election or appointment of any candidate for federal, state, county or local government office.

Section 5. This organization shall be non-stock and not for profit. No dividends or pecuniary profits shall be declared or paid to any members thereof, and no part of any net earnings shall inure to benefit of any private member or individual.

Article II

Membership

Section 1. Any person or family interested in the coordinating, promoting and assisting in the development of a youth hockey program for the youth of Washington County, Wisconsin shall be eligible for membership. Members shall be approved by the Board of Directors, on the tender of dues, if any, for the current year, or as otherwise provided in these By-laws. Only those members, 18 years and older are eligible to vote or hold office. Families are afforded one vote, regardless of the number of skaters.

Section 2. Any member may be expelled by affirmative vote of three-fourths of the members of the Board for non-payment of dues, if any be due, or other conduct detrimental to the purposes for which Washington County Youth Hockey Association, Inc. is organized.

Article III

Board of Directors

Section 1. The business of this organization shall be managed by a Board of Directors consisting of no less than three nor more than ten persons. The initial directors named in the Articles of Incorporation shall hold office until the first annual meeting of the members of this organization. Thereafter, each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

Section 2. Directors shall be elected at the annual meeting by the membership of the Washington County Youth Hockey Association, Inc. The term of office shall be three years. No more than two elected board members' term shall expire in the same year. No person who has completed two successive terms of office as a director shall be eligible for re-election until after the lapse of one year, unless no other member accepts nomination for said director's position. All positions on the Board must be held by separate individuals. One person cannot occupy two Board positions at the same time during the same term.

Section 3. The Board of Directors shall post the list of all Executive Board, Directors & Coordinator's positions for which interested persons can be nominated, or for which they can express interest in. Names of the nominees shall be furnished to all members at least two weeks prior to the annual meeting. Additional nominations may be made at the annual meeting by the general membership. The election for Directors shall be by written ballot and shall take place at the annual meeting. Those members not being able to attend the annual meeting may request and be provided an absentee ballot by the Secretary (either in written form, or via email), for utilization in casting their vote on or before the date of the annual meeting. Such ballot shall remain in a sealed envelope until which time all other envelopes are opened and ballots are counted at the annual meeting.

Section 4. The voting board of directors cannot consist of more than one family member in a position at the same time.

Section 5. In the event that an officer or board member shows lack of interest in the activity of the Association, the board of directors shall have the President inquire of the interest and commitment of the officer or board member. Said lack of interest can be determined by the lack of attendance to 3 consecutive board meetings without informing the President prior to each unattended meeting. President shall report back to the Board of Directors. The Board of Directors shall vote on appropriate action to be taken. In addition, any Washington County Youth Hockey Association, Inc., Board member that accepts a formal position with any other

Tier 1 or Tier 2 Wisconsin Area Hockey Association member association will be considered to have resigned from their Washington County Youth Hockey Association board position. A formal position is to be: Officer, Director, Board Member, Coordinator, Coach or Manager.

Section 6. Any vacancy occurring in the Board of Directors may be filled by appointment by the President until the next succeeding annual election and approved by the affirmative vote of a majority of the directors then in office.

Section 7. Any Washington County Youth Hockey Association, Inc. Board Member who accepts a formal position with any other Tier 1 or Tier 2 Wisconsin Area Hockey Association member association will be considered to have resigned from their Washington County Youth Hockey Association board position. A formal position is to be: Officer, Director, Board Member, Coordinator, Coach or Manager.

Section 8. A Director may be removed from the Board of Directors by three-fourths 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, ten 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 Director in question. Director in question forfeits their voting privilege.

Article IV

Officers

Section 1. The officers of this organization shall consist of a President, a Vice President, a Secretary, and a Treasurer. The officers shall be elected by the members of the Association. Election of officers shall take place at the annual meeting of the members. The succession of officers shall be Vice President, President and Past President/Board member. The term of office for the Vice President shall be for a minimum of two years; one or two years as Vice President, one or two years as President and one or two years as Past President/Board member. In order to serve the Past President term, the President must fulfill the full two year President term. All years are consecutive and in order. If a President resigns, mid-term, the Vice President shall assume the President role and the partial year counts as year one of the President term. The new President will then appoint a Vice President. The term of office for Secretary and Treasurer shall be for two years and said terms shall not expire the same year. The President and Vice President shall not be eligible to succeed themselves more than once.

Section 2. Any Washington County Youth Hockey Association, Inc., Officer that accepts a formal position with another Tier 1 or Tier 2 Wisconsin Area Hockey Association member association will be considered to have resigned from their Washington County Youth Hockey Association, Inc., Board position. A formal position is considered to be: Officer, Director, Board

Member, Coordinator, Coach or Manager. In the event the President resigns or is removed by board vote, said President shall not be eligible to serve as Past President.

Section 3. Officers shall have the following powers, duties and responsibilities:

A. The **President** shall preside at all meetings of members and at all Board meetings. The President shall appoint all committees, may sign checks in the absence of the Treasurer and shall have such other powers as may be reasonably construed as belonging to the chief executive of any organization. The President may also appoint an advisory committee for special circumstances, which shall be made up of two to five former board officers and/or directors. This committee will not have voting privileges.

B. The **Vice President** shall have all the rights, privileges and powers of the President in the event of the absence or inability of the president to exercise the office.

C. The **Secretary** shall keep the minutes and records of the organization, act as the association registrar, shall file certificates and reports required by law, shall give all required notices to members, shall be the official custodian of all records, may sign checks in the absence of the Treasurer, shall be responsible for all correspondence, and shall perform such other duties as may be assigned to him/her by the Board of Directors.

D. The **Treasurer** shall have care and custody of all funds, credits, and securities belonging to this organization. He/she shall deposit funds, sign checks, and shall render such statements and accountings as are required by the Board.

Section 4. An Officer may be removed from the Board of Directors by three-fourths 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, ten 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 in question. Officer in question forfeits voting privilege.

Article V

General Membership Meetings

Section 1. The first annual meeting of the members was held at West Bend, Wisconsin on March 29, 1979. Thereafter, the annual meeting shall be held in April of each year on a date determined by the Board.

Section 2. Written notice of the annual meeting shall be given by email or personal delivery to each member in good standing at least two weeks prior to such meeting. Written notice of regular monthly meetings or a special meeting shall be given in the same manner at least five

days prior to such meeting and shall state the purpose or purposes for which such meeting is called.

Section 3. 30% of the membership shall constitute a quorum for the transaction of business at any meeting of the members.

Article VI

Board Meetings

Section 1. Regular meetings of the Board of Directors shall be held at least monthly at a time and place designated by the Board, unless said meeting has been canceled by prior board approval. Special meetings of the Board shall be held upon call of the President.

Section 2. A majority of directors holding office shall constitute a quorum for the transaction of business at any Board meeting.

Article VII

Committees

Section 1. The officers of this organization shall constitute the Executive Board and shall meet upon call of the President.

Section 2. Other Coordinator or Director positions and committees may be established or dissolved by the Board from time to time in its discretion. All committee appointments shall be made by the President.

Section 3. A Finance Committee shall be created by the Board of Directors. The Finance Committee is ultimately responsible for monitoring and communicating to the board about the organization's overall financial health. Its core duties are to include: budgeting and financial planning, creation of internal controls, preparation and distribution to the board of timely, accurate financial reports, and implementation of safeguards to protect the organization's assets.

Article VIII

Amendments

Section 1. These by-laws may be amended or repealed by a three-fourths vote of members present at any regular or special meeting of the members of Washington County Youth Hockey Association, Inc., provided that the meeting notice shall have contained a description of all proposed changes.

Section 2. These by-laws may also be amended or repealed by a three-fourths vote of directors present at any regular or special meeting of the Board, provided that no by-law adopted by the members under Section 1 of this Article, shall be so amended or repealed by the directors. (Restated by the Board of Directors of Washington County Youth Hockey Association, Inc. and approved by its membership this 19th day of June, 2018.)

Article IX

Conflict of Interest

Section 1. Officers and Directors of Washington County Youth Hockey Association, Inc., shall not engage in any activity that violates their duty to Washington County Youth Hockey Association, Inc. and presents a conflict of interest, without first informing the Board of Directors, and obtaining an exception to this rule by three-fourths vote of the entire Board of Directors. Person in question forfeits voting privilege.