

BY-LAWS
OF
OSHKOSH AREA YOUTH HOCKEY ASSOCIATION LTD.

Adopted July 31, 2023

ARTICLE I. PURPOSES, GIFTS

SECTION 1.1. Purposes. The Oshkosh Area Youth Hockey Association LTD. (Corporation) is organized and operated exclusively for the benefit of youth between the ages of 4 and 16 years old interested in competitive ice hockey. The Corporation's activities shall be limited to educational, social, charitable, and other purposes that benefit or carry out the purposes of promoting competitive youth hockey in Oshkosh, Wisconsin and the surrounding area. These activities shall include, without limitation:

1. Hosting free or low-cost public events introducing youth and the public to ice hockey;
2. Fundraising to support the organization's overall purpose;
3. Coaching and instruction in ice hockey for players with varying levels of skill and experience.

All of the net earnings of the Corporation shall be devoted to the benefit or purposes described in Section 1.1. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in Subsection 501 (h) of the Internal Revenue Code). The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

SECTION 1.2. Funds. The Corporation shall seek and solicit gifts, contributions, donations and bequests (collectively "Gifts") for the purposes of the Corporation as described in Section 1.1. All funds received by the Corporation shall be dedicated to and invested solely for these purposes. The Board of Directors may establish guidelines for the acceptance of Gifts and the disbursements of funds by the Corporation in a manner that, in the judgment of the Board of Directors, furthers the purposes of the Corporation. Donors may make Gifts to the Corporation by making checks payable to the Corporation, endorsing securities to the order of Corporation, naming the Corporation in deeds or other instruments of title, or by otherwise naming or identifying the Corporation in an instrument of transfer or conveyance at the time of gift.

ARTICLE II. OFFICES

SECTION 2.1. Principal Office. The Board of Directors may designate a principal office and other offices of the Corporation within or without the State of Wisconsin.

SECTION 2.2. Registered Office. The registered office of the Corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin. The Board of Directors may change the address of the registered office.

ARTICLE III. MEMBERSHIP

SECTION 3.1. Members. Members shall have all privileges of membership. The following individuals shall constitute the members of the Corporation.

- A. Each parent/guardian of registered participant(s) in the Corporation's youth hockey season (no more than two (2) parents/guardians per participant's shall have voting rights); and
- B. Current non-parent/guardian coaches in good standing.

SECTION 3.2. Dues. Annual registration fees set by the Board of Directors shall include dues for Membership in the Corporation.

SECTION 3.3. Annual meeting. In each calendar year, an annual meeting of members shall be held during the month of (April). The Board of Directors shall post electronic notice of the annual meeting no more than sixty (60) nor less than ten (10) days in advance. The notice shall include the place, date, and time of the meeting and a description of any matter that must be approved by the members.

SECTION 3.4. Special meetings. Special meetings of members may be called by the president, by a majority of the board of directors, or by a written request signed by five percent of the members. The Board of Directors shall post electronic notice of the special meeting within thirty (30) days of receiving a request. The notice shall include the place, date, and time of the meeting, a description of any matter that must be approved by the members, and a description of the matter or matters for which the meeting is called.

SECTION 3.5. Place of meetings. All meetings of members shall be held within the state of Wisconsin.

SECTION 3.6. Voting. Voting shall be by members present at a meeting. Members shall be entitled to one vote on any matter requiring a vote. Proxy voting shall not be allowed.

SECTION 3.7. Member Discipline. Upon a recommendation by a vote of a majority of the board of directors, members may be disciplined by a vote of two-thirds (2/3) of all members entitled to vote (notwithstanding whether all members are present at a

meeting). Disciplinary measures include, but not limited to, loss of voting rights or expulsion.

SECTION 3.8. Written ballot. Any action that can be taken at an annual, regular or special meeting of members can be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Action by written ballot must conform to the requirements of Wis. Stat. § 181.0708.

SECTION 3.9. Adjournment. Meetings of the membership may be adjourned from time to time without further notice

ARTICLE IV. BOARD OF DIRECTORS

SECTION 4.1. General Powers. The Board of Directors shall manage the affairs of the Corporation. The Board of Directors shall utilize and distribute the net earnings and principal funds of the Corporation solely in accordance with the purposes for which the Corporation is organized.

SECTION 4.2. Number, Tenure, Manner of Election and Qualifications. The number of directors of the Corporation shall be at least three (3) but no more than nine (9). Directors shall be elected to a term of two (2) years by the membership. Only members in good standing and voting rights are eligible for election to the Board of Directors.

SECTION 4.3. Regular Meetings. The Board of Directors shall hold regular board meetings in the second week of each month. The Board of Directors shall cause notice of each meeting to be posted electronically to the organization's website. The regular meetings may be held within or without the State of Wisconsin.

SECTION 4.4. Special Meetings. A special meeting of the Board of Directors shall be called by or at the request of the President or any two (2) directors. The person or persons calling the special meeting shall fix any time or place for the meeting. At least two (2) days' notice of that meeting, stating the purpose of the meeting, shall be given to each director.

SECTION 4.5. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

SECTION 4.6. Participating in meetings remotely. Directors and committee members may participate in meetings via telephone, video conferencing, or any other available method that allows the director or committee member to participate remotely. Remote participation shall only be used if other directors or committee members agree upon prior notice and can clearly hear the remote participant. Remote participants shall count towards establishing a quorum. Directors or committee members appearing remotely

may vote and exercise any other power of a director or committee member present for the meeting.

SECTION 4.7. Manner of Acting. The act of the majority of the directors during 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 these by-laws or by state or federal law.

SECTION 4.8. Removal of Director. Any director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the full membership at a membership meeting called for that purpose. Directors may be removed without a vote of the membership for failure to attend 3 consecutive meetings without approval from the Board of Directors.

SECTION 4.9. Vacancies. Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or for any other reason shall be filled by the Board of Directors until the next Annual meeting of the Membership.

SECTION 4.10. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all directors then in office receive notice in writing of the proposed action and two-thirds (2/3rds) of the directors then in office consent in writing to the action. In writing shall include communication transmitted by electronic means.

SECTION 4.11. Disqualified Persons. Notwithstanding anything otherwise provided in these by-laws, the Corporation shall not at any time be controlled directly or indirectly by one or more "substantial contributors" or other "disqualified persons" (as defined in Section 4946 of the Internal Revenue Code).

ARTICLE V. OFFICERS

SECTION 5.1. Principal Officers. The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Each officer shall be elected by the majority vote of the Board of Directors participating in the election. Other officers and assistant officers may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the office of President may not hold any other office.

SECTION 5.2. Election and Terms of Office. The officers shall be elected by the Board of Directors at its annual meeting. If the election of officers is not held at the directors' annual meeting, the election shall be held as soon as conveniently possible. Officers shall serve one (1) year terms.

SECTION 5.3. Removal. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation shall be

served. Any removal shall be without prejudice to the contract rights, if any, of the officer by the removal. Election or appointment shall not of itself create contract rights.

SECTION 5.4. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5.5. President. The President shall be the principal executive officer of the Corporation, subject to the control of the Board of Directors. The President shall generally supervise and control all of the business and affairs of the Corporation. The President, when present, shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any contracts, or other instruments that the Board of Directors has authorized to be executed, except when the signing and execution shall be expressly delegated by the Board of Directors or by these by-laws or some other law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and other duties that are prescribed by the Board of Directors from time to time.

SECTION 5.6. Vice President. If the President is unable to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Board of Directors may prescribe other duties and powers for the Vice President. The Board of Directors may also provide for more than one Vice President. If so, the Board of Directors shall determine which Vice President will perform the duties of the President if the President is unable to act.

SECTION 5.7. Secretary. The Secretary's duties shall include the following:

- a. Keeping any minutes of the Board of Directors' meetings in one or more books provided for that purpose;
- b. Seeing that all notices are duly given by law;
- c. Being custodian of the corporate books and records as required by these by-laws or as required by state or federal law; and
- d. Performing all duties incident to the office of Secretary and any other duty assigned by the President or by the Board of Directors.

SECTION 5.8. Treasurer. The Treasurer's duties shall include the following:

- a. Having charge and custody of and be responsible for all funds and securities of the Corporation;
- b. Receiving and giving receipts for monies due and payable to the Corporation from any source; and

- c. Depositing all monies in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these by-laws or as required by state or federal law;
- d. Present a written report on the financial condition of the Corporation to the Board of Directors at all regular meetings and a full financial report at each annual meeting.
- e. Performing all the duties incident to the office of Treasurer and other duties assigned by the President or by the Board of Directors.

SECTION 5.9. Salaries. Officers and directors shall serve without compensation.

SECTION 5.10. Reimbursement. The board of directors may elect to reimburse directors, officers, or committee members for reasonable expenses incurred fulfilling their duties.

ARTICLE VI. AMENDMENTS

SECTION 6.1. Amendment by the Board. Except as provided by Section 6.2, these by-laws may be altered, amended, or repealed, and new by-laws may be adopted at any time by a three-fourths (3/4) vote of the Board of Directors membership.

SECTION 6.2. Amendment by the Membership. These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by the members upon the vote of a one-third (1/3) of the full membership. Bylaw amendments adopted by the membership may not be amended by the Board of Directors under Section 6.1.

Article VII. INDEMNIFICATION

SECTION 7.1. Duty to Indemnify. The Corporation shall indemnify any director or officer if s/he is a party to a legal proceeding because s/he is a director or officer of the Corporation.

SECTION 7.2. Exceptions to Duty to Indemnify. The Corporation shall not indemnify directors nor officers for breaches of duties, or failure to perform a duty owed to the Corporation, and the breach or failure to perform is:

- a. A willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer has a material conflict of interest.
- b. A violation of criminal law, unless the director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful.
- c. A transaction from which the director or officer derived an improper personal profit or benefit.
- d. Willful misconduct.

SECTION 7.3. Determination of right to Indemnification. A majority vote of a quorum of the Board of Directors, who are not parties to the same or related proceeding, shall determine whether the Corporation will indemnify a director or officer. If a quorum of disinterested directors cannot be obtained, the Corporation shall have independent legal counsel determine whether a duty to indemnify exists.

Article VIII. CONFLICTS OF INTEREST

SECTION 8.1. Purpose. The purpose of this conflict of interest policy is to protect the non-profit status of the Corporation when it contemplates any transaction or arrangement that may benefit the private interest of an officer or director. This policy supplements any applicable state or federal law governing conflicts of interest.

SECTION 8.2. Definitions.

1. "Interested person" means any director, officer, or committee member with a direct or indirect financial interest.
2. "Financial interest" means a person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as non-de minimis gifts or favors. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 8.3. Procedures.

- a. An interested person must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the directors and/or the members of the committee considering a proposed transaction or arrangement.
- b. After disclosure of a financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting, and the board or committee will determine

whether a conflict of interest exists. The board or committee will vote, and a majority vote will decide whether the person with a financial interest can participate in the proposed transaction or arrangement.

- c. As an alternative to Section 8.3.b., the President may appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain, with reasonable efforts, an advantageous transaction or arrangement that would not give rise to a conflict of interest.

SECTION 8.4. Violations of Conflict of Interest Policy.

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing, the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IX. MISCELLANEOUS

SECTION 9.1. Internal Revenue Code. All references in these by-laws to sections of the Internal Revenue Code shall be considered references to the current code, as amended, and to corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such sections and provisions. Notwithstanding anything in these by-laws to the contrary, no action shall be required or permitted to be taken under these by-laws or by the officers or directors of this Corporation if the action would not be permitted to be taken by an organization described in Sections 501 (c) (3) of the Internal Revenue Code or if the action would result in the imposition of federal tax under Sections 4941 through 4945 of the Internal Revenue Code.

SECTION 9.2. Parliamentary Procedure. The most current edition of Robert's Rules of Order shall govern Board of Directors and committee proceedings. In the event of a conflict between these bylaws or the Corporation's articles of incorporation and Robert's Rules of Order, these bylaws or the articles of incorporation shall control. Any failure to comply with Robert's Rules of Order will not affect the validity of any substantive action taken by the Board within its legal authority.

ARTICLE X. FISCAL MATTERS

SECTION 10.1. Fiscal Year. The fiscal year of the Corporation shall commence on 1st day of June and end on last day of May.

SECTION 10.2. Budget. At the beginning of the fiscal year, an annual budget shall be prepared by the Finance Committee and presented to the Board of Directors for approval.

SECTION 10.3. Accounts. The Treasurer and/or President shall deposit all monies of the Corporation in its name. All accounts shall require dual signature by authorized officers of the club.

SECTION 10.4. Audit. The accounts of the Corporation shall be reviewed annually at the close of the fiscal year by the Finance Committee.

SECTION 10.5 Contracts. All contracts and commitments entered on behalf of the Corporation shall be invalid unless authorized and approved by the Board of Directors.