



WATERLOO YOUTH HOCKEY ASSOCIATION



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BYLAWS OF WATERLOO YOUTH HOCKEY ASSOCIATION

ARTICLE I

PURPOSE

The purpose or purposes for which the corporation is organized is to receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international sport competition, all within the meaning of §501(c)(3) of the INTERNAL REVENUE CODE of 1986 and its Regulations as they now exist or as they may hereafter be amended. Specifically, the corporation is organized to improve and promote the opportunities for youth hockey in the Cedar Valley area.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in, including the publishing or distribution of statements, any public office. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under §501(c)(3) of the INTERNAL REVENUE CODE of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under §170(c)(2) of the INTERNAL REVENUE CODE of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.



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ARTICLE II

NAME

The name of the corporation shall be Waterloo Youth Hockey Association. The corporation may continue to use the names Waterloo Warriors and Waterloo Junior Hawks for so long as the Board determines that to be in the best interests of the corporation.

ARTICLE III

OFFICES

The registered office of the corporation, required by the Iowa Nonprofit Corporation Act, §504A.8 to be continuously maintained in the State of Iowa, may be, but need not be, identical with the principal office in the State of Iowa, and the corporation may change its registered office.

ARTICLE IV

MEMBERSHIP

SECTION 1. MEMBERSHIP:

The corporation shall have members who shall have the rights as set forth hereafter and shall be divided into four divisions, which shall be: 1) House League, 2) Squirt, 3) Pee Wee - Bantam, and 4) High School (JV-Varsity). Members of each division shall be those persons who have an active participant at one or more of the respective age levels. Members shall be the adult parents or legal guardians of each participant. In the event that one or more of the parents of any participant are deceased or do not wish to be considered members of the corporation, the Board shall have the authority to recognize another caretaker such as a step-parent or grandparent as a member. The Board shall have the right to require a signed consent from the parent or legal guardian prior to recognizing such additional persons as members and to impose such additional reasonable requirements as it may deem appropriate. Any decision as to membership by the Board shall be final. There shall be no more than two members for each participant.

SECTION 2. DUES:

Dues shall be payable annually. The dues will be reviewed annually and shall be set by the Board of Directors.



WATERLOO YOUTH HOCKEY ASSOCIATION



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SECTION 3. ANNUAL MEETING:

The Annual Meeting of the membership shall be held during the month of April every year, or on such other date in any such year as the Board of Directors shall by resolution specify.

SECTION 4. SPECIAL MEETINGS:

Special meetings of the members may be called by the President, the Board of Directors or by members having 30% of the votes entitled to be cast at such meeting.

SECTION 5: VOTING OF MEMBERS:

A) Each member, regardless of class, shall be entitled to one vote on each matter required to be submitted to a vote of members, except for the election of directors which is governed by subparagraph C below. A member entitled to vote shall vote in person. No voting by proxy shall be allowed. A member who is not current on all dues and other payments or obligations required for participation shall not be entitled to vote until such deficiencies have been corrected.

B) Members shall be entitled to vote on the following matters:

- 1) Election of members of the Board of Directors; and
- 2) Amendments to the Articles of Incorporation.

C) For purposes of the election of directors, each member shall be entitled to one vote per participant for each opening for the director's position representing the division in which his or her participant will skate during the next fiscal year. Any member with multiple participants in an age group or participants in more than one division shall be entitled to one vote for each participant. No cumulative voting shall be allowed. The Board shall be entitled to allow the election of directors for the High School division to take place at the annual banquet, if one is held, for the high school teams, rather than at the Annual Meeting. The decision to allow such voting shall be made annually by the Board. For purposes of such voting, a quorum shall be a majority of those members entitled to vote for the high school director(s).

SECTION 6. PLACE OF MEETING:



WATERLOO YOUTH HOCKEY ASSOCIATION



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The Board of Directors may designate any place within Black Hawk County, Iowa, as the place of meeting for any regular meeting, Annual Meeting or Special meeting called by the Board of Directors.

SECTION 7. NOTICE OF MEETING:

Written or printed notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no more than 30 days before the date of the meeting, either personally or by email, by or at the direction of the President, Secretary or the 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 his or her address as it appears on the books of the corporation, with proper postage affixed.

SECTION 8. VOTING LIST:

The Secretary shall deliver to the President a list of members at least one day prior to a membership meeting.

SECTION 9. QUORUM OF MEMBERS:

A majority of the members entitled to vote shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the members shall be the act of the members.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS:

The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS:

A) Board of Directors. The number of Directors of the corporation shall be thirteen (13); with three (3) Directors being elected in the Squirt Division; with four (4) Directors being elected in the Pee Wee - Bantam division; with four (4) Directors at the High School Division; with one (1) Director who assumes the role of House League Director; and an at-large director selected annually by the Development Committee and then ratified by the Board of Directors. Each Director shall hold office for the term for which he or she is elected and until a successor has been elected and qualified.

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WATERLOO YOUTH HOCKEY ASSOCIATION



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B) Qualifications. Directors shall be members of the corporation and shall represent the division in which their youth shall participate in the following fiscal year. Any member with a participant in more than one division may be nominated for a position in only one division. Any Director elected and whose term has not expired when his or her participant moves to the next division or ceases to be an active participant, shall be deemed to have resigned and the position shall be filled as provided hereafter.

C) Staggered Terms. The terms of the Directors shall be for two years (unless elected or appointed to fill an unexpired term) and shall be staggered so as to have no more than six (6) two year terms elected in any given year, the exception being the at-large director which shall be elected annually.

SECTION 3. MEETINGS:

The Board shall meet monthly, or more often as deemed necessary by the Board.

SECTION 4. SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called by or at the request of any one officer or any two other Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within Black Hawk County, Iowa as the place for holding any special meeting.

SECTION 5. NOTICE OF MEETINGS:

Notice of any special meeting shall be given (except as provided in Article XI) at least three (3) days prior to the meeting by written notice delivered personally or emailed to each Director at his or her email address as listed on the records of the corporation. Telephonic notice shall also be given to each Board member, if possible. Failure to receive the telephonic notice shall not invalidate the other notice given pursuant to this Section. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his or her address as it appears on the books of the corporation, with proper postage affixed. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting 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 of waiver of notice of such meeting, except as provided in Article XI. Any Director may waive notice of any such meeting.

SECTION 6. QUORUM:

Board Approved February 2015



WATERLOO YOUTH HOCKEY ASSOCIATION



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A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the voting members are present at a meeting, the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING:

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as provided in Section 8 and Article XI.

SECTION 8. VACANCIES:

Any vacancy occurring in the board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected to serve until the next Annual Meeting of the members. At such Annual Meeting the members shall elect a Director to serve the remainder of the unexpired term.

SECTION 9. PRESUMPTION OF ASSENT:

A Director of the corporation who is present at a meeting of a Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the Minutes of the meeting or unless he or she shall file his or her 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 email to the Secretary of the corporation within 48 hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 10. INFORMAL ACTION BY DIRECTORS:

Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of Directors of the corporation, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a written consent sets forth the action so taken and such consent is signed by all Directors.

SECTION 11. RESIGNATION:

Any Director may resign at any time by giving written notice of his or her resignation to the President or Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective. Absences at three (3) meetings of the Board by any



WATERLOO YOUTH HOCKEY ASSOCIATION



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Board member during any year (commencing as of the date the term begins) of that Board member's term shall be deemed to be a resignation. The position shall be filled as provided above.

SECTION 12. REMOVAL OF DIRECTORS:

Any and all Directors may be removed for cause at a meeting called especially for the purpose by a vote of the Board of Directors with a 2/3 majority, and the vacancy on the Board of Directors, caused by any such removal, may be filled by the Directors at such meeting or otherwise as provided in Section 8 of this Article.

ARTICLE VI

OFFICERS

SECTION 1. NUMBER, ELECTION, AND TERM OF OFFICE:

The officers of the corporation shall be a President, a Vice President, a Secretary, a Jr Hawk Treasurer and a Warrior Treasurer, each of whom shall be elected annually by the Board. The President and Vice President shall be duly elected members of the Board; the Secretary and Treasurer may, but need not, be duly elected members of the Board. Each such officer shall hold office for a One (1) year term and until his or her successor shall have been duly qualified and elected or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided, whichever occurs first.

SECTION 2. RESIGNATION:

Any officer may resign at any time by giving written notice of his or her resignation to the President or Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3. VACANCIES:

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

SECTION 4. THE PRESIDENT:



WATERLOO YOUTH HOCKEY ASSOCIATION



PO BOX 2041 • WATERLOO, IOWA 50701 • WWW.WYHA.ORG

The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunder authorized by the Board of Directors, for any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors authorize to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. He or she in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 5. THE VICE-PRESIDENT:

In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the president, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties that from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 6. THE SECRETARY:

The Secretary shall: (1) keep the Minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose, (2) see that all notices are fully given in accordance with the provisions of these Bylaws or as required by law, (3) be custodian of the corporate records, (4) keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and (5) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 7. THE TREASURER:

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall (1) have charge and custody of and be reasonable for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and (2) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Board may select other Assistant Treasurers to assist the Treasurer in carrying out his or her duties; all Assistant Treasurers shall be subject to the control and supervision of the Treasurer.



WATERLOO YOUTH HOCKEY ASSOCIATION



PO BOX 2041 • WATERLOO, IOWA 50701 • WWW.WYHA.ORG

ARTICLE VII

CONTRACT AUTHORITY

SECTION 1. CONTRACTS:

The Board of Directors may authorize any officer or 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 authority may be general or confined to specific instances.

SECTION 2. LOANS:

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Indebtedness to be contracted shall only be contracted for by the corporation after a meeting of the members after notice and only upon the majority approval of those members in attendance at said meeting. There shall be no loans by the corporation to any officer or Director.

SECTION 3. CHECKS, DRAFT, ETC.:

All notes, drafts or other orders for the payment of money, notes and other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution by the Board of Directors.

SECTION 4. DEPOSITS:

All funds of the corporation not otherwise employed shall be deposited from time to time in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII

COMMITTEES

The Board of Directors shall, from time to time, designate such standing committees and subcommittees as may be necessary to facilitate the corporate business. The President shall recommend standing committee and subcommittee chairs to the Board for approval; the President shall appoint persons to serve on the standing committees and subcommittees annually.

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WATERLOO YOUTH HOCKEY ASSOCIATION



PO BOX 2041 • WATERLOO, IOWA 50701 • WWW.WYHA.ORG

ARTICLE IX

FISCAL YEAR

The corporation shall operate on a fiscal year commencing July 1 and ending on June 30 of each year.

ARTICLE X

MISCELLANEOUS PROVISIONS

- A) The Waterloo Warriors high school team is operated cooperatively with the Waterloo Community School District and, as such, shall comply with all District academic and disciplinary requirements. All Warrior coaches shall be employees of the District, or have such other relationship as the District and the organization may determine from time to time. The corporation shall take all steps necessary to financially segregate and account for all funds in the manner required by the District.
- B) The corporation shall indemnify its officers, Directors and other persons to the fullest extent permitted and in accordance with applicable provisions of the Iowa law.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended or repealed and new or substituted Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors providing ten (10) days' prior notice in writing of said proposed alteration, amendment or repeal, is given to the members of the Board of Directors. The written notice shall contain the exact language of the proposed changes. Any changes to these Bylaws shall require the affirmative vote of two-thirds (2/3) of the entire Board. Notwithstanding the foregoing these Bylaws may not be amended in any manner which would preclude the corporation from qualifying as an exempt corporation under §501(c)(3) of the INTERNAL REVENUE CODE of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Code.



WATERLOO YOUTH HOCKEY ASSOCIATION



PO BOX 2041 • WATERLOO, IOWA 50701 • WWW.WYHA.ORG

ARTICLE XIII

TRANSITIONAL PROVISIONS

SECTION 1. INITIAL BOARD OF DIRECTORS:

A) The initial Board of Directors shall consist of eleven (11) persons as follows: three persons representing each membership division and the Presidents of the Waterloo Warriors, Inc. and the Junior Hawks at the time these Bylaws are approved and the Articles of Merger are filed. The terms of the two Presidents shall be one year; the two top vote getters in the Atom-Mite and the Bantam-High School divisions and the top vote getter in the Squirt-Pee Wee division shall be elected for two year terms. The remaining Directors elected shall be for one year terms.

B) The initial Board shall be elected at a meeting of the members to be held at a time and place set by the Boards of the Waterloo Warriors, Inc. and the Junior Hawks.

SECTION 2. EFFECTIVE DATE OF MERGER:

The effective date of the merger of the Waterloo Warriors, Inc. and the Junior Hawks shall be on the date that the latest of the following occurs:

- 1) the approval of these Bylaws by the Boards of Directors of both corporations;
- 2) the filing of the Articles of Merger with the Secretary of State; and
- 3) the effective date set by Resolution approved by the Boards of Directors of both corporations.