

**Bylaws for Middleton Youth Hockey, Inc.
As Amended on May 23, 2017**

Article I. Offices

1.01 Principal Business Office: Middleton Youth Hockey, Inc. (hereafter MYH) 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 MYH may require from time to time.

Article II. Objectives

2.01 Opportunities: MYH is a non-stock, 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, 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 MYH is to promote the advancement of youth athletics through hockey by developing teamwork, sportsmanship, respect and camaraderie, while enhancing hockey skills, social development and competition.

Article III. Members

3.01 Number of Members: The number of youth and teams in each age group shall be left to the discretion of the Board of Directors. The number of members shall be equal to the then current number of youth who have: i) applied, ii) paid the full, undiscounted fee, and iii) 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: The adult parents or guardians of each active player who has: i) applied, ii) paid the full, undiscounted fee, and iii) been approved by the Board of Directors, shall designate one such of such parent or guardian to be the Member. These adult parents or guardians will be expected to encourage, promote and assist in carrying out the organization's activities. A Member shall have one vote (1) in MYH and shall be cast by a single representative designated as set forth above.

3.04 Coaches: MYH coaches with no youth as participants in our hockey programs are granted an automatic free 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 Address to the Board: Any active member may address 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 address.

Article IV. Member Meetings

4.01 Annual Meeting: The annual meeting of the Members 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 may be fixed by or under the authority of the Board of Directors, for the purpose of electing directors and for the transaction of other such 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 officers and directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be.

4.02 Special Meeting: Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or a majority of Directors then in office or by the person designated in the written request of not less than one-tenth of all members of MYH 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 holding such a meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal business office of MYH 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 of 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 mail, or by e-mail (electronic 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 delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of MYH, with postage thereon prepaid. If the notice is given by e-mail, such notice shall be deemed delivered when the e-mail is sent. Failure for the member to receive such notice shall not affect the validity of such meeting or proceedings thereat.

4.05 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 the 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 MYH unless the vote of a greater number is required by law or the articles of incorporation. Though less than a quorum of the Members are represented at the meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

4.06 Conduct of Meetings: The President, and in the President's absence, the Vice President, and in his or her absence, any person chosen by the Members present, shall call the meeting of MYH to order and shall act as chair of the meeting, and the Secretary shall act as Secretary of all meetings of MYH, but should officers not be present their functions may be performed by any members present as chosen by those in attendance.

4.07 Voting by Proxies: Each member is entitled to one vote on each matter to a vote of the members. At all meetings of the members, a member entitled to vote may in person or by proxy appointed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of MYH 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 to the presiding officer during the meeting. The presence of a member constitutes a revocation. 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.

Article V. Board of Directors

5.01 Number: The number of directors of MYH shall be fifteen (15). The Board of Directors shall consist of the elected officers (President, Vice President, Secretary, and Treasurer); elected division representatives from each age division, more clearly defined as Initiation, Cross Ice, Red White & Blue, Squirts, PeeWees, Bantams and Midget (U18); and one ACE coordinator. There will also be an Off Ice Director, a Fund Raising Director, and a Director of Communications. If any division level does not have a team, one director shall be considered "at large" until such time as the level registers enough players from a team that level. The immediate past president may also serve ex officio at the meetings of the Board, without voting rights.

5.02 General Powers: The business and affairs of MYH shall be supervised, managed and controlled by its Board of Directors. The Board of Directors shall have the authority and power to make such rules as it may deem necessary to conduct the affairs of MYH, provided that such rules are not inconsistent with the provisions of these by laws.

5.03 Tenure and Qualifications: The President, Secretary, and ACE shall hold office for two years until the annual meeting of MYH of even years. The Vice President and Treasurer shall hold office for two years until the annual meeting of MYH ending in odd years. The other directors shall hold office until the next annual meeting of MYH and until his successor shall have been elected, or until his prior death, resignation or

removal. A director may be removed from office by affirmative vote for the election of such director, taken at a meeting of MYH members called for that purpose. The board may remove any director for failing to attend 6 (six) or more board meetings during his or her tenure, by a majority vote of directors present at a meeting, provided a required quorum has been met. A director may resign at any time by filing his written resignation with the Secretary of MYH. Directors must be residents of the State of Wisconsin and members of MYH.

5.04 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 MYH, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of MYH which precedes it, or such other suitable place as may be announced at such meeting of MYH. 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.

5.05 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 such 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 such special meeting.

5.06 Notice; Waiver: Notice of each meeting of the Board of Directors shall be given by written notice delivered personally or mailed or given by e-mail (electronic mail) to each director at his 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. If notice be given by e-mail, such notice shall be deemed delivered when the e-mail is sent. Whenever any notice whatever is required to be given to any director of MYH 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 giving such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the 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 to be specified in the notice or waiver of notice of such meeting.

5.07 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 meetings of the Board of Directors, but a majority of the directors present (through not less than such quorum) may adjourn the meeting from time to time without further notice.

5.08 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.

5.09 Conduct of Meeting: The President, and in his absence, the Vice President and in his absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chair of the meeting. The Secretary 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.

5.10 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.

5.11 Presumption of Assent: A director who is present at a meeting of the Board of Directors or a committee thereof of which he is a member at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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 immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

5.12 Unanimous Consent Without Meeting: Any action required or permitted by the articles of incorporation 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.

5.13 Additional Duties: The Board of Directors shall also:

1. Approve coaches, assistant coaches and team representatives for each team upon the recommendation of the ACE Coordinator; direct the ACE Coordinator, as head of the coaching committee, to be responsible for supervising the activities of the various coaches and, where warranted, to recommend for approval by the Board that a coach be relieved after due notice
2. Appoint an ice time scheduler
3. Appoint a registrar
4. Approve the acquisition of additional property and the expenditure of moneys
5. Grant scholarships
6. Suggest changes in Bylaws to full membership
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. Take such other lawful actions as they deem necessary and/or appropriate to affect the purposes of MYH

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 MYH, except for actions in respect to the election of Officers, and Directors and the filling of vacancies thereof, and actions in the 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 MYH shall consist of a President, a Vice President, a Secretary, and a Treasurer, with the President and Vice President each serving a two year term and the Secretary and Treasurer serving office for a term of one (1) year or thereafter until a successor is elected.

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

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

- A. President. The President shall preside at all meetings of the Board of Directors and of Members. The President is the chief executive officer of MYH, charged with its general supervision and management, subject to the control of the Board of Directors, and shall have such other duties as may from time to time be prescribed or delegated by the Board of Directors. The President shall appoint, subject to confirmation by the Board of Directors, all standing committees, designating the chair thereof, and all special committees as may be directed. The President shall be ex officio members of all committees.
- B. Vice President. The Vice President shall discharge the duties of the President in the President's absence or disability and, in addition, have such other duties as may from time to time be prescribed or delegated by the Board of Directors.
- C. Secretary. The Secretary shall keep a complete and permanent record of all meetings of the members and of the Board of Directors, have general charge of the books and records of MYH, give notice of meetings of the members and of the Board of Directors, and perform all such duties as may from time to time be prescribed or delegated by the Board of Directors.
- D. Treasurer. The Treasurer shall be the fiscal and disbursing agent of MYH. The Treasurer shall keep and account for all moneys, credits and property; shall make and endorse checks and evidences of indebtedness; shall deposit all funds in such depositories as may from time to time be designated by the Board of Directors; and shall, in addition, perform such duties as may from time to time be prescribed or delegated by the Board of Directors.

6.04 Delegation of Duties: In case of the absence or disability to act of any Officer of MYH, the Board of Directors may delegate the duties of such officer to any other Officer or to any Director until the return or recovery of the absent or disabled Officer.

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

6.06 Removal from Office: Any Officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of MYH will be served thereby.

6.07 Vacancies: Whenever any vacancy shall occur among the Officers from resignation, removal, death, or disability, the Board of Directors may elect a successor to hold office until the next annual meeting of the Board of Directors or until a successor shall be elected and qualify; or duties of any Officer may be delegated to one of the other Officers by resolution of the Board of Directors.

6.08 Compensation: No salary or other compensation shall be paid to any Officer or Director of the club for services performed as an Officer or Director, other than ice credits as approved by the members.

Article VII. Fees

7.01 Registration and Skating Fee: The annual 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 regulations as follows:

1. Initiation
2. Cross Ice
3. Red White & Blue
4. Squirt
5. PeeWee
6. Bantam
7. Midget (U18)

Eligibility, including age brackets, shall be determined in accordance with WAHA regulations.

MYH shall also offer a Cross Ice program, open to all new skaters with no previous skating experience.

8.02 Ice Time: Each team (other than Cross Ice and Red White & Blue) will have an approximately equal amount of practice time.

Article IX. Committees

9.01 Standing Committees: The Board of Directors shall establish standing committees, each of which shall report to the Board of Directors. The Board of Directors shall establish such additional committees as it shall deem necessary.

9.02 Nominating Committee: There shall be a Nominating Committee consisting of three (3) members. The Committee members shall consist of the Vice President and any "at-large" director or other director selected by the board. The third member shall be selected by the two board committee members. A vacancy occurring among the members chosen by the Board of Directors shall be filled by the Board of Directors.

The role of the Nominating Committee shall be to provide to the members at the annual meeting a slate of at least one (1) qualified candidate for each of the offices of President, Vice President, Treasurer and Secretary, and for each slot on the Board of Directors.

9.03 Term: A member of said committees shall serve a term corresponding to the term of the elected officers of MYH.

Article X. Bank Accounts and Disbursements

10.01 Bank Accounts: The Board of Directors shall designate the bank or banks in which the funds of the club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the club shall be executed.

10.02 Disbursements: With the exception of monthly ice fees and referee fees, all disbursements and expenditures in excess of \$1,000.00 are to be approved by a majority of Directors present at a Board of Director's meeting. Payment of ice fees and referee fees shall not require prior Board approval. All disbursements and expenditures in excess of \$5,000.00 must be approved by a vote of at least two-thirds of the Directors present at a Board of Directors' meeting. The President and the Treasurer shall have the authority to authorize expenditures of up to \$1,000.00 without Board approval, to cover day to day operating expenses.

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

Article XI. Miscellaneous

11.01 Fiscal Year: The fiscal year of MYH shall be twelve months commencing June 1 and ending May 31.

11.02 Legal Commitments: All legal commitments permitted by law to be made by MYH and duly authorized by MYH 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 MYH to enter into any

contract, or to execute and deliver any instrument, in the name of and on behalf of MYH, 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 MYH by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

11.04 Loans: No loans shall be contracted on behalf of MYH and no evidence of indebtedness shall be issued in its true name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or conferred to specific instances. No loans may be made, directly or indirectly, from MYH to any Officer or Director omit.

11.05 Indemnification: Each person who acts as a Director or Officer of MYH shall be indemnified by MYH against expenses actually incurred in connection with the defense of any action, suit or proceeding in which the Director or Officer is made a party by reason of being or having been a Director or Officer of MYH, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the benefit of MYH in settlement of an action, suit or proceedings based on gross negligence or willful misconduct in the performance of his or her duties.

11.06 Investments: MYH 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 Corporation: In the event of dissolution of this corporation, no moneys then in the treasury of this corporation shall be returned to any of the Directors, Officers or members but shall be disposed of in a manner consistent with the Internal Revenue Code after paying or making provisions for payment of all liabilities of MYH.

11.08 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.

11.09 Amendments: By a two-thirds (2/3) vote of the members present and voting, Bylaws may be enacted, amended or repealed at any meeting of the members or any special meeting of members called for that purpose.

11.10 Rules: The Board of Directors shall have the authority and power to make such rules as it may deem necessary to conduct the affairs of MYH provided that such rules are not inconsistent with the provisions of the Bylaws.

All rules and Bylaws pertaining to the operation of MYH shall conform to all safety, health, and miscellaneous requirements of the City, State, and Federal governments.

Any question to the meaning or proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Directors and the report of the Board of Directors shall be final and binding on all members of MYH.

11.11 Rights of Members to Examine Books: The accounts and records shall at all reasonable times be open to inspection of the members.

11.12 Place and Keeping of the Books: The general and principal books of account shall be kept in the custody of the Secretary and Treasurer.

11.13 Non-Profit Status: MYH shall operate on a not-for-profit basis, and no part of the net earnings of MYH shall inure to the benefit of any member or individual. It is intended that MYH shall qualify for the exemptions from federal income and excise taxes provided in Sections 501(a) and 501(c)(3) of the Internal Revenue Code, and for exemptions from Wisconsin income taxes pursuant to Chapter 71 Stats, and accordingly any ambiguity in these Bylaws shall be construed to conform to the requirements of such sections.