

**AMENDED BYLAWS OF FORUM - MONROE YOUTH HOCKEY ASSOCIATION,
INC.**

ARTICLE I

NAME

By unanimous vote of the Board of Directors of Forum, Inc. and Monroe Hockey Association, Inc. held on March 31, 2019, the name of Forum, Inc. shall be amended to Forum - Monroe Youth Hockey Association, Inc.

ARTICLE II

OFFICES

Section 1. Principal Office. The corporation shall maintain a principal office in the State of Wisconsin, which shall be located in the City of Monroe, Green County. The corporation may have such other offices, and may move its principal office either within or without the City of Monroe, Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Address of Registered Agent. The corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the corporation. The identity and address of the registered agent may be changed from time to time by resolution of the Board of Directors and filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

ARTICLE III

PURPOSE

This corporation was organized on June 5, 1995 as a Not For Profit Corporation and was exclusively organized to promote youth hockey and at all times since the organization of this corporation as intended to be and has operated as and shall exclusively continue to operate as a Nonprofit Youth Hockey Association (the "Association").

All activities of this corporation and all revenues generated by this corporation, regardless of the source, shall be used for maintenance of the corporation's ice rink, exterior grounds and the ice hockey equipment owned by the corporation. No persons shall be denied participation in the Association because of age, race, color, religion, or national origin.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Designation and Selection. The voting directors of the corporation shall be a President, two Vice Presidents (Vice President and Vice President of Facilities), a Secretary, a Treasurer, a Registrar, a Hockey Development Coordinator, a Concessions Manager, and a Marketing Director. For a list of board director positions and qualifications, refer to addendum

“Board Directors’ Roles.” The number of voting directors shall always be an odd number. The board will consist of additional non voting directors. Non voting directors will be appointed by the voting directors based on qualifications for the open positions. The Board shall, whenever possible, elect persons and fill vacancies on the Board considering all area communities.

Section 2. Qualification of Directors. Directors need not be residents of the State of Wisconsin. Resumes for open voting director positions will be submitted prior to the annual meeting and approved with a majority vote by elected voting directors to be added to the nomination ballot. The ballot will be closed 48 hours prior to the annual meeting.

Section 3. Election and Term. Voting directors of this corporation shall be elected at the Annual Meeting of Directors for a term of three (3) years, or until their successors have been elected and qualified with approximately one-third (1/3) of the elected members of the Board of Directors subject to election each year. Each officer shall hold office from the close of the annual meeting for a term, or until a qualified successor is elected upon expiration of the term of that officer or until said officer's death or until that officer shall resign or shall have been removed in the matter hereinafter provided.

Section 4. Resignation. A director may resign at any time by filing a written declaration of resignation with the Secretary of the corporation. Upon resignation, a director shall not run for a voting director position for a full term of three (3) years following the current year of resignation. Exception would be an approved leave of absence granted by a majority vote by elected voting directors.

Section 5. Removal. A director may be removed from office with or without cause by the affirmative vote of two-thirds (2/3) of directors then in office who must be present in person either at a regular meeting or at any special meeting of the Board of Directors called for that purpose. Upon removal, a director shall not run for a director position for a full term of three (3) years following the current year of resignation.

Section 6. Vacancies. In the event of a vacancy occurs in the Board of Directors for any cause, including an increase in the number of directors, an interim director shall be elected by the affirmative vote of the majority of the directors present at a meeting which a quorum is present or by the affirmative vote via electronic means by all current directors until a successor is elected upon expiration of the terms of the office for that director.

Section 7. Annual Meetings. The annual meetings of the Board of Directors shall be held in the spring of each year, at such time and such place as the Board of Directors may determine for the purpose of transacting such business as may come before the meeting.

Section 8. Regular Meeting. Regular meetings of the Board of Directors shall be held as needed but not less than monthly at a fixed time and place.

Section 9. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the

President, on the written request of any three (3) directors.

Section 10. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any meeting shall be given by oral or written notice delivered personally to each director at least twenty four (24) hours prior thereto, or by written notice mailed, sent by electronic means or faxed to each director at least seventy two (72) hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. 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 last address as it appears on the records of the corporation, with postage thereon prepaid. The purpose of and the business to be transacted at any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons 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 the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Quorum. A majority of the current directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of Acting. The act of a majority of the directors present at a meeting which a quorum is present or via any electronic means (including e-mail) of all directors shall be the act of the Board of Directors, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the Corporation.

Section 13. Informal Action by Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of law, to be taken at a meeting, may be taken without a meeting if consent in writing or via electronic means setting forth the action so taken shall be signed or replied to by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 14. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed, to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file 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 corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Compensation. Directors of the corporation shall not receive compensation for serving as directors. However, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of directors present at a meeting at which a quorum is present.

Section 16. Meetings By Telephone or By Other Communication Technology. Meetings of the Board of Directors may be conducted by telephone or other communication technology in accordance with Wis. Stats. 181.24(3)(a) or any successor thereto. If a meeting is to be conducted pursuant to this Section, participating directors shall be informed at the time the meeting is to begin that a meeting is taking place at which official business may be transacted and that a director participating in such meeting is deemed present in person at the meeting. At the beginning of such meeting, and again at the time any vote at such a meeting is conducted, each of the directors shall first verify their identity and their ability to simultaneously hear each other and have communication immediately transmitted to each and all participating directors by stating their name at the beginning of the meeting, and at the time their vote is cast in the same manner as they cast their vote. Meetings may be held pursuant to this Section 16 to address and to vote on any matter, which properly comes before the directors pursuant to these Bylaws

ARTICLE V

PARTICIPANTS

Section 1. Any child whose parent or guardian shall complete the requirements as stated on the application form shall be a member for purposes of participation as a youth hockey player only.

Section 2. The Board of Directors may establish such offices, as a majority of the said Board shall approve.

ARTICLE VI

MEMBERS

Section 1. Any person over the age of 19 years may become a member of the Association by completing the requirements as stated on the membership application adopted by the Board of Directors.

Section 2. All members shall be given notice of the Annual Meeting of the members and Board of Directors by mail or e-mail at their last known address at least fifteen (15) days prior to such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

Section 3. Membership shall be terminated by written resignation delivered to the principal office, ninety (90) day delinquency in payment of dues or by vote of a majority of the Board of

Directors for specified conduct deemed detrimental to the Association, but in the latter case, only upon written notice being mailed to said member and the expiration often (10) days from such mailing without appeal being brought and filed at the principal office of the Association.

ARTICLE VII

AMENDMENTS TO BYLAWS

Amendments may be made to the Bylaws at the annual meeting or special meeting of the directors. The method of amendment shall be by submitting in writing to the Secretary at the principal office the exact text of the proposed amendment at least twenty (20) days prior to any meeting of the Board of Directors and the Secretary shall then give each member and director written notice by mail of the proposed amendment at least fifteen (15) days prior to such meeting. Any amendment so submitted shall be effective if approved by 2/3 vote of the directors.

ARTICLE VIII

PROCEDURES

Except as provided by these Bylaws, Roberts Rules of Order shall be the guide to the conduct of all meetings of the Board of Directors.

The forgoing Amendments are hereby adopted by the Board of Directors by special meeting held on March 31, 2019.

FORUM - Monroe Youth Hockey Association, Inc.