

**BYLAWS
of
THE STOUGHTON YOUTH HOCKEY ASSOCIATION, INC.**

BYLAW 1

NAME AND LOCATION

Section 1. Name of Association.

The name of the association shall be **STOUGHTON YOUTH HOCKEY ASSOCIATION, INC.** The association shall be incorporated under Chapter 181, Wisconsin Statutes.

Section 2. Principal Place of Business.

The association's principal office shall be located in Dane County, Wisconsin.

BYLAW 2

MEMBERSHIP

Section 1. Membership in Association.

- A. Any youth, aged five to fourteen by January 1 of the current year, interested in pursuing a program of healthy, competitive, educational and recreational ice skating and ice hockey may become an active player upon payment of dues and fees and acceptance of the Board of Directors.
- B. Parents or guardians of active players shall be regarded as member families of the Association. These member families will be expected to encourage, promote, and assist in carrying out the Association's activities.
- C. Head coaches who are not part of a member family will be considered members of the Association as long as they are actively coaching.

Section 2. Transfer of Assets Upon Dissolution or Merger.

If for any reason dissolution of the Association should occur, all assets and equipment will be transferred to an organization of similar purpose and intent and no member or parent will profit by any such action.

BYLAW 3
MEETINGS

Section 1. Annual Meetings.

- A. The annual meeting of the Association shall be held in January of each year, at such time and place in Dane County, Wisconsin as the Directors shall determine. The members-elect of the Board shall attend Board meetings for the remainder of the current Board term, but shall not be entitled to vote or conduct Association business until the beginning of the following Board term.
- B. No less than seven (7) nor more than thirty (30) days before each annual meeting, written notice of the time and place of the meeting shall be given to the members by email and posting on the Association's website and, if no email is available or is returned as undeliverable, then personally or by mail to the last known address as shown on the Association's records.

Section 2. Special Meeting.

- A. The president may call a Special Meeting of the Association at any time upon giving notice to the membership in the manner herein described in Section 1 for an annual meeting, except that the notice shall also specify the purpose of the Special Meeting.
- B. Upon written demand signed by at least five (5) members of the Board of Directors, or by at least twenty percent (20%) of the members, the President shall call a Special Meeting for the purpose to which the demand relates, in the manner described in Section 1.

Section 3. Quorum.

A quorum at any meeting of the membership shall be twenty percent (20%) of the member families.

Section 4. Voting by Members.

- A. Except for the election of Directors, each member family and each member coach shall have one vote on all questions. In electing Directors, each family shall have two votes.
- B. Voting by proxy is not allowed, except for the election of Directors.

Section 5. Order of Business.

A. The Order of Business at the annual meetings and so far as applicable at other meetings shall be substantially as follows, unless changed at the meeting:

- (1) Call to order
- (2) Reading and disposal of unapproved minutes
- (3) Treasurer's report
- (4) Report of directors and committees
- (5) Old and unfinished business
- (6) New business
- (7) Call of vote/election of new directors
- (8) Adjournment

BYLAW 4

BOARD OF DIRECTORS

Section 1. Qualifications.

Except for the immediate Past President and two non-member directors permitted by Section 2 of this Bylaw 4, only family members who are current with dues and obligations and have been members for one (1) skating season or more may serve as Directors. A skating season for purposes of this paragraph shall be from October 1st through April 30th.

Section 2. Composition.

The Board of Directors shall consist of not more than eleven (11) elected Directors, who shall be elected by the members at annual meetings as provided in Section 3 of this Bylaw, and the immediate Past President. Up to two (2) of the eleven (11) elected Directors may be non-members of the Association, provided that non-member Directors (a) are at least 30 years of age and (b) reside in the geographic areas from which skaters are assigned to the Association or the Junior Icebergs without a release from their home association (as defined by the Wisconsin Amateur Hockey Association and/or the WAHA Region 4 Hockey Council, or any successors thereto). The Board of Directors shall, at a meeting to be held immediately after the annual meeting of the members elect from the members of the Board of Directors, officers as follows: President, First Vice President/Director of Hockey Operations, Second Vice President/Director of Fundraising, Secretary, Treasurer, and an Age Level Director for each registered age level (Bantam, PeeWee, Squirt, Girls, U8, U6).

Section 3. Term and Election.

- A. The term of each Director shall be three (3) years beginning on May 1 of the year following his/her election, unless the Director is elected or chosen to fill an unexpired term. The terms of the Directors shall be staggered over a three year period, so that approximately one-third of the Board of Directors shall be elected at each annual meeting. No Director shall serve more than two full terms consecutively.
- B. By December 1 of each year, the President shall appoint a Nominating Committee consisting of at least three (3) members who shall recommend qualified members for election to the Board of Directors. The President shall designate one member of the Nominating Committee to be the chairperson.
- C. At the time of appointment of the Nominating Committee the President shall also direct the Secretary to notify the Association members to submit names for nomination to the Board of Directors. The names may be submitted to any member of the Nominating Committee. The names received by the Committee will be reviewed by the Committee to determine if each nominee meets the criteria for election to the Board of Directors.
- D. The Nominating Committee shall present to the Board a list of all qualified members interested in election to the Board and this list shall be included with the notice of annual meeting. No nominations of candidates for election to the Board of Directors will be taken from the floor during the Annual Meeting unless no other nominations have been received for a board position.
- E. The Board shall submit to each member, as part of the written notice for the Annual Meeting, a ballot listing the qualified candidates for each position on the Board of Directors for which the member is entitled to vote. The members will be instructed to complete the ballot and submit it to the secretary when called for at the Annual Meeting. Ballots not received by the chair at the time of call for vote will not be counted.
- F. Voting for Directors shall be on a cumulative basis, with each member having one vote for each Director to be elected.
- G. In the event no candidate for a Board position receives a simple majority of the votes cast at the Annual Meeting, a runoff election between the two candidates receiving the most votes for such position will be held as soon as possible after the Annual Meeting. Voting in the runoff election shall be conducted by written ballot of all members entitled to vote for such position in a manner similar to that required by Paragraph E, above.

- H. In the event that any position on the Board of Directors, other than Past President, cannot be filled by election, the Board of Directors shall fill such position in the same manner as it fills vacancies under Section 5, below.

Section 4. Order of Succession.

- A. If a vacancy occurs in the position of President, the First Vice President/Director of Hockey Operations shall become President. In the event that the First Vice President/Director of Hockey Operations declines to become President, the Second Vice President/Director of Fundraising shall become President. If both the First and Second Vice Presidents decline to become President, the Board of Directors shall fill the vacancy in the manner prescribed by Section 5 below.
- B. If a vacancy occurs in the position of First Vice President/Director of Hockey Operations, the Second Vice President/Director of Fundraising shall become the First Vice President. In the event that the Second Vice President declines to become the First Vice President, the Board of Directors shall fill the vacancy in the manner prescribed by Section 5 below.

Section 5. Vacancies.

- A. Any vacancy on the Board occurring during the term of office, except for the position of Past President, shall be filled by appointment of the Board of Directors.
- B. The position of Past President shall be filled only by the immediate Past President and shall not be filled if a vacancy occurs during his/her term of office. The term of office of the immediate Past President shall be limited to the one year following his/her vacating the position of President. If the President vacates his/her office during a skating season, he/she will serve as immediate Past President only for the remainder of the skating season.
- C. In exercising its power of appointment to fill vacancies on the Board of Directors, the Board shall, whenever feasible, seek out more than one qualified candidate for the vacant position. If feasible, the Board shall submit the names of all qualified candidates to the members entitled to vote for such position for an advisory election prior to filing such vacancies. If no candidate obtains more than 50 percent of the votes cast in the advisory election, a runoff will be held between the two candidates receiving the most votes.

Section 6. Quorum.

At any meeting of the Board, six (6) members shall constitute a quorum.

Section 7. Voting.

- A. All elected Board Members are voting members. Each voting Board Member is entitled to one and only one vote. Absentee members may be polled. A simple majority of "for" or "against" votes shall carry a motion. Abstentions shall not be counted.
- B. If the Past President has an active skater with the Association, the Past President shall have the right to vote on all questions. If the Past President does not have an active skater with the Association, the Past President shall not have the right to vote on matters coming before the Board.

Section 8. Meetings.

- A. The Board of Directors shall meet at least monthly during the regular playing season, and as otherwise deemed necessary.
- B. Uniform notice of Director's meetings shall be given to each Director.
- C. Meetings of the members of the Board of Directors shall be conducted according to and governed by Roberts Rules of Order (revised) except as otherwise provided in these Bylaws.

Section 9. General Powers and Duties.

Directors shall conduct, manage, and control the affairs and business of the Association. They shall require proper records to be kept of all business transactions.

Section 10. Absence from Meetings.

Any Director not attending three (3) consecutive meetings shall be removed from office by the remaining Directors, and a new Director appointed when applicable. Proper notice shall be given to the Director.

BYLAW 5

DUTIES OF OFFICERS AND DIRECTORS

Section 1. President.

The principal duties of the President shall be to preside at all meetings of the Board of Directors and all the regular and special meetings of the members, and to have a general supervision of the affairs of the Association. The President shall sign or delegate the signing of all certificates, contracts, and legal instruments. The president will become a representative to the WAHA Region 4 Youth Hockey Council along with one other representative of the Board.

Section 2. First Vice President/Director of Hockey Operations.

The principal duties of the First Vice President/Director of Hockey Operations shall be to discharge the duties of the President in the event of the absence or disability for any cause whatsoever of the latter and also to be responsible for the purchase and distribution of ice, for supervising the Coaches Committee, setting hockey standards and procedures, team sizes and levels, and organizing tryouts.

Section 3. Second Vice President/Director of Fundraising.

The principal duties of the Second Vice President/Director of Fundraising shall be to discharge the duties of the President in the event of the absence or disability for any cause whatsoever of the President and First Vice President, and to coordinate all fundraising events for the Association.

Section 4. Secretary.

The principal duties of the Secretary shall be to keep a record of the proceedings of the Board of Directors and the proceedings of the members of the Association at their regular and special meetings, and to safely and systematically keep all books, papers, records, documents, and correspondence belonging to the Association or in any way pertaining to the business thereof. In the event of the absence or disability of the President, the First Vice President, and the Second Vice President, the Secretary shall discharge the duties of the President.

Section 5. Treasurer.

The principal duties of the Treasurer shall be to keep or delegate account of all monies, credits, and property of any and every nature of the Association; to keep an accurate account of all monies received and disbursed, to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to this office as shall be required by the Board of Directors.

All instruments calling for the payment of money issued by the Association shall be signed by such Directors as the Board of Directors may from time to time designate.

Section 6. Age Level Directors.

Each Age Level Director represents an age group and is responsible for maintaining communication between the parents and team representatives at their age group and the Board. Each Age Level Director is responsible for coordination of the coaches' selection of teams at the level.

Section 7. Past President.

The principal duty of the immediate Past President is to provide continuity from one Board to another. To this end the immediate Past President will advise and assist the Board of Directors in the exercise of its responsibilities.

BYLAW 6

CAPITAL STRUCTURE

Section 1.

The budget and the registration fee for the coming year shall be set by the Board of Directors before the end of each fiscal year.

Section 2.

A statement showing the annual registration fee shall be provided each member.

Section 3.

All dues and fees levied and collected shall be income to the Association.

Section 4.

Adequate non-allocated reserves for depreciation, obsolescence, and losses for bad accounts shall be established and maintained.

Section 5.

Any net earnings after payment of all costs and expenses, together with reasonable reserves, may be retained by the Association as non-allocated surplus.

BYLAW 7

AMENDMENT OF BYLAWS

Amendments may from time to time be made changing the bylaws at an annual or special meeting of the membership. 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 30 days prior to any annual meeting and the Secretary shall then give each member written notice by mail of the proposed amendment at least 20 days prior to such meeting. Any amendment so submitted shall be effective if approved by 2/3 vote of the members voting at such meeting, or failing the 2/3 vote of members may become effective upon receiving a 50% vote on a mailed ballot to all members within 30 days.

In the event this Association shall become an approved charitable or civic organization by the Internal Revenue Service of the United States of America whereby contributions are tax deductible, only amendments not changing such status may be made.

BYLAW 8

FISCAL YEAR

The fiscal year of this Association shall end August 30 of each year.

BYLAW 9

GUIDELINES AND PROCEDURES

The Association shall develop general guidelines and procedures for the operation of the Association. These guidelines and procedures will be reviewed each year by the Board of Directors.

BYLAW 10

INDEMNIFICATION OF OFFICERS. DIRECTORS. EMPLOYEES AND AGENTS

Section 1. Definitions Applicable to Indemnification and Insurance Provisions of Bylaws.

- A. "Association" means Stoughton Youth Hockey Association, Inc. a nonstock, nonprofit corporation organized under Chapter 181 of the Wisconsin Statutes.
- B. "Director," "Officer," "Employee" and "Agent" means any of the following:
 - (1) A natural person who is or was a director, officer, employee or agent of the Association.
 - (2) A natural person who, while a director, officer, employee or agent of the Association, is or was serving at the Association's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.
 - (3) A natural person who, while a director, officer, employee or agent of the Association is or was serving an employee benefit plan because his or her duties to the Association also imposed duties on, or otherwise involved

services by, the person to the plan or to participants in or beneficiaries of the plan.

- (4) Unless the context requires otherwise, the estate or personal representative of a Director, Officer, Employee or Agent.
- C. "Expenses" include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.
- D. "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses.
- E. "Party" means a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.
- F. "Proceeding" means any threatened, -pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Association or by any other person.

Section 2. Mandatory Indemnification for Directors and Officers.

- A. The Association shall indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director or Officer was a party because he or she is a Director or Officer of the Association.
- B. (1) In cases not included under Subsection (A) above, the Association shall indemnify a Director or Officer against liability incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because he or she is a Director or Officer of the Association, unless liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to the Association and the breach or failure to perform constitutes any of the following:
 - a. A wilful failure to deal fairly with the Association 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 his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
 - c. A transaction from which the Director or Officer derived an improper personal profit.

- d. Wilful misconduct.
 - (2) Determination of whether indemnification is required under this Subsection 2(B) shall be made pursuant to the procedures provided for in Section 6 of this bylaw.
 - (3) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification is not required under these bylaws.
- C. A Director or Officer who seeks indemnification under these bylaws shall make a written request to the Association.
- D. (1) Indemnification under these bylaws is not required to the extent limited by the Articles of Incorporation.
- (2) Indemnification under these bylaws is not required to the extent the Director or Officer has previously received indemnification or allowance of expenses from any person, including the Association, in connection with the same proceeding.

Section 3. Allowance of Expenses as Incurred.

- A. Upon written request by a Director or Officer who is a party to a proceeding, the Association may pay or reimburse his or her reasonable expenses as incurred, if the Director or Officer provides the Association with all of the following:
- (1) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Association.
 - (2) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Association, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required by these bylaws and that indemnification is not ordered by a court under applicable Wisconsin Statutes. The undertaking under this subsection shall be an unlimited general obligation of the Director or Officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 4. Optional Indemnification and Allowance of Expenses for Employees and Agents.

- A. The Board of Directors of the Association may from time to time, by resolution, authorize the Association to indemnify and allow payment of reasonable expenses of Employees and Agents of the Association. The indemnification and allowance of expenses for Employees and Agents shall be in accordance with the standards and procedures contained in Sections 2, 3, and 6 of this Bylaw.
- B. The resolution of the Board of Directors authorizing indemnification of Employees and Agents may be specific as to particular Employees and Agents or may be general as to all Employees and Agents.
- C. The resolution of the Board of Directors may authorize the Association to enter into written contracts with an Employee or Agent providing for indemnification and allowance of expenses as provided for in these bylaws.

Section 5 Determination of Right to Indemnification.

Except for court ordered indemnification of Directors and Officers under provisions of the Wisconsin Non-Stock Corporation Law, the right of a Director, Officer, Employee or Agent to indemnification under Section 2(B) or Section 4 of Bylaw 10 shall be determined by one of the three methods set forth below. The determination of which method will be used shall be by a majority vote of the Board of Directors.

- A. By majority vote of a quorum of the Board of Directors consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, then by majority vote of a committee duly appointed by the Board of Directors and consisting solely of 2 or more Directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.
- B. By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in Section 6(A), above, or if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including Directors who are parties to the same or related proceedings.
- C. By a panel of 3 arbitrators consisting of one arbitrator selected by those Directors entitled under Section 6(B), above, to select independent legal counsel, one arbitrator selected by the person seeking indemnification and one arbitrator selected by the arbitrators previously selected.

Section 6. Insurance.

The Association may purchase and maintain insurance on behalf of an individual who is a Director, Officer, Employee or Agent of the Association against liability asserted against and incurred by the individual in his or her capacity as a Director, Officer, Employee or Agent or arising from his or her status as a Director, Officer, Employee or Agent regardless of whether the Association is required or authorized to indemnify or allow expenses to the individual against the same liability under these bylaws or applicable Wisconsin Statutes.

Section 7. Miscellaneous.

- A. The Board of Directors, by resolution, may authorize rights to indemnification and payment of expenses for Directors, Officers, Employees and Agents, which are in addition to those provided for in Sections 2, 4 and 5 of this Bylaw, provided that such authorization is determined by independent legal counsel to be permissible under Section 181.047 of the Wisconsin Statutes.
- B. It is acknowledged that a Director or Officer of the Association has the right under Sections 181.043 and 181.049 of the Wisconsin Statutes to apply to a court of competent jurisdiction for a judicial determination of the right of a Director or Officer to be indemnified by the Association.