

BYLAWS OF
SHAWANO HOCKEY LEAGUE, INC.
A NONPROFIT CORPORATION

ARTICLE I: PURPOSE

Shawano Hockey League, Inc. ("SHL") is organized and operated exclusively for the purpose of fostering amateur ice hockey activities. SHL is an exempt organization under Section 501(c)(3). SHL enjoys affiliation agreements with Wisconsin Amateur Hockey Association ("WAHA") and USA Hockey.

ARTICLE II: OFFICES

SHL may have such offices as the Board of Directors may require. The principal office of SHL shall be located at the Crawford Center, 251 S Waukechon St, Shawano, WI 54166

ARTICLE III: MEMBERSHIP AND VOTING

- (1) Membership in SHL shall be open to all adults who are interested in fostering amateur ice hockey activities. An adult is anyone eighteen (18) years or older.
- (2) One (1) membership is included with the registration fee paid to SHL for the first skater in the family. Said membership shall be entitled to one (1) vote for each skater in the family with the registration fee paid to SHL.
- (3) There shall be an additional category of Associate Membership available to those without a registered skater, which registers with SHL and pays a fee equal to the Individual Membership fee established by WAHA. Said membership shall be entitled to one (1) vote.
- (4) Voting shall be in person at the annual membership meeting, but at the option of the Board of Directors, voting may be conducted by mail or online using electronic voting software.

ARTICLE IV: MEMBERSHIP MEETINGS

- (1) ANNUAL MEETINGS. An annual meeting of the membership shall be held in spring. The Board of Directors shall determine the exact date, time and publicly accessible place of the meeting and will provide notice to the membership in accordance with section (3) below. The general purpose of the annual meeting shall be to hold the election of the Board of Directors, report on the financial standing of the corporation, talk about activities of the past year, and any other business of the corporation as is necessary or required by law.

- (2) SPECIAL MEMBERSHIP MEETINGS. Special meetings of the membership may be called by the President or by 50% of the then existing Board of Directors. Notice of a special meeting shall be given to the membership in accordance with section (3) below.
- (3) NOTICE. Written notice of the annual meeting or of a special meeting of the membership shall be posted to the official website calendar and emailed to the membership, not less than ten (10) calendar days prior to the date set for such a meeting. The notice shall state the publicly accessible place, date, and time of the meeting. Notice of the meeting shall also state the purpose or purposes for which the meeting is called. Notice shall be deemed to have been given when electronically transmitted to the last known e-mail address of the member.
- (4) A meeting of the membership may be adjourned from time to time by a majority of the eligible votes of the members present at the meeting. Additional notice for reconvening an adjourned meeting shall not be necessary, provided that the time and place of the meeting reconvened shall be announced prior to adjournment.
- (5) QUORUM. At least fifteen (15%) percent of the eligible votes of members must be present at any membership meeting before voting may be conducted. However, if a quorum is not present, a majority of the eligible votes of the members present at the meeting may adjourn the meeting from time to time without further notice. Additional notice for reconvening an adjourned meeting shall not be necessary, provided that the time and place of the meeting reconvened shall be announced prior to adjournment.
- (6) MEMBERSHIP ACTS. The act of a majority of the eligible votes of the members shall be deemed the act of the membership, provided that a quorum is present.

ARTICLE V. BOARD OF DIRECTORS

- (1) GENERAL POWERS. The affairs of SHL shall be managed by its Board of Directors.
- (2) SIZE. The Board of Directors shall consist of thirteen (13) Directors.
- (3) REGULAR MEETINGS. The Board of Directors shall hold their annual meeting at the same place and time as the Annual Meeting of the members of the Corporation. The Board will meet regularly, generally once a month, at a predetermined interval and publicly accessible location, except where membership is notified of a change.
- (4) CLOSED MEETINGS. Although the Board of Director meetings are generally open to the membership, the Board of Directors may convene into closed session to discuss sensitive business when deemed necessary.
- (5) SPECIAL MEETINGS. The President or any two (2) Officers may call for a special meeting of the Board of Directors and shall provide notice of the time, place, and purpose of such Special Meeting as set forth in Section 8 below.
- (6) TELEPHONIC OR WEB-BASED MEETINGS. The Board of Directors may elect to meet periodically in telephonic or web-based conference calls. Such meetings shall be subject to the Notice provisions set forth in Section 8 below.

- (7) ACTIONS IN WRITING. The Directors of SHL may act in writing, in lieu of a formal meeting, so long as the Directors unanimously consent in writing to such action.
- (8) NOTICE. Directors shall be notified of any special meeting by advance notice in writing which shall be sent by e-mail or personal delivery at least two (2) days prior to the date set for the special meeting. Notices shall be sent to the last known email address. Improper Notice shall be waived by attendance at the meeting without protest or by receipt by the Secretary of a written waiver. If proper written notice of a special meeting cannot be given, the President or Officers who have called the meeting shall also attempt to notify each Director of the meeting by telephone or in person as circumstances permit.
- (9) QUORUM. A simple majority of the Directors must be present to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice provided that the time and place of the meeting reconvened shall be announced prior to adjournment.
- (10) VACANCIES. Any vacancy on the Board may be filled by the affirmative vote of a majority of the then remaining Directors, even if less than a quorum of the Board exists, so long as proper Notice of the meeting has been given in accordance with Section 8 above. Any Director so elected to fill a vacancy shall complete the unexpired term of his/her predecessor in office.
- (11) COMPENSATION. Board members shall receive no financial compensation, directly or indirectly for service on the Board.
- (12) REMOVAL. Directors may be removed by the membership upon proper vote at an authorized meeting of the members.
- (13) VOTING. The act of most of the Directors present at a meeting shall be deemed an act of the Board of Directors, provided a quorum is present.
- (14) TERM IN OFFICE. The Directors shall hold office for a term of three (3) years, with one-third of the Board subject to re-election in a three-year rotation. Except in the case of filling a vacancy, the term of office for newly elected Directors shall begin June 1 in the year of election. Except in cases of removal or resignation, each Director shall hold office until his or her successor is elected and qualified.
- (15) JOB DESCRIPTIONS. The Board of Directors may, from time to time, establish duties and responsibilities for each of the directors/officers, by adoption of written job descriptions.

ARTICLE VI. OFFICERS

- (1) OFFICERS. Officers of SHL shall consist of a President, Vice President, Secretary, and Treasurer. Other Board members may be designated to act or oversee specific programs.
- (2) ELECTION. Officers shall be elected by the Board of Directors at a meeting on or after May 1st of each year. Each Director will have one vote for each Officer. In the event more than two Directors run for an office, a preliminary vote will be held with the top two vote getters in the preliminary vote competing in a final vote for the office. In the event of a tie leaving more than two top vote getters during the preliminary vote, a revote will occur between the tied participants until a winner is

determined. In the event of a tie during the final vote, a revote will occur until a winner is determined. Officers will be filed in the order of President, Vice President, Treasurer, and Secretary. The Secretary shall administer all Officer elections, except to the extent the Secretary is running for an Office, then the President will appoint a Director not running for the office to administer the election for that office.

- (3) TERM. Officers shall serve a term of approximately one year, which commences at the Board of Directors meeting where Officers are elected and ending at the Board of Directors meeting the following year where new Officers are elected. All Officers shall remain in office, subject to early termination by removal or resignation, until his or her successor is elected, regardless of whether said Officer is an elected Director. However, only current Directors shall vote for Officers.
- (4) VACANCIES. Vacancies due to early termination by removal or resignation may be filled at any meeting of the Board of Directors.
- (3) PRESIDENT. The President shall be the principal officer and shall supervise and control all the business and affairs of SHL. The President shall preside at all meetings of the membership and the Board of Directors. The President shall have all such powers as may reasonably be construed as belonging to the president of a non-profit corporation.
- (4) VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.
- (5) SECRETARY. The Secretary shall keep the minutes and records, see that all notices are given in accordance with these Bylaws or as provided by law, keep a list of all members and their mailing and email addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.
- (6) TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of SHL and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or the Board of Directors.
- (8) REMOVAL. The Board of Directors may remove any officer at any time if, in its sole judgment, is in the best interest of SHL by such removal.

ARTICLE VII. COMMITTEES, MANAGERS, COORDINATORS

(1) COMMITTEES.

(a) The Board may appoint any number of committees deemed necessary to fulfill the needs of SHL. Examples of such committees may include, without limitation, Program Director, Coaching Committee, Coaching Selection Committee, Marketing Committee, Fundraising Committee, and Conduct Committee.

(b) All committees shall have at least one (1) Director serving on a committee, and one (1) Chair to assure fulfillment of the committee's charge in accordance with the desires of the Board of Directors.

(c) Members of any such committee shall receive no salary or wages.

(d) Each committee shall report to the Board of Directors.

(e) Committee members shall be chosen via an application process or, where applicable, individual direct nomination. All members must be confirmed and approved by the Board of Directors.

ARTICLE VIII. AMENDMENTS

- (1) By the Membership. These Bylaws may be amended by a majority vote of a quorum of the membership present at a membership meeting. Notice of any amendments to these Bylaws shall be given as part of the notice of the annual meeting.
- (2) By the Board of Directors. These Bylaws may be amended by the Board of Directors by a two-thirds (2/3) vote of the entire board, provided the amendment or amendments have been considered at least one (1) recent previous meeting of the board.
- (3) Special Power of the Board of Directors with respect to Bylaws Adopted by the Membership.
 - a. The board of directors has the authority to amend or repeal bylaws adopted by the membership.
 - b. This power shall be exercised sparingly and shall be used only when necessary to further the interests of the Corporation or of the hockey program.
 - c. Use of this power by the board of directors requires:
 - a. Consideration of at least one (1) recent previous meeting of the Board, and
 - b. A unanimous vote of the members of the Board present at the meeting.

ARTICLE IX. FISCAL AFFAIRS

- (1) FISCAL YEAR. The fiscal year shall begin June 1 of each year and end May 30th of the following year.
- (2) BUDGET. Each year, a fiscal budget shall be prepared by the Treasurer and shall be presented to the Board of Directors for approval.
- (3) ACCOUNTS. The Treasurer is authorized to open accounts in the name of SHL for the purposes of deposit and expenditure of SHL monies. The Treasurer shall keep a record of all monies received for SHL from all sources and proper vouchers indicating the amount and nature of all expenditures. The monies of SHL shall be deposited into such accounts in its name by the Treasurer and/or the President.
- (4) AUDIT. The accounts of the Treasurer shall be reviewed annually at the close of each fiscal year by a certified public accountant selected by the Board of Directors.
- (5) REPORTS. Reports by the Treasurer on the financial condition of SHL shall be presented to the Board of Directors at its meetings and a financial report shall be made at the annual meeting.
- (6) CONTRACTS. All contracts and commitments entered into in the name of and on behalf of SHL shall be authorized and approved by the Board of Directors.

(7) PURCHASES. All purchases over \$500, except for fees for approved tournaments, and normal operational expenses must be approved by the Board of Directors in advance of the purchase. Receipts must be provided for all purchases and/or reimbursement of expenses.

ARTICLE X. MEMBERSHIP COMPENSATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

SHL shall indemnify any director or officer, or former director or officer, against reasonable expenses and costs, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of any civil, criminal or administrative action, suit or proceeding in which he or she is made a party or with which he or she is threatened by reason of being or having been a director or an officer of SHL or because of any act as such director or officer, within the course of his or her duties, except in relation to matters as he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his or her duties. SHL may also reimburse any director or officer for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it is in the best interest of SHL that such settlement be made and that such director or officer was not guilty of gross negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and/or conservator of any deceased or former director or officer or person who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any statute, agreement, vote of members, or otherwise.

SHL shall similarly indemnify all other agents and representatives, including coaches who in good faith are acting within their authority and are not guilty of gross negligence or misconduct in the performance of their duties.

ARTICLE XII. POLITICAL INFLUENCE

No substantial part of the activities of SHL shall be involved in propaganda or otherwise attempting to influence legislation, and SHL shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII. DISSOLUTION

The assets of SHL are irrevocably and permanently dedicated to the purpose of fostering amateur ice hockey activities. Upon the dissolution of SHL, its assets shall be distributed for one or more of the exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so

Shawano Hockey League Inc.

disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of SHL is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.