

**RESTATEMENT OF THE BYLAWS OF
APPLETON AREA HOCKEY ASSOCIATION, INC.**
A NONPROFIT CORPORATION

ARTICLE I: PURPOSE

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

ARTICLE II: OFFICES

AAHA may have such offices as the Board of Directors may require. The principal office of AAHA shall be located at Appleton Family Ice Center, 1717 East Witzke Boulevard, Appleton, Wisconsin 54915.

ARTICLE III: MEMBERSHIP AND VOTING

- (1) Membership in AAHA 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 AAHA 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 AAHA.
- (3) There shall be an additional category of Associate Membership available to those without a registered skater, which registers with AAHA 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 general membership meetings, but at the option of the Board of Directors, voting may be conducted in whole or in part by mailed or absentee ballots. No proxy votes shall be permitted.

ARTICLE IV: MEMBERSHIP MEETINGS

- (1) **ANNUAL MEETINGS.** An annual meeting of the membership shall be held during the third week of March. 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 meeting will be for the purpose of general

membership communication and for the transaction of such other business as may come before the meeting.

- (2) SPECIAL 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 mailed or electronically transmitted to each member, 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 deposited in the United States Mail, postage prepaid, to the last known address of the member, or 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. ELECTION OF BOARD OF DIRECTORS

- (1) NOMINATIONS COMMITTEE. The Board of Directors shall appoint a Nominations Committee to administer the election process for Directors. The Nominations Committee shall be responsible for recruitment of candidates for Director positions. The Nominations Committee shall recognize any member who has given the Committee written notice of his or her intent to run for director no later than February 15 of the year in which the election will occur. The Nominations Committee shall refrain from displaying bias, in any form, for or against any candidate. Candidates for Director positions shall not serve on the Nominations Committee.
- (2) ELECTION PROCESS. The Nominations Committee shall electronically transmit to each Voting Member at least ten (10) days prior to the annual meeting a notice which

specifies the candidates for Director positions. The Nominations Committee shall verify members eligibility to vote and tabulate votes. The Nominations Committee shall announce the results of the election via the AAHA website and an email distribution to all members.

ARTICLE VI. BOARD OF DIRECTORS

- (1) GENERAL POWERS. The affairs of AAHA shall be managed by its Board of Directors.
- (2) SIZE. The Board of Directors shall consist of nine (9) Directors.
- (3) REGULAR MEETINGS. The Board of Directors shall hold their annual meeting immediately after and at the same place 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) EXECUTIVE MEETINGS. Although the Board of Director meetings are generally open to the membership, the Board of Directors may convene into closed session to discuss business when deemed necessary.
- (5) SPECIAL MEETINGS. The President or any two (2) Directors 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 AAHA may take action 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 mail at least three (3) days prior to said meeting, or 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 mail and/or 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 Directors 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 in order 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 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 a majority 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 on April 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 VII. OFFICERS

- (1) OFFICERS. Officers of AAHA shall consist of a President, Vice President, Secretary, Treasurer, and Program Operations Director. Other Board members may be designated to act or be in charge of specific program.
- (2) ELECTION. Officers shall be elected by the Board of Directors at a meeting on or after April 1 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, Program Operations Director 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 of the business and affairs of AAHA. 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 AAHA 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.
- (7) PROGRAM OPERATIONS DIRECTOR. The Program Operations Director shall take charge of leading the research, direction and implementation of all day-to-day business necessary for the performance of the activities and programs of AAHA and its members with regard to all matters needed for the execution of a youth hockey association, as well as 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 AAHA by such removal.

ARTICLE VIII. COMMITTEES, MANAGERS, COORDINATORS

- (1) COMMITTEES.

(a) The Board may appoint any number of committees deemed necessary to fulfill the needs of AAHA. Examples of such committees may include, without limitation, Coaching Committee, Coaching Selection Committee, Health and Safety 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.

(2) FINANCE COMMITTEE. There shall be a Finance Committee appointed by the Board. The Finance Committee shall perform such duties as assigned by the Board or as required under the Bylaws.

(3) MANAGERS AND COORDINATORS. The Board may appoint any number of managers and coordinators deemed necessary to fulfill the needs of AAHA. Examples of such managers may include, without limitation, Equipment Managers, Locker Room Monitor Manager, Registrar and Scheduler. Examples of such Coordinators may include, without limitation, Membership Services Coordinator, Assistant Member Services Coordinator, and Mite Program Coordinators. Managers and Coordinators shall be responsible for duties as assigned by the Board of Directors, and shall not receive salary or wages*. Any such positions shall not be voting positions and shall report to the Board of Directors Advisor identified at acceptance of the position. Such positions shall be chosen via an application process, or where applicable, individual direct nomination. All coordinators must be confirmed and approved by the Board of Directors.

* Per membership vote and approval in 2007, the position of Scheduler is a paid position within AAHA.

ARTICLE IX. AMENDMENTS

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.

ARTICLE X. FISCAL AFFAIRS

- (1) FISCAL YEAR. The fiscal year shall begin May 1 of each year and end April 30 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 AAHA for the purposes of deposit and expenditure of AAHA monies. The Treasurer shall keep a record of all monies received for AAHA from all sources and proper vouchers indicating the amount and nature of all expenditures. The monies of AAHA 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 AAHA 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 AAHA shall be authorized and approved by the Board of Directors.
- (7) PURCHASES. All purchases over \$500, with the exception of ice time purchases and fees for approved tournaments, must be approved by the Finance Committee 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

AAHA 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 AAHA 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. AAHA 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 AAHA 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.

AAHA 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 AAHA shall be involved in propaganda or otherwise attempting to influence legislation, and AAHA 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 AAHA are irrevocably and permanently dedicated to the purpose of fostering amateur ice hockey activities. Upon the dissolution of AAHA, 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 disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of AAHA 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.

Adopted by the Annual Meeting of members on March 6th, 2018.

PROTOCOL
FOR
ELECTION OF DIRECTORS
AT
MARCH 2018 ANNUAL MEETING
APPLETON AREA YOUTH HOCKEY ASSOCIATION, INC.

Appleton Area Youth Hockey Association, Inc. ("AAHA") is proposing a major revision to its Bylaws. A major change in the Bylaws is to provide that there will be nine (9) Directors of the Association and that the Officers of the Association will be selected by the Board of Directors. In order to implement this change and to ensure there is continuity amongst Board members for the best interests of the Association, it is proposed that all nine (9) Board members be elected at the March 2018 annual meeting to serve staggered terms based upon the number of votes received by each elected Director.

As a result, the ballot process for the selection of Directors to serve for staggered terms will follow the following protocol:

- The Board of Directors will announce the protocol that will be followed for the selection of Board members by publishing this document to all members of the Association;
- Association members who are interested in serving on the Board of Directors should notify the Chair of the Nomination Committee on or before February 15, 2018. Notification may be by letter or by e-mail and must be received by 5:00 p.m. on February 15, 2018;
- The two-person Nominations Committee shall create a ballot and include all of the names of Association members who have been verified to be eligible to serve as a Director and have expressed an interest in serving as a Director of the Association;
- A ballot will be created and distributed to each member of the Association in attendance at the Annual Meeting. Absentee Ballots will be sent to the member no sooner than one (1) week prior to the election and must be returned no later than 5:00 p.m. on the day before the election. Each member of the Association shall be entitled to one (1) vote per each participant in the Association Programs (skater of any age or non-participant Coach);
- Ballots will be counted pursuant to the procedure established in the proposed Bylaws;
- The top nine (9) vote getters will receive the following terms: The top three (3) vote getters will be designated to serve a three-year (3) term, the next three (3) top vote getters will be designated to serve a two-year (2) term and the following three (3) vote getters will serve a one-year (1) term on the Board of Directors. Each Board member may be eligible to serve for a successor three-year (3) term and there shall be no limits on the number of terms that a Board member may serve unless the Bylaws are changed to create such a limitation.

