

KENOSHA BLUE LINE HOCKEY ASSOCIATION

BY-LAWS (Amended 4/28/14)

ARTICLE 1 – ORGANIZATION GENERAL

Section 1: Name

- The name of this corporation shall be the Kenosha Blue Line Hockey Club, Inc.

Section 2: Registered Address

- The registered address of this corporation shall be at a place selected by the Board of Directors as the affairs of the corporation require.

Section 3: Registered Agent

- The registered agent of the corporation shall be the Treasurer elected by the Board of Directors.

Section 4: Non-Profit Status

- This corporation is organized as a State of Wisconsin non-profit corporation upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

Section 5: Exempt Status

- This corporation is organized and shall be operated exclusively as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended and as may be amended in the future.

Section 6: Use of Funds

- All funds and property of this corporation shall be used and distributed exclusively for carrying out the purposes of the corporation as set forth in Article II.

Section 7: Fiscal Year

- The fiscal year shall begin July 1 and end June 30 of the following year.

Section 8: Power to Borrow Money

- The Corporation may borrow money, and mortgage its property or issue a promissory note or bond for repayment with interest, at the recommendation of the Treasurer and with the approval of two-thirds of the Board of Directors.

Section 9: Financial Statements

- The Treasurer shall, at least once a year or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the corporation for the preceding fiscal year. The statement shall be available to any member on their request.

Section 10: Dissolution

- In the event of liquidation or dissolution of this corporation, or in the event that it shall cease to carry out any of its purposes, all funds and property of the corporation shall be distributed to non-profit corporations with purposes similar to those set forth in Article II and which are exempt organizations as set forth in Section 4 of this Article I, that the Directors of this corporation may select, and in no event shall any of the funds or property be distributed to any of the members or used for any other purpose.

ARTICLE II – PURPOSE

Kenosha Blue Line Hockey Club, Inc. (KBLHC) is a non-profit corporation operating youth hockey programs for the benefit of families residing in the greater Kenosha area. The purposes of the corporation are:

1. To develop character, sportsmanship, and physical fitness for the youth of the greater Kenosha area.
2. To promote, encourage, and improve the awareness and standard of play of ice hockey.
3. To associate and work with other ice hockey associations.
4. To conduct and improve Kenosha's amateur youth and adult hockey program, consistent with the rules and regulations of the Wisconsin Amateur Hockey Association (WAHA), Northern Illinois Hockey League (NIHL) and U.S.A. Hockey; and
5. To participate in other related activities in reaching its purposes.

ARTICLE III – MEMBERSHIP

Section 1: Active Member

- An active member is (1) a parent, step-parent, guardian or other person who pays at least one dollar toward the fee of any child participating in the youth hockey programs operated by KBLHC, or (2) any other interested person who pays a membership fee of one dollar. The term of membership is the fiscal year of the Corporation. Funds contributed to KBLHC as part of a fund-raising activity do not entitle the contributor to the benefits of membership.

Section 2: Expulsion

- An active member may be expelled during a fiscal year, after due notice and an opportunity for a hearing, for conduct detrimental to the Association, by the vote of two-thirds of the Board of Directors. The

Secretary shall provide at least 10 days notice to the person to be expelled and to the members of the Board prior to any regular or special meeting at which the matter is to be resolved. The person shall be offered the opportunity to be heard at that meeting, and to present others to testify in his or her behalf, prior to any final decision by the Board.

Section 3: Voting Rights

- An active member who is the designated parent/guardian as listed on the registration form and at least 18 years of age shall be entitled to 1 vote by written or on-line ballot in the election of members to the Board of Directors. There is a maximum of 2 votes per family.

Section 4: Right to Hold Office

- Each active member with voting rights is entitled to run for a position on the Board of Directors under the procedures established by these By-Laws, and if elected, to run for any office of the Corporation.

Section 5: Membership Survey

- Upon the request in writing of one quarter of the membership, the Board of Directors shall, or upon its own initiative may, submit any question to the active members for a mail survey vote.

Section 6: Activities Fund

- Any person, association, partnership, corporation, or estate may establish or participate in an activities fund administered by the Board of Directors or its designee to further the purposes of the Corporation. Participation in such a fund shall carry with it no voting rights or other privileges of membership.

Section 7: Annual Meeting

- The date, time and place of the Annual Meeting of the active members shall be determined by the Board of Directors and announced at registration.

Section 8: Notice and Quorum

- At least fifteen days prior to the Annual Meeting, written notice of the date, time and place shall be distributed by team representatives, placed on the Komets web page and posted in locations frequented by the members. The notice of the Annual Meeting shall include the list of members selected by the Nominating Committee to run for positions on the Board of Directors, and the text of any amendments to the By-Laws which will be presented for approval at that meeting.
- The active voting members present at the Annual Meeting shall constitute a quorum, but shall not be less than one more than twice the number of active board members.

Section 9: Order of Business

- The order of business at the Annual Meeting, unless amended by a majority vote of those present, shall be as follows:
 - 1: Call to Order
 - 2: Minutes of the last Annual Meeting
 - 3: Treasurer's Report
 - 4: Executive Committee Reports
 - 5: Standing Committee Reports
 - 6: Other Committee Reports
 - 7: Nominating Committee Report
 - 8: Nominations from the Floor
 - 9: Election of Members to the Board of Directors
 - 10: Other Business
 - 11: Adjournment

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board of Directors

- The property and affairs of the KBLHC shall be managed by a Board of Directors composed of not more than 11 elected directors. The Board may appoint up to three additional directors for a term of one year to serve special functions within the Corporation.

Section 2: Election of Directors

A: Active members of the organization with voting rights, may begin casting their votes for the election of Directors/Commissioners thru an on-line vote, beginning 1 calendar week prior to election day, and ending at 8:30pm on election day, or cast their vote in person on election day from 5:30pm up until the Board meeting concludes.

B: Executive Directors shall be elected by the conclusion of the Annual Meeting to a term of three years. NIHL Commissioner and Hockey Development Commissioner shall be elected by the conclusion of the Annual Meeting to a term of one year. WAHA Commissioner shall be elected by the conclusion of the regular monthly board meeting scheduled in October. Executive Directors and Commissioners may succeed themselves for an indefinite number of terms.

C: When a position is vacant due to resignation or expulsion of an Executive Director or Commissioner, the Board of Directors shall appoint a member to serve the remainder of the term.

D: The number of Executive positions open for election at the Annual Meeting may not be less than one third of the total elected Board of Directors. The number of nominees should exceed the number of positions open by at least fifty percent.

E: The Commissioner positions are open for election as follows:

October election—WAHA Commissioner

Annual Meeting—NIHL Commissioner and Hockey Development Commissioner

The number of nominees should exceed the number of positions open by at least fifty percent.

Section 3: Terms of Office

- Executive Directors elected at the Annual Meeting serve for three years, with their term expiring following the Annual Meeting of the third year. The NIHL Commissioner and Hockey Development Commissioner elected at the Annual Meeting serves for one year. The WAHA Commissioner elected at the October election serves for one year. Executive Directors or Commissioners appointed by the Board to perform special functions serve only until the next Annual Meeting.

Section 4: Duties of the Board of Directors

- The duties of the Board of Directors shall include:

A: To elect the Executive Directors of the Corporation from within the Board of Directors .

B: To fill any vacancies which may occur in the Executive Directors or in the Board of Directors.

C: To manage the business, property, and affairs of the Corporation

D: To formulate the policies and determine the overall conduct and standards of the hockey program, which shall be administered by the officers.

E: To establish a budget and set fees for the hockey programs.

F: To study for approval proposals to amend or revise the Corporation's By- Laws, rules or regulations.

G: To review and act upon any temporary decision by the President.

H: To hear and rule on appeals.

Section 5: Regular Meetings

- Regular meetings of the Board of Directors shall be held monthly at a time and place determined by the President. The Secretary shall notify all members of the Board of the date, time and place of each meeting.

Section 6: Special Meetings

- Special Meetings of the Board of Directors may be called by the President or at the written request of at least five members of the Board. The Secretary shall notify members of the Board of the date, time and place of the meeting at least five days in advance.

Section 7: Quorum

- A majority of the Board of Directors and at least three Executive Directors must be present to constitute a quorum at any regular or special meeting.

Section 8: Election of Officers

- Upon the conclusion of the Annual Meeting, the Board as then constituted, shall elect its new Executive Directors.

Section 9: Order of Business

- The order of business for meetings of the Board of Directors shall be as follows:
 - 1: Role call of the Board of Directors
 - 2: Minutes of the previous meetings
 - 3: Treasurer's Report
 - 4: Executive Committee Reports
 - 5: Communications
 - 6: Standing Committee Reports
 - 7: Other Committee Reports
 - 8: Old Business
 - 9: New Business
 - 10: Adjournment

Section 10: Parliamentary Procedure

- All meetings shall be governed by rules of parliamentary procedure. Robert's Rules of Order shall govern questions of procedure.

Section 11: Limited Liability and Indemnification

- The Board of Directors shall not be liable in any manner for debts or obligations of the Corporation and shall not be subject to any manner of assessment by virtue of his/her membership. The Corporation shall indemnify and hold harmless each director and/or Executive Director, from and against, any and all claims and liabilities to which he or she may become subject to by reason of his or her position as a director or Executive Director of this Corporation.

Section 12: Resignation

- Any member of the Board of Directors may resign and/or withdraw from membership in the Corporation at any time, upon written notice of his desire to do so, delivered to the President or Secretary of the Corporation.

Section 13: Expulsion

- Any director may be subject to removal upon missing three Board meetings within a fiscal year, or for failure to discharge the normal duties of a Board member, or for conduct detrimental to the Corporation, after due notice and opportunity for a hearing, by a vote of two-thirds of the Board of Directors at any regular or special meeting. The Secretary shall

provide at least ten days notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at the meeting and to present others to testify on his/her behalf, prior to any final disposition by the Board.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1: Composition

- The Executive Directors shall be composed of the President, Vice President On-Ice Affairs, Vice President Off-Ice Affairs, Secretary, Treasurer, Director of Promotions and the Immediate Past-President. In the event that the President is elected to succeed himself/herself, or the previous President declines to serve, or is elected or appointed to another Executive Director position, the Board shall elect one of its members to serve as an Executive Director.

Section 2: Duties

- The Executive Directors, under the direction of the President, shall prepare policies, programs, and budgets for discussion, revision, and approval by the Board of Directors.

Section 3: Disciplinary Committee

- The Disciplinary Committee shall be created to review and act upon infractions of WAHA and NIHL rules and regulations. The committee shall consist of the President, the Vice President of On-Ice Affairs, WAHA Commissioner, NIHL Commissioner and at least two additional members of the organization (non – Board Members) that shall be appointed by the Vice President of On-Ice Affairs. Decisions of the committee shall be final.

Section 4: Transfer Committee

- The Transfer Committee shall be created as needed to review and act upon requests for transfers between divisions under the Association's League Rules, and from Association teams to outside teams under the appropriate WAHA/NIHL rules. The committee shall consist of the President, the Vice President On-Ice Affairs and the WAHA or NIHL Commissioner. Decisions of the committee shall be final, subject only to review by the full Board of Directors at the next regular or special meeting.

ARTICLE VI – OFFICERS AND ADMINISTRATORS

Section 1: President

The duties of the President shall include, but not be limited to, the following:

- To preside at all regular or special meetings of the membership or Board.
- To call special meetings of the Association or the Board of Directors.

- To make decisions on questions, not provided for in the By-Laws or rules until the next regular or special meeting of the Board of Directors.
- To represent or designate suitable representation for this Association at other ice hockey meetings.
- To appoint Chairpersons of the standing committees of the Association, subject to approval of the Board of Directors.
- To serve as ex-officio member of all committees.
- Member of the Disciplinary Committee
- Performs other duties as may be specifically assigned by the Board of Directors.

Section 2: Vice President of On Ice Affairs

- To collaborate with the Hockey Director to select Head Coaches, with approval of the Board of Directors.
- Select referee scheduler with approval of the Board of Directors.
- Select ice scheduler with approval of the Board of Directors.
- Approve all ice schedules.
- Chairman of the Disciplinary Committee.
- Approval of equipment needs/purchases, with approval of the Board of Directors.
- Lead and organize tryouts.
- Select Hockey Director, with approval of the Board of Directors.
- Liaison between Hockey Director and member of the Board.
- Liaison for Coaches.
- Performs other duties as may be specifically assigned by the Board of Directors.

Section 3: Vice President of Off Ice Affairs

- In charge of player registration.
- Oversees elections and Chairs the Nominating Committee
- Responsible for communications with team reps.
- Responsible for purchase and maintenance of team uniforms.
- Assist WAHA and NIHL Commissioners, and Ice Scheduler with scheduling.
- Performs other duties as may be specifically assigned by the Board of Directors.

Section 4: Treasurer

- Establish players fee structure with Board approval.
- Provide monthly and annual financial reports to Board of Directors.
- Select accountant with approval of the Board of Directors and act as liaison between accountant and the Board.
- Oversee the financial obligations and accounts of the organization.
- Collects players fees and ensures players are current on fees.

- Notifies Board of Directors when players account is determined to be delinquent.
- Performs other duties as may be specifically assigned by the Board of Directors.

Section 5: Secretary

- Communicates board meeting notices.
- Records minutes of board meetings.
- Acts as the communication and liaison to membership.
- Oversees website administration.
- Oversees monthly newsletter.
- Performs other duties as may be specifically assigned by the Board of Directors.

Section 6: Promotions

- Oversees special promotions/events.
- Oversees advertising and publicity.
- Oversees recruitment of new members.
- Oversees spirit wear sales.
- Oversees outside ice sales.
- Performs other duties as may be specifically assigned by the Board of Directors.

Section 7: WAHA Commissioner (WAHA=Wisconsin Amateur Hockey Association)

- Acts as liaison between the Board of Directors, the Komets membership and WAHA.
- Attends quarterly and annual WAHA meetings.
- Assists with WAHA game scheduling.
- Performs other duties as may be specifically assigned by the Board of Directors.
- Serves as a non-executive member of the Board for a one year term, elected annually by the membership.

Section 8: NIHL Commissioner (NIHL=Northern Illinois Hockey League)

- Acts as liaison between the Board of Directors, the Komets membership and NIHL.
- Attends monthly, quarterly and annual NIHL meetings.
- Assists with NIHL game scheduling.
- Performs other duties as may be specifically assigned by the Board of Directors.
- Serves as a non-executive member of the Board for a one year term, elected annually by the membership.

Section 9: Hockey Development Commissioner

- Acts as liaison between the Board of Directors, the Hockey Director and the Komets membership.
- Oversees the development and implementation of the Ignition and DEVOS programs.
- Oversees the Equipment Committee.
- Performs other duties as may be specifically assigned by the Board of Directors.
- Serves as a non-executive member of the Board for a one year term, elected annually by the membership.

ARTICLE VII – COMMITTEES

Section 1: Chairpersons

- Chairpersons for the following standing committees shall be appointed annually by the President from those members of the Board who are not an Executive Director, except where noted otherwise.

Section 2: Committee Members

- Each chairperson shall select at his/her discretion at least two members of the Corporation to serve on the committee. Members may serve on more than one committee, or as an officer or administrator and on a committee.

Section 3: Meetings

- Each standing committee is required to meet formally at least three times prior to the Annual Meeting. A committee member should be delegated to take attendance and minutes at any meetings of the committee.

Section 4: Annual Report

- Prior to the Annual Meeting, each committee chairperson shall file a written report with the Secretary of the Corporation on the committee's membership, activities, and recommendations. The Secretary shall make such reports available to any member of the Corporation at his request.

Section 5: Rules Committee

- The Rules Committee shall investigate, consider, and may recommend for adoption by the Board of Directors, supplemental playing rules and/or regulations not specifically provided for by WAHA, NIHL or U.S.A. Hockey. The committee shall select one member to be the liaison with the local referee association. The committee shall establish a procedure to critique the referees working Corporations games and shall present the results to the referees association in the interest in approving all referees.

Section 6: Publicity Committee

- The Publicity Committee shall promote the Corporation and its programs among the general public and keep the membership informed of the policies, issues, programs, and activities of the Corporation.

Section 7: Nominating Committee

- The Nominating Committee shall recommend candidates for membership on the Board of Directors and for officers of the Corporation. The nominees shall be representative of all divisions and levels of play within the Corporation. The committee shall nominate for the Board of Directors half again as many persons needed to fill the available terms. The Nominating Committee shall recommend a slate of officers at the Board Meeting following the Annual Meeting.

Section 8: Equipment Committee

- The Equipment Committee shall maintain an inventory of all hockey equipment and other supplies of the Corporation and distribute such equipment and supplies to members of the Corporation as required to support the Corporation's programs. New equipment or supplies shall be purchased or authorized by this committee. Prior Board approval shall be required for purchases above a limit set by the Board.

Section 9: Fund Raising Committee

- The Fund Raising Committee shall select, subject to Board approval, the fundraising activities of the Corporation and supervisethe participation of the membership in these activities. The Director of Promotions shall be the chairperson of the Fund Raising Committee.

Section 10: Special Committees

- The President, or a majority vote of the Board, may establish other committees for specific purposes as necessary. The chairperson may be any active member of the Corporation and the committee may meet as required for its purposes. A report on its membership and activities shall be submitted to the membership at the Annual Meeting. The committee shall terminate at the completion of its assignment or at the next Annual Meeting.

ARTICLE VIII – FISCAL YEAR AND FINANCE

Section 1: Budget

- Prior to the closing of each fiscal year, the Board of Directors shall prepare for submission to the new Board, a financial budget of income and expenditures for the upcoming year. As soon as possible after the commencement of each fiscal year, the Board of Directors shall review and modify its financial budget before making final decisions for various department and committee appropriations for the current fiscal year.

Section 2: Borrowing Limitations

- At no time shall the Board of Directors of the corporation incur any indebtedness for current operations of the corporation greater than 10 percent of the annual budget, unless specifically authorized to do so by a majority vote of the membership.

Section 3: Sale of Property

- At no time shall the Board of Directors of the corporation sell any assets of the corporation, unless specifically authorized to do so by a two-thirds majority vote of the membership.

ARTICLE IX – AMENDMENTS TO THE BY-LAWS

Section 1: Board of Directors

- The Board of Directors may amend these By-Laws by presenting the amendment at a regular or special meeting and voting on the amendment at a subsequent regular or special meeting. The approval of two-thirds of the membership of the Board is required to pass the amendment. Membership must be notified at least thirty days prior to a vote on any By-Law or amendment(s) to the By-Laws.

Section 2: Annual Meeting

- These By-Laws may be amended at an Annual Meeting by including the amendment in the notice of the Annual Meeting and having the members vote on the amendment by secret ballot at the Annual Meeting. The approval of two-thirds of the votes cast is required to pass the amendment. By-Laws and amendments to the By-Laws voted on and passed by the membership can only be changed by the membership.