

BY-LAWS
OF
WASHINGTON COUNTY YOUTH HOCKEY ASSOCIATION, INC.
RESTATED _____

TABLE OF CONTENTS

ARTICLE 1. IDENTIFICATION.....	1
Section 1.01. Name.....	1
Section 1.02. Principal and Business Offices.	1
Section 1.03. Registered Agent and Office.....	1
Section 1.04. Place of Keeping Corporate Records.....	1
Section 1.05. Fiscal Year.	1
ARTICLE 2. MEMBERS.....	1
Section 2.01. Annual Meeting.	1
Section 2.02. Special Meetings.....	1
Section 2.03. Place of Meeting.	2
Section 2.04. Notice of Meetings.....	2
Section 2.05. Waiver of Notice.....	2
Section 2.06. Fixing of Record Date.....	2
Section 2.07. Voting List.	3
Section 2.08. Quorum and Voting Requirements.	3
Section 2.09. Order of Business at Meetings.....	3
Section 2.10. Proxies.....	4
Section 2.11. Voting of Members.	4
ARTICLE 3. BOARD OF DIRECTORS	4
Section 3.01. General Powers.	4
Section 3.02. Election.	5
Section 3.03. Number, Tenure and Qualifications.....	5
Section 3.04. Regular Meetings.....	5
Section 3.05. Special Meetings.....	5
Section 3.06. Meetings by Electronic Means of Communication.	5
Section 3.07. Notice of Meetings; Waiver of Notice.....	6
Section 3.08. Quorum Requirement.....	6
Section 3.09. Voting Requirement.....	7
Section 3.10. Conduct of Meetings.....	7
Section 3.11. Vacancies.	7
Section 3.12. Nominations for Board of Directors.	7
Section 3.13. Directors' Assent.	8
Section 3.14. Committees.	8
Section 3.15. Standing Committees.....	8
Section 3.16. Action Without a Meeting.	8
Section 3.17. Executive Committee.....	9
ARTICLE 4. OFFICERS.....	9
Section 4.01. Number and Titles.....	9
Section 4.02. Appointment, Tenure, and Compensation.	9

Section 4.03.	Additional Officers, Agents, etc.	9
Section 4.04.	Removal.	10
Section 4.05.	Resignations.	10
Section 4.06.	Vacancies.	10
Section 4.07.	Powers, Authority and Duties.	10
Section 4.08.	The President.	10
Section 4.09.	The Vice-President.	11
Section 4.10.	The Secretary.	11
Section 4.11.	The Treasurer.	12
ARTICLE 5. MEMBERSHIP	.....	12
Section 5.01.	Memberships.	12
Section 5.02.	Other Memberships.	13
Section 5.03.	Expulsion.	13
Section 5.04.	Dues, Fees and Assessments.	13
ARTICLE 6. CONTRACTS, LOANS, CHECKS AND DEPOSITS	.....	13
Section 6.01.	Contracts.	13
Section 6.02.	Loans.	14
Section 6.03.	Checks, Drafts, etc.	14
Section 6.04.	Deposits.	14
ARTICLE 7. VOTING OF SECURITIES OWNED BY THE CORPORATION	.....	14
Section 7.01.	Authority to Vote.	14
Section 7.02.	Proxy Authorization.	14
ARTICLE 8. CONTRACTS BETWEEN THE CORPORATION AND RELATED PERSONS	.....	14
ARTICLE 9. INSPECTION OF RECORDS BY MEMBERS	.....	15
Section 9.01.	Inspection of By-Laws.	15
Section 9.02.	Inspection of Other Records.	15
ARTICLE 10. INDEMNIFICATION	.....	16
ARTICLE 11. AMENDMENTS	.....	16
Section 11.01.	By Members.	16
ARTICLE 12. SEAL	.....	16

BY-LAWS
OF
WASHINGTON COUNTY YOUTH HOCKEY ASSOCIATION, INC.
RESTATED _____

ARTICLE 1.
IDENTIFICATION

Section 1.01. Name. The Corporation's name is WASHINGTON COUNTY YOUTH HOCKEY ASSOCIATION (the "Corporation"). The Corporation is a Non-Stock Corporation organized under Chapter 181 of the Wisconsin Statutes.

Section 1.02. Principal and Business Offices. The Corporation may have such principal and other business offices, either within or outside the State of Wisconsin, as the Board of Directors may designate or as the Corporation's business may require from time to time.

Section 1.03. Registered Agent and Office. The Corporation's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation's registered office may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent. The business office of the Corporation's registered agent shall be identical to the registered office. The Corporation's registered office may be, but need not be, identical with the Corporation's principal office in the State of Wisconsin.

Section 1.04. Place of Keeping Corporate Records. The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation's principal office.

Section 1.05. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of April.

ARTICLE 2.

MEMBERS

Section 2.01. Annual Meeting. The annual Members' meeting shall be held on the 1st Tuesday in April of each year at 7:00 o'clock, p.m., or at such other date and time within thirty (30) days before or after this date as may be fixed by or under the authority of the Board of Directors, for the purpose of electing Directors and transacting such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in Wisconsin, the meeting shall be held on the 2nd Tuesday in April at 6:00pm.

Section 2.02. Special Meetings. Special Members' meetings may be called: (1) by the President; (2) by the Board of Directors or such other officer(s) as the Board of Directors may authorize from time to time; or (3) by the President or Secretary upon the written request of the

holders of record of at least ten percent (10%) of all the votes entitled to be cast upon the matter(s) set forth as the purpose of the meeting in the written request. Upon delivery to the President or Secretary of a written request pursuant to (3) above, stating the purpose(s) of the requested meeting, dated and signed by the person(s) entitled to request such a meeting, it shall be the duty of the officer to whom the request is delivered to give, within thirty (30) days of such delivery, notice of the meeting to Members. Notice of any special meetings shall be given in the manner provided in Section 2.04 of these By-Laws. Only business within the purpose(s) described in the special meeting notice shall be conducted at a special Members' meeting.

Section 2.03. Place of Meeting. The Board of Directors may designate any place within Washington County, as the place of meeting for any annual or special Members' meeting or any adjourned meeting. If no designation is made by the Board of Directors, the place of meeting shall be the Corporation's principal office.

Section 2.04. Notice of Meetings. The Corporation shall notify each Member who is entitled to vote at the meeting of the date, time and place of each annual or special Members' meeting. In the case of special meetings, the notice shall also state the meeting's purpose. Unless otherwise required by Ch. 181, the meeting notice shall be given not less than ten (10) days nor more than sixty (60) days before the meeting date. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, other form of wire or wireless communication, private carrier, or in any other manner provided by Ch. 181. Written notice, if mailed, is effective when mailed; and such notice may be addressed to the Member's address shown in the Corporation's current record of Members. Written notice provided in any other manner is effective when received. Oral notice is effective when communicated.

Section 2.05. Waiver of Notice. A Member may waive notice of any Members' meeting, before or after the date and time stated in the notice. The waiver must be in writing, contain the same information that would have been required in the notice (except that the time and place of the meeting need not be stated), be signed by the Member, and be delivered to the Corporation for inclusion in the corporate records. A Member's attendance at a meeting, in person or by proxy, waives objection to lack of notice or defective notice, unless the Member at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

Section 2.06. Fixing of Record Date. For the purpose of determining Members of any voting group entitled to notice of or to vote at any Members' meeting, Members entitled to demand a special meeting under Section 2.02 of these By-Laws, or in order to make a determination of Members for any other proper purpose, the Board of Directors may fix a future date as the record date. The record date shall not be more than seventy (70) days before the date on which the particular action requiring this determination of Members is to be taken. If no record date is so fixed by the Board, the record date shall be as follows:

- A. With respect to an annual Members' meeting or any special Members' meeting called by the Board or any person specifically authorized by the Board or these By-Laws to call a meeting, at the close of business on the day before the first notice is delivered to Members.

- B. With respect to a special Members' meeting demanded by the Members, on the date the first Member signs the demand.
- C. With respect to actions taken in writing without a meeting (pursuant to Section 2.13 of these By-Laws), on the date the first Member signs a consent.
- D. With respect to any other matter for which such a determination is required, as provided by law.

When a determination of the Members entitled to vote at any Members' meeting has been made as provided in this section, the determination shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 2.07. Voting List. After fixing a record date for a meeting, the Corporation shall prepare a list of the names of all of its Members who are entitled to notice of a Members' meeting. The Corporation shall make the Members' list available for inspection by any Member, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing to the meeting date, at the Corporation's principal office or at the place identified in the meeting notice in the city where the meeting will be held. A Member or his or her agent or attorney may, on written demand, inspect, and subject to any restrictions set forth in Ch. 181, copy the list, during regular business hours at his or her expense, during the period that it is available for inspection. The Corporation shall make the Members' list available at the meeting, and any Member or his or her agent or attorney may inspect the list at any time during the meeting or any adjournment.

Section 2.08. Quorum and Voting Requirements. Members entitled to vote may take action on a matter at a meeting only if a quorum of those Members exists with respect to that matter. Except as otherwise provided by the Articles of Incorporation, these By-Laws, or any provision of Ch. 181, twenty percent (20%) of the votes entitled to be cast on the matter by the Members shall constitute a quorum for action on that matter. If a quorum exists, action on a matter (other than the election of Directors under Section 3.02 of the By-Laws) by a voting group is approved if the votes cast within the voting group favoring the action constitute a majority or more of the votes of the voting group represented at the meeting, unless the Articles of Incorporation, these By-Laws, or any provision of Ch. 181 requires a greater number of affirmative votes.

Section 2.09. Order of Business at Meetings. The order of business at any Members' meeting shall be as follows:

- A. Roll call.
- B. Appointment of inspectors of election, if requested.
- C. Proof of proper notice of meeting or receipt of waiver of notice.

If a quorum is present, the meeting shall continue with the following items of business:

- D. Approval of minutes of preceding meeting, unless dispensed with by unanimous consent.
- E. Board of Directors' report, if any.
- F. Officers' reports, if any.
- G. Committee reports, if any.
- H. Election of Directors, if necessary.
- I. Unfinished business, if any.
- J. New business, if any.

The order of business at any meeting may, however, be changed by the vote of those persons in attendance, in accordance with Section 2.08 of these By-Laws. The chairperson of the meeting may designate a corporate officer or any other person in attendance to keep and prepare minutes of the meeting.

Section 2.10. Proxies. At all Members' meetings, a Member entitled to vote may vote in person or by proxy appointed in writing by the Member or by his or her duly authorized attorney-in-fact. A proxy appointment shall become effective when received by the Secretary or other officer or agent of the Corporation authorized to tabulate votes. Unless otherwise provided in the appointment form, a proxy appointment may be revoked at any time before it is voted, either by written notice filed with the Secretary or other officer or agent of the Corporation authorized to tabulate votes, or by oral notice given by the Member during the meeting. The presence of a Member who has filed his or her proxy appointment shall not of itself constitute a revocation. A proxy appointment shall be valid for eleven (11) months from the date of its execution, unless otherwise provided in the appointment form. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxy appointments.

Section 2.11. Voting of Members. Each Member shall be entitled to one vote upon each matter submitted to a vote at a Members' meeting provided that each family shall have only one vote. Accordingly, spouses are recognized as one vote, not two.

ARTICLE 3. BOARD OF DIRECTORS

Section 3.01. General Powers. The Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of its Board

of Directors, subject to any limitation set forth in the Articles of Incorporation and as otherwise delegated to a Standing Committee.

Section 3.02. Election. Directors shall be elected by the Members at each annual Members' meeting. Each Director is elected by a plurality of the votes cast by the Members entitled to vote in the election at a meeting at which a quorum is present.

Section 3.03. Number, Tenure and Qualifications. The number of Directors of the Corporation shall be eleven (11). The Directors shall be classified in three (3) classes so that the four (4) shall hold office for one (1) year; four for two (2) years, and three (3) for three years, and all Directors elected subsequent to those elected shall hold their offices for three (3) years, except when elected or appointed to fill a vacancy, then they shall hold until the next annual meeting of Members and until their successors are elected and qualified. No member shall be elected to the Board of Directors for more than three (3) consecutive terms. A Director elected by the Board of Directors to serve as either President of the Board or Vice-President, shall continue to serve on the Board until the member's two (2) year term as President is completed.

Only a Member in good standing is eligible to be a Director.

Section 3.04. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after the annual Members' meeting. The place of the regular Board of Directors' meeting shall be the same as the place of the Members' meeting that precedes it, or such other suitable place as may be announced at the Members' meeting. The Board of Directors may provide, by resolution, the time and place, within Washington County, for the holding of additional regular meetings.

Section 3.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chairperson of the Board, if any, or by the President, Secretary or any two Directors. The person or persons authorized to call special Board of Directors' meetings may fix any place, either within the State of Wisconsin, as the place for holding any special Board meeting called by them, and if no other place is fixed, the meeting place shall be the Corporation's principal office in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Directors in attendance at the meeting.

Section 3.06. Meetings by Electronic Means of Communication.

- A. **Conduct of Meetings.** To the extent provided in these By-Laws, the Board of Directors, or any committee of the Board may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these By-Laws, conduct any regular or special meeting by the use of any electronic means of communication, provided: (1) all participating Directors may simultaneously hear each other during the meeting; or (2) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to

immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

- B. **Verification of Directors' Identity.** The identity of each Director participating in a Board of Directors' meeting conducted pursuant to Section 3.06(a) of these By-Laws (other than a meeting in which each Director participates in person) must be verified by the Secretary before Directors vote on: (1) a plan of merger or Members exchange; (2) a sale, lease, exchange, or other disposition of substantial property or assets of the Corporation; (3) a dissolution or the revocation of voluntary dissolution proceedings; or (4) a filing for bankruptcy. The Secretary shall verify each participating Director's identity by requesting the Director to give the password that shall have been provided specifically to the Director in the meeting notice. For purposes of this section, a disposal of property or assets of the Corporation is "substantial" if it involves a disposition of ten percent (10%) or more of the fair market value of the Corporation's assets.

Section 3.07. Notice of Meetings; Waiver of Notice. Notice of each Board of Directors' meeting, except meetings pursuant to Section 3.04 of these By-Laws, shall be delivered to each Director at his or her business address or at such other address as the Director shall have designated in writing and filed with the Secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, other form of wire or wireless communication, private carrier, or in any other manner provided by Ch. 181. Notice shall be given not less than 48 hours before the meeting being noticed, or seventy-two (72) hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A Director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Director, and retained in the corporate record book. The Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or waiver of notice of the meeting.

Section 3.08. Quorum Requirement. Except as otherwise provided by Ch. 181, the Articles of Incorporation, or these By-Laws, a majority of the number of Directors as required in Section 3.03 of these By-Laws shall constitute a quorum for the transaction of business at any Board of Directors' meeting. These provisions shall not, however, apply to the determination of a quorum for actions taken pursuant to Article 8 of these By-Laws or actions taken under emergency By-Laws or any other provisions of these By-Laws that fix different quorum requirements.

Section 3.09. Voting Requirement. The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or a committee of the Board of Directors. This provision shall not, however, apply to any action taken by the Board of Directors pursuant to Section 3.16, or in the event the affirmative vote of a greater number of Directors is required by Ch. 181, the Articles of Incorporation, or any other provision of these By-Laws.

Section 3.10. Conduct of Meetings. The President, and in his or her absence, a Vice-President in the order provided under Section 4.10 of these By-Laws, and in their absence, any Director chosen by the Directors present, shall call Board of Directors' meetings to order and shall act as chairperson of the meeting. The Corporation's Secretary shall act as Secretary of all Board of Directors' meetings, but in the Secretary's absence, the presiding officer may appoint any assistant Secretary, Director, or other person present to act as Secretary of the meeting. The chairperson of the meeting shall determine if minutes of the meeting are to be prepared, and if minutes are to be prepared, shall assign a person to do so.

Section 3.11. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled by the Members. During such time as the Members fail or are unable to fill such vacancies, then and until the Members act the vacancy may be filled: (1) by the Board of Directors; or (2) if the Directors remaining in office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all Directors remaining in office.

Section 3.12. Nominations for Board of Directors. The President shall appoint a Nominating Committee of not less than five persons, thirty (30) days prior to the annual meeting; the Committee so appointed by the President shall consist of two (2) members of the Board of Directors and three (3) Members (Regular, Senior or Traditional Senior, or any combination thereof) who are not members of the Board of Directors. The President shall also appoint one (1) member of said Committee as Chairman thereof and the Chairman shall call a meeting of the Nominating Committee. A majority of the committee members, present in person, shall constitute a quorum. The Committee shall nominate not less than one (1) candidate for the position of Director for each Director whose term shall expire that year and shall deliver its slate of candidates to the Secretary not later than twenty (20) days before the date of the Annual Meeting. This slate of nominees shall be published in the notice or call for the Annual Meeting.

Additional nominations may be made by the membership by filing written nominations with the Secretary, not less than five (5) days before the date of the Annual Meeting. Such written nominations shall be in such form as to evidence the fact that a member in good standing was nominated by another member in good standing, that such nomination was endorsed in writing by two other members in good standing, and that the member so nominated accepts the same in writing and agrees to stand for election. All nominations shall be closed five (5) days before said Annual meeting and there may be no nominations from the floor. In the event that a nominee nominated by the Nominating Committee shall be unable to stand for election by reason of death or disability, the Committee may make one nomination for each such nominee unable to stand for election at the Annual Meeting, but except as provided in this sentence, there shall be no

nominations at said annual meeting nor may any member be nominated except as provided in this section. Voting members may vote for the election of Directors in person or by proxy.

Section 3.13. Directors' Assent. A Director of the Corporation who is present and is announced as present at a meeting of the Board of Directors or of a committee of the Board of which he or she is a member, at which meeting action on any corporate matter is taken, shall be deemed to have assented to the action taken unless: (1) the Director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; or (2) minutes of the meeting are prepared, and the Director's dissent to or abstention from the action taken is entered in those minutes; or (3) the Director delivers written notice that complies with the provisions of Ch. 181 of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Corporation immediately after the adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 3.14. Committees. The Board of Directors may create and appoint members to one or more committees. Each committee shall serve at the pleasure of the Board of Directors.

Section 3.15. Standing Committees. The President will appoint members to the following standing committees, subject to approval of a majority of the Board of Directors:

- A. Operations/Activity. The Operations/Activity Committee shall meet not less than semi-annually, or as otherwise instructed by the Board, and shall provide advice and recommendations to the Board regularly. In addition, the Operations/Activity Committee shall be responsible for all youth hockey activities and such actions thereto shall be deemed to have been taken by the Board of Directors, but subject to the Board of Directors override.
- B. Building/Facilities Committee. The Building/Facilities Committee shall meet not less than semi-annually, or as otherwise instructed by the Board, and shall provide advice and recommendations to the Board regularly. In addition, the Building/Facilities Committee shall be responsible for the Corporation's land, building and related improvements use, maintenance, and management and such actions thereto shall be deemed to have been taken by the Board of Directors, but subject to the Board of Directors override.
- C. Finance Committee. The Finance Committee shall meet not less than semi-annually, or as otherwise instructed by the Board, and shall provide advice and recommendations to the Board regularly.

Who shall hold such appointments for one (1) year from the time of the appointment.

Section 3.16. Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, these By-Laws, or any provision of Ch. 181 to be taken by the Board of

Directors at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent. Such consent may be evidenced by e-mail, facsimile transmission, or any other electronic means indicating written consent.

Section 3.17. Executive Committee. An executive committee will be comprised of the officers of the Board, namely the President, Vice-President, Secretary and Treasurer, or more Directors as may be designated by resolution passed by a majority of the whole Board. The Board shall designate one Director as chairman of the committee, and may designate one or more Directors as alternate members of the committee, who may replace any absent or disqualified member at any meeting of the committee. During the intervals between meetings of the Board, the committee shall advise with and aid the officers of the Corporation in all matters concerning its interests and the management of its business, and generally perform such duties as may be directed by the Board from time to time. The committee shall possess and may exercise all the powers of the Board while the Board is not in session, except power (i) to elect any Director or to elect or remove any member of the executive committee or any principal officer; (ii) to change the number of members of the executive committee; (iv) borrow money or purchase capital assets in an amount exceeding Five Thousand and no/100 Dollars (\$5,000.00) in any one instance; or (v) to amend these By-Laws.

ARTICLE 4. OFFICERS

Section 4.01. Number and Titles. The Corporation's principal officers shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board and such other officers and assistant officers as may be deemed necessary by the Board from time to time. If there is more than one Vice-President, the Board may establish designations for the Vice-Presidencies to identify their functions or their order. The same natural person may simultaneously hold more than one office, except the offices of President and Secretary, President and Treasurer, and the offices of Vice-President and Secretary, and the offices of President and Vice-President.

Section 4.02. Appointment, Tenure, and Compensation. The officers shall be elected by the Board of Directors, or to the extent authorized in these By-Laws, by another duly appointed officer. Each officer shall hold office until his or her successor shall have been duly appointed or until the officer's prior death, resignation, or removal. The Board of Directors or a duly authorized committee of the Board shall fix the compensation of each officer, if any.

Section 4.03. Additional Officers, Agents, etc. In addition to the officers referred to in Section 4.01 of these By-Laws, the Corporation may have such other officers, assistants to officers, acting officers, and agents as the Board of Directors may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority, and perform such duties as may be provided in these By-Laws, or as the Board may from time to time determine. The Board of Directors may delegate to any officer the power to appoint any

subordinate officers, assistants to officers, acting officers, or agents. In the absence of any officer, or for any other reason the Board of Directors may deem sufficient, the Board may delegate, for such time as the Board may determine, any or all of an officer's powers and duties to any other officer or to any Director.

Section 4.04. Removal. The Board of Directors may remove any officer or agent, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights. An officer may remove, with or without cause, any officer or assistant officer who was appointed by the officer.

Section 4.05. Resignations. Any officer may resign at any time by giving written notice to the Corporation, the Board of Directors, the President, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular appointments to the office.

Section 4.07. Powers, Authority and Duties. Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Board of Directors or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 4.

Section 4.08. The President. The President shall be the Corporation's chief executive officer and, subject to the Board of Directors' control, shall:

- A. superintend and manage the Corporation's business;
- B. coordinate and supervise the work of its other officers (except the chairperson of the Board);
- C. employ, direct, fix the compensation of, discipline, and discharge its employees;
- D. employ agents, professional advisors, and consultants;
- E. perform all functions of a general manager of the Corporation's business;
- F. have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Board of Directors or when required or deemed necessary or advisable by the President in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly

delegated by these By-Laws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent; and

- G. in general, perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4.09. The Vice-President. In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. The execution of any instrument of the Corporation by the Vice-President shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place.

Section 4.10. The Secretary. The Secretary shall:

- A. keep any minutes of the Members and of the Board of Directors and its committees in one or more books provided for that purpose;
- B. see that all notices are duly given in accordance with these By-Laws or as required by law;
- C. be custodian of the Corporation's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;
- D. have charge, directly or through such transfer agent or agents and registrar or registrars as the Board of Directors may appoint, of the issue, transfer, and registration of certificates for Members in the Corporation and of the records thereof, such records to be kept in such manner as to show at any time the number of Members in the Corporation issued and outstanding, the manner in which and time when such Members were paid for, the names and addresses of the Members of record, the numbers and classes of Members held by each, and the time when each became a Member;
- E. exhibit at reasonable times upon the request of any Director the records of the issue, transfer, and registration of the Corporation's Members certificates, at the place where those records are kept, and have these records available at each Members' meeting; and
- F. in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

Section 4.11. The Treasurer. The Treasurer shall:

- A. have charge and custody of, and be responsible for, all of the Corporation's funds and securities; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the Corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of Section 6.04 of these By-Laws; cause such funds to be disbursed by checks or drafts on the Corporation's authorized depositories, signed as the Board of Directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;
- B. have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Corporation's financial transactions from the officers, employees, or agents transacting the same;
- C. keep or cause to be kept, at the Corporation's principal office or such other office or offices as the Board of Directors shall from time to time designate, correct records of the Corporation's funds, business, and transactions, and exhibit those records to any Director of the Corporation upon request at that office;
- D. deliver to the Board of Directors, the chairperson of the Board, or the President whenever requested an account of the Corporation's financial condition and of all his or her transactions as Treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the Board a like report for that fiscal year;
- E. at each annual Members' meeting or the meeting held in lieu thereof, furnish copies of the Corporation's most current financial statement to the Members and answer questions that may be raised regarding the statement; and
- F. in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

If required by the Board of Directors, the treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

**ARTICLE 5.
MEMBERSHIP**

Section 5.01. Memberships. Any person or family interested in the coordinating, promoting and assisting in the development of a youth hockey program shall be eligible for

membership. Members shall be approved by the Board of Directors on the tender of dues, if any, for the current year, or as otherwise provided in these By-Laws. Only those members, 18 years and older are eligible to vote or hold office as a Director and/or officer. Families are afforded one vote, accordingly spouses receive one (1) vote.

Section 5.02. Other Memberships. The Board of Directors may provide from time to time for additional types of membership and shall fix the dues and admission or expulsion requirements as to all membership.

Section 5.03. Expulsion. The Board of Directors shall have the power to censure, suspend or expel any Member of any classification for misconduct, injurious to the character, welfare or interests of the club, or for neglect or failure of such member to observe his or her obligations as prescribed by the By-Laws, or for non-payment of annual dues, current charges, or assessments as prescribed.

Before any Member shall be expelled from membership and the privileges incident thereto, he or she shall be given at least ten (10) days' notice of the time and place when and where such action will be considered by the Board of Directors, with written specifications and charges. Such notice and specifications shall be delivered to the Member personally if practicable, but if not practicable to make personal delivery, the same may be mailed to such member to his last known post office address.

The Board of Directors shall be the sole judges of what misconduct shall be injurious to the character, welfare or interest of the club. Any Member who shall be expelled from such membership, shall thereupon forfeit his or her privileges as a Member.

The affirmative vote of the majority of the Board of Directors shall be necessary for the censure or suspension of a Member.

The affirmative vote of two-thirds (2/3) of the Board of Directors shall be necessary for the expulsion of a Member.

Section 5.04. Dues, Fees and Assessments. The annual Regular membership fee, including dues and annual assessments, if any, but excluding applicable taxes, for a Member shall be determined by the Board of Directors. The Board of Directors may establish other membership classification by ages and privileges and may fix the annual membership fee in varying amounts as to each class.

ARTICLE 6.

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.01. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the Corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party

shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.

Section 6.02. Loans. No indebtedness for borrowed money shall be contracted on the Corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. The authorization may be general or confined to specific instances.

Section 6.03. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the Corporation's name, shall be signed by such officer or officers, or agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 6.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the Corporation's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE 7.

VOTING OF SECURITIES OWNED BY THE CORPORATION

Section 7.01. Authority to Vote. Any security issued by any other Corporation and owned or controlled by the Corporation may be voted at any meeting of the issuing Corporation's security holders by the President of this Corporation if he or she be present, or in his or her absence by any Vice-President of the Corporation who may be present.

Section 7.02. Proxy Authorization. Whenever, in the judgment of the President, or in his or her absence, of any Vice-President, it is desirable for the Corporation to execute a proxy appointment or written consent with respect to any Members or other securities issued by any other Corporation and owned by the Corporation, the proxy appointment or consent shall be executed in the Corporation's name by the President or one of the Vice-Presidents of the Corporation, without necessity of any authorization by the Board of Directors, countersignature, or attestation by another officer. Any person or persons designated in this manner as the Corporation's proxy or proxies shall have full right, power, and authority to vote the Members or other securities issued by the other Corporation and owned by the Corporation in the same manner as the Members or other securities might be voted by the Corporation.

ARTICLE 8.

CONTRACTS BETWEEN THE CORPORATION AND RELATED PERSONS

Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any entity of which one or more of its Directors are members or employees or in which one or more of its Directors are interested, or between the Corporation and any Corporation or association of which one or more of its Directors are Members, members, Directors, officers, or employees or in which one or more of its Directors are interested, shall not

be voidable by the Corporation solely because of the Director's interest, whether direct or indirect, in the transaction if:

- A. the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors, and a majority of disinterested members of the Board of Directors or committee authorized, approved, or specifically ratified the transaction; or
- B. the material facts of the transaction and the Director's interest were disclosed or known to the Members entitled to vote, and a majority of the Members held by disinterested Members authorized, approved, or specifically ratified the transaction; or
- C. the transaction was fair to the Corporation.

For purposes of this Article 8, a majority of Directors having no direct or indirect interest in the transaction shall constitute a quorum of the Board or a committee of the Board acting on the matter, and a majority of the Members entitled to vote on the matter, whether or not present, and other than those owned by or under the control of a Director having a direct or indirect interest in the transaction, shall constitute a quorum of the Members for the purpose of acting on the matter.

ARTICLE 9.

INSPECTION OF RECORDS BY MEMBERS

Section 9.01. Inspection of By-Laws. Any Member is entitled to inspect and copy the Corporation's By-Laws during regular business hours at the Corporation's principal office. The Member must give written notice in accordance with the provisions of Ch. 181 at least five (5) business days before the date of inspection.

Section 9.02. Inspection of Other Records. Any Member who has been a Member for at least six (6) months shall have the right to inspect and copy during regular business hours at a reasonable location specified by the Corporation any or all of the following records: (1) excerpts from any minutes or records the Corporation is required to keep as permanent records; (2) the Corporation's accounting records; or (3) the record of Members or, at the Corporation's discretion, a list of the Corporation's Members compiled no earlier than the date of the Member's demand. The Member's demand for inspection must be made in good faith and for a proper purpose and by delivery of written notice, given in accordance with the provisions of Ch. 181 at least five (5) business days before the date of inspection, stating the purpose of the inspection and the records directly related to that purpose desired to be inspected.

ARTICLE 10. INDEMNIFICATION

The Corporation shall, to the fullest extent authorized by Ch. 181, indemnify any Director or officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by Ch. 181, indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Ch. 181, indemnify, reimburse, or advance expenses of Directors or officers. If required to do so by law, the Corporation shall report the indemnification of or advance of expenses to Directors or officers in writing to Members with or before the notice of the next Member's meeting.

ARTICLE 11. AMENDMENTS

Section 11.01. By Members. The Members may amend or repeal these By-Laws or adopt new By-Laws at any annual or special Members' meeting.

ARTICLE 12. SEAL

The Board of Directors may provide a corporate seal, which may be circular in form and have inscribed on it any designation including the Corporation's name, Wisconsin as the state of incorporation, and the words "CORPORATE SEAL". If the Board of Directors choose not to have a corporate seal, all formal corporate documents shall carry the designation "NO SEAL" along with the signature of the Corporation's officer or officers.