

AMENDMENT OF THE BY-LAWS  
WASECA HOCKEY ASSOCIATION, INC.


WE, THE UNDERSIGNED, President and Secretary of Waseca Hockey Association, Inc., a corporation subject to the provisions of Chapter 317, Minnesota Statutes, and all amendments thereto, do hereby certify that at a regular meeting of the Board of Directors of said corporation at the Waseca Community Arena, 1501 NW 2<sup>nd</sup> Street, in the City of Waseca, County of Waseca and State of Minnesota on the \_\_\_\_ day of August, 2025, after due notice to the general membership of the intended amendment, at which meeting the following resolution was adopted by unanimous vote of the Directors of the corporation:

RESOLVED, that paragraph 1. of Article IV of the By-Laws of Waseca Hockey Association, Inc., be, and the same hereby is, amended to read as follows:

1. The operation and management of this Corporation shall be vested and controlled by a Board of Directors of 15 members.

FURTHER RESOLVED that the President and Secretary of this corporation be, and they are hereby authorized and directed to execute and acknowledge this By-Law Amendment and to file it with the corporate record of the Waseca Hockey Association, Inc.

Dated this 20<sup>th</sup> day of August, 2025.

*Kellie Jene Roessler Moseley*  
  
Kellie Jene Roessler Moseley  
Notary Public  
Minnesota  
My Commission Expires January 31, 2036

*Matthew Schmidtke*  
\_\_\_\_\_  
Matthew Schmidtke, President

*Andrea Roemhildt*  
\_\_\_\_\_  
Andrea Roemhildt, Secretary

**By-Laws**  
**Of**  
**Waseca Hockey Association, Inc.**

**Article I**

**Definitions:**

**Gambling Manager:** Appointed Waseca Hockey Association Board Director with the purpose of managing the Waseca Hockey Association's lawful gambling program.

**Member(ship):** Any parent(s) of a player registered to play hockey with the Waseca Hockey Association for the current season in good standing or any non-parent person that has paid an annual membership fee.

**Waseca Hockey Association Board of Director(s):** Group of individuals elected by the Waseca Hockey Association Membership to direct Waseca Hockey Association Operations.

The Gambling manager is an appointed position by the Waseca Hockey Association Board of Directors. Upon a vacancy in this position, the WHA Board of Directors must appoint a current Director to fulfill the post of Gambling Manager. This person must have been a voting Director of the Board for the previous ninety (90) days. The Director appointed to Gambling Manager will hold this position until they choose to resign from the position or are removed from the position by the WHA Board of Directors.

**Article II**

**Meeting of the Members:**

1. The annual meeting of this Corporation shall be held in the month of March or April, each year at such time and place as may be determined by the Board of Directors, provided, if no quorum be present, the annual meeting may be adjourned to a subsequent date upon motion adopted by majority vote of those persons present. The annual meeting has traditionally been the annual WHA Banquet.
2. The Board of Directors may call special meetings of this Corporation's members at such time and place as they determine.
3. The annual meeting for this Corporation shall be for the purpose of electing directors and such other business as may come before the membership.
4. Special meetings of the membership shall be called by an officer of the Corporation upon the demand of the majority of the Board of Directors or upon written demand of any ten (10) members of the Corporation.
5. Members in good standing of the current year shall be entitled to vote at such meeting and the vote of a member may be cast in person only.
6. A quorum for any general or special meeting shall require the presence of at least forty (40) members capable of voting.

### Article III

#### **Corporate Officers**

1. The officers of this Corporation shall be a President, Vice-President, a Secretary and Treasurer each office of which shall be held by a separate individual provided that, by a vote of the Board of Directors, the Secretary and Treasurer offices may be combined. The term of office and the officer shall be for one year and until their successors are elected and qualified.
2. Following the annual meeting, the Board of Directors shall convene for an organizational meeting the third Wednesday, in the Month of May, at 6:30 pm and shall elect from among their membership the officers above named who shall hold their office until the next annual meeting of the Board of Directors following the next annual meeting of the membership.
3. The President shall preside at all meetings of the members and of the Board of Directors and shall be the Chief Executive Officer of this Corporation and shall have such other duties as the members or the Directors may prescribe.
4. The Vice-President shall perform the duties of the President in his/her absence or disability and shall have such other duties as the members or the Directors may prescribe.
5. The Secretary shall keep minutes of all meetings of the membership and of the Board of Directors and shall have other duties as the members or the directors may prescribe.
6. The Treasurer shall keep an accurate account of all moneys and other assets of the corporation and render accounts thereof to the directors and members whenever requested, provided that he shall make an annual report to the membership for the annual meeting. He/she shall deposit all moneys of the Corporation in its name and to its credit in such bank or banks as the Board of Directors may from time to time designate. He/she shall have the power to endorse for the deposit of all checks and drafts and notes received by the Corporation. Two (2) signatures shall be required upon any checks or drafts drawn upon the corporate bank accounts in the amount of \$1500 or greater and the individual or individuals so authorized to draw checks or drafts from the corporate bank account shall be certified to such bank from time to time by the Board of Directors.
7. The President, Vice-President, Secretary, Treasurer and Gambling Manager will be recognized as the Executive committee of the Waseca Hockey Association and shall meet in advance of the regularly scheduled board meeting to discuss any issues that have been brought up since the last meeting, evaluate needs of the organization and to set the agenda for the board meeting.

## Article IV

### **Board of Directors**

1. The operation and management of this Corporation shall be vested in and controlled by a Board of Directors of not less than 7 nor more than 13.
2. A majority of the Board of Directors, if one officer be present, shall constitute a quorum for the transaction of business and if there be vacancies existing in the Board of Directors, then a majority of the remaining directors, if one officer be present, shall constitute a quorum for the filling of such vacancies.
3. The Board of Directors shall meet annually immediately following the annual meeting of the membership and shall meet at such additional times and places as may be directed by the President or by any three (3) directors. A special meeting may be called upon 24 hours' notice, which notice may be written, made by telephone, or by electronic communication.
4. The Board of Directors shall provide for an annual audit of the books and records of the Treasurer and/or Gambling Manager in such fashion as they may determine and the Treasurer and/or Gambling Manager shall be bonded for such amount as may be determined by the Board of Directors, the cost of premium for which bond shall be paid by the Corporation.
5. Vacancies among the Board of Directors may be filled by the remainder of the Board of Directors at a meeting called therefore and vacancies among the officers of the Corporation may likewise be filled by a vote of the Directors following the replacement of new Director. The director or the officer shall serve for the full unexpired term of the officer or director whose absence created a vacancy. However, in certain circumstances the Board of Directors may opt to wait and fill the vacancy.
6. The Waseca Hockey Association Board of Directors will hold one regular monthly meeting. The meeting will be held on the 3rd Wednesday of the Month, at 6:30 pm. Meetings will be held at a public venue in Waseca.
7. Special Meetings may be called by President of the Waseca Hockey Association or upon the request of two (2) voting Board Members. The meeting notice shall be within 24 hours prior to the meeting and the membership of the Waseca Hockey Association should be notified by electronic communication.

## Article V

### **Nomination and Election of the Board of Directors**

1. Prior to each membership meeting The Board of Directors may nominate at least one member for each directorship to be filled or any member may nominate a member at the annual meeting by write in vote. These nominations will be presented at the annual meeting. Each member shall cast one vote for each director to be elected and the individuals receiving the highest number of votes shall be elected to the directorships open.
2. A retiring director may be nominated to succeed himself
3. No nominating committee shall be required in the event that a director is to be elected by the remaining members of the Board of Directors to fill vacancy upon the Board of Directors.

## Article VI

### **Nonprofit Status of the Corporation**

1. This Corporation shall not afford monetary gain, incidentally or otherwise, to its members; and no salary or fees shall be paid to the directors or officers of this corporation, with the exception of the Gambling Manager , for the performance of their duty provided that they shall be reimbursed for their necessary expenses incurred on behalf of the Corporation. Necessary and appropriate salaries or fees may be paid to a director or professional persons associated therewith at the direction of the Board of Directors of this Corporation and the Board of Directors may authorize the delegation of actual manual duties of the treasurer or the secretary to a third party who may be duly compensated therefor, but which third party shall not act under the supervision of the secretary or the treasurer, as the case may be, and the secretary or treasurer shall finally be responsible administratively for the acts of such persons so retained.

## Article VII

### **Termination of Membership**

1. Membership may be terminated for non-payment of dues and fundraising requirements, non-completion of volunteer hours, or upon vote of the Board of Directors for good cause or conduct detrimental to the best interests of this Corporation after written notice of at least five (5) days' time has been given to the member whose membership is sought to be terminated as to the basis for the termination, and after a due hearing is afforded such member before the Board of Directors.

### **Termination of Directorship**

1. Directorship may be terminated for non-payment of dues and fundraising requirements, non-completion of volunteer hours, or upon vote of the Board of Directors for good cause or conduct detrimental to the best interests of this Corporation. Directorship may be terminated by a majority vote of the Board of Directors. A Director whose directorship is sought to be terminated will be notified as to the basis for the termination, and after a hearing is afforded such Director before the Board of Directors.

## Article VIII

### **Amendment of By-Laws and Articles:**

1. The By-Laws and Articles may be amended by a 2/3 vote of the full Board of Directors who are present and entitled to vote upon the proposed amendment, provided that no Amendment of the Articles shall be made by the Board of Directors except at a meeting for which due notice has been given to the general membership of the proposal of amendment and due opportunity has been given to the general membership to appear at such a meeting to express their feelings upon such amendment.

These By-Laws were duly presented at a Board of Directors meeting of this Corporation, held on the 20 day of May, 2020. A full quorum then being present and voting.

Jason Attenberger  
Jason Attenberger, President

Attest: Andrea Roemhildt  
Andrea Roemhildt., Secretary

These By-Laws were duly presented to the general membership of this Corporation at a meeting duly held on the 20 day of Jan, 2020 and were adopted by a majority vote of the members voting, a full quorum then being present.

Certified this 20 day of Jan, 2021

Jason Attenberger  
Jason Attenberger, President

Attest: Andrea Roemhildt  
Andrea Roemhildt., Secretary

State of Minnesota, County of Wabasha Before me, the undersigned notary public, this day, personally, appeared Jason Attenberger - Andrea Roemhildt before me this 20 day of Jan, 2021.

Kellie J. Roessler Moseley  
Notary Public

My Commission Expires: Jan 31, 2025

