

By-Laws  
Amended as of October 13, 2015  
of  
Janesville Hockey Club, Inc.  
A Wisconsin Nonstock Corporation

Article 1 - Name

- I.
  - A. The name of the corporation shall be *Janesville Hockey Club, Inc.*
  - B. *Janesville Hockey Club, Inc.* is hereafter referred to as “JHC” or “Corporation.”

Article 2 - Purpose

- I.
  - A. The JHC is a non-profit educational organization with the objectives of providing guidance, direction and leadership to encourage and assist recreational and competitive youth hockey programs, for all youth residing in the Janesville area.
  - B. In furtherance of the above objectives, JHC shall receive contributions, donations, gifts, devises, or bequests, in cash or other property, absolutely or in trust, to be used exclusively for the purposes set herein.
  - C. JHC may seek gifts, contributions, donations and bequests for all of the above-referenced purposes. While the corporation specifically encourages unrestricted gifts whose principal and/or income may be used for the corporation’s purposes in the discretion of the Board of Directors, the Board of Directors will accept gifts for restricted or otherwise designated purpose so long as such restriction is determined to be acceptable or otherwise conforms to these By-laws and any other guidelines established by the Board of Directors for any such restricted gifts.

Article 3 - Charitable Purpose

- I.
  - A. JHC shall be operated exclusively for charitable, religious, scientific and educational purposes, including, for such purposes, the making of distributions to other organizations that qualify and exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); to engage in activities related to the purposes provided for in this article; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or advisable to carry into effect these purposes.
  - B. Notwithstanding any provisions of these By-Laws or the Articles of Incorporation, JHC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt

from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

- C. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes together with other expenses of operation) and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- D. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- E. No part of the activities of the corporation, member, director, or officer of the corporation, shall be carrying on propaganda, or otherwise attempting to influence the activities of other corporations (including the publication or distribution of statements) on behalf of JHC without consent by the Board of Directors.
- F. In case of the dissolution or winding up of the affairs of the corporation whether voluntary or involuntary, the assets of the corporation then owned by it shall be distributed, transferred, conveyed, delivered and paid over solely to such other educational or charitable organization now or hereafter exempt for taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 in such amounts and proportions and upon such terms and conditions as the Board of Directors may impose and determine to be used by such organizations receiving the same for such similar or kindred purposes as are set forth in the Articles of Incorporation of the corporation and amendments thereto.

#### Article 4 - Offices/Registered Agent

##### I. Principal Office:

- A. The principal office of JHC shall be located in the County of Rock, Wisconsin, and the mailing address shall appear on stationery of the corporation.

##### II. Other Offices:

- A. The Board of Directors may establish such other offices as a majority of the said board shall from time to time approve.

##### III. Registered Agent:

- A. The Corporation's registered agent and/or his or her address on file in the applicable office of the Wisconsin Department of Financial Institutions may be changed from time

to time by the Board of Directors, in the manner prescribed by law and the By-Laws with proper notice filed thereafter in accordance with the requirements of Section 181.0502 of the Wisconsin Statutes or the corresponding provision of any future law governing nonstock, not-for-profit corporations adopted by the State of Wisconsin.

## Article 5 - Membership

### I. Active Members:

- A. Active members shall consist of 1) any person interested in and actively involved in the purpose of this Corporation who have paid the required membership per year; and 2) Honorary Members (defined below).
- B. Voting membership at general, annual and special meetings of this Corporation shall be limited to Active Members who have been in good standing for the two months prior to said meetings, and are at least 18 years of age. Good standing shall be defined as having paid all required membership dues and financial obligations to the Corporation when due. Notwithstanding anything herein to the contrary, voting membership shall also include Honorary Members.
- C. Annual hockey registration fees shall be determined by the Board of Directors and shall include membership dues. Parents and legal guardians per registrant shall be considered members in good standing providing all fees and financial obligations to the Corporation have been paid, having met other criteria as prescribed by this article. Registrants are nonvoting members.
- D. The term of membership shall be for the fiscal year of the Corporation.

### II. Rights of Active Members:

- A. The rights of the active voting members of this Corporation shall be:
  - 1. To elect the Board of Directors.
  - 2. To vote on any proposed amendments to the by-laws.
  - 3. To propose and/or vote on any business at JHC general, annual and special membership meetings.
  - 4. To attend any regular meeting of the Board of Directors. Those Active Members wishing to speak at any such meeting must provide the President with a written request to be placed on the agenda. Said request may be transmitted to the President in e-mail or pdf form.

### III. Honorary Members:

- A. Any person interested in the aims and purpose of this Corporation may be elected an honorary member by a two-thirds (2/3) vote of the Board of Directors.

#### IV. Suspension:

- A. A member may be temporarily suspended for unsportsmanlike conduct or other action deemed detrimental to the Corporation.
- B. Directors exhibiting gross misconduct deemed detrimental to the Corporation may be subject to a Board of Directors review.
- C. Suspension Procedure:
  - 1. The suspension review procedure becomes operative upon the written complaint and request for suspension of any member being conveyed to the president, by any other member.
  - 2. Upon the receipt of such complaint, the president may take such action as they see fit on a temporary basis. The president may suspend a member per this section for a period not to exceed thirty days.
  - 3. As soon as possible after receiving a suspension request, the president shall present the question to the Board of Directors. The board shall review the question and prepare its disposition.
  - 4. The Board of Directors shall have the authority to impose suspension and to determine the length of time thereof. A two-thirds (2/3) vote is required for suspension.
  - 5. The board shall have authority to decline any disciplinary action if it decides that the complaint was made for the purpose of doing injury to the character of a member, or without reasonable cause, or that the reputation of said member could be damaged unnecessarily if the complaint were made public.
  - 6. Expulsion from the Corporation requires two-thirds (2/3) vote of members in attendance at any scheduled regular or special meeting.

#### Article 6 - Meetings

##### I. Regular Meetings:

- A. The “Annual Membership” meeting of the Corporation shall be held in conjunction with the March Board of Directors meeting at a time and place in the County of Rock, Wisconsin, selected by the Board of Directors. The meeting date may be changed by a majority vote of the Board of Directors for compelling reasons, providing two (2) weeks notice is given to the membership.
- B. The Board of Directors shall meet a minimum of six (6) times throughout each fiscal year of the Corporation meeting time, all business shall be postponed until said meeting can be rescheduled.

## II. Special Meetings:

A. Special meetings of the Corporation may be called by resolution of the Board of Directors on its own motion and shall be called by the board upon the written demand of ten (10) Active Members presented to the secretary setting forth the object of the meeting. Written notice of all special meetings of the Corporation shall be delivered to each of the members of the Corporation at least three (3) days prior to the special meeting. The purpose of the special meeting shall be stated in said notice, at which no business shall be transacted other than the business referred to in such notice of special meeting. All such notices shall be effective at the earliest of the following:

(a) When received.

(b) If mailed, when deposited in the United States mail, addressed to the member at his or her address as it appears in the records of the Corporation, with postage pre-paid thereon.

(c) If sent by a private carrier, when deposited with the private carrier, addressed to the member at his or her address as it appears in the records of the Corporation, with delivery fees thereupon pre-paid, or

(d) If sent by telegraph, teletype, facsimile, e-mail or other form of wire or wireless communication, when transmission of the notice, addressed to the member and with transmission charges, if any, pre-paid, to a location designated by the member in writing is completed.

B. Special meetings of the Board of Directors may be called by the president. Special meetings must be called by the president or secretary at the request, in writing, of any two (2) directors. In the event a special meeting is called, not less than three (3) days written notice shall be given to all board members, of the time and place of said meeting, at which no business shall be transacted other than the business referred to in such notice of special meeting. The provisions and restrictions relative to the notice of special meetings and business transacted at such meetings may be waived by the consent of four-fifths (4/5) of all directors, providing all board members are informed of such action.

## III. Voting:

A. Only those Active Members in attendance at annual, general, and special membership meetings may vote.

B. A quorum constitutes fifteen (15) voting members of the Corporation in attendance at annual, general, and special meetings.

C. Attendance at any meeting by a majority of the Directors then in office shall constitute a quorum for the purpose of conducting business.

## IV. Action by Written Ballot:

- A. Any action that may be taken at an annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a Written Ballot to every Active Member entitled to vote on the matter. In this section, "Written Ballot" includes a ballot transmitted or received by electronic means.
  - B. A Written Ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed act.
- V. Action Without a Meeting. Any action which may be taken by the Board at a meeting may be taken without a meeting if all of Directors shall consent in writing to such action. Action pursuant to written consent shall have the same force and effect as the unanimous vote of the Board and shall be effective when the last Director signs the consent (or upon such other effective date as is specified in the consent).

VI. Rules of Order:

- A. All meetings shall be "governed" by the rules of parliamentary procedure according to Roberts Rules of Order Newly Revised.

Article 7 - Board of Directors

I. Directors:

- A. The property and affairs of the JHC shall be managed by a board of not less than eleven (11) Directors elected from the Active Membership.

II. Duties of the Board of Directors:

- A. To elect the officers of the Corporation from within the board of eleven (11) Directors elected from the Active Membership.
- B. To fill any vacancies which may occur in the offices.
- C. To fill any vacancies which may occur on the Board of Directors until the next annual meeting.
- D. To formulate the policies and determine the overall standards of the hockey program of the corporation.
- E. To study and report to the annual or general meeting, proposals to amend or revise the by-laws.
- F. To finalize any temporary rulings by an officer on emergencies not provided for in the by-laws or standing rules.
- G. To hear and rule on appeals.

III. Term of Office:

- A. The term of office of each Director shall be three (3) years unless filling a vacancy.
- B. Except as may otherwise be provided herein, any vacancy occurring in the Board of Directors, or any Director to be filled by reason of an increase in the number of the Members of the Board, shall be filled by the Board of Directors pending the next annual meeting of the Members unless the Articles of Incorporation, a statute, or these By-laws provide that said vacancy be filled in some other manner, in which case, such provisions shall control. Each Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.
- C. Any director may withdraw from membership on the Board of Directors by presenting written notice of resignation to the president of the corporation.

#### IV. Removal of Directors:

- A. A director may be considered for removal whenever a majority of the Board of Directors, in their judgment, feel this serves the best interests of the corporation.

#### V. Limited Liability of Directors:

- A. No director shall be liable in any manner for any debts or obligations of the corporation and shall not be subject to any manner of assessment by virtue of their membership.

### Article 8 - Officers

#### I. The offices of this corporation shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

#### II. Term:

- A. The term of the officers shall be one year or until their successors are elected. An officer may be elected to succeed himself.
- B. Any officer may resign from office by presenting written notice of resignation to the president of the corporation.

#### III. Removal of Officers:

- A. Any officer may be removed from his office for just cause by a two thirds (2/3) vote of the Board of Directors.

IV. Duties of President shall include:

- A. To preside at all meetings.
- B. To call special meetings of the membership and/or the Board of Directors.
- C. To make decisions on matters not provided for in the By-laws or Standing Rules until such time as they may be acted upon by the Board of Directors.
- D. To attend and represent this corporation at other ice hockey meetings.
- E. To appoint standing committees of the corporation as may be needed or required subject to approval of the Board of Directors.
- F. To appoint special committees as may be needed.
- G. To designate delegates to attend the Annual Wisconsin Amateur Hockey Association (WAHA) Meeting.
- H. To serve as ex-officio member of all committees except the nominating committee.
- I. To perform such other duties as stated in the standing rules.

V. Duties of the Vice President include:

- A. The vice president shall, in the absence of the president, have all the powers and perform all the duties of the president in the order of their office.
- B. To perform such other duties as stated in the standing rules.

VI. Duties of the Secretary shall include:

- A. To record the minutes of all meetings of the membership and of the Board of Directors.
- B. To assume the responsibility of the corporation correspondence.
- C. To provide an annual report of the activities of JHC at the annual meeting.
- D. To notify the membership of regular or special meetings of this corporation.
- E. To perform such other duties as stated in the standing rules.

VII. Duties of Treasurer shall include:

- A. To receive all funds due this corporation and deposit them in a chartered bank or banks.



- B. To pay the rightful obligations of this corporation as approved by the president or vice presidents.
- C. To keep and maintain ledgers and other books of account.
- D. To provide a regular monthly financial report and an annual financial report to the Board of Directors.
- E. To prepare and file any financial reports as may be required by state or federal laws and regulations.
- F. To perform such other duties as stated in the standing rules.

#### Article 9 - Committees

- I. The Board may create such committees as it shall determine appropriate to assist in the performance of its responsibilities. The Board may also, at any time, by resolution, combine, consolidate or terminate committees as it deems appropriate.

#### Article 10 - Election

- I.
  - A. At the Annual Membership meeting of the Corporation, the voting members of the Corporation shall elect Directors to replace the Directors whose terms of office have expired, and to fill any other Director vacancies due to resignations.
  - B. A nominating committee shall present a list of nominees for all vacant or expired positions on the Board of Directors. Nominations will be accepted from the floor provided the nominee has consented and fulfills all Active Member requirements.
  - C. All elections of the Corporation shall be by secret ballot and shall be tabulated by a tally committee appointed by the presiding officer.

#### Article 11 - Amendments

- I. By Directors. Except as otherwise provided in the Articles of Incorporation or these By-Laws, these By-Laws may be amended by affirmative vote of at least two-thirds of the Board of Directors of the Corporation, provided that written notice of the proposed Amendment has been mailed or delivered to all Directors of the Corporation then in office, at least three (3) days prior to the date of the meeting of the Board at which the proposed amendment is scheduled for consideration. Anything hereinabove to the contrary notwithstanding, no By-Laws adopted, amended or repealed by the Active Members shall be readopted, amended or repealed by the Board of Directors unless said By-Laws so provide.
- II. By Active Members. These By-Laws, and the Articles of Incorporation may be amended or repealed, and new By-Laws, and/or Articles of Incorporation may be adopted by the Active Members by affirmative vote of not less than a majority of the Active Members present at any annual or special meeting of the Active Members at which a quorum is present.

## Article 12 - Business and Finance

- I. The fiscal year of the corporation shall end March 31.
- II. A set of books as required by a sound and conservative accounting practice, shall be kept by or under the direction of the treasurer to record the business transactions of the corporation.
- III. Adequate insurance shall be maintained upon the property and other assets of the corporation and against the liability of the corporation.
- IV. All checks, notes, and other documents executed on behalf of the corporation shall be signed by such officer, or officers as may from time to time be designated by the Board of Directors. The Board of Directors shall determine the banking depositories of the funds of the corporation and shall by resolution, designate those persons authorized to disperse funds therefrom.
- V. It shall be the responsibility of the Board of Directors to engage employees when it is necessary to do so. Such employees shall be compensated by the corporation in such amounts and in such a manner as shall be from time to time determined by the Board of Directors.
- VI. The Board of Directors shall cause the corporation to maintain such reserves and in such amounts and for such legitimate purposes as it may deem appropriate and proper and as they shall by resolution determine from time to time.

## Article 13 - Dissolution

- I. The corporation may be dissolved by a two thirds (2/3) vote of the membership at any time at any special meeting called for that purpose. The remaining assets upon dissolution shall be distributed to an educational or charitable organization as determined by the Board of Directors provided such qualifies under the Internal Revenue code of 1954 Section 501 (c)(3).