

**BEAVER DAM HOCKEY ASSOCIATION, INC.
BYLAWS**

ARTICLE I

NAME

The name of this organization shall be Beaver Dam Hockey Association, Inc. The term "club" when used hereinafter shall be defined to mean the Beaver Dam Hockey Association, Inc. The club is also referred to as the Beaver Dam Hockey Association or BDHA.

ARTICLE II

PURPOSE

Section 1: To promote the sport of ice hockey.

Section 2: To promote hockey programs at the grade school, high school, university and adult levels.

Section 3: To help develop the physical, mental, emotional and social needs of our youth by participation in hockey and other various ice sports, and related activities which may be conducted at the Beaver Dam Hockey Association facility – (Beaver Dam Family Center).

Section 4: To help maintain the facility commonly known as the Beaver Dam Family Center.

Section 5: This club is organized exclusively for charitable/educational purposes and all monies collected by the Beaver Dam Hockey Association, Inc., including dues, fees and monies earned from programs and ventures of the club shall be used for purposes consistent with the purposes of this club as heretofore stated, and as determined by the Board of Directors. In the event of dissolution of this club, no monies then in the treasury of this club shall be returned to any of the incorporators, directors or members but shall be disposed of in a manner consistent with the purposes as set forth in these Bylaws, after paying or making provision for the payment of all of the liabilities of the club; or such monies shall be turned over to such club or clubs organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt club or clubs under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any property transferred by this club will be transferred only to clubs exempt for inheritance tax purposes under sec. 72.15(1) Wis. Stats. (or corresponding provisions of any future Wisconsin Statute.)

No part of the activities of the club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the club shall not carry on any other activities not permitted to be carried on by a club 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.)

1
ARTICLE III

MEMBERSHIP

Section 1: Membership in the Beaver Dam Hockey Association, Inc., shall be open to all persons without regard to gender, race, creed, color, ethnic background, or economic circumstances. There shall be no discrimination against any applicant for membership in this club on the basis of gender, race, creed, color, ethnic background or any other protected category.

Section 2: There shall be four currently defined classes of membership, and membership shall be limited to natural persons.

Class One: Members of the Board of Directors who are not also parents of a participating registered player.

Class Two: Parents or legal guardians of registered players – subject to a limit of two per participant. A parent or legal guardian becomes a member upon payment of the player registration fees and the signing of the Code of Conduct form; and provided they have met all other requirements set forth by these Bylaws and the policies of the club regarding membership.

Class Three: Current and former coaches (excluding outside contractors) shall be considered members and eligible registered voters provided they have met all other requirements set forth by these Bylaws and the policies of the club regarding membership.

Class Four: Current employees (excluding outside contractors) shall be considered members and eligible registered voters provided they have met all other requirements set forth by these Bylaws and the policies of the club regarding membership.

Section 3: Memberships

A. Criteria. Voting members must be of adult age, i.e., 18 years of age or older; and must comply with the following requirements:

1. Supports the purposes of the club; and
2. Complies with the financial and other membership requirements as established by the Board of Directors.

B. Classes. The Board of Directors shall have the discretionary authority to establish such other classes of membership and membership requirements as it considers necessary for the purposes of the club.

C. Term. Class One membership ends when the non-parent is no longer on the Board of Directors, and shall be governed by these Bylaws and policies of the club. Classes Two, Three, and Four memberships shall be for a one-year term starting November 1 and ending October 31, and shall be governed by these Bylaws and policies of the club.

Section 4: Annual Meeting. There shall be an annual meeting of the voting membership to be held in the month of July, at a place to be determined, and voting members shall be notified by public notice of the time, place and purpose of the meeting.

Section 5: Special Meetings. Special meetings of the voting membership may be held whenever called by the President, the Executive Committee, or the Board of Directors as it deems necessary.

Section 6: Notice. Written notice stating the place, day, and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is being called, shall be delivered not less than three (3) days nor more than fifty (50) days before the date of the meeting, either personally, by mail, or by electronic transmission thereof, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the record books or similar records of this club, with postage thereon prepaid.

2

No unintentional irregularity or failure in the giving of a notice of a special meeting shall affect the validity of such special meeting or any of the proceedings that may be taken at such meeting.

Section 7: Quorum. Twelve (12) voting members shall constitute a quorum for the annual or any special meeting.

Section 8: Voting. Only those members officially registered as voting members and in good standing, at least 30 days prior to any annual or special meeting shall be eligible to vote at such meeting.

Section 9: Manner of Conduct. The annual and special meeting will be conducted in a parliamentary type manner with any member in attendance to be accorded the right to speak, and Robert's Rules of Order shall be the final arbiter in all parliamentary matters. Social meetings of the membership shall be conducted on an informal basis.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: General Powers: The property, affairs, and business of the club shall be under the care and be managed by the Board of Directors; said Directors to be determined under Article IV, Section 3.

Section 2: The number of Directors shall be eleven (11), which number may be changed by amendment of these Bylaws but shall not be less than three (3). Current employees shall not be eligible for a seat on the Board of Directors during their period of employment with the Beaver Dam Hockey Association, or with the Beaver Dam Family Center.

Section 3: Term of Office.

The eleven (11) Directors are determined as follows:

- A. The term of each Director shall be three (3) years beginning on August 1 of the year elected unless the Director has been elected or chosen to fill a vacant unexpired term, in which case the Director will serve the remaining term of the vacant seat. Board members may be elected or chosen to succeed themselves. The terms of the Directors shall be staggered over a three-year period, so, in general, approximately one-third of the Board of Directors shall be elected at each annual meeting.
- B. The Immediate Past President will be a voting member, if still within an official Board term. If the

Immediate Past President is outside of the official Board term, they will serve as an ex-officio, non-voting member of the Board.

- C. Any voting members including present directors may place themselves or the names of any other voting members in nomination for vacancies on the Board of Directors. Written or virtual ballots shall be given out at the annual meeting and all voting members present shall vote up to, but not to exceed, the number of openings on the Board of Directors at that time. No more than one immediate family member in the same household, or a member because of their child's participation in club activities, may serve concurrently on the Board of Directors. For example: Only one spouse of a married couple may serve on the Board of Directors concurrently; where parents are divorced or separated, only one parent of a participating child may serve on the Board of Directors concurrently; where there is a parent/child relationship and both are adults living in the same household, only one may serve on the Board of Directors concurrently; where there are

3

siblings who are both adults, only one may serve on the Board of Directors concurrently if they are living in the same household.

Section 4: Additional Powers. Without restricting the powers of the Board of Directors by implication or otherwise, said Board of Directors shall have, in addition to all other powers which they may lawfully exercise, the following powers:

1. The Board of Directors shall have the power to purchase, or otherwise acquire, lease, sell, convey, assign or otherwise transfer, subject, however, to the provisions of the Wisconsin Statutes, for the club any property, right or privileges which the club is authorized to acquire, real, personal, or mixed, at such prices and on such terms and conditions and for such consideration as said Board of Directors may see fit, and may at its discretion pay for any property or rights acquired by it either wholly or partially in money or in other evidences of indebtedness, subject, however, to the provisions of the Wisconsin Statutes. Provided, however, that no indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
2. The Board of Directors shall have the responsibility of conducting the day-to-day business of the club, including but not limited to conducting business and social meetings, publicity and promotion, handling club funds, designating a bank as a depository for club funds, and opening a checking account, entering into contracts, which are consistent with the purposes of this club, investing club funds, and granting awards and scholarships.

Section 5: Resignation. A director or an officer may resign at any time by filing their written resignation with the Secretary. Such resignation shall take effect at the time of the filing, unless some time be fixed in the resignation and then from that time.

Section 6: Removal.

1. A director may be removed upon a two-thirds affirmative vote of the members in good standing attending a special meeting called for such purpose.
2. Any director with three or more unexcused absences within a twelve consecutive month period may be removed by the Board of Directors.

Section 7: Vacancies. In the event of a vacancy on the Board of Directors, the majority of the remaining

Board members shall appoint a successor who will serve the unexpired term. This vacancy shall be announced to the members of the club within thirty (30) days of such vacancy and filled within sixty (60) days of said vacancy if at all possible.

Section 8. Place of Meetings. Unless otherwise specified in the notice or waiver of notice thereof, all meetings of the Board of Directors shall be held at the principal location of the club at Beaver Dam, Wisconsin.

Section 9: Quorum. A majority of the number of directors shall constitute a quorum and a quorum shall be necessary to conduct any routine business of the club, e.g., approval of financial reports, approval of minutes from previous meetings, approval of normal and routine expenditures. The act of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. However, when a vote is taken on issues which are not of "day-to-day, routine nature", e.g., any expenditure of \$10,000 or more; on a decision regarding the removal of any employee from their respective position; on the hiring of an individual for employment with the Beaver Dam Hockey Association; on a decision regarding the distribution of ice time

4

which significantly affects the program offerings of the Beaver Dam Hockey Association; a vote of two-thirds of the Board members is required to pass, with all members required to cast a vote.

Section 10: Compensation. All Directors shall serve without compensation, but shall be reimbursed for any legitimate out-of-pocket costs incurred by said person on behalf of the club. Approval for payment of such amount shall be given upon presentation of a statement showing expenditures and by whom made, to the Secretary and said statement shall be submitted for approval by the Board of Directors at their next meeting.

Section 11: Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held. Said meetings do not have to be scheduled every month, but should reflect the needs associated with administering the activities of the club; said meetings may be held more frequently than monthly. Notice of each said meeting shall be given at least twenty-four (24) hours prior to said meeting by the Secretary of the club or by someone designated by the Secretary.

Section 12: Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the Secretary upon the direction of the President, or upon the written request of any two directors, and it shall be the duty of the Secretary to give sufficient notice of such meetings in person, by mail, by electronic transmission or by telephone to enable the directors so notified to attend such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the directors with postage prepaid thereon.

Section 13: Meetings by Consent. Meetings of the Board of Directors may be held at any time or place where all of the directors are present and consent to the holding of such meetings.

Section 14: Meeting Procedures. The President, and in his/her absence the Vice President, and in their absence any director chosen by the directors, shall call the meeting of the Board of Directors to order and shall act as chairman of such meeting. The Secretary of the club shall act as Secretary at all meetings, or, in the absence of said Secretary, the presiding officer may appoint any director to act as Secretary.

Section 15: Unanimous Consent without Meeting. Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of law, to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office; said consent may be provided electronically.

Section 16: Closed Meetings. All meetings of the Board of Directors, and the various committees of the club shall at all times be open to all members and invited guests except as otherwise provided in this section as follows:

- A. Disciplinary Actions.**
- B. Performance Review** – annual or periodic review of the job performance and compensation of the facility manager or other employees.
- C. Request for fee waiver** – requests for fee waiver due to financial hardship.
- D. Complaint Investigation** – to review any and all other complaints related to any and all programs conducted by the club.
- E. Special Purpose** – such other compelling matters the discussion of which involves personal and sensitive matters of a confidential nature or matters which by their nature would preclude the right of the membership to know, e.g., meeting with legal counsel to discuss pending litigation.

Upon completion of the closed session, the Board of Directors shall immediately return to open session and any action taken or recommended to be done by recorded vote.

Section 17: Eligibility- In order to be eligible for board of directors position, members must meet criteria for good financial standing (past fees and registrations must be paid in full 30 days prior to annual meeting).

ARTICLE V

OFFICERS

Section 1: Officers. The officers of this club shall be a President, Vice President, Secretary and Treasurer. These officers shall be elected at the first regular meeting of the Board of Directors held after the annual membership meeting. Such officers shall hold office for the term of one (1) year and until their successors are elected.

Section 2: Duties. The principal duties of the general officers, respectively, are as follows:

- 1. President.** The principal duties of the President shall be to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the club. The President shall serve as the chairperson of the Executive Committee and the Board of Directors. The principal duties as chairperson shall be to call meetings; oversee the agenda; and preside over meetings. The President shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by these Bylaws.
- 2. Vice President.** The principal duties of the Vice President shall be to serve on the Executive Committee; and to perform the duties of the President in his/her absence. The Vice President shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by these Bylaws.

- 3. Immediate Past President.** The principal duties of the Immediate Past President shall be to serve on the Executive Committee; and to advise the President regarding the duties the President has assumed. The Immediate Past President shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.
- 4. Secretary.** The principal duties of the Secretary shall be to countersign documents which by law require the counter-signature of a club Secretary, and to keep a record of all the proceedings at the meetings of the membership and directors, and to safely and systematically keep all books, papers, records and documents belonging to the club or in any way pertain to the business thereof. The Secretary shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by these Bylaws.
- 5. Treasurer.** The principal duties of the Treasurer shall be to keep and account for all monies, credits and property of any and every nature of the club which shall come into his/her hands and keep an accurate account of all monies received and disbursed, and provide proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand and generally to perform all matters pertaining to his/her office as shall be required by the Board of Directors. Unless otherwise provided by the Bylaws or the Board of Directors, he shall sign all checks, drafts and vouchers by or through which the monies of the club are disbursed. He shall perform such additional, or different, duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by these Bylaws.

6

- 6. Additional Officers.** The Board of Directors shall have the power to elect and appoint assistants to the general officers of the corporation and such other officers, agents and servants as it may from time to time deem necessary who shall perform such duties as may from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by these Bylaws.

Section 3: Delegation of Duties. In case of the absence or inability to act of any officer of the club, the Board of Directors, or the President during the interim between meetings of the Board of Directors, may delegate for the time being the duties of such officer to any other officer or to any director.

Section 4: Removals and Vacancies. Any officer, or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interest of the club will be served thereby. The Board of Directors may provide for carrying on the duties of any suspended officer or may fill a vacancy in any office resulting from the removal of the incumbent or for any other cause.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1: General. The Executive Committee shall have and exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors, except as limited by statute, these Bylaws, or by

actions and policies of the Board of Directors.

Section 2: Members. The Executive Committee shall consist of all the elected officers of the club, namely: President, Vice President, Secretary, Treasurer, and the Immediate Past President (or Board designate in his/her absence).

Section 3: Meetings. The President shall notify all members of the Executive Committee of any meeting at least 24 hours in advance unless a situation of urgency requires shorter notice. The Secretary shall keep minutes of the meeting and such minutes shall be reported at the next regular meeting of the Board of Directors. All actions taken by the Executive Committee shall require a majority vote of said committee. Meetings of the Executive Committee may be by phone, or other electronic means.

ARTICLE VII

COMMITTEES

Section 1: The Board of Directors shall appoint committees and chairpersons it deems necessary. All such committees shall report regularly to the Board of Directors on all matters delegated to them by the Board of Directors. The Board of Directors shall establish rules and policies regarding the operation and authority for all committees established. Committee members may come from the membership of the Board of Directors or from the membership of the club, at-large.

Section 2: Term. Term of committees shall be for one (1) year.

Section 3: Standing Committees. The following committees shall be standing committees of the Board of Directors, and are appointed by the President with the approval of the Board of Directors:

7

- 1. Finance.** Said committee is to plan and study proposed budgeting; monitor and evaluate proposed budgeting; and submit reports and information requested by the Board of Directors.
- 2. Youth Hockey Committee.** Said committee shall plan and schedule youth hockey programs and inform the Board of Directors of any need or problem arising with said programs, and shall perform further duties in connection therewith as requested by the Board of Directors.
- 3. Fundraising.** Said committee shall direct and coordinate the fundraising activities necessary to support the programs and activities offered at the Beaver Dam Hockey Association, as well as to maintain the facility known as the Beaver Dam Family Center.
- 4. Tournament.** Said committee, in coordination with the Facility Manager, shall have total responsibility for all activities associated with: scheduling and conducting association invitational tournaments, and hosting of regional and state tournaments.
- 5. Publicity.** Said committee shall oversee the overall publicity needs of the club.
- 6. Registration & Membership.** Said committee shall coordinate the development and maintenance of a members database, and assist with membership registration.

7. Recruitment & Retention. Said committee shall evaluate and propose actions designed to increase participation in the youth hockey programs, and to facilitate retention of program participants.

Section 3: Special Committees. Special committees may be recommended by members of the Board of Directors and appointed by the President when from time to time deemed necessary to the benefit of the club. Special committees' terms shall be determined by the Board of Directors.

Section 4: Chairman. Each standing or special committee shall be headed by a Chairman who shall be appointed by the President upon recommendation by the Board of Directors, and the Chairman shall serve as head of his/her respective committee for the term of such committee. Committee Chairman shall be responsible for the proper function of said committee.

ARTICLE VIII

Fiscal Year. The fiscal year for the Association shall be from the first day of May until the last day of April of each year.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended, altered, repealed and new Bylaws may be adopted by a two-thirds vote at any regular or special meeting of the voting membership .

8

ARTICLE X

INDEMNIFICATION

The club shall indemnify any director, officer or committee member or former director, officer or committee member of the club or any person who may have served at its request as a director, officer or committee member against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been or because of any act such as director, officer or committee member within the course of his/her duties. The club may also reimburse to any director, officer or committee member the reasonable costs of settlement of any such action, suit or proceeding, or any claim which might be the basis of such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Club that such settlement be made and that director, officer or committee member was not guilty of negligence or misconduct.

ARTICLE XI

MISCELLANEOUS

Section 1: These Bylaws shall be identified as the Bylaws of the Beaver Dam Hockey Association, Inc., and shall supersede and take the place of the existing Bylaws of the club and all amendments thereto existing prior to the 12th day of June 2024.

Section 2: Waiver of Notice. Whenever any notice whatsoever is required to be given under the Laws of Wisconsin, or under the provisions of these Bylaws of this club, a waiver thereof signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. Such waiver by a director or member in respect to any matter of which notice is required shall contain the same information as would have been required to be included in such notice under applicable Wisconsin law, or these Bylaws, except that time and place of meeting need not be stated.