BYLAWS OF WAUPACA AREA YOUTH HOCKEY ASSOCIATION

Adopted 09-14-2010. Amended 9-9-2014. Amended 8-25-2025

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ARTICLE I - NAME, PURPOSE

Section 1: The name of the not-for-profit organization shall be Waupaca Area Youth Hockey Association (WAYHA) and is incorporated under the laws of Wisconsin.

Section 2: Principle place of business for WAYHA is 187 Grand Seasons Drive (The EXPO), Waupaca, WI 54981. The registered agent at time of adoption is Brett Grams with mail stop at Post Office Box 535, Waupaca, WI 54981. The corporation’s registered agent and place of business may be changed from time to time by or under the authority of the Board of Directors.

Section 3: WAYHA is organized exclusively to:

· To teach and promote the sport of ice hockey to the greater Waupaca area.

· Provide the opportunity for youth to learn and play the game under established rules and regulations.

· To help develop the educational, physical, mental, emotional and social needs of our youth by participating in the sport of hockey.

· Develop and encourage sportsmanship and team play among participants.

· This Association is organized exclusively for charitable/educational purposes and monies collected by the Association including dues, gifts and monies earned from programs and ventures of this Association shall be used for purposes consistent with the purposes of the Association as heretofore stated and as determined by the Board of directors and in the event of dissolution of this Association, no monies then in the treasure of this Association shall be returned to any of the incorporators, directors or members but shall be disposed of in a manner consistent with the purpose as set forth in these bylaws, after paying or making provision for the payment of all of the liabilities of the Association; or such monies shall be turned over to such organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 [c] (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any property transferred by this Association will be transferred only to organizations exempt for inheritance tax purposes under Wisconsin Statute 72.04 (or the corresponding provision of any future Wisconsin Statute). Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not to be carried on by an association 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).

ARTICLE II - MEMBERSHIP

Section 1: Membership shall be open to all adult persons who are interested in the promotion of ice hockey activities. An adult is anyone eighteen (18) years or older. One (1) membership is included with the registration fee paid for the first skater in each family. All matters relating to membership, including without limitation, admission, suspension, termination, and disciplinary actions shall be determined and managed exclusively by the Board of Directors in its reasonable discretion. Any decision, directives or policies made or established by the Board of Directors regarding membership shall be final and binding on all parties involved.

Annual fees will be determined by the Board of Directors and paid in full during registration; however, the Board may elect to allow payments over a period of time agreed upon by the Board. Delinquent members will be subject to suspension until time of payment. In cases of hardship, the Board of Directors may elect to reduce or eliminate payment of fees. Such situations will be handling on a case-by-case basis under confidence without minute coverage.

Section 2: Players, parents and coaches are accountable for abiding by the applicable Code of Conduct. Any member of this Association may be expelled from membership if they violate any of the rules, regulations, policies and procedures, orders or bylaws of this Association or violates any contract made by or with this Association or who does any act, which tends to interfere with the accomplishment of the objectives sought to be accomplished by this Association. When any member of this Association is charged with any act for which such member may be expelled or suspended, notice of the same shall be served on such member personally or by mail at his/her or its last known address, and if, after due opportunity to be heard, the Board of Directors, as the case may be, by a majority vote of those present so decides, exoneration or appropriate sanctions which may include the member being expelled or suspended.

Section 3: Geographic limits. The membership is defined to include anyone from the greater Waupaca area. This includes any school districts within 45 miles that are not served by a hockey association within its district’s boundaries. These school districts included but are not limited to the following: Almond-Bancroft, Amherst, Clintonville, Iola-Scandinavia, Manawa Little Wolf, Marion, New London, Waupaca, Wautoma, Weyauwega-Fremont, and Wild Rose.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The annual meeting of the members of this association may be held at the discretion of the board, either prior to the season or at the end of the season each year or such other date determined by the board. The Board of Directors shall determine and fix the date, time and place of each such annual meeting. Written notice of the date, time and place of holding each annual meeting shall be mailed and/or emailed to each member of the Association at his/her last address as shown by the books and records of the Association at least two weeks prior to such meeting. Voting, Proxies, Quorum – At all annual and special meetings of the members, each guardian of a skater shall be entitled to one vote. Guardians entitled to vote shall have the right to vote by written proxy at annual or special meetings. No paid employee of this Association shall represent or act for any member at any meeting of the members. The annual will be conducted in accordance with Roberts Rules of Order and any member in attendance at annual meeting shall be accorded the right to speak.

Section 2: Special Meetings. Special meetings may be called by the Board of Directors. The special meetings will be conducted in accordance with Roberts Rules of Order and any member in attendance at special meeting shall be accorded the right to speak.

Section 3: Notice. Notice of each meeting shall be given to each voting member, not less than seven days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Association, and delegates its responsibility for day-to-day operations to the committee chairs and committees. The Board shall have up to 12 and not fewer than 6 members. The board receives no compensation other than reasonable expenses incurred in the performance of the directors’ duties.

Section 2: Meetings. The Board shall meet at least 6 times per year, at an agreed upon time and place. Meetings will be conducted according to Robert’s Rules of Order. Any action required or permitted to be taken at a meeting may be taken without a meeting if all the directors entitled to vote thereon consent thereto in writing, with email constituting appropriate documentation, and such written consents are filed with the minutes of the next Board meeting. A City Liaison, when assigned by the City, is welcome to vote and participate in all board meetings.

Section 3: Board Elections. Election of directors to the board will occur either by organized vote of the association or as the first item of business if an annual meeting is held. Directors will be elected by a majority vote of the membership. The election process will be facilitated by the Immediate Past President.

Section 4: Terms. In normal circumstances, Board members shall serve 2-year terms, with one member serving a 1-year term, but are eligible for re-election. All Officer positions, except the Treasurer, shall serve 1-year terms with a 1-year reelection option. The Treasurer, due to the high level of skill and knowledge required, may continue to serve until a successor shall be chosen. The successor will be selected by the board based on qualifications. It is desired that 50% of the members’ terms expire each year.

Section 5: Quorum. A quorum must be attended by at least 50% percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have notice one week in advance.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer. These officers shall be elected at the first meeting of the Board held after the new board is elected. The officers of the Board shall become the Executive Committee. When possible, the Immediate Past President shall be automatically become a voting member of the board when a new President is elected. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

The Vice-President shall discharge the duties as prescribed by the Board and shall act for the President in the event of his/her disability to act.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

The Immediate Past President shall be a voting member of the board. The Immediate Past President shall act in advisory role to the executive committee and board and conduct the annual nomination and election process for the board of directors. The Immediate Past President term shall end when his/her predecessor is replaced, or predecessor is re-elected.

The Board shall have the power to elect or appoint assistance to the general officers of the Association 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 or as may be prescribed from time to time by the bylaws. Examples of this election or appointment would include Director of Hockey, Concessions Manager, etc. The decision to elect or appoint must be made by majority vote.

Officers may resign at any time.

Section 8: Vacancies. In the event a vacancy on the Board of Directors or Officers for any reason, the majority of remaining board members shall pick a successor who will serve the unexpired term. This vacancy shall be filled within sixty (60) days of the occurrence of such vacancy.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member one week in advance.

Section 11: Additional Powers – Without restricting the powers of the Board of Directors by implication or otherwise, said Board shall have, in addition to all other powers which they may lawfully exercise, the following powers:

· The Board of Directors shall have the power to purchase, or otherwise acquire, lease, sell, convey, assign or otherwise transfer, on behalf of the Association, any property, rights or privileges which the Association is authorized to acquire, real, personal, or mixed, at such consideration as said Board may see fit, and may at its discretion pay for any property or rights acquired by the Association either wholly or partially in money or in other evidence of indebtedness, subject, however, to the provision of the Wisconsin Statues. Provided, however, that no 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.

· The Board of Directors shall have the responsibility of conducting the day-to-day business of the Association, including but not limited to conducting business and social meetings, publicity and promotions, handling all Association funds and opening a checking account, entering into contracts, which are consistent with the purposes of this Association, investing Association funds, and granting awards and scholarships.

· The Board of Directors shall in their discretion determine the length of each season including the starting and finishing dates. The dates set by the Board of Directors may, in their discretion, be changed after said dates are so set if the Board of Directors deems such change to be in the best interest of the association.

· The Board of Directors shall yearly determine the membership registration fee and necessary volunteer hours to maintain membership in the Association. The fee set by the Board of Directors may, in their discretion, be changed to be in the best interest of the Association.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, coaching, maintenance, etc. The Board approves all committee chairs.

Section 2: The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which must include at least one other member. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July-June. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, board members and the public upon request.

Section 4: Standing Committees. These committees shall be recommended by the Board and appointed by the President with the approval of the Board and shall then commence their duties and responsibilities immediately. All committees shall function in accordance with the rules and procedures established by the Board. All committees will be encouraged to meet on a monthly basis prior to the regular Board meeting. Business will be taken care of through the committees with the recommendations of the committees being brought before the Board. The purpose of the standing committees shall be to establish protocol and create specific policy and systems to define, clarify and interpret Association philosophy and present to the Board for approval.

Each committee will plan and propose reports and information as defined under their specific heading and report to the Board. Each committee shall perform additional or different duties as shall from time to time be imposed or required by the Board including but not limited to the duties listed after the following committees. The standing committees shall be comprised of Board members and members at large as approved by the board annually. The standing committees shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him or her by law.

Section 5: Disciplinary Committee. The Vice President is the chair of the Disciplinary Committee and the committee should have at least one other Board member. It shall be the duty and responsibility of the Disciplinary Committee to review, hear, and make decisions on all matters put to them by the Executive Committee. All decisions shall be final, subject only to review by the Board, unless additional information relevant to the matter is presented to the President, at which time the Disciplinary Board will reconsider the additional information prior to making a final decision.

ARTICLE VI - LIABILITY

Section 1: Liability of Directors and Officers.

Except as otherwise provided by law, no director or officer shall be liable to the association, or any person asserting rights on behalf of the association, its members or creditors, or any other person, for damages, settlements, fees, fines penalties or other monetary liabilities arising from a breach of, or failure to perform any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes (a) willful failure to deal fairly with the association or its members in connection with a matter in which the director or officer has a material conflict of interest, (b) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful, (c) a transaction from which the director or officer derived an improper personal profit or benefit, or (d) willful misconduct.

The association shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration, or other proceeding, whether formal or informal, which involves foreign, federal state or local law and which is brought by or in the right of the association or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the director or officer was a party because he or she is a director or officer of the association, and in all other cases, the association shall indemnify a director or officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses, incurred by the director or officer in the proceeding, provided the director or officer was a party because he or she is a director or officer of the association, unless the liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the association and the breach or failure to perform constitutes (a) willful failure to deal fairly with the association or its members in connection with the matter in which the director or officer has a material conflict of interest, (b) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful, (c) a transaction from which the director or officer derived an improper personal profit or benefit, or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the director or officer is not required under this by-law. No indemnification is required under this by-law to the extent the officer or director has previously received indemnification, reimbursement or allowance of expenses from any person, including the association, in connection with the same proceeding. Determination of whether indemnification is required shall be made by the means provided pursuant to the Wisconsin Statutes.

The association, by its board of directors, may indemnify in a like manner, or with any limitation, any employee or agent of the association who is not a director or officer with respect to any action taken or not taken in his or her capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which directors, officers, employees or agents may be entitled as a matter of law, by resolution of the board of directors, or by written agreement with the association.

ARTICLE VII – AFFILIATIONS

Section 1: To bring the highest possible benefit to the membership, the Association will maintain membership in USA Hockey and the Wisconsin Amateur Hockey Association (WAHA) and by virtue of membership agrees to be governed by the rules and requirements of these bodies. The Board of Directors may from time to time approve other affiliations.

ARTICLE VIII – AMENDMENTS

Section 1: These Bylaws may be amended when necessary, by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Waupaca Area Youth Hockey Association (WAYHA) on September 14th, 2010

These Bylaws were amended by the Board of Directors of WAYHA on February 7th when we approved to change the maximum board size from 10 to 12 members.

These Bylaws were further amended by the Board of Directors on May 04, 2014.

These Bylaws were further amended by the Board of Directors on July 06, 2014.

These Bylaws were further amended by the Board of Directors on September 09, 2014.

These Bylaws were further amended by the Board of Directors on August, 25, 2025.