

SUN PRAIRIE YOUTH HOCKEY ASSOCIATION, INC.
BYLAWS
As amended June 2, 2019

Article I. MEMBERSHIP

Section 1, Membership

Parent(s), legal guardian(s) and/or foster parent(s) of youth participating in the Sun Prairie Youth Hockey Association, Inc., (hereinafter referred to as SPYHA), programs, provided they have met all other requirements set forth by the Bylaws and the policies of the SPYHA, Inc. regarding membership in good standing have the right to vote at annual meetings and special meetings as well as have all other rights the corporation so entitles them to.

Alumni or alumni parents of SPYHA, SPYHA employees and current or past coaches or Board members of SPYHA, provided they meet all other requirements set forth by the Bylaws and policies of the SPYHA, are eligible for membership.

Section 2, Annual Meeting

An annual meeting of the members shall be held between May 1 and June 30 each year. The membership shall be notified in writing of the time, place and purpose of the meeting at least ten (10) days, and no more than 30 days before the day of the meeting.

Section 3, Special Meetings

Special meetings of the members may be called by the President, Executive Committee or the Board of Directors. Such meetings shall be noticed similarly to the Annual Meeting.

Section 4, Quorum at Membership Meetings

Fifteen (15) or more members in good standing, present in person, shall constitute a quorum at an annual or special meeting of the members. A majority of the votes entitled to be cast by the members present, in person at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members unless different rules for adoption of a matter are specified in the Articles of Incorporation or these Bylaws.

Article II. BOARD OF DIRECTORS

Section 1. General

The affairs of SPYHA shall be managed by the Board of Directors. The Board of Directors will consist of the President, President Elect, Secretary, Treasurer and Immediate Past President of SPYHA, one director elected from each age classification of the SPYHA programs, two directors from the ADM program (one from ADM U6 and one from ADM U8) and one coaches' representative. Members of the Board of Directors, other than the officers and coaches' representative, shall have a skater in the age classification or program they are representing during the year of their term and shall be members in good standing. The coaches' representative must be a SPYHA member in good standing, have current USA Hockey Coaching Education Program (CEP) certification and have prior SPYHA coaching experience.

Section 2. Election

The Board of Directors shall be elected by the membership at the annual meeting. Directors elected from the age classifications of SPYHA programs and the Coaches' Representative will be elected for a period of one year. The Executive Committee will be elected as specified in Article IV. In the event that all of the director positions are vacant at one time, the directors elected from the age classifications may be elected at the annual or a special meeting of the membership and will serve in those positions for the ensuing year.

Section 3. Resignation

Any director acting at any time hereunder may resign by giving thirty (30) days' prior written notice to the secretary of SPYHA or, if there be no such secretary, then to the other directors, and upon the expiration of such thirty (30) days such as resignations shall become effective. Incapacity of any director to serve as such shall have the same effect as his/her resignation.

Section 4. Removal

A member of the Board of Directors may be expelled from the Board of Directors upon a two-thirds affirmative vote of the members in good standing attending a special meeting called for said purpose. At such expulsion, the member's directorship and corporate office, if any, shall be automatically canceled and the vacancy filled as herein after described.

Section 5, Vacancies

If the position of director becomes vacated by reason of death, resignation or removal, the remaining directors shall choose a successor from the same age classification as the vacated director by majority vote of the directors. If the vacated director is also an officer of the corporation, the office will be filled as stipulated by Article IV.

If a director misses three regularly-scheduled Board of Director meetings in a row or five total regularly scheduled Board of Director meetings within the term of his/her position, it will be assumed that the director has vacated his/her position, and the director will be replaced as outlined above.

Section 6, Quorum of Directors

The majority of the number of directors shall constitute a quorum for the transaction of affairs. The act 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, unless that act requires a two-thirds vote as specified in the Articles of Incorporation or these Bylaws.

Section 7, Compensation

The Board of Directors shall serve without compensation. The Board of Directors shall pay out of the principal and/or income all reasonable expenses incurred in the administration of SPYHA and just claims and charges against SPYHA or against the Board of Directors, or any of them, arising out of acts or omissions in their capacity as the Board of Directors hereunder. Expenses, if incurred by a director in the fulfillment of duties, may be reimbursed by majority vote of the Board of Directors.

Section 8, Powers

The Board of Directors shall have any and all power to do, enact or create anything or things necessary and germane to effectuate those powers granted to SPYHA by statutes, the Article of Incorporation or these Bylaws. The Board of Directors may grant such powers and assign such duties to committees of the Board of Directors, to standing committees, to other committees created by them or created by committees of the Board of Directors, to the officers of SPYHA, or to assistants to the officers as the Board of Directors may from time to time deem advisable.

Section 9, Appointments

The Board of Directors shall have the power to elect or appoint assistants to the officers as it may from time to time deem necessary, define their duties and obligations and fix their compensation, if any. The Board of Directors shall have the power to remove and suspend permanently or temporarily, the officers, servants or employees appointed by it, or authorized by Board of Directors action.

Section 10, Delegation of Duties

In case of the absence or inability to act of any officer of the corporation, the Board of Directors may delegate, for the time being, the duties of such officer to any other officer or to any director.

Section 11, Employ Members

The Board of Directors may from time to time employ or retain advisors, investment counsel, accountants, investigators, attorneys and other agents and employees; may from time to time prescribe the powers and duties of such persons; may delegate to any such persons the execution and administration of any acts of the Board of Directors; and may fix and pay to such person out of the principal and income such compensation as they may deem just and reasonable.

Section 12, Right to Receive or Reject Gifts

The Board of Directors shall have the right to receive, reject and administer gifts in a manner consistent with statutes, the Articles of Incorporation, these Bylaws and the policies of SPYHA.

Section 13, Investment Powers

The Board of Directors shall have full power and authority to hold, administer, manage and conserve any and all property not delegated elsewhere by the donor, and to this end may sell, transfer, convey, lease or exchange all or any part of its property under such terms and conditions as the Board of Directors may deem best and in a manner consistent with the laws of the State of Wisconsin and federal agencies.

Section 14, Banking

The Board of Directors may open and maintain bank accounts in the name of the SPYHA and make deposits and withdrawals subject to rules established by the Board of Directors.

Section 15, Check Signature

The Treasurer shall be responsible for and have the power to collect and disburse all monies of SPYHA. In the absence of the Treasurer, the President, or the President Elect in the absence of the President, shall, in his/her right, have the power of collection and disbursement, including the right to sign any and all checks and drafts. All said disbursements shall be in accordance with policies established by the Board of Directors or be authorized by the Board of Directors.

Section 16, Contract Signatures

Contracts and/or signatures of which SPYHA is a party shall require the signature of the President and Secretary. All contracts shall be approved by the Board of Directors before becoming legally binding upon SPYHA.

Section 17, Regular Board of Directors Meetings

The Board of Directors will hold four regular meetings at a minimum: the first meeting will be held on a date between July 1 and August 31; the second meeting will be held on a date between October 1 and November 30; the third will be held on a date between February 1 and March 31; the fourth will be held on a date between April 1 and May 15. Special meetings of the Board of Directors may be called by directors having a majority of the votes entitled at Board of Director meetings or by such other means as specified by the policies of SPYHA. All meetings of SPYHA shall be held in accordance with Robert's Rules of Order as may be amended by the Board of Directors. This includes the annual meeting, special meetings, meetings of the Board of Directors, meetings of the Executive Committee and all standing committees or appointed committees.

Section 18, Committees

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. The following committees are standing committees of the Board of Directors:

- Rink Committee - to oversee annual maintenance and recommend any required capital improvements required. Members shall be appointed by the Board of Directors annually.
- Annual Fundraising Committee - to oversee annual fundraising activities of SPYHA in accordance with SPYHA policies.
- Nominations Committee – to oversee the nominations and election of the Board of Directors.
- Volunteer Committee – to oversee all committees for which members can volunteer. Committee Chairpersons shall be appointed by the Board of Directors annually.

Article III, EXECUTIVE COMMITTEE

Section 1, General

The Executive Committee shall have and exercise, when the Board is not in session, all of the powers of the Board, 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 the President, President Elect, Immediate Past President, Secretary and Treasurer of SPYHA. The President shall act as chairperson of the Executive Committee.

Section 3. Meetings of the Executive Committee

The President shall notify all members of the Executive Committee of any meetings at least 24 hours in advance unless a situation in urgency requires shorter notice. The Secretary shall keep minutes of all 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 of the total committee. Meetings of the Executive Committee may be by phone or other electronic means.

Article IV, OFFICERS

Section 1, Officers' Terms

The officers of SPYHA shall be the President, President Elect, Immediate Past President, Secretary and Treasurer. The President Elect, Secretary and Treasurer will be elected at large by a majority of the votes entitled to be cast by the members present at the membership or the annual meeting. Each officer will serve a term of two years except the President Elect, who will serve for one year as President Elect, serve the following year as President, and then serve as Immediate Past President.

Section 2, Elections

The officers of SPYHA shall be elected by a majority of the votes entitled to be cast at the meeting. If no candidate receives a majority of the votes on the first ballot, the two candidates receiving the greatest number of votes on the first ballot will be candidates for the second ballot. This procedure will continue until one candidate receives a majority of the votes.

Section 3, Vacancies

A. President. If the office of the President becomes vacant, the President Elect will become President of SPYHA for the ensuing year and the following year, and the office of President Elect will become vacant.

B. President Elect. If the office of the President Elect becomes vacant and there are more than 60 days remaining before either the annual meeting or the end of the fiscal year, the President will call a special meeting of the membership to elect a new President Elect. If 60 or less days remain before either the annual meeting or the end of the fiscal year, the membership will elect, at the annual meeting, a new President Elect and, in the event the office of the President will be vacant for the following year, the membership will also elect a President to serve for one year.

C. Treasurer. If the office of the Treasurer becomes vacant, the Board of Directors will appoint a new Treasurer for the remainder of the term.

D. Secretary. If the office of the Secretary becomes vacant, the Board of Directors will appoint a new Secretary for the remainder of the term.

Section 4, Duties

A. President. The principal duties of the President shall be to represent SPYHA, personally and through delegates, and have general supervision of the affairs of SPYHA including the enforcement of all policies of SPYHA. The President shall serve as chairperson of the Executive Committee and the Board of Directors. The principal duties as chairperson shall be to call meetings, set the agenda, preside over meetings and to vote only in cases of tie votes of the Board of Directors.

B. President Elect. The principal duties of the President Elect shall be to serve on the Executive Committee; to prepare and to become the President in the succeeding year; to perform the duties of the President in his or her absence, including but not limited to presiding over special and regular meetings; and to perform any other duties as deemed necessary by the SPYHA policies or the Board of Directors.

C. Treasurer. The principal duties of the Treasurer shall be to keep an account of all monies, credit and property of any and every nature of SPYHA which shall come into his/her hands; keep an accurate account of monies received and disbursed and keep proper vouchers for money disbursed; render such accounts, statements and property on hand and generally of all matters pertaining to his/her office as shall be required by the Board of Directors; and present to the membership at the annual meeting an annualized profit and loss statement and a balance sheet. The Board of Directors may hire an independent Certified Public Accountant to review the annual reports prior to the annual meeting. The general and principal books of accounts shall be the responsibility of the Treasurer, and a record of their location or locations shall be maintained by the Treasurer and made available for inspection by any member or his/her agent or attorney for any proper purpose at any reasonable time.

D. Secretary. The principal duties of the Secretary shall be to countersign all conveyances, assignments and contracts executed by SPYHA, and to keep a record of the proceedings of the members, the Board of Directors and the Executive Committee, and to safely and systematically keep all books, papers, records and documents belonging to SPYHA or pertaining to the business thereof. The Secretary shall handle all correspondence pertaining to SPYHA's business as so directed by the Board of Directors. Other minutes and records shall be the responsibility of the Secretary, and a record of their location or locations shall be maintained by the Secretary and made available for inspection by any member or his/her agent or attorney for any proper purpose at any reasonable time.

E. General. The officers shall perform such additional or different duties as shall from time to time be imposed or be required by the Board of Directors or may be prescribed from time to time by the Bylaws or the policies of the SPYHA.

Section 5, Removal from Office.

Any officer of the Corporation may be removed from office by a two-thirds majority vote of the members attending a special meeting of the membership called by the Board of Directors. Before calling for said special meeting, the Board of Directors shall, by a two thirds majority vote of all Board of Directors, have determined that the officer has been derelict in his/her duties to SPYHA.

Article V, OTHER PROVISIONS

Section 1. Indemnification

To the extent permitted by law, the corporation shall indemnify each director, officer, employee or agent of SPYHA, and their heirs, executors and administrators, against all expenses and liabilities reasonably incurred in the connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a director, officer, employee or agent of SPYHA, whether or not he/she continues to be a director, officer, employee or agent at the time of incurring such expenses and liabilities; such expenses and liabilities to include, but are not limited to, judgments, court costs, attorney's fees and the cost for settlements. SPYHA shall not, however, indemnify such director, officer, employee or agent with respect to matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been liable for willful misconduct in the performance of his/her duties as such director, officer, employee or agent. In the event a settlement or compromise is affected, indemnification may be for SPYHA to the effect that such settlement or compromise is in the best interests of SPYHA and that such director, officer, employee or agent is not liable for willful misconduct in the performance of his duties with respect to such matters, and if the Board of Directors shall have adopted a resolution approving such settlement or compromise. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee, director, officer, employee or agent may be entitled as a matter of law.

Section 2. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the office of its Secretary a record giving the names and addresses of members entitled to vote, or records showing where such information can be obtained. Any books, records or minutes may be in written form or any other form capable of being converted into written form within a reasonable amount of time.

Section 3. Fiscal Year

The fiscal year of SPYHA shall begin on the first day of July and terminate on the 30th day of June of each year.

Section 4. Bond

Any director, officer, employee or agent of SPYHA, as required by the Board of Directors, shall be bonded, at corporate expense, in such sum as with such sureties as may be satisfactory to the Board of Directors.

Article VI, AMENDMENTS

Section 1. Amendments

These Bylaws may be amended at any special meeting duly called for that purpose or at any annual meeting, provided that a statement of the nature of the proposed amendment is included in the notice of the meeting and notice is given at least 10 days but no more than 30 days before the date of the meeting. An amendment shall be adopted upon receiving at least two-thirds majority of the votes entitled to be cast by members present at such meeting. Any number of amendments may be submitted and voted upon at any one meeting. The minutes must state the date and place of the meeting, and for each amendment, the motion to amend, the name of the member who moved the amendment, the number of members with voting rights, the number of such members present in person and the number of members voting for and against the amendment.

Article VII, BOUNDARIES

Section 1. Amendments

The boundaries of SPYHA shall be defined by the Wisconsin Amateur Hockey Association (WAHA) and/or USA Hockey.