

# **SHEBOYGAN BLUE LINE ASSOCIATION, INC**

## **BY-LAWS**

Sheboygan Blue Line Association  
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SHEBOYGAN BLUE LINE ASSOCIATION, INC.

**ARTICLE I**  
**PURPOSES**

The Sheboygan Blue Line Association, Inc. (hereinafter the “Corporation”), is organized for the following purposes;

1. To promote the sports of ice hockey and figure skating.
2. To promote hockey and figure skating programs at the grade school, high school, university, and adult levels.
3. To help develop the educational, physical, mental, emotional and social needs of our youth by participation in the sports of hockey and figure skating.

This Corporation is organized exclusively for charitable/educational purposes and all monies collected by the Corporation including dues, gifts and monies earned from programs and ventures of or properties owned or leased by the Corporation shall be used for purposes consistent with the purposes of this Corporation as heretofore stated and as determined by the Board of Directors and in the event of dissolution of this Corporation, no monies then in the treasury of the Corporation or properties owned by this Corporation 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 By-Laws, after paying or making provision for the payment of all of the liabilities of the Corporation; or such monies and properties shall be turned over to such organization or organizations organized and operated exclusively for charitable, educational, 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 the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**ARTICLE II**  
**MEMBERS**

**SECTION 1.** – Eligibility. Any adult person having an interest in the objectives of the organization shall be eligible to apply for membership. Persons applying for membership must complete and submit a board written application form prepared and approved by the Board of Directors.

**SECTION 2.** – Election of Members. Members shall be approved by the Board of Directors. An affirmative of two-thirds (2/3) of the Directors shall be required for approval.

**SECTION 3.** - Membership Dues. The Board of Directors may determine from time to time the amount of and initiation fee and annual dues, if any, payable to the

Corporation by members as and for the privilege of membership. If dues are approved and authorized by the Board of Directors, they shall be payable in advance on the first day of September of each membership year or at such other time as approved by the Board of Directors. Dues of a new member shall be prorated from the first day of the month in which such new member is approved for membership to the end of the membership year. When any member shall be in default in the payment of dues, his/her membership may be terminated by the board of Directors.

**SECTION 4.** - Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**SECTION 5.** - Membership Term. The term of membership shall commence September 1 of each year and terminate August 31 of the following year.

**SECTION 6.** - Termination of Membership. The Board of Directors, by majority vote of those present at any regularly constituted meeting, may suspend, expel, or terminate the membership of any member, after an appropriate hearing, who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues as provided by the Board of Directors.

**SECTION 7.** - Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**SECTION 8.** - Reinstatement. Upon a written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two thirds (2/3) of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

**SECTION 9.** - Transfer of Membership. Membership in this Corporation is not transferable or assignable.

## **ARTICLE I11** **MEETINGS OF MEMBERS**

**SECTION 1.** - Annual Meeting. An annual meeting of the members shall be held during the March scheduled board meeting of each year, beginning with the year 2017, for the purpose of electing Directors and conducting such other business to come before the meeting. The actual date of the annual meeting shall be determined by the Board of Directors. If the election of Directors shall not be held during the period designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

**SECTION 2.** - Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

**SECTION 3.** - Place of Meeting. The Board of Directors may designate any place within Sheboygan County as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at the Blue Line Ice Center in Sheboygan, Wisconsin.

**SECTION 4.** Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either by mail or email, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, except in the case of the annual meeting, no less than thirty (30) days' notice shall be given. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

**SECTION 5.** - Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**SECTION 6.** - Quorum. Ten percent (10%) of the members shall constitute a quorum at a meeting of the members. If the quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## **ARTICLE IV** **BOARD OF DIRECTORS**

**Section 1.** - General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The powers of the Board of Directors shall include without limitation the following:

1. Conducting the day-to-day business of the Corporation, including, but not limited to, conducting business and social meetings, publicity and promotion, handling all Corporation funds, designating a bank as a depository for Corporation funds and opening a checking account, entering into contracts, which are consistent with the purposes of this organization, investing Corporation funds, and granting awards and scholarships.

2. Determines the length of each season including the starting and finishing date. 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 Corporation.
3. Establish Rules of Conduct and otherwise apply disciplinary action to any member or members of the Corporation and/or person(s) on the property. The manner and form of any disciplinary action shall be within the sole discretion of the Board of Directors and includes but is not limited to the power to revoke, limit and/or alter a member's privileges.

**SECTION 2.** - Number, Tenure and Qualifications. The number of Directors shall not be less than twelve (12), and no more than fifteen (15), one-third (1/3) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. Only persons who are currently members of the Corporation and have been for at least two (2) years or have previously been members of the Corporation (including all sub categories) for at least two (2) years and left in good standing shall be eligible for nomination to the Board of Directors.

**SECTION 3.** - Term limits – An elected Board member may serve (2) elected 3 year terms consecutively. Upon resignation and an appointment of a new member, a new member may fill and finish the unfilled term, then can run for re-election for two terms. A board member may serve for no more than two three year terms and any additional portion of any expired portion that he or she shall have been elected. There after a member may not be elected to the board until he/she shall have been off the board for a period of one year.

**SECTION 4.** - Nomination. In advance of the annual meeting of the members, the President shall appoint a Nominating Committee (that is active) for the purpose of submitting a slate of candidates to the members of the annual meeting. Responsibilities include, but are not limited to, submitting public notices to the members, advertising via social media, emailing and soliciting candidates for the Board of Directors. The Nomination period for board members and officers shall begin on February 1<sup>st</sup> and end on February 28<sup>th</sup> Annually. The Nominating Committee shall seek to nominate a 'diverse' board that holds broad based expertise. In seeking qualified board members, nominating committee shall consider, among other qualifications, nominating potential members who represent various purposes and interests of the association including, but not limited to, ice hockey, figure skating, fundraising, public relations, and business and management expertise.

**SECTION 5.** - Regular Meetings. A regular annual meeting of the board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place within Sheboygan County for the holding of additional regular meetings of the Board without other notice than such resolution.

**SECTION 6.** - Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within Sheboygan County as the place for holding any special meeting of the Board called by them.

**SECTION 7.** - Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by electronic email, such notice shall be deemed to be delivered when the email is delivered. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or conveyed. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

**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 place of business Sheboygan, Wisconsin.

**SECTION 9.** - Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**SECTION 10.** - Manner of Acting. The act of a majority 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 or by these By-Laws.

**SECTION 11.** - Vacancies. Any vacancy occurring in the Board of Directors any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION 12.** - Compensation. Directors as such shall not receive any stated salaries for their services.

**SECTION 13.** - Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**SECTION 14.** – Attendance. All Board of Directors are required to attend all meetings. There will be a review by the board of any director missing 3 meeting in a year.

**SECTION 15.** - Removal. Any Director may be removed at any time at a regular or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors present, provided a quorum is present.

**SECTION 16.** - Resignation. A Director or an officer may resign at any time by filing his written resignation with the Secretary. Such resignation shall take effect at the time of filing, unless some time be fixed in the resignation and then from that time.

## **ARTICLE V** **OFFICERS**

**SECTION 1.** - Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

**SECTION 2.** - Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer is elected for a one (1) year term and shall only persons who have been members of the Board of Directors for at least one (1) year shall be eligible for nomination as an officer.

**SECTION 3.** - Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

**SECTION 4.** - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**SECTION 5.** - President. The President shall be the principal officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board

of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 6.** - Vice-President. In the absence of the President or in event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**SECTION 7.** - Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**SECTION 8.** - Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. In the absence of the President and Vice-President(s), of their inability or refusal to act, the Secretary shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President.

## **ARTICLE VI** **COMMITTEES**

**SECTION 1.** - Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. The members of each committee shall be approved by the Board of Directors. Notwithstanding the above, no committee appointed hereunder shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws, electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation, amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale,



lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor, adopting a plan for the distribution of the assets of the Corporation, or amending, altering or repealing any resolution of the board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

**SECTION 2.** - Executive Committee. There shall be an Executive Committee of the Board of Directors, consisting of the President, Vice-President(s), Secretary and Treasurer. In the interim between meetings of the Board of Directors, the Executive Committee shall have and may exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation, except action in respect to the election of officers, the filling of vacancies in the Board of Directors or any committee or other matters which the Board of Directors may expressly order withheld from the authority of the Executive Committee.

**SECTION 3.** - Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**SECTION 4.** - Chairman. The chairman of any committee adopted pursuant to Section 1 may be one of the Directors, or such other person as approved by the Board of Directors.

**SECTION 5.** - Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 6.** - Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**SECTION 7.** - Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors and shall make reports to the Board of Directors as the Board of Directors may request.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1.** - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by

these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**SECTION 2.** - Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a Vice-President of the Corporation.

**SECTION 3.** - Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 4.** - Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VIII** **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 registered or principal office a record giving the names and addresses of the members entitled to vote.

## **ARTICLE IX** **FISCAL** **YEAR**

The fiscal year of the Corporation shall begin on the first day of June and end on the last day of May.

## **ARTICLE X WAIVER** **OF NOTICE**

Whenever any notice is required to be given under the provisions of the Wisconsin Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI**  
**PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with the charter or By-Laws of the Corporation.

**ARTICLE XII**  
**AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five (5) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

**ARTICLE XIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any Director, officer, committee member, member, employee, or agent of the Corporation, or former Director, officer, committee member, member, employee, or agent of the Corporation, or any person who may have served at its request as Director, officer, committee member, member, employee, or agent, 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 as such Director, Officer, committee member, member, employee, or agent of the Corporation within the course of his duties. The Corporation may also reimburse to any Director, officer, committee member, member, employee, or agent, the reasonable costs of settlement of any such action, suit or proceedings, 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 of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the Corporation that such settlement be made and that such Director, Officer, committee member, member, employee, or agent was not guilty of negligence or misconduct.

By-Laws re-adopted and amended this 16th day of August, 2023.

SHEBOYGAN BLUE LINE ASSOCIATION, INC.

By:  
Chase Longmiller, President  
Erin Lindow, Secretary