

BYLAWS
OF
WATERTOWN HOCKEY ASSOCIATION, INC.

ARTICLE I. NAME AND PRINCIPAL OFFICE

- Section 1. As provided by the Articles of Incorporation, the name of this corporation shall be Watertown Hockey Association, Inc.
- Section 2. The principal office and place where the affairs of this Corporation shall be conducted shall be in Watertown, South Dakota.

ARTICLE II. OBJECTS

The objects of this Corporation shall be to achieve the several purposes set forth in Article III of the Articles of Incorporation of this Corporation.

ARTICLE III. MEMBERSHIP

- Section 1. All persons interested in promoting the objects of this Corporation shall be eligible for membership upon approval of the Board of Directors and payment of the prescribed annual dues.
- Section 2. There shall be one category of membership in said Corporation and the annual dues shall be \$3.00. Membership dues shall be made payable on January 1 of each year. The membership dues that have not been paid after a three month period shall be considered cancelled.
- Section 3. All members shall become members by first taking out a written membership request sheet and then gaining the consent of the Board of Directors at a quorum meeting. The membership application shall be presented to the Board by the Board member in charge of membership.
- Section 4. There shall be kept and maintained in the principal offices of the Corporation proper registers or ledgers containing the names of all members, the date each membership started and, in cases where applicable, the date terminated. Records of any other material shall also be kept in the office.
- Section 5. Active members shall be given the rights and privileges of holding office and voting. The Board shall designate any other powers to active members which it sees fit.

ARTICLE IV. MEETINGS

- Section 1. The annual meeting of the members of this Corporation shall be held the first Monday in December of each year.
- Section 2. Special meetings of the members of the Corporation may be called by the President, by any three directors or by any ten members of the Corporation.
- Section 3. Notice of each annual meeting and special meeting of the Corporation shall be given by the Secretary either by mailing a notice to each member, or by publishing notice thereof in the Watertown Public Opinion at least five days prior thereto. Such notice shall specify the date, time and place of each meeting and, in the case of a special meeting, the business to be transacted.
- Section 4. At the meetings of the Corporation each member in good standing shall be entitled to one vote. Fifteen members shall constitute a quorum.

ARTICLE V. DIRECTORS

- Section 1. The control and management of the business and activities of the Corporation shall be vested in a Board of Directors of seven members elected by the members at an annual meeting as herein provided.
- Section 2. The temporary directors designated in the Articles of Incorporation will serve until the first annual meeting held in December, 1974. At that meeting the terms of three initial directors will expire and three new directors will be elected to two year terms. The terms of two temporary, initial directors designated in the Articles of Incorporation will expire at the second annual meeting held after the adoption of these Bylaws. The new directors will be elected to two year terms. The terms of the remaining initial directors designated in the Articles of Incorporation will expire at the third annual meeting held after the adoption of these Bylaws. The new directors will be elected to three year terms. Thereafter, all directors' terms shall be for the term of two years and re-election shall not be prohibited.
- Section 3. Unless dispensed with by action of the Board made a part of its minutes, the Board of Directors shall hold regular quarterly meetings at times to be fixed by the Board, or in the absence of such action, on call of the President. Special meetings of the Board of Directors may be held upon written or oral notice at any time on call by the President, Secretary, or any three members of the Board.

Section 4. Four members of the Board of Directors shall constitute a quorum.

Section 5. A vacancy in the Board of Directors shall be filled by appointment made by the remaining Board members for the unexpired term of the office to be filled.

ARTICLE VI. OFFICERS AND DUTIES

Section 1. The officers of this Corporation shall be a President, Vice President, a Secretary and a Treasurer elected by the members of the Corporation from its membership, except that the offices of Secretary and Treasurer may be combined at the discretion of the Directors. The officers so elected shall serve for terms of one year or until their successors are elected and qualify or until removed by vote of the members.

Section 2. The officers of the Corporation shall perform the duties usually appertaining to their respective offices, together with such other duties as the membership or the Board of Directors may from time to time impose.

Section 3. The President subject to the approval of the Board of Directors, shall appoint all standing and special committees as may be deemed necessary or expedient, specifying their duties, unless otherwise determined by the membership.

Section 4. The initial officers are:

President	Cale Neal Watertown, South Dakota
Vice President	Jerry Fishman Watertown, South Dakota
Secretary-Treasurer	John Foley Watertown, South Dakota

These officers shall serve until the first annual meeting after the adoption of the Bylaws of this Corporation.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. The Board of Directors may authorize any officer or officers and/or agents of the corporation, in addition to the officers so authorized by these Bylaws, 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. 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 by 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. 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. The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX. 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. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the South Dakota Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws 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 XII. AMENDMENT

These Bylaws may be amended or new Bylaws adopted at any annual meeting of the Corporation, or at any special meeting called for that

purpose, by a two-thirds vote of the members, or at any time by the written assent of two thirds of the members.

Dated at Watertown, South Dakota, this



J. Douglas Austin




Darrel G. Arbogast



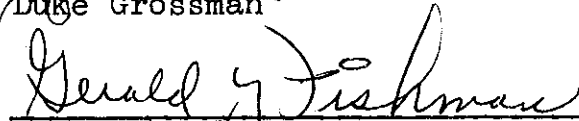
John L. Foley




Bernie H. P. Hanson



Duke Grossman



Gerald Y. Fishman



Cale E. Neal