

**BY-LAWS
OF
HODAG BLUE LINE CLUB, INC.**
Without stock and not for profit corporation

Formulated in 1998

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Dates of Amendment:

04-13-2009 – changes made

01-16-13 – bylaws reviewed

By-Laws of Hodag Blue Line Club

ARTICLE 1 Name and Purpose

- Section 1.01 Name. The name of the organization shall be Hodag Blue Line Club, Inc. The corporation is without stock and non-profit corporation.
- Section 1.02 Purpose. The Hodag Blue Line Club, Inc. is organized exclusively for charitable, scientific and educational purposes, more specifically to help develop and strengthen hockey in the Rhinelander, Wisconsin area.

ARTICLE 2 Membership

- Section 2.01 Membership Dues. Each applicant for membership shall be required to pay an annual fee as set by the Board of Directors. The Board of Directors, at the March meeting, shall set membership and sponsorship levels and associated fees. The membership year shall run from April 2nd to April 1st.
- Section 2.02 Expulsion. Any member of this organization may be expelled by the Board of Directors for failing to comply with the Articles of Incorporation and/or By-Laws. Expulsion of any member may be accomplished without notice to the member involved.
- Section 2.03 Death. Death of any member of this organization shall automatically terminate their membership in this organization.
- Section 2.04 Guidelines. Individual membership entitles you to one vote at the annual meeting of the membership. Individual Membership Plus entitles two votes at the annual meeting of the membership.
- Section 2.05 Transferability. Membership in this organization is not transferable or assignable.

ARTICLE 3 Meeting of Members

- Section 3.01 Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 3.02 Special Meetings. Special Meetings of the members may be called either by the president, the Board of Directors, or not less than one-tenth of the members having voting rights.
- Section 3.03 Notice of Meetings; Waiver of Notice. Notice of either an annual or any special members' meeting shall, unless otherwise required by ch. 180, be given not less than 10 nor more than 60 days before the meeting date. Any required notice of a members' meeting may be given orally or in any other manner authorized by ch. 180. Any notice of a special members' meeting shall describe the meeting's purpose. Notice of any members' meeting may be waived, either before or after the date and time stated in the notice.
- Section 3.04 Proxy. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE 4

Board of Directors

- Section 4.01 Board Role, Size and Compensation. The board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the organization's President and committees. The Board shall have up to seven (7) and not fewer than four (4) members. The Board receives no compensation other than reasonable expenses. The membership shall determine the number of board members at the annual meeting.
- Section 4.02 Board Meetings. The board shall meet at least six (6) times a year, at an agreed upon time and place.
- Section 4.03 Board Elections. Election of new directors or election of current directors to second term will occur as the first item of business at the annual meeting of the organization. Directors will be elected by a majority vote of the members present at the Annual Meeting.
- Section 4.04 Terms. All Board members shall serve two (2) year terms, but are eligible for re-election.
- Section 4.05 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 4.06 Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.
- Section 4.07 Officers and Duties. There shall be four (4) officers of the Board consisting of **President, Vice-President, Secretary and Treasurer.** Their duties are as follows:
1. 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 president shall in general supervise and control all of the business and affairs of the organization. He shall preside at all the meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by their by-laws or by statute to some other officer or agent of the organization; and in general 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.
 2. The **Vice-President** shall be responsible to preside at scheduled board meetings in the absence of the President. The Vice-President shall assist the President as needed. If the Presidency becomes vacant for any reason, the Vice-President shall assume the duties of the President.
 3. 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 member, and assuring that corporate records are maintained.

4. The **Treasurer** shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fund raising plans and make financial information available to the Board and Officers as required; 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 them by the president or by the Board of Directors.

Section 4.08 Vacancies. When a vacancy of the Board exists, nominations for new members may be received from present Board members or the members at large by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 4.09 Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary two weeks prior to the next Board meeting. A Board member shall be dropped for excess absences from the Board if they have three (3) 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 4.10 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 7 days in advance.

ARTICLE 5 Committees

Section 5.01 Committees. The Board may create committees as needed, to manage each of the various activities of the organization. The Board of Directors shall appoint one of its members as chairman of each committee.

Section 5.02 Authority. Each separate committee shall have authority to manage and operate the particular activity to which it has been appointed subject to the control and direction of the Board of Directors.

Section 5.03 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.

ARTICLE 6 Books and Records

Section 6.01 Books and Records. Books, records and minutes shall be kept by the organization. All documents are available for inspection by any member (or member's agent or attorney) for any "proper purpose" at any reasonable time.

ARTICLE 7

Fiscal Year

Section 7.01

Fiscal Year. The fiscal year of the organization shall begin on the second day of April and end on the first day of April in each year.

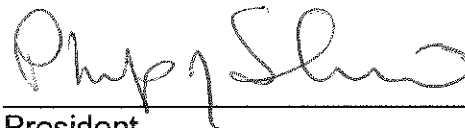
ARTICLE 8

Amendments

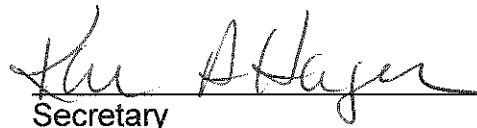
Section 8.01

By-Law Amendments. These By-Laws 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 By-Laws were approved at a meeting of the Board of Directors of the Hodag Blue Line Club, Inc. on January 16, 2013



President



Secretary