

MENOMONIE YOUTH HOCKEY ASSOCIATION, INC.

BY-LAWS

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ARTICLE I

MEMBERSHIP

SECTION ONE – SUSTAINING MEMBERS

Interested individuals may become members by the annual registration process established by the Menomonie Youth Hockey Association Board of Directors, hereafter referred to as MYHA

The right of a sustaining member shall be to vote at any meeting called in accordance with the by-laws.

SECTION TWO – DEFINITION OF A MEMBERSHIP

Each registration constitutes a membership and therefore one vote. Any person elected as a director of the corporation shall be a member of this corporation, with such powers and duties as are established in the articles and by-laws. If, however, a Board member is in his/her three-year succession of President or Past President or has been requested to return to the office of President or Past-President to fill a vacancy and no longer has a paid registration (skater in the program), he/she shall be considered a member of the corporation and shall serve in their officer succession without assessment of an annual fee.

SECTION THREE – RESERVE POWERS AND DISSOLUTION

Membership elects directors of the corporation to serve on the MYHA Board of Directors. In addition, there are specific reserve powers that shall be permitted the general membership. In the case of the following, however, the general membership of the corporation shall be entitled a vote at any duly called membership meeting of the corporation pursuant to Article VI:

- o Ice rental fee increases for established user groups that exceed 24% from the prior year or increases for three consecutive years that total 50% or greater
- o Upon a 2/3 majority vote of the membership either board (MYHA Board or the Menomonie Ice Board) shall be dissolved whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE II

ORGANIZATIONAL PURPOSE

SECTION ONE – PURPOSE

The purpose of MYHA, Inc. is to provide youth in the greater Menomonie area with the opportunity to learn, play and compete in the game of hockey while maintaining a balance of financial viability and long term sustainability.

SECTION TWO – ORGANIZATIONAL MANAGEMENT

The management of the hockey association shall be controlled by two distinct but interrelated boards – The MYHA Board of Directors and the Menomonie Ice Board. The facilities business side shall be managed by the Menomonie Ice Board and the youth hockey operations shall be managed by the MYHA Board of Directors.

ARTICLE III

MYHA BOARD OF DIRECTORS

SECTION ONE – GENERAL POWERS

The MYHA Board of Directors is responsible for managing the business of youths playing hockey. Arena management and long-term facility usage shall be to the responsibility of the Menomonie Ice Board. Any and all contracts executed on behalf of the corporation shall be authorized by the MYHA Board of Directors and/or by the Menomonie Ice Board as directed.

SECTION TWO – NUMBER, TENURE, AND QUALIFICATIONS

The number of voting directors of the corporation shall be **Nine**, consisting of a President and **Eight Directors** of the corporation. The term of director shall be for a min of three years, beginning on the first day of April in the year in which they are elected.

SECTION THREE – QUORUM

Seven members or more of the Board of Directors must be present and voting before any official action can be taken by said Board of Directors at any Board of Directors meeting.

SECTION FOUR – MEETING FREQUENCY

Meetings will be once every month on a date determined by the Board of Directors unless there are no pressing agenda items in which case the Board may elect to cancel up to a total of 2 meetings per hockey year.

SECTION FIVE – NOTIFICATION OF MEETINGS

Individual board members will be notified at least one week prior to the meeting date except in the case of a special meeting of the board in which case as much notice as practical shall be given.

SECTION SIX – VACANCIES

Board of Director Vacancies shall be by appointment by the board of Directors. ***Board of Director Positions may be filled with up to two members without children in the association.***

SECTION SEVEN – ELECTIONS

Elections shall be held each year at the annual General Membership Meeting

The board shall consist of 12 positions, 9 of which are elected and 3 which are appointed. The terms for elected positions are three (3) years. To ensure the continuity of the board it is desirable to balance the terms of the elected positions. The Board shall not have turnover in excess of 40% in any given election. The vacancies on the MYHA board that occur prior to the expiration of a term shall be filled by appointment of a replacement by the board until the next annual election.

The board positions include:

- 1. *President – Voting in by the Board***
- 2. *Secretary & Communications – Non-Voting***
- 3. *Treasurer – Non-Voting***
- 4. *Director of General Operations & Registration***
- 5. *Director of Hockey Operations***
- 6. *Director of Hockey Player Development***
- 7. *Director of Concessions***
- 8. *Director of Scheduling***
- 9. *Director of Fundraising***
- 10. *Director of Growth & Retention***
- 11. *Director of Equipment***
- 12. *Past President – Non-Voting***

SECTION EIGHT -- REMOVAL

If an MYHA Board member fails to adequately perform the duties and responsibilities assigned to him/her, any other member of the board may make a motion to remove said member. The motion must pass with a 2/3 majority vote of the board. If a board member fails to attend three meetings during

MYHA's fiscal year, that member will need to ask the board for a 2/3 majority vote to remain in service on the board.

SECTION NINE – RESERVE POWERS

Although facilities business responsibilities are delegated to the Menomonie Ice Board to manage, there are specific reserve powers that shall be permitted the MYHA Board of Directors. In the case of any of the following, the MYHA Operations Board shall be entitled to approve or deny approval based on information and rationale provided to the board at any duly called meeting of the board pursuant to Article III, Section Five:

- o Discontinuation of a MYHA program for reasons other than enrollment.
- o Rental to groups or individuals who will interfere with the routine ice operations and/or who engage in activities unbecoming the MYHA

ARTICLE IV

OFFICERS

SECTION ONE – Officers

The officers of the corporation shall be a Past-President, President, Secretary, and Treasurer.

SECTION TWO – ELECTION AND TERM OF OFFICE

The Board of Directors shall appoint the Secretary and Treasurer annually during the month of April in each year. These officers may be selected from the Board of Directors or from the General membership of the corporation. The previous year's President shall automatically become the Past-President.

SECTION THREE – REMOVAL

Any officer or agent 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 will be served thereby. This shall be done by a 2/3 majority vote.

SECTION FOUR – VACANCIES

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term, by anyone in the General Membership including the Board of Directors or, in the case of the President or Past-President, a former President of the corporation and in accordance with Article I, Section Three.

SECTION FIVE – PRESIDENT

The Board of Directors shall appoint the President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation.

He/She shall, when present, preside at all meetings of the membership and of the Board of Directors. **He/She** may sign, with the Secretary or any other proper officer of the corporation, thereunto authorized by the Board of Directors, financial instruments and other documents, which the Board of Directors has authorized to be executed.

Upon completion of his/her term, the President shall automatically move into the Past-President role the following year.

SECTION SIX – President Elect

In absence of the President or in the event of **his/her** death, inability or refusal to act, the President Elect 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, and shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors. The President Elect will be appointed by the board.

SECTION SEVEN—SECRETARY

The secretary shall: A. Keep the minutes of all meetings of the membership and the Board of Directors. B. See that all notices are duly given in accordance with the provisions of these by-laws or as required by law; C. Be the custodian of the corporate records; D. Keep a register of the post office address of each corporation member; and E. In general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President of the Board of Directors.

SECTION EIGHT – TREASURER

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties as such Treasurer, in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall: A. Have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and B. In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

SECTION NINE – PAST-PRESIDENT

The Past-President shall provide continuity in leadership for the association and Board of Directors. He/She shall advise the Board on previously adopted Board policies, procedures and decisions, and the rationale that was utilized to support adoption of those policies, procedures and decisions. The Past-President shall serve as a resource to committees.

The Past-President shall be a non-voting member of the Board of Directors with two exceptions. In the case of a tied vote, the Past-President shall vote, thereby breaking the tie.

At the Board's discretion, any former Past-President or President may be called upon to support the organization in the role of Past-President should that position become vacant and the individual is willing and able to fulfill the responsibility.

ARTICLE V

MENOMONIE ICE BOARD

SECTION ONE – GENERAL POWERS

Arena management and long-term facility usage shall be the responsibility of the Menomonie Ice Board as delegated by the corporation. Menomonie Ice Board shall communicate routinely with the MYHA Board of Directors to keep it abreast of key activities which may include but not limited to budgeting, capital fundraising campaigns, capital expenditures outside of approved capital budgets, Master scheduling and strategic plans.

Other committees may be established by the Menomonie Ice Board as needed.

SECTION TWO – QUORUM

Four members or more of the Menomonie Ice Board must be present and voting before any official action can be taken.

SECTION THREE – NUMBER, TENURE, AND MEMBERSHIP

The number of members of the Menomonie Ice Board shall not exceed seven. At a minimum, the board will consist of the following:

- A Chair approved by the MYHA Board Of Directors at their annual meeting (3 year term) in accordance with Article V,
- The current MYHA Board President or Designee approved by MYHA (1-3 year term)
- Five other voting members (3 year terms each)
- And up to 3 non-voting members (1-3 year term)

The initial appointment (Year 2005) of the five members shall be appointed and approved by the MYHA Board of Directors. Thereafter, the Menomonie Ice Board shall appoint members but they must be approved by the MYHA Board of Directors. There shall be no term limits. However, the MYHA Board of Directors or the Menomonie Ice Board may remove a member whenever in its judgment; the best interests of the corporation will be served thereby. This shall be done by a 2/3 majority vote of both Boards.

SECTION FOUR – QUALIFICATIONS

Voting Members

Interested individuals who wish to serve on the Menomonie Ice Board must meet the following criteria:

- Non-parent/guardian, player, or coach in any of the user groups of the corporation, and

- Professional training and/or experience in one or more of the following areas: Business Ownership or Management, Law, Facilities /Project Management, Finance

including financial management, banking or accounting, Planning and Evaluation, Human Resources, Development, and Marketing.

Non-Voting Members'

--The Ice board can have up to three non-voting members

--There may not be more than one non-voting member from an individual User group

--One of these three members will be a representative from MYHA, this member will be

Appointed by the MYHA Board of Directors

--These members must be approved by the MYHA Board of directors and the Ice Board

Representatives from all user groups are welcome to attend all Ice Board Meetings. This includes but is not limited to Menomonie Youth Hockey, UW Stout, Menomonie High School, CFM, City of Menomonie recreation department and representative(s) from other significant user groups as determined by the Menomonie Board of Directors

SECTION FIVE – MEETING FREQUENCY

There shall be at least six meetings of the Menomonie Ice Board during the year. Minimally, meetings shall be held specifically to create and/or finalize the operating and capital budgets prior to July 31 of each year.

SECTION SIX – NOTIFICATION OF MEETINGS

Individual Menomonie Ice Board members will be notified at least one week prior to the meeting date except in the case of a special meeting in which case as much notice as practical shall be given. A schedule of anticipated meetings of the Menomonie Ice Board of Directors shall be submitted to the MYHA Board of Directors at least annually.

SECTION SEVEN – VACANCIES

A vacancy in the Chair position because of death, resignation, removal, disqualification or otherwise shall be filled by an existing member of the Menomonie Ice Board until the next general membership meeting of the corporation. At that time, membership shall elect a new chair for a new 3 year term.

The filling of a vacancy on the Menomonie Ice Board shall require approval of a majority of the members of the Menomonie Ice Board.

A vacancy of the Past President shall be filled pursuant to Article IV, Section Nine. 3

ARTICLE VI

MEETINGS OF THE GENERAL MEMBERSHIP

SECTION ONE – CALLING OF THE MEETING

Meetings of the general membership, for any purpose or purposes, may be called by the President or the Board of Directors.

SECTION TWO – NOTICE OF MEETINGS

In order for official business to be transacted, legal notice of the meeting, stating the date, place and hour of such meeting, must be communicated to membership through suitable electronic communications at least one week prior to the meeting.

SECTION THREE – PLACE OF MEETINGS

Meetings of the membership shall be held at any place designated by the President or the Operations Board of Directors of the corporation.

SECTION FOUR – QUORUM

A quorum shall consist of those members present at a duly constituted meeting.

SECTION FIVE – VOTING

Each member shall be limited to one vote and a 2/3 majority shall constitute the decision of the membership.

ARTICLE VII

MAKING CHANGES TO BYLAWS

Revisions to these bylaws shall be approved by a 2/3 vote of the membership present at any duly called meeting of the general membership.