

## **Article 1**

### ***Name, Address, and Purpose***

- Section 1. This organization shall be called the Ice Wolves Youth Hockey Association; an association of interested adults and children, organized in a non-profit Association, whose only compensation will be the pleasure of a successful program under Wisconsin Amateur Hockey Association (WAHA) and USA Hockey rules and regulations.
- Section 2. A United States Post Office Box shall be maintained as the address for the Association.
- Section 3. The fiscal year of the Association shall begin on the first day of May, and end on the last day of April.
- Section 4. The objectives of the Association are to encourage, improve, and promote the standards and extent of ice hockey; to conduct initiation programs and competitive team play in all appropriate age brackets on an organized basis, and to assist in obtaining scholarships through the playing of ice hockey.
- Section 5. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article II**

### ***Membership***

- Section 1. Membership shall be open in compliance with WAHA Guidelines.
- Section 2. A member is a legal guardian or parent of a child who is in good standing with the Association and is entitled to a vote at all annual meetings.
- Section 3. Members in good standing shall be defined as those whose financial obligations to the association are satisfied.

Ice Wolves Youth Hockey Association  
By-Laws  
Revised & Approved July 23, 2023

- Section 4. Members in good standing shall be entitled to the privileges of this Association as provided in the By-Laws and Policy/Procedure Rules.
- Section 5. Active coaches and Board of Directors not having children in the program will be entitled to a vote as members in good standing.
- Section 6. Meetings of the members for any purpose, unless otherwise prescribed by statute, will be called by the President or in his/her absence, by one of the officers as set in these By-Laws.
- Section 7. Violations of the By-Laws, Policy/Procedure Rules of this Association, or decisions of the Board of Directors, by any member of this Association or registered player shall render such member liable to suspension, expulsion or other action determined by a two-thirds (2/3) vote of the Board of Directors.
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- Section 8. Membership of this Association is non-transferable, unless circumstance falls within WAHA Transfer Rules.

### **Article III**

#### ***Financial Obligation***

- Section 1. Fees shall be determined each year by the Officers and approved by the Board of Directors. The fee shall be based on the Association's projected operating costs per child for the next fiscal year.

### **Article IV**

#### ***Board of Directors***

- Section 1. The management of this Association shall be under the control of the Board of Directors.
- Section 2. The Board of Directors shall be constituted as follows:
- The Association's elected officers, consisting of President, Vice President, Secretary, and Treasurer.
  - All Directors named "At-Large". The Association President will appoint the Directors-at-Large, with the approval of the Board of Directors.
- Section 3. Each officer and Director-at-Large positions will have one vote. The president shall vote only to break a tie.
- Section 4. All Officers and all Directors-at-Large positions shall serve for a term of two years.

Ice Wolves Youth Hockey Association  
By-Laws  
Revised & Approved July 23, 2023

- Section 5. New Officers and new Director-at-Large positions will be installed at the beginning of the fiscal year of the Association.
- Section 6. New members of the Board of Directors must submit a background check and are then required to complete a background check every other year.
- Section 7. No member or group of members of the Association may sign any contracts or secure any loans in the Associations name without the permission of the Board of Directors, nor shall the name of the Association be used in any way without the specific permission of the Board of Directors.
- Section 8. Board of Directors will set a calendar and approve meeting schedule for the upcoming fiscal year at the May meeting. All Board of Directors members must be present at all regular meetings. If a Board of Director member is unable to attend a meeting they shall contact the President or Vice President at least 2 days prior to the scheduled meeting. More than 3 consecutive absences could be grounds for removal outlined in Article II, Section 7. Special meetings of the board may be called at the request of the President or a two-thirds majority of the Directors. Any special meeting or change in a regular meeting shall require at least three days notice to each Director. All regular meetings are open to all members and the general public.
- Section 9. A Quorum will consist of one half of the Board of Directors, including two officers. Except where a greater percentage is required by these By-Laws, the act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. The President shall abstain from voting on all matters, unless a tie vote is to be decided. Each Director shall have one vote in all decisions. The Board of Directors are expected to be at all meetings.
- Section 10. Any vacancy may be filled by the Board of Directors.
- Section 11. Special meetings of the members may be called by the President, Board of Directors, or by not less than twenty members having voting rights.
- Section 12. Written notice stating the place, the day, and the hour of a meeting of members shall be posted on the website not less than five, nor more than forty days before the date of the meeting, by or at the direction of the President or persons calling the meeting.
- Section 13. Items to be voted on at membership meetings must be placed on an agenda and accompany written notice of such meeting. The Board of Directors are responsible for establishing the agenda for such meetings. Members may petition the Board of Directors to place an item on the agenda.
- Section 14. A Director of the Association who is present at a meeting of the Board of Directors, at which action is taken shall be conclusively presumed to be assented to the action taken unless his or her disunity shall be entered into the minutes of the meeting.

## **Article V**

### ***Election of Officers***

- Section 1. An annual meeting of the membership shall be held at the end of each season of each succeeding year with elections being held for the positions of President and Secretary on the even numbered years and Vice President and Treasurer on the odd numbered years. At least 10% of the members of the Association shall be present at the annual meeting in order to constitute a quorum for the purposes of electing the officers.
- Section 2. A nomination/election committee shall be constituted in January and shall consist of four members. At least two Board of Directors will serve on the committee, appointed by the Board, one of the two serving as the Chairman of the committee. In addition, two representatives of the general membership shall be solicited by the Board of Directors and serve on this committee.
- Section 3. The nomination committee will compile and forward to the Board a listing of Board of Directors vacancies, with nominees for each position, by the March Board meeting. The Board of Directors shall then vote on all non-officer, "at large" positions at the March meeting.
- Section 4. Officer positions will be voted on by the membership at the Annual meeting.
- Section 5. The ballots will be distributed and collected by the nomination/election committee who will count the ballots and the results will be announced at the annual meeting.

## **Article VI**

### ***Officers and Duties***

The officers of the Association shall be President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the general membership.

#### **Section 2. The President**

- 2.1 The President shall preside and schedule all meetings of the general membership and of the Board of Directors of this Association.
- 2.2 It shall be the President's responsibility and privilege to advise and counsel the officers and Board of Directors in the administration of the affairs of the Association
- 2.3 The President shall be a delegate to any meeting, convention or State meeting at which the Association is to be represented. Alternates or additional delegates shall be solicited by the President.
- 2.4 The President shall vote ONLY to break a tie.
- 2.5 In absence or disability of the President, his/her duties shall be performed by the following succession: Vice President, Secretary.

Ice Wolves Youth Hockey Association  
By-Laws  
Revised & Approved July 23, 2023

2.6 The President shall have authority to appoint committees as the Board of Directors deems necessary.

2.7 The President shall not use his/her office to circumvent these By-Laws or the Association Policy/Procedure Rules. Should he/she do so, he/she is subject to provisions of Article II, Section 7, the same as any member of the Association.

2.8 The President shall supervise the activities of the Directors-at-Large, as determined by the Board of Directors, each year.

**Section 3. Vice President**

3.1 The Vice President shall preside and perform the duties of the President in the absence of the President.

3.2 The Vice President shall supervise the activities of the Directors-at-Large, as determined by the Board of Directors, each year.

3.3 The Vice President shall mediate disputes regarding on/off ice activities when brought to his/her attention by a Team Manager and/or ACE Director/Director of Hockey.

**Section 4. Secretary**

4.1 The Secretary shall supervise the activities of the Directors-at-Large, as determined by the Board of Directors, each year.

4.2 The Secretary shall keep minutes of all general membership and Board of Directors meetings.

4.3 The Secretary shall take roll call at the Board of Directors meetings.

**Section 5. Treasurer**

5.1 The Treasurer shall receive and bank all monies due to the Association.

5.2 The Treasurer shall oversee the bookkeeping records of such funds, in accordance with the standing rules of the Association.

5.3 The Treasurer shall pay bills, when given receipts for expenditures with proper payment authorization per IWYHA Purchasing Policy.

5.4 The Treasurer shall disburse all monies as the Association may direct.

5.5 The Treasurer shall give a statement of finances as often as directed and provide Fiscal Report to all members at Annual meeting.

5.6 The Treasurer shall supervise the activities of the Directors-at-Large, as determined by the Board of Directors, each year.

5.7 The Treasurer shall maintain records for the IRS and payment and records of current insurance

## Article VII

### *Dissolution*


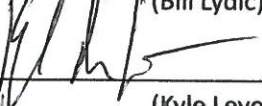
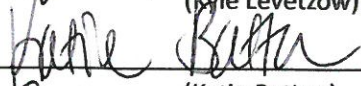
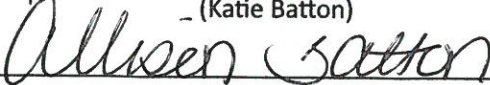
Upon dissolution of the IWYHA, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Article VIII

### *By-Law Amendments*

- Section 1. Proposed amendments to these By-Laws must be submitted in writing to a member of the Board of Directors at any time before the start of any meeting of the Association.
- Section 2. Board of Directors shall have authority to add, amend, or repeal the By-Laws should any changes or amendments be deemed necessary. This shall be attained by a two-thirds majority vote of the members present, at which a quorum is present.
- Section 3. These By-Laws may be suspended in the event of an emergency by a two thirds vote of the Board of Directors.

The following officers are in agreement with the said Articles of the Association and By-Laws.

|                 |   |      |         |
|-----------------|---|------|---------|
| President:      |  | Date | 8/29/23 |
|                 | (Bill Lydic)  |      |         |
| Vice President: |  | Date | 8/29/23 |
|                 | (Kyle Levetzow)   |      |         |
| Secretary:      |  | Date | 8/29/23 |
|                 | (Katie Batton)  |      |         |
| Treasurer:      |  | Date | 8/29/23 |
|                 | (Allison Batton)  |      |         |