

BY-LAWS
OF
BLACKHAWK HOCKEY ASSOCIATION

ARTICLE I. Name and Location

The name of this non-profit corporation shall be BLACKHAWK HOCKEY ASSOCIATION, INC and its principal office shall be located in the Village of Baldwin, County of St. Croix, State of Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time. The corporation shall affiliate with the Wisconsin Amateur Hockey Association.

ARTICLE II. Mission Statement

Blackhawk Hockey Association develops youth hockey players of all skill levels in Baldwin and surrounding communities and provides opportunities to play organized competitive hockey in a way that promotes good sportsmanship and a love of the game, resulting in a great experience for all participants.

ARTICLE III. Membership

Section 1 – Members. Each parent or guardian becomes a member upon paying the player registration fees and completing the registration forms. Membership terms shall be a one year term starting October 1 and ending September 30 and shall be governed by the By-Laws of the corporation and any membership rules established by the Board of Directors. Non-parents/guardians can only be members if a seat on the Board of Directors, with voting rights, is held.

Section 2 – Annual Meeting. The annual meeting of the members shall be held in the month of March or April of each year, at such time and place as may be designated by the Board of Directors for the purpose of electing Directors and for the transaction of other such business. If the election of directors shall not be held on the day herein designated for the annual meeting of the members, 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. At each annual membership meeting, the Directors shall submit the last financial statement together with a report of the general financial condition of the corporation and of the condition of its tangible property.

Section 3 – Special Meeting. A special meeting of the members may be called at any time by the President, and in his/her absence by the Vice-President or by the Directors. It shall be the duty of the Directors, President or Vice-President, to call such a meeting whenever so requested in writing by 10% or more of the members.

Section 4 – Place of Meeting. Notice of the time and place of all annual and special meetings shall be emailed by the Secretary to each member to the last known email address of said members as

the name appears on the books of the corporation at least 10 days before, and no more than 50 days before, the date of all annual and special meetings.

Section 5 – Voting. Each member in good standing shall be entitled to one vote upon each matter submitted to a vote of the members, including voting for any Directors of the corporation. Proxies will not be recognized.

Section 6 – Quorum. A quorum equal to 10% of the total outstanding members shall be required for the transaction of business at all meetings but a lesser number may adjourn the meeting to a future time without notice other than an announcement at the meeting.

Section 7 – Unanimous Consent Without Meeting. Any action required or permitted by the Bylaws, or any provision of law to be taken at a meeting of the members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

ARTICLE IV. Board of Directors

Section 1 – General Powers and Number. The business and property of the corporation shall be managed by a board of thirteen Directors who shall be elected at the annual meeting for a term of two years to run until their successors are duly elected and qualified.

Section 2 – Meetings. The annual meetings of the Directors shall be held without notice immediately after the adjournment of the annual membership meeting. The Board of Directors at the annual meeting will elect from within the Directors the officers for the association. In addition, the Board of Directors shall hold regular monthly meetings at a time and day to be determined by the President.

Section 3 – Special Meetings. Special meetings of the Board of Directors may be called by the President, and in his absence by the Vice President, or by any two Directors. The person(s) calling the meeting may fix any place as the venue for holding the special meeting of the Board of Directors. Notice of any special meeting shall be given at least 48 hours to each Director. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice.

Section 4 – Quorum. A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of seven Directors. Less than such quorum may adjourn the meeting from time to time without further notice.

Section 5 – Vacancies. Vacancies in the Board of Directors shall be filled for the unexpired terms by the affirmative vote of the majority of the remaining Directors at any regular or special directors meeting.

Section 6 – Qualification. A Director may resign at any time by filing his or her written resignation with the President. The Board of Directors may remove one of their own members for cause at a regular meeting upon 2/3 vote of the whole Board of Directors. Absence from 3 successive Board

meetings without approval of the President or without valid reason shall be deemed sufficient for removal.

Section 7 – Conduct of Meetings. The President, and in his/her absence the Vice President, shall call meetings of the Board of Directors to order and shall act as Chairperson of the meeting. The Secretary shall act as Secretary of all meetings, but in the absence of the Secretary, the presiding officer may appoint any other Director or person to act as Secretary.

Section 8 – Unanimous Consent Without Meeting. Any action required by or permitted by the By-Laws or any provision of law to be taken by the Board of Directors at a meeting or be resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors then in office. A telephone or email canvass, made by the President, to all board members may also be permitted to conduct required action.

ARTICLE V: Officers

Section 1 – Numbers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2 - Election and Terms. The officers of the corporation are to be elected by the Board of Directors and shall be elected annually by the Board at their first meeting held after each annual meeting of the members. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each office shall hold office until his or her successor shall have been duly elected or until death, resignation or removal.

Section 3 – 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 term.

Section 4 – President. The President shall preside at all director's and membership meetings and shall have general supervision over the affairs of the corporation and over the other officers. The President shall execute all bonds, mortgages, and other contracts of the corporation, and shall perform all such other duties as are incident to his/her office. In case of absence or disability of the President, his duties shall be performed by the Vice President.

Section 5 – Vice President. In the absence of the President, or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impractical for the President to act personally, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 6 – Secretary. The Secretary shall issue notices of directors and membership meeting and shall attend and keep the minutes of the same; shall have charge of all corporate books, records and papers; shall attest with his/her signature all written contracts of the corporation and shall perform all such duties as are incident to the office.

Section 7 – Treasurer. The Treasurer shall have the custody of all moneys and securities of the corporation and shall give bond in such sum and with such sureties as the Directors may require, conditioned upon the faithful performance of the duties of his office. He/she shall keep regular books of account, and shall submit them, together with all his vouchers, receipts, records, and other papers to the directors for their examination and approval as often as they may require and shall perform all such other duties as are incident to the office.

ARTICLE VI: Contracts and Finances

Section 1 – Contracts. At the discretion of the Board of Directors, any two of the officers jointly shall have the authority to enter binding legal contracts on behalf of the association. Any such contract shall be in writing and subject to approval by the Board of Directors before the contract is entered. Contracts shall include, but are not limited to, loan documents, rent and lease obligations, purchase contracts and any other contractual commitments involving financial interest of the corporation.

Section 2 – Deposits. All funds of the corporation not otherwise employed shall be deposited in the First Bank of Baldwin in Baldwin, Wisconsin, or such other place designated by the Board of Directors.

Section 3 – Audits. The books of the corporation shall be independently audited each time there is a change in the Treasurer or at the discretion of the Board of Directors.

Section 4 – Fiscal Year. The corporation shall have a fiscal year ending March 31st of each year.

Section 5 – Checks, Drafts, etc. All checks or demands for notes of the corporation shall be signed by the President or Treasurer.

Section 6 – Purchase. The Board of Directors shall make such rules and regulations as are necessary regarding the purchase, acquisition and storage of all equipment, supplies and/or properties of the corporation and shall see that the custodian of properties operates accordingly.

ARTICLE VII: Committees

Section 1 – Committees. The Board of Directors shall assign a member of the association to serve as chairman of each of the following committees: Building and Grounds, Coaching, Concessions, Fundraising, Registration and Membership and Finance. Each committee is to consist of a minimum of three members established by the Board of Directors, including a minimum of one Director.

Section 2 – Executive Committee. The Executive Committee consists of the President, Vice President, Secretary, Treasurer. The Executive Committee shall take action on behalf of the Board of Directors in emergent situations and shall perform such other business as deemed necessary by the Board of Directors.

Section 3 – Standing Committees. The duties of the standing committees shall be as follows:

- a. Building and Grounds – Shall coordinate the utilization, service, maintenance and construction of all facilities and shall maintain a record of all physical property purchased

by or donated to the corporation, reporting losses, breakage and of items concerning same. Shall also be in charge of proper storage of such equipment and property.

b. Coaching – Shall develop, enhance and support the youth hockey programs and the coaching group addressing issues tasked by the Board of Directors involving coaching and player development.

c. Concessions – Shall be responsible for the operation of the concession stand including the selection of vendors, price of goods sold, purchase of concession stand equipment and operating rules.

d. Fundraising – Shall develop and implement fundraising events conducted by the association for the purpose of raising funds to support the association.

e. Mites and Membership – Shall plan and implement the annual registration sessions, including the development of any publicity campaigns to recruit new participants.

f. Finance – Shall annually prepare estimated budget for the operation of the corporation and shall work out a program to secure financial aid for the corporation.

Section 3 – Special Committees. Special committees may be appointed as needed or as designated by the Board of Directors. The President may appoint all members of a committee or leave the selection of committee members to the chairperson. However, the committee members selected by the chairperson have the same obligations and responsibilities as those appointed by the President. The committee chairperson shall be appointed by the President.

ARTICLE VIII. Amendments

Section 1 – By Directors. These By-Laws may be altered, amended or repealed by the affirmative vote of a majority of the Directors present at any meeting where a quorum is in attendance.

Section 2 – By Members. The members of this corporation may alter, amend or repeal these By-Laws at any regular meeting or any special meeting by affirmative vote of not less than a majority of the members present or represented where a quorum is present.