

BYLAWS
OF
Portage County Youth on Ice (Inc.) dba
STEVENS POINT AREA YOUTH HOCKEY ASSOCIATION (SPAYHA)
REVISED February 14, 2023

ARTICLE I Purpose

The Corporation is organized for the following purposes: The purposes shall be exclusively for charitable, educational, and scientific purposes, including for such purposes of making distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II Offices

The Corporation may have such offices as the Board of Directors may require. The principal office shall be located at:

ICE HAWK ARENA
801 BADGER AVENUE
STEVENS POINT, WI 54482

ARTICLE III Members

Section 1-Number: Each parent or guardian of a registered participant and any coach or any other person who applies for membership and is accepted by the Board of Directors shall be members of the Corporation.

Section 2-Qualifications: In the future, the eligibility and qualifications for membership and the manner of an admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the bylaws of the Corporation and shall be deemed part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, assessments, fines and penalties, the manner of suspension, termination, or reinstatement of the membership, and except as many be hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

ARTICLE IV Membership Meetings

Section 1-Annual Meeting: The Board of Directors will determine the time and date of the annual meeting and such annual meeting shall take place no later than 30 days after the current year registration ends.

Section 2- Special Meetings: Special meetings of the members may be called by the President or by the board of Directors.

Section 3- Notice of Meetings: If members have selected on their yearly application form to receive electronic email, the Board of Directors may decide to send any correspondence to these members via email. Notification shall be sent to each member, no less than ten (10) days but not more than thirty (30) days before the date set of any membership meeting. In addition, the meeting will be posted on the webpage. Such notice shall state the place, day and hour of the meeting. Notices of membership meetings shall state the purpose or purposes for which the meeting is called. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

Section 4-Quorum: At least five percent (5%) of the active members must be present at any membership meeting before business may be conducted.

Section 5-Voting: At all meetings, except for the election of Directors, the membership will vote by a show of hands. Written ballots will be used for all elections and when otherwise requested by a simple majority of members present. The act of a majority of the members present shall be deemed the act of membership, provided that a quorum is present. In the event an email vote by the Board of Directors is necessary, a majority approval shall be obtained. In the event an email vote by the Board of Directors is necessary, a majority approval shall be obtained.

ARTICLE V Board of Directors

Section 1-General Powers: The affairs of the Corporation shall be managed by its Board of Directors.

Section 2-Board Members-Number: The number of Directors shall be at least eighteen (18) board members, one for each committee, plus the Executive Committee (4) totaling 23 Board of Directors. It is recommended that each of the participating age groups shall be represented by at least one (1) Board Member. As the term of each Director expires, the vacancy so created shall be filled by election of a Director for a period of three (3) years. All past Presidents of the Corporation shall be honorary and non-voting Directors.

Section 3-Regular Meetings: The Board of Directors shall hold an annual meeting. The Board may provide by resolution for additional regular meetings to help without notice except as provided by the resolution itself.

Section 4- Special Meetings: The President or any two (2) Directors may call for special meetings of the Board of Directors and fix the time and place for said meeting.

Section 5- Notice: Directors shall be notified of any special meeting by email at least forty-eight (48) hours before the time set for the meeting. The notice may be sent to the email address as provided at the time of registration. Lack of notice is waived by written waiver or attendance at the meeting without protest. If email notification of a special meeting is not given at least ten (10) days in advance, the Secretary of Directors

who called the meeting shall also attempt to notify each Director of the meeting by telephone or personal contact as circumstances permit.

Section 6- Quorum: A majority of the Directors must be present to conduct business.

Section 7 – Vacancies: Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board. A Director so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

Section 8- Compensation: Board members shall receive no salary or wages. The Board may provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the Director was guilty of misconduct regarding the matter in which indemnity is sought.

Section 9 – Removal: The Board of Directors may remove any Director at any time if, by its judgment, the best interests of the Corporation would be served thereby.

Section 10 – Voting: The act of a majority of the Board of Directors shall be deemed to act of the Board of Directors, provided that a quorum is present, and further provided that the President shall only vote to break a tie.

Section 11 – Term of Office: All Directors, unless earlier termination by removal or resignation, shall hold office for a term of three (3) years.

ARTICLE VI Officers

Section 1- Officers: The Officers of the Corporation shall be as follows: President (1) Vice President (1) Secretary (1) Treasurer (1)

Section 2- Term: The Board of Directors shall elect Officers for the term of one (1) year. Vacancies may be filled at any meeting of the Board of Directors. Each Officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

Section 3 – President: The President shall be the principal Officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings at the membership and the Board of Directors. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation. The President shall have the authority to approve emergency expenditures up to \$500.00 per written request.

Section 4 – Vice President: The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

Section 5- Secretary: The Secretary shall keep the minutes and records of the Corporation, see that all notices are given in accordance with the bylaws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses, and, in general, perform all duties incidental to the Office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

Section 6- Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general perform all

duties incidental to the Office of Treasurer and other duties as may be assigned by the President or Board of Directors. All payments for incurred expenses/debts shall be co-signed by the Treasurer and/or an Executive Committee member. Deposits of cash and checks may be completed by the rink manager or designee.

ARTICLE VII Committees

Section 1- Creation: The Board of Directors may, by resolution of the Board, establish committees to conduct the management of the Corporation or perform other designated tasks. All committees shall function in accordance with the rules and procedures established by the Board of Directors.

Section 2- Executive Committee: The Executive Committee shall be the President, Vice President, Secretary, and Treasurer. The Executive Committee may act on behalf of the Corporation whenever it is unfeasible or impossible to hold a special meeting of the Board of Directors. Any action taken by the Executive Committee shall not be binding upon the Corporation until confirmed by the Board of Directors. The Executive Committee shall recommend to the Board of Directors the membership of all Standing Committees. The Executive Committee shall appoint all game schedulers and the practice scheduler. In addition, they will manage and make decisions regarding the Scholarship Fund. This committee will oversee all activities regarding the pro-shop.

Section 3- Standing Committees: The following Standing Committees shall be comprised of members of the Board of Directors and members at large as approved by the Board of Directors. Unless otherwise provided by these Bylaws, a member of the Board of Directors shall chair all Standing Committees. Each Committee Chair is to submit a budget by April 30th of each year. Each Committee Chair is responsible for keeping a binder with information pertaining to their committee.

COACHING COMMITTEE: The Team Coaching and Management Committee shall be responsible of recruitment and selection of head and assistant coaches for each team. The Committee each year shall submit recommendations for coaches, in writing, to the Board of Directors for approval. The Committee shall develop and maintain coaching guidelines for approval by the Board of Directors. The Coaching Committee should coordinate events and activities for all members of the association, including both players and coaches, to help aid in development and growth. The Coaching Committee shall organize practices, meetings and seminars throughout the season. The Committee shall have a minimum of one person on the Board of Directors.

CONCESSION COMMITTEE: The Concession Committee shall be responsible for the operation of the concession area. This responsibility includes selection of vendors, price of goods sold, purchase of concession stand equipment upon approval of the Board of Directors, operating rules and the establishment of assignments. The Committee shall recommend to the Board of Directors the designation of a Concession Stand Manager. The Committee shall develop and maintain a written responsibilities list for this position, to be approved by the Board of Directors. The Concession Manager will have one skater fee and mileage paid for incurrences related to maintaining the concession stand. Mileage should be submitted by the Concession

Manager to the Treasurer for reimbursement. The Committee shall have a minimum of one person on the Board of Directors.

EQUIPMENT COMMITTEE: The Equipment Committee shall be responsible for the selection, distribution, collection, maintenance, and purchases of all SPAYHA owned player equipment. Purchases shall be upon approval of the Board of Directors if in excess of the approved budget by the Board of Directors. The Equipment Committee shall also be responsible for ordering apparel and accessories. The Committee shall have a minimum of one person on the Board of Directors.

ETHICS COMMITTEE: The Ethics Committee shall be responsible for reviewing player Code of Conduct. The Ethics Committee shall be responsible for creating/reviewing Coaches Code of Conduct and the Parent Code of Conduct. The Code of Conduct Guidelines shall be presented for approval to the Board of Directors. The Committee shall review player infractions of the SPAYHA Code of Conduct and recommend disciplinary action to the Board of Directors. The committee shall review coach, manager, and parent infractions of the SPAYHA Code of Conduct and recommend disciplinary action to the Board of Directors. The Committee shall be responsible to conduct background checks as they see necessary on Coaches, Board Members, Team Representatives and other adult individuals in appointed positions. The committee shall be made up of the Executive Board.

FACILITIES MAINTENANCE COMMITTEE: The Facilities Committee shall coordinate the utilizations, service, maintenance, and construction of all facilities owned by the Corporation. The Committee shall have a minimum of two members, one of who are members of the Board of Directors, and one of which is the appointed rink manager. The Facilities Chair shall have the authority to approve per month emergency expenditures up to \$250.00 per written request. The Committee shall have a minimum of one person on the Board of Directors.

FINANCE COMMITTEE: The Finance Committee will be responsible for presenting the budget to the Board of Directors for approval and review. The Committee will present the budget at the end of each fiscal year for final approval to the Board of Directors. The Committee shall have a minimum of one person on the Executive Board of Directors.

FUNDRAISING COMMITTEE: The Fundraising Committee shall submit to the Board of Directors each year plans for the generation of funds above and beyond the general program revenue. The Board shall determine the purpose or purposes for these funds, which may include other charitable organizations outside of SPAYHA. The Committee shall have a minimum of one person on the Board of Directors.

INFORMATION TECHNOLOGIES: The Information Technologies Committee will be responsible for designing, maintaining, training, and updating the website and TV monitors/programs. They will also be responsible to assist with troubleshooting

and/or issues that may arise. The Committee shall have a minimum of one person on the Board of Directors.

INTRO/U8 COMMITTEE: The Intro/U8 committee shall be responsible for the development and function of the Intro/U8 program. The Committee shall coordinate with the Coaching Committee the selection and evaluation of coaches. The Committee each year shall submit recommendations for coaches and manager, in writing, to the Board of Directors for approval. The Committee shall develop and maintain written skill development guidelines for players for approval by the Board of Directors. The Committee shall have a minimum of one person on the Board of Directors.

OFFICIATING COMMITTEE: The Officiating Committee shall be responsible for the coordination of officiating of all home games and tournaments. The Committee shall have a minimum of one person on the Board of Directors.

PLAYER DEVELOPMENT COMMITTEE: The Player Development Committee shall be responsible for the development of the players at every level within the organization, working with players who are coming into the program and players who are moving on and out of the organization. The Committee shall help to develop a program that is best for all players in every level and working with coaches and/or the board to do so. The Committee will help to determine what skills, drills, and other fundamentals are best at each level to be ready to move onto the next level, from Intro & U8 all the way through Bantams moving up to High School, working closely with coaches and/or the board to make sure the players moving up are ready for the next level of play. The Committee shall have a minimum of one person on the Board of Directors.

PLAYER EVALUATION COMMITTEE: The Player Evaluation Committee shall be responsible for conducting evaluations of players and for assigning players to appropriate teams. The Committee shall develop evaluation criteria and methods, appoint evaluation committees and schedule evaluation dates. The Committee shall determine the number of teams at each age level and the number of players per team. The Committee each year shall submit recommendations for player evaluation and team selection, in writing, to the Board of Directors for approval. The Committee shall have a minimum of five members, at least two of who are members of the Board of Directors and the remaining who are members from the general membership.

PUBLICITY COMMITTEE: The Publicity Committee shall be responsible for maintaining and obtaining rink sponsorship from local merchants, as well as advertising the Ice Haws membership (i.e. producing school flyers). The Committee shall have a minimum of one person on the Board of Directors.

REGISTRATION AND MEMBERSHIP COMMITTEE: The Registration and Membership Committee shall be responsible for player registration and the maintenance of current player rosters. The Committee shall prepare an annual forecast of players by age level. The Committee shall be responsible for the annual membership drive. The Committee shall have a minimum of one person on the Board of Directors.

SERVICE HOURS: The Service Hours Committee will be responsible for all aspects pertaining to membership service hours. They will determine the required number of service hours to be completed by the membership as well as approved tasks to earn service hours. In addition, they will be recording and posting service hours at least once a month. They will also be required to record service hours as well as posting available service hours to be completed on the SPAYHA website and via email. The Committee shall have a minimum of one person on the Board of Directors.

TEAM REPS COMMITTEE: The Team Managers Committee shall be responsible for recruiting and appointing members to serve as team managers for each team. The Committee shall be responsible for distributing and collecting SPAYHA jerseys each year. The Committee shall report any problems with jerseys (excessive wear and tear) to the Board of Directors. The Committee shall develop and maintain team manager responsibilities and guidelines for approval by the Board of Directors. The Committee shall have a minimum of one person on the Board of Directors.

TOURNAMENTS COMMITTEE: The Tournaments Committee shall be responsible for the organization of all home tournaments and State hosted tournaments, when applicable. The Tournament Committee must facilitate and oversee play downs held at the SPAYHA facility in accordance to WAHA guidelines. The Tournament Committee shall provide a tournament budget for the travel teams that is approved by the Board of Directors. The Committee shall have a minimum of one person on the Board of Directors.

WAHA CO-OP/GIRLS PROGRAM COMMITTEE: The Co-op Programs Committee will be responsible for organizing and communications with WAHA and Co-op team members. The Committee shall have a minimum of one person on the Board of Directors and/or Rink Manager.

4-Hours: Hours worked by members on the Standing Committees appointed from the general membership shall be credited towards the annual registration hours of that committee member. The chair of each Standing Committee shall maintain the records of hours worked.

Section 4- Vacancies: Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided for original appointments.

Section 5- Rules: Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VIII Amendments

These bylaws may be amended or repealed by an affirmative vote of at least seventy (70) percent of those present at a meeting of the membership called for the purpose of acting upon such amendment (provided that a quorum is present).

ARTICLE IX Fiscal Affairs

Section 1 – Fiscal Year: June 1- May 31

Section 2- Budget: At the beginning of the fiscal year, an annual budget shall be prepared by the Finance Committee and presented to the Board of Directors for approval.

Section 3- Accounts: The Treasurer shall keep a record of all monies received for the Corporation from all sources and proper vouchers indicating the amount and nature of all expenditures. The Treasurer and/or the President shall deposit the monies of the Corporation in its name. All payments for incurred debts/ expenses shall be co- signed by the Treasurer of SPAYHA.

Section 4- Audit: The accounts of the Treasurer shall be reviewed monthly by a member of the Finance Committee.

Section 5- Reports: Report by the Treasurer on the financial condition of the Corporation shall be presented to the Board of Directors at its meeting and a financial report shall be made at the annual meeting. Copies of these reports are available upon request.

Section 6- Contracts: All contracts and commitments entered into the name of and on behalf of the Corporation shall be authorized and approved by the Board of Directors.

ARTICLE X Dissolution

If, at any time, the Corporation shall cease to carry out the purpose as stated in the Articles of Incorporation, all assets and property held by it, whether in trust or otherwise, shall after the payment of its liabilities, be paid over to an organization(s) which itself has similar purposes and has established an appropriate tax-exempt status under Section 501C (3) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

ARTICLE XI Corporation Influence

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII Membership Compensation

No part of the net earnings of the Corporation shall be used to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons.

ARTICLE VIII Robert's Rules of Order

The rules contained in Robert's Rules of Order, revised, shall govern the procedure of the corporation in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV Indemnification of Directors and Officers

THE CORPORATION SHALL INDEMNIFY any Director or Officer, or former Director or Officer, of the Corporation, or any person who may have served at its request as a Director or Officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of any civil, criminal or administrative action suit or proceeding in which he or she is made a party or with which he or she is threatened by reason of being or having been or because of any act as

such Director or Officer, within the course of his or her duties or employment, expect in relation to matters as to which he or she shall be adjudged in such action, suite or proceeding to be liable for negligence or misconduct in the performance of his or her duties. The Corporation may also reimburse any Director or Officer for the reasonable costs of settlement of any such actions, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director or Officer was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian, and conservator of any deceased or former Director or Officer or person who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer or person who himself would have been entitled to under any statute, agreement, vote of shareholders, or otherwise.

ARTICLE XV

Abolition of All Prior Bylaws, Rules, and Regulations: February 14, 2023. All bylaws, rules and regulations enacted or adapted by the corporation prior to the effective date hereof and hereby abolished and repealed. Provided, however, that all current Officers and Directors shall remain in office until their term of office as defied above is completed. In the meantime, necessary replacements shall be made in accordance with these bylaws. Notwithstanding whatever may be provided above, the Committee Guidelines adopted on February 14, 2023, shall remain in full force and effect.

These BYLAWS OF STEVENS POINT AREA YOUTH HOCKEY ASSOCIATION shall become effective immediately as passed by the members at the annual meeting of February 14, 2023.