

**NON-PROFIT BYLAWS & PROCEDURES
OF
NEW RICHMOND YOUTH HOCKEY
ASSOCIATION, INC.**



**ARTICLES OF GOVERNANCE, PARENT
HANDBOOK & CODE OF CONDUCT**

Last Revision: January 17, 2024

ARTICLE I
PURPOSES

The purposes of the corporation as stated in its certificate of incorporation are to provide thorough instruction and competition, an organized program of ice hockey for the youth of the City of New Richmond, St. Croix County, Wisconsin and surrounding area. The corporation shall also have such powers as are now or hereafter may be granted by the Nonstock Corporation laws of the State of Wisconsin.

ARTICLE II
OFFICES

The principal office of the corporation shall be located in the City of New Richmond, St. Croix County, Wisconsin.

The Corporation shall have and continuously maintain in this state a registered agent as required by the [Wisconsin Nonstock Corporation Law](#).

ARTICLE III
MEMBERS

Section 1. AREA. The association's area, as herein expressed in Section 1, presently includes the City of New Richmond and those portions of the townships that lie within the district limits of the New Richmond School District. This area is adopted to conform to the area designations established by WIAA and WAHA rulings and regulations. In the event that said WIAA and/or WAHA rulings or regulations re-define the boundary area of this organization, they shall be accepted and published to the general membership by the Board of Directors and these Bylaws shall be automatically amended by such publication.

Section 2. The general membership of the association shall be comprised of persons 18 years of age or older, residing within the association-area, who have family members as participants in the association's youth hockey program, and who are current in payment of the annual registration fee as established by the Board of Directors. Membership eligibility occurs during fiscal year April 1 - March 31. Such members are deemed to be "in good standing" and are entitled to the rights and privileges, and subject to the duties, set forth in Section 3 of this Article. Any resident within the Associations-area who does not currently have a family member registered as a participant in the youth hockey program, but who is an active coach or referee and has an interest in the purposes of this organization, may become a voting member of the association. Such members are deemed to be members in good standing and are entitled to all rights and privileges, and subject to duties, set forth in Section 3 of this Article.

Section 3. Members in good standing shall have the right to receive notice of and vote at Special meetings and the annual Corporation meeting held to elect the Officers and Board of Directors. Each member shall be entitled to one vote. Further, members in good standing

have the privilege of participating in the association's youth hockey program and of serving as officers, directors, or members of the committees, created by the Board, and the duty of supporting the association by participation on a voluntary basis in the operation and maintenance of the organization's physical plant and its fundraising activities. A member in good standing may include present and past members of the corporation.

Section 4. New Richmond Youth Hockey Association, Inc. does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, national origin, marital status or age, and is committed to a policy of fair representation on the board of directors.

ARTICLE IV MEETING OF MEMBERS

Section 1. ANNUAL MEETING. An annual meeting of the members shall be held on the first Tuesday in April in each year, at the hour of eight o'clock p.m. for the purposes of electing directors and for the transaction of such other business as may come before the meeting. If such a day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called by the president, by the Board of Directors or by ten percent (10%) of the outstanding voting members of the association.

Section 3. PLACE OF MEETING. The Board of Directors shall designate any place within the School District of New Richmond as the place of meeting or any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the Sports Center, provided, however, that if all of the members shall meet at any time and place, either within or without the State of Wisconsin, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by email, to each member entitled to vote at such meeting, not less than 10 nor more than 60 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with the postage thereon prepaid.

Section 5. QUORUM. The board members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of board members, a majority of board members present may adjourn the meeting

from time to time without further notice.

Section 6. VOTING AND PROXIES. A majority of the votes entitled to be cast by the members present in person as represented by proxy at a meeting, at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. At any meeting of members, a member entitled to vote may vote either in person No proxy shall be appointed.

Section 7. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE V BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The number of the directors shall be nine (9). Each director shall hold office for a period of three years and may be elected to a subsequent term or serve until a successor shall have been elected and qualified. Each Board Director assumes responsibilities of duties during fiscal year April 1 - March 31. Directors must be members of the corporation in good standing.

Section 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members, and each adjourned session thereof. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolutions. Board meeting agendas shall be published and communicated by two forms of communication to association members no later than 24 hours in advance of said meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix the place for holding such special meeting.

Section 5. NOTICE OF SPECIAL MEETING. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by written notice to each director at his/her email address. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. Except that for any matter involving withdrawal of funds of \$50,000 or more from the New Richmond Youth Hockey Association, Inc.'s Artificial Ice Fund or the use of the fund for any purpose other than for improvement to the artificial ice or compressor, eight ninths (8/9ths) of the directors must be present to constitute a quorum.

Section 7. VOTING AND PROXIES. A majority of the votes cast of the eligible directors of the board shall be necessary for the adoption of any matter voted upon by the board of directors. When a majority of the votes are required to be cast by the board members, those votes must be presented in person, virtually, or by telephonic presence, during a meeting at which a quorum is present. At any meeting of the board of directors, a board member is entitled to vote, but no proxy vote shall be valid if the voting board member is not present in person or virtually or telephonically at said meeting. Email voting outside of an in-person meeting may occur for instances that cannot wait for the next in-person board meeting. These circumstances include but are not limited to the following and must obtain majority vote to be approved: board level rep assignments, meeting agenda approvals, funding decisions requiring immediate turn-around, adding coaches unless further discussion is needed, etc. Email voting shall not occur for matters involving dismissal of board members, disciplinary actions, final declaration of team levels, initial coaching pool and key committee leaders, etc. In order for an action to carry by email, a majority of the votes of the eligible directors of the board must be cast.

Section 8. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by an affirmative vote of a majority of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. PRESUMPTION OF ASSENT. The director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be entered in the minutes of the meeting or unless said director shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular and special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. UNANIMOUS CONSENT WITHOUT MEETING. Any action required or permitted by the articles of incorporation or by-laws or any provision of law to be taken by

the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

ARTICLE VI OFFICERS

Section 1. NUMBER. The principal officers of the corporation shall be a president, one vice president, a secretary, and a treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary and the offices of president and vice-president.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the first regular meeting following the annual meeting. Officer responsibilities and duties occur during fiscal year 4/1-3/31. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified.

Section 3. REMOVAL. Any officer or agent elected by the members 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 would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. Each newly appointed Board of Director shall provide verbal agreement to uphold the bylaws, handbook, and code of conduct immediately upon being appointed to the board. Agreement is captured by the secretary of the board at the annual meeting.

Any officer or board member may be removed if they miss 3 consecutive and/or 3 board meetings within a fiscal year/12 month rolling period. If a motion is made to remove an officer or board member, a majority vote would need to be made to pass the motion.

Section 6. VACANCIES. A vacancy in any principal office because of a death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term. Reference Article V. Section 9.

Section 7. 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. The president shall, when present, preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation there unto authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be

required by law to be otherwise signed or executed; 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.

Section 8. VICE PRESIDENT. In the absence of the president or in the event of the president's death, inability, or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president.

Section 9. SECRETARY. The secretary shall: (a) keep the minutes of the members' and of the Board of Directors' meetings will be posted on the website after board approval in the following month's board meeting provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. TREASURER. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be as selected in accordance with provisions of Article VII of these by-laws; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as may be assigned by the president or by the Board of Directors. Dual oversight and approval shall occur on all transactions.

Section 9. SALARIES. The salaries of the officers shall be fixed by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the corporation.

Section 10. CONFLICT OF INTEREST.

Section 1. Purpose. The purpose of this policy is to protect the NRYHA interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director or employee of NRYHA or might result in a possible excess benefit transaction, as well as to ensure ethical and transparent operations of the organization.

Section 2. Definitions.

1. "Interested Person" means any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. "Financial Interest" means a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which NRYHA has a transaction or arrangement, A compensation arrangement with NRYHA or with any entity or individual with which NRYHA has a transaction or arrangement, or
 - b. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NRYHA is negotiating a transaction or arrangement.
3. “Compensation” includes direct and indirect remuneration as well as fights or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists, in accordance with this policy.
4. “Independent Director” a director shall be considered “independent” for the purposes of this policy if he/she is “independent as defined in the instructions for the IRS 990 form or, until such definition is available, the director:
- a. Is not, and has not been for a period of at least three (3) years, an employee of NRYHA or an entity in which NRYHA has financial interest;
 - b. Does not directly or indirectly have a significant business relationship with NRYHA, which might affect independence in decision-making;
 - c. Does not have an immediate family member who is an executive officer or employee of NRYHA or who holds a position that has a significant financial relationship with NRYHA.

Section 3. Procedures.

- 1. Duty to disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.
- 2. Recusal of Self: Any director may recuse himself/herself at any time from involvement in any decision or discussion in which the director believes he/she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
- 3. Determining whether a Conflict of Interest exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- 4. Procedures for addressing the Conflict of Interest:
 - a. An interested person may make a presentation at the Board or meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board shall determine whether the NRYHA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of

- interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the NRYHA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
5. Violations of the Conflict of Interest Policy:
 - a. If the Board of Directors has reasonable cause to believe a director or employee has failed to disclose actual or possible conflicts of interest, it shall inform the director or employee of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the director's or employee's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the director or employee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
 6. Compensation:
 - a. A voting member of the Board who receives compensation, directly or indirectly, from NRYHA for services is precluded from voting on matters pertaining to that member's compensation. If this matter arises in consideration of the annual budget, the member shall be precluded from voting on the item in question but may vote on approval of the overall budget.
 - b. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NRYHA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VII
COMMITTEES, BOARDS AND SPECIAL APPOINTMENTS

Section 1. FORMATION. The Board of Directors, by resolution adopted by a majority of the number of directors, may designate one or more committees, each committee to consist of one or more directors elected by the Board of Directors. The committees include, but are not limited to the following: Building, Disciplinary, Tournament, Player Coach Development, Volunteerism, Bylaws, Fundraising and Operations. Each such committee shall fix its own rule governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request. Board members on any committee shall not meet or exceed the majority of total committee members.

Section 2. The following roles shall be appointed at the annual meeting by a majority vote of the Board of Directors: Scheduler, Director of Hockey, and Head Official.

ARTICLE VIII
INDEMNITY OF DIRECTORS AND OFFICERS

Every director and officer or former directors and officers of the corporation shall be indemnified by the corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with any action, suit or proceeding to the extent and in the manner provided in the Wisconsin Statutes as such Statute is amended.

ARTICLE IX
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the names of or on behalf of the corporation and such authorization may be general or confined to specific instances by majority vote of the Board of Directors.

Section 2. **LOANS.** No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority, or a resolution, of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. **CHECKS, DRAFTS, ETC.** All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall be determined by or under the authority or resolution of the Board of Directors.

Section 4. **DEPOSITS.** All funds of the corporation not otherwise employed, shall be deposited to the credit of the corporation and in such banks, trust companies or other depositories as may be selected under the authority of the Board of Directors.

ARTICLE X
LIST OF MEMBERS

The Board of Directors may provide for a list evidencing membership in the corporation which shall be in such form as may be determined by the Board.

ARTICLE XI
RECORDS

The corporation shall keep correct and complete records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members. All records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of April and end on the last day

of March each year.

ARTICLE XIII
SEAL

The corporation shall have no seal.

ARTICLE XIV
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Wisconsin Nonstock Corporation Act or under the provisions of the Articles of Incorporation or the by laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV
OPERATIONS & FACILITY FUND

The Board of Directors shall establish and maintain an operations and facility fund entitled New Richmond Hockey Association's Operations and Facility Fund.

ARTICLE XVI
AMENDMENTS TO BY-LAWS

The Board of Directors may by vote of a majority of its members, adopt, amend or repeal any or all of the by-laws of this corporation, except that any repeal of Article XIII or related provisions concerning the New Richmond Hockey Association's Operations and Facility Fund may only be adopted by the vote of not less than eight-ninths (8/9ths) of the directors.

I, Anne Deplazes, do hereby certify that I am the duly elected and qualified secretary of New Richmond Youth Hockey Association, Inc., and that the above is a true and correct copy of the by-laws of said corporation which reflect resolution amending said bylaws which was duly adopted by the Board of Directors of said corporation on the 17th day of January, 2024 is in force and effect.

Anne Deplazes 23/01/2024
Anne Deplazes (Jan 23, 2024 10:52 CST)
Anne Deplazes Date
Secretary

ATTEST:
Angela Olson 23/01/2024
Angela Olson (Jan 23, 2024 08:53 CST)
Angela Olson President Date

Natalie Keller 23/01/2024
Natalie Keller (Jan 23, 2024 10:04 CST)
Natalie Keller Vice President Date

THIS DOCUMENT DRAFTED BY:
REMINGTON LAW OFFICES In 1996, updated by Bylaws Committee and
Approved _____ (current date).
Judith A. Remington
126 S. Knowles Ave.
New Richmond, WI 54017
Telephone: 715/246-3422

Submitted for Amendment in 2024 By Natalie Keller, Vice President, NRYHA












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Final Audit Report

2024-01-23

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