

**BYLAWS
OF
D.C. EVEREST YOUTH HOCKEY ASSOCIATION INC.**

ARTICLE I. OFFICES

Section 1. Principal Office. A principal office shall be located in the Village of Weston, County of Marathon, 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.

Section 2. Registered Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the corporation shall be identical to such registered office.

ARTICLE II. MEMBERS

Section 1. Membership. There shall be two classes of members. Class one members are the parents or guardians of registered players. Each parent or guardian in class one becomes a member upon paying the player registration fees and signing the registration form. Class two members are non-parental individuals interested in the betterment of the program. These individual memberships are \$5.00. They will receive EYH newsletters and other pertinent communications but will not have voting privileges. Class one and Class two memberships shall be for a one year term starting September 1 and ending August 31 and shall be governed by the Bylaws of the corporation and any membership rules established by the Board of Directors.

Section 2. Annual meeting. The annual meeting of the members of the corporation shall be held in the months of April, at such time and place as designated by the Board of Directors, for the transaction of all business as may come before the meeting, as well as to announce the results of the annual Board of Directors election.

Section 3. Special Meetings. Special meetings of members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors or by the person designated in the written request of not less than ten percent (10%) of all members entitled to vote at the meeting. No business shall be transacted at any special meetings, except as may be designated in the notice thereof.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal business office of the corporation in the State of Wisconsin or such other suitable place in the County of such principal office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene any place designated by vote of a majority of the members represented thereat.

Section 5. Notice of Meeting. Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days (unless a longer period is required by law) nor more than fifty (50) days before the date of the meeting, either personally or by mail or email, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears in the records of the corporation, with postage thereon prepaid. In lieu of written notice, notice may be given by publication as a class two notice, under Chapter 985 of the Wisconsin Statutes, or successor provisions, near the principal office of the corporation.

Section 6. Quorum. Except as otherwise provided in the Articles of Incorporation, one-tenth of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless a vote of a greater number or a voting by classes is required by law of the Articles of Incorporation. Though less than a quorum of the members is represented, they may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum will be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Conduct of Meeting. The President, and in his or her absence, the President-Elect, and in his or her or absence, any-director chosen by the members present, shall call the meeting of the members to order and shall act as chairman of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the members, but, in the Secretary's absence, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 8. Voting. Each Class one member shall be entitled to one vote upon each matter submitted to a vote of the members.

Section 9. Waiver of Notice of Members. Whenever any notice whatever is required to be given to any member of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by a member entitled to such notice, shall be deemed equivalent to the giving of such notice, provided that such waiver in respect to any matter of which notice is required under any provision of the Wisconsin Nonstock Corporation Law, shall contain the same information as would have been required to be included in such notice except the time and place of meeting.

Section 10. Unanimous Consent without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken at a meeting of the members, may be taken without a meeting if a 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 III. BOARD OF DIRECTORS

Section 1. General Powers, Mission and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The members of the Board are responsible for the overall operations of the association and are charged with representing the best interests of all of its members without preference or prejudice. The number of directors of the corporation shall be eleven (11). No more than Five (5) members shall be elected each year by the members to serve a term of three (3) years each.

Directors shall be eligible to serve consecutive terms, provided that they are re-nominated and re-elected for any subsequent terms. The Director serving as Immediate Past President of the Board shall be exempted from the foregoing re-nomination and re-election provision. Terms of office begin following the announcement of the election results at the annual meeting and run from said meeting until their successors are elected and announced.

Section 2. Qualification. A director may be removed from office by affirmative vote of a majority of the members entitled to vote for the election of such director, taken at a special meeting of the members called for that purpose. A director may resign at any time by filing his or her written resignation with the Secretary of the corporation. Directors need not be residents of the State of Wisconsin. Any director who is absent three (3) consecutive regular meetings of the Board of Directors in the year beginning April 1 may be removed from office by majority vote of the Board.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after the annual meeting of members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of members that precedes it or such other suitable place as may be announced at such meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution. The Board of Directors shall hold regular meetings each month.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President, President-Elect, Secretary or any two directors. The President, President-Elect or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of the meeting shall be the principal business office of the corporation as stated in Section 1., Article I of these Bylaws.

Section 5. Notice; Waiver. Notice of any special meeting shall be given at least 48 hours previously thereto by written notice delivered personally or mailed or given by email or telephone or fax to each director at his or business address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by email, telephone or fax, such notice shall be deemed to be delivered when the email is transmitted or when the telephone call is received or when the fax is transmitted. Whenever any notice whatever is required to be given to any director of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. Except as otherwise provided by law or by the Articles of Incorporation of these Bylaws, a majority of the number of directors set forth in Section 1, Article III of these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 8. Conduct of Meetings. The President, and in his or her absence, the President-Elect, and in his or her absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the Corporation will act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as Secretary of the meeting.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of the majority of the directors then in office, though less than a quorum of the Board of Directors; provided, that in case of a vacancy created by the removal of a director by vote of the members, the members will have the right to fill such vacancy at the same meeting or any adjournment thereof. At the next succeeding annual election the unexpired term (if any) of such vacancies shall be filled by election.

Section 10. Compensation. The Board of Directors shall serve without monetary compensation.

Section 11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any corporate matter is taken will be presumed to have assented the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person acting as the Secretary of the meeting before 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 12. Unanimous Consent without Meeting. Any action required by or permitted by the Articles of Incorporation or Bylaws 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. A telephone canvass or e-mail, by the President, to all board members may also be permitted to conduct required action.

ARTICLE IV. OFFICERS

Section 1. Number. The principal officers of the corporation shall be a President, a President-Elect, an Immediate Past 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. Any two or more offices may not be held by the same person.

Section 2. Election and Term of Office. The Board of Directors shall elect from its own members, a President (who shall have served at least one year on the Board of Directors), President-Elect, Treasurer and Secretary at the first meeting held after each annual meeting of the members. All officers shall be eligible for re-election to office during their terms as Directors. The President, shall, at the completion of the term as President, continue as Immediate Past President and member of the Board of Directors for the period of one (1) year with full voting rights as a Director. Each officer shall hold office until his or her successor has been duly elected or until death, resignation or removal.

Section 3. Removal. Any officer or agent may be removed by a majority vote of the Board of Directors whenever in its judgment, the best interest of the corporation will 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.

Section 4. 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. A vacancy in any other office, as created under Section 1 or this Article IV, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. A vacancy in the office of President shall be filled by the President-Elect, at which time the Board of Directors will elect a new President-Elect.

Section 5. 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: (a) when present, preside at all meetings of the members; (b) have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as deemed necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President; (c) have authority to sign, execute and acknowledge, on behalf of the corporation, certificates evidencing membership in the corporation, contracts or other instruments necessary or proper to be executed in the

course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, may authorize the President-Elect, or any other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments; (d) in general perform all duties incident to the office of President as may be prescribed by the Board of Directors from time to time.

Section 6. President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when acting, shall have all the powers of and be subject to all the restrictions upon the President. Any President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Immediate Past President. The Immediate Past President shall have the duties and responsibilities assigned by the Board of Directors.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of 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 have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or the Board of Directors.

Section 9. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) 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 in accordance with the provisions of Article V of these Bylaws and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or by the Board of Directors. 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.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any member of the Board of Directors to act as assistant of any officer, or agent of the corporation, or to perform the duties of such officer whenever for any reason it is impractical for such officer to act personally, and such assistant or acting

officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. Salaries. No officer of the corporation shall receive any salary, or anything of pecuniary value, from the corporation for performing services as an officer, but may be reimbursed for actual expenses in connection therewith.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS:
SPECIAL CORPORATE ACTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments or assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or the President-Elect and by the Secretary, the Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 2. Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such 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. Disbursements. All disbursements shall be made by check. Checks shall be signed by the Treasurer of the corporation and in such manner as shall be from time to time determined by or under the authority of a resolution of the Board of Directors. Checks in excess of \$1,000 shall be countersigned by the President of the corporation.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 5. Budget. The budget process shall be governed by the budget policy as defined by article X section 3A. The officers shall act as the Budget and Finance Committee. When adopted or modified by the Board of Directors, the budget shall be the authorization for the appropriations by the organization.

ARTICLE VI. TAX EXEMPTION AND DISSOLUTION

Section 1. Tax Exemption Considerations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private person except that the corporation shall be authorized to and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III of its Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

Section 2. Corporate Dissolution. In the event of dissolution of this corporation, all of its assets, after payment of its debts and liabilities, shall be distributed to such organizations organized and operated exclusively for literary, charitable or educational purposes, as shall at the time 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 Code) and be designated as distributes by the Board of Directors or the Corporation's legal administrator.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of April and end on the 31st day of March in each year.

ARTICLE VIII. SEAL

The corporation shall not have a corporate seal.

ARTICLE IX. ADMENDENTS

Section 1. By Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members by affirmative vote of not less than a

majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

Section 2. By Directors. These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance; but no Bylaws adopted by the members shall be amended or repealed by the Board of Directors if the Bylaw so adopted so provides.

Section 3. Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of members or the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, by only so far, as is necessary to permit the specific action so taken authorized.

ARTICLE X. COMMITTEES

Section 1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of at least one elected director, which committees, to the extent allowed by law and provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

Section 2. Executive Committee. The Executive Committee, made up of the President, President-Elect, Immediate Past President, Secretary and Treasurer shall appoint the members and the chairperson of all standing committees.

Section 3. Standing Committees. The following standing committees, each of which shall be chaired by a director, will not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law:

- a. Finance and Budget Committee. The Finance and Budget Committee shall direct the work securing the necessary funds to maintain the programs of Everest Youth Hockey. This committee shall prepare an annual budget and submit same for

- Board approval. The officers shall comprise this committee. The Treasurer shall be chairperson of this committee.
- b. Registration and Membership Committee. The Registration and Membership Committee shall be responsible for coach and player registration and maintenance of current player rosters. The chairperson of this committee serves as the official Registrar for the association. This committee shall prepare an annual forecast of players by team classifications and levels and submit same to the Board at the September meeting. This committee shall be responsible for the annual election of the Board of Directors and shall insure that a sufficient number of qualified candidates are available for election.
 - c. Equipment Committee. The Equipment Committee shall be responsible for the selection, purchase, distribution, collection and maintenance of all player equipment. The Equipment Committee shall be chaired by the Equipment Manager.
 - d. Hockey Operation Committee. The Hockey Operation Committee shall be responsible for the overall hockey program that includes player selection, coach selection, team classification, education, goalie and off-season coordination. This committee is chaired by the Ace Coordinator and shall prepare annual hockey operational plans that are submitted for board approval. The following Sub-Committees and/or Coordinators report to the Hockey Operation Committee and/or to the Board of Directors: (i) Try-out Committee, (ii) Coach Selection Committee.
 - e. The Discipline Committee will be comprised of the President, the President-Elect, the Immediate Past President, and the Referee Coordinator. Should any of these individuals have a conflicting interest with the issue at hand, or not be available, then another Board member appointed by the President would serve in their place for that particular issue.
 - f. Fundraising Committee. The Fundraising Committee shall review, recommend, coordinate and report on all fundraising activities of Everest Youth Hockey. The Fundraising Committee will work closely with the Finance Committee to insure an accurate accounting of these activities. It will also work very closely with the Publicity/Communications Committee to insure that members of the Association as well as the general public are well informed of the fundraising and sponsorship activities of the Association.

- g. Sponsorship Committee. The Sponsorship Committee shall review, recommend, coordinate and report on all sponsorship activities of Everest Youth Hockey. The Sponsorship Committee will work closely with the Finance Committee to insure an accurate accounting of these activities. It will also work very closely with the Publicity/Communications Committee to insure that members of the Association as well as the general public are well informed of the fundraising and sponsorship activities of the Association.

- h. Publicity/Communications Committee. The Publicity/Communications Committee shall have charge of all advertising and publicity of Everest Youth Hockey. This committee shall prepare, maintain and distribute periodic communications to the membership. All written materials published and distributed that publicize or promote the association shall be reviewed by this committee to ensure consistency and accuracy. This committee shall be responsible for establishing and maintaining working relationships with appropriate members of the local media (newspapers, radio stations, TV stations, etc.) such that Everest Youth Hockey receives maximum coverage.

Section 4. Chairperson. One member of each committee shall be appointed its chairperson, except as designated above.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled appointments in the same manner as provided in the case of original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.