

**RESTATED BY-LAWS OF
THE BLUE LINE HOCKEY CLUB, INC**

ARTICLE I

NAME

The name of this organization shall be The Blue Line Hockey Club, Inc. The term "Club" when used hereinafter shall be defined to mean the Blue Line Hockey Club, Inc.

ARTICLE II

PURPOSE

The purpose of the Club shall be:

Section 1: To promote the sport of ice hockey, figure skating and other ice related activities.

Section 2: To promote hockey and figure skating programs at the grade school, high school, university, and adult levels.

Section 3: To help develop the physical, mental, emotional and social needs of our youth by participation in the sport of hockey, figure skating and other various ice sports.

Section 4: This Club is organized exclusively for charitable/educational purposes and all Monies collected by The Blue Line Hockey Club, Inc. including dues, gifts and monies earned from programs and ventures of the Club, shall be used for purposes consistent with the purposes of this Club as heretofore stated and as determined by the Board of Directors and in the event of dissolution of this Club, no monies then in the treasury of this Club shall be returned to any of the incorporators, Directors or members, but shall be disposed of in a manner consistent with the purpose as set forth in these by-laws, after paying or making provision for the payment of all the liabilities of the Club; or such monies shall be turned over to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or 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), as the Board of Directors shall determine.

Any property transferred by this Club shall be transferred only to organizations exempt for inheritance tax purposes under Wisconsin Statute 72.04 (or the corresponding provision of any future Wisconsin Statute).

No part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club 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. Notwithstanding any other provisions of these articles, the Club shall not carry on any other activities not permitted to be carried on by a Club 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 law).

ARTICLE III

MEMBERSHIP

Section 1: Membership shall be open to all adult persons who are interested in the promotion of ice hockey, figure skating, and other ice skating activities.

Section 2: Membership in the Fond du Lac Blue Line Hockey Club, Inc. shall be open to all persons without regard to race, color, ethnic background, or economic circumstances and this organization is not segregated. There shall be no discrimination against any applicant for membership in this Club on the basis of race, color, or creed.

It shall be the responsibility of every participating member to cooperate to their fullest ability to assure the proper function of the Club.

Section 3: The requirements for any youth participating in any and all levels of the program are as follows:

- A. A member of the youth's immediate family must be a member of the Fond du Lac Blue Line Hockey Club, Inc. Immediate family shall mean a parent or brother or sister of the youth meeting the membership requirements outlined in Section 1, above.
- B. All participating youths must have a signed permission slip from a parent or guardian, the content of such permission to be determined by the Board of Directors of this Club.
- C. Upon written request by the parent or guardian of a prospective participant to the Board of Directors, the Board of Directors shall have the discretion to waive the membership requirement contained in paragraph A above. Such written request shall specify the reason why the waiver is being requested.

Section 4: There shall be an annual meeting of the membership on the fourth Thursday of April---at 7:00 pm at a place to be determined and members shall be notified by ordinary mail ten (10) days prior to said meeting. The notification of the meeting will contain the agenda and only this business will be conducted.

Any member having any business to be placed on the agenda for the annual meeting must be written and submitted to the secretary thirty (30) days prior to said meeting.

Section 5: Special meetings may be held whenever called by the President, the Secretary, the Board of Directors, or upon written request to the Board of Directors by any six (6) participating members of the Club.

Section 6: Written notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is being called, shall be delivered not less than five (5) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the persons calling the meeting, to each member of record entitled to vote a such meeting. Each member of record as of March 31st will be entitled to vote at the annual or special meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the record books or similar records of this Club, with postage thereon prepaid.

No unintentional irregularity or failure in the giving of a notice or an annual meeting shall affect the validity of such annual meeting or any of the proceedings that may be taken at such meeting.

Section 7: Quorum. Fifteen (15) active members shall constitute a quorum for the annual or any special meeting.

Section 8: The annual meeting, all special meetings, and all Board monthly meetings will be conducted in a parliamentary manner with any member in attendance to be accorded the right to speak and Robert's Rules of Order shall be the final arbiter in all parliamentary matters. Social meetings of the membership shall be conducted on an informal basis.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: General Powers. The property, affairs, and the business of the Club shall be under the care of and be managed by the Board of Directors.

Section 2: The number of Directors shall be seventeen (17) which number may be changed by amendment of these by-laws, but shall not be less than three (3).

Section 3: Term of Office.

1/3 of the Board shall be elected each year for three (3) year terms every year.

Any active member including present Directors, may place himself or the name of any other active member in nomination for vacancies on the Board of Directors.

Written ballots shall be given out at the annual meeting and all members present shall vote up to but not to exceed the number of openings on the Board of Directors at that time.

All ballots will be counted in the same room as cast by volunteer members of the Club who were not on the ballot. All newly elected Board of Directors and all alternates to the Board, in order of votes received, will be recorded at that time in the minutes of the annual meeting by the recording Secretary. A copy of said minutes will be mailed to all Board of Directors within thirty (30) days of the annual meeting.

Section 4: Additional Powers. Without restricting the powers of the Board of Directors by implication or otherwise, said Board shall have, in addition to all other powers which they may lawfully exercise, the following powers, to-wit:

- A. The Board of Directors shall have the power to purchase, or otherwise to acquire, lease, sell, convey, assign or otherwise transfer, subject, however, to the provisions of the Wisconsin Statutes, for the Club any property, rights or privileges which the Club is authorized to acquire, real, personal, or mixed at such prices and on such terms and conditions for such consideration as said Board may see fit, and may at its discretion pay for any property or rights acquired by the Club either wholly or partially in money or in other evidence of indebtedness, subject, however, to the provisions of the Wisconsin Statutes.

Provided, however, that no indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

- B. The Board of Directors shall have the responsibility of conducting the day-to-day business of the Club, including but not limited to conducting business and social meetings, publicity and promotion, handling all Club funds, designating a bank as a depository for Club funds and opening a checking account, entering into contracts which are consistent with the purposes of this organization, investing Club funds, and granting awards and scholarships.
- C. The Board of Directors shall in their discretion determine the length of each session including the starting and finishing date.

The dates set by the Board of Directors may, in their discretion, be changed after said dates are so set if the Board of Directors deems such change to be in the best interest of the Fond du Lac Blue Line Hockey Club, Inc.

Section 5: Resignation. A Director or an Officer may resign at any time by filing his written registration with the Secretary. Such resignation shall take effect at the time of filing, unless some time be fixed in the resignation and then from that time.

Section 6: Removal.

- A. Any Director may be removed at any time by a special meeting of the membership of the Club called for such purpose by the affirmative vote of a majority of members present.
- B. Any Director that incurs three unexcused absences in a rolling twelve month period shall relinquish their position upon a two-thirds affirmative vote by the entire Board of Directors. Each Director will be allowed four excused absences in a rolling twelve month period. The Director relinquishing their position shall be replaced by the person who received the highest number of votes after the normal Directors are elected for the current year. This person will serve the unexpired term of the Director that has relinquished their position.

Section 7: Vacancies. In the event of a vacancy on the Board of Directors for any reason, the top alternate from the Board of Directors alternate list from the last annual meeting will serve the unexpired term. This vacancy must be filled within sixty (60) days of occurrence of such vacancy.

Section 8: Place of Meetings. Unless otherwise specified in then notice or waiver of notice thereof, all meetings of the Board of Directors shall be held at the principal location of the Club at Fond du Lac, Wisconsin.

Section 9: Quorum. Nine Directors shall constitute a quorum and a quorum shall be necessary to conduct any business. The act 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, the Articles of Incorporation or these by-laws; however, when a vote is being taken on any expenditure of \$5,000 or more, 2/3 vote of the Board is required to pass.

Section 10: Compensation. All Directors shall serve without compensation, but shall be reimbursed for any legitimate out-of-pocket costs incurred by said person on behalf of the Club. Approval for payment of such amount shall be given upon presentation of a statement showing expenditures and by whom make, to the Secretary and said statement shall be submitted for approval by the Board of Directors at their next meeting.

Section 11: Regular Meetings of Board of Directors. Regular meetings of the Board of Directors shall be held on the second Thursday of each month, twelve (12) months of the year, and notice said meeting shall be given at least 24 hour prior to said meeting by the Secretary of the Club or by someone designated by the Secretary.

Section 12: Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the Secretary upon the direction of the President, or upon the written request of any two Directors and it shall be the duty of the Secretary to give sufficient notice of such meetings in person, by mail or telephone to enable Directors so notified to attend such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Directors with postage prepaid thereon.

Section 13: Meetings by Consent. Meetings of the Board of Directors may be held at any time or place where all the Directors are present and consent to the holding of such meeting.

Section 14: Organization. The President and in his absence the Vice President, and in their absence any Director chosen by the Directors shall call the meeting of the Board to order and shall act as chairman of such meeting. The Secretary of the Club shall act as Secretary at all meetings or in the absence of said Secretary the presiding officer may appoint any Director to act as Secretary.

Section 15: 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.

Section 16: Any person who wants to be elected as a Director must be a member of the Fond du Lac Blue Line Hockey Club and be on the roster for two annual meetings previous to the time of the election.

Section 17: Attendance. All Directors must attend 75% of the scheduled monthly meetings, without an excused absents.

- A. Excused Absents are when the Director is unable to attend for reasons as follows: Illnesses of Director, Immediate Family Deaths and Illnesses, Legal Duties subpoena by the courts, Job situations that take you out of the area, and Club related scheduled events that prevent the director from attending the meeting. All excused absents must be reported to an officer before the scheduled meeting.
- B. Unexcused Absents are all absents from the regularly scheduled monthly meeting that are not covered in the excused area.

ARTICLE V

OFFICERS

Section 1: The Officers of this Club shall be a President, Vice President, Secretary and Treasurer. These Officers shall be elected at the first regular meeting of the Board of Directors held after the annual membership meeting. Such officers shall hold office for the term of one (1) year and until their successors are elected.

Section 2: Duties: The principal duties of the general officers respectively are as follows:

- A. President: The principal duties of the President shall be to preside at all meetings of the Board of Directors, have general supervision of the affairs of the Club, and direct supervision of the employed rink manager. He shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws.
- B. Vice President. The Vice President shall discharge the duties as prescribed by the Board of Directors and shall act for the President in the event of his absence or disability to act.
- C. Secretary. The principal duties of the Secretary shall be to countersign documents which by law require the countersignature of a Club Secretary, and to keep a record of all the proceedings at the meetings of the membership and Directors, and to safely and systematically keep all books, papers, records and documents belonging to the Club or in anyway pertaining to the business thereof. He shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws.
- D. Treasurer. The principal duties of the Treasurer shall be to keep and account for all monies, credits and property of any and every nature of the Club which shall come into his hands and keep an accurate account of all monies received and disbursed, and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand and generally of all matters pertaining to his office shall be required by the Board of Directors. Unless otherwise provided by the by-laws or the Board of Directors, he shall sign all checks, drafts and vouchers by or through which the monies of the Club as disbursed. He shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws.

- E. Additional Officers. The Board of Directors shall have the power to elect or appoint assistants to the general officers of the corporation and such other officers, agents and servants as it may from time to time deem necessary who shall perform such duties as may from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws.

Section 3: Delegation of Duties. In case of the absence or inability to act of any Officer of the Club, the Board of Directors or the President during the interim between meetings of, the Board may delegate for the time being the duties of such Officers to any other Officer or to any Director.

Section 4: Removals and Vacancies. Any Officer, agent or servant elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Club will be served thereby. The board of Directors may provide for carrying on the duties of any suspended Officer or may fill a vacancy in any office resulting from the removal of the incumbent or from any other cause.

ARTICLE VI

STANDING COMMITTEES

These committees shall be appointed by the President and approved by the Board and shall then commence their duties and responsibilities immediately.

Section 1: Term of committee shall be for one (1) year.

Section 2: The names and duties of the Standing Committee shall be:

- A. Finance. Said committee to plan and study proposed budgeting and follow through on said proposed budgeting and submit reports or information when requested by the Board of Directors. Said committees shall perform additional duties as required by the Board.
- B. Marketing. Said committee shall handle all newspaper articles and other publicity and keep permanent listing of all printed matter for the Club.
- C. Hockey Committee. Said committee will follow the hockey rules and ethics.
- D. Figure Skating Committee. Said committee will follow the figure skating rules and ethics.
- E. Ice Scheduling. Said committee shall schedule all ice time.

- F. Maintenance Committee. Said committee shall hold monthly meetings to address all building and equipment needs and maintenance.

Section 3: Special Committees may be recommended by members of the Board and appointed by the President when from time to time deemed necessary to the benefit of the Club. Special Committees term shall be determined by the Board.

Section 4: Each Standing or Special Committee shall be headed by a Chairman who shall be appointed by the President upon recommendation by the Board and the Chairman shall serve as head of his respective committee for the term of such committee. Committee Chairman shall have sole responsibility for the proper function of said committee.

ARTICLE VII

DUES

Annual dues shall be set by the general membership at the Annual Meeting.

ARTICLE VIII

MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year for the Club shall be from the first day of June until the last day of the month of May of each year.

Section 2: Waiver of Notice. Whenever any notice whatever is required to be given under the laws of Wisconsin or under the provisions of the by-laws of this Club, a waiver thereof signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. Such waivers by a Director or member in respect to any matter of which notice is required shall contain the same information as would have been required to be included in such notice under applicable Wisconsin law or by-laws, except that time and place of meeting need not be stated.

ARTICLE IX

AMENDMENTS

The by-laws or restated by-laws may be amended, altered, repealed, and new by-laws may be adopted at any regular or special meeting of the membership.

ARTICLE X

INDEMNIFICATION

The Club shall indemnify any Director, Officer or Committee Member or former Director, Officer or Committee Member of the Club, or any person who may have served at its request as a Director, Officer or Committee Member against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been or because of any act as such Director, Officer or Committee Member within the course of his duties. The Club may also reimburse to any Director, Officer, or Committee Member the reasonable costs of settlement of any such action, suit or proceeding or any claim which might be the basis of such action, suit or proceeding, if it shall be found by the 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 interest of the Club that such settlement be made and that such Director, Officer or Committee Member was not guilty of negligence or misconduct.

ARTICLE XI

TITLE

These by-laws shall be identified as Restated By-Laws of The Blue Line Hockey Club, Inc. and shall supersede and take the place of the existing by-laws of the Club and all amendments thereto existing prior to the 26th day of April 2007.