



**SIXTH RESTATED BY-LAWS OF  
FOX VALLEY YOUTH HOCKEY ASSOCIATION [FVYHA]  
A CORPORATION NOT FOR PROFIT**

**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 the making of 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:

Tri-County Ice Arena  
700 East Shady Lane  
Neenah, WI 54956

**ARTICLE III  
MEMBERS**

**Section 1 – Eligibility.** Each parent or guardian of a registered participant, and each coach or other person who applies for membership and is accepted by the Board of Directors shall be members of the corporation.

**Section 2 – Qualifications.** Resolutions or rules and regulations adopted by the Board of Directors may set forth:

- A. The amount and manner of imposing and collecting any dues or other fees, assessments, fines and penalties;
- B. The manner of suspension or termination of membership or reinstatement of membership; or,
- C. The rights, liabilities and other incidents of membership.

## **ARTICLE IV**

### **Membership MEETINGS**

**Section 1 – Annual Meeting.** An annual meeting of the membership shall be held in February following the close of that year’s election period. The Board of Directors shall determine the time and place of the meeting and may change the date in accordance with the Notice requirements set forth below. The meeting will be for the purpose of announcing election results, and for the transaction of such other business as may come before the meeting.

**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.** Notice of meetings shall be electronically posted to the FVYHA website, emailed to the membership, and physically posted at the rink not less than 10 days or more than 30 days before the date set for any meeting of the membership.

Such notice shall state the place, day and hour of the meeting. Notice for an annual meeting shall state that the meeting is being called for the announcing of election results and for the transaction of such other business as may properly come before the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called.

**Section 4 – Quorum.** At least seven (7%) percent of the active members must be present physically, or by proxy, at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting.

**Section 5 – Voting/Election/Review Committee.** At all meetings, except for the election of officers and directors, the membership shall vote by a showing of hands. Ballots shall be used for all elections (see below) and when otherwise requested by a simple majority of members present. The act of a majority of the voting members shall be deemed the act of the membership, provided that a quorum is present, except in the case of elections of officers and directors. No election shall be declared invalid for lack of quorum if the voting procedures outlined above have been substantially followed in good faith.

It is the right of the membership to elect the officers and directors of the association. All elections of officers and directors shall be conducted as follows:

- A. The Board of Directors shall appoint an Election Review Committee (the “Committee”) to administrate the election process.
- B. Every year the Committee shall establish a period of two (2) weeks (the “voting period”) between January 20<sup>th</sup> and February 15<sup>th</sup> during which members may vote.
- C. The Committee shall collect biographies of candidates and format them, in its sole discretion, for distribution to members prior to the voting period.
- D. Each registered member shall be entitled to one (1) vote.

- E. Voting shall be by secret ballot.
- F. The committee shall appoint a professional non-member (the “vote tabulator”) of the corporation to verify membership and tabulate votes. The vote tabulator shall have sole possession of the key to the locked ballot box during the voting period. At the end of each voting period, the voting tabulator shall verify membership, determine the validity of each ballot submitted and count the validly submitted ballots. Ballots not properly completed may not be counted. All decisions and acts taken by the voting tabulator in good faith shall be binding on all parties. The voting tabulator shall announce the results of the election to the Election Committee Chairperson, who announces the results at the annual meeting.

The Committee shall refrain from displaying or showing any bias either for or against any candidate. The committee shall recognize as a candidate for office any member who has given the Committee written notice of his or her intent to run for office prior to January 15<sup>th</sup> of the year in which the election will occur. Any member may be elected to any Board position.

Write-In candidates are permitted only when there is no name on the ballot for a specific board position.

## **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.** The number of Directors shall not exceed 13 and may consist of the President, Vice President, Secretary, Treasurer, Registrar, Mite Director, Squirt Director, Pee Wee Director, Bantam Director, Introductory Program [IP] Director, ACE Director, Fundraising Director, and Past President; *the Fundraising Director and Past President are both non-voting members.* All directors, except for the Introductory Program [IP], Fundraising, and ACE Directors, shall be elected by the members. Mite Director, Squirt Director, Pee Wee Director, and Bantam Director, shall be elected by only those members whose children skate at the level for which that director shall have responsibility for the next season. The ACE, Fundraising and Initiation Program [IP] Directors shall be appointed by the Board from a list of qualified candidates. These positions must be filled by individuals who are members of the club.

**Section 3 – Regular Meetings.** The Board of Directors shall hold their annual meeting immediately after, and at the same place as the annual meeting of members. The Board may provide for additional regular meetings to be held with not less than one week advance notice.

**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 meetings.

**Section 5 – Notice.** Directors shall be notified of any special meeting by advance notice in writing which shall be sent by mail, email, or personally delivered at least forty-eight hours (48) before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest. If written notice of a special meeting is not given at least ten (10) days in advance, the Secretary or Directors who have called the meeting shall also attempt to notify each Director of the meeting by telephone or personal contact.

**Section 6 – Quorum.** A majority of the Directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting without further notice.

**Section 7 – Vacancies.** Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Directors. 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.

**Section 9 – Removal.** The Board of Directors may remove any Director at any time if, in its judgment, the best interests of the Corporation would be served thereby. Officers elected by the membership may not be removed except by the unanimous vote of the Board of Directors excluding the officer being voted on.

**Section 10 – Voting.** The act of a majority of the Board of Directors shall be deemed the 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 with the exception of the Officers, the ACE Director and the Registrar shall hold office for a term of one (1) year. The term of the Registrar shall be two (2) years to be elected in odd numbered years. The term of the ACE Director shall be two (2) years to be appointed in even numbered years. Except in the case of filling a vacancy, the term of office for newly elected Directors shall begin on April 1 in the year of election. Except in cases of removal or resignation, each Director shall hold office until his or her successor is elected and qualified.

**Section 12 – Job Description.** The Board of Directors may from time to time establish duties and responsibilities for each of the directors, including officers, by adopting written job descriptions. In the case of officers, the duties and responsibilities contained in the job descriptions shall be in addition to the duties and responsibilities provided for in Article VI below.

## **ARTICLE VI OFFICERS**

**Section 1 – Officers.** The officers of the Corporation shall be as follows:

President  
Vice President  
Secretary  
Treasurer

**Section 2 – Term.** Officers shall be elected by the membership for the term of two years or until their successors are elected. The President and the Treasurer shall be elected at the annual meeting in even numbered years. The Vice President and the Secretary shall be elected at the annual meeting of the membership in odd numbered years. 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. All terms shall begin on April 1 in the year of election.

**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 of 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.

**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 Presidents inability or refusal to act.

**Section 5 – Secretary.** The Secretary shall:

- A. Keep the minutes and records of the Corporation, and post the minutes on the FVYHA website in a timely manner.
- B. See that all notices are given in accordance with these by-laws or as provided by law,
- C. 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. The Treasurer will report at each regular meeting and upon the request of the President, the financial condition of the Corporation, and provide documentation in support of their report. Perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Directors. Not later than the July meeting of the Board of Directors the Treasurer shall submit for approval the budget for the upcoming fiscal year.

## **ARTICLE VII COMMITTEES/MANAGERS/COORDINATORS**

The Board of Directors may, by resolution of a majority of the Board, establish and disband committees and appoint committee chairpersons managers and coordinators to accomplish the objectives of the Corporation and perform other designated tasks. All committees, managers, and coordinators shall function in accordance with the rules and procedures established by the Board of Directors.

## **ARTICLE VIII AMENDMENTS**

These by-laws 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.** The fiscal year shall begin April 1<sup>st</sup> and end on the last day of March.

**Section 2 – Budget.** *Intentionally Left Blank.*

**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 monies of the Corporation shall be deposited in its name by the Treasurer and/or the President.

**Section 4 – Audit.** The accounts of the Treasurer shall be reviewed annually at the close of the fiscal year by a committee appointed by the Board of Directors. Said accounts shall be audited every second year by a certified public accountant, selected by the Board of Directors, but unaffiliated with the Treasurer or said Board.

**Section 5 – Reports.** Reports by the Treasurer on the financial condition of the Corporation shall be presented to the Board of Directors at its meetings and a financial report shall be made at the annual meeting.

**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 purposes 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, which itself has similar purposes and has established an appropriate tax-exempt status under Section 501(c)(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 remuneration other than reimbursement of approved expenses shall be paid to any members, directors, or officers of the Corporation. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**ARTICLE XIII  
ROBERTS 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 by-laws.

**ARTICLE XIV  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify (to the extent of the limits of an insurance policy procured by the Board to cover such circumstances) any director or officer, or former director or officer of the Corporation, against reasonable expenses, including attorneys 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 an officer or director of the Corporation or because of any act as such director or officer, within the course of his or her duties or employment, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of his or her duties. The Corporation shall also (to the extent of the limits of an insurance policy procured by the Board to cover such circumstances) reimburse any director or officer for the reasonable costs of settlement of any such action, 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 is in the best interest of the Corporation that such settlement be made and that such director or officer had not committed 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 may be entitled under any statute, agreement, vote of shareholders, or otherwise.

The Corporation shall similarly indemnify (to the extent of the limits of an insurance policy procured by the Board to cover such circumstances) all other agents and representatives of the Corporation, including coaches who in good faith are acting within their authority and have not committed misconduct in the performance of their duties. The Corporation shall also reimburse (to the extent of the limits of an insurance policy procured by the Board to cover such circumstances) any coach for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of directors (whether or not a quorum) that it is in the best interest of the Corporation that such settlement be made and that such coach was not guilty of misconduct.

**ARTICLE XV  
ABOLITION OF ALL PRIOR BY-LAWS, RULES, AND REGULATIONS;  
EFFECTIVE DATE**

All by-laws, rules, and regulations enacted or adopted by the Corporation prior to the effective date hereof are hereby abolished and repealed. These Sixth RESTATED BYLAWS of the Corporation shall be effective immediately upon their adoption by the members at a meeting of said members called for that purpose. The effective date is September 25, 2014.