

Park County Youth Hockey Association Bylaws

Revised: _____

PARK COUNTY YOUTH HOCKEY ASSOCIATION BYLAWS

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ARTICLE I – NONPROFIT CORPORATION

1.01 Statutory Authority

This organization is organized as a nonprofit corporation as provided for under Wyoming Statutes 17-19-101 et seq.

1.02 Perpetual Duration

This corporation shall have perpetual duration and succession in its corporate name and have the same [powers as an individual to do all things necessary or convenient to carry out its affairs including, without limitation, those powers provided for in Wyoming Statute 17-19-302

1.03 Principle Office

The principle office and registered agent's office of the Park County Youth Hockey Association shall be located generally in Park County, Wyoming. It shall be specifically located as the Board of Directors may designate from time to time. Any change in the office of the registered agent shall not be effective unless approved by the office of the Wyoming Secretary of State.

ARTICLE II – NAME

2.01 Name

The name of the organization shall be the "Park County Youth Hockey Association." And is herein after referred to as "PCYHA" or "the corporation."

ARTICLE III – PURPOSE

3.01 Purposes

The purposes of the corporation shall be:

- A. To instruct participating youth in the fundamental skills of ice hockey; and
- B. To instill the necessary attitudes for team spirit and sportsmanship through success and cooperative effort; and
- C. To foster safety, fairness and fun.

ARTICLE IV – MEMBERSHIP

4.01 Eligibility

Membership shall consist of:

- A. Registered youth hockey players, parents or guardians of registered youth hockey players, referees, and Directors and officers of the PCYHA; and
- B. Those interested in furthering local amateur hockey and have paid the current year's sponsor fee.

4.02 Liability

Member's liability for dues, assessments and fees.

- A. A member may become liable to the corporation for dues, assessments or fees as a condition for remaining a member.
- B. Appropriate dues, assessments or fees shall be set annually by a resolution of the Board of Directors.
- C. No member of the corporation may be expelled or suspended, and no membership or memberships may be terminated or suspended except pursuant to the following procedure carried out in good faith:
 - a) Not less than fifteen (15) days prior written notice of the expulsion, suspension or termination and the reasons therefore; and
 - b) An opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person or persons authorized to decide that the the proposed expulsion, termination or suspension not take place; or
 - c) It is fair and reasonable taking into consideration all of the relevant facts and circumstances.

- D. Any written notice given by mail shall be given by first class, return receipt requested, sent to the last address of the member shown on the corporation's records.
- E. Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, shall be commenced within one (1) year after the effective date of the expulsion, suspension or termination.
- F. A member who has been expelled or suspended may be liable to the corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

ARTICLE V – MEMBERSHIP VOTING

5.01 Delegates

Each family unit in which one or more registered youth hockey player(s) belong shall be entitled to one vote at any regular or special meeting of the membership.

5.02 Other Members

Directors, officers, coaches and other members as described in article IV shall also be entitled to vote at any regular or special meeting of the membership

5.03 Dual Voting Prohibited

Any one individual may vote as described in the preceding sections only once. An individual may vote either as a parent, coach or officer at membership meetings, but may not vote⁴ in each capacity.

ARTICLE VI – MEMBERSHIP MEETINGS

6.01 Annual Meeting Membership

- A. An annual Membership meeting shall be held April of each year. At the annual meeting:
 - a) The President and Chief financial officer shall report on the activities and financial condition of the Corporation; and

- b) The members shall consider and act upon such other matters as may be raised consistent with the notice requirements of these By-Laws.
 - c) Additional regular meetings of the membership may be established from time to time by the Board of Directors.
- B. Annual and regular membership meetings of the membership may be held at the business offices of the corporation or any other location selected by the Board or Directors.
- C. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these By-Laws does not affect the validity of any corporate action.

6.02 Special Meeting

Special meetings of the membership may be called under the following circumstances:

- A. Upon the call of its Board of Directors; or
- B. If the holders of at least five percent (5%) of the voting power of the corporate sign, date, and deliver to any corporate officer one (1) or more written demands for the meeting describing the purpose or purposes for which is to be held
- C. The close of business on the 30th day before delivery of the demand or demands for a special meeting to any corporate officer is the record date for the purpose of determining whether five percent (5%) requirement of subsection (B) of this section has been met.
- D. If a notice for a special meeting demanded under paragraph (B) of this section is not given pursuant to section 6.03 of these By-Laws within thirty (30) days after the date the written demand or demands are delivered to a corporate officer, then a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to section 6.03 of these By-Laws.
- E. Special meetings of members may be held in the place stated in or fixed in the notice. If no place is stated or fixed in the notice, then special meetings shall be held at the corporation's principle office.
- F. Only those matters that are within the purpose or purposes described in the meeting notice shall be conducted at a special meeting of the members.

6.03 Action by Written Consent

- A. Action required or permitted by this act to be taken at a members' meeting may be taken without a meeting if notice of the proposed action is given to all voting members and the action is approved by ninety percent (90%) of the members entitled to vote on the action. The action shall be evidenced by one (1) or more written consents describing the action approved, signed either manually or in facsimile, by the requisite number of members entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.
- B. The record date for determining members entitled to take action without a meeting is the date the first member signs the consent under subsection (a) of this section.
- C. A consent signed under this section has the effect of a meeting vote and may be described as such in any document filed with the Secretary of State.

6.04 Notice of Membership Meeting

- A. The corporation shall notify its members of the place, date and time of each annual, regular and special meeting of members no fewer than ten (10) nor more than sixty (60) days before the meeting date; and
- B. Notice of an annual or regular meeting shall include a description of any matter or matters that shall be presented for approved by the members; and
- C. Notice of a special meeting includes a description of any matter or matters for which the meeting is called.
- D. If an annual, regular, or special meeting of the members is adjourned to a different date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned is or shall be fixed however, notice of the adjourned meeting shall be given under this section to the members of record as of the new record date.
- E. When giving notice of an annual, regular, or special meeting of members, a corporation shall give notice of a matter a member intends to raise at the meeting if:
 - a) Requested in writing to do so by a person entitled to call a meeting; and

- b) The request is received by the Secretary or President of the corporation at least ten (10) days before the corporation gives notice of the meeting.

6.05 Waiver of Notice

- A. A member may waive⁴ any notice required before or after the date and time stated in the notice. The waiver shall be in writing, be signed manually or in facsimile by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.
- B. A member's attendance at a meeting:
 - a) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
 - b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

6.06 Record Date; Determining Members Entitled to Notice and Vote

- A. Unless the Board of Directors fixes a later future date, the record date of membership includes voting or to exercise any rights in respect of any other lawful action, shall be the close of business on the business day preceding the day on which the notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held.
- B. All members of record as of the record date are entitled to notice of the meeting.

6.07 Action by Written Ballot

- A. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter.
- B. A written ballot shall:
 - a) Set forth each proposed action; and
 - b) Provide an opportunity to vote for or against each proposed action.
- C. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by the ballot equals or exceeds the quorum required to be

present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes casts was the same as the number of votes cast by the ballot

- D. All solicitations for votes by written ballot shall:
 - a) Indicate the number of responses needed to meet the quorum requirements; and
 - b) State the percentage of approvals necessary to approve each matter other than election of Directors; and
 - c) Specify the time by which a ballot shall be received by the corporation in order to be counted.
- E. A written ballot may not be revoked.

6.08 Members' List for Meeting

- A. After fixing a record date for a notice of a meeting, the corporation shall prepare an alphabetical list of the names of all list members who are entitled to notice of the meeting. The list shall show the address and number of votes each member is entitled to vote at the meeting. The corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. The list shall be prepared on the same basis and not be part of the list of members.
- B. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent or attorney is entitled on written demand to inspect and, subject to the limitations of Section 14.02 (C) and 14.03 of these By-Laws, to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection.
- C. The corporation shall make the list of members available at the meeting, and any member, a member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

- D. Unless a written demand to inspect and copy a membership list has been made under subsection (B) of this section prior to the membership meeting, and a corporation improperly refuses to comply with a demand, refusal or failure to comply with this section does not affect the validity of action taken at the meeting.

6.09 Quorum Requirements

- A. Ten percent (10%) of the votes entitled to be cast on a matter shall be represented at a meeting of members to constitute a quorum on that matter.
- B. Unless one third (1/3) or more of the voting power is present in person or by proxy, the only matters that can be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

6.10 Voting Requirements

- A. An affirmative vote of the votes represented and voting (which affirmative votes also constitute a majority of the required quorum) in act of the members.
- B. Any amendment of subsection A to increase the vote required for any member action shall be approved by at least twenty percent (20%) of the members.

6.11 Proxies

- A. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact.
- B. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment may be made for a maximum of eleven (11) months unless a different period is expressly provided in the appointment form; provided however that no proxy shall succeed another without at least eleven (11) months of the expiration of the prior proxy.
- C. An appointment of a proxy is revocable by the member if:
 - a) The member attends any meeting and votes in person; or
 - b) Signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
- D. The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death

or incapacity is received by the Secretary or other officer or agent authorized to tabulate proxy votes before the proxy exercises authority under the appointment.

- E. Absent an express limitation on the proxy's authority appearing on the face of the appointment form, a corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.
- F. Cumulatively voting shall not be permitted.

6.12 Corporation's Acceptance of Votes

- A. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the corporation if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.
- B. If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the record name of a member, the corporation, if acting in good faith is nevertheless entitled to except the vote, consent, waiver, or proxy appointment and give it effect as the act of the member if:
 - a) The member is an entity and the name signed purports to be that of an officer or agent of the entity;
 - b) The name signed purports to be that of an attorney-in-fact of the member and if the corporation requests, evidence acceptable to the corporation of the signatory's authority to sign for the member has been presented with respect to the vote, consent, waiver, or proxy appointment; or
 - c) Two (2) or more persons hold the membership as co-tenants (such as husband and wife) or fiduciaries and the name signed purports to be a name of at least one (1) of the co-holders and the person signing appears to be acting on behalf of all the co-holders.

ARTICLE VII – BOARD OF DIRECTORS

7.01 Board of Directors Generally

- A. The governing body of the corporation shall be known as the "Board of Directors." The Board of Directors shall be vested with the management of

- the affairs of the corporation, subject to the laws of the State of Wyoming, the Articles of Incorporation of the corporation and these By-Laws.
- B. The Board of Directors shall consist of five (5) voting Directors elected by the membership at the annual meeting.
 - C. The Board of Directors shall also have the following non-elected, non-voting members:
 - a) Immediate past President.
 - b) Any other officer appointed by the Board of Directors.
 - D. The Board of Directors may appoint one or more ex-officers and/or Honorary Directors who may attend Board of Director meetings, but who shall not have the right to notice or to vote at such meetings. Each such shall serve for the term specified in his or her appointment resolution, but if none is specified, the term shall be for one year.
 - E. The Board of Directors may appoint members-at-large to fulfill duties not specified by these By-Laws. The Board may make these appointees voting Board Members or simple committee chairs who serve as advisors to the Board. All members-at-large shall report as directed by the Board.
 - F. Unless otherwise specified in these By-Laws, all reference to Directors or Board of Directors shall refer to voting Directors and not ex-officio or Honorary Directors.
 - G. The duties and responsibilities of the Board of Directors, above and beyond any duties which may be assigned to them as an elected officer, shall be:
 - a) To manage the business affairs of the corporation in such a manner as the Board deems to be in the best interest of the corporation.
 - b) To set the policies of the corporation and establish procedures to implement those policies.
 - c) To approve expenditures and authorize the payment therefore.
 - d) To designate a bank or banks in which all corporation funds and assets shall be deposited to safekeeping.
 - e) To commit to attend monthly meetings and to become actively involved with at least one standing or special committee formed within the corporation during the full term of the Director.

7.02 Term of Office

- A. Directors shall hold office for a term of two years or until their successors are elected and qualify or until there is a decrease in the number of Directors required.
- B. Directors may be elected for successive terms.
- C. Directors shall be staggered so that no more than a mere majority of terms expire during the same year.
- D. A decrease in the number of Directors or term of office will not shorten an incumbent Directors term.
- E. Directors need not be residents of the State of Wyoming.
- F. The term of a Director filling a vacancy in the office of a Director elected by members expires at the next election of Directors by members.

7.03 Election of Board Members

- A. Election of Board of Directors shall take place at the annual meeting of the membership in April. Members eligible to vote pursuant to Article V of these By-Laws may nominate.
- B. Directors may be elected for successive terms.

7.04 Resignation of Directors

- A. A director (voting and non-voting) may resign at any time by delivering written notice, signed either manually or in facsimile, to the Board of Directors, its presiding officer or to the President or Secretary.
- B. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. The Board of Directors may remove any Director at any time with or without cause.

7.05 Removal of Elected Directors

- A. The Board of Directors may remove a Director at any time with or without cause when at least two-thirds (2/3) OF THE CURRENT Board members (including the effected Director) resolve to do so in the best interest of the corporation.

- B. Members may remove one (1) or more Directors elected by them without cause at a special meeting of the membership called for that purpose, by an affirmative vote of two-thirds (2/3) of those present, either in person or by proxy.
- C. A Director appointed by the Board to fill a vacancy of a Director elected by the members may be removed without cause by the members, but not the Board.
- D. The election or appointment of a Director does not itself create contract rights. If any contract rights are independently created, a Director's resignation or removal does not affect the Director's contract rights, if any, with the corporation.

7.06 Removal of Appointed Directors

- A. An appointed Director may be removed without cause by the person or Board appointing the Director.
- B. The person or Board removing the Director shall do so by giving written notice of the removal to the Director and either the presiding officer of the Board or the corporation's President or Secretary; and
- C. A removal is effective when the notice is effective unless the notice specifies a future effective date.

7.07 Vacancy on Board of Directors

- A. Except as provided in subsection (b) and (c) of this section, if a vacancy occurs in on the Board of Directors, including a vacancy resulting from an increase in the number of Directors:
 - a) The Board of Directors may fill the vacancy; or
 - b) If the Directors remaining in office constitute fewer than a quorum of the Board they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.
- B. If a vacant office was held by an appointed Director, only the person who appointed the Director, or that person's successor, may fill the vacancy.
- C. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new Director cannot take office until the vacancy occurs.

7.08 Compensation of Directors

- A. Unless the membership shall resolve otherwise, the Board of Directors shall volunteer their services without compensation.
- B. The Board of Directors may resolve to reimburse Directors for out-of-pocket expenses only.
- C. The corporation may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if:
 - a) The Director furnishes the corporation a written undertaking, executed personally or on the Director's behalf, to repay the advance if the Director is not wholly successful; and
 - b) A determination is made that the facts then known to those making the determination would not preclude indemnification under this subarticle;
 - c) The undertaking required by paragraphs of this section shall be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

7.09 Loans to or Guaranties for Directors

- A. The corporation shall not lend money to nor guarantee the obligation of a Director of the corporation except as provided in Section 7.08.
- B. The fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

7.10 Regular Meetings

- A. The regular annual meeting of the Board of Directors shall be held without notice, on the first Monday in April, immediately after the annual membership meeting.
- B. The Board of Directors may resolve to hold additional regular meetings without further notice other than the resolution itself.

7.11 Special Meetings

- A. A special meeting of the Board of Directors may be called by or at the request of the President or any two Directors.

- B. The person or persons authorized to call the special meeting may fix a reasonable time and place for such meeting.
- C. Notice of any special meeting shall be given in writing to each member of the Board at least two (2) days prior to the meeting by personal delivery, electronic mail or facsimile. Such notice need not state the purpose of such special meeting:
 - a) If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service, postage, prepaid, and addressed to the Director at the address he or she has most recently provided to the corporation Secretary;
 - b) If electronic mail or facsimile shall be deemed to be delivered once confirmation is received by the sender that the transmission has been received.

7.12 Quorum at All Meetings

- A. A majority of Directors entitled to vote, as established by Article VI of these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. However, if less than is quorum is present after proper notice has been given to all Directors, then those Directors present may adjourn the meeting, and reconvene when a quorum is present, all without further notice of the continued meeting.
- B. Any or all Directors entitled to participate in a regular or special meeting, may participate by use any means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting.

7.13 Action Without Meeting

- A. Action required or permitted by these By-Laws to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidence by one (1) or more written consent describing the actions taken, signed by each director, and included in the minutes filed with the corporate records reflecting the actions taken.
- B. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

- C. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

7.14 Presumption of Assent

- A. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered in the minutes of the meeting or else he or she shall file written dissent with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent in writing immediately after the adjournment of the meeting by any means of communication described in Section 7.10 (C) above.
- B. Such right to dissent shall not apply to a Director who voted with the majority in such vote.

7.15 Committees of the Board; Other Informal Committees

- A. The Board of Directors may create one (1) or more committees of the Board and shall only appoint members of the Board to serve on them. Each committee shall have two (2) or more Directors, who serve at the pleasure of the Board.
- B. The creation of a committee and appointment of the members to it shall be approved by a majority of all the Directors in office when the action is taken.
- C. Provisions of these By-Laws which govern the Board with regard to meeting, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to committees of the Board and their members as well.
- D. A committee of the Board shall not, however:
 - a) Authorize distributions; or
 - b) Approve or recommend to members dissolution, merger, consolidation or the sale, pledge or transfer of all or substantially all of the corporation's assets;
 - c) Elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; or
 - d) Adopt, amend or repeal the articles or By-Laws.

- E. Nothing in this section prohibits a Board from appointing informal or advisory committees comprised of persons who may or may not be members of the Board to undertake tasks assigned to them by the Board.

7.16 Directors' Standards and Liabilities

- A. A Director shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.
- B. Members of the Board of Directors are not individually liable for any actions, inactions or omissions by the corporation. This subsection does not affect individual liability for intentional torts or illegal acts. This subsection also does not prevent removal of a Board member by court order.

7.17 Director Conflict of Interest

- A. A conflict of interest transaction is a transaction with the corporation in which a Director of the corporation has a direct or indirect interest.
- B. A conflict of interest transaction is not voidable if the transaction was fair at the time it was entered into or is approved as provided in subsection (B) of this section.
- C. A transaction in which a Director the corporation has a conflict of interest may be approved if:
 - a) The material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or committee of the Board authorized, approved or ratified the transaction; or
 - b) The material facts of the transaction and the Director's interest were disclosed or known to the members and they authorized, approved or ratified the transaction.
- D. For purposes of this section, a Director of the corporation has an indirect interest in a transaction if:
 - a) Another entity in which the Director has a material interest or in which the Director is general partner is a party to the transaction; or

- b) Another entity of which the Director is a Director, officer or trustee is a party to the transaction.
- E. A conflict of interest transaction is authorized, approved or ratified, if it receives the affirmative vote of a majority of the Directors on the Board or on the committee, who have no direct or indirect interest in the transaction, but a transaction shall not be authorized, approved or ratified under this section by a single Director.
 - a) If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section.
 - b) The presence of, or a vote cast by, a Director with a direct or indirect in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved by a quorum majority without regard to the interested Director's presence or vote.
- F. A conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection.
 - a) Votes cast by or voted under the control of a Director who has a direct or indirect interest in the transaction shall not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under this section.
 - b) The vote of these members, however, is counted in determining whether the transaction is approved under other sections of these By-Laws. A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

ARTICLE VII – OFFICERS

8.01 Number

- A. The officers of the corporation shall be the President, First Vice President, Secretary, Treasurer, Registrar and Scheduler. The Board of Directors may, from

time to time authorize additional Vice President or other officers to be either elected or appointed. Any two or more offices may be held by the same person, except that the same person may not serve simultaneously as President and Secretary.

8.02 Election and Term

- A. **President.** The President shall be the principal executive officer of the corporation and shall:
- a) Preside at all meetings of the membership; and
 - b) Subject to the Board of Directors, the President shall supervise and control all of the business affairs of the corporation; and
 - c) Sign, with the Secretary any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed; and
 - d) Appoint individuals to serve in various capacities, whether as committee chairs or otherwise. These appointments may include, but are not limited to, Coach Coordinator, Equipment Manager, Tournament Coordinator, Parent Liaison and Team Representative; and
 - e) Perform all duties incident to the office of President and shall have other duties as may, from time to time, be assigned to him by the Board of Directors; and
 - f) Serve on the Board of Directors as an honorary, non-voting member, for a term of one year, immediately following his or her term as President.
- B. **First Vice President.** In the absence of the President, the Vice President shall:
- a) Perform the duties of the President, and when so acting, shall have all powers and be subject to all the same restrictions as the President; and
 - b) Act as an aide to the President and attend all meetings of the membership; and
- C. **Secretary.** The Secretary shall:
- a) Keep the minutes of the membership meetings and the Board of Directors' meetings in one or more books provided for that purpose; and
 - b) When called upon, authenticating records of the corporation; and
 - c) See that all notices are duly given in accordance with the minutes of these By-Laws or as required by law; and

- d) Be custodian of the corporate records and the seal of the corporation and see to it that the seal of the corporation is affixed to all documents executed on behalf of the corporation; and
 - e) Keep a register and U.S. Postal Service mailing address of each member which shall be furnished to the Secretary by the member; and
 - f) Generally perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- D. Treasurer.** The Treasurer shall have custody of all of the funds of the corporation and shall keep an accurate record of receipts and expenditures. He or she shall:
- a) Promptly upon taking office, update signature authorizations for the corporations banking records; and
 - b) Payout funds only as directed by the Board of Directors. These expenditures shall be co-signed by the President or other such officer as appointed by the Board; and
 - c) Present at each annual meeting of the membership, a full and complete report of the corporation's financial condition; and
 - d) Prepare and present a proposed annual budget for the corporation for the Board of Director's review and approval at its annual meeting.
- E. Registrar.** The Registrar shall organize and oversee the registration process for the corporation and report to the Board or Directors. The Registrar shall:
- a) Abide by the registration criteria as set forth by the Wyoming Amateur Hockey League; and
 - b) Prepare and distribute registration packets; and
 - c) Ensure that all registrations submitted are complete, including required information, forms and waivers by parents and guardians; and
 - d) Update and keep current the membership database by recording changes noted on the registration information to the Secretary.
- F. Scheduler.** The Scheduler shall be responsible for obtaining and scheduling all ice time. He or she shall:
- a) Oversee the rescheduling of ice time, the exchange of ice time and cancellation of ice time; and
 - b) Work closely with the Wyoming Amateur Hockey League to schedule all sanctioned games with the members of the corporation; and

- c) During games, the scheduler, or an appointed representative, shall fill out the official score sheets, arrange for a person to run the clock, score attend the penalty boxes and announce the game.

8.04 Vacancies

- A. A vacancy is any office because of resignation, disqualification or otherwise, shall be filled by appointment of the Board of Directors for the unexpired portion of the term.

8.05 Resignation of Officers

- A. An officer may resign at any time by delivering written notice, signed either manually or in facsimile, to the Board of Directors, its presiding officer or to the President or Secretary.
- B. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause.

8.06 Removal of Elected Officers

- A. The Board of Directors may remove a officer at any time with or without cause when at least two-thirds (2/3rds) of the current Board members (including the effected officer) resolve to do so in the best interest of the corporation.
- B. Members may remove one (1) or more officers elected by them without cause at a special meeting of the membership called for that purpose, by any affirmative vote of two-thirds(2/3rds) of those present either in person or by proxy.
- C. The election or appointment of a Director does not itself create contract rights. If any contract rights are independently created, an officer's resignation or removal does not affect the Director's contract rights, if any, with the corporation.

8.07 Vacancy in Office

- A. Except as provided in subsection (b) and (c) of this section, if any vacancy occurs in an office, the Board of Directors may fill the vacancy.
- B. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new officer cannot take office until the vacancy occurs.

8.08 Compensation of Officers

- A. Unless the membership shall resolve otherwise, the officers shall volunteer their services without compensation.
- B. The Board of Directors may resolve to reimburse officers for out-of-pocket expenses only.
- C. The corporation may pay for or reimburse the reasonable expenses incurred by an officer who is a party to a proceeding in advance of final disposition of the proceeding if;
 - a) The Officer furnishes the corporation a written undertaking, executed personally or on the Director's behalf, to repay the advance if the Director is not wholly successful; and
 - b) A determination is made that the facts then known to those making the determination would not preclude indemnification under this sub article;
 - c) The undertaking required by paragraphs of this section shall be an unlimited general obligation of the officer but need not be secured and may be accepted without reference to financial ability to make repayment.

8.09 Loans to or Guaranties for Officers

- A. The corporation shall not lend money nor guarantee the obligation of an officer of the corporation except as provided in Section 8.08.
- B. The fact that a loan or guarantee is made in violation of this section does not affect the borrowers liability on the loan.

8.10 Standards of Conduct for Officers

- A. An officer the corporation with discretionary authority shall discharge his or her duties under that authority:

- a) In good faith; and
 - b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - c) In a manner the officer reasonably believes to be in the best interests of the corporation and its members.
- B. In discharging his or her duties an officer of the corporation is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
- a) One(1) or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or
 - b) Legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
- C. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (B) of this section unwarranted.
- D. An officer is not liable to the corporation, any member or other person for any action taken or not taken as an officer, if the officer acted in compliance with this section.
- E. This subsection does not affect individual liability for intentional torts or illegal acts.
- F. An officer shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

ARTICLE IX – INDEMNIFICATION

9.01 Mandatory Indemnification

- A. The corporation shall indemnify an officer or Director who was wholly successful on the merits or otherwise, in the defense of any proceeding to which the officer or Director was a party because he or she is or was an officer or Director of the

corporation, against reasonable expenses actually incurred by the officer or Director in connection with the proceeding.

9.02 Insurance

- A. A corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee or agent of the corporation, or who, while a Director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability, asserted against or incurred by him in that capacity or arising from his status as a Director, officer, employee or agent, whether or not the corporation would have power to indemnify the person against the same liability under W.S. 17-19-852 or 17-19-856.

9.03 Application

- A. The indemnification and advancement of expenses authorized by Section 10.01 shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled under any By-Law, agreement, vote of members or disinterested Directors or otherwise, both as to continues as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

ARTICLE X – AMENDMENT

10.01 Authority to Amend Article of Incorporation

- A. The corporation may amend its Articles of Incorporation at any time to add or change a provision not required in the articles. Whether a provision is required or permitted in the articles is determined as of the effective date of the amendment to the articles.
- B. The corporation's Board of Directors may adopt one (1) or more amendments to the corporation's articles without member approval:
 - a) To extend the duration of the corporation if it was if it was incorporated at a time when limited duration was required by law;
 - b) To delete the names and addresses of the initial Directors;

- c) To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Secretary of State;
 - d) To change the corporate name by substituting the word “corporation,” “incorporated,” “company,” “limited,” or the abbreviation “corp.,” “inc.,” “co.,” or “Ltd.,” for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name; or
 - e) To make any other change expressly permitted by these By-Laws to be made by Director action.
- C. All other changes to the Articles of Incorporation shall require approval of the membership at either the annual meeting or a special meeting called for that purpose. Such passage shall require a two-thirds (2/3) approval of the votes cast at a meeting properly called and in which a quorum was present.
- D. If the change to the Articles of Incorporation has been properly approved, the corporation Secretary shall deliver to the Secretary of State articles of the amendment setting forth:
- a) The name of the corporation;
 - b) The text of each amendment adopted;
 - c) The date of each amendment’s adoption;
 - d) If approval of members was not required, a statement to that effect and a statement that the amendment was approved by a sufficient vote of the Board of Directors or incorporators;
 - e) If a approval by members was required:
 - i. The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and number of votes of each class indisputably voting on the amendment; and
 - ii. Either the total number of undisputed votes cast for the amendment and a statement that the number cast for the amendment was sufficient for approval.

10.02 Authority to Amend By-Laws

- A. The corporation may amend these By-Laws any time to add or change a provision that is required or permitted.

- B. A By-Law amendment is authorized if it is approved:
 - a) By the Board; and
 - b) By the members by two-thirds (2/3) of the votes cast.
- C. The corporation shall provide notice of any Directors' meeting at which such approval is to be obtained in accordance with these By-Laws. The notice shall also state that the purpose or one (1) of the purposes, of the meeting is to consider an amendment to the By-Laws of the corporation. The notice may either:
 - a) Contain or be accompanied by a copy or summary of the proposed amendment; or
 - b) Contain a statement informing the members where and when they can obtain the full text of the proposed changes.
- D. The Board may condition its submission of the proposed changes, and the members may condition their approval of the By-Law changes upon receipt of a higher percentage of affirmative votes or on any other basis.
- E. If the Board seeks to have By-Law changes approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with these By-Laws. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider dissolving the corporation and contain or be accompanied by a copy or summary of the plan of dissolution.
- F. If a Board initiates an amendment to the By-Laws or Board approval is required by this section to adopt an amendment to the By-Laws, the Board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.

10.03 Notice of Proposed Amendment

- A. If the Board or the members seek to have the amendment approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing in accordance with these By-Laws. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

- B. If the Board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

ARTICLE XI – SALE OF ASSETS

11.01 Sale of Assets in Regular Course of Activities and Mortgage of Assets

- A. The corporation may on the terms and conditions and for the consideration determined by the Board of Directors:
 - a) Sell, lease, exchange or otherwise dispose of all, or substantially all, of its property in the usual and regular course of its activities; or
 - b) Mortgage, pledge, dedicate to the repayment of indebtedness, whether with or without recourse, or otherwise encumber any or all of its property whether or not in the usual and regular course of its activities.
- B. Approval of the members of a transaction described in subsection (A) of this section is not required.

11.02 Sale of Assets Other than in Regular Course of Activities

- A. The corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property, with or without the goodwill, other than in the usual and regular course of its activities on the terms and conditions and for the consideration determined by the Board of Directors if the proposed transaction is authorized by subsection (B) of this section.
- B. The proposed transaction to be authorized shall be approved:
 - a) By the Board; and
 - b) By the members by two-thirds (2/3) of the votes cast.
- C. The Board may condition its submission of the proposed transaction, and the members may condition their approval of the transaction, on receipt of a higher percentage of affirmative votes or on any other basis.
- D. If the corporation seeks to have the transaction approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with these By-Laws. The notice

shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the sale, lease, exchange or other disposition of all, or substantially all, of the property or assets of the corporation and contain or be accompanied by a copy or summary of a description of the transaction.

- E. If the corporation seeks to have the transaction approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of a description of the transaction.
- F. The corporation Secretary shall give written notice to the Secretary of State twenty (20) days before it sells, leases, exchange or otherwise disposes of all, or substantially all, of its property if the transaction is not in the usual and regular course of its activities.
- G. After a sale, lease, exchange or other disposition of property is authorized, the transaction may be abandoned, subject to any contractual rights, without further action by the members or any other person who approved the transaction in accordance with the procedure set forth in the resolution proposing the transaction or, if none is set forth, in the manner determined by the Board of Directors

ARTICLE XII – DISTRIBUTIONS

12.01 Prohibited Distributions

- A. Except as authorized by this article, the corporation shall not make any distributions.

12.02 Authorized Distributions

- A. The corporations may make distributions upon dissolution to a nonprofit corporation with similar goals and objectives.

ARTICLE XII – RECORDS AND REPORTS

13.01 Corporate Records

- A. The corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.
- B. The corporation shall maintain appropriate accounting records.
- C. The corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the name and address of all members, in alphabetical order showing the number of votes each member is entitled to cast.
- D. The corporation shall keep a copy of the following records at its principal office and available for inspection:
 - a) The articles or restated Articles of Incorporation and all amendments to them currently in effect;
 - b) The By-Laws or restated By-Laws and all amendments to them currently in effect;
 - c) Resolutions adopted by its Board of Directors relating to the characteristics, qualifications, right, limitations and obligations of members;
 - d) The minutes of all meetings of members and records of all actions approved within the past three (3) years;
 - e) All written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years;
 - f) A list of names and addresses of the current Directors and officers; and
 - g) The most recent annual report delivered to the Secretary of State.

13.02 Inspection of Records by Members

- A. A member is entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the records of the corporation described in

section 14.01 if the member gives the corporation written notice or a written demand at least five (5) business days before the date on which the member wishes to inspect and copy.

- B. A member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the corporation, any of the following records of the corporation if the member meets the requirements of subsection (C) of this section and gives the corporation written notice at least five (5) business days before the date on which the member wishes to inspect and copy:
 - a) Excerpts from any records required to be maintained under these By-Laws; and
 - b) Accounting records of the corporation; and
 - c) The membership list.
- C. A member may inspect and copy the records identified in subsection (B) of this section only if:
 - a) The member's demand is made required to be maintained under these By-Laws; and
 - b) Accounting records of the corporation; and
 - c) The records are directly connected with this purpose.
- D. Nothing in this section pertaining to access to corporate records shall operate to violate the confidentiality of records, including patient files, personnel matters, disciplinary files, individual member files, client files, medical files or other files which are generally considered by law to be confidential or privileged.
- E. A member's agent or attorney has the same inspection and copying rights as the member, the agent or attorney represents;
- F. The right to copy records includes, if reasonable, the right to receive copies made by the agent or attorney represents.
- G. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.
- H. The corporation shall comply with a member's demand to inspect the record of members by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

13.03 Limitations on Use of Membership List

- A. Without consent of the Board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the forgoing, without the consent of the Board a membership list or any part thereof may not be:
 - a) Used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the corporation.
 - b) Used for any commercial purpose; or
 - c) Sold to or purchased by any person.

13.04 Financial Statements for Members

- A. Upon written demand from a member, the corporation shall furnish that members its latest annual financial statements, including a balance sheet as of the end of the last fiscal year and statement of operations for that year. The financial statements shall be prepared on the basis of generally accepted accounting principles.
- B. If annual financial statements are reported upon by a public accountant, the accountant' report shall accompany them. If not, the statements shall be accompanied by the statement of the President or the person responsible for the corporation's financial accounting records:
 - a) Stating the President's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
 - b) Describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

13.05 Report of Indemnification to Members

- A. If the corporation indemnifies or advances expenses to a Director under these By-Laws in connection with a proceeding by or in the right of the corporation, the corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

13.06 Filing of Annual Corporate Reports with the State of Wyoming

- A. The corporation shall file an annual report setting forth the names and addresses of its officers and Directors, the address of its principal office and any compensation, profit or pecuniary advantage paid directly or indirectly to any officer or Director.
- B. The annual report required in subsection (A) of this section shall be filed with the Secretary of State on or before the first day of the month of registration of every year.

ARTICLE XIV – DISSOLUTION

14.01 Dissolution by Directors and Members

- A. Dissolution is authorized if it is approved:
 - a) By the Board; and
 - b) By the members by two-thirds (2/3) of the votes cast.
- B. The corporation shall provide notice of any Directors' meeting at which such approval is to be obtained in accordance with these By-Laws. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider dissolution of the Corporation and contain or be accompanied by a copy or summary of the plan of dissolution.
- C. The Board may condition its submission of the proposed dissolution, and the members may condition their approval of the dissolution on receipt of a higher percentage of affirmative votes or on any other basis.
- D. If the Board seeks to have dissolution approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with these By-Laws. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider dissolving the corporation and contain or be accompanied by a copy or summary of the plan of dissolution.
- E. If the Board seeks to have dissolution approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the plan of dissolution.
- F. The plan of dissolution shall indicate to what nonprofit corporation the assets

owned or held by the corporation will be distributed after all creditors have been paid.

14.02 Notices to the Secretary of State

- A. The corporation shall give the Secretary of State written motive that it intends to dissolve at or before the time it delivered articles of dissolution. The notice shall include a copy or summary of the plan of dissolution.
- B. No assets shall be transferred or conveyed as part of the dissolution process until twenty (20) days after it has given the written notice required by subsection (A) of this section to the Secretary of State.
- C. When all or substantially all of the assets of the corporation have been transferred or conveyed following approval of dissolution, the Board shall deliver to the Wyoming Secretary of State a list showing those, other than creditors, to whom the assets were transferred or conveyed. The list shall indicate the addresses of each entity; other than creditors, who received assets and indicate what assets each received together with Articles of Dissolution as provided for the Wyoming Statutes.

APPROVED AND ADOPTED this ____ of _____, 20____, by the Board of Directors pursuant to Article VII of the corporation as then in effect.

President

ATTEST:

Secretary