

BY-LAWS OF THE WATERTOWN HOCKEY ASSOCIATION, INC.

RESTATED AND AMENDED JUNE 15, 2021

History:

Restate as Amended: Membership Meeting June 15, 2021

[Example of Next Entry]

Amended: Meeting of the Board September 6, 2040

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Article I

Name and Location

Section 1.01 Name. The name of the Watertown Hockey Association, Inc. shall be referred hereinafter as the “Watertown Hockey Association” or “Association”.

Section 1.02 Principal Office. The principal place of business of the Association is located at _____ in Watertown, South Dakota. The Association may also have other offices within the South Dakota as the Board of Directors (“Board”) may from time to time determine or the business of the Association may require.

Section 1.03 Organization. The Watertown Hockey Association is a 501(c)(3) nonprofit organization.

Section 1.04 Affiliation. The Association is an affiliate of South Dakota Amateur Hockey and USA Hockey.

Article II

Purpose

Section 2.01 Purpose. The purpose of the Association is to provide an amateur hockey program under the auspices of USA Hockey and the South Dakota Amateur Hockey Association, or their successors that is dedicated to promoting the sport of hockey in the community, to educate young people regarding the values of team sports, to encourage participation in the sport of ice hockey, and to secure optimum facilities for the playing of the game.

Article III

Membership

Section 3.01 Members. A parent or legal guardian of each registered player, in good standing, participating in youth hockey during the current year provided by the Association will represent the Membership of the Association. There shall be affiliate members. Those affiliate members may include non-parent coaches, employees or other volunteers, or that are relatives and friends of members and their participant children, or are the parents of former youth participants. Affiliate members shall not have the power to vote on general membership issues, but may serve as officers, directors, or members. The membership shall be determined by the registered status with USA Hockey for the current, or most recent past season. Failure to register for the

upcoming season by the time of a required vote shall not remove a person from membership as it relates to any vote conducted.

Section 3.02 Member Removal. Any Member may voluntarily remove itself from the Association or any Member's rights may be terminated by the Board subject to the rules and guidelines provided by USA Hockey.

Section 3.03 Member Fees. All facility usage fees or other contributions are non-refundable and remain the property of the Associations. All facility usage fees or other contributions are established by the Board.

Section 3.04 Member Voting Rights: Members are entitled to one (1) vote for each registered player in good standing. (Example: Father and Mother have two children in good standing, Child A and Child B. Father and Mother, as Members, are entitled to a combined total of two (2) votes at the time of a vote.) In the event a guardian has been appointed for a member by a Court of competent jurisdiction, that guardian shall be the member and shall vote instead of the parent(s).

Article IV

Membership Meetings

Section 4.01 Annual Meeting. The annual meeting of the Members of the Association shall be held at a time and place to be fixed by the Board of Directors ("Board") or may be specified in a notice of meeting. The business to be conducted at the Annual Meeting shall include:

- a. The receiving of the annual reports from the Officers and/or Committees established by the Board.
- b. To fill vacant Director positions
- c. Annual publication of the By-Laws of the Association
- d. Action on any Amendment to the By-Laws of the Association

- e. Any other business appropriate for action by the members

Section 4.02 Special Meeting. Special meetings of the Association may be held at any time upon the call of the President, as determined by the majority of the Board, or of at least thirty-three percent (33%) of the Members of the Association, in each case at such time and place as is specified in the notice then provided. Such notice shall provide notice of the purpose of the Meeting.

- a. Twenty-five percent (25%) of the membership of the Association present in person or through proxy shall constitute a quorum at the special meeting.

Section 4.03 Notice of Meetings. Notice of the place, date, and hour of any meeting shall be provided to each Member not less than fourteen (14) days nor more than ninety (90) days before the date of such meeting. Notice of any meeting other than the annual meeting must indicate the person or persons calling the meeting and the purpose for which the meeting is called.

Section 4.04 Member Voting. Except as otherwise provided by statute or these By-Laws, the vote of the majority of the Members present at the time of a vote, if quorum is present, will be the act of the Members. Every Member entitled to vote at a meeting of the Members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member or the Member's authorized agent.

Article V

Officers

Section 5.01 Officers. The Association's Officers shall consist of four (4) individuals, consisting of the President, Vice President, Secretary, and Treasurer.

- a. The term of the officers shall be two (2) years and may be elected to serve additional terms.
- b. Officers of the Association will be elected by membership at the Annual Meeting.

c. The President and Vice-President elected in 2021 shall have first terms that expire April 30, 2023. The Secretary and Treasurer shall have first terms that expire April 30, 2022.

Section 5.01-1 Past President. Following service as President, for the two-years immediately following service, the former President may serve as Past-President for those two (2) years. Should the former President not wish to serve as Past-President, the office shall not be filled.

Section 5.01-2 Representatives to SDAHA or USAHOCKEY. Upon the call of SDAHA or USA HOCKEY, the association may be requested or required to provide membership on committees or boards, such as the SDAHA State Board of Directors. The filling of such offices shall be through appointment of the Board of Directors majority vote if such term is one-year or less. If such term exceeds one-year, the position shall be submitted to the vote of the membership at the annual meeting, or special meeting.

Section 5.02 Officer Duties. Duties of the officers are as follows:

President

The President will act as the Chief Executive Officer of the Association and will preside at all meeting of the Board and the members. He or she will have the general powers and duties of supervision and management of the Association which pertain to his or her office, the Association, the conduct of the members, conduct and employment of the employees and contractors, and will keep the Board fully informed of all activities of the Association. The President will perform all other such duties as properly required of him or her by the Board. He or she has the power to sign and execute in the name of the Association all contracts authorized either generally or specifically by the Board, unless the Board specifically requires additional authority.

Vice President

The Vice President may be designated by such title as the Board determines. The Vice President shall in the absence or disability of the President perform the duties and exercise the power of the President. The Vice President also has such powers and perform such duties as usually pertain to his or her office or as are property required of him or her by the Board or the President.

Secretary

The Secretary will record and keep the minutes of all meetings of the Board and the Members in books kept for that purpose. He or she will see that notices and reports are given and served as required by these By-Laws. He or she will affix the corporate seal to and sign such instruments as pertain to his or her office or as properly required of him or her by the Board.

Treasurer

The Treasurer will have the care and custody of all the funds and securities of the Association, maintain full and accurate accounts of all monies received and paid by him or her on account of the Association, cause the annual tax return of the Association to be prepared by a certified public accountant, and deposit and oversee the depositing of funds of the Association in more or more banks selected by the Board. The Treasurer will exhibit at all reasonable times the Association's books of account and records to any of the directors of the Association. He or she will perform such other duties as usually pertaining to his or her office or as are properly required of him or her by the Board.

Article VI Board of Directors

Section 6.01 Directors. Except as set forth in 6.02.1 below, the Board will consist of up to eleven (11) board members ("Directors"). The Directors will consist of each of the five (5) officers, two (2) State League Directors, two (2) Development Directors, and two (2) At-Large Directors. Each Director shall have one (1) vote with the exception of the President, who will only vote in the case of a tie.

- a. The State League Directors must have a child of the defined age for an age group of U12 or above (this shall not include children who are playing in an older age division) participating in either the boys or girls state league levels at the time of election in the age groups U12 or older.
- b. The Development Directors must have a child participating in either the boys or girls development level programs, defined as U12 or younger, at the time of election.
- c. The At-Large Directors must be chosen from the membership at large.
- d. The Directors will be elected by vote of the Membership. All members may vote for each position.

Section 6.02 Term. The term of the six (6) non-officer Directors shall be a two-year term to be staggered so that 1/2 of the positions will be up for renewal each year. Terms begin on May 1st, or the beginning of each fiscal year. A Development Director elected whose child ages out of a division shall complete the term for which he or she was elected.

Section 6.02.1 Beginning Term. For terms beginning in May of 2021, the officers and Past-President elected for service in 2021 shall complete their two year term April 30, 2023. For terms that began in May of 2020, the officers shall complete their two year term April 30, 2022.

The Directors elected to the following terms beginning in May of 2021, shall serve in the following positions and the terms shall expire as follows:

Boys Varsity/Junior Varsity	League Director A	April 30, 2023
Bantam	League Director B	April 30, 2022
Girls Varsity/Junior Varsity	At-Large Director A	April 30, 2023
PeeWee	At-Large Director B	April 30, 2022
Mite	Development Director	April 30, 2023
Squirt	Development Director	April 30, 2022

Section 6.03 Board Meetings. Regular meetings of the Board will be held monthly, at a time and place determined by the President. Regular meetings of the Board will be open to the Members of the Association and to guests approved by the majority vote of the Board. Executive Session may be called to address personnel issues, and player discipline issues. Member discipline issue shall be discussed in open session.

a. Special Meetings of the Board may be called by the President or by one-third (1/3) of the Board. Notice shall be provided to the Board of a special meeting stating the time, place, and purpose of the meeting.

b. Roberts Rules of Order shall govern and control the conduct of all meetings of the Board of Directors, unless modified by these By-Laws. The President shall preside over the meetings, and conduct said meetings according to such rules of order.

Section 6.04 Quorum. A majority of the Board will constitute a quorum for any meeting.

Section 6.05 Vacancies. Unanticipated vacancies of the Board may be filled by appointment by the President and confirmed by the Board. The appointed director will serve the remainder of the original term of the position.

Section 6.06 Absences. Unexcused absences from three (3) consecutive Board meetings by any Board member will result in that Board member's removal from the Board.

Section 6.07 Board Composition. The composition of the eleven (11) Directors (5 Officers and 6 Directors) of the Board may be changed to have more or less Directors by a super majority vote (2/3) of the Board and President

Section 6.08 Board Elections. The election of Directors occurs annually, as scheduled by the President, to coincide with the fiscal year, running from May 1st to April 30th. The President or his designee will communicate openings to the members that openings on the Board exist. Directors will be voted on by the membership at the annual meeting, special meeting, or other communicated venue. To be selected, the Director must have the largest number of votes of those present at the meeting. If there is not enough quality interest in the open position(s), the President may hold the position(s) open, until (a) There is qualified interest and the same election procedure will take place for the open position; or (b) The President may appoint an individual to fill the open position, which must be approved by a super majority (2/3) vote of the Board and President.

Section 6.09 Resignation. Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation will take effect at the time of the receipt by the Board or such officer. No resignations will have discharged any accrued obligation or duty of a Director.

Section 6.10 Removal. Any Director elected or appointed by the Board may be removed at any time, with or without cause, by a super majority of two-thirds (2/3) vote of the Board or a majority of the Membership.

Article VII Committees

Section 7.01 Committees. The President may, by resolution adopted by the majority of the Board, designate from among the Directors, Members, or general public committees as determined necessary. Each committee of the Board will have the authority as the Board provides through resolution; except that no such committee will have the authority as to (a) the filling of vacancies on the Board; (b) the amendment or repeal of the By-Laws, or the adoption of new By-Laws; (c) the amendment or repeal of any resolution of the Board; or (d) entry into any contract.

Section 7.02 Acts and Proceedings. Unless otherwise provided by resolution of the Board, a majority of all the members of a committee will constitute a quorum for the transaction of business and the vote of a majority of the members of a committee will be the act of the committee. The procedures and manners of acting of the committees designated by the Board will be subject at all times to the directions of the Board. The Board may designate alternate members of the committee, who may replace absent or disqualified members in any meeting of a committee.

Section 7.03 Committee Liaison. The President shall serve as Board's liaison to each Committee, unless such duty is delegated to another member of the Board.

Section 7.04 Revision of Structure. At any time, the President and Board may change any committee structure by majority vote of the Board. This may include the addition, removal, combining or separating any committee.

Article VIII Actions

Section 8.01 Action by Board. Any action that may be taken by the Board may be taken without a meeting if consent is made in writing, or by electronic communication, setting forth the action to be taken. Any action taken without a meeting shall be voted upon by a majority of the Board of Directors entitled to vote with respect to the subject matter thereof.

Article IX Execution of Instruments

Section 9.01 Execution of Instruments. The Board may authorize any officer or agent of the Association to enter into contract, to execute and deliver any instrument, deposit funds to the credit of the Association in such banks, trust companies, and depositories as directed by the Board, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name and on behalf of the Association. Such authority may be general or may be limited to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than once capacity.

Article X Association Assets

Section 10.01 Assets. All assets of the Association are to be held in the name of Watertown Hockey Association. Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvent, and in all other respects to manage and control the assets of the Association, including stocks, bonds, mutual funds, debentures, mortgages, notes, other securities, or real property, as in their judgment and discretion they deem wise and prudent, are to be made by the Finance Committee for approval by the Board, with subsequent execution by the delegated member of the Finance Committee.

Article XI Miscellaneous

Section 11.01 Amendments. These By-Laws may be altered, amended, or repealed by a super majority of two-thirds (2/3) vote of the Board, at which quorum is present, during any regular or special meeting called for the purpose. Written notice must be provided to the membership of the meeting at least fourteen (14) days, and not more than ninety (90) prior to the meeting.

Section 11.02 Indemnification. The Association acknowledges and agrees that the USA Hockey Policy will serve as the preeminent authority for the Association regarding indemnification.

Section 11.03 Compensation. Any Officer or Director of the Association is not authorized to receive a salary or compensation for services rendered to the Association for their elected role with the Association. An employee or agent of the Association is authorized to receive a reasonable salary or reasonable compensation for services rendered to the Association when authorized by the majority of the Board.

Section 11.04 Discrimination. In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law. USA Hockey's policy will serve as the preeminent authority for the Association regarding Discrimination.

Section 11.05 Resolutions of Disputes, Arbitration, and Suspensions. As an affiliate of USA Hockey and South Dakota Amateur Hockey Association, the Association will adhere to the USA Hockey procedures and regulations, except where clearly outlined in these By-Laws, or By-Laws or Affiliate Agreement with the South Dakota Amateur Hockey Association.

ARTICLE XII

USA Hockey Preeminence

Section 12.01 USA Hockey Preeminence. As an affiliate of USA Hockey and South Dakota Amateur Hockey Association, the Association shall abide by and act in accord with the Articles of Incorporation, By-laws, Rules and Regulations, Annual Guide, Playing Rules and decisions of the Board of Directors of USA Hockey and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Association. Further, the Association shall assist USA Hockey in the administration and enforcement of the provisions of the By-laws, Rules and Regulations, Annual Guide, Playing Rules and decisions of the Board of Directors of USA Hockey within and upon its members and/or within its jurisdiction.

Certification of Code of By-Laws

The undersigned, the Secretary of the Watertown Hockey Association, hereby certifies that the foregoing constitutes the true and correct "Code of By-Laws" of the Watertown Hockey Association, and declares that such By-Laws became effective upon their insertion in the Book of By-Laws, namely at 7:00 o'clock PM of June 15, 2021, at Watertown, South Dakota.