

Shawano Area United Hawks Hockey Blue Line, Inc.- SAU

Mission Statement

The Shawano Area United Hawks Hockey Blue Line, Inc. dedicates itself to the mission of providing opportunities to students in the sport of ice hockey. It pledges to provide an environment in which all student-athletes can achieve their competitive goals and academic standings. SAU strives to provide equitable opportunities for all student athletes regardless of gender or ethnic backgrounds. It fosters the principals of sportsmanship, respect, fair play, and athletic excellence. Integrity, ethical conduct, and accountability is expected among the members.

Article I - Name

The name of this organization is the Shawano Area United Hawks Hockey Blue Line Inc. The term "SAU" when used hereinafter shall be defined to mean the Shawano Area United Hawks Hockey Blue Line, Inc.

Article II - The Purpose of the Club should be:

Section 1: The purpose of the corporation was to promote the sport of ice hockey of the schools that are part of the Shawano Hawks High School Hockey Consortium (Schools included in the consortium may vary from year to year) while working in close association with the Shawano Youth Hockey Association, Inc. in relationship to their goals and objectives.

- A. **Student athletes:** Encourage student athletes to pursue their athletic goals while shaping their development into adulthood.
- B. **High Schools:** Promotes the awareness of the sport of hockey. Operate to the highest level of class and quality while accepting our role as a source of school spirit and pride for all faculty, staff, students, and alumni of the schools.
- C. **Community:** Support the community by contributing positively to Shawano County and serving as a source of pride through supporting academic achievement of our student-athletes and successful performance in their athletic pursuits.

The SAU shall:

- A. Promote safety in the sport of ice hockey though assisting hockey players in the purchase of protective (up to code) equipment.
- B. Promote the sport of ice hockey in the schools and media and through volunteer services related functions, by increasing community awareness of and participation in SHAU activities through community events.
- C. Be organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2: SAU is organized exclusively for charitable/educational purposes and all Monies collected by the SAU, including dues, gifts and monies earned from programs and ventures of SAU, shall be used for purposes consistent with the purposes of this Blue Line as heretofore stated and as determined by the Board of Directors and in the event of dissolution of this SAU, no monies then in the treasury of this shall be returned to and of the incorporators, Directors or members, but shall be disposed of in a manner consistent with the purpose as set forth in these by-laws, after paying or making provision for payment of all liabilities of SAU; or such monies shall be turned over to such organization(s) organized exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the internal Revenue Code of 1954, as the Board of Directors shall determine.

No part of the activities of SAU shall be the carrying on of propaganda or otherwise attempting to influence legislation, and SAU shall not participate in, or intervene in (including the publishing or distribution of statements any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, SAU shall not carry on any other activities not permitted to be carried on by the SAU exempt from federal income tax under Section 501 (c) (3) OF THE Internal Revenue code of 1954.

Article III - Membership

Section 1: Who can be members of the SAU?

The membership year will start with the selection of the team(s) for the Winter High School League Season upon payment of the school year registration fees and fund-raising commitment/involvement with youth league as they volunteer. The Membership is open to anyone regardless of age, gender, race, color, ethnic background, or economic circumstances or previous association with hockey as elected by the parent(s) (guardian) of each of the hockey players. The membership is granted to each family upon registration and fee payment of the HS hockey player. It shall be the responsibility of every participating member to cooperate to their fullest ability to assure the proper function of SAU.

Section 2: Regular Meetings of Board of Directors

Regular meetings of the Board of Directors shall be held on the third Wednesday of each month, nine months of the year, and notice of said meeting shall be given at least 24 hours prior to said meeting by the Secretary of the SAU or by someone designated by the Secretary.

The Shawano Area United Hawks Hockey Blue Line, Inc. recognizes that there are circumstances that will prevent our volunteer membership from attending official Blue Line functions. Member who are needed for voting purposes or other official business purposes or other official business purposes are allowed to conduct business electronically on behalf of the SAU.

Section 3: Special Meetings of the Board of Directors

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

Section 4: Meetings by Consent

Meeting of the Board of Directors may be held at any time or place where all the Directors are present and consent to the holding of such meeting.

Section 5: Organization

The president and in his/her absence the Vice President, and in their absence any Director chosen by the Directors shall act as chairman of such meeting. The Secretary of the SAU shall act as Secretary at all meeting or in the absence of said Secretary the presiding officer may appoint any Director to act as Secretary.

Section 6: Unanimous Consent Without a Meeting

Any action required or permitted by the Articles of incorporation or by-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the Directors then in office.

Section 7: Nominations

Any person who wants to be elected as a director must be nominated by a member of SAU previous to the time of election.

Section 8: Attendance

All Board Directors must attend 75% of the scheduled monthly meetings, without an excused absence.

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

Section 9: When are the meetings?

- A. Annual Meeting. There shall be an annual meeting of the membership held each year between March through April. The date, time and location of such meeting are to be selected by the Board of Directors. The Board of Member Directors shall notify each voting member not more than thirty (30) and less than five (5) days in advance of the

annual meeting date selected. The notice must specify the time, place and location of the meeting and shall give notice of all matters that the Board of Directors plans to present to the membership for a vote.

- B. Board of Directors Meeting: There is a Board of Directors that attend six regularly scheduled meetings, throughout the year. The date, time and location of such meeting are to be selected by the Board of Directors.

Section 10: How can I become involved:

Attend the set meetings and participate in the fund-raising events. Read over the agenda and minutes for each meeting. Refer any questions/comments to the board at PO Box 71, Shawano, WI 54166 or email at <https://hawksblueline.org/contact-us>

Section 11: Requirements. The requirements for any youth participating in all levels of the program are as follows:

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

Section 12 Special meetings: may be held whenever called by the President or the Board of Directors, or upon written request to the Board of Directors by any six participating members of SAU.

Section 13: Written notice stating the place, day and time of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is being called, shall be delivered not less than five days nor more than fifty days before the date of the meeting, either personally or by email or mail, by or at the direction of the President, the Secretary or the persons calling the meeting, to each member of record entitled to vote a such meeting. Each member of record as of the start of the Winter registration and fees for the school year will be entitled to vote at the annual or special meeting. No unintentional irregularity or failure in the giving of a notice or an annual meeting shall affect the validity of such annual meeting or any of the proceedings that may be taken at such meeting.

Section 14: Proxy Voting. Voting members shall be entitled to vote at annual and special meetings only through an adult member of the family or an independent team player attending the meeting. Proxies shall not be recognized.

Section 15 Quorum. Three Board of Directors shall constitute a quorum and a quorum shall be necessary to conduct any business. The act of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these by-laws; however, when a

vote is being taken on any expenditure of \$5,000 or more, 2/3 vote of the Board is required to pass. Voting members present at annual or special meeting shall constitute a quorum.

Section 16: The annual meeting, all special meetings, and all Board monthly meetings will be conducted in parliamentary manner with any member in attendance to be accorded the right to speak and Robert's Rules of Order shall be the final arbiter in all parliamentary matters. Social meeting of the membership shall be conducted on an informal basis. All meeting of the Board of Directors shall be open to attendance by all voting and nonvoting members. The Board shall not be required to give notice of Board Meetings but shall make a good-faith attempt to inform the membership of the date, time and location of each meeting.

Article IV - Board of Directors

Section 1: General Powers

The property, affairs, and the business of SAU shall be under the care of and be managed by the Board of Directors.

Section 2: Number of Board Directors

Number of Directors shall be at least four members and no less than three which number may be changed by amendment of these by-laws but shall not be less than three.

Section 3: Term of Office

1/3 of the Board shall be elected for a two- year term per Board of Director position.

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

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

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

Section 4: Additional Powers

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

- A. The Board of Directors shall have the power to purchase, or otherwise to acquire, lease, sell, convey, assign or otherwise transfer, subject, however, to the provisions of the Wisconsin Statutes, for the SAU any property, rights or privileges which the SAU is authorized to acquire, real, personal, or mixed at such prices and on such terms and conditions for such consideration as said Board may see fit, and may at its discretion pay for any property or rights acquired by the SAU either wholly or partially in money or in other evidence of indebtedness, subject, however, to the provisions of the Wisconsin Statutes. Provided, however, that no indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
- B. The Board of Directors shall have the responsibility of conducting the day-to-day business of the SAU, including but not limited to conducting business and social meetings, publicity, and promotion, handling all SAU funds, designating a bank as a depository for SAU funds and opening a checking account, entering into contracts which are consistent with the purposes of this organization, investing SAU funds and granting awards and scholarships.
- C. The Board of Directors shall in their sole discretion determine the length of each session including the starting and finishing date. The dates set by the Board of Directors may, in their discretion, be changed after said dates are so set if the Board of Directors deems such change to be in the best interest of the Shawano Area United Hawks Hockey Blue Line, Inc. (SAU).

Section 5: Resignation

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

Section 6: Removal

- A. Directors may be removed during term of office, at a special membership meeting, by a majority vote of the voting members present at that meeting. Vacancies created shall be filled at the same meeting by nominations from the floor, and the voting procedures specified in Article IV, Section 3.
- B. Any Director that incurs three unexcused absences in a rolling twelve-month period shall relinquish their position upon a two-thirds affirmative vote by the entire Board of Directors. Each Director will be allowed four excused absences in a rolling twelve-month period. The Director relinquishing their position shall be replaced by the person who received the highest number of votes after the normal Directors are elected for the current year. This person will serve the unexpired term of the Director that has relinquished their position.
- C. In the event of a vacancy on the board of Directors for any reason, the top alternate from the Board of Directors alternate list from the last annual meeting will serve the

unexpired term. This vacancy must be filled within sixty (60) days of occurrences of such vacancy.

Section 7: Compensation

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

Article V - Officers

Section 1: Duties

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

- **President:** The principal duties of the President shall be to preside at all meetings of the Board of Directors, have general supervision of the affairs of the SAU. The president shall represent the SAU in all other ice hockey functions and meetings. The president shall be the point of contact for SAU members.
- **Vice President:** The Vice-President shall discharge the duties as prescribed by the Board of Directors and shall act for the President in the event of his or her absence or disability to act. The Vice President will assist the Co-chairs of the Fund-Raising committee. In the event that a co-chair committee individual submitting the fund-raising activities plan and budget to the Board of Directors for approval, appointing committees or individual(s) to perform the fund raiser, overseeing fund-raising activities from planning through completion, and liaison with all sponsors and outside contributors.
- **Secretary:** The principal duties of the Secretary shall be to take minutes, keep all records other than financial records of corporation. The secretary or his or her designate, shall be responsible for the filing of all registration forms with the affiliates for both the team and players with the affiliate organization(s), enabling the team(s) to stay in good standing and capable of paying. The secretary will also countersign documents which by law require the countersignature of a SAU Secretary, and to keep all books, papers, records, and documents belonging to the SAU or in any way pertaining to the business thereof. He or she shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws.
- **Treasurer:** The principal duties of the Treasurer shall be to keep and account for all monies credits and property of any and every nature of the SAU which shall come into his or her hands and keep an accurate account of all monies received and disbursed, and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand and

generally of all matters pertaining to his office shall be required by the Board of Directors. Unless otherwise provided by the by-laws or the through which the monies of the SAU are disbursed. He or she shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws. The treasurer shall be primarily responsible, but not solely responsible, for submitting a yearly budget for approval of the Board of Directors, for collection of all Treasurer shall be responsible for the preparation of the financial report, to be presented at each year's annual meeting, and shall present such other interim financial reports as the Board of Directors may require. The Treasurer is also responsible for the preparation and filing of all annual federal and state tax returns forms, and annual reports for the corporation.

Section 2: Delegation of Duties

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

Article VI - Standing Committees

These committees shall be appointed by the President and approved by the Board and shall then commence their duties and responsibilities immediately. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of voting members and nonvoting members and shall act in an advisory capacity to the Board of Directors.

Section 1: Term The term of the committee shall be for a two year term.

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

- **Finance.** Said committee to plan and study proposed budgeting and follow through on said proposed budgeting and submit reports or information when requested by the Board of Directors. Said committees shall perform additional duties as required by the Board.
- **Marketing.** Said committee shall handle all newspaper articles and other publicity and keep permanent listing of all printed matter for the SAU.
- **Hockey Committee.** Said committee will follow the hockey rules and ethics.
- **Ice Scheduling.** Coaches will report to the said committee for approval and shall then schedule all ice time.
- **Attend Youth Board meetings** – Commitment, Negotiate Ice Fee and Obligations.

- **Maintenance Committee.** Said committee shall hold monthly meeting to address all building and equipment needs and maintenance.
- **Additional Officers/Cochairs:** The Board of Directors shall have the power to elect or appoint assistants to the general officers, agents, and servants as it may from time to time deem necessary who shall perform such duties as may from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the by-laws. Fund Raising Co-chair members present are to submit the fund-raising activities plan and budget to the Board of Directors for approval, appointing committees, or individual(s) to perform the fund raiser, overseeing fund-raising activities from planning through completion, and liaison with all sponsors and outside contributors. Marketing cochair is to keep the Board of Directors and members updated on marketing activities.

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

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

Article VII - Dues

Annual Dues shall be set by the Athletic Director and SAU Board of Directors. (Player registration payment at this time is sufficient for parent/guardian/ player membership.) Once dues and school required sports paperwork is submitted the player will be allowed to participate in team activities and ice time.

Article VIII - Miscellaneous

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

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

Article IX - Amendments

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

Article X - Indemnification

The SAU shall indemnify any Director, Officer or Committee Member or former Director, Officer, Director, Officer, or Committee Member against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is held a party by reason of being or having been or because of any act of such Director officer or Committee member within the course of his or her duties. The SAU may also reimburse to any Director Officer, or Committee Member the reasonable costs of settlement of any such action suit or proceeding or any claim which might be the basis of such action suit or proceeding, if it shall be found by the majority of a committee composed of the Director not involved in the matter in controversy (whether or not a quorum) that it was to the interest of SAU that such settlement be made and that such Director, Officer or Committee Member was not guilty of negligence or misconduct.

Article XI - Contracts, Loans, Checks and Gifts

Section 1: Contracts and Loans

The Board of Directors may authorize any officer(s) or agent(s) to enter any contract or execute and deliver any instrument in the name and on behalf of the association and such authority may be general or confined to specific instances.

Section 2: Check, Drafts and Deposits

All checks, drafts, or other orders for payment of money issued in the name of the corporation shall be signed by two of the following: President, Vice president, Treasurer, or Secretary, all of whom shall be signers on any accounts maintained by the corporation in any insured bank, trust company or other depository. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation account in the insured bank, trust, or other depository.

Article XII - Rules and Regulations

The Board of Directors may adopt rules and regulations for the Shawano Area United Hawks Blueline, Inc. Terms used in such rules and regulations shall have the meaning given to such terms by these by-laws. In the case of conflict between provisions of the rules and regulations and the by-laws, the by-laws shall govern. The rules and regulations may be amended or

changed in two ways, (a) At the Annual Meeting by a vote of a majority of voting members at the meeting, or (b) by an affirmative vote of a number not less than a majority vote of the entire Board of Directors.

Article XIII - Amendments

The by-laws may be amended at the Annual Meeting or at any special meeting of the voting membership. Any amendments must be submitted in writing to the PRESIDENT. An affirmative vote of a majority of the voting members at the meeting shall be required to adopt any amendment.

Article XIV - Budget

It shall be the responsibility of the Treasurer to prepare by September 1, a proposed budget for the fiscal year. The budget shall be prepared under the direction of the Board of Directors and shall be approved and adopted by the Board no later than October 1.

Title XV - Restated Bylaws

These by-laws shall be identified as Restated Bylaws of the Shawano Area United Hawks Hockey Blueline, Inc. and shall supersede and take the place of the existing by -laws of the SAU and all amendments thereto existing prior to the 24th of April 2023.

Article XVI - Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.