

DISTRICT #284 YOUTH HOCKEY ASSOCIATION BYLAWS

ARTICLE I: CORPORATE STRUCTURE

Section 1. Name

The name of this corporation shall be District #284 Youth Hockey Association (hereinafter "Corporation" or "Association").

Section 2. Purpose

The purpose of this Corporation shall be to promote, sponsor, provide facilities for, and organize a program dedicated to recreation, sportsmanship, and excellence in ice hockey for youth in School District #284 in order to make them better citizens. Each participant shall be given the opportunity to compete at the level best suited to aid in development of individual physical and mental qualities.

Section 3. Nonprofit Status

This Corporation is a Minnesota nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Section 4. No Private Benefit

No member, Director or Officer of this Corporation shall have the right, title or interest in any property of any kind owned by this Corporation, nor any income or other funds received or held by this Corporation.

Section 5. Registered Office

The registered office of the Corporation shall be the address of the acting Treasurer or other location as set by the Board of Directors, County of Hennepin, State of Minnesota.

Section 6. Fiscal Year

The fiscal year of the Corporation shall end on June 30 of each year.

Section 7. Dissolution

Dissolution of this Corporation shall be caused by majority vote at a properly called meeting of the Board of Directors.

Upon the liquidation or dissolution of this Corporation or upon abandonment of its purposes, none of the property of the Corporation shall insure to the benefit of any member, Director or Officer, but all such property shall be transferred to such nonprofit charitable, educational or other organizations qualified as tax exempt under section 501 of the Internal Revenue Code.

Because there are no substantial assets distributable upon dissolution and the public interest and welfare are not prejudiced, the Association may affect the liquidation of the Association affairs and the voluntary dissolution out of court. Such assets as may exist shall be distributed to a non-profit organization as approved by the Board of Directors.

This Association shall apply to the District Court of Hennepin County, at a Special Term, with due notice to interested parties, for an Order allowing the liquidation of the Association's affairs and the dissolution of the Association out of court.

ARTICLE II: MEMBERSHIP

Section 1. Membership Eligibility

Membership is open to all individuals residing within School District #284 or as defined by the Minnesota Hockey Participation Rule.

Section 2. Classes of Membership

There shall be one class of membership, and all members shall have equal rights and privileges. Membership is granted to:

- a. Parents or guardians of registered players who are in good standing within the program.
- b. All players who are 18 years of age or older.
- c. Any individual who is hired or appointed to the Board of Directors, a paid head coaching position, or a corporate office.
- d. Any individual granted membership by resolution of the Board of Directors.

Section 3. Voting Rights

The Board of Directors shall be elected by a majority vote of the membership through procedures established by the Board of Directors.

A quorum for membership voting shall be the lesser of:

- a. Ten percent (10%) of the voting membership; or
- b. Fifty (50) voting members.

Section 4. Termination of Membership

Membership shall terminate immediately when eligibility criteria are no longer met, including expiration/end of Board term, end of paid coaching role, or corporate office role.

Section 5. Member Meetings

The Board of Directors may hold an annual meeting of the membership.

Special meetings of the membership may be called by the President, the Board of Directors, or upon written request of thirty (30) members. Business conducted at a special meeting shall be limited to the purpose stated in the notice.

Section 6. Member Records Inspection

Members in good standing may inspect the books and records of the Corporation for a proper purpose reasonably related to their interest as a member and in accordance with applicable Minnesota law. Requests for inspection shall be submitted in writing to the President and shall identify the records requested and the purpose of the inspection. The Corporation shall make such records available for inspection at a reasonable time and place.

Records available for inspection may include approved Board meeting minutes, annual financial reports, governing documents, and other records required by law. The Corporation may withhold or redact records containing confidential information, including but not limited to personnel matters, disciplinary proceedings, legal matters, contract negotiations, player evaluations, medical information, SafeSport matters, and information otherwise deemed confidential to board operations.

Section 7. Member Discipline and Suspension

The Board of Directors shall have the authority to suspend, restrict, or terminate the membership rights and privileges of any member for conduct that is detrimental to the Association or that violates the Association's Bylaws, policies, codes of conduct, rules, or applicable governing body requirements.

The Board of Directors may establish policies and procedures governing member conduct, disciplinary actions, appeals, and reinstatement of membership.

Prior to any suspension or termination of membership, the affected member shall be provided notice of the proposed action and a reasonable opportunity to be heard, except where immediate action is necessary to protect the safety, welfare, or interests of the Association, its participants, or its members.

Disciplinary action under this section may include, but is not limited to, warnings, restrictions on participation, suspension of membership privileges, or termination of membership.

ARTICLE III: BOARD GOVERNANCE

Section 1. Authority of the Board

The property and business of the Corporation shall be managed by the Board of Directors.

In addition to the powers and authorities conferred by these Bylaws, the Board shall have the power to do all lawful acts necessary to conduct the business of the Corporation.

Section 2. Composition of the Board

The Board shall consist of not fewer than eleven (11) and not more than seventeen (17) Directors, as determined by the Board from time to time. To effectuate this policy, the Board of Directors may, from time to time, adjust the term of office for any position on the board, prior to the election or appointment of a Board member for that position. The Gambling Manager will serve on the Board in a voting capacity on gambling related issues and in a non-voting capacity on non-gambling related issues.

Section 3. Director Terms

Board members shall serve renewable three (3) year terms.

No Board member shall serve more than three (3) consecutive terms unless approved by a two-thirds (2/3) vote of the Board when an open position cannot otherwise be filled.

Approximately one-third (1/3) of Board positions shall be elected annually.

Section 4. Election of Directors

The Board of Directors shall be elected by a majority vote of the voting membership through procedures established by the Board of Directors.

The Board of Directors shall annually solicit nominations for open Board positions. The nomination process, election timeline, and voting procedures shall be established by the Board of Directors and maintained in the Association's policies and procedures.

Voting shall be conducted through a method approved by the Board of Directors that provides all eligible members a reasonable opportunity to participate.

Candidates shall be notified of election results in a timely manner. Election results shall be made available to candidates upon request and reported to the membership in a manner determined by the Board of Directors.

Section 5. Vacancies

Vacancies may be filled by majority vote of the Board until the next election.

If a vacancy occurs within ninety (90) days of a general election, the vacancy shall remain open until filled through election by the membership.

Section 6. Removal and Resignation

Any Director may resign by written notice.

Any Director may be removed with or without cause from the Board of Directors at any meeting of the Directors by two-thirds (2/3) vote of all Directors then in office provided that written notice of such proposed action to remove a Director from the Board of Directors be communicated to all Directors thirty (30) days prior to such meeting. Any Director of the Corporation may resign at any time by giving written notice to the President, Vice President of Administration or Secretary of the Corporation. Such resignation shall take effect at the time specified therein and unless otherwise so specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Attendance Requirements

Scheduled Directors meetings will take precedence over other scheduled hockey events.

A Director shall be automatically removed after three (3) unexcused absences within a fiscal year from:

- a. Board meetings; or
- b. Required Association activities.

Such removal may be waived by a two-thirds (2/3) vote of Directors present.

An absence shall be considered excused if notice is given to any member of the Executive Committee.

Section 8. Director Conduct and Confidentiality

Directors shall perform their duties in good faith, in a manner they reasonably believe to be in the best interests of the Association, and with the care an ordinarily prudent person would exercise under similar circumstances.

Directors shall conduct themselves in a professional, respectful, and ethical manner in all matters relating to the Association. Directors shall support decisions of the Board once duly adopted and shall avoid conduct that is detrimental to the Association, its members, participants, volunteers, employees, or reputation.

Directors shall maintain the confidentiality of information obtained through their service to the Association, including but not limited to personnel matters, disciplinary matters, legal matters, contract negotiations, player evaluations, financial information not generally available to the membership, and any other information designated as confidential by the Board of Directors.

The obligation to maintain confidentiality shall continue after a Director's term of service has ended.

The Board of Directors may adopt additional policies governing Director conduct, ethics, conflicts of interest, and confidentiality. Violations of such policies or of this section may constitute grounds for disciplinary action or removal from the Board as otherwise provided in these Bylaws.

ARTICLE IV: OFFICERS

Section 1. Officers

The Corporation shall have at least the following officers:

- a. President
- b. Vice President Administration
- c. Vice President Travel
- d. Vice President Girls Travel
- e. Secretary
- f. Treasurer

No individual may hold more than one office simultaneously.

Section 2. Election and Appointment of Officers

Officers shall be elected by the Board.

The Board may appoint additional officers and agents as necessary.

Section 3. President

The President shall be the Chief Executive Officer of the Corporation; shall preside at all meetings of the members and Directors; shall oversee general management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all bonds, mortgages and other contracts; shall be **ex officio** member of all standing committees; and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

Section 4. Vice President Administration

The Vice President Administration is responsible for overseeing the organization's administrative operations, governance support, policies, and internal processes to ensure the organization functions efficiently and effectively. Additionally the Vice President of Administration shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. Vice President Travel

The Vice President Travel shall be responsible for the travel hockey program, including but not limited to tryouts, coaching, player development and such other duties as the Board of Directors shall prescribe.

Section 6. Vice President Girls Travel

The Vice President Girls Travel shall be responsible for all areas of the girls hockey program, including but not limited to tryouts, coaching, player development and such other duties as the Board of Directors and the Girls Hockey Committee shall prescribe.

Section 7. Secretary

The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose; and shall perform duties for the standing committees where required. The Secretary shall perform other duties as may be prescribed by the Board of Directors or President.

Section 8. Treasurer

The Treasurer shall serve as the Chief Financial Officer of the Association. The Treasurer shall provide oversight of the financial affairs of the Association and shall ensure that appropriate financial controls, reporting practices, and recordkeeping systems are maintained.

Section 9. Executive Committee

The Executive Committee of the Board of Directors will consist of the President, Vice President Administration, Vice President Travel and Vice President Girls Hockey and shall have and exercise the authority of the Board on the management of the business of the Corporation. Any such executive committee shall act only in the interval between meetings of the Board and shall be subject at all times to the control and direction of the Board.

ARTICLE V: MEETINGS

Section 1. Annual Meeting of Members

At their discretion, the Board of Directors may hold an annual member meeting.

Section 2. Regular Board Meetings

Regular meetings of the Board shall be held at such times and places as established by the Board. No regular meeting of the Board will be held unless the date and place of the meeting shall have been established at the previous regular Board meeting. Meetings will be held via online meeting platform or in-person, at the discretion of the Board President and Executive Committee.

Section 3. Special Board Meetings

Special meetings of the Board may be called by the President at any time and shall be called by the President whenever requested to do so. Notice of a Special meeting may be given to each Director personally, or by email at least two (2) days prior to the meeting.

Section 4. Quorum

At all meetings of the Board, a majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be an official act of the Board of Directors. A meeting of less than a quorum may adjourn, without conducting any official business of the Association.

Section 5. Voting

The act of a majority of Directors present at a meeting with a quorum shall be an official act of the Board.

Section 6. Written Actions

Any action, which might be taken at a meeting of the Board of Directors, may be taken without a meeting if done in writing or by email and voted upon by a majority of Directors. Voting on issues conducted via email must have a quorum of 1/3 the voting population of the Board of Directors in a time frame specified by the Board President prior to voting.

Section 7: Order of Business

The Board of Directors shall determine the agenda and order of business for its meetings. Meetings shall generally include reports, discussion of unfinished and new business, and any other matters necessary for the conduct of Association business.

Section 8. Rules of Order

Robert's Rules of Order shall govern proceedings except as otherwise provided in these Bylaws.

ARTICLE VI: COMMITTEES

Section 1. Establishment of Committees

Committees may be established by the Board of Directors to support the work and objectives of the Association. The Board of Directors shall define the purpose and authority of each committee, through a written committee charter, and may modify or dissolve any committee as it deems appropriate.

Section 2. Committee Chairpersons

The Board shall appoint Committee Chairpersons.

Section 3. Committee Membership

No committee or subcommittee shall add, remove, or replace members without prior approval of the Board of Directors. The Committee Chairperson may recommend individuals for committee membership and may propose the creation of subcommittees as necessary. All committee members, subcommittee members, subcommittee chairpersons, and committee budgets shall be subject to approval by the Board of Directors prior to appointment or authorization.

Each Committee Chairperson shall provide the Board of Directors with an annual summary report of committee activities, accomplishments, and recommendations, to be presented at the May Board of Directors meeting.

Section 4. Committee Reporting

Committee agendas, meeting notes, reports, and any recommendations requiring Board consideration or action shall be submitted to the Board of Directors in advance of, or in alignment with, the regularly scheduled monthly Board meetings for review.

ARTICLE VII: FINANCIAL OVERSIGHT

Section 1. Financial Management

The Treasurer shall maintain custody of all corporate funds and financial records.

Section 2. Financial Reporting

The Treasurer shall provide regular financial reports to the Board.

Section 3. Financial Review

The Board may designate a competent person to review the Corporation's books.

Section 4. Budget Approval

The Board of Directors shall adopt an annual operating budget for the Association prior to, or as soon as practical following, the commencement of each fiscal year.

The approved budget shall serve as the Association's financial plan and authorization for expenditures within approved budget categories. Expenditures within an approved budget category may be incurred without further Board approval provided that:

- a. The expenditure is consistent with the purpose and scope of the approved budget category;
- b. Sufficient funds remain available within the approved budget category; and
- c. The expenditure complies with all applicable financial, purchasing, and approval policies of the Association.

Any material expenditure not included in the approved budget, or any expenditure that exceeds approved budget authority, shall require approval in accordance with policies established by the Board of Directors.

The Board of Directors shall establish and maintain policies governing budget development, budget management, expense approvals, and financial controls.

Section 5. Spending Authority

The board will establish a spending authority procedure and may update the procedure from time to time.

Section 6. Charitable Gambling Operations

The Gambling Manager will be approved by the Board of Directors.

Internal Controls -It is the responsibility of the Gambling Manager to comply with the internal controls and appropriate State laws established for the operation of the gambling activity.

Employees - The Gambling Manager is responsible for hiring personnel to operate the gambling activity. The Gambling Manager must set employment policies and have them approved by the Board of Directors.

Audit Committee - The Board of Directors shall appoint each year an Audit Committee to periodically audit the gambling activity. The Audit Committee shall report its findings at the regular meeting of the Board of Directors within 30 days of the audit. This report shall be incorporated in the minutes of the meeting.

Board Representation - The Gambling Manager will serve on the Board in a voting capacity on gambling related issues and in a non-voting capacity on all other Association matters.

Section 7. Annual Report

An annual report of the Corporation shall be distributed to the membership following the close of each fiscal year. The report shall be distributed no later than July 31 via email to all members and shall also be posted on the Association website.

ARTICLE VIII: ETHICS AND GOVERNANCE

Section 1. Indemnification

To the fullest extent permitted by law, the Association may indemnify and defend any Director, Officer, committee member, volunteer, employee, or agent of the Association against expenses, judgments, settlements, fines, and other reasonable costs incurred as a result of their service to the Association, provided they acted in good faith and in a manner they reasonably believed to be in the best interests of the Association.

The resolution of a legal proceeding by settlement, judgment, or other disposition shall not, by itself, be evidence that the individual failed to act in good faith or in the best interests of the Association.

Section 2. Conflict of Interest

A Director, Officer, committee member, or volunteer who has an actual, potential, or perceived financial, personal, professional, or familial interest in any matter before the Association shall promptly disclose the nature of the interest to the Board of Directors.

Conflicts of interest may include, but are not limited to, employment or contractual relationships with the Association or its vendors, service with another youth hockey or athletic organization, business relationships with organizations conducting business with the Association, or relationships involving an immediate family member or household member whose interests could reasonably influence, or appear to influence, the individual's judgment.

Individuals with a conflict of interest shall comply with the Association's Conflict of Interest Policy, including any requirements regarding disclosure, recusal from discussion or voting, and other actions determined appropriate by the Board of Directors.

The disclosure of the conflict and any required recusal shall be documented in the meeting minutes.

An interested individual may be counted for purposes of establishing a quorum but shall not participate in the discussion or vote on the matter giving rise to the conflict.

The disclosure of the conflict and the individual's abstention from discussion and voting shall be recorded in the meeting minutes.

A transaction involving a conflict of interest shall not be invalid solely because of the conflict, provided the conflict is disclosed and the transaction is approved by the disinterested members of the Board in a manner consistent with applicable law and Association policy.

Section 3. Director Code of Conduct

Directors shall act in good faith, in a manner reasonably believed to be in the best interests of the Association, and with the care that an ordinarily prudent person would exercise under similar circumstances.

Directors shall conduct themselves in a professional, respectful, and ethical manner when representing the Association and when interacting with members, participants, volunteers, coaches, employees, officials, vendors, and fellow Directors.

Directors shall:

- a. Support the mission, purpose, and objectives of the Association;
- b. Comply with these Bylaws and all policies adopted by the Board of Directors;
- c. Disclose actual or potential conflicts of interest and comply with the Association's conflict of interest requirements;
- d. Respect the confidentiality of information obtained through Board service;
- e. Prepare for and actively participate in Board meetings and Association activities;
- f. Treat others with respect and refrain from conduct that is abusive, harassing, discriminatory, or detrimental to the Association.

Directors are expected to support and uphold decisions properly adopted by the Board of Directors, regardless of their individual position during deliberations.

Violation of this Code of Conduct may constitute grounds for disciplinary action or removal from the Board as otherwise provided in these Bylaws.

Section 4. Confidentiality

Directors, Officers, committee members, and individuals appointed by the Board shall maintain the confidentiality of information obtained through their service to the Association. Confidential information includes, but is not limited to, personnel matters, disciplinary matters, legal matters, contract negotiations, player evaluations, financial information not generally available to the membership, and any information designated as confidential by the Board of Directors.

Information accessed through service to the Association shall be used solely for the purpose of fulfilling the responsibilities of the individual's Board, Officer, committee, or appointed role. Such information shall not be used for personal benefit or for any purpose unrelated to Association business.

Upon the conclusion of a Director's, Officer's, committee member's, or appointee's service, all Association records, documents, electronic files, and confidential information obtained through such service shall be returned to the Association. Such information shall not be retained, copied, distributed, referenced, or used beyond the term and purpose of the individual's service to the Association.

The obligation to maintain confidentiality shall continue after an individual's service to the Association has ended.

Violation of this section may constitute grounds for disciplinary action, removal from office or appointment, suspension of membership privileges, or other action deemed appropriate by the Board of Directors.

Section 5. Records Retention

The Association shall maintain its corporate, financial, legal, governance, and operational records in accordance with applicable law and established Association policies.

The Board of Directors shall adopt and maintain a records retention policy that establishes requirements for the creation, storage, retention, protection, and destruction of Association records, including electronic records.

No Association record shall be destroyed when subject to a legal hold, audit, investigation, litigation, or other requirement to preserve such records.

Association records shall remain the property of the Association and shall not be retained for personal use by any Director, Officer, committee member, volunteer, employee, contractor, or appointee following the conclusion of their service to the Association, except as otherwise authorized by the Board of Directors.

ARTICLE IX: AMENDMENTS

Section 1. Bylaw Review

These Bylaws shall be reviewed at least every five (5) years.

Section 2. Amendment Procedure

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided notice of the proposed amendment has been given.

Section 3. Member Authority

The membership may prospectively revoke the Board's authority to amend the Bylaws by majority vote at a meeting called for that purpose.

The foregoing By-Laws were adopted as the complete revised By-Laws of the Corporation, adopted by a two-thirds (2/3) vote of the entire Board of Directors on August 3, 2026.