



## **DISTRICT #284 YOUTH HOCKEY ASSOCIATION BY-LAWS**

### **ARTICLE I: NAME**

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

### **ARTICLE II: 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.

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

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

### **ARTICLE III: 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.

### **ARTICLE IV: MEMBERSHIP**

Membership is open to all individuals residing within School District #284 or as defined by the Minnesota Hockey Participation Rule. There shall be one class of membership, and all members shall have equal rights and privileges. Membership is granted to:

1. Parents or guardians of registered players who are in good standing within the program.
2. All players who are 18 years of age or older.
3. Any individual who is hired or appointed to the Board of Directors, a paid head coaching position, or a corporate office.
4. By resolution of the Board of Directors.

Membership shall be terminated immediately when criteria for membership is no longer met, including the expiration of individual's service in a Board, head coaching, or corporate office role.

### **ARTICLE V: FISCAL YEAR**

The fiscal year of the Corporation shall end on the 30<sup>th</sup> day of June each year.

## **ARTICLE VI: MEETING OF MEMBERS**

1. At their discretion, the Board of Directors may hold an annual member meeting during the May Board of Directors meeting. At such, new officers shall be selected, and new Directors shall be presented. This meeting shall be held in person, as circumstances allow.
2. An annual report of the corporation shall be distributed at the close of the fiscal year to the general membership. This annual report will be distributed no later than July 31 via email to all members as well as posted on the organization website.
3. The Board of Directors shall be elected by a majority vote of the general membership via online voting procedure.
  - a. The Board of Directors shall, on an annual basis, begin accepting nominations for open board positions no later than April 15.
  - b. The members shall vote as a general membership for the election of the new Board of Directors. Balloting shall be conducted by online voting procedures as specified by Vice President Administration.
  - c. Candidates will be notified no later than May 1 in advance of the May Board of Directors Meeting.
  - d. Voting results of the election will be shared with all eligible candidates upon request to the President.
4. A quorum for online voting shall be the lesser of the following: (a) 10% of the total voting membership, or (b) fifty (50) voting membership.
5. Special meetings of the members, for any purpose or purposes may be called by the President, or by the Board of Directors, or at the request in writing of thirty (30) members. Such call shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the purpose stated in the call.

## **ARTICLE VII BOARD OF DIRECTORS**

1. Directors
  - a. The property and business of the Corporation shall be managed by a Board of at least eleven (11) but no more than seventeen (17) Directors, as may be determined by the Board from time to time.
  - b. Approximately one third (1/3) of the Board members shall be elected each year in order to offer new perspectives to the Board while ensuring continuity of management and experience. 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.
  - c. If a Board member vacates or is terminated from their position, the board may appoint a person to that position by majority vote in a general or special meeting of the Board. This position will be valid until the next general election, wherein the position will then be open to a vote by the membership. If the vacancy occurs within 90 days of a general election, an appointment shall not be made and the vacancy must be filled at the general election.

- d. Any past president of the Corporation who is no longer an elected board member shall be an ex-officio non-voting member of the Board entitled to be present at all Board meetings and to participate in any and all discussions presented before the Board.
  - e. 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 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. A Director shall be automatically removed as a Director of the Corporation with three (3) unexcused absences within a year (Annual Meeting of Members to Annual Meeting of Members) from:
    - i. Any Directors meetings scheduled or called
    - ii. Scheduled work at Activities requiring Director involvement.
      - 1. Automatic termination of the Director 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, the Secretary of the Corporation, or the committee Chairperson of the Association function. In the event of a vacancy on the Board for any reason, the remaining Directors may elect a replacement Director for the unexpired term of the replaced Director by a majority vote of the remaining Directors.
  - f. Board members shall serve for a renewable three (3) year term. No Board member shall serve more than three (3) consecutive terms. In the event the Board of Directors is unable to fill an open position, a person may continue serving their term with no less than a 2/3 vote by the board.
  - g. Scheduled Directors meetings will take precedence over other scheduled hockey events.
2. Regular Meetings
- a. 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
3. Special Meetings
- a. 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.
4. Written Actions
- a. 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.

5. Quorum

- a. 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. Non-voters and abstentions shall have the same effect as a nay vote. A meeting of less than a quorum may adjourn, without conducting any official business of the Association.

6. Order of Business

- a. The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at their meetings shall be as follows:
  - i. Call to Order
  - ii. Open Forum
  - iii. Report of Officers
  - iv. Report of Committees
  - v. Old Business
  - vi. New Business
  - vii. Adjourn

7. Conduct of Business

- a. In addition to the powers and authorities conferred upon them by these By-Laws, the Board of Directors shall have the power to do all lawful acts necessary to conduct the business of the Corporation, that are not conferred upon the members by these By-Laws, or by the Articles of Incorporation, or by statute.

## **ARTICLE VIII: OFFICERS**

1. Officers

- a. The Corporation shall have at least six (6) officers who shall be the President, Vice President Administration, Vice President Travel, Vice President Girls Hockey, Secretary, and Treasurer, no two of which may be held by the same member. The officers shall be elected at the May meeting of the Board of Directors. The Secretary and Treasurer need not be Directors.
  - i. Appointment of Officers
    - 1. The Board may appoint such other officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

2. President

- a. 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.

3. Vice President Administration

- a. The Vice President 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.

4. Vice President Travel

- a. 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.

5. Vice President Girls Hockey

- a. The Vice President Girls Hockey 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.

6. Secretary

- a. 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 give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

7. Vacancies

- a. If the office of any Directors or any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, or removal from office or otherwise, the Directors then in office, by a majority vote, may choose a successor or successors who shall hold office for the unexpired term in respect of which vacancy occurred.

8. Executive Committee

- a. 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 VIX: COMMITTEES

Committees shall be authorized by the Directors to serve at the pleasure thereof, and the Board shall select a Chairperson of the Committee. The Chairperson may nominate members to serve on subcommittees and name a Chairperson of such subcommittee. The members and budget of any subcommittee shall be submitted to the Board of Directors for approval and authorization.



Each Committee Chairperson shall provide the Board of Directors with an annual report of said Committee activities, to be presented at the May Board of Directors meeting.

#### **ARTICLE X: RULES OF ORDER**

Robert's Rules of Order shall govern the proceeding of all meetings of the Corporation in each constituent part, except as provided in these By-Laws.

#### **ARTICLE XI: BOOKS AND RECORDS**

Members shall be permitted to inspect the books of the Corporation at reasonable times.

At its discretion, the Board of Directors shall designate a competent person to review the Corporation's books as needed.

The Treasurer shall have the custody of the Corporation funds and securities and shall keep a full and accurate account of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking the proper vouchers of such disbursements, and shall render to the President and Directors, at the regular meetings of the Board or whenever they may require it, an accounting of all transactions as Treasurer and of the financial condition of the Corporation. The person holding this position will maintain it until June 30, the end of the fiscal year. This will require the person to close the books for the fiscal year and file the tax return.

#### **ARTICLE XII: CHARITABLE GAMBLING OPERATION**

1. Gambling Manager
  - a. The Gambling Manager will be approved by the Board of Directors.
2. Internal Controls
  - a. 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.
3. Employees
  - a. 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.
4. Audit Committee
  - a. 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.
5. Board Representation



- a. 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.

#### **ARTICLE XIV: DISSOLUTION**

1. Dissolution of this Corporation shall be caused by majority vote at a properly called meeting of the Board of Directors.
2. 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.
3. 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.
4. 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 XV: INDEMNIFICATION; BUSINESS CONFLICT OF INTEREST WAIVER**

1. The Association shall have the power to indemnify any person who was or is a party or has been threatened to be made a party to any legal or quasi-legal proceeding by reason of the fact that such person is or was acting as an agent of the Association against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association. The termination of any proceeding by judgment, order, or settlement, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association
2. In the absence of fraud, no contract or other transaction between this Association and any corporation, or other private or public commercial or not-for-profit enterprise, shall in any way be invalidated or otherwise affected by the fact that a member of the Board of this Association has an interest, pecuniary or otherwise, in that other entity. Any member of the Board may be a party to any contract or transaction of this Association, provided that his/her interest is disclosed or known to all voting members of the Board. Any member of the Board who holds such an interest may be counted in determining the existence of a quorum at any meeting of the Board or of any committee of this Association which shall authorize any such contract or transaction but may not vote if the matter is called to vote.

#### **ARTICLE XVI: AMENDMENT OF ARTICLES AND BY-LAWS**

These By-Laws must be reviewed every five years. These bylaws may be amended or altered by a two-thirds (2/3) vote of the whole Board of Directors at any meeting, provided that notice of such proposed



amendment shall have been given in the notice to Directors of such meeting. Such authority in the Board of Directors is subject to the power of the members to prospectively revoke the authority of the Board to exercise the power to amend said By-Laws by a majority vote of the members voting at any meeting called for the 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 this Friday, April 11, 2025.

Attest:

*Jaelyn M. Hill*  
President, Wayzata Youth Hockey Association

*Anne Phaneuf*  
Secretary, Wayzata Youth Hockey Association