

## Hopkins Youth Hockey Association Bylaws

Amended and Approved on December 15, 2025

### 1) Registered Offices

Section 1.1 The address of the registered office of the Corporation shall be 11000 Excelsior Blvd., City of Hopkins, Minnesota 55343. The Board of Directors shall have authority, by two-thirds (2/3) vote, to change the registered office of the Corporation.

### 2) Definitions

Board – The Board shall mean the Board of Directors of HYHA with each member of the Board referred to as a Director.

HYHA – Hopkins Youth Hockey Association (HYHA) is a registered Nonprofit Corporation with the State of Minnesota.

In Good Standing – Without outstanding financial obligation to HYHA and/or not subject to current or pending suspension in accordance with the rules of these bylaws.

Parents – Parents shall include natural parents, a stepparent, or a player’s legal guardian where the player resides with that guardian and identified in the program’s registration.

Registered Players – The registered players shall be all children living or going to school in the Hopkins school district as further outlined in Section 4 herein and are active, registered hockey players in the program.

### 3) Objectives

Section 3.1 The objective of the Hopkins Youth Hockey Association (HYHA) is to promote the growth and development of players in a fun, fair, and properly supervised environment that maximizes player participation and skill development, regardless of gender, while emphasizing the value of sportsmanship and teamwork.

Specific objectives are:

- Create a positive developmental experience for all participants in the HYHA, including players, coaches, and parents

- Emphasize individual skill development over team performance
- Build individual skill sets necessary for optimal team performance
- Enable a developmental relationship between HYHA and the Hopkins Boys and Hopkins/Park Girls High School hockey programs
- Promote teamwork, good sportsmanship, and fair play

These objectives are achieved in a program of continuously improving hockey training and a schedule of organized hockey games.

## 4) Membership

Section 4.1 Eligibility of Membership. The following shall qualify for membership in HYHA:

- Membership shall be open to any and all players meeting the eligibility requirements as to age, residency, and participation rules as required by MN Hockey and HYHA Policies. Members are eligible to participate in HYHA programs.
- Any individual having an active interest in HYHA may be invited by the Board of Directors to become an At Large Member.
- Any adult (as defined by Minn. Stat. § 645.451, subd.3) may become a member of HYHA by applying to the Board of Directors for membership at any time.
- Adults having children registered in the HYHA Program automatically become members of HYHA.
- All members of the HYHA Hockey Development Committee (HDC) may serve HYHA as members without regard to having a registered player.
- All HYHA-based members of the Hopkins/Park Girls Hockey Development Committee (GHDC) may serve HYHA as members without regard to having a registered player.
- A previous Director who has successfully completed his or her full term on the Board, and who is appointed by the President and confirmed by the Board, may become an At Large member without regard to having a registered player.

Section 4.2 Term. The term of membership shall be for one year, commencing September 1<sup>st</sup>.

Section 4.3 Member's Service. Active members will perform any reasonable service required and requested.

Section 4.4 Voting Rights. Each member shall have one vote per household for the purposes of electing Directors of the Corporation (except for the Gambling Manager pursuant to Section 8.2). The “household” consists of members In Good Standing residing at the same address.

Section 4.5 Member’s Code of Conduct. All members are expected to read and acknowledge in writing that they understand the HYHA Members’ Code of Conduct. Members who do not follow the Code of Conduct will be subject to discipline that can include suspension and/or removal from the association as outlined in the HYHA Bylaws and/or Travel Team Policy.

Section 4.6 Player’s Code of Conduct. All players are expected to read and understand the HYHA Player’s Code of Conduct. Players who do not follow the Code of Conduct will be subject to discipline that can include suspension and/or removal from HYHA as outlined in the Code of Conduct. This Code of Conduct will be enforced at all playing levels.

Section 4.7 Suspensions. If a Travel/Level Director temporarily suspends a coach, assistant coach, team manager, or player whose conduct endangers HYHA members and/or players, or is otherwise detrimental to the objectives of the HYHA Program, within seven (7) days of the suspension, the Executive Committee, the Travel/Level Director, and any additional members of the Board’s Disciplinary Committee will meet to consider the suspension and make a recommendation to the Board.

If the Executive Committee determines to uphold a suspension, a special meeting of the Board shall be held within seven (7) days of the Executive Committee’s determination. The Board, by a two-thirds (2/3) vote, shall have the authority to suspend any member, player, coach, assistant coach, or team manager whose conduct is determined to be detrimental to the objectives of the HYHA Program. Such individuals subject to suspension shall be provided due notice and opportunity to be heard by the Board before a suspension vote is called. The length of the suspension shall be at the discretion of the Board and may be permanent.

Prior to the completion of the hearing process, the suspended individual shall not be permitted to participate in any HYHA activity.

## 5) Directors

Section 5.1 General Powers. The property, affairs, and business of the Corporation are managed by the Board of Directors.

Section 5.2 Number. The number of Directors of the Corporation shall be no fewer than fifteen (15).

Section 5.3 Positions. The Executive Committee shall meet annually to determine what Board positions are needed going forward. Any changes to Board positions and titles shall be presented by the Executive Committee for approval by the Board via a majority vote. The Secretary shall maintain a list of Board positions, who holds them, and when each individual's term expires. The President may specifically appoint a Coach in Chief, to be confirmed by the Board each year.

Section 5.3 Ex-Officio and At Large Directors. Hopkins High School Boys Hockey Coach and Hopkins/Park High School Girls Hockey Coach are Ex-Officio Directors of the Corporation, without voting rights unless serving in another capacity on the Board. In addition, individuals who have successfully completed a term on the Board may serve as At Large Directors, who are to be appointed by the President and confirmed by the Board each year.

Section 5.4 Election. To elect Directors, the President will direct the solicitation of election action to be taken by written or electronic ballot. Notice of the election solicitation shall be made to Members at least 14 days prior to the annual meeting of the Members. The Secretary will manage voting and tally the final results. No two (2) Board positions may be held by one (1) person.

- Solicitation of action to elect directors by written or electronic ballot containing the names of all candidates.
- Candidates must be Members In Good Standing of the Corporation and only one Director per household is allowed. If a second member of a household wishes to run for or be appointed to a Board position, that person must apply to the Board for an exception more than one month in advance of the annual election; the Board can make an exception via a two-thirds vote (the spouse already on the board will recuse him/herself from this vote). Only one Director per household may serve on the Executive Committee at any given time.
- The number and positions of Directors to be elected shall be determined by the Board prior to the notice of the annual meeting of the Members or solicitation of candidates.

#### Section 5.5 Term of Office.

Directors serve until either (i) their term expires (2 years), (ii) the Director ceases to be a member of the association, or (iii) when the Director resigns from the board. New Directors shall begin their term on the next monthly meeting of the Board. Directors of the Corporation will hold office until the annual meeting of the Members in the year their term expires or until their successors are elected and qualified. Only qualified members as set forth in these Bylaws may serve as Directors.

Directors may resign their appointed or elected position as Director of the Corporation by providing a formal letter that includes the date, the reason for the resignation, and the Director's signature.

Section 5.6 Vacancies. Any vacancy in the Board of Directors is filled by a nomination by the Executive Committee and an affirmative vote of a majority of the Directors of the Board. If the Executive Committee nominates a member who is the spouse of an existing Director of the Board, such nomination must be approved by a two-thirds vote of the Directors of the Board. Each person so elected is a Director until a successor is elected at the next annual meeting of the Members or any meeting of the Members duly called for that purpose. Should the number of Directors fall below fifteen (15), the Board of Directors shall have the authority to appoint At Large Directors by an affirmative vote of a majority of the remaining Directors of the Board and each person so elected is a Director until their successor is elected at the next annual meeting of the Members or any meeting of the Members duly called for that purpose.

Section 5.7 Annual Meeting. The Annual Meeting of the Board of Directors of the Corporation shall be held during the month of April or May, with the exact date to be determined by the President with notice of such date's determination provided to each Director at least ten (10) days prior to such Annual Meeting date.

Section 5.8 Monthly Meetings. The Board of Directors meet monthly, with the July meeting optional at the discretion of the Board. The meeting place and time is set by the President, and each Director receives five (5) days' notice of such meeting. Special meetings of the members are held at the same place and time of any monthly meeting of the Board of Directors, unless the Board determines otherwise.

Section 5.9 Special Meetings. The President or any of the other three (3) officers may call for a special meeting of the Board of Directors at any time throughout the year upon giving five (5)

days written notice stating the purpose of the meeting. Directors may make a request to the President to call a special meeting of the Board of Directors; the decision remains at the President's discretion.

Section 5.10 Quorum. A quorum for an official meeting at which business may be transacted is one-half (1/2) of the eligible voting members of the Board of Directors. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the Directors present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though one or more Directors withdraws from the meeting leaving less than a quorum.

Section 5.11 Voting by Directors. Pursuant to Minn. Stat. 317A.237, the board takes action by the affirmative vote of a majority of directors at a duly held meeting in which a quorum is present, unless the articles or bylaws require the affirmative vote of a larger proportion or number. Proxy voting is not permitted.

Directors may attend via video/dial-in only with the President's approval on a case-by-case basis, due to extreme circumstances. A Director so participating shall be deemed present at such meeting.

Section 5.12 Ineligibility to vote due to attendance issues. In order to be eligible to vote, each Director must have attended at least two-thirds of the meetings held in the prior six (6) months. Any Director who falls below this attendance threshold shall be deemed ineligible to vote until his/her attendance is ameliorated. Upon a second instance of voting ineligibility in a Director's term, the Director shall be removed from the Board. Director can appeal and be reinstated by a Board vote.

Directors who miss half or more meetings in a single term in office shall be ineligible to run for election or re-election to any board position in the subsequent term. Directors who are removed from the Board due to attendance issues shall be ineligible to run for election or re-election to any board position in the subsequent term.

The President can propose exceptions on the above on a case-by-case basis, for absences due to coaching duties or extreme, time-limited personal circumstances.

Section 5.13 Order of Business. The meetings are conducted in accordance with an agenda communicated 5 days before the meeting by the Secretary. The suggested order of business at any meeting of the Directors is:

- (a) Roll call
- (b) Charitable Gambling report
- (c) Approval of prior meeting minutes
- (d) Open forum (with a time limit of not to exceed 10 minutes)
- (e) Old business
- (f) New business
- (g) Reports of officers, directors, and committees

Section 5.14 Informal Action by Directors. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting and notice thereof if an affirmative consent in writing, setting forth the action to be taken, is signed by all Directors.

Section 5.15 Removal of Directors. The Board of Directors may remove at any time, for cause or without cause, any Director of the Corporation by an affirmative vote of 2/3 of the Board eligible to vote at a meeting, after giving a thirty (30) day notice to the Director in question and providing such Director with an opportunity to be heard at a monthly or special Board meeting.

Section 5.16 Annual review of regulations. The Board of Directors shall review, at least annually, the rules and regulations for:

- (a) Hockey training and practices;
- (b) The playing of hockey games;
- (e) Fundraising efforts; and
- (f) All other items of importance to the welfare and interest of the Corporation and all association members including players, parents, coaches, and other officials and/or volunteers.

Section 5.17 Review of finances. The Board of Directors decides all matters pertaining to the finances of the Corporation's hockey program on an annual basis. All income for the house or travel team programs are placed in a common league treasury unless revised on an annual basis by a two-thirds (2/3) vote of the Board members eligible to vote. Funds shall not be solicited by or contributions permitted to either a team or to individuals unless special approval is given on an annual basis by a two-thirds (2/3) vote of the Board. This regulation is to ensure equality of

benefit and opportunity to all individuals, teams, and leagues within the Program and discourage favoritism and inequity wherever possible.

Section 5.18 Board Code of Conduct. All Directors are expected to read and acknowledge in writing that they agree to the HYHA Board Code of Conduct. Directors who do not follow the Code of Conduct will be subject to disciplinary action as outlined in the HYHA Bylaws.

## 6) Officers

Section 6.1 Officers. The Officers of the Corporation shall include a President, Vice President, a Treasurer, and a Secretary.

Section 6.2 Election, Term of Office, and Qualifications. The Board shall elect each Officer. Officers shall hold office for a term to be decided by the Board and until their successors are elected and qualified; provided, however, that any officer may be removed with or without cause by the affirmative vote of 2/3rds of the Board of Directors. Candidates for President must have already successfully completed a term on the Board of Directors of the Corporation. The Board can move to vote to create an exception to this requirement via a majority vote of Directors present at a Board meeting.

Section 6.3 President. The President has authority for management of the business of the Corporation. The President presides at all meetings of the Corporation and of the Directors. The President sees that all orders and resolutions are carried into effect. The President is an ex-officio member of all standing committees. The President executes and delivers in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, as may be prescribed from time to time by the Board of Directors, and in general performs all duties usually incident to the office of president, and such other duties as may from time to time be assigned to the President by the Board.

Section 6.4 Vice-President - The Vice-President ("VP") collaborates with the President to manage and execute a variety of projects as determined by the President or the Board. The VP oversees the Director of Hockey Operations and other contractors, providing guidance, monitoring performance, and supporting their success in delivering high-quality hockey programs. In the event of absence or disability of the President, the Vice-President succeeds to the President's powers and duties or as otherwise prescribed by the Board of Directors.

Section 6.5 Secretary. The Secretary is secretary of and attends all meetings of the Corporation

and Board of Directors. In the event of an absence from a meeting, the Secretary shall temporarily appoint another Director to record meeting proceedings and assist the President in running the meeting. The Secretary keeps track of board meeting attendance and Board vacancies, manages annual Board elections, and familiarizes him/herself with the Corporation Bylaws in order to advise the President and Board Directors.

Section 6.6 Treasurer. The Treasurer keeps accurate accounts of all monies of the Corporation received or disbursed, with the exception of the gambling accounts and funds. The Treasurer shall deposit all monies, drafts, and checks in the name and to the credit of the Corporation in such banks and depositories as the Board of Directors designates from time to time. The Treasurer endorses for deposit all notes, checks, and drafts received by the Corporation as ordered by the Board of Directors and makes proper vouchers. The Treasurer disburses the funds of the Corporation as authorized by the Board of Directors. The Treasurer files required tax returns on behalf of the Corporation in the manner required by law within the required time period after the end of the Corporation's fiscal year. The Treasurer renders to the President and the Board of Directors whenever required, an account of all transactions as Treasurer and of the financial condition of the Corporation and performs such other duties as prescribed by the Board of Directors. The Treasurer is bonded for the amount of \$100,000.00 and signs all checks disbursing Corporation funds. The Treasurer is responsible for a preliminary budget for the Corporation to be presented by the August meeting of the Board. The annual budget is finalized and approved by the Board of Directors by the October meeting. All non-budget, requested expenditures in excess of \$500 must first be submitted to the Treasurer, which are brought to the Executive Committee (Officers of the Corporation) prior to submission for approval by the Board of Directors.

Section 6.7 Officers Shall Not Lend Corporate Credit. Except for the proper use and in the ordinary course of business of the Corporation, no officer of the Corporation shall sign or endorse in the name or on behalf of this corporation, or in his or her official capacity, any obligations for the accommodations of any other party or parties, nor shall any check, note, bond, stock certificate, or other security or thing of value belonging to this Corporation be used by any officer or director as collateral for any obligation other than valid obligations of the Corporation.

## 7) Board Committees

Section 7.1 Committees. A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees having the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Board of Directors.

Section 7.2 Disciplinary Committee - A three-person Disciplinary Committee shall be responsible for the review of any violations of the Corporation's Codes of Conduct and agreements for players, parents, and coaches, and shall determine corrective courses of action by a majority vote of the Committee. Disciplinary action may take place alongside any actions taken by District 3, Minnesota Hockey, and USA Hockey. The President shall be a member of this committee, as shall two additional members from among Directors of the Board, who are appointed by the President and approved by a majority vote of the Directors. Committee members shall be appointed by August 15 of each year and serve for one year. The President can remove and replace members of the Committee, subject to a majority Board vote. In the event that the President is the subject of potential disciplinary action, the President shall recuse him/herself from the Committee and the Vice President shall temporarily fill the President's role on the Committee. If the Vice President is already a member of the Committee, the Vice President shall appoint an additional temporary Committee member for the purposes of reviewing the potential violation(s) by the President.

Section 7.3 Hockey Development Committee (HDC). The HDC is an advisory committee to the HYHA Board. The Director of Hockey Operations, as nominated by the President and confirmed by the Board, shall take leadership responsibility for the HDC, whose operations and membership are outlined in the HYHA Hockey Development Committee Governance Document). HDC members shall be nominated by the Director of Hockey Operations and approved by the Coach In Chief and the President. The President shall be a member of the HDC and shall be responsible for keeping the Board apprised of HDC decisions and actions. The HDC shall make all hockey-related decisions (e.g. player development, tryout format, coach selection and evaluation, team levels, team size, and ice framework). The HDC shall be subject to Board oversight for financial, disciplinary, and legal matters. A member of the HDC shall give an update on major decisions at each monthly Board meeting.

Section 7.4 Committee of Disinterested Persons. The Board of Directors may establish a committee composed of two (2) or more disinterested Directors or other disinterested persons to determine whether it is in the best interests of the Corporation to pursue a particular legal right or remedy of the Corporation and whether to cause the dismissal or discontinuance of a particular proceeding that seeks to assert a right or remedy on behalf of the Corporation. A Director or other person is "disinterested" if not a present or former officer, employee or agent of the Corporation and has not been made or threatened to be made a party to the proceeding

in question and otherwise has no conflict of interest. A vacancy on the committee may be filled by a majority vote of the Board of Directors. The committee terminates when it issues a written report of its determinations.

Section 7.1 Executive Committee. The Executive Committee (EC) will be comprised of the Officers of the Corporation. The EC shall meet at least quarterly to discuss items and issues to be brought forward to the Board for discussion, as well as improvements to Board processes and procedures. The EC will annually review and make decisions on all applications for financial aid from Members. The EC will periodically review and make updates to foundational HYHA documents, including but not limited to codes of conduct, contracts, travel policy, and HDC governance. Pursuant to Section 6.6, All non-budget, requested expenditures in excess of \$500 must first be submitted to the Treasurer, which are brought to the EC prior to submission for approval by the Board of Directors.

## 8) Financial and Property Management

Section 8.1 Fiscal Year. The fiscal year of the Corporation is set by the Board of Directors.

Section 8.2 Audit of Books and Accounts. The books and accounts of the Corporation are audited every five (5) years and at other such times as may be required by law or ordered by the Board of Directors.

Section 8.3 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.4 Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation are signed by the Treasurer or such other officer or officers, agent or agents of the Corporation and such manner as shall from time to time be determined by a resolution of the Board of Directors.

Section 8.5 Deposits. All funds of the Corporation not otherwise employed are deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.6 Authority to Borrow and Encumber Assets. No Director, Officer, agent or employee of the Corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

## 9) Gambling

Section 9.1 As a part of its mission to provide an affordable, quality hockey program to all of its members, HYHA applied for and was granted a license by the State of Minnesota to operate a charitable gambling site at Tuttle's Bowling Bar & Grill, located at 107 Shady Oak Road, Hopkins, MN, a site at Main Street Bar & Grill, located at 814 Main Street, Hopkins, MN, a site at JJ's Clubhouse, 5400 Wayzata Boulevard, Golden Valley, MN, a site at Gold Nugget Tavern & Grille, located at 14401 Excelsior Blvd, Minnetonka, MN, and a site at Scoreboard Bar and Grill, located at 5765 Sanibel Dr, Minnetonka, MN. Additional sites might be sought in the future, understanding that charitable gambling sites provide HYHA with a unique fundraising opportunity as well as additional financial and legal risks. HYHA believes the benefits of this charitable gambling operation far outweigh the additional risks. In order to minimize unexpected and unforeseen legal and financial risks, HYHA hired a Gambling Manager as provided in Section 8.2 to oversee its charitable gambling operation.

Section 9.2 Gambling Manager. Notwithstanding any provision of the Bylaws to the contrary, a Gambling Manager will be hired by the Executive Committee and approved by the Board of Directors. Compensation for the Gambling Manager will be determined by the Executive Committee and ratified by the Board of Directors. The gambling manager must meet Minnesota State Gambling Laws and Regulations for a Gambling Manager. The Gambling Manager shall be the only Director that is not elected to the Board by the Members.

Section 9.3 It is the responsibility of the Gambling Manager to comply with the internal controls and appropriate Minnesota State Gambling laws established for the operation of the gambling activity. The Gambling Manager shall be responsible for the accounting of all gambling monies received or disbursed. The Gambling Manager shall be bonded for the amount of \$10,000.00.

Section 9.4 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. If an Assistant Gambling Manager is hired, that person cannot be a Director of the Corporation.

Section 9.5 The Gambling Manager will be a voting member of the Board of Directors of the Corporation.

Section 9.6 As permitted by the Lawful Gambling Policy by the City of Hopkins, HYHA is entitled to engage in this activity because it is a non-profit corporation with a principal place of business in the City of Hopkins, has been engaged in its activities for the benefit of the community within the City of Hopkins for at least five years on a perpetual, continuous, uninterrupted basis and has at least 30 active members. All HYHA members are entitled to vote on matters of charitable gambling and are thus active members of the organization for purposes of charitable gambling.

## 10) Waiver of Notice

Section 10.1 Requirement of Waiver in Writing. Whenever any notice whatsoever is required to be given by these Bylaws, the Articles of Incorporation of the Corporation, or any of the Corporate Laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to said notice, either before, at, or after the time stated therein, shall be sufficient and effective to waive the rights to receive such notice.

## 11) Amendments

Section 11.1 Action by Board of Directors. The Board of Directors of the Corporation is expressly authorized to make Bylaws of the Corporation and from time to time to alter or repeal Bylaws so made. In so acting, the Board of Directors may do so only upon vote of two-thirds (2/3) of the Board, provided that at least two (2) weeks written notice of such proposal of amendment has been given to the Directors in the notice of such meeting.

## 12) Indemnification

Section 12.1 The Corporation shall indemnify its officers, Directors, and others acting in their official capacity, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted and determined by Minn. Stat. § 317A.521, as now enacted or hereafter amended.

The undersigned Secretary hereby certifies that the foregoing Amended Bylaws were adopted as the complete Bylaws of the Corporation by the Board of Directors of said Corporation on this day of December 15, 2025. Prior to this date, the bylaws were last amended on February 27,

2017; March 31, 2016; January 28, 2010; and October 20, 2014.

ATTEST: HYHA Secretary,

Jessica Shortall