

BY-LAWS
OF
CROW RIVER YOUTH HOCKEY ASSOCIATION

ARTICLE I

Members

Section 1: The voting members of the C.R.Y.H.A. are persons over eighteen years of age, who show an active interest in promoting the activities of the organization.

Section 2: Meetings of the membership shall be held at principal office or place of business of the Association or such suitable place convenient to the membership as may be designated by the Board of Directors.

Section 3: Commencing in 1993, the annual meeting of the membership shall be held during the month of April, in the city of Delano, or at a convenient location.

Section 4: It shall be the duty of the Secretary to mail a notice of the annual meeting, stating the purpose thereof as well as the time and place where it is to be held to each member of the Association not less than five but not more than 30 days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered due service of notice.

Section 5: At every meeting of the membership, each member present, except for the president, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote. The President will vote only in case of a tie. The vote of the majority of those present, in person or by proxy, shall decide any question brought before each meeting.

Section 6: To be valid, all proxies must be filed with the President, Vice President or Secretary at the appointed time of each meeting.

Section 7: Special meeting of the membership may be called by the President or Vice President or by a petition by at least forty members.

Section 8: At every meeting of the Crow River Youth Hockey Association, each member present, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote, relating to the lawful gambling operation.

ARTICLE II

Section 1: A Board of Directors shall have the general management and control of all business and affairs of the association and shall exercise by appropriate rules or resolutions all the powers that may be exercised or preformed by the Association under the statutes, its Articles of Incorporation, and these By-laws.

Section 2: At the adoption of these By-laws and until a resolution is adopted by the members otherwise providing, the number of directors shall be not more than nine or less than seven.

Section 3: The terms of office of all other Board members shall be three years. The Board of Directors shall be elected by the membership at the annual meeting. The term of Board members will expire on rotating basis; a maximum of three Board members will be elected each year due to term expiration.

Section 4: Regular meeting of the Board of Directors may be held at such times and places as the Board by resolution shall establish. Special meetings of the Board of Directors may be called by the president or Vice President and must be called by either of them on the written request of any member of the Board.

Section 5: All meetings shall be held at the principal office of the Association unless another convenient place shall be designated in the notice of the meeting.

Section 6: Notice of the time, place and purpose of any annual or special meeting, except as herein otherwise provided shall be given to each director personally or by mail, telephone, or fax. Regularly scheduled meetings of the Board of Directors may be held without notice.

Section 7: Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to giving of such notice. Attendance by a director at any meeting of the board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 8: At all meetings of the Board of Directors, a majority of the directors then holding office shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting, from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 9: A director may appoint proxy for himself or vote by proxy.

Section 10: Any action that may be taken by the Board of Directors at a meeting thereof may be taken without a meeting if authorized in writing and signed by all of the directors.

Section 11: Any director may resign at any time by delivering a written or verbal resignation to the President or Vice President of the Association.

Section 12: Vacancies in the Board of Directors shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum, and each person so elected shall be a director until his successor is elected.

Section 13: Upon an affirmative two-thirds majority vote of the members of the Board of Directors any member of the Board may be removed, with cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose. Such removal is without prejudice to contract rights, if any, which he may have with the association.

Section 14: No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken. All directors are expected to active members, either holding a executive position or leading a committee.

Section 14: The directors shall not make or enter into on the Association's behalf any contract, transaction, or act or carry on any activity not permitted to be made, entered into, or carried on by an organization exempt from tax under the Internal Revenue code of 1954, Section 501(c) (3) as now constituted or hereafter amended, or be an organization contributions to which are deductible under the Internal Revenue Code of 1954, Section 170 (c) (2), as not constituted or hereafter amended. In addition, the directors shall not make, enter into, or carry on any activity which would cause the Association to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as now constituted or hereafter amended.

ARTICLE III

Officers

Section 1: The principal officers of the Association shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the members of the Board of Directors. Directors may appoint an assistant treasurer, and an assistant secretary, and such other officers as in their judgment may be necessary. Any two officers, except those of President and Vice President and those of President and Secretary, may be held by the same person.

Section 2: The officers of the Association shall be elected annually by the Members of the Board of Directors, a two-thirds majority vote is required.

Section 3: Upon an affirmative vote, of a majority of the members of the Board of Directors, any officer may be removed, with cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board call for such purpose. Such removal is without prejudice to contract rights, if any, which he may have with the Association.

Section 4: In case any office becomes vacant by death, resignation, retirement, incapacity of any other cause, such vacancy shall be filled by the affirmative vote of a majority of members of the Board of Directors then in office. An officer so elected shall hold office and service until next annual election meeting of the Board of Directors.

Section 5: The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of a corporation, including but not limited to, the power to appoint committees from among the membership from time to time as he may, in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

Section 6: The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President or the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 7: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association. The Secretary shall post the minutes of the last meeting on the Association web site within five (5) days prior to next meeting. The posting of a notice in the manner provided in this section shall be considered due service of notice.

Section 8: The Treasurer shall have the custody of all funds, property and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require.

Section 9: Any officer of the Association and any member of the Board of Directors is authorized on behalf of the Association to endorse for collection checks, notes and other obligation, and shall deposit the same to the credit of the

Association at such bank or depositories as the Board of Directors may designate.

Section 11: No officer, agent or representative of the Association shall make or enter into on the Associations behalf any contract, transaction, or act, or carry on any activity not permitted to be made, entered into, or carried on by an organization exempt from tax under the Internal Revenue Code of 1954, Section 501(c) (3) as now constituted or hereafter amended, or by an organization contributions to which are deductible under the Internal Revenue Code of 1954, Section 170 (c) (3) as now constituted or hereafter amended, or by an organization contributions to which are deductible under the Internal Revenue Code of 1954, Section 170 (c) (2), as now constituted or hereafter amended. In addition, no officer, agent or representative shall make, enter into, or carry on any activity which would cause the Association to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as now constituted or hereafter amended.

ARTICLE IV

Contract, Checks, Deposits, and Funds

Section 1: The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by the By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2: All checks, drafts or order for the payment of money, notes or other evidence of indebtedness, issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of further determination by the Board of Directors, such instruments may be signed by any two of the officers or directors.

Section 3: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE V

Fiscal Year

The fiscal year of the corporation shall commence on May 1st of each year and end on April 30th.

ARTICLE VI

Amendment of Articles of Incorporation or By-laws

Section 1: The Board of Directors may by the affirmative vote of two-thirds of the directors who are present and entitled to vote to amend the Articles of Incorporation or these By-laws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be duly given to all directors.

Section 2: The members, by a majority vote of the members voting at a meeting duly called for the purpose, may prospectively revoke the authority of the Board of Directors to exercise the power of the members to amend the Articles of Incorporation and these By-laws.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify:

1. That he is the duly elected and acting Secretary of the Crow River Youth Hockey Association, a Minnesota non-profit corporation; and
2. That the forgoing By-laws comprising 7 pages constitute the By-laws of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on _____, 2001.
3. IN WITNESS WHEREOF, I have hereunto subscribed my name this _____, day of _____, 2001.

Secretary

RESTATED
ARTICLES OF INCORPORATION
OF
CROW RIVER YOUTH HOCKEY ASSOCIATION, INC.

Pursuant to Minnesota Statutes Chapter 317A, the following Restated Articles of Incorporation have been properly adopted by the Board of Directors [and/or members of the corporation] to supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I
NAME/REGISTERED OFFICE

The name of this corporation shall be Crow River Youth Hockey Association, Inc., with a registered office address at 654 Tiger Drive, Delano, MN, 55328 (mailing address: Box 62, Delano, 55328).

ARTICLE II
PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986. To this end, the corporation shall sample: *foster and promote opportunities for youth hockey in the Crow River area.* All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III
LIMITATIONS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the

corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or ~~intervene in (including by publication or distribution of statements)~~, any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended; and
4. The corporation shall not lend any of its assets to any officer, director, or member of this corporation, or guarantee to any person the payment of a loan by an officer, director, or member of this corporation

ARTICLE IV **MEMBERS/DIRECTORS**

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V **DEBT OBLIGATIONS AND PERSONAL LIABILITY**

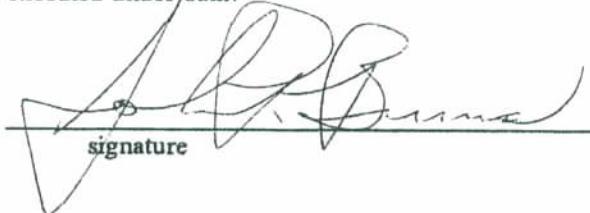
No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI **DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities,

costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned officer certifies both that she/he executes these Restated Articles for the purposes herein stated, and that by such execution, affirms the understanding that should any of the information in these Restated Articles be intentionally or knowingly misstated, she/he is subject to the penalties for perjury set forth in Minnesota Statutes section 609.48 as if this document had been executed under oath.


signature

2-10-97
date