

BYLAWS OF MCKENZIE COUNTY HOCKEY CLUB

ARTICLE I: NAME

The name of the Corporation shall be: McKenzie County Hockey Club, and it is sometimes referred to in these Bylaws as the Corporation.

ARTICLE II: PURPOSE

The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, the Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Regarding the purposes of the Corporation they shall include, but not be limited to, the following:

- Provide organized hockey activities for the youth in the local community and surrounding area;
- Promote physical activity, a healthy lifestyle, and a fun experience for participants;
- Instill the values of leadership, integrity, teamwork, respect for the individual, community service, and sportsmanship;
- Develop hockey players to the best of their ability;
- Maintain affordable membership;
- Maintain and/or secure facilities for hockey;
- Organize and supervise games, practices, and leagues;
- Promote a high level of competition;
- Enforce a Zero Tolerance policy as set forth by USA Hockey;
- Coordinate and pursue fundraising activities;
- Provide the necessary organizational and financial framework;
- Conform with the bylaws of the North Dakota Amateur Hockey Association (NDAHA) and USA Hockey;
- Assist the NDAHA in the administration and enforcement of the provisions of the by-laws, rules, and regulations, playing rules, and decisions of the NDAHA Board of Directors;
- Conduct other lawful business; and
- Use all profits and donations to the ends stated herein and to have no member profit thereby or to receive any monetary or other property benefit from the Corporation whatsoever, except for reimbursement for actual expenses incurred by a member or for services rendered as employment.

The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its Directors or Officers except to the extent permitted under the Non-Profit Corporation Law of the State of North Dakota. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence

legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II-A: NORTH DAKOTA AMATEUR HOCKEY ASSOCIATION PREEMINENCE

The MCHC, as an Affiliate Association of the NDAHA, shall abide by and act in accord with the Articles of Incorporation, bylaws, rules and regulations, playing rules, and decisions of the NDAHA Board of Directors. Such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the MCHC.

The MCHC shall assist the NDAHA in the administration and enforcement of the provisions of the bylaws, rules and regulations, playing rules, and decisions of the NDAHA Board of Directors, within and upon its members and within its jurisdiction.

ARTICLE III: BASIC POLICIES

The following are the basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any Members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

ARTICLE IV: MEMBERSHIP AND DUES

1. Membership in the Corporation is limited to the following categories of individuals, each of whom must also satisfy the applicable good standing and dues requirements set forth below: (a) the parent or legal guardian of a player currently registered with USA Hockey and rostered on an MCHC team for the current season ("Playing Members"); (b) a Head Coach or Assistant Coach currently assigned to an MCHC-rostered team; (c) an age-group Coordinator (for example, the 8U/LTS/LTP Coordinator or a Squirt Coordinator) functioning as the lead coach for that group; and (d) the MCHC's Hockey Director, for the duration of their contract.
2. Annual dues are as follows: Playing Members (parent or legal guardian category) shall pay the annual registration fee as set by the Board of Directors for the applicable season. Non-Parent Coaches (Head Coach, Assistant Coach, and age-group Coordinator serving as lead coach) and the Hockey Director shall pay \$0 in annual dues. All dues and assessments shall be reasonable in relation to the programs offered to Members.
3. A Member is considered in good standing when all of the following conditions are met. For Playing Members: (1) the current-season registration fee has been paid in full, or an active Board-approved payment plan is in place; (2) there is no past-due balance from a prior season; (3) all club-issued equipment, jerseys, and rental gear have been returned; (4) DIBS volunteer requirements have been

satisfied, including payment of any applicable non-fulfillment fee established by the Board in the MCHC Handbook; and (5) the member and their player are in compliance with the Player Code of Conduct and the Parent/Family Code of Conduct. For Non-Parent Coaches and the Hockey Director: the individual must be in compliance with the Code of Conduct applicable to their position and must hold no active disciplinary suspension. Good standing status for voting purposes is determined by the Secretary and Registrar as of the date of the Annual Meeting.

4. The following individuals are not Members of the Corporation unless they independently qualify under a membership category above: Team Manager; Locker Room Monitor; SafeSport Coordinator; DIBS Coordinator; Gaming Manager; Equipment Manager; Concessions Manager; Facility Manager; Scheduler; Registrar; Referee Coordinator; Winter Classic Tournament Director or Event Coordinator; paid officials or referees; the club's accountant or other contracted professional service providers; committee members; anyone who holds only a USA Hockey registration number; individuals fulfilling DIBS-eligible volunteer tasks only; and Zamboni operators. These individuals are valued contributors to the Corporation but do not hold membership voting rights.
5. All teams which participate in on-ice activities shall register with the NDAHA and USA Hockey.
6. The Corporation shall conduct an annual enrollment of Members, to be held during August 1 to October 31 of each calendar year, but persons may be admitted to membership at any time. The Corporation shall hold an Annual Meeting, for all Members of the Corporation, in March of each year, to provide its membership with an annual financial report of operations.
7. Any Member, in good standing with the Corporation, may (a) participate in business meetings, (b) be eligible to serve on the Corporation's Board of Directors, and (c) hold appointed positions as the Board of Directors may appoint from time to time.
8. Any action(s) or policy(s) adopted or requested to be adopted by the Board of Directors shall be reported to its membership, or their duly authorized representatives, at least once each year at the Annual Meeting, with notice and agenda of such meeting being given to all Members no less than fifteen (15) days in advance of the holding of the meeting, which meeting shall be open to all Members of the Corporation.
9. The Corporation shall distribute to its Members, upon request, copies of its Bylaws and other governing documents, and all amendments thereto.
10. Members who are in good standing with the Corporation shall be eligible to vote during the Corporation's Annual Meeting.
 - a. Nominations to the Board of Directors shall be submitted in writing to the Corporation at least ten (10) calendar days prior to the Corporation's Annual Meeting. No nominations may be accepted from the floor during the Corporation's Annual Meeting.
 - b. Voting rights for Members in good standing with the Corporation, who are over eighteen years of age and did not play for an NDAHA sanctioned team in the most recent hockey season, shall allow for one (1) vote per member; however, voting rights shall be limited to a maximum of two (2) votes per family. No proxy voting is permitted. Members must be present at the Annual Meeting to cast their vote for the Board of Directors.
11. The Board of Directors shall provide for the prompt and equitable resolution of grievances of its Members, including fair notice and opportunity for a hearing to any amateur athlete, coach, trainer,

manager, administrator, or official before declaring such individual ineligible to participate. The provisions for which discipline may be imposed against any USA Hockey Member are set forth in Bylaw 10 of the USA Hockey Annual Guide.

12. The Corporation shall adopt and enforce all USA Hockey SafeSport policies prohibiting abuse and misconduct. All members of the Board of Directors, all coaches, and all volunteers with routine unsupervised access to minors shall complete SafeSport training and maintain current SafeSport certification as required by USA Hockey. Failure to maintain current certification is grounds for suspension from the applicable position. The Corporation shall designate a SafeSport Coordinator responsible for receiving and forwarding reports of abuse or misconduct.

ARTICLE V: BOARD OF DIRECTORS

1. A Board of Directors ("Directors") of the Corporation shall be elected by the membership at the Annual Meeting. The Board of Directors shall consist of seven (7) Directors, meeting the criteria in Article IV.
 - a. Directors shall serve three (3) year terms. To establish staggered terms, the Board of Directors is structured as follows: three (3) Directors were elected in 2025 and shall serve terms expiring in 2028; as a one-time transitional adjustment, four (4) Directors were elected in 2026 — two (2) of whom shall serve three-year terms expiring in 2029, and two (2) of whom shall serve four-year terms expiring in 2030. Following the completion of these initial terms, all successor Directors shall serve standard three (3) year terms, resulting in a permanent rotation of three (3) seats expiring in one year and two (2) seats expiring in each of the two subsequent years, on a repeating cycle.
 - b. If there are no nominations made for any person to replace any of the present Directors in accordance with Article IV Section 10(a), then the current Directors are automatically re-nominated and elected to another term of office.
 - c. Directors may resign by submitting a formal letter of resignation to the Board of Directors. Upon the Board of Directors' approval of resignation, the remaining Directors shall appoint a replacement Director, subject to Article IV, to fulfill the resigned Director's term. The Board of Directors may continue to act with less than seven Directors until a replacement is selected or elected.
 - d. As a condition of service on the Board of Directors, each Director shall: (i) maintain current USA Hockey SafeSport certification throughout their term; (ii) consent to and pass a background check as required by USA Hockey prior to assuming their position; and (iii) annually acknowledge in writing that they have read and agree to abide by all applicable USA Hockey, Northern Plains District, and NDAHA policies. A Director whose SafeSport certification lapses shall have their voting privileges suspended until certification is restored.
2. The duties of the Board of Directors shall be:
 - a. To elect Directors as Officers of the Board of Directors;

- b. To transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation;
 - c. To form and lead standing committees;
 - d. To approve the plans of work of the standing committees;
 - e. To appoint administrative and other non-voting positions;
 - f. To present a report at the regular meetings of the Corporation;
 - g. To appoint an Independent Chartered Professional Accountant to prepare, review, or to audit the Club's financial statements;
 - h. To prepare and submit, if necessary, to the Corporation for approval a budget for the fiscal year;
 - i. To approve routine bills within the limits of the budget; and
 - j. To conduct business as otherwise authorized or as normally would be by a Board of Directors.
3. Directors shall attend all meetings. Any Director who fails to attend three or more meetings within a one-year period (April to April) without just cause may be removed from office with a simple majority vote of the remaining Directors.

ARTICLE VI: OFFICERS AND THEIR ELECTION

1. Officers
- a. A minimum of three (3) Directors shall serve as Officers of the Corporation and shall consist of a President, Vice President, and a Secretary/Treasurer.
 - b. Officers shall be elected annually by the Board of Directors. Said election shall take place within 10 days following the Annual Meeting of the Corporation. The final turnover of board duties to the newly elected members, will occur at the first regular meeting of the board following the annual meeting
 - c. Officers shall assume their official duties following their election and shall serve for a term of one (1) year and until the election and qualification of their successor.
2. Vacancy
- a. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining Directors.
3. Termination
- a. Officers may be removed from their offices with a 2/3 majority vote of the remaining Directors.

ARTICLE VII: DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Corporation. The President shall perform such other duties as may be prescribed in these Bylaws or assigned by the Corporation or the Board of Directors

and shall coordinate the work of the Officers and Committees of the Corporation in order that the purposes may be promoted. The President shall have fiduciary responsibility along with the Treasurer of the Corporation.

2. The Vice President shall act as aide to the President and shall assume the President's duties in the absence or disability of the President to act.
3. The Secretary/Treasurer position may be served by one Director or served by two Directors as determined from time to time by the Board of Directors. The Treasurer may be appointed to any qualified person or business entity, at the discretion of the Board of Directors, to fulfill the duties of the Treasurer and report to the Board of Directors at each regular meeting.
 - a. The Secretary shall record the minutes of all meetings of the Corporation, its committees, and of the Board of Directors; and shall perform such other duties as may be delegated by the President. The Secretary shall submit all forms of notice and registration to regulating authorities, including but not limited to USA Hockey, the North Dakota Amateur Hockey Association, and the North Dakota Secretary of State. All official correspondence of the Corporation to its membership or third-party stakeholders shall come from the desk of the Secretary on behalf of the Board of Directors.
 - b. The Treasurer shall have fiduciary custody of all funds of the Corporation. The Treasurer shall keep a full and accurate account of all financial transactions and shall make disbursements in accordance with the approved budget. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the Annual Meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws. The Treasurer's accounts shall be reviewed annually by a person not serving as Treasurer, selected by the Board of Directors, to ensure completeness and accuracy of the Treasurer's annual report.
4. All officers shall:
 - a. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.
 - b. Deliver to their successors all official material not later than 10 days following the election of successors.
 - c. Participate and lead Committees as directed by the President, and report to the Board of Directors at each regular meeting.
5. Conflict of Interest: No member of the Board of Directors shall engage in any activity that violates their duty of loyalty to the Corporation or presents a conflict of interest in their position with the MCHC. A conflict of interest exists when a Director's personal, financial, or professional interests are, or may appear to be, in conflict with the interests of the Corporation. When a Director has or may have a conflict of interest in any matter before the Board, that Director shall: (a) disclose the nature of the conflict to the Board President before any vote or decision on that matter; (b) refrain from participating in discussion of the matter, except to provide factual information; and (c) recuse themselves from the vote on that matter.

The disclosure and recusal shall be recorded in the minutes. This provision applies to all Directors, Officers, and committee members.

ARTICLE VIII: INDEMNITY & INSURANCE

1. The Corporation shall indemnify and hold harmless the NDAHA, the NDAHA Board of Directors, and each member thereof, the Executive Committee of the NDAHA and each member thereof, councils and committees of the NDAHA and each member thereof, and all other elected, appointed, employed or volunteer representatives of the NDAHA from any and all claims, liability, judgments, costs, attorney's fees, charges and expenses whatsoever, arising from the acts and omissions of the Local Affiliate, except to the extent (I) that the NDAHA or its afore described representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default, or (II) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, bylaws, rules and regulations, playing rules, or decisions of the NDAHA Board of Directors. Further, the Corporation understands and acknowledges that the NDAHA and its afore described representatives have assumed such assignment, function, office, or capacity upon the express understanding, agreement and conditions that they be so indemnified and held harmless to the extent described in this provision.

The NDAHA shall reasonably cooperate with the Corporation in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request; provided, however, that such cooperation shall not require the NDAHA to incur any out-of-pocket expense not reimbursed by the Corporation.

2. The Corporation agrees, at all times, to be covered by the general liability insurance policy maintained by USA Hockey. The Corporation shall be informed of the limits of that policy, and of any changes to those limits. The Corporation retains the right to obtain whatever additional insurance coverage it may desire, at its own expense, but to name the NDAHA as an additional insured thereof. The Corporation agrees to use reasonable efforts to purchase, acquire, or provide and maintain in full force and effect at all times directors' and officers' liability insurance, and (to the extent such insurance is not obtained through USA Hockey) name the NDAHA as an additional insured thereunder.

ARTICLE IX: MEETINGS

1. Regular meetings of the Board of Directors shall be held monthly, as called by the President or a majority of the Members of the Board of Directors, providing five days' notice should there be a change of date.
2. Special meetings of the Board of Directors may be called by the President or a majority of the Members of the Board, providing forty-eight hours' notice having been given. When the President or a majority of the Members of the Board declare an emergency, a special meeting may be held immediately upon reasonable notice to all Members of the Board.
3. A majority of the Members of the Board of Directors shall constitute a quorum for the transaction of business in any given meeting of the Corporation, regardless of whether notice is given of the meeting.

4. Attendance at a meeting by a Member of the Board of Directors shall serve as a waiver of the required notice unless the attendance by that Member is solely to object to the legality of the meeting due to the lack of the required notice.

ARTICLE X: COMMITTEES

1. The Board of Directors may create such Committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. Individuals serving on the Committees shall be appointed by the Board of Directors and need not be Members of the Corporation, but shall have the best interest of the McKenzie County Hockey Club at heart.
2. The Chairman of each Committee shall be a Director, as appointed by the President, and shall present a plan of work to the Board of Directors for approval and updates at each regular meeting. No Committee work shall be undertaken without the consent of the Board of Directors.
3. The power to form Committees, and appoint individuals to the Committees, rests with the Corporation.
4. The President shall be a member ex officio of all Committees, except for the nominating committee.

ARTICLE XI: SEAL

The seal of the Corporation, if any, shall be as adopted by the Board of Directors.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of the same calendar year, unless otherwise determined by the Board of Directors by written resolution.

ARTICLE XIII: STANDING RULES / HANDBOOK

The Board of Directors shall develop and maintain written Standing Rules contained within the MCHC Handbook to direct the daily operation of the Corporation. The Handbook shall be reviewed annually by the Board before each season and revised as necessary. The Handbook may be amended by majority vote of the Board of Directors without a formal bylaw amendment. In any conflict between these Bylaws and the Handbook, the Bylaws govern.

ARTICLE XIV: DISSOLUTION

The Corporation may be dissolved upon a two-thirds (2/3) affirmative vote of voting members present at a General Membership Meeting called for that purpose, provided that written notice of the proposed dissolution has been sent to all members no less than thirty (30) days in advance of the meeting.

Upon dissolution, after payment of all liabilities, the remaining assets of the Corporation shall be distributed to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors, consistent with the Corporation's exempt purposes. No part of the net assets shall inure to the benefit of any private individual.

Voluntary dissolution of the Corporation shall be accomplished in accordance with the laws of the State of North Dakota governing the winding-up of not-for-profit corporations.

ARTICLE XV: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for this organization on all questions of procedure not covered by these Bylaws or applicable law.

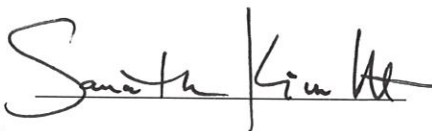
ARTICLE XVI: AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) majority vote of all Directors authorized by these Bylaws, at a regular or special meeting, provided that written notice of the proposed amendment has been distributed to all Directors at least thirty (30) days prior to the meeting at which the amendment will be considered. Any amendment must be authorized by the Board of Directors by way of signature of the new Bylaws and shall be made available to all Members of the Corporation.

Dated this 13 day of October, 2026.



President



Secretary