

**BYLAWS  
OF  
MCKENZIE COUNTY HOCKEY CLUB**

**ARTICLE I**

The name of the Corporation shall be:

McKenzie County Hockey Club

And it is sometimes referred to in the Bylaws as the Corporation.

**ARTICLE II: PURPOSE**

1. 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:

- a. Provide organized hockey activities for the youth in the local community and surrounding area;
- b. Promote physical activity, a healthy lifestyle, and a fun experience for participants;
- c. Instill the values of leadership, integrity, teamwork, respect for the individual, community service, and sportsmanship;
- d. Develop hockey players to the best of their ability;
- e. Maintain affordable membership;
- f. Maintain and/or secure facilities for hockey;
- g. Organize and supervise games, practices and leagues;
- h. Promote a high level of competition;
- i. Enforce a Zero Tolerance policy as set forth by USA Hockey;
- j. Coordinate and pursue fundraising activities;
- k. Provide the necessary organizational and financial framework;
- l. Conform with the bylaws of the North Dakota Amateur Hockey Association (NDAHA) and USA Hockey;
- m. 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;
- n. Conduct other lawful business; and
- o. Use all profits and donations to the ends stated herein and to have no member

profit hereby 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.

2. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporations 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 III: BASIC POLICIES**

The following are the basic policies of the Corporations:

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. Any individual who subscribes to the purposes and basic policies of the Corporation and takes an active role in furthering those purposes and policies may become a Member of the Corporation ("Member"), subject only to compliance with the provision of the Bylaws. Membership in the Corporation shall provide an equal opportunity, taking into account ability, physical size, and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, age, sex, or national origin.
2. Each Member of the Corporation shall pay annual dues, if any, as determined by the Board of Directors. All dues and assessments of the membership shall be reasonable in relation to the programs offered to the Members.
3. All teams, which participate in on-ice activities shall register with the NDAHA and USA Hockey.

4. 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.
5. 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.
6. 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.
7. The Corporation shall distribute to its Members, upon request, copies of its Bylaws and other governing documents, and all amendments thereto.
8. Members who are in good standing with the Corporation shall be eligible to vote during the Corporations 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 Corporations Annual Meeting.
  - b. Voting rights for Members, in good standing with the Corporation, and 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. There will be no proxy voting permitted. Members must be present at the Annual Meeting to cast their vote for the Board of Directors.
9. 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's 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.
10. The Corporation shall adopt SafeSport policies prohibiting abuse and misconduct.

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 auditor to audit the Treasurer's accounts;
- 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 immediately following the Annual Meeting of the Corporation.
- 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 vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining Directors. Should the election cause for an existing Officer to assume a new Officer position, the vacant Officer position shall also be elected by a majority vote of the Directors. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election. Subject to Article V Section 1(c), appointed Directors are eligible to be elected as Officers, should the vacancy occur due to resignation.

### **3. Termination**

Officers may be removed from their offices with a 2/3 majority vote of the remaining Directors.

**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 a three (3) year term. To ensure a staggered replacement of Board of Director members, the initial election shall determine the lengths of the terms as follows:

- The three members with the highest votes shall serve three-year terms.
- In the subsequent election, the two members with the highest votes shall serve four-year terms.
- The remaining members shall serve three-year terms.
- Thereafter, every board member position will continue to serve a three-year term on a rotating basis.

Below is a visual representation of the terms:

<b>Board Member Position</b>	<b>Term Duration</b>	<b>Subsequent Term Duration</b>
1 member	3 years	3 years
2 member	3 years	3 years
3 member	3 years	3 years
4 member	4 years	3 years
5 member	4 years	3 years
6 member	3 years	3 years
7 member	3 years	3 years

b. If there are no nominations made for any person to replace any of the present Directors in accordance with Article IV, Section 8(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.

**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 President. 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, as authorized by the Corporation, the Board of Directors or a Committee. 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 and shall be listed as the Corporation's Registered Agent. If the Board of Directors requests, the Treasurer's accounts may be examined annually by an auditor, selected by the Board of Directors, to ensure completeness and accuracy of the Treasurer's annual report, and shall sign a statement of that fact at the end of the report. The auditor shall be appointed by the Board of Directors at least two weeks before the annual meeting.
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. No officer of the Corporation shall have any direct conflict of interest related to the business of the Corporation, as determined by the Board of Directors.

#### **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 of omissions were the direct result of compliance with the Articles of Incorporation, by-laws, 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.

2. 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, such that cooperation shall not require the NDAHA to incur any out of pocket expense not reimbursed by the Corporation.
3. The Corporation agrees, at all times throughout the term of this Agreement, to be covered by the general liability insurance policy maintained by USA Hockey. The Local Affiliate shall be informed of the limits of that policy, and of any changes to those limits, which may be made by USA Hockey at its sole prerogative. The Local Affiliate 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. By purchasing and maintaining the aforementioned general liability policy, the NDAHA does not assume, and indeed disclaims, any liability for any actions or omissions of the Corporation. 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 there under.

#### **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 of the Board of Directors is to solely object to the legality of the meeting due to the lack of the required notice.



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 and be concerned with the McKenzie County Hockey Club.
2. The Chairman of each Committee shall be 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**

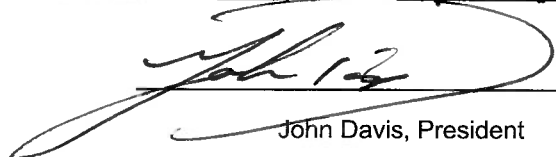
The seal of the Corporation, if any, shall be as adopted by the Board of Directors.

**ARTICLE XII**


**AMENDMENTS**

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation. 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 18 DAY OF March, 2025

  
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John Davis, President

ATTEST:

  
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Samantha Kitzmann  
McHC Secretary