Amended and Restated Bylaws of
Moose Lake Area Hockey Association, Incorporated
September 20, 2026

Article 1 Name, Location, Definitions, and Controlling Law

Section 1: The name of the corporation shall be Moose Lake Area Hockey Association, Incorporated ("Association" or "MLAHA").

Section 2: The principal address of the corporation will be: *Moose Lake Area Hockey Association, 20 Earl Ellens Drive, PO BOX 104, Moose Lake MN 55767.*

Section 3: The corporation shall continue to maintain in the state of Minnesota a registered office as required by the Minnesota Nonprofit Corporation Act which location may be changed by the Board of Directors.

Section 4: Definitions

"Association" means Moose Lake Area Hockey Association, Incorporated (also referred to herein as "MLAHA").

"Board" means the Board of Directors of the Association.

"Code of Conduct" means the agreements regarding conduct promulgated and approved by the Board and signed by players, parents, and coaches at the start of every season.

"Director" means an individual serving on the Board.

"Members" and "Membership" mean parents, legal guardians, and/or legal custodians of registered MLAHA players in good standing; current MLAHA coaches; and current MLAHA Directors.

"MLAHA Policies" mean those official policies authorized, issued, and periodically updated by the Board, including but not limited to the Goalie Policy, Locker Room Policy, Player Move-up Policy, Volunteer Policy, and Volunteer Credit Policy.

"Notice" shall mean the provision of five (5) days of notice prior to the occurrence of a regular meeting, including the date, time, place, and purpose of the meeting, by electronic or other means. However, Notice of a meeting in which a Special Amendment will be considered shall require ten (10) days of notice, and Notice of a Special Meeting shall be reasonable under the circumstances.

"Officers" and "Executive Board" mean the President, Vice-President, Secretary, Treasurer, and two At-Large Members of the Board.

"Volunteers" mean those individuals selected by the Board to fill the non-Officer positions as listed in the MLAHA Volunteer Credit Policy.

Section 5: In the event of a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall control. If any provision of these Bylaws is held invalid, illegal, or unenforceable by a court of competent jurisdiction, the remaining provisions shall remain in full force and effect.

Article 2 Purpose

Section 1: MLAHA is a nonprofit corporation, organized for the following purposes:

1. To encourage, promote, and teach youth hockey through an organized effort that fosters sportsmanship, community spirit, and fellowship of all participants for the betterment of their physical, mental, and social well-being. MLAHA fully supports academic excellence and scholastic requirements put forth by the local school systems.

2. To arrange and promote youth hockey and to raise funds by donations, subscriptions or otherwise for the encouragement of youth hockey.

3. As an affiliate of Minnesota Hockey, and by extension USA Hockey, MLAHA is bound by the rules and regulations promulgated by those organizations as well as any District 11 guidance related thereto.

Article 3 Membership

Section 1: Membership of the Association extends to:
1. parents, legal guardians, and/or legal custodians of registered players in good standing with the MLAHA program;
2. current MLAHA coaches; and
3. current Directors of the Board.

Section 2: Every Member of the Association has the right to nominate Directors and Volunteers, to express opinions on all subjects before the Association, and to participate in the activities of the Association.

Section 3: Fees: The Board of Directors shall set Membership fees and payment terms for the ensuing year. A registration fee per application shall be paid at the time of registration.

Section 4: Resignation: Any Member may resign by giving written notice to the Secretary of MLAHA.

Section 5: Termination of Membership: The Board of Directors may suspend or terminate any Member for good cause showing violation of a Code of Conduct by a two thirds (⅔) vote of the entire Board.

Section 6: Reinstatement: Upon written request by the former Member, filed with the Secretary, the Board may, by an affirmative vote of two thirds (⅔) of the entire Board, reinstate the former Member, subject to terms that the Board deems appropriate.

Section 7: Nondiscrimination: MLAHA shall not discriminate on the basis of race, religion, national origin, gender, sexual orientation, disability, age, marital status, military status, or any other status protected by law as applicable to MLAHA.

Article 4 Officers

Section 1: Generally. The Officers of the Association are the President, Vice-President, Secretary, Treasurer and two (2) At-large members. The Officers shall be elected by the Association Membership prior to the annual meeting to be held in April. In the event of a post-election vacancy, an interim person will be appointed by the Board and will complete the rest of that term. The Officers of the Corporation shall hold their positions for a term of three (3) years that begins at the conclusion of election. The positions of President and one (1) At-large position shall be elected in the year of 2026 and every three (3) years thereafter. The positions of Vice President and Secretary should be elected in the year 2027 and every three years thereafter. The positions of Treasurer and one (1) At-large position shall be elected in the year of 2028, and every three (3) years thereafter. No one person may hold more than one (1) office concurrently, but nothing in these Bylaws restricts a person from holding more than one (1) office consecutively. There is no limit on the number of terms a person may serve.

Voting for the new Executive Board of Officers will be tallied as follows: 1. Each family, in good standing, will be entitled to one (1) vote. 2. Any current Coach or Director that does not have a child in the program will be entitled to one (1) vote. 3. The President is not entitled to a vote, except in the case of a tie. Results will be certified at the April Membership meeting, at which time the Officers and other Directors will take on their positions.

Section 2: President. The President shall be the Chief Executive of the Association, and shall, when present, preside at all meetings of the Board of Directors. He or she will have the authority to make executive decisions and act on behalf of the Association. Any executive decision that was made can be appealed and brought up for a vote at the next subsequent Board of Directors meeting. He or she shall perform all the duties commonly incident to his or her office, and shall perform such other duties and have such other powers as the Board of Directors may designate, such as, but not restricted to:

1. Sign and execute all contracts in the name of the Association when authorized to do so by the Board of Directors.
2. Appoint and discharge agents and employees, subject to the approval of the Board of Directors.
3. Manage the general affairs of the Association.
4. Represent the Association, attending all meetings pertaining to any aspect of the MLAHA program.
5. Channel all information to the appropriate Director, Volunteer, or committee for action, and follow-up on those matters.
6. Serve as ex-officio on all committees.
7. Call and preside over meetings for the Association, the Executive Board, the Board of Directors and ad-hoc committees.
8. Follow the accepted order of business, decide all parliamentary questions, and preserve order at all meetings.

9. Be responsible for ensuring that the Bylaws and the Policies of MLAHA are adhered to by all MLAHA Directors and Volunteers.
10. Serve as Gambling CEO and supervise the Gambling Manager and related staff.

Section 3: Vice-President. The Vice-President shall perform all the duties of the President whenever the latter is absent or unable to meet his/her commitment as President. The Vice-President will oversee ad-hoc committee activities and ensure that these committees complete their assigned tasks. The Vice-President shall also perform such other duties as may be determined by the President of the Board of Directors.

Section 4: Secretary. The MLAHA Secretary shall:
1. Keep accurate records of the meetings of the Association, the Executive Board, and the Board of Directors and present minutes for approval at the next following meeting.
2. Make the official count of votes for every election and business Meeting.
3. Conduct the correspondence for the Association.
4. Have an up-to-date copy of the Bylaws and the MLAHA Policies, as amended, at every meeting.
5. Electronically circulate the Board Meeting minutes and agenda for the next meeting to all Board members.
6. Coordinate with Webmaster to electronically post approved minutes and inform Members of upcoming Board meeting dates and times.

Section 5: Treasurer. The Treasurer, on his or her own or through a Board-approved Accounting Firm, shall perform all duties incident to the office, such as, but not restricted to:
1. Have custody of the general funds of the Association with the exception of gambling funds.
2. Keep a full and accurate account of the receipts and expenditures, and make disbursements in accordance with the approval of the Board.
3. Present a financial statement at every meeting of the Association and make a full report at the first meeting after the fiscal year ends.
4. Be responsible for the maintenance of such books or account(s) and records as may be required.
5. Pay all operating expenses of the Association as they are due, and pay other expenses as authorized by the Association.
6. Assist with any approved fundraising activities.
7. Coordinate financial aspects of player registration with the Registration Director.
8. Ensure that all state, federal, and local taxes are timely filed and paid.

Section 6: At-Large Members. The At-Large Members shall participate in Board meetings and take on assignments and/or committee roles as needed by the Association.

ARTICLE 5 BOARD OF DIRECTORS

Section 1: Generally. By virtue of the majority vote rule, the Board of Directors shall have general charge and direction of the Association. The Board of Directors shall be composed of the Association's Officers as well as the Registration Director, the Coaching and Player Development Director, Volunteer Director, Scheduling Director, Equipment Manager, Gambling Manager, Assistant Gambling Manager, Rinks and Grounds Director, and Concessions Manager. In addition, the exiting President will become a non-voting member of the Board as the Past President for one year and serve in an advisory role for the Board. No one person may hold more than one (1) Director position concurrently, but nothing in these Bylaws restricts a person from holding more than one (1) Director position consecutively. There is no limit on the number of terms a person may serve. Candidates may be self-nominated or nominated by a MLAHA Member in good standing by submitting a completed nomination form two weeks prior to the annual meeting. Non-Officer positions shall be elected by the Board of Directors by a simple majority of the existing Board members at the annual meeting.

Volunteer Positions (and not necessarily Board positions) subject to this nomination process include, but are not limited to: Tournament Director, SafeSport Coordinator, Recruitment and Retention Coordinator, Fundraising Coordinator, Grant Writer, Flooding Coordinator, Webmaster, Skate with Santa Coordinator, Spooky Skate Coordinator, Rink Rat Coordinator, Photo Day Coordinator, and Apparel Coordinator.

Section 2: Terms. Board of Director positions shall be elected for a term of three (3) years beginning at the conclusion of each election. Volunteer Position terms are as referenced on the MLAHA website at the time of election.

Section 3: Committee Assignment. Directors, except for the President, will accept the role of Committee Chairperson or Co-Chairperson, to those Committees specified in *Article 12*, as assigned by the President. As a Committee Chairperson or Co-Chairperson, the Director will solicit participation from other Directors and/or the Membership to form his/her committee. The said committee will have complete responsibility for that committee's area of concern and will make final decisions not requiring a vote of the full Board of Directors. The Committee Chairperson will report monthly to the consent agenda of the Board of Directors as to the status of their committee's work.

Section 4: Duties of Directors:

A. **Rinks and Grounds Director** shall:
1. Secure and maintain all MLAHA owned equipment used for flooding, snow removal and ground maintenance.
2. Coordinate maintenance activities.
3. Work in conjunction with city maintenance staff per lease agreement.
4. Report to the Board future expenses for equipment repair or replacement.

B. **Equipment Manager** shall:
1. Inventory all Association uniforms and player equipment annually.
2. Collect all equipment at the end of the season.
3. Provide necessary equipment maintenance, repair and/or replacement.
4. Disperse equipment to players at the beginning of the season.
5. Collect equipment deposit and retain rental agreement documentation.

C. **Registration Director** shall:
1. Conduct player registration prior to the start of the season, specific dates to be approved by the Board of Directors.

2. Coordinate with Webmaster to set up registration links on mlaharebels.com.
3. Ensure maximum participation of prospective players by reviewing past registration lists and coordinating with Recruitment and Retention Coordinator to contact currently unregistered families as required.
4. Maintain registration records on the shared drive for current and previous seasons.
5. Maintain records of coaching certifications, background checks, SafeSport completion, and concussion return-to-play documentation.
6. Update and distribute the official USA Hockey roster for all MLAHA teams.

D. **Coaching and Player Development Director** shall:
1. Lead and direct the Coaching and Player Development Committee. This Committee should include representatives from all levels of play and for both boys and girls programs. The Coaching and Player Development Director will present Committee recommendations and reports to the Board of Directors.
2. Make recommendations to the Board of Directors for all MLAHA levels of play in consultation with the Committee.
3. Assign new coaches to teams promptly on January 1st if any coach is not certified as indicated in *Article 10, section 4.*
4. Review all applications for coaching assignments and, with Committee review, assign coaches to each team and assist in the assignment of assistant coaches.
5. Select replacement coaches to fill any coaching vacancy that might occur.
6. Work within the Committee with the information provided by the Registration Director in the selection and assignment of players for each team. Final selection will be reported back to the Registration Director for paperwork finalization.
7. Implement ADM/MDM player development models, as appropriate, for all levels of play to ensure consistency and guidance regarding player development.
8. Promote compliance with all USA Hockey and Minnesota Hockey requirements as they pertain to coaches and players.
9. Seek out and share information about off season development opportunities, including dryland skills activities.

E. **Scheduling Director** (See Position Description, *Appendix A*)

F. **Volunteer Director** shall:
1. Manage the recruitment, scheduling, and tracking of volunteers to support Association operations.

G. **Gambling Manager in coordination with Assistant Gambling Manager** shall:
1. Oversee the daily operations of the Association's lawful gambling activities, including managing gambling funds, inventory, financial reporting, and staff supervision.
2. Maintain licensure with MN Gambling Control Board and ensure Association's compliance with state gambling regulations.
3. Assemble, lead and direct the Gambling Committee.

H. **Concessions Manager** shall:

1. Oversee the regular food and beverage operations at the arena, including monitoring and purchasing stock and pricing items for sale.
2. Ensure the concession operations comply with regulations regarding food handling, sanitation, and hygiene.
3. Coordinate the repair and maintenance of concessions equipment as needed.
4. Oversee the point of sale system, manage the cash drawer, and prepare deposits.
5. Coordinate with the Tournament Director and Tournament Coordinators to adjust offerings and stock bulk quantities for home tournaments.

Section 5: Board Size. The Board of Directors may be increased up to fifteen (15) members, but under no circumstances may it be decreased to less than thirteen (13) members. Any proposed increase or decrease of the number of Directors shall be considered a Special Amendment to these Bylaws.

Section 6: Powers. A Director shall have the powers usually vested in a director of a board of a corporation organized under the provisions of the General Laws of the State of Minnesota. He or she shall have the direction, control and management of the property and affairs of the Association.

Section 7: Resignation and notice. Any Director or Volunteer of the Association may relinquish his or her elected position at any time by giving written notice to the Secretary, which in turn will be duly recorded in the records of the Association.

Section 8: Removal. A Director of the Board or Volunteer may be removed from his or her office or position for just cause, in accordance with the Bylaws by a majority vote of the Board. The President shall not have a voting right except in the event of a tie, in which case the President shall cast the deciding vote.

Section 9: Vacancies
1. Board Vacancies. Once a vacancy has been determined, that vacancy shall be filled in the following order:

A. Any present Board Member will have the option to be elected to that position by the Board of Directors. That Board Member will then step down from the position he/she held before the election to the new position.

B. An election shall be held for the vacancies with notice of the vacancy being posted for a period of four (4) weeks prior to the election in a manner consistent with the Association's Notice requirements as outlined in the Definitions Section. Nominations may be submitted, and the position will go to that candidate which receives the most votes of the current Board members, regardless of whether he or she receives a majority of the votes.

2. Volunteer Vacancies. Notice of the vacancy shall be posted no fewer than (2) weeks prior to the next regularly scheduled Board meeting. Nominations may be submitted, and the position will be assigned to the candidate receiving the most votes of the current Board members, regardless of whether he or she receives a majority of the votes.

Section 10: Attendance. Board members will be required to attend a minimum of 2/3 (two-thirds) of scheduled meetings per year unless there are extraordinary circumstances. Board members who fail to attend at least 2/3 (two-thirds) of scheduled meetings may be subject to removal from the Board of Directors with a vote of the majority of Directors.

Section 11: Other Requirements. The Board of Directors must be made by a simple majority of individuals who have children actively skating in MLAHA.

Section 12: Policy, Personnel, Discipline. The Officers of MLAHA are responsible for administering policy, personnel, and discipline for the Association to include but not be limited to the following:
1. Communicating the meaning of the Bylaws and MLAHA Policies to any Member of MLAHA needing clarification.
2. Enforcing all disciplinary measures set forth by USA Hockey, Minnesota Hockey or MLAHA for all players and/or coaches to be carried out as prescribed.
3. Reviewing each grievance or complaint, working with any other committees concerned, and taking appropriate action.

ARTICLE 6 MEETINGS

Section 1: Annual Meeting. The annual meeting of the membership will be held once a year in April. Notice of the meeting will be posted consistent with these Bylaws. The annual meeting of the Membership cannot transpire without a simple majority of the current Board of Directors present in person or electronically. During the annual meeting in April, the new Directors will be appointed by the current Board of Directors.

Section 2: Regular Meetings. Regular meetings of the Board of Directors shall occur on a monthly basis. The regular meetings will be held to conduct the business of the Association. The date, time and location will be disseminated at the previous monthly meeting and posted electronically at least five (5) days prior to the meeting.

Section 3: Executive Board Meetings. Executive Board Meetings may be held, as necessary, as a subset of any Regular Meeting with Notice given to all Officers. These meetings are not open to the public or to the general Membership and are held to discuss confidential matters. Minutes will be taken but held separately to ensure confidentiality.

Section 4: Special Meetings. Special Meetings may be utilized to handle urgent matters and can be called by the President at his or her discretion or whenever requested verbally or in writing by 10% of the membership of the Association or by at least four (4) members of the Board of Directors. Only the business that required a Special Meeting can be transacted, and a simple majority of Directors must be present in person or electronically in order to conduct the meeting.

Section 5: Voting. Unless otherwise noted by these Bylaws, all voting that takes place during regular or Special Meetings will be conducted under majority decision, with only currently seated Directors participating in the vote. However, with the exception of Executive Board Meetings, all meetings held in person shall be open to the general public, and all Members shall be encouraged to attend. General association Members will be allowed to vote for the Officers at the Annual Meeting following the guidelines as stated in *Article 4, Section 1*.

Section 6: Quorum: A meeting of the Board of Directors cannot transpire without a simple majority of the Board of Directors present in person or electronically. Except as otherwise required by these Bylaws, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7: Conduct of Meetings: All meetings will be conducted according to "Robert's Rules of Order." Any Director refusing to adhere to this section will be required to leave the meeting and will relinquish his/her vote for the entirety of the meeting. Continuance of the non-compliance to this Section by a Director will constitute just cause for process of removal from the Board.

Section 8: Unanimous Written Consent: The Board may take action absent a physical or electronic meeting provided that unanimous consent is obtained from every Director. A record of any unanimous resolution that is effected pursuant to this Section, including a record of every consent thereto, must be kept with the official corporate minutes.

Section 9: Conflicts of Interest: A Director has a financial interest if he or she or an immediate family member stands to gain or lose money, property, or investments based on his or her decisions as a member of the Board. A non-financial personal interest exists if loyalties to family members, close friends, or business associates compromises or could appear to compromise a Director's objectivity, judgment, or impartiality when making decisions as a member of the Board.

Whenever a Director has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:
1. The interest of such Director is fully disclosed to the Board.
2. No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon. The limitations of this provision apply equally to Directors who have an immediate family member who holds an interest.
3. Any transaction in which a Director has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the Association.
4. Payments to the interested Director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE 7 FINANCES

Section 1: Generally. The Board of Directors shall decide on all matters pertaining to the finances of MLAHA. The President and Treasurer, in coalition with the Board, will negotiate all contracts and notes. Check signing authorization is determined by the most recently filed Corporate Authorization Resolution. The Board of Directors must approve, with a majority vote from a quorum of Directors, all contracts, notes, and distributions of funds.

Section 2: Assumption of Debt. MLAHA shall never pay, assume or become responsible for the personal or unapproved debt or liabilities of any individual of MLAHA.

ARTICLE 8 FISCAL YEAR

Section 1: Term. The fiscal year will run April 1 through March 31.

ARTICLE 9 HOCKEY PLAYERS

Section 1: Registration Fee. All hockey players shall pay a registration fee, as approved by the Board of Directors, subject to modification annually.

Section 2: Age Classification. MLAHA players are assigned to teams according to the age groups and classifications of Minnesota Hockey. Any player requesting an exception must formally request a move-up from the Coaching and Player Development Committee. The Committee may require a skill evaluation and has discretion to deny such a request if not in the best interests of MLAHA. However, the Committee shall grant a request from any player born in June, July, or August, and who is in the school class year with those players who must move up, without evaluation. All skill-based move-up requests recommended by the Coaching and Player Development Committee require final approval of the President.

ARTICLE 10 COACHES

Section 1: Generally. The duties of each coach shall consist of instructing the players in the basics of skating, hockey, good sportsmanship and team play. Each coach shall be responsible for the general management of all team practices and games, and for maintaining open communication with parents. See *Appendix B* for full description of non-parent coach reimbursement and stipend.

Section 2: Equipment. Each coach is responsible for the care, storage and return of MLAHA's equipment issued to him/her. Coaches are not responsible for the care, storage and return of MLAHA's equipment issued directly to a player by the Equipment Manager.

Section 3: Committee Meetings. Coaches shall attend periodic coaches' meetings as called by the Coaching and Player Development Committee, consistent with that Committee's expectations.

Section 4: Certification. No later than December 31st of the current playing year, all individuals on the players bench, acting in the capacity of a coach, must show up on the USA Hockey roster as certified from USA Hockey's Coaching Education Program. All coaches must be carded to the appropriate level.

Section 5: Team Meeting. The coaching staff for each team will be responsible for conducting a team meeting and notifying the President and the Coaching and Player Development Committee Director verbally or in writing of that meeting. Additionally, the coach shall solicit parents to fill the team officer positions within their respective teams, including providing the parents with information regarding each position.

ARTICLE 11 AMENDMENTS

Section 1: General. These Bylaws may be amended, altered, or appealed at any regular meeting or by Special Amendment by the two-thirds majority of the Board of Directors, provided that Notice of the proposed amendment, alteration, or appeal be posted consistent with the Notice provision of these Bylaws.

ARTICLE 12 COMMITTEES

Section 1: Appointment to Committees. The Board of Directors shall appoint a Chairperson or Co-Chairpersons for the following committees. The Chairperson or Co-Chairpersons may select the necessary number of Members to complete each Committee.

Section 2: Coaching and Player Development Committee. The Coaching and Player Development Committee will be responsible for, but not restricted to, the following activities:

1. Make recommendations to the Board of Directors for all MLAHA levels of play.
2. Ensure Bylaws pertaining to Coaching certification are adhered to, and assign new coaches to teams promptly on January 1st if any coach is not certified as indicated in *Article 10, section 4.*
3. Review all applications for coaching assignments, assign coaches to each team, and assist in the assignment of assistant coaches.
4. Select replacement coaches to fill any coaching vacancy that might occur.
5. Work with the information provided by the Registration Director in the selection and assignment of players for each team. Report back to the Registration Director for paperwork finalization.
6. Implement ADM/MDM player development models, as appropriate, for all levels of play to ensure consistency and guidance regarding player development.
7. Promote compliance with all USA Hockey and Minnesota Hockey requirements as they pertain to coaches and players.
8. Administer and manage Learn-to-Skate and Rink Rat programs of the MLAHA. This may include both on-ice and off-ice sessions to explain the basics of skating and hockey to the players and parents.
9. Periodically scout Mini Mite program for the purpose of moving those players who are ready and willing into competitive play. Coordinate team placement with the Registration Director to insure team balance.
10. Periodically evaluate the Mini Mite program to ensure that instruction meets the standards as approved by the Board of Directors.
11. When requested by the Equipment Manager, support his or her efforts to manage, allocate, distribute, and collect the Association's equipment.
12. In coordination with the Equipment Manager, make recommendations to the Board regarding the purchase or acquisition of both individual and team equipment, including but not limited to goalie equipment, jerseys, pucks, etc.

The Coaching and Player Development Committee, at its discretion, may assign players within an age group to various competitive levels of play depending upon numbers and skill levels of players within that age group.

Section 3: Gambling Committee. The Gambling Committee supports the Gambling Manager by performing the following functions, as deemed necessary by the Gambling Manager and/or the Board of Directors:

1. Monitor operations to ensure that all gaming activities, equipment, and fund disbursements strictly follow Minnesota Gambling Control Board statutes.
2. Assist with the reconciliation of gambling receipts, inventory, bank statements, and budgets.
3. Make recommendations as to the Association's gaming activities.

Section 4: Ad-hoc Committees. Ad-hoc Committees are those committees that are formulated by the President and/or the Board of Directors for a specific period of time to address a specific business need.