

AMENDED BYLAWS OF  
ESKO AMATEUR HOCKEY ASSOCIATION

ARTICLE 1. NAME AND LOCATION

SECTION 1. The name of this corporation shall be Esko Hockey & Skating Association.

SECTION 2. The principal office of this Corporation in the State of Minnesota shall be Esko Hockey & Skating Association, 62 Canosia Road Esko, MN, County of Carlton. The corporation may have such other offices within the State.

SECTION 3. The corporation shall continue to maintain in the State of Minnesota, a registered office, as required by the Minnesota Nonprofit Corporation Law, which location may be changed by the Board.

SECTION 4. Nonprofit Status

Tax ID: 4434197. Federal Tax ID: 41-1407195 (Numbers may change without written notice as needed).

ARTICLE II. MEMBERSHIP

SECTION 1. Esko Hockey Association Membership

All parents and guardians and registered coaches of youth hockey players and in Esko Hockey & Skating Association program and all elected members of the Esko Board of Directors members. Any other person 18 years of age or over, or any organization with a designated representative 18 years of age or over, upon proper application and approval by the Board or its designated committee, be admitted to regular membership in the corporation upon payment of the Board determined and requisite membership fee.

SECTION 2. Membership Other Than Association Membership

The Board, in its discretion, may establish memberships other than regular memberships with

designated qualifications, rights and rules pertaining to such other memberships, <sup>1</sup> provided that all members shall have the same voting rights hereinafter provided.

### SECTION 3. Voting Rights

Each association member, regardless of class of membership, shall be entitled to one vote on each matter submitted to the members for a vote. At the Board's discretion any matter submitted to a vote may be voted upon by proxy or in person by the member. Such proxy shall be executed in writing by the member or his/her authorized attorney-in-fact. When Direction elections are submitted to members, the Board in its discretion, may determine that the elections be conducted by mail or electronically. Ballots sent by mail or electronically to the Secretary can only be counted at the meeting in which such vote is taken, provided that notice of the meeting has been completed.

### SECTION 4. Resignation

Any member may resign by giving written notice to the Secretary or President of the corporation.

### SECTION 5. Termination of Membership

The Board of Directors may, suspend or terminate any member for good cause showing violation of the parent and or player code of conduct by a two thirds (2/3) vote of the entire board.

### SECTION 6. Reinstatement

Upon written request by the former member, filed with the Secretary, the Board may, by affirmative vote of two thirds (2/3) of the entire Board, reinstate former member, subject to terms that the Board deems appropriate.

### SECTION 7. Transfer of Membership.

Membership is not transferable or assignable.

### SECTION 8. Membership Fees and Dues.

The Board has the authority to determine initial individual membership fees, and levy annual dues upon the membership, and both of which may be waived by the Board if it determines that such payment would work an undue hardship on the applicant or member.

#### SECTION 9. Membership Waiver Policy

Any request to participate at an association outside of Esko Hockey & Skating Association, provided you reside within the Esko Hockey & Skating Association boundaries as provided by Minnesota Hockey, must be made in writing to the board. The board reserves the right to approve or deny any and all waiver requests in accordance with USA Hockey, Minnesota Hockey and District 11 rules and regulations. A decision will be made by a majority vote by the board and communicated to the requesting party.

### ARTICLE III. MEETINGS OF MEMBERS

#### SECTION 1. Annual Meeting

The membership annual meeting shall be held in March for the Esko Hockey & Skating Association, or at such time and place as may be designated by the Board to elect Directors and to conduct other business that is properly noticed and presented.

#### SECTION 2. Special Meeting

Special meetings of the members shall be called by the President, the Board, the Vice President (in the Absence of the President), or a petition by any 10 members who have signed and dated their signatures, and which states the petitioner's purpose(s) for seeking the special meeting and the action sought.

#### SECTION 3. Notice of Members' Meetings

Public notice will be posted, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than ten (10) or more than thirty (30) days before the meeting, either personally or by electronic communication, or as directed by the President, Secretary, officer, or members calling the meeting. The board may elect to give notice to its membership by publishing it's notices on the association website.

#### SECTION 4. Agenda for meetings

All Business to be conducted at meetings shall be limited to items on the approved agenda, which shall be posted publicly no less then 3 days (we currently do not do this, should we start or update the bylaws?) before the scheduled meeting.

### ARTICLE IV. BOARD OF DIRECTORS

#### SECTION 1. General Powers

The Management and control of the business of Esko Hockey & Skating Association is vested in its Board, except when it is limited by Articles of Incorporation and Bylaws.

#### SECTION 2. Number and Qualifications

The Board's size shall be no more than eleven (11) members of Esko Hockey & Skating Association or an appointed agent of an entity having a membership in the Corporation.

#### SECTION 3. Board Tenure

At each annual meeting of Esko Hockey & Skating Association an election shall take place for a minimum of five (5) Board Members in even years and six (6) Board Members in odd years. Each newly elected Board Member shall serve a term of two (2) years.

#### SECTION 4. Election of Directors

Candidates for Board membership are chosen from recommendations and nominations submitted to the Secretary 10 days prior to the Annual Meeting, For Candidates running

for board membership, those that receive the most votes for the positions available are elected to the board. All voting shall be by secret ballot. Each Director elected by the membership shall hold office for the term for which he/she has been elected, and until his/her successor has been elected and has been seated, or if the term is shortened for other reason or otherwise expires as provided by law or by the Bylaws of this Corporation. A director may serve consecutive terms.

#### SECTION 5. Meetings

Meetings of the Board will be held monthly unless otherwise designated by the Board. The Board designates the time and place of meetings with proper and timely notice to members. Voting shall be by voice, show of hands, or when requested by a board member, a written ballot except at closed sessions and authorized by these Bylaws. All Board actions are subject to public review. All Board meetings will be open to the public. *Committees do not decide EHSA policy and at times may not be open to the public, if so specified or noted; however,* only those persons on the committee or on the meeting agenda or who ask permission before the scheduled meeting, may be allowed to make a statement.

#### SECTION 6. Notice of Meetings

Oral or written notice, including the associations website, of each board meeting shall be given by or under the supervision of the Secretary no less than 3 days prior to the time of meeting. Director may waive notice of a meeting. Attendance by a director shall constitute a waiver of notice, except where a director's lawfully called or convened. The business to be transacted at the board meeting need not be specified in the notice.

#### SECTION 7. Quorum

A Board meeting at which two-thirds ( $\frac{2}{3}$ ) of the occupied positions of the board are present shall constitute a quorum for the transaction of business. If less than two-thirds ( $\frac{2}{3}$ ) of the Directors are present, a majority of directors present may adjourn the meeting until such time as a quorum is present.

#### SECTION 8. Closed Meetings

Closed Board meetings are authorized to discuss and address issues of disciplinary and personnel questions, litigations (pending or threatened), entering into contracts, for issues involving allegations of code of conduct violations or regarding personnel or any other reason that the board deems necessary.

#### SECTION 9 Resignation and Removal

A Director may resign at any time, effective immediately or at a specified date, by delivering to the Secretary of the Corporation the resignation in writing. A Director may be removed with or without cause, by vote of two thirds ( $\frac{2}{3}$ ) of the entire Board.

#### SECTION 10. Filling Vacancies

A vacancy in the Board shall be communicated to the membership by giving a notice in an authorized manner. Members interested in appointment need to provide a ~~signed~~ letter of interest directed and delivered to the Secretary. The vacancy shall be filled by a majority vote of the directors. A director appointed by the board shall serve the balance of the unexpired term left by the vacancy

#### SECTION 11. Compensation

Directors do not receive compensation.

### ARTICLE V. POWER OF BOARD OF DIRECTORS

### SECTION 1. Generally

The Board shall have general supervision and control of Esko Hockey & Skating Association and shall make all rules and regulations necessary for the management of the Corporation, including the installation of an accounting system that meets the needs and requirements of Esko Hockey & Skating Association, and maintenance of complete records.

### SECTION 2. Real and Personal Property

The Board shall have power, to purchase, take, lease, exchange, hire or otherwise dispose of any real or personal property and any rights or privileges which are necessary and can be legally implemented, to accomplish Esko Hockey & Skating Association purposes.

### SECTION 3. Employees

The Board of Directors shall have power to employ or authorize the employment of such employees, agents and counsel as necessary or advisable in the interest of Esko Hockey & Skating Association and may prescribe and determine their duties and compensation.

### SECTION 4. Contracts

The Board or its designated agents may authorize contract or execute and deliver any instrument in the name of or on behalf of Esko Hockey & Skating Association.

### SECTION 5. Bonds and Insurance

The Board shall require adequate bonding when and where appropriate, furnished by a responsible bonding company and approved by the Board, and the cost of which shall be paid by the Corporation. The Board shall adequately insure the property including liability insurance for accidents to all employees and the public.

### SECTION 6. Annual Financial Report

The Corporation shall secure the services of a competent and disinterested certified accountant, who at least once a year, shall report in writing, the financial condition of Esko Hockey & Skating Association. This report will be made available to the membership when received. The financial report shall include an operating statement and a balance sheet of total assets and liabilities.

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SECTION 7. Checks, Drafts, etc.

Checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Esko Hockey & Skating Association shall be signed by an officer or agent as determined by the board. In the absence of such determination by the Board signings shall be by the President or Treasurer.

SECTION 8. Deposit of Funds

The Board shall select the bank(s) to act as a depository of the funds and to determine methodology and authority for handling Esko Hockey & Skating Association funds.

SECTION 9. Gifts

The Board may accept, on behalf of Esko Hockey & Skating Association, any Contribution, gift, bequest, or devise for the specific purposes of Esko Hockey & Skating Association as set forth in Article II of the Articles of Incorporation.

SECTION 10. Other Powers

The Board has the power to do what is necessary, suitable, convenient or proper for the accomplishment of any of the purposes for which Esko Hockey & Skating Association exists and for its protection and continuance as a corporation, if the exercise of the powers not contrive other provisions herein, or conferred by the laws of the Sate of Minnesota under provisions of Minnesota Nonprofit Corporation Law.

ARTICLE VI. OFFICERS

## SECTION 1. Officers of the Corporation

The officers are President, Vice President, Secretary, and Treasurer, each of whom is elected by the Board its first meeting after the member's annual meeting. No two offices can be held by the same person, and officers shall be members.

## SECTION 2. Term of Office

The term of each officer is one year.

## SECTION 3. Resignation

An officer may resign by delivering a written resignation to the President or Secretary.

## SECTION 4. Removal

Officers may be removed without cause by a two thirds (2/3) vote of the entire Board at a meeting called for that purpose. Removal as an officer is removal as a Director, but not removal as a member.

## SECTION 5. Vacancies

Any vacancy in any office may be filled for the unexpired or remaining portion of the term by the Board.

# ARTICLE VII. DUTIES OF OFFICERS

## SECTION 1. President

The President is the principle executive officer and is the general supervisor of all business affairs of Esko Hockey & Skating Association, the Chairperson of the Executive Committee member of all committees and is the representative of the organization at all functions. He/she shall preside at all member meetings, the Board, and the Executive committee. The President designates the time and place of the regular Board meetings

subject to the approval of the Board. The President and other designated officers can sign for and legally bind Esko Hockey & Skating Association in all areas that are not otherwise forbidden by laws or bylaws. The President cannot vote during meetings of the Board except in cases of a tie, and also when necessary at Executive Committee meetings.

## SECTION 2. Vice President

When the President cannot or refuses to act, the Vice President is authorized to perform the duties of the President with all the powers of and restraints to the office. The Vice President's other duties are those to which he may be assigned by the President or Board.

## SECTION 3. Secretary

The Secretary can be a member of the Board or an agent selected by the Board. The Secretary shall keep a record of all meetings of the Board and of the proceedings of member meetings, and executive committee meetings, but the records of other committees shall be kept by a designated member. The Secretary is responsible for, but not limited to the supervision of the books and records of Esko Hockey & Skating Association, service of its notices required by law and these Bylaws, countersigning of legal documents, and membership records and fulfilling duties determined by the reports required by law and or Board.

## SECTION 4: Treasurer.

The treasurer shall keep a record of financial dealings of Esko Hockey & Skating Association and control its financial records, functions, collect any monies due and owing, and prepare the annual budget. The Treasurer ensures all monies received is deposited in the name of Esko Hockey & Skating Association. The depository is designated by the Board. The Treasurer shall not pay out or disburse any money except in the manner and purposes approved and authorized by the Board. The Treasurer's own personal funds shall not be held accountable. The treasurer shall make a statement of the

to date financial condition of Esko Hockey & Skating Association at each regular meeting of the Board and at the annual members meeting; the Treasurer shall submit a report of the financial condition of the Corporation for

the preceding fiscal year which will be audited yearly by professionals designated by the Board. The Treasurer shall make all reports required by law and shall perform designated by the Board.

## ARTICLE VIII. COMMITTEES AND THEIR DUTIES

### SECTION 1. Committees

The President shall have authority to create and appoint committees, members and their chairpersons. The President may name one other Board member, in addition to the office's, ex-officio, and membership to be committee members.

### SECTION 2. Duties

The function of committees is to carry out Board designated and delegated duties.

### SECTION 3. Quorum

A majority of the committee membership shall constitute a quorum and the act of the majority, the quorum is an act of the committee.

## ARTICLE IX. FISCAL YEAR

The fiscal year of Esko Hockey & Skating Association is from April 1<sup>st</sup> through March 31<sup>st</sup>.

## ARTICLE X. BOOKS AND RECORDS

Esko Hockey & Skating Association shall keep correct and complete books, records and Minutes of member and board meetings and may be inspected by any member or member's agent for any proper purpose at any reasonable time.

## ARTICLE XI. RULES OF ORDER

The rules of Parliamentary Procedure as laid down in Robert's Rules of Order Newly Revised 10<sup>th</sup> Edition shall govern all meetings of the Corporation when not in conflict with the Articles or Bylaws. A voice vote shall determine all questions, except when a director requests a written ballot, in which event the vote will be by written ballot.

## ARTICLE XII. AFFIRMATIVE ACTION

Esko Hockey & Skating Association policy is to comply with all appropriate state and federal requirements pertaining to nondiscrimination on the basis of race, color, religion, creed, national origin, age, or sex. Esko Hockey & Skating Association encourages minority and cultural to participate in its deliberations functions and policy making.

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## ARTICLE XIII WAIVER OF NOTICE

Whenever notice is required under the provisions of the Minnesota Nonprofit Corporation Law, the Articles of Incorporation, or the Bylaws, a written waiver by the person or persons entitled to such notice, can be made. A waiver by a member, with respect to any matter of which notice is required, shall contain the same information as would have been required to be included in such notice, except that the time and place of the meeting need not be stated.

## ARTICLE XIV. INFORMAL ACTION BY MEMBERS OR DIRECTORS

Any action required by the Articles of Incorporation Bylaws, or any provision of law that is planned to be taken at a meeting, or any action which may be taken at a meeting, can be taken without a meeting, if proper and timely notice given the circumstances is given that this is the plan or the case and the action that is taken is signed by all the members, directors or members of a Committee that were entitled to vote on the action, had there been a meeting then. Such consent shall have the same force and effect as a unanimous vote.

## ARTICLE XV. AMENDMENT OF BYLAWS

The Bylaws of Esko Hockey & Skating Association were adopted by its Board. The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board subject to the approval of the membership at an annual meeting, or special meeting, provided at least 30 days written notice is given of intention to alter, amend, repeal, or adopt new Bylaws at such meeting.

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I have read and agree with the Esko Hockey Skating Association Bylaws.

Signature of Board Member:

