

Amended and Restated Bylaws of Twin Cities Queer Hockey Association

ARTICLE I. Name and Purpose

Section 1.1 **Name.** The name of this Corporation shall be Twin Cities Queer Hockey Association Inc, also known as TCQHA Inc or TCQHA.

Section 1.2 **Purpose.** TCQHA (also referred to herein as the “Corporation”) is formed exclusively as a public charity with the intent to promote personal contact, commingling, and fellowship and for the common objective of pleasure, recreation, and other nonprofitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future federal law. To the extent consistent with those general purposes, the specific purposes of TCQHA shall be to facilitate a cooperative community of all sexualities and genders through the common enjoyment of the game of hockey and by providing various opportunities for those who have historically felt and presently feel uncomfortable in traditional sports settings to learn and teach ice hockey in a safe, supportive, and fun environment.

ARTICLE II. Membership and Meetings

Section 2.1 **Qualification for Membership.** Membership is open to all persons interested in playing hockey in an inclusive environment who can and will abide by the TCQHA Code of Conduct (“Members”, and individually “Member”), as agreed to by each Member at the beginning of each season, and as amended from time to time.

Section 2.2 **Manner of Admission.** All players registered with TCQHA will be considered Members for one year from the start date of the season you register for. Registration includes signing both the safety waiver and the TCQHA Code of Conduct. Payment of ice fees is a separate component.

Section 2.3 **Membership Revocation.** A Member may be removed by a majority vote of the Board of Directors and only for cause, acts inconsistent with the TCQHA Code of Conduct, or conviction of a felony only after an opportunity to be heard (unless the Member’s whereabouts are unknown).

Section 2.4 **Votes.** Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

Section 2.5 **Quorum.** Except as otherwise provided by applicable law or by these Bylaws, at least ten percent (10%) of the total number of Members shall be required to constitute a quorum for the transaction of business at any meeting of members. The act of a majority of the Members present at any duly held meeting at which a quorum is present shall be the act of the Members. In the absence of a quorum, a majority of the Members present may adjourn a meeting from time to time until a quorum is present. Except as required by law, notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of Members originally present leaves less than the number otherwise required for a quorum; provided,

however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 2.6 Meetings Conducted Solely Through Means of Remote Communication. TCQHA may specify that a meeting will be conducted solely through one or more means of Remote Communication, provided that proper notice is given and that the quorum requirements are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video or internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis (“Remote Communication”). Participation in a meeting through a form of Remote Communication that is authorized by TCQHA constitutes a personal presence at a meeting.

Section 2.7 Electronic Communications. One or more Members may participate in a meeting by any means of communication through which all Members participating in the meeting may simultaneously hear each other during the meeting.

Section 2.8 Electronic Voting. Members may vote on matters via electronic transmission. “Electronic Transmission” includes but is not limited to email, online voting platforms, or other internet-based methods. Voting via electronic transmission may occur so long as the Board establishes procedures to verify the authenticity of the electronic votes and ensures that votes are securely collected and recorded.

Section 2.9 Voting by Ballot. Any action that may be taken at a regular or special meeting of members may be taken without a meeting if TCQHA delivers a ballot to every Member entitled to a vote on the matter. The ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed matter. Approval by ballot is valid when the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number required to approve the matter. Solicitations for ballots must indicate the number of responses needed to meet the quorum and specify the time by which a ballot must be received to be counted.

Section 2.10 Annual Member Meetings. An annual meeting of members shall be held each year, at such time, place, and in such manner as TCQHA may determine for the purpose of electing board members and transacting such other matters as may properly come before the Members. The membership will be notified of the annual meeting no less than two (2) weeks prior to the meeting date, with time and location as designated by the Board.

Section 2.11 Special Member Meetings. Special meetings of the members may be called by the President, by a majority of the Board, or by a majority of the Members. The purpose of each special meeting shall be stated in the meeting notice.

Section 2.12 Notice of Meetings. Written or printed notice stating the location, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be posted online and sent to Members via email and/or other league communication tools such as Teamsnap or Discord at least 48 hours prior to the meeting. The Annual Member Meeting will abide by the scheduling rules as set in Section 2.10.

ARTICLE III. Board of Directors

Section 3.1 **General Powers.** The property, business, and affairs of the organization shall be managed by or under the direction of the Board of Directors (also referred to as the “Board”), except as specifically reserved to the Members by the articles of incorporation (also referred to as the “Articles”), these Bylaws, or applicable law.

Section 3.2 **Number, Term, and Qualification.** The Board shall consist of an odd number of three or greater directors, as determined in the Board’s sole discretion. Directors must be natural persons and must be Members of TCQHA. Directors shall serve staggered terms such that every director is not up for reelection at the same time. As of the effective date, Brian Casey, Thomas Maddux and Jack Scaramuzza are currently the three elected directors on the Board and each directors term shall expire at the next election of directors to be held in 2026. The two directors to be elected at the March 16, 2025 meeting shall serve a two year term as directors. Thereafter, all directors shall serve a minimum of a two-year term until their successor is elected and qualified or until earlier death, resignation, or removal of the director.

Section 3.3 **Election of Directors.** Directors who are up for election shall be elected by the Members at the Annual Member Meeting. Nominations may be made by the Board or by Members, as determined by Board policy.

Section 3.4 **Removal and Resignation.** Any director may be removed at any time, with or without cause, by the affirmative vote of the remaining directors whenever, in their judgment, the best interests of TCQHA will be served thereby. A director may resign at any time by providing written notice to the Corporation. The resignation of a director is effective without acceptance when the notice is given to this Corporation, unless a later effective time is specified in the notice.

Section 3.5 **Vacancies.** A vacancy in a director position shall be filled by the Board for the unexpired portion of the term. Members shall be given written notification of the vacancy no less than two (2) weeks prior to the Board’s affirmation of appointment.

Section 3.6 **Meetings Conducted Solely Through Means of Remote Communication.** The Board of Directors may specify that a meeting will be conducted solely through one or more means of Remote Communication, provided that notice is given, as specified in Section 3.10, and that the quorum requirements specified in Section 3.11 are met. Participation in a meeting through a form of remote communication that is authorized by the Board of Directors constitutes personal presence at the meeting.

Section 3.7 **Annual Board Meeting.** The annual meeting of the Board shall be held each year, at such time, place and in such manner as the Board may determine, for the purpose of electing officers and for the transaction of such other business as shall come before the meeting.

Section 3.8 **Regular Board Meetings.** Regular meetings of the Board shall be held from time to time, at such times and places and in such manner as the Board may determine. The Board shall meet at least two times per year, in addition to the annual members meeting. The Board, in its sole discretion, may invite Members to attend portions of or all of a meeting of the Board. Should a Member desire to attend a Board meeting, such Member must email the President no later than five (5) days prior to the date of the Board meeting. Such request must also include the Member’s

reasonable purpose for attending the Board meeting. The Board, in its sole discretion, may ask any or all Members attending a Board meeting to leave such meeting and the Board may continue on the meeting without any Members present.

Section 3.9 **Special Meetings.** Special meetings of the Board shall be held whenever called by any one of the directors and shall be held at such times and places and in such manner as the Board may determine.

Section 3.10 **Notice; Waiver; Participation.** Notice of each meeting of the Board shall be given to each director at least ten days prior to the meeting. The notice shall state the time, place, and manner of the meeting, but neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Any or all directors may participate in a regular or special meeting or in a committee meeting. Notice will be deemed waived by any director who attends the meeting in person or participates in the meeting via remote communication, unless the director objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting.

Section 3.11 **Quorum.** A majority of board members shall constitute a quorum for the transaction of business at any meeting of the Board, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 3.12 **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law, the Articles, or these Bylaws.

Section 3.13 **Conduct of Meetings.** Meetings of the Board shall be chaired by the President or any officer chosen by the directors present. The Secretary of the Corporation shall record the actions taken at the meeting. In the absence of the Secretary, the directors may appoint any person present to act as the secretary of the meeting.

Section 3.14 **Compensation.** As compensation for their service as directors, the Directors shall receive the amount of one full time player position per season, to be used at the directors discretion towards either the fee for the regular season, fee for pick-up games, or the fee as a substitute player.

Section 3.15 **Committees.** The Board, by affirmative vote of a majority of the directors then in office, may designate one or more committees for any purpose. The committees, if any, shall have and may execute such powers as are provided in the resolution of the Board designating such committee, as such resolution may from time to time be amended and supplemented.

Section 3.16 **Unanimous Consent Without Meeting.** Any action required or permitted by the Articles, these Bylaws, or any provision of law to be taken by the Board or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the Board or members of such committee entitled to vote with respect to such action.

ARTICLE IV. OFFICERS

Section 4.1 **Number and Qualification.** The officers of this Corporation shall be President, one or more Vice Presidents, as determined by the Board, Secretary, Treasurer, and such other officers as may be elected by the Board. Any number of offices may be held by the same person. Officers shall be natural persons.

Section 4.2 **Election and Term.** Officers shall exclusively be elected by the Board annually and each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 4.3 **Resignations, Removals, and Vacancies.** An officer may resign by giving notice to the Board. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice. An officer may be removed, with or without cause, by a resolution adopted by the Board. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

ARTICLE V. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 5.1 **Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 5.2 **Debt.** No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution by or under the Board.

Section 5.3 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.

Section 5.4 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board.

ARTICLE VI. NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, directors, or officers without full consideration. No Member of TCQHA has any vested right, interest, or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, directors, and officers without violating this provision.

ARTICLE VII. OFFICERS AND DIRECTORS: LIABILITY AND INDEMNITY; TRANSACTIONS WITH CORPORATION

Section 7.1 **Liability of Directors and Officers.** No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by them, in good faith, as an officer and the association, or of any other association which they serve as a director or officer at the request of the association, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the association which they had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which they may be entitled as a matter of law.

Section 7.2 **Indemnity of Officers and Directors.** Every person who is or was a director or officer of the Corporation, and any person who may have served at its request as a director or officer of another Corporation, shall (together with the heirs, executors and administrators of such person) be indemnified by the Corporation against all costs, damages and expenses asserted against, incurred by or imposed upon them in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which they are made or threatened to be made a party by reason of their being or having been such director or officer, except in relation to matters as to which a recovery shall be had against them by reason of their having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of their duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of their duties, if such director or officer was acting in good faith in what they considered to be the best interest of the Corporation and with no reasonable cause to believe that the action was illegal. The Corporation by its Board may indemnify in like manner, or with any limitations, any employee or former employee of the Corporation with respect to any, action taken or not taken in their capacity as such employee. The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

Section 7.3 **Transactions with the Corporation.** No contract or other transaction between the Corporation and one or more of its directors or any other Corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or because their votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the Corporation. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves, or ratifies such contract or transaction. This Section shall not

be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII. Intellectual Content

Section 8.1 **Website.** TCQHA's website can be found at www.TCQHA.org. The Corporation's website is the property of TCQHA. All content on the website is the property of, or used with permission or under license by, TCQHA and may not be copied, modified, or redistributed without the consent of the Board.

Section 8.2 **Logo Use.** The TCQHA logo/mascot is the property of the Corporation. Use of the logo is not permitted without the prior expressed written consent of the Board.

ARTICLE IX. Code of Conduct

Section 9.1 **General Conduct.** All Members shall operate within the Bylaws of TCQHA. TCQHA will not tolerate any discrimination or abuse of its Members by other Members. This includes but is not limited to negative words or actions against another Member based on their gender, sexuality, presentation, pronouns, relationship status, race, or religion. All Members shall be bound by the Code of Conduct agreed to during registration by each Member. Nothing herein shall limit the application of the Code of Conduct to any Member.

Section 9.2 **Privacy.** TCQHA will share only a Member's preferred name, phone number and email address to team captains to facilitate league play coordination. TCQHA will not share the legal name, preferred name, address, phone number, or email address of any Member to anyone else without written consent. Nor will it under any circumstance "out" any Member of the community regarding their gender or sexuality to any party within or outside of the association.

Section 9.3 **Safety.** TCQHA is a recreational hockey association and will not tolerate any unsafe play. While incidental injury may occur, all Members must play in a manner to avoid and not cause injury to another player. Action taken that appears to intend to cause injury to another player will result in immediate disciplinary action.

Section 9.4 **Disciplinary Action.** Any Member may be subject to disciplinary action, including fines, probation, or expulsion from TCQHA, as determined by the Board, for violations of rules and/or inappropriate conduct as determined by the Board.

Section 9.5 **Behavioral Complaint.** In the event that a Member wishes to log an official report on the negative behavior of another Member, they must send the complaint in writing to an officer of the association. All official complaints will be addressed by the Board at a regular or special meeting as determined by the Board.

ARTICLE X. DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying and making provisions for the payment of all of the Corporation's liabilities, dispose of all of the Corporation's assets exclusively for the purposes of the Corporation in such manner as the Board shall determine, or to a like organization operated exclusively for charitable purposes as shall at the time qualify as an

exempt organization or organizations under 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal law, as shall be selected by the last Board. None of the assets will be distributed to any officer or director of the Corporation.

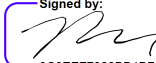
ARTICLE XI. AMENDMENTS

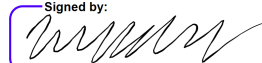
Any alterations, amendments, or repeal of these Bylaws must be proposed by the Board by an affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance. Any such alterations, amendments or repeal must then be adopted by a majority vote of the Members at any annual meeting or special meeting of the members. Nevertheless, bylaw provisions requiring a unanimous vote of the directors shall not be amended to reduce the required vote unless the amendment is approved by unanimous vote of the directors and by a majority vote of the Members.

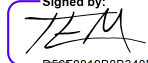
Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors as witnessed by the names, signatures, and dates below:

DIRECTORS:

Signed by:
By: 
Name: Brian Casey
Date: March 16, 2025

Signed by:
By: 
Name: Jack Scaramuzza
Date: March 16, 2025

Signed by:
By: 
Name: Thomas Maddux
Date: March 16, 2025