

**BY-LAWS  
OF  
FARIBAULT HOCKEY ASSOCIATION**

A non-profit corporation duly organized  
under the Laws of the State of Minnesota  
(Amended 2017)

**ARTICLE I. OFFICES**

The registered office of the Corporation shall be at the City of Faribault, County of Rice, State of Minnesota, and the Corporation shall be other offices at such places as the Board of Directors may from time to time determine.

**ARTICLE II. MEMBERS' MEETING**

**Section 1. PLACE.** All meeting of the members shall be held in the City of Faribault, Minnesota, at a place designated in the notice of meeting.

**Section 2. TIME.** An annual meeting of the members shall be held in March or April of each year commencing in 1972. Election of Directors and other general business shall be transacted at such meeting.

**Section 3. ANNUAL MEETING NOTICE.** Written notice of the Annual Meeting shall be posted electronically or published in writing, at least five (5) days prior to the meeting.

**Section 4. SPECIAL MEETING NOTICE.** Notice of a Special Meeting of members stating the time, place, and object thereof, shall be shared electronically or published in writing, at least five (5) days before each meeting.

**Section 5. QUORUM.** The presence at any meeting in person of 10 members of the membership shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote. If, however, ten members shall not be present in person at any meeting of the members, entitled to vote thereat, those present then shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the required site number of members shall be represented. At such adjourned meeting at which the required number of members shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 6. VOTING.** Each member having the right to vote shall be entitled to vote in person only. No proxy votes shall be permitted. Upon demand of any member, the vote for director or the vote on any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote, except as otherwise required by statute.

**Section 7. CALL OF SPECIAL MEETINGS.** Special meetings of the members for any purpose, or purposes, unless otherwise prescribed by Statute, shall be called by the President, or shall be called by the President and Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of members constituting not less than ten percent (10%) of the voting membership of the Corporation. Such call shall state the purpose or purposes of the proposed meeting.

**Section 8. BUSINESS.** Business transacted at all special meetings shall be confined to purposes stated in the call.

### **ARTICLE III. BOARD OF DIRECTORS**

**Section 1. ELECTION OF DIRECTORS.** The property and business of this Corporation shall be managed by its Board of Directors, which shall consist of not less than ten (10) members nor more than seventeen (17) members. Said Directors shall be elected at large at the Annual Members Meeting. The first Board of Directors shall consist of ten (10) members. Thereafter, the number of Directors may be changed by resolution at any annual meeting of the members, but in no event shall there be less than ten (10) members nor more than seventeen (17) members, without formal amendment of these By-Laws. The number of Directors must also satisfy the organization member requirement of the State of Minnesota Gambling Control Board. The terms of office of the Directors will be staggered so that one-third of the total number are elected each year. All candidates for directors shall be nominated by a committee of three or more appointed by the current Board of Directors for that purpose. Nominations must be adults (at least eighteen years old). Said nominations shall take place during the month of March. The names of the nominated members shall be made known to the members in such form as is from time to time determined by the Directors at least three days prior to the annual election. The nominating committee shall supply appropriate ballots and ballot boxes and shall be charged with the duty of tabulating the result of the election and reporting the same within 24 hours after the close of the election of the Board of Directors. Directors shall continue in office as hereinabove set forth. Thereafter, the term of office of each Director shall be three years. Beginning with the first election of the six Board member positions open, two will be for three year terms and four will be for two year terms. The following year, of the six Board member positions open, two will be for two year terms and four will be for three year terms. Outgoing board members will continue to be a director-at-large for six months until the new board members are trained and comfortable with their duties.

**Section 2. BOARD APPOINTEES.** We will have additional at-large board members appointed to the Board of Directors because of their positions within Faribault Hockey. They include the Faribault High School Varsity Coach for both the Boys' and Girls' teams and the Gambling Manager for the Faribault Hockey Association. These additional board members will attend monthly meetings. The Gambling Manager for the Faribault Hockey Association will have full voting rights.

**Section 3. ANNUAL MEETINGS.** The regular annual meetings of the Board of Directors shall be held within 14 days following the adjournment of the Annual Member Meeting for the purpose of election of officers for the ensuing year and to transact such other business as may properly come before it.

**Section 4. REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at the call of the President at least six times per year. Time and place of said meeting shall be designated by the President and appropriate notice given the Board of Directors.

**Section 5. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President at any time and shall be called by him/her whenever requested to do so in writing by any member of the Board. Notice of Special Meetings may be given to each director personally, electronically, or by mail at least three (3) days prior to the meeting. A special meeting may be called without notice to the Directors if a full Board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by all of the Directors.

**Section 6. QUORUM.** At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors.

**Section 7. ORDER OF BUSINESS.** The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at such meeting shall be as follows:

1. The meeting is called to order by the President at the time and on the date of the meeting.

2. Roll call-quorum being present, the meeting proceeds with business.
3. Reading by Secretary of minutes of previous and their consideration and approval.
4. Report of officers.
5. Report of committees.
6. Consideration of communications.
7. Unfinished business.
8. New business.
9. Motion to adjourn.

**Section 8. CONDUCT.** "Roberts Rules of Order" will be observed for the formal conduct of all meetings.

#### **ARTICLE IV. POWERS OF DIRECTORS**

In addition to the powers and authorities conferred upon them by these By-Laws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the furtherance of the purposes of this Corporation, that are not conferred upon the members, by these By-Laws, or by the Articles of Incorporation, or by Statute.

#### **ARTICLE V. OFFICERS**

**Section 1. THE BOARD OF DIRECTORS.** The Board of Directors at its first meeting and its first meeting after each annual meeting of members shall elect a President from its own number, and the Board shall also annually elect a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board. The President shall hold office until his successor is elected notwithstanding an earlier termination of his office as Director.

**Section 2. OTHER OFFICERS.** The Board may appoint such other officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

**Section 3. TERMS OF OFFICE.** The Officers of the Corporation shall hold office for one year or until their successors are chosen and qualify in their stead. Notwithstanding an earlier termination of their office as Directors, any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors with cause.

**Section 4. SALARIES.** The salaries, if any, of all officers and agents of the Corporation shall be determined by the Board of Directors.

**Section 5. PRESIDENT.** (a) The President shall be the chief executive officer of the Corporation, he/she shall preside at all meetings of the members and Directors, he/she shall have general active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. (b) The President shall execute all bonds, mortgages and other contracts and will, in addition, countersign all orders on the treasury for money. (c) The President shall be Ex-Officio a member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation.

**Section 6. VICE PRESIDENT.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such duties as the Board of Directors prescribe.

**Section 7. SECRETARY.** The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in the book kept for that purpose, and shall perform like duties for the standing committees when required. He/She shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform

such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/She shall be sworn to the faithful discharge of his duty.

**Section 8. TREASURER.** (a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. (b) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, provided, however, that all checks or money orders shall be countersigned by the President, taking the proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. (c) The Treasurer shall give the Corporation a bond if required by a majority of the Board of Directors, in such amount as they may determine and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his/her office, and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property, of whatever kind in his/her possession or under his/her control, belonging to the Corporation.

**Section 9. WRITTEN CONSENT.** None of the officers of said Corporation shall sign any notes or bonds for others without first securing the written consent of the other officers of this said Corporation.

**Section 10. VACANCIES.** If the office of any Director or any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

**Section 11. AUDITING COMMITTEE.** The President may, upon the affirmative action of the Board of Directors, designate two or more persons from the membership of the Corporation to constitute an Auditing Committee which, to the extent determined by the President, shall have and exercise the authority of the Board of Directors in the auditing of the accounts of the Corporation and shall have full access to all books of the Corporation in the possession of any of the officers of the Corporation. The Treasurer shall submit his/her accounts to the Auditing Committee at any time at their request.

**Section 12. SEAL.** The Corporation shall have no seal.

## **ARTICLE VI. FINANCES**

**Section 1. INSPECTION OF BOOKS.** Members shall be permitted to inspect the books of the Corporation signed by the Treasurer and countersigned by the President or, if he is unable to act, the Vice President or by such other officers or agents as may from time to time be designated by resolution of the Board of Directors.

**Section 2. CHECKS.** All checks and notes of the Corporation in excess of \$1500.00 shall be signed by the Treasurer and countersigned by the President or, if he is unable to act, the Vice President or by such other officers or agents as may from time to time be designated by resolution of the Board of Directors. A current printout of the Corporation check ledger shall be presented at each Board of Director's Regular Meeting.

**Section 3. FISCAL YEAR.** The Fiscal Year of the Corporation shall be July 1 to June 30 of the following year.

**Section 4. DIRECTOR'S ANNUAL STATEMENT.** The Board of Directors shall at each annual meeting and special meeting called for that purpose present a full and clear statement of the business and conditions of the Corporation.

**Section 5. AMENDMENTS TO THE BY-LAWS.** These By-Laws may be amended or altered by two-thirds majority of the voting membership at any annual meeting or any special meeting called for that purpose, or by a majority of the entire Board of Directors at any meeting.

## **ARTICLE VII. MEMBERSHIP**

**Section 1. ELIGIBILITY.** All adults (Eighteen years or older) interested in Faribault Hockey shall be eligible for membership in the Corporation. Each member shall be entitled to one vote on matters to be decided by the membership. No property interest shall vest in the individual members, nor shall any individual member or director assume any personal liability for any acts entered into on behalf of the Corporation.

**Section 2. TERMINATION OF MEMBERSHIP.** The Board of Directors may by a majority vote terminate the membership of any member who has been shown to have conducted himself in unacceptable manner at any social or athletic events or activities sponsored by the Corporation. Thereafter such terminated member shall not be entitled to partake in any Corporation functions or activities in any manner whatsoever.

**Section 3. MEMBERSHIP FEES.** Player's registration fees shall constitute membership fees for the player and parents/guardians. Only paid up members shall be entitled to participate in the affairs, activities and the elections of the Corporation. For individuals not paying registration fees but desiring membership of Faribault Hockey Association, annual membership will be granted and documented by Board of Directors on an individual basis.

**Section 4. GOOD STANDING.** To participate in the activities and to share the benefits of the Corporation, member's dues must be paid in full. Failure on the part of the Treasurer to collect the dues as heretofore provided does not relieve a member from his responsibility to pay in order to maintain his good standing in the Corporation.

## **ARTICLE VIII. FUNDS**

**Section 1. SOCIAL FUNDS.** The amount earned by any social or athletic activity that the Corporation may sponsor or endorse is to be deposited into the general funds of the Corporation.

**Section 2. CONCESSION PROFITS.** Profits from the sale or merchandise by the Corporation are to be deposited into the general funds of the Corporation.

**Section 3. BENEFITS.** No corporate funds shall benefit of individual members but shall be used exclusively for the purposes set forth in the Articles of Incorporation.

## **ARTICLE IX. DISOLUTION**

The Corporation may be wound up and dissolved either voluntarily or involuntarily. If the proceedings are voluntary, they may be conducted either out of court or subject to the supervision of the court. If involuntary, they shall be subject to the supervision of the court.

Voluntary proceedings for the dissolution may be instituted whenever a resolution therefore is adopted by at least two-thirds of the members of the Corporation present at a Members' Meeting duly called for that purpose.

The resolution may provide that the affairs of the Corporation shall be wound up out of court, in which case the resolution shall designate a trustee or trustees to conduct the winding up, and may provide a method for filling vacancies in the office of the trustee, but such appointment shall not be operative until a certificate, setting forth the resolution and the manner of adoption thereof, signed and

acknowledged by the President or Vice President and by the Secretary or Assistant Secretary, shall be filed for record with the Secretary of State.

Upon dissolution, property and assets shall be distributed in accordance with Minnesota Statute 317.57 and acts amendatory thereto. The Articles of Incorporation shall be amended in accordance with the Minnesota Statute 317.27 and acts amendatory thereto.

## **ARTICLE X. SEXUAL AND PHYSICAL ABUSE POLICY**

The policies in this article are subject to any contrary requirements in Minnesota State law.

**Section 1. SEXUAL ABUSE POLICY.** It is the policy of the Faribault Hockey Association that there shall be no sexual abuse of any minor participant involved in any of its sanctioned programs, its Training Camps, Hockey Clinics, Coaches Clinics, Referee Clinics, Tournaments or other Faribault Hockey Association events by an employee, volunteer or independent contractor. Sexual abuse of a participant occurs when an employee, volunteer or independent contractor touches a minor participant for the purpose of causing the sexual arousal or gratification of either the minor participant or the employee, volunteer or independent contractor. Sexual abuse of a minor participant also occurs when a minor touches an employee, volunteer or independent contractor for the sexual arousal or sexual gratification of either the minor participant or the employee, volunteer or independent contractor, if the touching occurs at the request or with the consent of the employee, volunteer or independent contractor.

Neither consent of the player to the sexual contact, mistake as to the participant's age, nor the fact that the sexual contact did not take place at a hockey function are defenses to a complaint of sexual abuse.

Upon proof of violation of this policy, the violator will be permanently banned or suspended from the Faribault Hockey Association sanctioned programs.

Minnesota law requires professionals and their delegates who work with children to make a child protection report if they know of or have reason to believe a child:

- Is being neglected or abused, or
- Has been neglected or abused within the preceding three years. Upon proof of violation of this policy, any Director on the Board will be responsible for filing a child protection report.

**Section 2. SCREENING POLICY.** It is the policy of the Faribault Hockey Association that it will not authorize or sanction in any authorized/sponsored programs any volunteer or employee who has routine access to children (anyone under the age of majority) who refuses to consent to be screened by the Faribault Hockey Association before he/she is allowed to have routine access to children in the Faribault Hockey Association's programs.

A person may be disqualified and prohibited from serving as an employee or volunteer of the Faribault Hockey Association if the person has:

1. Been convicted (including crimes the record of which has been expunged and pleas of "no contest") of a crime of child abuse, sexual abuse of a minor, physical abuse, causing a child's death, neglect of a child, murder, manslaughter, felony assault, any assault against a minor, kidnapping, arson, criminal sexual conduct, prostitution related crimes or controlled substance crimes;
2. Being adjudged liable for civil penalties or damages involving sexual or physical abuse of children;
3. Being subject to any court order involving any sexual abuse or physical abuse of a minor, including but not limited to domestic order or protection;
4. Had their parental rights terminated;
5. A history with another organization (volunteer, employment, etc.) of complaints of sexual or physical abuse of minors;

6. Resigned, been terminated or been asked to resign from a position, whether paid or unpaid, due to complaint(s) of sexual or physical abuse of minors; or
7. Has a history of other behavior that indicates they may be a danger to children in the Faribault Hockey Association.

**Section 3. PHYSICAL ABUSE POLICY.** It is the policy of the Faribault Hockey Association that there shall be no physical abuse of any participant involved in any of its sanctioned programs, its Training Camps, Hockey Clinics, Coaches Clinics, Referee Clinics, Tournaments or other Faribault Hockey Association events by any employee, volunteer or independent contractor. Physical abuse means physical contact with a participant that intentionally causes the participant to sustain bodily harm or physical injury. Physical abuse also includes physical contact with a participant that intentionally creates a threat of immediate bodily harm or personal injury.

Physical abuse does not include physical contact that is reasonably designed to coach, teach or demonstrate a hockey skill. Permitted physical contact may include, but is not necessarily limited to, shooting pucks at a goaltender, demonstrating checking and other hockey skills and communicating with or directing participants, during the course of a game or practice, by touching them in a non-threatening, non-sexual manner.

\_\_\_\_\_  
Signature  
President – \_\_\_\_\_ Date

\_\_\_\_\_  
Signature  
Vice President – \_\_\_\_\_ Date

\_\_\_\_\_  
Signature  
Treasurer – \_\_\_\_\_ Date

\_\_\_\_\_  
Signature  
Secretary – \_\_\_\_\_ Date