

## **By-Laws**

### **Wadena Hockey Club, Inc.**

#### **Article 1: Purpose**

To promote and encourage the formation of ice hockey teams for youth 18 years of age and younger, and the participation and education of spectators in the sport of ice hockey; to associate with other hockey associations; to do and all acts necessary or desirable in the furtherance of the foregoing purpose; to buy, sell and lease and otherwise deal in all kinds of property, real, personal, and mixed, for the purposes of creating further interest in hockey in Wadena and the surrounding areas.

#### **Article 2: Membership and Voting**

Section 1: Membership: 1) A member is defined as any person designated on the registration form (up to 2 per player) or an individual former player who has no children in hockey and is an active USA Hockey member. The member must have paid their annual fee and be current in their fundraising and volunteer obligations to every player registration that they are designated too. 2) Any person who is not designated to a player or individual former player and is elected or appointed to the Board of Directors or coach shall automatically be granted membership. 3) Any honorary member must be elected by the majority vote of the Board of Directors provided that one-week notice is given to each Board member prior to the vote. Honorary members are exempt from payments of dues and may not vote, hold office, or have any rights or interest in the property or assets of the corporation.

Section 2: Voting: Each member will be allowed one vote at the annual meeting and one vote at the level at which they have a player registered. Honorary members are not allowed to vote.

Section 3: Voting Rules: 1) Hockey players are not eligible to vote 2) Voting must be done in person. 3) No absentee ballots will be accepted unless pre-approved by the Executive Board members who are not running for a position at the time of the vote 4) If approved, absentee voting will be made available no more than 7 days in advance and must be submitted via the method the current board deems appropriate at that time 5) Nominations for officers and directors shall be made no more than 30 days in advance and must close 10 days prior to the meeting at which the vote is to take place. 6) No write in votes will be allowed 7) At all elections of officers and directors, the voting shall be secret ballot if there is more than one candidate for office 8) President and Treasure will count votes together on even years and the Vice-President and Secretary will count votes on odd years 9) Proxy voting is not allowed.

### **Article 3: Annual dues**

Section 1 The annual dues of individual members and of family members shall be determined by the Board of Directors at the first meeting of the fiscal year

Section 2 The fiscal year of the corporation shall be May 1st through April 30th.

### **Article 4: Board of Directors**

Section 1 Members and terms of office- The Property, affairs and business of the Corporation shall be managed by the Board of Directors consisting of the following members:

A. The four (4) executive officers of the Corporation: President, Vice-President, Secretary, and Treasurer who will serve a two (2) year term:

1) The President and Treasurer will be elected by a majority of the voters at the annual meeting in odd numbered years.

2) The Vice-President and Secretary will be elected by a majority of voters at the annual meeting in even numbered years.

3) Any member seeking a term as an Executive member of the Corporation must first serve at least one (1) term as a Team Board member or a member at large or possess a strong background in youth hockey as determined by the Board of Directors to be eligible for the position(s).

B) Team Board members shall serve a one (1) year term to be elected at the team's end of the year banquet. A voting member having a player on the respective team shall be eligible to vote.

1) 8U level consists of Mites, 8U Girls, Mighty Mites, and any other team below the Mite level and shall be considered 1 team and thus have one (1) board member.

2) All other levels of play, including but not limited to, 10U, Squirts, 12U, Pee Wee, 14U, and Bantam shall have one (1) board member each.

3) The Boys and Girls High School Varsity teams will each have one (1) member.

4) Board members are determined by the level of play, not the number of teams. Any level of play having more than one (1) team will still only have one (1) board member.

C) Member at Large: 1-member at large position will serve a one (1) year term.

1) Nominations for Member at Large shall be made no more than 30 days in advance and must close 10 days prior to the annual meeting at which the vote is to take place.

Section 2. Only One (1) member per family is eligible to serve on the Board of Directors at a time.

Section 3. Board members terms will run from the first board meeting after the annual meeting until replaced after the next annual meeting.

Section 4. Attendance- To conduct the Corporation's business, attendance is required by all board members.

A. Should a team board member, or the member at large miss two (2) meetings in succession or three (3) meetings in a year, that position will be considered vacated. If petitioned by the members directly affected by the vacated position, the team affected by the vacated position must nominate a new team rep and the spot will be filled by approval of the board. The President may appoint a new member at large with the approval of the board.

B) Should an executive officer of the Corporation miss two (2) meetings in succession or three (3) meetings in a year, that position may be vacated by a simple majority vote of the Board of Directors. A special meeting of all the members of the Corporation will then be called to fill that vacated position.

Section 5: If questions arise in regard to the actions or performance of any board position by its current holder a special meeting can be requested by the President or 2 current board members to discuss said concerns and possible disciplinary actions.

Section 6 Meetings- The Board of Directors will meet periodically to conduct the corporation's business.

A) The board of Directors shall meet at the call of the President or any two (2) board members thereof, provided that notice shall be given to each member of the board prior to said meeting.

B) A majority of the board is necessary for a quorum.

C) All business of the Corporation will be decided by a simple majority vote with the only exception being financial matters. Any business concerning financial matters will require a two-thirds majority of the board members present. If there is a request for a re-vote a special meeting may be called as stated in Article 4: Section 6: A.

Section 7 Duties of the Board of Directors- the duties of the Board of Directors shall be:

A) Perform all duties specifically delegated to it in the Articles of Incorporation or in other Articles of the Bylaws.

B) Approve all contracts necessary for the transaction of all business.

C) Make rules for the conduct of the members of the Corporation's property.

D) Establish and enforce penalties for the violations of such rules of the Articles of Incorporation or the Bylaws.

E) Prescribe and publish rules regulating the use of the equipment and facilities of the Corporation, both by members and participants in the sports program.

F) Appoint a delegate of committees to confer with other associations or clubs on any matter in which this Corporation may be concerned.

G) Approve such appointments or special representatives of committees made by the President as shall be necessary for the better execution of the Corporation's duties and powers.

H) Have complete jurisdiction over the Corporation's finances and have exclusive power to make or authorize appropriations

I) Have the general power to manage all the affairs of the Corporation on any and all questions relating there to, when not in conflict with the Articles of Incorporation or the By-laws.

J) Make a report on the Corporations and Boards activities during the preceding year at the annual meeting and recommend such proposals as the Board deems advisable.

#### **Article 5: Duties of Officers**

##### **Section 1-** The President shall:

A) Preside over all meetings of the Corporation and the Board of Directors.

B) With the Treasurer, sign all written contracts and obligations of the Corporation.

C) With the approval of the Board of Directors having the power to invite people, not members of the Corporation, to attend regular or special meetings.

D) Be a member, ex-officio, of all committees.

E) Issue a current copy of the By-Laws of the Corporation to each officer and director no later than the second meeting of the corporate year.

F) Make sure that all the rules pertaining to Minnesota and USA Hockey are maintained.

##### **Section 2-** The Vice-President Shall:

A) Perform all duties of the President in absence of the President.

B) Work with the President on such association affairs as deemed necessary.

##### **Section3-**The Secretary Shall:

A) Keep all minutes of the meetings, records, books, documents and papers relating to the Corporation in such place and form as shall be designated by the Board of Directors.

B) Serve as chairperson of the public relations committee.

C) Perform all duties of the President in the absence of the President and Vice-President.

Section 4- The Treasurer shall:

A) Arrange to secure such bonds as may be required by the Board of Directors for all officers and employees of the Corporation who have custody or control of any Corporation funds or property.

B) Perform such other duties as are specifically provided in the Articles of Incorporation and By-Laws and as shall be imposed upon by the Board of Directors.

C) Perform all duties of the President in the absence of the President, Vice-President, and Secretary.

D) Keep account of all monies received and deposited in the name of the Corporation in such a depository as shall be designated by the Board of Directors.

E) Keep accounts of all monies disbursed upon checks for obligations of the Corporation.

F) Submit a financial report for the preceding month at each Board of Directors meeting for their approval.

G) At the first Board of Directors meeting of each fiscal year, submit a detailed financial statement for the preceding year's activities.

H) Serve as chairperson of the financial committee.

#### **Article 6: Corporate and Director Meetings**

Section 1- Place of meeting: The meetings of the membership of directors shall be held at a place designated by the executive committee.

Section 2- Annual Meeting: the annual meeting of the members shall be held in the month of May as determined by the Board of Directors for the purpose of electing directors and for the transaction of any other business with the respect to which special notice is required to be given.

Section 3- Notice of all board meetings, including annual: Notice of the time and place of all board meetings shall be posted on the Corporations web site not less than three (3) days before nor more than ten (10) days before said meeting, including the agenda of said meeting.

Section 4-Quorum for meetings of all members of the association (not a Board meeting): A quorum for the transaction of business at such meetings shall consist of no less than 20 voting members. If a quorum is not present the meeting shall be adjourned to a time and place as determined by the Board of Directors.

Section 5- Conduct of meetings: "Roberts Rules of Order" shall govern the conduct of all meetings of this Corporation.

#### **Article 7: Non-Profit Status**

Said Corporation is organized exclusively for charitable, religious, educational, and specific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax code.

#### **Article 8: Corporate Limitations**

No part of the net earnings of the Corporation shall endure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 8 hereof. No Substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding the other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on.

Section 1- By a Corporation exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Section 2- By a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

#### **Article 9: Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such

organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

**Article 10: Amendments**

Amending these By-Laws shall be done according to the following procedure:

Section 1- By-Law amendments must be placed on the agenda of a meeting of the Board of Directors and approved by the Board of Directors by a two-thirds vote.

Section 2- Following two-thirds approval by the Board of Directors, By-Law amendments will be placed on the agenda of the Spring and Fall meetings at which time they will require a simple majority vote of a quorum to be approved (20 members). The Spring meeting will be the annual meeting in May and the Fall meeting will be held in November.

Approved on 05/12/2025