Inver Grove Heights

Hockey Association

AMENDED AND RESTATED

BYLAWS

OF

INVER GROVE HEIGHTS

HOCKEY ASSOCIATION, INC.

UPDATED: 5/1/10

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ARTICLE I.

Officers

Section 1. Office. The principal office of the corporation in the State of Minnesota shall be located in the County of Dakota at 4020 75th Street East, Inver Grove Heights, Minnesota 55076.

Section 2. Other Offices. The corporation may have such offices, either within or without the States of Minnesota, as the Board of Directors may determine and as the business of the corporation may require.

ARTICLE II.

Members

Section 1. Qualification. A member shall be any person 18 years of age or older who is current in the payment of dues and other assessments (e.g., bills for ice time) as established by the corporation from time to time. The voting members of this corporation shall consist of the members listed as parent or legal guardian on each skaters' current annual registration form or other form of membership application acceptable to the Board of Directors. In addition, such persons not listed as parent or legal guardian may annually apply for and be admitted as voting members upon signing an application for membership in a form acceptable to the Board of Directors and payment of annual dues as determined by the Board of Directors. A person who shall cease to pay dues and assessments shall immediately cease to be a voting member of this corporation.

Section 2. Annual Meeting. An annual meeting of the members shall be held each year on a date to be determined by the Board of Directors, beginning with the year 1985, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 3. Special Meetings. Special Meetings of the members shall be called by the President or held upon written demand of four (4) members or a majority, addressed to the President of the corporation, stating the purpose or object thereof. Notice of such meeting shall be mailed or e-mailed to each member, addressed to him/her at his/her residence or usual place of business. Every such notice shall state the time, place and purpose of the meeting. No business other than that so stated in the notice shall be transacted at the said meeting without consent of the majority of all the members present.

Section 4. Notice. Written notice of the time and place of the annual meetings and any special meetings shall be given to each member entitled to vote thereat at least five (5), but no more than thirty (30) days before the date of such meeting.

Section 5. Quorum. For the purposes of the annual meeting, a quorum shall consist of four (4) or a majority of the current members of the corporation.

ARTICLE III.

Board of Directors

Section 1. General Powers. The business, property and affairs of the corporation shall be managed by a Board of Directors.

Section 2. Election of Directors. Election of Directors shall be held at the annual meetings of the members. Each Director shall be elected by vote of a majority of the members present at such meeting at which there is a quorum.

Section 3. Numbers and Term of Office. The term of office for seven (7) to ten(10) members of the Board of Directors shall be for three (3) consecutive years, staggered such that the terms of two (2) Directors expire on April 30th for two (2) years and three (3) every third year. The one additional seat (non-voting) shall be filled by the gambling manager.

The gambling manager shall be appointed by the majority vote of present Board of Directors at such meeting provided he/she is a current member in good standing for six months of the Association.

Section 4. Organization of Meeting. At all meetings of the Board of Directors, the President shall act as Chairman, and in his/her absence the Vice president shall act as Chairman; and the Secretary, or in absence of the Secretary, any person appointed by the President, shall act as Secretary.

Section 5. Director Meetings. Meetings of the Board of Directors shall be called by the President on a regular basis (and at least monthly) ("Regular Meetings") with the gambling portion of the meeting to take place 10 minutes prior and opening said meeting to all active members of the association to vote on gambling issues only (once regular meeting starts, all voting rights are Directors) or held upon written demand of any two (2) directors, addressed to the President of the corporation, stating the purpose or object thereof (a "Special Meeting"). Notice of such Special Meeting shall be sent to each Director, addressed to him/her at his/her residence or usual place of business at least five (5) business days prior to such meeting. Every such notice shall state the time, place and purpose of the meeting. No business other than that so stated in the notice shall be transacted at the said meeting without consent of the majority of all the members present.

Section 6. Notice. Written notice of the time and place of the annual meetings and any special meetings shall be given to each member entitled to vote thereat at least five (5), but no more than thirty (30) days before the date of such meeting.

Section 7. Waiver of Notice. Notice as herein before provided shall be given to each Director of the time and place of each Special Meeting of the Board, but any Director may in writing or e-mail either before or after the meeting waive notice thereof; and without notice any director by his/her attendance at such meeting in person shall be deemed to have waived notice, and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the members of the Board of Directors shall be present thereat.

Section 8. Quorum. For the purpose of the Board of Directors meetings, a quorum shall consist of a majority of the filled voting Director's positions.

Section 9. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent thereto is signed or e-mailed by all voting members of the Board and such written consent is filed with the minutes of proceedings of the Board. Such action shall be effective on the date on which the last signature or e-mail confirmation is sent, or such earlier date as is set forth therein.

Section 10. Vacancies. Vacancies in the Board of Directors shall be filled through election of interested members in good standing by a vote of the remaining Directors for a term until the next General Membership meeting.

Section 11. Removal. A Director may be removed at anytime, with or without cause, by an 80% vote of the Board of Directors. In addition, any Director who misses any three (3) consecutive or 25% of the Board of Directors meetings held during any twelve month period may be removed and replaced at the next Board of Directors meeting by a majority of the Directors present. When any director has been removed at a meeting, a new director may be elected at the same meeting.

<u>Section 12. Proxies.</u> No Director shall have the power to appoint a proxy or to vote by proxy.

<u>Section 13. Executive Committee.</u> The Board of Directors may, by unanimous affirmative action of the entire Board, designate two or more of their number to constitute an Executive Committee. The Executive Committee shall act only during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the corporation, subject to such limitations as the Board of Directors and/or the members may impose from time to time. Unless specifically authorized by the members, by resolution adopted by a majority of the members present at any meeting at which there is a quorum, the Executive Committee shall not have the power and authority to elect Directors or Officers, to amend the Articles of Incorporation, to adopt a plan of merger or consolidation, to authorize the sale or other disposition of all, or substantially all, of the property and assets of the Corporation, to authorize a voluntary dissolution of the Corporation or a revocation thereof, or to amend these Bylaws.

ARTICLE IV.

<u>Officers</u>

<u>Section 1. Number.</u> The officers of the Corporation shall be chosen by the Board of Directors. Such officers shall include a President, Vice President(s), Secretary, and a Treasurer. The Board of Directors may also choose additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any two (2) officers, except those of president and Vice president, may be held by the same person. All officers, except the Treasurer, must be members of the Board of Directors.

<u>Section 2. Election.</u> Each officer shall be chosen by the majority vote of the Directors present at the first Board of Directors meeting following the annual members meeting.

<u>Section 3. other Officers and Agents.</u> The Board of Directors may appoint such other officers and agents as it shall deem necessary 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 of Directors.

<u>Section 4. Compensation.</u> No compensation or payment shall ever be made or paid to any officer of this corporation except as a reasonable allowance for actual expenditures or for services actually rendered.

<u>Section 5. Term of Office.</u> The officers of the corporation shall hold office until their successors are elected and qualified. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by the affirmative 80% vote of the Board of Directors. Any officer may resign at any time by giving written notice to the President or Secretary of the Corporation. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

<u>President</u>

<u>Section 6. Powers and Duties.</u> The President shall be the Chief Executive Officer of the corporation, shall have general and active management of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. She/he shall preside at all meetings of the Board of Directors.

<u>Vice President</u>

<u>Section 7. Powers and Duties.</u> The Vice president, if any, or if there shall be more than one (1), the Vice Presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such powers as the Board of Directors may from time to time subscribe.

<u>Secretary and Assistant Secretaries</u>

<u>Section 8. Secretary.</u> The Secretary shall attend all meetings of the Board of Directors and shall record all the proceedings of the meetings of the Board of Directors in a book or electronically to be kept for that purpose. She/he shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairman of the Board, under whose supervision she/he shall be.

<u>Section 9. Assistant Secretary.</u> The Assistant Secretary, if any, or if there be more than one (1), the Assistant Secretaries in the order determined by the Board of Directors, shall in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform other duties and have other powers as the Board of Directors may from time to time prescribe.

<u>Treasurer and Assistant Treasurers</u>

<u>Section 10. Treasurer's Duties.</u> The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of 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 designed by the Board of Directors.

<u>Section 11. Treasurer's Accounting.</u> She/he shall disburse such funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board and the Board of Directors, at its regular meetings, or when the Board f Directors so requires, an account of all of his/her transactions as Treasurer and of the financial condition of the Corporation.

<u>Section 12. Treasurer's Bond.</u> If required by the Board of Directors, she/he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties 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.

<u>Section 13. Assistant Treasurer.</u> The Assistant Treasurer, or if there shall be more than one (1), the Assistant Treasurers in the order determined by the Board of Directors, shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform other duties and have other powers as the Board of Directors may from time to time prescribe.

ARTICLE V.

<u>Contracts, Checks, Drafts, Bank Accounts, Etc.</u>

<u>Section 1. Execution of Contracts.</u> The Board of Directors, except in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or for any amount.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no negotiable papers shall be issued in its name unless authorized in writing by the board of Directors. When so authorized, any officer or agent of the corporation may affect loans and advances at any time for the corporation from any bank, trust company, or other institution or from any firm, corporation, or individual; and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the corporation, and when authorized as aforesaid, as security for the payment of any and all of the loans, advances, indebtedness and liabilities of the corporation, may mortgage, pledge, hypothecate, or transfer any real or personal property at any time held by the corporation, and to that end execute instruments of mortgage or pledge or otherwise transfer said property. Such authority may be general or confined to specific instances.

Section 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 person or persons in such manner as shall from time to time be designated by the Board of Directors.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation under such conditions and in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by any officer or officers, agent or agents, of the corporation to whom such power may from time to time be delegated by the Board of Directors, and for the purpose of such deposit any person or persons to whom such powers is so delegated may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the corporation.

ARTICLE VI.

Seal. The corporation shall not have a corporate seal.

ARTICLE VII.

Fiscal Year. The fiscal year of the corporation shall be fixed by the resolution of the Board of Directors.

ARTICLE VIII.

Amendments. Except as these bylaws otherwise expressly provide, all bylaws of the corporation shall be subject to repeal or modification, new bylaws must be approved, by majority vote of those members present and voting at a meeting at which a quorum is present and with respect to which written notice of the proposed changes in the bylaws has been given not later than two (2) weeks prior to the date of such meeting.

ARTICLE IX.

Indemnification

To the full extent permitted by law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the specific request of the directors or officers of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses, including, but not limited to, reasonable attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The foregoing indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. The foregoing indemnification shall not be exclusive of other rights to which any of the aforesaid shall be entitled as a matter of law, agreement, and requires a vote of members or otherwise.