



PREAMBLE

These By-Laws are in accordance with the “Articles of Incorporation of the Roseville Area Youth Hockey Association,” hereinafter referred to as “RAYHA” or “the Association.” In any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall take priority.

ARTICLE I.

Name and Headquarters

Section 1. The name of the Association shall be known as the Roseville Area Youth Hockey Association (RAYHA).

Section 2. The headquarters of the Association shall be maintained within the boundaries of Independent School District No. 623, Ramsey County, Minnesota.

Section 3. The Association operates in cooperation with the City of Roseville, Minnesota Parks and Recreation Department.

ARTICLE II.

Purposes and Objectives of the Association

Section 1. The purposes and objectives of the Association are to promote amateur youth ice hockey within the boundaries of Independent School District 623, Ramsey County, Minnesota (the Roseville Public School District), or those who live in the city of Roseville, Minnesota and the natural hockey community thereof as defined by USA Hockey and/or its affiliate organizations.

To this end, the Association intends to teach good sports conduct, to provide for the moral and physical well-being of the youth within the boundaries serviced by RAYHA through participation in organized ice hockey activities, to provide the guidance, facilities and equipment for this purpose, to develop the interest, confidence and cooperation of the community in achieving these ends, to provide supervision, rinks, and other suitable places for the playing of ice hockey and the holding of hockey contests among the youth of the Association, to buy, sell, lease and otherwise deal in all kinds of real, personal, and mixed real and personal property for the purpose of equipping and maintaining such rinks and playing facilities as are necessary, to provide such equipment as determined by the Board of Directors (“the Board”) as necessary to permit the youth to participate in ice hockey, to solicit, receive, hold, and expend funds for such purposes, to do any or all acts necessary that are permitted by law for the accomplishment of such purposes, and to associate with other ice hockey organizations in the furtherance of such purposes.

Article III.

Association Membership and Fees

Section 1. Persons 18 years and older who, 1) have children registered in the Association, 2) are registered as a coach, assistant coach, or manager, with the Association, or 3) are approved by the Association's Board of Directors as members, shall be voting members of the Association upon full payment of all applicable team and/or individual fees, and shall be entitled to vote at the annual election for the Association's Board of Directors and on all matters which require a vote of the full membership.

Section 2. The Board of Directors is authorized to assess and charge a reasonable team and/or individual fee for Association membership. The Association is authorized to reduce or eliminate such fees on an individual, case-by-case basis for any child. All fees shall be paid to the Treasurer of the Association based on the fee structure set annually by the Board of Directors. Failure to pay all applicable fees when due shall be cause for immediate termination of membership in the Association which shall occur without further action on the part of the Board of Directors of the Association.

Section 3. Any member may resign their membership at any time by serving written notice of such intent to the Board of Directors. Such members shall continue to be liable for any unpaid fees.

Section 4. A member may be expelled from membership for good cause. Upon written demand to the Board of Directors, the member shall be entitled to come before the Board to address the issue prior to expulsion. A majority vote of the Board of Directors shall be required for any Association Member's expulsion.

Article IV.

Board of Directors

Section 1. The policy-making powers of the Association shall be vested in the Board of Directors, which shall have charge, control, and management of the policies, property, affairs, and funds of the Association, determine compliance with the Association's stated purposes, appoint and dismiss officers of the Association, and do and perform all acts and functions not inconsistent with the Minnesota Nonprofit Corporation Act or the articles of incorporation or these bylaws, all as may be amended from time to time.

Section 2. The Board of Directors shall consist of at least ten (10) directors and no more than fourteen (14) directors. Ten (10) director positions shall be filled by election pursuant to the process set forth in Article IV, Section 2. The remaining four (4) members may be appointed pursuant to this Section. Directors will be elected each year by electronic ballot of all voting Members. All elected positions shall be for two (2) year terms on a staggered basis. At the initial meeting of the Board for each fiscal year of the Association, the Board shall elect a CEO and/or President and may elect other Board of Directors officers as deemed appropriate by the Board of Directors. The remaining duly elected members shall assume specific Director positions. With respect to the four (4) unelected Director positions that remain unfilled, the elected Board may fill such remaining

voting Director positions they deem necessary for the Association's well-being by appointment confirmed via majority vote. All Directors appointed by a vote of the Board shall be for one (1) year terms. Any President of the Board of Directors from the previous year, who is not reelected to the Board for the following year, shall be an ex-officio member of the Board for the following year and have the same voting privileges as current voting members.

Section 3. Any member in good standing may submit his or her name to be placed on the ballot for election to the Board of Directors. A short synopsis of each candidate shall be furnished with the ballot. Following creation of the staggered terms provided for in the preceding Section 1, the five (5) candidates with the greatest number of votes shall be declared the winners. Ties shall be broken first by the greatest length of time as a member in good standing in the Association and then by lot.

Section 4. Persons elected to the Board of Directors for the coming year shall be announced and take office at the annual meeting which shall occur in the month of April at such time and place as designated by the outgoing Board of Directors. Prior to the close of the meeting, challenges to the election of any member can be made. The outgoing Board of Directors shall resolve such challenges within seven (7) days following the annual meeting.

Section 5. The Directors must use his or her duties in good faith, in a manner that the director reasonably believes is in the best interest of the association, and with the care an ordinary prudent person would exercise in the same or similar circumstances. As such, the Board of Directors shall review the Minnesota law fiduciary duties on an annual basis. This includes the duty of care, the duty of loyalty, and the duty of obedience.

Section 6. Should a member of the Board of Directors resign during the term of his or her office, the remaining members of the Board of Directors may fill the vacancy by appointment confirmed via majority vote.

Section 7. Any director/s may be removed from office with cause at any regular or special meeting of the Board of Directors duly called for that purpose by the affirmative vote of three-fourths of the directors present and voting at such meeting. Any member of the Board of Directors who in any one year is absent from four (4) or more Board of Directors' meetings may be asked to state their intentions and desires for future participation in the matters of the Association and may risk removal from the Board. Any vacancy or vacancies created by such removal shall be filled as provided in Section 5 above.

Section 8. The individual serving as CEO of the Association shall be entitled to an annual payment of either a salary or an expense reimbursement, determined in the Board's discretion, in an amount of \$2,500, or any greater amount established by the Board at the annually.

ARTICLE V.

Meetings of the Board of Directors

Section 1. The Board of Directors shall conduct an annual meeting of the Association in either April or May of each year, at a place and time as designated by the Board. Special meetings of the

Board may be convened between the monthly meetings by the call of two (2) or more Directors of the Board. The Board shall also call a special meeting of the voting members of the Association upon the written request of fifty (50) voting members of the Association. The Board shall ensure that reasonable efforts are taken to provide notice of the time and place of each meeting to members of the Association, when possible. The Board shall also ensure that all reasonable efforts are taken to specifically notify each member of the Board of Directors of all meetings.

Section 2. The order of business at all meetings of the Board of Directors shall be determined by the Board Member designated to chair the meetings. A quorum for the conduct of business of the Board of Directors shall be eight (8) directors. All members of the Board of Directors, shall be entitled to vote on all matters coming before the Board. Unless a greater vote is required by these By-Laws, any proposal to come before the Board upon the affirmative vote of the majority of the Directors present and voting shall pass.

Section 3. The annual meeting of the Association and all other meetings of the Board of Directors shall be open to the public. Members of the Association in attendance at any meeting shall be entitled to comment on matters presented therein or bring forward new issues relevant to the well-being of the Association for Board discussion. In all cases, the Board reserves the right to limit the amount of time utilized for the discussion of any one topic. The minutes of all meetings of the Board shall be recorded by the Secretary, or another Board designee, and shall be submitted for approval to the next formal meeting of the Board. Once approved, the minutes shall be deemed public documents and shall be made available, upon request, for inspection.

Section 4. Any annual or special meeting of the Association or the Board of Directors may be held solely by one or more means of remote communication, if notice of the meeting is given to every member of the Board of Directors entitled to vote, and if the number of members with voting rights participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a member by that means constitutes presence at the meeting in person or by proxy.

Section 5. A director not physically present in person or by proxy at an annual or special meeting of the Board of Directors may, by means of remote communication, participate in a meeting of members held at a designated place. Participation by a member by that means constitutes presence at the meeting in person or by proxy.

ARTICLE VI.

Certain Duties of the Board of Directors

Section 1. The Board of Directors, subject to these By-Laws, shall exercise all Association powers to conduct, manage, and control the affairs and property of the Association. To that end, the Board of Directors shall annually prepare a budget for the fiscal year, submit and adopt rules and policies of the Association for the coming year, present a schedule of proposed individual and/or team fees for that year, and submit such other information concerning the direction and plans of the Association for that year as are agreed upon by the Board.

Section 2. Such insurance as is necessary to protect the Board of Directors from liability shall be determined by the Board and paid by the Association. Additionally, the Treasurer shall be bonded

for such sum as determined by the Board of Directors and paid by the Association. At their discretion, the Board of Directors shall insure that such insurance as is necessary to protect the members of the Association, coaches and assistant coaches, and the Association and its property from liability, damage or loss, is obtained. Said insurance to be paid by the Association.

Section 3. The Treasurer of the Association shall make a report annually of the financial condition of the Association. Any authorized Board Member shall sign any documents necessary to carry out the functions of the Association. The Board of Directors shall control authorization to sign all checks of the Association for expenses of the Association; however, such expenditures shall be subject to the approval of the Board.

Section 4. It shall be the duty of the Treasurer, or if unavailable the Director running the meetings shall designate an alternate, to each year prepare a complete and sufficient record of financial accounts for the preceding fiscal year and to submit said information to a reputable Certified Public Accountant approved by the Board of Directors, for the purposes of preparing any and all required federal and state informational returns. The Treasurer shall perform these duties whether or not s/he was in office during the preceding fiscal year and is authorized to make payment of reasonable and customary professional fees to the approved Certified Public Accountant for services rendered. The Treasurer shall further ensure that the Board of Directors is apprised of the current financial condition of the Association at each monthly Board of Directors' meeting.

Section 5. The Board of Directors shall determine the appropriate usage of advertising and writings. Any uniforms or equipment containing advertising or writing visible to the public at the ice hockey games and any advertisement in publications of the Association must receive prior approval of the Board of Directors.

Section 6. Any circumstance, rule or regulation not covered under these By-Laws or prohibited herein shall fall under the jurisdiction of the Board of Directors.

ARTICLE VII.

Affiliation

Section 1. The Association shall participate in and be affiliated with USA Hockey and its affiliate organizations in accordance with the rules and regulations of such organizations. The Association retains the right to remain a separate entity with complete authority to conduct its affairs and programs subject only to the express obligations and restrictions contained by agreements entered into with such organizations. All dues or registration fees incurred in members in such other organizations will be paid from the Association's funds.

ARTICLE VIII.

Ethics

Section 1. The Association expects its players, parents, guardians, coaches, managers and Board of Directors, a level of conduct that reflects positively on the Association and the community. This applies while on the ice, in the arena and elsewhere within and outside our community. Appropriate rules to this effect will be established and published by the Board of Directors.

Section 2. Unlawful harassment or discrimination and physical abuse are prohibited.

ARTICLE IX.

Amendments

Section 1. These By-Laws may be amended at any time by a two-thirds majority vote of the full Board of Directors.

ARTICLE X.

Ratification

Section 1. These By-Laws shall become effective immediately upon adoption and shall supersede all other By-Laws established before this date and shall be the governing By-Laws of the Roseville Area Youth Hockey Association until such time as the Board of Directors of the Association elect to amend or alter them.

ARTICLE XI.

Committees

Section 1. The board of directors may delegate certain of its duties and functions to committees to the extent permitted by law and as specified in the bylaws or in the resolution establishing the committee. Unless otherwise provided in the bylaws or the resolution establishing the committee, the membership of each committee shall be nominated by the Governance Committee and approved by the Board of Directors.

Section 2. Any person approved by the board of directors, including members selected for their individual expertise in a given area who are not board members or employees of this corporation, may be a member of a committee properly constituted hereunder and, unless otherwise specified for standing committees, only a majority of committee members need be members of the Board of Directors. The chairperson of each committee shall be a director. The President or CEO of the Board of Directors shall be an ad hoc member of all committees for which he or she is not a required member under these bylaws.

Section 3. The standing committees of the Board of Directors and the respective memberships and responsibilities of each shall include:

(a) Executive Committee. There shall be an Executive Committee of the board of

directors which shall consist of the CEO or President, Secretary, Treasurer, Director of Operations, Director of Boys, and Director of Girls. The CEO or President of the Board of Directors shall be the chairperson of the Executive Committee and the secretary shall act as the secretary thereof. The Executive Committee may, from time to time, invite other directors to participate in meetings on an ad hoc basis, as determined by the chairperson. The Executive Committee shall counsel with and aid the officers of the corporation in all matters concerning the management of its business and, between meetings of directors, provided that any action taken shall not conflict with the policies and expressed wishes of

the board of directors, the Executive Committee shall possess and may exercise all of the powers of the board of directors except with reference to making or amending these bylaws, removing any member of the board of directors or filling vacancies in their own membership, which vacancies shall be filled by the board of directors. The Executive Committee shall be responsible for certain compensation related matters, including developing and recommending to the board of directors a plan for the total compensation package, including benefits, of the president and executive management. The Executive Committee shall refer all matters of major importance to the Board of Directors. The Executive Committee shall meet not less than two (2) times per year, and at any other stated times or on notice to all its members.

(b) Other Committees to be added as necessary

Section 4. The board of directors may establish additional standing committees and other committees and shall delegate to such committees such powers and responsibilities as it may from time to time deem appropriate. A majority of the membership of each committee must be members of the board of directors, but other members of the committee need not be directors except as specifically required by these bylaws. The President or CEO shall attend or be represented by a member of administration at all meetings of standing committees of the board of directors.

Section 5. Each committee shall meet at the call of its chairperson or the chairperson of the board of directors, or at such regular time(s) as it may determine. Notice of all committee meetings shall be given to each member of the committee.

Section 6. Except for standing committees, a committee shall automatically terminate upon the completion of a specified task for which it was created. In other situations, committees may have their activities terminated and be disbanded by a majority vote of all the members of the board of directors.

Duly adopted May 18, 2020; Amended September 11, 2024