

# **BYLAWS OF ST. LOUIS GIRLS YOUTH HOCKEY ASSOCIATION**

## **A Missouri Nonprofit Corporation**

### **ARTICLE I – PURPOSE**

#### Sections 1: Name

The name of the corporation is the St. Louis Girls Youth Hockey Association, d/b/a the St. Louis Lady Cyclones (the “corporation”).

#### Section 2: Nonprofit Status

The corporation is organized as a State of Missouri nonprofit corporation upon a non-stock membership basis, not involving pecuniary gain or profit for any of its Members, for a term of perpetual existence.

#### Section 3: Exempt Status

The corporation is organized and shall be operated exclusively as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code.

#### Section 4: Use of Funds

All funds and property of the corporation shall be used and distributed exclusively for carrying out the purposes of the corporation as set forth in Article II.

#### Section 5: Fiscal Year

The fiscal year of the corporation shall begin June 1 and end on May 31 of the following year.

#### Section 6: Annual Dues

Members’ Program fees and dates of payment shall be established by the Board of Directors and may be changed by the Board of Directors as needed.

#### Section 7: Dissolution

In the event of liquidation or dissolution of the corporation, or in the event that it shall cease to carry out its purpose, all funds and property of the corporation shall be distributed to a nonprofit corporation(s) with purposes similar to those set forth in Article II and which are exempt organizations as set forth in Section 3 of this Article I, as the Directors may select.

## Section 8: Offices

The corporation may have offices at such places as the Board of Directors may from time to time determine or the business of the corporation may require.

## **ARTICLE II – PURPOSE**

The purpose of the corporation is to operate a youth hockey program for girls in the greater St. Louis metropolitan area (the “Program”), which shall include:

1. To advance and encourage participation in the sport of hockey among girls in the St. Louis area.
2. To develop character, confidence, proficiency, and the pursuit of excellence among players.
3. To provide a healthy, competitive playing environment where the spirit of the game is valued and prioritized.
4. To form collaborative relationships with other hockey organizations and associations.
5. To participate in or conduct other activities that align with or aid in achieving these objectives.

## **ARTICLE III – MEMBERSHIP**

### Section 1: Active Member

An active Member is one who is a parent, stepparent or legal guardian of any player participating in the most recent fall season of the Program. An active Member in good standing is one who is current in payment of their Club fees and who is not currently the subject of any disciplinary action. For the sake of clarity, if any player participating in the Program is not current in the payment of any fees when due, then no parent, step-parent or legal guardian of such player shall be an active Member in good standing, without regard to whether such parent, stepparent or legal guardian is responsible for making such payment. The term of membership is the fiscal year of the corporation. Contributing funds to the corporation in connection with a fundraising activity does not entitle the contributor to membership benefits.

### Section 2: Expulsion

An active Member may be expelled, after due notice and an opportunity for a hearing, for conduct detrimental to the corporation, by the vote of two-thirds of a quorum of the Board of Directors present. Rules governing such proceedings shall be promulgated by the Board. Non-payment of Club fees that exceeds sixty (60) days is grounds for an automatic hearing. Notifications for such hearings must be sent at least ten (10) days prior in writing either by electronic or other trackable mail service. Following the hearing, the member(s) in question shall be notified of the outcome within seven (7) days by the same means of contact.

### Section 3: Member Meetings

- a) The corporation shall hold no fewer than two Member meetings per fiscal year. The Spring Meeting shall be held between the months of March and May and its agenda shall include electing Directors to the Board. The Fall Meeting shall be held between the months of August and October. Notice of the time and place of any meeting of the Members shall be sent to the email address on file of each active Member at least fifteen (15) days in advance of the meeting. The notice for the Spring Meeting shall include a list of those seeking election to the Board.
- b) Special meetings of the Members may be called by the President, the Secretary, at least twenty-five percent (25%) of the Directors, or at least twenty-five percent (25%) of the Members upon demand to the Board, on not less than ten (10) days notice to the Membership, by electronic mail.

## **ARTICLE IV – BOARD OF DIRECTORS**

### Section 1: Directors

- (a) The affairs of the corporation shall be managed by the Board of Directors. The number of Directors to constitute the Board of Directors shall be determined by the Board of Directors, provided, however, that there shall always be at least four (4) and no more than fifteen (15) Directors. Only active Members are eligible to serve as voting elected or appointed members of the Board of Directors, with the exception of the Treasurer, who may be an affiliate member of the corporation.
- (b) The Board shall have the authority to appoint no more than three (3) non-voting individuals to the Board of Directors. Such appointed Directors shall be permitted to attend and participate in meetings of the Board but shall not be permitted to vote on any action coming before the Board, shall not be permitted to call a special meeting of the Board, and shall not be considered when determining whether a quorum of the Board is present at any meeting.

## Section 2: Election of Directors

- (a) Directors shall be elected at the annual Spring Meeting of the Members to serve for a term of three (3) years or until their successor shall have been elected and qualified. The terms of the Directors shall be staggered so that one-third of the Directors, in addition to any vacancies, shall be elected each year. In the event there are more than three (3) vacancies in any election year, the three (3) candidates for Director receiving the highest number of votes cast shall serve three (3)-year terms; the candidates for Director receiving the next highest number of votes cast shall serve any vacant two (2)-year terms, and the remaining shall serve any vacant one (1)-year terms.
- (b) A Director whose term has expired may stand for reelection and, if reelected, serve on the Board.
- (c) The Secretary shall oversee the election process. A printed or electronic ballot containing the names of the candidates shall be presented to the Members no more than seven (7) days before the Spring Meeting of the Members. The Board of Directors shall announce through written communication the timeframe for absentee and in-person voting. Candidates not announcing their candidacy to the Secretary in writing at least fourteen (14) days prior to the annual Spring Meeting of the Members shall not appear on the printed ballot but may still be nominated from the floor.
- (d) Active members shall vote in person at the annual Spring Meeting through means specified by the Board of Directors or through the absentee process. Each active Member in good standing in attendance at the annual spring meeting of the Members shall be entitled to one (1) vote for each player participating in the Program, provided that there shall be a maximum of two (2) votes cast with respect to each player participating in the Program. In the event there are more than two (2) active Members in good standing with respect to a player participating in the Program, then the votes shall be allocated to the legal guardians of such player. Voting for candidates on the Board of Directors shall be by secret ballot. Absentee voting is allowed if absentee ballots are obtained, executed and returned to the Secretary no later than the deadline communicated to the membership as referenced in Section 2c. Election results shall be announced by the Secretary within five (5) days after the annual Spring Meeting of the Members.

## Section 3: Resignation and Removal of Directors

- (a) A Director may resign at any time by delivering written notice to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future effective date.

- (b) Directors may be removed, with or without cause, by the vote of at least two-thirds of (a) all the Directors at a meeting of the Directors called expressly for that purpose or (b) the Members at a meeting of the Members called expressly for that purpose. Directors may also be removed, with or without cause, by the vote of at least one-half of all of the Directors at a meeting of the Directors called expressly for that purpose in the event such Director ceases to be an Active Member. A quorum must be present for a vote to be taken.

#### Section 4: Vacancies

If the office of a Director becomes vacant for any reason, the President shall nominate a successor or successors, which must be approved by a majority vote and shall hold office until the remaining term expires.

#### Section 5: Compensation

Directors, as such, shall not receive any stated salary or other compensation for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation or reimbursement of expenses therefor. This excludes the Treasurer or any non-voting Director.

#### Section 6: Meetings of the Board

- (a) Regular meetings of the Board may be held upon reasonable notice at such time and place as determined by the President. Special meetings of the Board may be called by the President, the Secretary, or at least twenty-five percent (25%) of the Directors on not less than two days' notice to each Director, by electronic or other trackable mail service or telephone. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with applicable law, the Articles of Incorporation of the corporation or these Bylaws, objects to lack of notice and does not vote for or assent to the objected to action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice or waiver of notice of such meeting.
- (b) At all meetings of the Board, a majority of all the Directors in office 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, unless the action is one upon which, by express provision of the applicable statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

- (c) Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment whereby all people participating in the meeting can hear from each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.
- (d) Action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consent describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

## Section 7: Committees

- (a) The Board of Directors, through a resolution adopted by a majority of the Directors in office, may designate an Executive Committee, which shall consist of at least two Directors of the corporation. The Executive Committee shall have and exercise the authority of the Board of Directors to the extent such authority is granted pursuant to such resolution.
- (b) The Board of Directors, through a resolution adopted by a majority of the Directors in office, may designate one or more other Board committees, each of which shall consist of at least two Directors. Such committees shall, to the extent provided in such resolution, have and exercise the authority of the Board of Directors to the extent such authority is granted pursuant to such resolution.
- (c) At all meetings of committees, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee, unless the action is one upon which, by express provision of applicable law, the Articles of Incorporation, these Bylaws, or a resolution of the Board of Directors, a different vote is required, in which case such express provision shall govern and control. Provisions in these Bylaws pertaining to meetings of the Board shall also apply to a committee or committees of the Board.

## Section 8: Notices

- (a) Whenever, under the provisions of applicable law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director, such notice may be given orally or in writing. Notice may be communicated in person; by any form of wire or wireless communication such as telephone; by mail or private carrier; by electronic mail; or if the preceding forms of personal notice are impracticable, by a newspaper of general circulation in the area where published; or other form of public broadcast communication such as radio or television.
- (b) Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, and filed with the minutes or corporate records, shall be deemed equivalent thereto.

## **ARTICLE V – OFFICERS**

### Section 1: Officers

The officers of the corporation shall consist of a President, Vice President, a Secretary, a Treasurer and such other officers as may be elected or appointed by the Board of Directors at the first meeting of the Board following the election of new Directors at the annual Spring Meeting of the Members. The Board of Directors may also elect one or more Assistant Secretaries and Assistant Treasurers, and such other officers and agents as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Such officers may, but are not required to, serve on the Board of Directors. An individual may serve in more than one office.

### Section 2: Compensation

The officers, as such, shall not receive any stated salary or other compensation for their services, provided that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation or reimbursement of expenses therefore.

### Section 3: Term

The officers of the corporation shall hold their offices for a term of one year, or for such other term not exceeding three years, excluding appointed Directors, as shall be determined by the Board of Directors. Officers may be reelected or appointed to successive terms.

#### Section 4: Removal and Resignation; Vacancies

Any officers may be removed at any time by the Board of Directors. An officer may resign at any time by delivering written notice to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

#### Section 5: President

The President shall be the chief executive officer of the corporation and shall call to order and preside at all meetings of the Directors and all meetings of the Members at which they are present. They shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect. The President shall only vote in official board matters when a tie exists.

#### Section 6: Vice President

The Vice President shall assume the powers and duties of the President in the absence of the President; in the failure of the President to act, or in the event of a conflict of interest. If the President is removed from office, the Vice President shall become the President for the remainder of the President's term.

#### Section 7: Secretary

The Secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and of the Members and shall record all votes and the minutes of all proceedings to be kept for that purpose. They shall give, or cause to be given, notice of all special meetings of the Board of Directors and of the Members, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision they shall be. They shall be responsible for authenticating the records of the corporation. They shall assume the powers and duties of the Treasurer in the absence of the Treasurer, in the failure of the Treasurer to act, or in the event of a conflict of interest. They shall be the steward of parliamentary procedures and overseer of the Bylaws. The Secretary shall assume the duties of the President in the absence of the President and Vice-President.

#### Section 9: General Directors

The duties of general Directors shall vary based on need and ability, as may be determined by the Board.

## Section 10: Appointed Board Members

At least two (2) and up to three (3) Directors shall be appointed by the Board of Directors. These shall include the Director of Club Operations/Ice and the Treasurer and may include an additional position as determined by the Board. To qualify for appointment as any one of these Directors, the candidate must be an active Member in good standing, with the exception of the Treasurer, who may be an affiliate. These Directors shall be nominated by the President at the first meeting of the Board following the election of new Directors at the annual Spring Meeting of the Members, and approved by a majority vote of Directors. The term of office for any one of these additional Directors shall be two years and shall begin June 1, with the exception of the Treasurer, who shall be appointed annually.

### Director of Club Operations/Ice

- (a) Maintain club's ice schedule
- (b) Works with Centene Community Ice Center Management as main point of contact for all building scheduling exercises.
- (c) Work with any additional facilities the St. Louis Lady Cyclones purchase ice.

### Treasurer

- (a) The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, 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 and shall perform such other duties as the Board of Directors may prescribe.
- (b) The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking 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 or her transactions as Treasurer and of the financial condition of the corporation.
- (c) The Treasurer shall prepare and submit the annual budget for the corporation for each fiscal year for approval by the Board. The Treasurer shall prepare any necessary tax filings on behalf of the corporation.

## **ARTICLE VI – EXPENDITURES**

Any expenditure of the corporation in excess of one thousand dollars (\$1,000) shall require the approval of either the President or the Treasurer. Any expenditure of the corporation in excess of five thousand dollars (\$5,000) shall require the approval of the Board by a majority vote. The Board may authorize recurring expenditures by resolution.

## **ARTICLE VII – ALTERATION, AMENDMENT OR REPEAL OF BYLAWS**

These bylaws may be amended at any regular or special meeting of the Directors by the affirmative vote of a majority of all the Directors in office. The by-laws shall be reviewed at least once every five years by a committee of at least three active Members. When changes are made to the bylaws, all active Members must be notified in writing (electronic forms of communication are permitted) within thirty (30) days.

## **ARTICLE VIII – RECORDS**

### Section 1: Governance Records

The corporation shall keep as permanent records minutes of all meetings of its Board of Directors and of its Members, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.

### Section 2: Accounting Records

The corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the corporation's principal office: the Articles of Incorporation and all amendments to them currently in effect, these Bylaws and all amendments to them currently in effect, a list of the names and business or home addresses of the current Directors and officers, the most recent annual report delivered to the Secretary of State, and appropriate financial statements of all income and expenses.

## **ARTICLE IX – CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

### Section 1: Contracts

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants and other agreement or the corporation shall be executed on its behalf by the President or the Treasurer or other person to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

## Section 2: Checks, Drafts

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the President or by the Treasurer or by such other officer of officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board.

## Section 3: Deposits

All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies or other depository as the Board or a designated committee of the Board may select.

## Section 4: Loans

No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

## Section 5: Indemnification

- (a) **Mandatory Indemnification.** The corporation shall indemnify a Director or former Director, who was wholly successful on the merits or otherwise, in the defense of such proceedings to which they were a party because they are or were a Director of the corporation against reasonable expenses incurred by them in connection with the proceedings.
- (b) **Permissible Indemnification.** The corporation shall indemnify a Director or former Director made a party to a proceeding because they is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by law and payment has been authorized in the manner prescribed by law.
- (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of (i) a written affirmation from the Director, officer or agent of their good faith belief that they are entitled to indemnification as authorized in these Bylaws and (ii) an undertaking by or on behalf of the Director, officer or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the corporation by these Bylaws.
- (d) **Indemnification of Officers and Agents.** An officer of the corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The corporation may also indemnify and advance expenses to an agent of the corporation who is not a Director, consistent with Missouri law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

The St. Louis Lady Cyclones Hockey Club would like to gratefully acknowledge those committee members who gave of their time, energy, and knowledge to produce this document: Emily Kuryla, Adam Minnick and Jon Reithmeier

REVISED AND NEW EFFECTIVE DATE: April 29, 2026

PRESIDENT: Kristen Redick

VICE-PRESIDENT: Zane Truman

TREASURER: James Gray

SECRETARY/REGISTRAR: Adam Minnick

BOARD MEMBERS: Megan Beljanski, Tyler Brown, Kevin Fuwell, Kevin Hoehne