

AMENDED & RESTATED BYLAWS
OF
STMA YOUTH HOCKEY ASSOCIATION, INC.
a Minnesota Nonprofit Corporation

Redlined to Show Proposed Amendments
Establishing the Executive Hockey Director Role and Modernizing Governance
Prepared July 2026

Legend: ~~Red strikethrough~~ = language proposed for removal from the current Bylaws. Blue underline = new language proposed for addition.

ARTICLE I
GENERAL

Section 1. Name

The name of this organization shall be the STMA Youth Hockey Association, Inc., hereinafter referred to as “STMAYHA.”

Section 2. Location

The registered office of STMAYHA shall be located as identified in the organization’s Articles of Incorporation, as amended from time to time.

Section 3. Purpose

The purpose of STMAYHA is to promote and support youth hockey in the St. Michael-Albertville communities, fostering sportsmanship, teamwork, and skill development among its participants.

ARTICLE II
MEMBERSHIP

Section 1. Eligibility

The following shall be considered eligible members of STMAYHA:

- a) All elected members of the Board of Directors.
- b) All STMAYHA rostered coaches and the head coaches of St. Michael-Albertville High School Boys and Girls Varsity Hockey.
- c) Any parent or guardian who (a) resides within the boundaries of District 885 or has a child who is granted a MN Hockey Mandatory Waiver or Discretionary Waiver to play for STMAYHA, and (b) has a child or children registered in the program.
- d) Such other persons who may be designated from time to time as members by the Board of Directors.

Section 2. Voting Rights

Voting rights shall be granted to all eligible members; provided, however, that each household shall be limited to a total of two (2) votes. There shall be no voting by proxy.

Section 3. Members Not in Good Standing

Any member considered not in good standing shall lose his or her voting privilege and shall not be allowed to hold or maintain a Board of Directors position, coordinator position, or committee position. A member shall be considered not in good standing if:

- a) Not current with all financial obligations to STMAYHA; and/or

- b) Under sanctions for violating any of STMAYHA's policies and procedures.

Section 4. Non-Transferable

A member may not transfer a membership or a right arising from it.

Section 5. Termination

Membership in STMAYHA shall terminate:

- a) Upon the expiration of the one-year period for which registration fees were paid.
- b) At any time by written request by the member to the Board of Directors to terminate the member's interest.
- c) For good cause shown upon a two-thirds (2/3) majority vote of the Board members present at a duly convened Board meeting, provided that a quorum is present, at which the affected member is provided a full and fair opportunity to be heard after full consideration by the Board of Directors of all facts and circumstances. For purposes of this paragraph, a full and fair opportunity shall include:
 - i. The member has been notified in writing of the member's proposed expulsion including the reasons therefor.
 - ii. The member has been invited to appear at a hearing by the Board of Directors in writing, setting forth the exact date, time, and location of such hearing.
 - iii. At such hearing, the member is provided the opportunity to speak to the Board of Directors and/or present a written submission on the member's behalf.
 - iv. The member is promptly informed by the Board of Directors in writing of the action taken by the Board of Directors regarding the member's termination of membership.

If a member's membership is terminated by vote of the Board of Directors taken pursuant to Section 5.c. above, such member may appeal the termination to Minnesota Hockey District 5 within fourteen (14) days after the effective date of the termination. Minnesota Hockey District 5 may override the Board's decision to terminate the membership. Such member's membership privileges shall be suspended during such appeal process.

The termination of a membership does not relieve the member of any financial obligations the member may have to STMAYHA.

ARTICLE III **MEETINGS OF MEMBERS**

Section 1. Annual Meetings

The annual meeting of the members shall be held on the second Monday in April each calendar year, unless otherwise approved by a two-thirds majority vote of the Board of Directors, for the purposes of (i) electing Board members, (ii) providing reports as to the activities and financial condition of STMAYHA, and (iii) ~~and~~ transacting other business as necessary.

Section 2. Special Meetings

Special meetings of the members, for any purpose or purposes, may be called by the President, at least three (3) members of the Board of Directors, or at the request in writing of at least the lesser of (i) ten percent (10%) of the total voting membership, or (ii) fifty (50) eligible voting members. Such call shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be confined only to the purpose or purposes stated in the special meeting notice.

Section 3. Notice of Meetings

Not less than seven (7) days in advance of any annual meeting, and at least seven (7) but no more than thirty (30) days in advance of any special meeting, notice of the meeting must be published in at least one communication

medium (i.e., website, email, fliers, social media, etc.) serving the STMAYHA area. Said notice shall state the date, time, and location of said meeting as determined by the President.

Section 4. Quorum

A quorum for a meeting of members shall be the lesser of (i) ten percent (10%) of the total voting membership, or (ii) ~~twenty (20)~~ fifty (50) eligible voting members. In the absence of a quorum, no formal action shall be taken.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition and Responsibility

a) The affairs of STMAYHA shall be managed by a Board of Directors, consisting of at least nine (9) but no more than thirteen (13) members, as may be determined by the Board from time to time.

b) Board positions shall include the following and as many other Board positions as are approved by the Board of Directors in accordance with Section 1.a) of this Article IV, each of whom shall be elected by the members in accordance with Article VI:

- i. Four (4) officers outlined in Article V;
- ii. ~~Travel Level Director—Boys~~ Travel Director - Youth;
- iii. ~~Travel Level Director—Girls~~ Travel Director - Girls;
- iv. ~~Mite/8U Level Director~~ Mite/8U Director;
- v. Registration Director; and
- vi. ~~HOC Admin.~~ Hockey Operations Liaison.

c) The Board of Directors shall be responsible for the overall governance and strategic direction of STMAYHA. Specific duties include, but are not limited to, financial oversight, policy development, and program evaluation. Day-to-day hockey operations are the responsibility of the Executive Hockey Director as set forth in Article VII.

Section 2. Terms

Board members shall serve a term of two (2) years. Terms shall be staggered to ensure continuity. A Board member shall hold office until expiration of the term for which the Board member was elected or appointed and until a successor is elected, or until the earlier of death, resignation, or removal of the Board member. Each Board member's term shall coincide with STMAYHA's fiscal year, commencing May 1st and ending April 30th two years later.

Section 3. Powers and Duty of Care

a) The Board of Directors shall have the authority and responsibility for the overall governance and strategic direction of the organization. This includes, but is not limited to, setting policies, approving budgets, and overseeing the organization's activities to ensure alignment with its mission.

b) It is the responsibility of each director to discharge their duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of the organization, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

c) The Board of Directors may delegate duties to the officers ~~or other Board members~~, other Board members, coordinators, or the Executive Hockey Director as determined by the Board of Directors from time to time.

Section 4. Regular Meetings

- a) The Board of Directors shall hold regular monthly meetings on the second Monday of every month at a location determined by the Board of Directors, unless otherwise approved by a two-thirds majority vote of the Board of Directors. Any changes to the meeting date, time, or location shall be communicated on the STMAYHA website at least 24 hours prior to the proposed meeting.
- b) An agenda for each regular meeting shall be made available to all Board members by the Vice President of Communications prior to the start of the meeting.
- c) Regular meetings will take precedence over other scheduled hockey events other than District games for rostered staff.
- d) All eligible members may attend the regular meetings, vote on approval of all charitable gambling reports and expenditures, and have an opportunity to speak during the meeting's open forum. The President has the right to limit the amount of time each eligible member has to speak.

Section 5. Special or Working Meetings

Special or working meetings of the Board of Directors may be called at any time upon request of the President or any three (3) Board members. Such meetings may be held in person, virtually, or through other electronic means, as determined by the President. Notice of such meetings, including the agenda, shall be provided to all Board members not less than three (3) days in advance thereof. Neither special nor working meetings of the Board of Directors shall be open to the general membership unless otherwise specified.

Section 6. Quorum and Voting

For all meetings of the Board of Directors, a majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the ~~Board~~ Board of Directors present at any meeting at which there is a quorum shall be an official act of the Board of Directors. In the absence of a quorum, no formal action shall be taken. In the event of a tie vote on any matter when a quorum is present, the President shall cast an additional vote to break the tie. If the President is unable to vote (whether by absence, removal, or conflict of interest), the Vice President of Operations shall cast the additional vote.

Section 7. Order of Business

The Board of Directors may from time to time determine the order of business at the regular meetings. The usual order of business at the regular meetings shall be as follows:

- i. Call to Order
- ii. Additions or Amendments to Agenda as Presented
- iii. Approval of Minutes
- iv. Gambling Report
- v. Coordinator Reports
- vi. Director Reports
- vii. Executive Reports
- viii. New Business
- ix. Old Business
- x. Open Forum
- xi. Adjourn

Section 8. Action Without a Meeting

An action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors. If the Articles of Incorporation, as amended, so

provide, an action, other than an action requiring approval of members with voting rights, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

Section 9. Resignation

A Board member may resign at any time by giving written notice of their resignation to the Board of Directors. The resignation is effective when received by the Board of Directors, unless a later date has been specified in the notice.

Section 10. Removal

a) A Board member may be removed for cause by a two-thirds (2/3) majority vote of the Board members present at a duly convened Board meeting, provided that a quorum is present, if they are found to be in violation of their duties and responsibilities as a Board member, which may include, but are not limited to:

- i. Breach of fiduciary duty;
- ii. Conduct detrimental to the organization;
- iii. Conviction of a felony or crime involving moral turpitude;
- iv. Failure to attend Board meetings without valid reasons;
- v. Violation of any of USA Hockey, MN Hockey, District 5 or STMAYHA's rules or policies.

b) In the event that a member of the Board of Directors is removed or is compelled to resign by the Board of Directors for reasons that would otherwise result in removal of that member from their position, said individual shall be ineligible to serve on the Board of Directors for a period of two (2) years from the date of their removal or resignation except as otherwise approved by a two-thirds (2/3) majority vote of the Board of Directors.

Section 11. Vacancies

In the event of a vacancy in the Board of Directors, a successor to fill the unexpired term shall be appointed by a majority vote of the Board of Directors. The successor so appointed shall serve out the term until the next general election, wherein the Board position will then be open to a vote by the membership.

Section 12. Compensation

No part of the net earning of the ~~Company~~organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the ~~Company~~organization shall be authorized and empowered to pay reasonable compensation for the services rendered, for reasonable business expenses incurred in the performance of the duties, and to make payments and distributions in furtherance of the purposes in which the ~~Company~~organization is organized and in conformity with Minnesota Statute §501(c)(3) of the Internal Revenue Code, as amended. Any changes to the compensation policy must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE V OFFICERS

Section 1. Composition

The officers of STMAYHA shall include a President, Vice President of Operations, Vice President of Communications, and Vice President of Finance. No two (2) offices shall be held by the same person.

Section 2. Duties of Officers

~~a) President—The President shall preside at all meetings of the Board of Directors and the Annual Meeting of STMAYHA. The President shall take direct charge and assume responsibility in the supervision of the business of STMAYHA, except for hockey operations matters within the authority of the Executive Hockey Director as set forth in Article VII of these Bylaws, and may delegate such duties as may be necessary to execute this responsibility under the general direction and guidance of the Board of Directors.~~

~~The President shall have charge of the business of STMAYHA and act in its interest in all cases. The President shall have power, either directly or through delegation thereof, to designate the powers and duties of all officers and Board members save those powers and duties specifically outlined in these Bylaws or within the authority of the Executive Hockey Director.~~ a) President - The President shall preside at meetings of the Board of Directors and the Annual Meeting, direct STMAYHA's business on the Board's behalf (except for hockey operations matters within the Executive Hockey Director's authority under Article VII), and may delegate duties and designate the powers and duties of officers and Board members, except as otherwise specified in these Bylaws or reserved to the Executive Hockey Director.

~~b) Vice President of Operations—The Vice President of Operations shall preside in the absence of the President and at such times perform the duties of the office of the President. The Vice President of Operations shall be responsible for maintaining an official document file, which shall contain all documentation pertinent STMAYHA (i.e., articles of incorporation, bylaws, member handbook, policies and procedures, cooperative agreements, minutes, etc.). In the absence of the Vice President of Communications, the Vice President of Operations shall take and record meeting minutes. The Vice President of Operations shall assume additional responsibilities as delegated by the President and/or the Board of Directors.~~ b) Vice President of Operations - The Vice President of Operations shall preside in the President's absence, maintain STMAYHA's official document file (including its articles of incorporation, bylaws, member handbook, policies and procedures, cooperative agreements, and minutes), record meeting minutes when the Vice President of Communications is absent, and assume other duties delegated by the President or Board.

~~c) Vice President of Communications—The Vice President of Communications shall keep an accurate record of the proceedings of all meetings to include Annual Meetings, regular Board meetings, special/working Board meetings and any grievance proceedings. The Vice President of Communications shall act as the first line of communication for STMAYHA, and shall be responsible for sending out emails, taking and recording meeting minutes, making sure STMAYHA's website and social media are continually updated, and overseeing branding, public relations, marketing and grants.~~ c) Vice President of Communications - The Vice President of Communications shall record the minutes of all meetings, serve as STMAYHA's primary point of contact for member communications, and oversee its website, social media, branding, public relations, and grants.

~~d) Vice President of Finance—The Vice President of Finance shall (i) prepare the cost of hockey for each hockey season, (ii) have custody of all funds of STMAYHA and shall keep an accurate record of receipts and expenditures, (iii) issue payments on STMAYHA accounts upon approval of the President and/or Board of Directors, and (iv) prepare an annual report on the receipts and expenditures for presentation at the Annual Meeting, and shall prepare such other reports as may be requested by the President or Board of Directors.~~ d) Vice President of Finance - The Vice President of Finance shall prepare the annual cost of hockey, maintain custody of and account for STMAYHA's funds, issue payments as approved by the President or Board, and prepare financial reports for the Annual Meeting and as otherwise requested.

Section 3. Eligibility

To be eligible for nomination for an officer role, a person must have a minimum of one-year prior experience serving on the Board of Directors, in a coordinator position, or on a committee, or have completed a vacated term in the prior year. In the event there are no eligible nominees, nominations may be opened to the general membership.

Section 4. Executive Committee

The Executive Committee of the Board of Directors shall consist of the above-named officers and shall have and exercise the authority of the Board of Directors on the management of the business of STMAYHA. The Executive Committee shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors.

ARTICLE VI ELECTION OF BOARD OF DIRECTORS

Section 1. Eligibility and Nomination

a) Subject to Section 3 of Article V, any eligible member in good standing shall have the right to run for a position on the Board of Directors.

b) Nominations for candidates may be submitted by eligible members or self-nominations. All nominations must be submitted in writing to the Election Committee at least fourteen (14) days prior to the scheduled election date. All nominees approved by the Election Committee must submit a biography to be posted on the STMAYHA website prior to the date of the Annual Meeting as determined by the Election Committee.

Section 2. Election Committee

a) The Board of Directors shall appoint an Election Committee responsible for overseeing the election process. No Board member that is up for election may serve on the Election Committee. The Election Committee shall be overseen by the President in any year the President is not up for reelection, and by the Vice President of Operations in any year the Vice President of Operations is not up for reelection.

b) The Election Committee shall ensure a fair and transparent election process, including, but not limited to, the validation of nominations, coordination of candidate forums or debates, and the implementation of a secure and confidential voting mechanism.

Section 3. Candidate Forums or Debates

a) The Election Committee may organize candidate forums or debates to allow members to become familiar with the candidates and their positions.

b) Participation in candidate forums or debates shall be voluntary, and all candidates shall be given equal opportunity to present their qualifications, goals, and vision for the organization.

Section 4. Voting Process

a) The voting process shall be conducted electronically or by any other secure and verifiable method determined by the Election Committee.

b) Subject to Section 2 of Article II, all eligible members in good standing shall have the right to vote in the Board elections.

c) The Election Committee shall establish a reasonable and announced timeframe for the voting period.

Section 5. Election Results

a) The Election Committee shall promptly count the votes and announce the results to the membership at the Annual Meeting.

b) In the event of a tie, the Election Committee may implement tie-breaking procedures as determined by the Board of Directors.

Section 6. Installation of New Board Members

a) Newly elected members of the Board of Directors shall assume their positions at the conclusion of the current Board's term or as otherwise specified in these Bylaws. The current Board's term aligns with STMAYHA's fiscal year of May 1st through April 30th.

b) The outgoing members of the Board of Directors shall facilitate a smooth transition, including the transfer of relevant documents, information, and responsibilities to the newly elected members.

ARTICLE VII **EXECUTIVE HOCKEY DIRECTOR**

Section 1. Establishment.

The Board of Directors may engage an Executive Hockey Director ("EHD") to serve as the senior accountable leader of the hockey operations of STMAYHA. The terms of the EHD's engagement, including compensation, term,

and termination, shall be governed by a written agreement between the EHD (or the EHD's entity) and STMAYHA, approved by the Board.

Section 2. Scope of Authority.

The EHD shall have final operational authority over all hockey-related matters of STMAYHA, including but not limited to: player development model and curriculum; on-ice programming; coach selection, assignment, education, evaluation, and removal of volunteer coaches; tryout design, evaluation, team formation, and rostering; tournament selection, game schedules, and hockey-related travel; player and coaching staff presentation standards; and all other hockey operations matters. Board approval is required only for paid coach compensation and for expenditures outside the Board-approved Player Development Budget.

Section 3. Reporting.

The EHD reports directly to the Board of Directors. All hockey-side positions, roles, and functions in STMAYHA, including HOC members, age-level directors, coaches, evaluators, and volunteers in their hockey capacity, report to the EHD.

Section 4. Chain of Authority.

Individual Board members, officers, and directors shall not directly instruct, direct, reassign, or countermand coaches, directors, sub-directors, or any other hockey-side personnel, nor shall verbal instructions from individual Board members constitute binding directives. All hockey-side direction flows through the EHD: Board communication to the hockey side of the organization shall be directed to the EHD, who will implement as appropriate, and any Board directive to the EHD regarding hockey operations must be in writing, delivered by email or other documented means. This provision does not limit the Board's authority to act collectively through a properly noticed Board vote.

Section 5. Hockey Operations Committee and Coordinators.

The EHD shall determine the composition, titles, responsibilities, and reporting structure of the Hockey Operations Committee (“HOC”) and any hockey operations coordinator positions, and may create, add, reduce, rename, restructure, or eliminate such positions as necessary in coordination with the Board; such changes do not require a Bylaws amendment. All HOC members and hockey operations coordinators are appointed by and serve at the discretion of the EHD.

Section 6. Role Flexibility.

The Board and the EHD may create, rename, restructure, or eliminate any non-voting role within STMAYHA. Changes to non-voting roles take effect upon Board approval or, for hockey operations roles, upon the EHD's direction. Elected Board positions with voting rights may not be eliminated or removed during the officeholder's term.

Section 7. Closed Sessions.

If the Board discusses hockey operations, player development, coaching matters, or any other subject within the scope of the EHD's authority in an executive or closed session, the EHD shall have the right to be present for that portion of the session. The Board shall provide the EHD with reasonable advance notice of any such discussion.

Section 8. Successor Board Obligation.

The engagement of the EHD, once approved by the Board, is binding upon and shall be honored by any successor Board, reconstituted Board, or newly elected Board members. No change in Board composition, leadership, or governance structure shall affect the terms of the EHD's engagement.

Section 9. Interim Authority.

In the event the EHD is temporarily unable to perform duties due to illness, injury, or other incapacity, the Board may designate an interim hockey operations lead from the HOC or coaching staff until the EHD returns. The interim appointee shall operate within existing policies and shall not make structural changes to the program without Board approval.

Section 10. Removal.

The EHD may be removed only by an affirmative vote of at least two-thirds (2/3) of the full sitting Board, taken at a properly noticed Board meeting, with the action recorded in the meeting minutes. Removal shall be subject to the terms of the written agreement between the EHD (or the EHD's entity) and STMAYHA.

ARTICLE ~~VH~~ VIII COORDINATOR POSITIONS

Section 1. Authority

- a) The Board of Directors and the Executive Hockey Director shall have the authority to establish coordinator positions as deemed necessary to support the effective functioning and operations of the organization.
- b) Coordinator Positions may be created or eliminated based on the specific needs and goals of the organization as determined by the Board of Directors or, for hockey operations coordinator positions, by the Executive Hockey Director.
- c) The description, responsibilities, and qualifications for each coordinator position shall be outlined in a separate document maintained by the Board of Directors. This document shall be regularly reviewed and updated to ensure accuracy and relevance.

Section 2. Appointment and Term of Service

- a) The Board of Directors shall exercise its authority to appoint ~~supporting~~ coordinator positions at the first regular Board Meeting following the Annual Meeting each calendar year. Hockey operations coordinator positions shall be appointed by the Executive Hockey Director. In exceptional circumstances or as otherwise determined by the Board or the Executive Hockey Director for hockey operations roles, appointments may be made at other times deemed necessary for the proper functioning of the organization.
- b) The appointment process shall be conducted in a transparent and equitable manner, considering the qualifications, skills, and commitment of potential candidates.
- c) All non-hockey coordinator positions appointed by the Board of Directors shall serve for a term ~~of one (1) year, commencing from the date of appointment~~ coinciding with STMAYHA's fiscal year, from May 1st through April 30th.
- d) In the event of a vacancy in a coordinator position before the completion of the term, the Board of Directors shall have the authority to appoint an interim coordinator until the next regular appointment cycle.

Section 3. Responsibilities and Accountability

- a) Each coordinator appointed by the Board of Directors shall be assigned specific responsibilities, duties, and tasks relevant to their role. The Board may outline the scope of their authority, reporting structure, and any other pertinent details necessary for the effective execution of their duties.
- b) Coordinators shall work collaboratively with the Board of Directors and other organizational members to fulfill their designated responsibilities and contribute to the overall success of the organization.
- c) Coordinators shall regularly report to the Board of Directors on the progress of their assigned tasks and projects. The Board reserves the right to request additional updates, information, or reports as needed.

Section 4. Removal

A coordinator may be removed for cause by a two-thirds (2/3) majority vote of the Board members present at a duly convened Board meeting, provided that a quorum is present, if they are found to be in violation of their duties and responsibilities, which may include, but are not limited to:

- a) Breach of fiduciary duty;

- b) Conduct detrimental to the organization;
- c) Conviction of a felony or crime involving moral turpitude;
- d) Failure to perform their duties and responsibilities as outlined in their job description or as assigned by the Board;
- e) Violation of any of USA Hockey, MN Hockey, District 5 or STMAYHA's rules or policies.

ARTICLE ~~VIII~~ IX **COMMITTEES**

Section 1. Establishment

The Board of Directors may establish committees to aid in the efficient operation and management of STMAYHA. Committees shall be formed as deemed necessary to address specific tasks, functions, or projects, with each committee having a clearly defined purpose and scope of responsibilities as outlined in a separate document maintained by the Board of Directors. This document shall be regularly reviewed and updated to ensure accuracy and relevance.

Section 2. Committee Types

The following types of committees may be established:

- a) Standing Committees: Permanent committees addressing ongoing areas of responsibility. Standing Committees shall include the following and as many other Standing Committees as are established by the Board of Directors in accordance with Section 1 of this Article ~~VIII~~ IX:

1. Hockey Operations Committee (HOC); led by the Executive Hockey Director, who shall determine its composition, titles, and reporting structure as set forth in Article VII;
2. Finance Committee; and
3. Gambling Committee;
- ~~4. Fundraising Committee; and~~
- ~~5. Recruitment & Retention Committee.~~

Section 3. Committee Composition

- a) Each committee may have one or more committee chairs or directors as appointed by the Board of Directors.
- b) The committee chair or director shall be responsible for coordinating committee activities and ensuring that the committee fulfills its designated purpose.

Section 4. Committee Membership

Committee membership may include Board members, eligible members, and individuals with relevant expertise or interest. The committee chair shall appoint committee members, subject to the approval of the Board.

Section 5. Committee Meetings

Committees shall meet regularly, as determined by the committee chair or director, to discuss progress, address issues, and develop recommendations. Meeting minutes shall be kept and submitted by the committee chair or director to the Board for review.

Section 6. Authority

- a) Committees shall have the authority to make recommendations to the Board within their designated scope of responsibility.

- b) Committees shall not have the authority to make final decisions on behalf of STMAYHA unless expressly granted such authority by the Board.

Section 7. Reporting

Committees shall provide regular updates to the Board on their activities, progress, and any recommendations. The committee chair, director, or a designated representative shall report directly to the Board during regular Board meetings.

Section 8. Dissolution

Upon completion of their assigned tasks or the achievement of their objectives, ad hoc committees shall be automatically dissolved. Standing committees may be dissolved or restructured by the Board if deemed necessary.

ARTICLE X **STANDALONE OPERATIONAL POLICIES**

Section 1. Authority to Adopt.

The Board of Directors and the Executive Hockey Director, within their respective areas of authority, may adopt, amend, or repeal standalone operational policies governing specific areas of Association operations without amending these Bylaws or the Member Handbook.

Section 2. Executive Board Policies.

Standalone policies approved by the Board of Directors shall address business and administrative operations, including, but not limited to, refund, collections, and volunteer policies.

Section 3. Hockey Operations Policies.

Standalone policies approved by the Hockey Operations Committee shall address hockey operations, including but not limited to equipment and uniform standards, attendance, playing divisions, playing time standards, tournaments, roster size, jersey number assignment, coaches selection, tryouts and evaluations, and ice times.

Section 4. Consistency with Governing Documents.

All standalone operational policies shall be consistent with these Bylaws and the Member Handbook. In the event of a conflict, the order of precedence set forth in Article XIV shall control.

Section 5. Publication and Effective Date.

All standalone policies shall be posted on stmayha.org and communicated to the membership. Changes to standalone policies take effect upon approval and posting, without the notice-and-cure period required for Bylaws amendments.

Section 6. Record of Approval.

Each standalone policy shall identify the approving body, the date of approval, the effective season, and the version number. Superseded versions shall be retained in the Association's records.

ARTICLE ~~IX~~ XI **FINANCES**

- a) The fiscal year of STMAYHA shall be from May 1st to April 30th.
- b) All officers, directors, members, and any person acting in or on its behalf, shall take no actions which may adversely affect STMAYHA's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or which otherwise may violate any state or federal laws.
- c) The Board of Directors, except as otherwise may be required by law or these Bylaws, may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of STMAYHA. Such authority may be general or confined to specific instances.

d) An annual independent audit shall be conducted of the financial records of STMAYHA. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit will be initiated within sixty (60) days of the close of the fiscal year.

e) Members shall be permitted to inspect the books and financial records of STMAYHA upon request and at a reasonable time.

ARTICLE ~~X~~ XII

INDEMNIFICATION

a) To the fullest extent permitted by local, state and federal laws, STMAYHA shall indemnify each member of the Board of Directors, the officers, [the Executive Hockey Director](#), volunteers, and other agents of STMAYHA, as well as, any person serving at the request of STMAYHA, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person to the fullest extent to which officers and members of the Board of Directors may be indemnified under the terms and conditions of the Minnesota Nonprofit Corporation Act, or any amendments thereto or substitutions therefore.

b) STMAYHA may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of such person's right to indemnity under this Article.

ARTICLE ~~XI~~ XIII

CONFLICT OF INTEREST

a) In connection with any actual or possible conflict of interest, a director, officer, or any other individual who has a potential or actual financial interest, either as the controlling party or as an employee, contractor, or any other direct or indirect beneficiary of a third party dealing with the corporation, must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with delegated powers considering the proposed transaction or arrangement. After investigation of the material facts, the individual must recuse himself or herself from any meeting, and not be present at the discussion of any determination of whether a conflict of interest exists, and, should the Board of Directors identify that a conflict of interest does exist, shall establish procedures ensuring that the individual is not permitted to participate in any decision-making authority in the matter under consideration by the Board of Directors. Such may include a requirement of investigating third parties to undertake the same issue without giving rise to a conflict of interest, should the Board of Directors determine it would be advantageous. Failure of any such individual to notify and disclose the potential conflict of interest may give rise to disciplinary action.

b) No member of the Board of Directors who is also an employee of STMAYHA shall be permitted to participate or vote in any discussion regarding the compensation of employees or officers.

c) Conflicts of interest related to hockey operations, including but not limited to tryout evaluation, score tabulation, team formation, coach selection, and playing time decisions, shall be governed by the Conflict of Interest Policy set forth in the STMAYHA Member Handbook, as amended from time to time. All members in positions of authority, including the Executive Hockey Director, Board members, HOC members, coaches, and evaluators, are subject to the handbook's recusal and disclosure requirements for hockey operations matters.

ARTICLE XIV

DOCUMENT HIERARCHY (NEW)

Section 1. Order of Precedence.

In the event of any conflict among STMAYHA's governing and operational documents, the following order of precedence shall apply:

1. Minnesota law and applicable statutes

[2. Articles of Incorporation](#)

[3. These Bylaws](#)

[4. STMAYHA Member Handbook](#)

[5. Standalone operational policies adopted pursuant to Article X](#)

[6. Other operational procedures and supporting documents](#)

Section 2. Whistleblower Protection.

[STMAYHA maintains a Whistleblower Policy as set forth in the Member Handbook. No member, volunteer, coach, Board member, or staff member shall be subject to retaliation for making a good-faith report of suspected misconduct, financial irregularity, or policy violation through the channels established in that policy.](#)

ARTICLE ~~XII~~ XV

AMENDMENT

These Bylaws must be reviewed by the Board of Directors at least every three (3) years. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors. Any proposed amendment to these Bylaws must be approved by a two-thirds (2/3) majority vote of the Board members present at a duly convened Board meeting, provided that a quorum is present. [No amendment to Article VII \(Executive Hockey Director\) shall take effect while the position is filled unless the Executive Hockey Director consents in writing.](#)