Minutes - Board of Directors Special Meeting
October 25, 2026 6PM @ STMA Arena Community Room

Board Members Present: Amy Hertzog, Adam "Woody" Schoh, Tim Steier, Kristin VanHeel, Chad Olson, Brandon Schmitt, Megan Huggins, Megan McChesney, Kevin Hillman

I. **Call to Order-** 6:03 PM
II. **Vote on Removal of Board Member** – District 5 Representative
- The District 5 Representative objected to the meeting, stating that concerns regarding alleged tryout fraud and bylaw violations had been raised with the Board and membership. He questioned the accuracy of information previously presented and characterized the meeting as retaliatory.
- He stated that the matter was unrelated to District 5 and indicated that he would pursue legal action against individual directors if the removal was determined to be retaliatory.
- The following motion was presented:
    - Pursuant to Article IV, Section 10(a) of the STMAYHA Bylaws, a Board member may be removed for cause by a two-thirds majority vote of the Board members present at a duly convened meeting. The subsections relevant to this matter include:
      i. Breach of fiduciary duty; and
      ii. Conduct detrimental to the organization; and
      iii. Violation of any USA Hockey, MN Hockey, District 5, or STMAYHA's rules or policies.

      Based on information brought forward to the Board, the actions of the District 5 Representative, raise concerns that align with these categories. STMAYHA received written notice from MN Hockey and District 5 regarding the District 5 Representative's conduct, including his refusal to follow the District 5 Director's recommendations, as well as MN Hockey's final response regarding the mite move-up policy.

      MN Hockey has alleged that the District 5 Representative, among others, has caused the STMAYHA to violate Article 17, Number 3 of Minnesota Hockey Bylaws and Article II, Section 2.1(A) of STMAYHA's Affiliate Agreement. MN Hockey has not asserted a formal breach at this time, or that it is seeking sanctions, but has issued a final warning and requested

that STMAYHA provide certain corrective actions and assurances, including that District 5 Representative respects the authority of the District 5 director and complies with applicable district policies and decisions. His subsequent written response and discussion at the last Board meeting did not acknowledge responsibility for this conduct and instead asserted that the District Director does not wish to maintain a working relationship with him. The District 5 Director has requested that District 5 Representative no longer be able to serve in his capacity as District 5 Representative for STMAYHA. As a result, another member of the Board will be required to perform District 5 Representative's duties.

The District 5 Representative's conduct in communications with District 5 violates STMAYHA's Parent Code of Conduct. He has not adhered to STMAYHA's District 5, or Minnesota Hockey's policies.

These issues relate specifically to the District 5 Representative's fulfillment of his fiduciary obligations and to conduct that may adversely affect STMAYHA's operations, reputation, and governance.

Therefore, I move that the Board remove the District 5 Representative from his position on the Board of Directors for breach of fiduciary duties, for behavior and conduct detrimental to the organization, and Violation of any USA Hockey, MN Hockey, District 5, or STMAYHA's rules or policies.

A motion was made by Amy Hertzog and seconded by Adam "Woody" Schoh to approve the motion as presented. A ballot vote was conducted, resulting in 6 votes in favor and 2 opposed. The motion passed.

III. **Adjourn-** 6:15 PM