



Ruggers Hockey Inc

Organizational By-Laws

The name of the organization is Ruggers Hockey Inc. The organization has not been formed for making any profit, or personal gain in accordance with 501c3 statutes. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, officers or other individuals. The assets and income shall only be used to promote corporate purposes described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is as follows:

The organization is organized for charitable, educational, and recreational purposes, specifically to promote youth hockey development, provide access to hockey programs, and foster teamwork and sportsmanship in young athletes within the community of Stillwater, MN.

ARTICLE I: Meetings

Section 1: Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and officers/coordinators and for the transaction of business that may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 2: Regular Meetings: The board shall meet monthly with dates and times determined by the President.

Section 3 : Special Meetings. Special meetings may be requested by the President or any 2 Board of Directors with 2 days' notice. A special meeting can be in person or virtual.

Section 4: Notice: Notice of meetings shall be given with 2 days' in advance, either in person, via email or phone.

Section 5: Quorum: A majority of the board shall constitute a quorum for the transaction of business at any meeting.



Section 6: Voting: Each director shall have one vote. All decisions of the board shall be made by majority vote unless otherwise specified in Policy and Procedures.

Section 7: Informal Action: In order to conduct business outside of regular meetings, any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice. Informal action shall still require majority vote of the Board of Directors.

Section 8: Place of Meeting: Meeting locations and times will be determined by the President.

ARTICLE II: OFFICES

1. Principal Office

The principal office of the organization shall be located at 14045 23rd Street Ct N West Lakeland, MN 55082-1510.

2. Other Offices

The organization may establish additional offices as deemed necessary by the Board of Directors.

ARTICLE III: MEMBERSHIP

1. Members

This organization shall have no members. The management and direction of the organization's activities are vested in the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: General Powers: The affairs of the organization shall be managed by the Board of Directors, which shall have the authority to carry out the mission and goals of the organization.

Section 2: Number: The Board of Directors shall consist of at minimum President/Treasurer, Vice President and Secretary with a maximum number to be determined by the board. Two or more positions may be held by one person.

Section 3: Terms : Directors shall serve for a term of 5 years, with the possibility of re-election for additional terms not to exceed 10 years in total service.



Section 4: Election of Directors: Directors shall be elected by a majority vote of the current Board of Directors at the annual meeting.

Section 5: Vacancies: Vacancies on the board shall be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve for the remainder of the unexpired term.

Section 6: Resignation and Removal: Any director may resign at any time by giving written notice to the board. Any director may be removed, with or without cause, by a two-thirds vote of the board.

Section 7: Compensation: Directors shall not receive any compensation for their services but may be reimbursed for reasonable expenses incurred while performing duties on behalf of the organization.

Section 8: Adverse Interest: In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 9: Procedures and Actions: The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless a vote of a greater number is required by law or these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 10: Operating Policies and Procedures: The Board of directors is authorized to write policy and procedures and these procedures can be amended informally by majority vote and does not require a meeting.

ARTICLE V: OFFICERS



Section 1: Officers: The officers of the organization shall consist of a President, Vice President, Secretary, Treasurer and Age Level Coordinators. The Board of Directors may create other officer positions as needed.

Section 2: Election of Officers: Officers shall be elected by the Board of Directors at the annual meeting.

Section 3: Terms of Office: Officers shall serve a term of 2 years and may be re-elected for additional terms.

Section 4: Duties:

- **President:** The President shall preside over all board meetings and have general supervision over the activities of the organization.
- **Vice President:** The Vice President shall perform the duties of the President in their absence and assist with other duties as assigned.
- **Secretary:** The Secretary shall maintain accurate records of all meetings and organizational documents, including minutes and reports.
- **Treasurer:** The Treasurer shall oversee the organization's finances, maintain accurate financial records, and present financial reports to the board.
- **Age Level Coordinators:** Coordinators will organize activities at each level and report progress and updates the Board of Directors.

Section 5: Removal of Officers: Officers may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors.

ARTICLE VI: COMMITTEES

Section 1: Standing Committees: The board may create standing committees as needed to support the operations and programs of the organization.

Section 2: Ad Hoc Committees: The President may appoint ad hoc committees as necessary to carry out special projects or initiatives.

Section 3: Committee Membership: Committee members may include directors and non-directors, but all committee chairs must be members of the Board of Directors.

ARTICLE VII: FISCAL MATTERS



Section 1: Fiscal Year: The fiscal year of the organization shall begin on July 1st and end on June 30th.

Section 2: Financial Records: The Treasurer shall maintain accurate financial records, and the board shall review financial statements on a regular basis.

Section 3: Contracts and Payments: The board may authorize any officer or agent to enter into contracts or execute financial transactions on behalf of the organization.

Section 4: Loans: No loans shall be contracted on behalf of the organization unless authorized by a majority vote of the board.

Section 5: Dissolution: Upon dissolution of the organization, any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII: AMENDMENTS

These bylaws may be amended or repealed by a two-thirds vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment is given to all board members at least 10 days prior to the meeting.

ARTICLE IX: INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights.)

Article X: Dissolution

The organization may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the Board of Directors. In the event of the dissolution of the organization, the assets shall be distributed per Article VII Section 5 by majority vote of the Board of Directors.



Adopted by the Board of Directors on March 3rd , 2025

Andy Dombrovski
President/Treasurer

SHAun Hastings
Vice President

Kevin McMann
Secretary
