

**AMENDED AND RESTATED BYLAWS OF
NORTHERN LAKES YOUTH HOCKEY ASSOCIATION, INC.**

ARTICLE 1

OFFICES

- 1.01 Registered Office. The corporation's registered office shall be at such a place as may be designated from time to time by the Board of Directors.
- 1.02 Other Offices. The corporation may also have offices at such other place (both within and without the State of Minnesota) as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE 2

OFFICES

- 2.01 Membership. A member shall be defined as either: 1) the parent/custodial guardian of a minor player that has paid their annual membership fee, as set by the Board; or 2) an adult that has volunteered within the Association during the current membership period for a minimum of 40 hours (i.e. coaching, registration, refereeing, fundraising, etc.). The membership period shall run from September 1st through August 31st. Membership is automatic at registration for a parent/custodial guardian of a first year player that may or may not be paying a Membership Fee.

A non-member in good standing with the association may be considered eligible for a board position if voted in by association at the annual meeting. Said non-member must follow the standard application process when applying for non-member board status.

- 2.02 Meetings of Members. At a minimum, there shall be an annual meeting of the general membership. Available Board positions will be announced prior to the end of the year banquet. Additional meetings of the general membership can be called, as the Board of Directors shall require from time to time and at a place designated by the Board of Directors. Meetings of the members may also be held upon a written request of ten percent (10%) or more of the general membership.
- 2.03 Quorum. A quorum of the general membership is not required at a meeting of the general membership as long as proper notice of the meeting dates, time and location was provided to the general membership; however, a quorum of the Board of Directors at a

general meeting is required. A majority of the Board of Directors shall constitute a quorum.

- 2.04 Voting. As it pertains to the annual election of new board members, there will be only one vote per player. In the event of divorced/separated/unmarried parents, the parent/custodial guardian that paid the annual membership fee (or the majority of the fee) will be entitled to receive the one vote per player. Any members not in good financial standing as determined by the board will be ineligible to vote. Voting will be diligently administered by NLYHA leadership at each annual meeting.
- 2.05 Presiding Officer. The appropriate Officers of the corporation shall preside over all meetings of the members. If no appropriate corporate Officer is present at a general membership meeting, the members shall choose any person present to act as Presiding Officer of the meeting.
- 2.06 Informal Action by Members. Any action which may or must be taken at a general membership meeting may be taken without a meeting in a consent of writing, stating the action so taken, shall be signed by all of the members.

ARTICLE 3

BOARD OF DIRECTORS

- 3.01 General Powers. The Board of Directors shall manage the property, affairs, and business of the corporation.
- 3.02 Number. The number of Directors shall be eleven (11) or more. The number of eleven (11) does include the four (4) Officers (President, Vice President, Secretary, and Treasurer). The number of Directors may be changed from time to time by resolution of the members at any annual meeting or special meeting called for the purpose of electing Directors and such number shall be subject to change by action of the Board of Directors amending these Bylaws at any regular or special meeting duly called for such purpose; provided, however, that the rules of the State of Minnesota, Gambling Control Board, will be adhered to when electing Directors.
- 3.03 Qualification and Term of Office. Directors must be members, but need not be residents of the State of Minnesota. Each of the Directors of the corporation shall hold office until the general membership meeting next following or closely coinciding with the expiration of the term of office and until the successor shall have been elected and shall qualify, or until such Director shall resign or shall have been removed as provided by statute. If an Officer or Director is absent from three (3) scheduled Board Meetings per year unexcused without notifying the President or Secretary prior to those meetings, that Officer or Director will forfeit their position on the Board. Should a Director elect to resign from their position,

a 30 day written notice to the President and Secretary is required. A replacement will be appointed by the board through an approved motion and vote.

- 3.04 Election of Directors. Elections will be held once a year at the end of season banquet. As it pertains to the annual election of new board members, there will be only one vote per layer. In the event of divorced/separated/unmarried parents, the parent/custodial guardian that paid the annual membership fee (or the majority of the fee) will be entitled to receive the one vote per player. Any members not in good financial standing as determined by the board will be ineligible to vote. Voting will be diligently administered by NLYHA leadership at each annual meeting.

Voting by proxy is allowed and will be done by notifying the current Secretary of the Board, either in writing, by telephone or email, or your name as a qualified member and your vote. The secretary will make record of this proxy vote and present it to the Board at the annual meeting. Except as otherwise provided at a meeting appointing Directors, Board positions are for three (3) year terms, beginning in April of the first year and concluding in March of the last year. Available Board positions will be announced and posted prior to the end of season banquet. Persons interested in running for an available position on the Board should notify the current Secretary and have their name put on the ballot. Additions to the ballot can be made at the annual meeting before the election.

- 3.05 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, provided however, that any vacancies that exist by reason of death, resignation, or otherwise, a majority of the remaining Directors, but not less than two (2), shall constitute a quorum. If less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion of number otherwise required for a quorum.
- 3.06 Annual Meeting. As soon as practical after each end of season banquet, the Board of Directors shall meet for the purpose of organization, choosing the Officers of the corporation and for the transaction of other business at the place where the end of season banquet is held or at the place where regular meetings of the Board of Directors are held. No notice of such meeting need be given. Such first meeting may be held at any other time and place which shall be specified in the notice given as hereinafter provided for special meetings or in a consent and waiver of notice signed by all the Directors.
- 3.07 Regular Meetings. Regular meetings of the Board of Directors shall be held at least monthly. A fixed time and place may be adopted by a majority of the whole Board of Directors, or at such time and place as shall be fixed by the President of the Board of Directors. Unless all Directors entitled to notice should waive notice, notice shall be given in the same manner as prescribed for notice of special meetings.

- 3.08 Special Meetings. Special meetings of the Board of Directors may be held at such time and place as may from time to time be designated in the notice or waiver of notice of the meeting. Special meetings of the Board of Directors may be called by the President or by two (2) Directors. Unless notice shall be waived by all Directors entitled to notice, notice of the special meeting shall be given by the Secretary, who shall give at least forty-eight (48) hours thereof to each Director by mail, email, telephone or in person; provided, however, that meetings may be held without waiver of notice from or giving notice to any Director while he/she is in the Armed Forces of the United States. Each Director, by attendance and participation in the action taken at any Director's meeting, shall be deemed to have waived notice of such meeting.
- 3.09 Expense Reimbursement. The Board has the authority to reimburse members for expenses incurred during the course of corporate business, which have been so authorized by the Board. Requests for reimbursement should be submitted to the Board prior to the incurrence of any such expense.
- 3.10 Committees. The Board of Directors has the right to appoint from its members, committees as follows: Sponsorship/Public Relations Committee, Equipment, Coaching, Bylaws, Banquet, Charitable Gambling, Fundraising, Registration, Hockey Committee and any such others as may be needed. Unless so designated by the Board by formal resolution, Committees and Ad hoc Committees shall have no decision-making authority but rather shall act in an advisory capacity to the Board. The Board can establish or dissolve any committee as determined necessary.
- 3.11 Members. The initial members of the Board of Directors are as designated in the Articles of Incorporation of the Corporation. Additional or different members may be elected by two-thirds (2/3) vote of the Directors who are present and entitled to vote at any meeting of the Board of Directors for which written or printed notice of the intention to elect members shall have been properly provided to each Director.
- 3.12 Order of Business. Unless otherwise directed by the President of the Board of Directors, meetings of the Board of Directors shall be conducted in accordance with parliamentary procedures. A suggested order of business can be used as an example.
1. Roll Call
 2. Proof of due notice of meeting, or unanimous consent, or unanimous presence and declaration by President
 3. Reading of disposal of any unapproved minutes
 4. Reports of Directors, Officers and Committees
 5. Election of Officers
 6. Unfinished Business
 7. New Business
 8. Adjournment

- 3.13 Informal Action by Directors. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting and notice thereof if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter set forth.

ARTICLE 4

OFFICERS

- 4.01 Officers. The Officers of this corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time determine. Officers must be members of the Board of Directors.
- 4.02 Election of Officers. The first meeting following the end of season banquet, the Board shall elect from their number a President and shall, from within their number, elect one (1) or more Vice Presidents, a Secretary, a Treasurer and such other Officers and assistant Officers as they deem advisable when the positions listed above are open for assignment.
- The President shall be elected first. The voting process used includes each voting member making their anonymous nomination the first round. After the first round of nominations, those nominated have the option of continuing or withdrawing. The President is elected through continuous rounds until the number of votes is such that the number is selected. The same process is used for Vice President, Secretary and Treasurer.
- Director positions are selected through volunteerism, or in the absence of a volunteer, the same process used for Officer election will be used to appoint Director positions.
- 4.03 Term of Office. Except as otherwise provided at an annual meeting of the Board of Directors, the term of office for all Board Positions is three (3) years. Such Officers and Directors shall hold office until their successors are elected and qualify; provided, however, that any Officer or Director may be removed with or without cause by the affirmative vote of majority of the whole Board of Directors, irrespective of any contractual obligations of employment. At the end of a Director's or Officer's term of office, if re-election is not sought or not achieved, that Director or Officer is required to immediately, or within five (5) working days, turn over all records and documentation in his/her possession that have accumulated as the result of their respective position on the Board. If an Officer or Director is absent from three (3) scheduled Board Meetings per year unexcused without notifying the President or Secretary prior to those meetings, that Officer or Director will forfeit their position on the Board.
- 4.04 Qualifications of Officers and Directors. Officers and Directors must be members of the corporation as defined in Section 2.01 of these Bylaws. They also must meet such other requirements as specified in the following Sections for that particular Board position.

- 4.05 The President. To be eligible for the position of President, a member must have served as a Director or Officer of the Board of Directors for at least one (1) year immediately prior to taking that position. The President shall have general active management of the business of the corporation. The President shall preside at all meetings of the general membership and all meetings of the Directors. The President shall be the chief executive officer of the corporation, and shall see that all orders and resolutions are carried into effect. The President shall be ex officio a member of all standing committees. The President may execute and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, as may be prescribed from time to time by the Board of Directors, and in general shall perform all duties usually incident to the Office of President, and such other duties as may from time to time be assigned by the Board.
- 4.06 Vice President. The Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President shall succeed to those powers and duties in the order designated by the Board of Directors. The Director Hockey Operations report to the Vice President. The Vice President provides board oversight to the Hockey Committee.
- 4.07 Secretary. The Secretary shall be Secretary of and shall attend all meetings of the general membership and Board of Directors. The Secretary shall act as clerk thereof and shall record all the proceedings of such meetings in the minute book of the corporation. The Secretary shall keep the seal of the corporation and shall affix the same to any instrument requiring it and shall attest the seal by their signature. The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors.
- 4.08 Treasurer. The Treasurer shall keep accurate accounts of all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the corporation. The Treasurer shall disburse the funds of the corporation as authorized by the Board of Directors. The Treasurer shall render to the President and the Board of Directors whenever required an account of all transactions as Treasurer and of the financial condition of the corporation and shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- 4.09 Assistant Directors. In the event of absence or disability of any Vice President, Secretary, or Treasurer, such assistant to such Officers shall succeed to the powers and duties of the absent Officer in the order in which they are elected or as otherwise prescribed by the Board of Directors until such principal Officer shall resume their duties or a replacement elected by the Board of Directors. Such assistant Officer shall exercise such other powers and duties as may be delegated to them from time to time by the Board of Directors, but they shall be subordinate to the principal Officer they are designated to assist.

ARTICLE 5

INDEMNIFICATION

- 5.01 Authority of the Board of Directors. The corporation acting through its Board of Directors or as otherwise provided in this Bylaw, shall exercise as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law its power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.
- 5.02 Standard for indemnification. Any person described in Section 5.01 may be indemnified by the corporation if he or she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful.
- 5.03 No presumptions resulting from termination of actions. The determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.
- 5.04 Mandatory indemnification. To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Bylaw, or in defense of any claim, issue, or matter within this Bylaw, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.
- 5.05 Determination. Any indemnification under section 5.01, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 5.02. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit, or proceeding; (2) if such a quorum is not obtainable, or, even if obtainable in a quorum of

disinterested Directors so directs, by independent legal counsel in a written opinion; or (3) by a majority vote of disinterested Directors.

- 5.06 Advance payment. The 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 of Directors in the manner provided in Section 5.05 upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Bylaw.
- 5.07 Continuance of indemnification. The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.
- 5.08 Not exclusive remedy. The indemnification provided by this Bylaw shall not exclude any other right to which an Officer may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall not imply that the corporation may not provide lawful indemnification not expressly provided for in this Bylaw. Nothing contained in this Bylaw shall affect any rights to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise under law.
- 5.09 Notice of indemnification. If, under this Bylaw, any expenses or other amounts are paid by way of indemnification, otherwise than by court order, the corporation shall, not later than the next regular meeting of Directors unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, mail to its Directors of record at the time entitled to vote for the election of Directors a statement specifying the persons paid, the amounts paid, and the nature and status of the litigation or threatened litigation at the time of such payment.

ARTICLE 6

DISTRIBUTIONS

- 6.01 Distributions, Reserves. Subject to the provisions of the Articles of Incorporation and these Bylaws, the Board of Directors in its discretion may distribute money or other property to any organization which is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such amount and at such times as the Board of Directors in its sole discretion shall determine.
- 6.02 Distributions on Dissolution. Nothing contained in this Article 6 or elsewhere in these Bylaws shall be construed to give the Directors the power to make liquidating distributions

to anyone, other than an organization which is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to otherwise make liquidating distributions in a manner other than as provided in the articles of incorporation or as provided in Minnesota Statutes, Section 317A.735.

ARTICLE 7

FINANCIAL AND PROPERTY MANAGEMENT

- 7.01 Fiscal year. The fiscal year of the corporation is April 1 – March 31.
- 7.02 Reconciliation of books and accounts. The books and accounts of the corporation shall be reconciled and balanced monthly.
- 7.03 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. The Board of Directors have this general authority.
- 7.04 Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer or such other office or Officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 7.05 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 8

NOTICES

- 8.01 Notices; general. Whenever notice is required to be given to any Director or shareholder under the laws of the State of Minnesota, the Articles of Incorporation or these Bylaws, the foregoing shall not be construed to require personal notice, but such notice may be given in writing, by mail, addressed to such Director or shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to Directors may also be given personally or by telegram.
- 8.02 Requirement of waiver in writing. Whenever any notice is required to be given by these Bylaws, the articles of incorporation or any of the corporate laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to said notice, either before, at, or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE 9

AMENDMENTS

- 9.01 Action by Board of Directors. The Board of Directors of the corporation is expressly authorized to make Bylaws of the corporation and from time to time to alter or repeal Bylaws so made. In so acting, the Board of Directors may do so only upon a vote of a majority of the entire Board of Directors then in office and present at any meeting called for that purpose, provided that notice of such proposed amendment shall have been given to the Directors in the notice of such meeting.

ARTICLE 10

STATEMENT OF POLICY

- 10.01 Statement of Policy. In the event of any conflict or inconsistency between these Bylaws or any amendment thereto and the terms of any statement of policy adopted by the corporation, the terms of these Bylaws shall control.

[Signature Page Follows]

The undersigned hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation effective as of the 17 day of July, 2015.


Secretary