



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

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

These Amended and Restated Bylaws of STMA Youth Hockey Association, Inc. (“STMAYHA”) are made this 14th day of March 2022 and adopted as the Bylaws effective on such date.

**ARTICLE I
MEMBERSHIP**

SECTION 1. QUALIFICATION

Eligible members of STMAYHA shall include: (i) any person who has a child(ren) who attends one of the schools located within the cities of St. Michael, Minnesota or Albertville, Minnesota (hereafter referred as the “St. Michael-Albertville Area”), or lives within the District 885 school bounds, and has complied with the requirements set forth below, and (ii) such other persons who may be designated from time to time as Members by the Board of Directors.

SECTION 2. NUMBER

The number of Members shall be unlimited.

SECTION 3. MEMBERSHIP REQUIREMENTS

Each person 18 years of age or older who is in good standing with all STMAYHA applicable rules, policies and guidelines, residing within the St. Michael-Albertville Area shall be a Member if he/she has contributed to STMAYHA during the immediately preceding 12-month period. A contribution is defined as:

- (a) Having a child registered in the STMAYHA program; or
- (b) As determined and voted on by the Board of Directors

SECTION 4. RIGHTS

Notwithstanding the provisions set forth above, for purposes of voting on matters set forth before the membership, each member shall be limited to one (1) vote

SECTION 5. ACCOUNTABILITY

Except as otherwise specified in these Bylaws, the actions of STMAYHA volunteers and committee members shall be subject to the approval of the Board of Directors.

In addition to the requirements contained in these Bylaws and all governing documents of STMAYHA, the actions of STMAYHA's members shall be subject to state and federal law, as well as the rules, policies, and procedures of USA Hockey and Minnesota Hockey.

ARTICLE II OFFICERS

SECTION 1. OFFICERS

STMAYHA shall have the following Officers: President, Vice President of Operations, Vice President of Communications and Vice President of Finance, who collectively shall be referred to as the "Executive Board." See STMAYHA Policy & Procedures document for organizational charts.

SECTION 2. PRESIDENT

The President shall preside at all meetings of the Board of Directors and the Annual Meeting of STMAYHA. He/she shall have charge of the business of STMAYHA and act in its interest in all cases. He/she shall have power either directly or through delegation, thereof to, designate the powers, and duties of all Officers and Board Members save those specifically enumerated in this Article for other Officers and the power reserved to the Board of Directors as outlined in Article III of these Amended and Restated Bylaws.

The President shall take direct charge and assume responsibility in the supervision of the business of STMAYHA and may delegate such duties as may be necessary to execute this responsibility under the general direction and guidance of the Board of Directors.

SECTION 3. VICE PRESIDENT OF OPERATIONS

In the absence of the President, the Vice President of Operations shall perform all the duties and execute all the powers of the President.

The Vice President of Operations shall take, transcribe, duplicate, and maintain a file of Minutes of the Annual Meeting and all meetings of the Board of Directors, in the absence of the Vice President of Communications. He/she shall distribute agendas, Minutes, directives, schedules, Membership lists, and other materials as required.

At the end of each year, he/she shall collect, label, and file all materials which have come into his/her possession during his/her term of office.

The Vice President of Operations shall maintain an official document file, which shall contain the Articles of Incorporation and Bylaws of STMAYHA. When a successor is elected, the Vice President of Operations shall transfer to his/her duly qualified successor the official document file after reviewing such file to determine its completeness and accuracy.

SECTION 4. VICE PRESIDENT OF COMMUNICATIONS

The Vice President of Communications shall be the first line of communication for STMAYHA. He/she will send out STMAYHA emails, check DIBS for open volunteer shifts, record meeting minutes, make sure the STMAYHA website and social media are being updated, and any other duties as assigned by the President.

SECTION 5. VICE PRESIDENT OF FINANCE

The Vice President of Finance shall have the following powers and responsibilities:

- (a) Collect data and submit to the Board of Directors estimates of operating expenses for the purpose of budget preparation;
- (b) Have custody of all funds of STMAYHA and shall keep an accurate record of receipts and expenditures;
- (c) Issue checks on STMAYHA accounts upon approval of the President and/or Board of Directors; and
- (d) Prepare an annual report on the receipts and expenditures for the presentation at the Annual Meeting. He/she shall also prepare such other reports as may be required by the President or Board of Directors.

SECTION 6. TERM OF OFFICE

Subject to the provisions set forth in Article III, members of the Executive Board shall be elected at the Annual Meeting of STMAYHA by the Members and shall serve for a period of two (2) years, beginning immediately after the adjournment of the Annual Meeting at which they are elected.

If for any reason, any officer is unable to fulfill her/his powers and authorities, the Board of Directors shall vote on and appoint a successor to fill such a role until the expiration of the term for such officer.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. SELECTION AND TERM OF OFFICE

The Board of Directors shall be composed of not less than five (5) directors, but not more than eleven (11) directors, as determined from time to time by the Board of Directors; provided, however, that the Board of Directors shall at all times be composed of the person(s) filling the following positions, each of whom shall automatically be a director by virtue of the designated position he/she holds:

- (a) Members of the Executive Board (2-year terms);
- (b) District 5 Representative (2-year term beginning every even year);
- (c) Girls Level Coordinator (2-year term beginning every even year);
- (d) Boys Level Coordinator (2-year term beginning every odd year);
- (e) Initiation Coordinator (2-year term beginning every even year);
- (f) Fundraising Coordinator (2-year term beginning every odd year);
- (g) Registration Coordinator (2-year terms every odd year); and
- (h) HOC Administrator (2-year term every odd year).

All other Board positions (non-voting) shall be elected by the Board of Directors annually at the first meeting after the Annual Meeting, or as determined by the Board of Directors.

In the event of death, resignation, incapacity or removal of an elected director, the remaining directors on the Board shall appoint a successor to fill the unexpired term of the elected director. A person may hold more than one director position, provided that the same person cannot be the President and Vice President of Finance at any time.

A Director whose continued service is deemed to be detrimental to the welfare of STMAYHA, or an elected Director who no longer resides in the St. Michael-Albertville Area, or who has missed more than five (5) meetings in a twelve-month period, or three

(3) meetings in succession, may be removed as a Director at any time upon the majority vote of the Directors present at any regular Board meeting.

Directors shall hold and complete at least one full term role within the association, voting or non-voting (i.e. as part of a committee or board member), prior to being eligible for an Executive Board role.

If an Executive Board Director resigns or is removed prior to the current term expiring, that individual may not be eligible to sit on the Board of Directors for a minimum period of two (2) years from the date of resignation/removal.

In the event a general Board Member is not running for a term and no other Member is interested in holding said role, STMAYHA may open nominations to any STMAYHA Members interested.

Reimbursements for any association related activity shall be presented to and approved by the Executive Board. (see Policy & Procedure document).

SECTION 2. POWERS AND DUTIES

The Board of Directors shall be the general governing body of STMAYHA. It shall approve the budget of STMAYHA and require such reports from Officers as are required to efficiently deal with the business of STMAYHA.

In addition to the powers and duties specified above, the Board of Directors shall appoint replacements to serve as Officers in the event any Officer is unable to perform his/her powers and responsibilities and in the event of resignation or removal of a Member of the Board of Directors, the remaining Board Members shall appoint a replacement to serve until the next Annual Meeting of STMAYHA.

SECTION 3. MEETINGS

The Board of Directors shall hold monthly meetings and such additional meetings as may from time to time be called by the President or upon request to the President by any three (3) Members of the Board.

The President shall preside at all meetings of the Board of Directors.

Prior to any meeting, notice to all Members of the Board must be given at least 24 hours prior to such meeting. The notice shall indicate the time, place, meeting method (i.e. digital, in person, etc.) of the intended meeting, and subject matters to be discussed.

Monthly meetings of the Board of Directors may be held on the same day as the Annual Meeting.

SECTION 4. QUORUM

For all meetings of the Board of Directors, a majority of all the Directors shall constitute a sufficient quorum to transact business, and a majority vote of all Board Members shall be required to adopt such matters as may come before the meeting.

SECTION 5. MANDATORY COMMITTEES

In addition to the powers and duties set forth in Section 2 above, and subject to the provisions outlined below, the Board of Directors shall establish and oversee the following committees:

- (a) **Gambling Committee.** The Gambling Committee (hereinafter referred to as “GC”) shall be responsible for overseeing operations related to the STMAYHA gambling activities and gambling license, if applicable. Except as otherwise provided by State law or rules related to the gambling license, if applicable, the Gambling Manager shall be the Chairperson of the GC and shall nominate up to four (4) additional committee members for approval to the Board of Directors. All members of the GC shall serve a one (1) year term but may be removed earlier by a majority vote of the Board of Directors. Each member of the GC may serve an unlimited number of terms. In addition, the GC shall be authorized, as may be necessary from time to time, to submit documents, reports and other information to comply with all Federal, State and local gambling laws, rules and regulations. Upon resignation, removal or inability of a GC member to conduct business determined by the GC, the remaining GC members shall identify and nominate a replacement candidate(s) to be voted on by the Board of Directors.
- (b) **Hockey Operations Committee.** The Hockey Operations Committee (hereinafter referred to as “HOC”) shall be responsible for the oversight and operations of certain technical and tactical aspects of the game of hockey for STMAYHA, including, but not limited to, the following:
 - i) Working with all levels of competition and age groups to provide educational coaching materials;
 - ii) Organizing coaching clinics;
 - iii) Providing a consistent skill development philosophy for STMAYHA;
 - iv) Other such programs and matters specifically authorized by the Board of Directors from time to time;
 - v) Coaching recommendations and selection;
 - vi) Tryout plans for each season; and
 - vii) Team formations.

The Hockey Director shall be the chairperson of the HOC and, together with the Boys and Girls High School Hockey Coaches, shall nominate candidates for approval by the Board of Directors to fill the following leadership positions within the HOC: Girls Hockey Operations Manager, Assistant HOC Director, Coaches Coordinator and Initiation Hockey Operations Manager. These roles shall be collectively referred to herein as the “Hockey Operations Managers.”

HOC positions (non-voting) shall be rotated as follows:

1. HOC Director, every odd year
2. HOC Assistant Director, every even year
3. Coaches Coordinator, every odd year
4. Initiation Manager, every even year
5. Girls Operation Manager, every odd year

To be eligible for the position of Hockey Operations Manager, the preferred candidate should have:

- i) Be USA Hockey Coaching Education Program (CEP) certified;
- ii) Have a minimum experience of playing hockey at the high school level or equivalent; and
- iii) Have at least four years’ experience coaching competitive hockey, preferably within STMAYHA.

The Hockey Operations Managers shall oversee player development coordinators for each of their respective age groups, who shall also be members of the HOC. Such player development coordinators shall be appointed by a majority vote of the Hockey Operations Managers and the Boys and Girls High School Hockey Coaches. The roles and responsibilities of the HOC and its members may be revised from time to time by a majority vote of the Board of Directors, but such roles and responsibilities shall at all times be in the best interest of the players and coaches in STMAYHA. Notwithstanding the foregoing, unless specifically authorized by the Board of Directors, the HOC shall have no authority to act unilaterally or bind STMAYHA to any agreements without the consent of the Board of Directors. All members of the HOC, including the Hockey Operations Managers, shall serve a two (2) year term, but may be removed by a majority vote of the Board of Directors. Each member may serve an unlimited number of terms. A representative of the HOC is expected, but not required, to be present at each regular assembly of the Board of Directors.

SECTION 6. SPECIAL INTEREST COMMITTEES

In addition to the Mandatory Committees set forth above, the Board of Directors may from time to time, subject to a majority vote of the Board of Directors, establish Special Interest Committees (hereinafter referred to as “SIC”). Such SIC, when organized, shall have a chairperson elected by a majority vote of the Board of Directors. The chairperson of such SIC shall nominate all other committee members for approval to the Board of Directors. The powers and duties of such SIC shall be determined upon the establishment and approval of such SIC by the Board of Directors.

**ARTICLE IV
ANNUAL MEETING OF THE MEMBERS****SECTION 1. ANNUAL MEETING**

STMAYHA shall have an annual meeting of Members (the “Annual Meeting”) to elect the applicable members of the Board of Directors. The Annual Meeting shall generally be held in person on the second Monday in the month of April, unless otherwise approved by a majority vote by the Board of Directors. The Annual Meeting may be held through electronic means, provided a method of voting has been approved by the Board of Directors.

SECTION 2. NOTICE

Notice of any Annual Meeting must be published at least seven (7) days prior to such Annual Meeting, in at least one communication medium (i.e., website, email, fliers, social media, etc.), serving the St. Michael-Albertville Area. The notice shall consist of information as to the time, place, and method (i.e., digital, in-person, etc.) of the meeting.

**ARTICLE V
ELECTIONS****SECTION 1. PROCEDURE**

Except where prohibited by law, all elections of STMAYHA shall be conducted under the supervision of a committee composed of the President, the Vice President of Operations, and at least three (3) other members of the Board of Directors, serving as the “Election Committee”.

Ballots shall be provided (e.g. physically, digitally, or both) so all qualified Members may vote at such election, subject to the member restrictions set forth above.

The Election Committee shall oversee the election, count ballots, and announce the results of the election. However, members of the Election Committee may not participate in the counting of ballots during the election for which he or she is up for election (unless such position is not contested). During those years, the Board shall appoint an alternative voting Board Member to serve on the Election Committee.

SECTION 2. NOMINATIONS

A nominating committee shall be appointed by the Board of Directors each year and shall be composed of at least three (3) voting and/or non-voting Board Members (hereinafter referred to as "Nominating Committee"). The Nominating Committee shall prepare a slate of nominees to be considered at the election. In addition to candidates selected by the Nominating Committee, any Member may have his/her name considered for nomination for any non-Executive Board position, no later than fourteen (14) days before the Annual Meeting. No member of the Nominating Committee shall be up for election in the year in which he or she is appointed to the Nominating Committee.

In the case of an Executive Board member, nominees shall have held and completed at least one (1) full term role (voting or non-voting) within the association prior to being eligible for the Executive Board; provided, however, that if none of the eligible members of the Board of Directors desires to run for the Executive Board, then the Nominating Committee may seek any STMAYHA Member to run for election.

ARTICLE VI GENERAL PROVISIONS

SECTION 1. AMENDMENT

These Bylaws may be altered or amended at any time by a two-thirds (2/3) vote of the Board Members. Proposed amendments to the Bylaws shall be presented at any regular meeting of the Board of Directors, laid over, and voted on at the next regular meeting. A copy of the proposed amendment(s) shall be sent to each Board Member prior to the meeting in which the vote will be held.

SECTION 2. SUSPENSION

These Bylaws may be suspended, in case of emergency, by unanimous vote of all those directors present at a Board meeting in which at least fifty percent (50%) of the Board of Directors is present.

SECTION 3. PROHIBITION AGAINST LEGISLATIVE ACTIVITIES

No substantial part of the activities of STMAYHA shall consist of propaganda or other attempts to influence legislation, and STMAYHA shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

SECTION 4. ANTI-DISCRIMINATION POLICY

STMAYHA is, and shall be, committed to a policy of equal opportunity for all persons and shall not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion or veteran status. Notwithstanding the foregoing, all players, officers, directors and members shall be subject to the requirements and qualifications set forth in these Bylaws, STMAYHA's Rules and Policies (a/k/a Handbook), Minnesota Hockey Rules and Policies, and as otherwise adopted by the Board of Directors from time to time.

SECTION 5. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES and AGENTS

To the fullest extent permitted by local, state and federal laws, STMAYHA shall indemnify each member of the Board of Directors, the officers, volunteers, coaches, 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 Non-Profit Corporation Act, or any amendments thereto or substitutions therefore.

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.

SECTION 6. FINANCES

The fiscal year of STMAYHA shall begin on May 1st (May 1st – April 30th) each year.

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) of the Internal Revenue Code or which otherwise may violate any state or federal laws.

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.

An annual independent audit shall be conducted of the financial records of STMYHA. 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.

In the event of the dissolution or the final liquidation of STMAYHA, none of the funds held by STMAYHA shall be distributed to any director, officer or Member. The policies and rules of Minnesota Hockey and/or USA Hockey shall determine the disbursement of such funds, if applicable, except that all disbursements must be to an organization which qualifies as a tax-exempt entity under Section 501 (c) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the current members of the Executive Board of STMAYHA, have executed the Amended and Restated Bylaws on behalf of STMAYHA as of the day and year first noted above.

_____(Karl Anderson)
President

_____(Danielle Castro)
Vice President of Operations

_____(Garret Karels)
Vice President of Finance

_____(Kristin VanHeel)
Vice President of Communications