

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

**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) 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;
  - iii. Travel Level Director - Girls;
  - iv. Mite/8U Level Director;
  - v. Registration Director; and
  - vi. HOC Admin.
- 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.

## **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.

## **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 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 member 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 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. Addition or Amendments to Agenda as Presented
- iii. Approval of Minutes
- iv. Gambling Report
- v. Coordinator Reports
- vi. Director Reports
- vii. Executive Report
- 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 shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Company 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 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 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 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.
- 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.
- 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.
- 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.

#### **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. In the event there are no eligible nominees, nominations may be opened to the general membership.

#### **Section 4. Executive Committee**

The Executive Committee of 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.
- 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.
- 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** **COORDINATOR POSITIONS**

#### **Section 1. Authority**

- a) The Board of Directors 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.
- 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. In exceptional circumstances or as otherwise determined by the Board, 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 coordinator positions appointed by the Board of Directors shall serve for a term of one (1) year, commencing from the date of appointment.
- 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**

### **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:
  - 1. Hockey Operations Committee (HOC);
  - 2. Finance Committee;
  - 3. Gambling Committee;
  - 4. Fundraising Committee; and
  - 5. Recruitment & Retention Committee.
- b) Ad Hoc Committees: Temporary committees formed to address specific tasks or projects and disbanded upon completion of their assigned duties.

#### **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 fulfils 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 IX FINANCES**

- a) The fiscal year of STMAYHA shall be from May 1<sup>st</sup> to April 30<sup>th</sup>.
- 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) 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**

## 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, 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**

### 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.

## **ARTICLE XII**

### 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.

The undersigned hereby certify that the foregoing Bylaws were adopted as the Amendment and Restated Bylaws of STMA Youth Hockey Association, Inc., a nonprofit corporation under the laws of the state of Minnesota, by a two-thirds (2/3) majority vote of the Board members present at a duly convened Board meeting this 14 day of July, 2025.

**OFFICERS:**



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President



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Vice President of Operations

DocuSigned by:

  
Jack Rowan

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Vice President of Finance



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Vice President of Communications