

BY-LAWS OF DETROIT LAKES YOUTH HOCKEY ASSOCIATION



Article I. Name

The name of this organization shall be the Detroit Lakes Youth Hockey Association (DLYHA), doing business and hereby referred to as Detroit Lakes Youth Hockey Association (DLYHA).

Article II. Location

The principal location of DLYHA shall be at the Kent Freeman Arena 1310 Rossman Ave, Detroit Lakes, MN 56501

Article III. Purpose

Section 1. This non-profit Association shall promote, sponsor, provide facilities for and conduct a supervised program of hockey training, education and competition for area youth for the purpose of making them better citizens, better sportspersons, more learned in the sport of hockey and the art of skating and to aid in their physical and mental development.

Section 2. DLYHA is a non-profit organization as defined by Section 501(c)(3) of the Internal Revenue code, and will be operated exclusively for the promotion of youth hockey. The net earnings of DLYHA shall be devoted exclusively to the educational and recreational pursuit of youth hockey.

Section 3. Further, upon dissolution of DLYHA the assets shall be disposed of by transferring the same to one or more organization(s) organized and operated exclusively for charitable, educational or recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, as such donee(s) may be designated by the membership. It is the intent of this provision that in the event of such disposition, the donee(s) shall be an organization(s) having similar purpose or purposes as DLYHA as possible.

Section 4. DLYHA is an affiliate of Minnesota Hockey and USA Hockey, a non-profit organization.

Article IV. Membership

Section 1. Inclusion. For each registered child who participates in the winter ice hockey program (October through March) sponsored by the DLYHA, either or both parents/legal guardians of that child/children shall be considered a member of the Association. Such membership entitles the member to attend and participate in monthly board of directors meetings as well as vote for new directors at the annual meeting. No member shall have more than one vote. There should be no limit to the number of members. Non-parent coaches are also considered members and shall have no more than one vote. The Gambling Manager can be a non-voting member. There shall be no proxy voting.

Section 2. Good standing. A member in good standing is any member who is current on all required fees to DLYHA and has no restrictions through Safe Sport, MN Hockey, or USA Hockey.

Section 3. Termination. A member of the DLYHA may have said membership terminated for just cause by a recommendation of the Grievance Committee and a majority vote of the DLYHA Board members present at any duly called meeting of the Grievance Committee at which there is a quorum present, so long as such member is notified to appear personally before the Grievance Committee and DLYHA Board at a designated time and place, not less than thirty (30) days after such notification and as such is given a fair hearing. Such person shall have the opportunity to be reinstated to Membership by applying to the

Grievance Committee and DLYHA Board and receiving a majority vote of approval by those members present at any duly called meeting with a quorum present.

Section 4. Place of Meetings. The meetings of the members shall be held either at the registered office or at any other place designated by the Board of Directors.

Section 5. Annual Meeting. Each April, the annual meeting shall be held at a time and place designated by the Board of Directors. Immediately following, the Board of Directors will meet to elect officers.

Section 6. Special Meetings. Special Meetings of the members may be called at any time upon the request of the President, Vice President or a majority of the members of the Board of Directors, or upon request in writing to the Board of Directors by members holding not less than 50 percent of the voting power of the members.

Section 7. Notice of Meetings. A person entitled to call a special meeting may make written request to the President, Vice President or the Secretary to call the meeting. Such officer shall give notice of the meeting to be held between ten (10) and sixty (60) days after receiving the request. If the officer fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person who requested the meeting may fix the time and place of the meeting and give notice. Notice shall be a written notification of the meeting, stating the time, place and in case of a special meeting, the purpose. Notification shall be addressed according to the last available corporate records and mailed to each member entitled to vote at the meeting. The notice shall be electronically delivered not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting. In lieu of an electronically delivered notice, published notice may be given if, at the time of giving notice, there are at least 100 members of the Association and if the Board of Directors elect to give such notification by publication. Waiver by a member of notice of a members meeting signed by the member whether before or after the time of such meeting shall be equivalent to giving such notice. Any meeting duly called may be adjourned to a specific future time and specific meeting place and in such event, no notice of reconvening of the meeting at such future time and place needs be given.

Section 8. Quorum. One percent of the membership as registered in official corporate records shall constitute a quorum for the transaction of business.

Article V. Fees

Section 1. Membership. All fees, including, but not limited to, registration, travel, and tournament fees, shall be established by the Board of Directors and presented to the general membership as a part of the annual budget. The annual payment schedule will be determined and published to the membership before annual registration.

Section 2. Late Fees. All fees shall be paid on or before the date as prescribed by the Board of Directors. Members who are late with said payments may forfeit the right for each participant who is in arrears to be on the ice and participate in practices, games and tournaments until such time as these fees, plus any additional late fees, are paid in full. However, the Board of Directors has authority to waive such fees and/or fee deadlines under extenuating circumstances.

Article VI. Finances

Section 1. Fiscal Year. The fiscal year of DLYHA shall be May 1 to April 30.

Section 2. Deposits. All funds of DLYHA shall be deposited in a bank insured by the FDIC or Savings and Loan located within the general service area of DLYHA and shall be withdrawn only upon drafts bearing the signature of the Treasurer or, in emergency situations, by the President or Vice President.

Section 3. Budget. Prior to annual registration, The Board of Directors, under the direction of the Treasurer, shall prepare and submit to the general membership an annual budget. This budget may be amended by the new Board of Directors at their discretion, but if so amended it must again be brought before the general membership at a duly called meeting.

Section 4. Checks. All notes, drafts, or other orders for the payment of money, notes and other evidences of indebtedness issued in the name of DLYHA, shall be signed by such officer or officers, agent or agents, of DLYHA and in such manner as shall be determined by resolution by the Board of Directors.

Article VII: Governance

Section 1. Number. The governance of DLYHA shall be vested in a Board of Directors, which shall be managed by nine (9) directors. There shall be no more than four (4) non-parent members. The Board shall act by a simple majority vote of those directors present and voting on a duly convened meeting.

Section 2. Positions. The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, and (the Executive Board Officers). Members shall elect nine (9) directors at the first annual meeting, three for a three-year term, three for a two year term, and three for a one year term. Thereafter, as directors' terms expire, members shall elect the directors to hold office for a term of three years and until their successors are elected and qualified. At each annual meeting, three directors will be elected, each for a three-year term.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining Directors, though there could be less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4. Removal. The Board of Directors may, by a two-thirds (2/3) vote, at any officially called meeting, remove from office any member of the Board who, in the opinion of the Board, acts to the detriment of DLYHA or is not fulfilling the responsibilities of the office held.

Section 5. Meetings of the Board Notice. The Board of Directors shall meet each year immediately after the annual meeting of members at the same place. Special meetings of the Board of Directors may be held upon the call of the President or any director and upon three (3) days' notice of the time and place thereof mailed, called or delivered in person to each director. Notice may be waived in writing before or after the time of such meeting and attendance by a director at a meeting shall constitute waiver of notice thereof. The purpose of the meeting shall be specified in notice given.

Section 6. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, provided, however that if any vacancies exist for any reason, the remaining Directors shall constitute a quorum for the filing of such vacancies.

Section 7. Election of Directors. Candidates for election to the Board of Directors may be nominated by a nominating committee appointed by the President at least two weeks prior to the annual meeting. A single ballot shall be cast to fill the three vacancies regularly occurring each year. The three candidates receiving the greatest number of votes on that single ballot shall be elected. Members shall vote for no

more than three candidates when casting their ballots. Any ballot not complying with this provision will not be counted.

Article VIII. Officers.

Section 1. Number of Officers. The officers of the Association shall consist of a President, Vice President, Secretary and a Treasurer, and such other officers and assistant officers, counsel and agents as may be chosen by the Board of Directors from time to time. Any two offices may be held by one person, except that the President shall not also hold the office of Vice President or Secretary. The President and Vice President shall be directors. The Secretary and Treasurer may be but need not be directors.

Section 2. Election, Vacancies, Tenure. Officers shall be chosen at the annual meeting of the new Board of Directors to hold office until the annual directors' meeting of the following year and until their successors are chosen and qualified. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors. Any vacancy shall be filled by the affirmative vote of a majority of the directors, and an officer so chosen shall serve the unexpired portion of his predecessor's term and until this successor is chosen and qualified.

Section 3. President. The President shall preside at all meetings of members and directors and shall perform all duties incident to the office and such other duties as may be prescribed from time to time by these By-Laws or by the Board of Directors. The President shall have the authority to appoint committee chairpersons and create committees not herein provided subject to approval by the Board of Directors.

Section 4. Vice President. The Vice President shall assume the duties of the President in the absence of the President and shall perform other duties assigned by the President. In the absence of the President or inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the transactions upon the President, and when so acting, shall have all the powers of and be subject to all the transactions upon the President.

Section 5. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of meetings of the membership, Board of Directors and executive committees. The Secretary shall direct and receive all correspondence and have custody of all books and records of the Association except those of the Treasurer.

Section 6. Treasurer. The Treasurer shall have the custody of all funds of the Association, shall keep an accurate record of receipts and expenditures and shall pay out funds as authorized by the Association.

Section 7. Contracts. Except as otherwise provided by the Board of Directors from time to time, all formal contracts of this Association shall be executed on its behalf by the Secretary or any Assistant Secretary and attested to by the President or any Vice President, with authority from the Board of Directors, which authority may be specific or by resolution of general application.

Article IX. Committees

The Board of Directors shall appoint chairpersons for such committees that are necessary to conduct the business of the organization. Such committees may include, but are not limited to, the following:

Finance and fundraising

Recruitment and membership

By-Laws of Detroit Lakes Youth Hockey Association

Youth Hockey coordinating committee scheduling

Tournaments

Concessions

Equipment

Public relations and publicity

Article X. Charitable Gambling

DL YHA, pursuant to the laws and recommendations of the State of Minnesota Gambling Control Board, is engaged in charitable gambling. DLYHA's Gaming Board of Directors will be directly responsible for oversight of all gambling activities. DLYHA's Gaming Board of Directors will be comprised of nine (9) members of the governing Board of Directors in addition to six (6) Gaming Directors. Gaming Directors will serve up to a three (3) year term with two (2) director positions appointed at each year's annual meeting. Gaming Director Positions will be nominated by members at large and voted upon by all association members present at the annual meeting. If no nominations are submitted, the DLYHA Board will have the ability to appoint members to the Gaming Director Positions. Gaming Directors as well as the DL YHA general membership will be eligible to vote on issues related to gambling and/or gaming. Proceeds from charitable gambling can only be used to directly support the activities of youth hockey and/or its facilities.