

**AMENDED AND RESTATED
BYLAWS OF
NEW PRAGUE HOCKEY ASSOCIATION, INC.**
a Minnesota nonprofit corporation

This instrument constitutes the Bylaws of New Prague Hockey Association, Inc. (“NPHA”), a Minnesota nonprofit corporation, for the purpose of regulating and managing the internal affairs of the corporation.

MISSION: To develop and support a comprehensive hockey experience that cultivates happy, healthy, competitive student-athletes based on a foundation of attributes: confidence, discipline, teamwork, proper work ethic, leadership and perseverance, that fosters success on the ice and in the future life pursuits.

ARTICLE I

CORPORATE SEAL

Section 1 The corporation shall not have a seal.

ARTICLE II

MEMBERS

Section 2.1 Anyone from New Prague, Montgomery, Lonsdale, or any surrounding community who is at least 18 years of age and has children or has legal custody of a child participating in New Prague Hockey Association and has paid current registration fees is a member of the association. NPHA Coaches, assistant coaches, managers, board members, the program development director, official NPHA committee members and NPHA referees are members of the NPHA through their donations of time and skills. Anyone other than those listed above can become a member of NPHA by payment of registration fees which is good for one year from the date of registration. The amount of the annual registration fees shall be reviewed and adjusted if necessary annually by the board of directors.

Section 2.2 Membership is not transferrable.

Section 2.3 Membership in the corporation shall terminate:

- a. Upon the expiration of the one-year period for which registration fees were paid;
- b. At any time by Board receipt of a written request by the member to terminate the member's interest.
- c. For good cause shown upon the affirmative vote of seventy-five percent (75%) of all the members of the Board at a regular or special meeting of the Board of Directors at which the affected member is provided (a.) adequate notice under law of the meeting; (b.) a full and fair opportunity to be heard after full consideration by the Board 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 meeting of the Board in writing, setting forth the exact date, time and location of such meeting;
 - iii. At such meeting, the member is provided the opportunity to speak to the members and/or present a written submission on the member's behalf;
 - iv. The member is promptly informed by the board in writing of the action taken by the Board in regard to the member's termination of membership.
- d. If a member's membership is terminated by vote of the Board taken pursuant to paragraph 2.3.c. above, such member may appeal the termination to the full membership by so notifying the board within thirty days after receipt of the Board's notice. The Board shall call a special meeting of the members within thirty days after receipt of a member's appeal notice for the purpose of allowing the expelled member

a full and fair opportunity to be heard before the membership and for the purpose of taking action on the expulsion. The members may override the Board's decision to terminate the membership by an affirmative vote of one-third of all members entitled to vote. Such member's membership privileges shall be suspended during the appeal process.

Section 2.4 Any action or approval of the Members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

Section 2.5 Meetings of the members of the corporation shall be held at such place within or nearby the community of New Prague, State of Minnesota as may from time to time be designated by the board of directors and stated in the notice of meeting.

Section 2.6 A regular annual meeting of the Members shall be held by the Company at such time, place and date as the Board, for the purposes of electing directors and officers of the Company, receiving a report from the Officers as to the activities and financial condition of the Company, and acting upon such other matters which may come before the meeting.

Section 2.7 A special meeting of the members may be called at any time for any purpose by the President or the Board and shall be called by the Board upon receipt of a written demand signed by at least twenty-five percent of the members setting forth the purpose for which such special meeting must be held. Such special meeting shall have its date, time and place set by the Board.

Section 2.8 Notice of all meeting shall be communicated to each member at least 24 hours and not more than 30 days before such meeting. Such notice shall contain, at minimum, the date, time and place of the meeting, and in the case of a special meeting, a statement of the purpose of such meeting. Any member may waive notice of the meeting, in writing, orally, or by attendance.

Section 2.9 A quorum for a meeting of members is twenty-five percent of the members entitled to vote. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawals of a number of members originally present leaves less than the proportion or number otherwise required for a quorum. Each member has one vote. If a quorum is present and unless a greater vote is required by law, the articles of incorporation or elsewhere in these bylaws, the affirmative vote of a majority of the members present and entitled to vote is the act of the members.

Section 2.10 Members required to pay annual fees who have not done so shall not be eligible to vote.

Section 2.11 Members shall be provided an opportunity to vote by written absentee ballot on the election of officers and directors and on any other action that may be taken at a regular or special meeting of members and which the board decides should be placed on an absentee ballot. A written ballot must be emailed with the meeting notice and must (a.) set forth each proposed item to be voted upon by absentee ballot; (b.) provide an opportunity to vote for or against each proposed action; and, (c.) specify the time by which a ballot must be received by the Company and the place where the ballot must be delivered. A written absentee ballot shall not be revoked except by action in person of the member who had cast the ballot taken at the meeting specified in the notice accompanying the absentee ballot.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the directors present at a duly held meeting. The Board of Directors shall consist of no more than eleven (11) individuals as established from time to time by resolution of the Board of Directors, but initially, the Board of Directors will consist of nine (9) individuals, and there must be at least five (5) members of the Board of Directors at all times. All members of the Board of Directors who are not Officers shall be considered Board Members at Large.

Section 3.2 Each Board Member shall each serve for a term of two (2) years with the President, Secretary, Communications Director, Past Board Member, and Director of Operations to be elected during even year spring meetings, and Vice President, Treasurer, Position At Large, and Manager Director to be elected during odd year spring meetings. If any of the aforementioned offices are eliminated or no person elected to the office then the seat on the board of directors normally reserved for such office shall be filled by a director at large elected at the annual meeting of members. Any individual may serve consecutive terms.

Section 3.3 Notice of the time and place of each board meeting shall be given to each director at least three days prior to the date of the meeting. If the date, time and place of a board meeting has been announced at a previous meeting of the board, further notice is not required. Notice of a special meeting shall include a description of the business to be transacted at the meeting. A director may waive notice of a meeting of the board. A waiver of notice by a director is effective whether given before, at, or after the meeting and whether given in writing, orally or by attendance.

Section 3.4 At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 3.5 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.6 The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.

Section 3.7 A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

Section 3.8 A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director. Directors who shall be absent from three full regular meetings of the Board of Directors in a calendar year

shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Section 3.9 In the event of the death, removal, or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 3.10 Special meetings of the Board of Directors may be called at any time upon request of the President or any two directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.11 The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board.

Section 3.12 Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.13 The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation. Any votes taken shall be tallied and recorded by the Secretary of the

Corporation. Such meetings may be held using electronic, telephonic, digital, or any other type of technological means.

Section 3.14 Whenever under the provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a post-paid, sealed wrapper addressed to such director or committee Member at his or her last known address; or by prepaid telegram or telegraphic letter addressed to such director similarly addressed, and such notice shall be deemed to have been given at the time when thus mailed or deposited in the telegraph office.

Section 3.15 Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV

OFFICERS

Section 4.1 The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, Director of Operations, Communications Director, Manager Director, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2 The duties of the officers of this corporation shall be:

1. President - The President shall be the chief executive officer of the corporation and shall be responsible for the day-to-day operations of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors. The President shall preside at meetings of the Board of Directors. In absence of the President, the Vice President shall preside at meetings of the Board of Directors. Further, the President shall work closely with the Hockey Development Coordinator in reviewing policies & procedures, coordinate pre-season association member orientation meetings, and attend district/MAHA meetings to represent the Company.

2. Secretary – The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and compose and distribute the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors. The Secretary shall further maintain and update all association and player records, maintain bylaws and association handbook, coordinate annual manager’s training with the Manager Director, and assist in organizing and executing the annual Board elections. The Secretary shall also provide oversight of the association Registrar, and in the absence of an association Registrar, shall: attend the annual District registration meeting, maintain and update all association team rosters, provide the board with registration summaries for budgeting and other requests as needed, work with the District Registration Coordinator on player registration and USA Hockey Player registration, and coordinate and track volunteer training requirements.
3. Treasurer - The Treasurer shall be the Chief Financial Officer of the Company and shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors. At minimum, the Treasurer shall provide monthly accounting of all transactions, annual summaries to the Company’s accounting firm to complete and file applicable returns, file and pay applicable sales tax on earnings through the concession stand, and serve as the liaison for the concession stand.
4. Vice President - The Vice President shall undertake such actions as from time to time requested by the President, and shall oversee the Hockey Development Committee and represent the Company in all District Meetings.
5. Director of Operations - The Director of Operations shall oversee the coordination of the annual preseason hockey clinics and spring hockey camps, and perform other duties as prescribed by the board.
6. Communications Director—the Communications Director shall be responsible for all Company communications and publicity, including providing an association newsletter, and shall coordinate the dissemination of Association information, updates and alerts. The Communications Director shall further oversee the Hockey Fest Coordinator, the Sponsor Coordinator, the Webmaster, and the team/player photos, team championship banners, and Company’s record book.
7. Manager Director – the Manager Director shall be responsible for updating and maintaining the association’s manager’s handbook (this handbook outlines job responsibilities for all team managers), conducting manager training sessions at the beginning of the skating season for all team managers, and is the designated individual responsible for communicating important messages from the Board of Directors to the team managers.

Section 4.3 No officer shall be offered a salary.

Section 4.4 The President, Vice President, Treasurer and Secretary shall be Members of the Board of Directors.

Section 4.5 An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 4.6 Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.7 A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE V

ICE HOCKEY PROGRAM RULES

Section 5.1 The Company shall promulgate and maintain written rules, guidelines and procedures to govern all aspects of the corporation's ice hockey program including player qualification, player classification, organization of players into teams, and team participation in the association's ice hockey program. The power to adopt new rules guidelines and procedures is vested with the board of directors. The members, by vote of a majority of all members, shall have the power to adopt, amend or repeal rules, guidelines and procedures that have been adopted, amended or repealed by the board. A copy of the rules, guidelines and procedures shall be furnished to each member.

Section 5.2 The Hockey Development Coordinator shall review written rules, guidelines, procedures, and policies and shall, when requested, make recommendations to the

Board of Directors. The Hockey Development Coordinator shall be appointed by the Board of Directors annually.

ARTICLE VI.

STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 6.1 It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 6.2 A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors and directors, officers or legal representatives have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation as the time it was authorized, approved or ratified; or
- B. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote. For the purpose of this Section:
 - i. A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even

though the first director is also receiving compensation from the corporation; and

- ii. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE VII

FINANCE

Section 7.1 Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 7.2 All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 7.3 All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 7.4 The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 7.5 Title to all property shall be held in the name of the corporation.

ARTICLE VIII

INDEMNIFICATION

To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each 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 and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific

request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE IX

AMENDMENT OF BYLAWS

Bylaw may be altered, amended or repealed by a two-thirds vote of the members and those voting by email ballot at any annual or special meeting of the Members, if a notice setting forth the terms of the proposed Amendments have been given in accordance with the notice requirements for a special meeting.

ARTICLE X

CONFLICT OF INTEREST

In connection with any actual or possible conflict of interest, an 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 Corporation. 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.

No member of the Board of Directors who is also an employee of the corporation shall be permitted to participate or vote in any discussion regarding the compensation of employees or Officers.

Adopted by 2/3rds vote resolution of the Members, February 25, 2023.

/s/ 

NPHA President