

**RESTATED BYLAWS  
OF  
MINNETONKA YOUTH HOCKEY ASSOCIATION**

**ARTICLE 1 - OFFICES**

1.1) Offices. The principal office of the corporation shall be at Pagel Activity Center, 18301 Hwy 7, Highway 7, Minnetonka, Minnesota 55345. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may from time to time designate.

**ARTICLE 2 – MAHA AND USA HOCKEY PREEMINENCE**

2.1) MAHA Preeminence. MYHA , an Affiliate Association of Minnesota Amateur Hockey Association, Inc. and USA Hockey, Inc., shall abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of MAHA and USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the MYHA. Further, the MYHA (i) shall assist MAHA and USA Hockey in the administration and enforcement of the provisions of the By-Laws, Rules and Regulation, Playing Rules and decisions of the Board of Directors of MAHA and USA Hockey, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of MAHA and USA Hockey:

SPORTSMANSHIP – Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

RESPECT FOR THE INDIVIDUAL - Treat all others as you expect to be treated.

INTEGRITY – We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

PURSUIT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATION LEVELS – Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

ENJOYMENT - It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

LOYALTY – We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

TEAMWORK – We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

MYHA is and shall remain a separate entity with complete authority to conduct its affairs and programs, subject only to the express obligations and restrictions contained in this By-law and in its affiliate agreement with MAHA.

The MYHA shall at all times maintain its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

All teams of MYHA shall register with MAHA.

2.2) Indemnity. MYHA shall indemnify and hold harmless, MAHA, the Board of Directors of MAHA and each member thereof, the Executive Committee of MAHA, and each member thereof, councils and committees of MAHA and each member thereof, and all other elected, appointed, employed or volunteer representatives of MAHA from any and all claims, liability, judgments, costs, attorney's fees, charges and expenses whatsoever, arising from the acts and omissions of Affiliate, except to the extent (i) that MAHA or its aforescribed

representatives caused such claims, liability, judgment, costs, attorney's fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of MAHA. Further, the Affiliate understands and acknowledges that MAHA and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this provision.

### **ARTICLE 3 - MEMBERS**

3.1) Members. The corporation shall have one class of members. The members shall consist of the parents, legal guardians, foster parents or step-parents of all skaters registered in the Minnetonka Youth Hockey Association. In addition, residents of the Minnetonka School District who are not parents of registered skaters may become members upon payment of an annual membership fee to be determined by the Board of Directors.

3.2) Removal. Members shall be removed only by a process that is fair and reasonable and requires at least fifteen (15) days' prior written notice of the removal and the reasons therefor and an opportunity for the member to be heard at least five (5) days before the effective date of the removal.

3.3) Voting. The members of the corporation shall have one vote on or in respect of any matter on which members of the corporation have the right to vote under law, the Articles of Incorporation or these Bylaws. Each family that participates in the activities that are provided under the jurisdiction of the MYHA shall be deemed to be a member and shall be entitled to one vote.

3.4) Transferability. The member shall not voluntarily or involuntarily transfer or assign his or her membership or any right arising therefrom.

3.5) Dues. The members shall be assessed reasonable dues and/or fees, in relation to the programs it offers to its members, as determined by the Board.

### **ARTICLE 4 - MEETINGS OF MEMBERS**

4.1) Annual Meetings. An annual meeting of voting members shall be held in each calendar year. At that meeting, the members shall elect directors, the President and Treasurer shall report on the activities and financial condition of the corporation, and the members shall transact any other business properly coming before the meeting. The time and place for the annual meeting shall be established by the Board.

4.2) Special Meetings. Special meetings of the voting members may be called for any purpose at any time by the President or by demand of the voting members as provided by law.

4.3) Place of Meeting. Meetings of the voting members shall be held at the registered office of the corporation, or at such other place as may be designated by the Board of Directors, except as otherwise required by law.

4.4) Notice of Meetings. Except as otherwise required by law, a written notice setting out the place, date and hour of any annual or special meeting shall be given by mail, posted at rink, by e-mail and/or posted on a website to each voting member at the address contained in the corporate records not less than five (5) days nor more than sixty (60) days prior to the meeting as determined by the Board. Notice of a special meeting must contain a statement of the purpose of the meeting.

4.5) Waiver of Notice. The member may waive notice of any meeting before, during or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a member is a waiver of notice of that meeting unless the member (i) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or (ii) objects before a vote on an item of business because the item may not be lawfully considered at such meeting and does not participate in the consideration of the item at such meeting. All waivers shall be filed with the records of the corporation.

4.6) Quorum. Two (2%) percent of the voting members shall constitute a quorum for the transaction of the business at any meeting of members. If the quorum is not present at a meeting, those voting members present may adjourn the meeting until a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned.

4.7) Voting. The affirmative vote of the majority of the members, present in person or by proxy, at a duly-held meeting shall constitute the act of the members, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

4.8) Action by Ballot. Members may take action by written ballot in the manner prescribed by law and if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## **ARTICLE 5 - DIRECTORS**

5.1) General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

5.2) Number, Term, Qualification and Election. At each annual meeting the members shall determine the number of directors, which shall not be less than three; provided, that between annual meetings the authorized number of directors may be increased by the members or Board of Directors or decreased by the members. The directors shall be divided into two classes, Class I and Class II. Each Class of directors shall consist, as nearly as possible, of one-half of the total number of directors constituting the entire Board of Directors. At the 2002 Annual meeting of members, Class I directors shall be elected for a one-year and Class II directors shall be elected for a two-year term. At each succeeding annual meeting of the members, successors to the class of directors whose terms expires at that annual meeting shall be elected to a two-year term. A director shall hold office until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director. If the number of directors is changed, any increase or decrease shall be apportioned among the Classes so as to maintain, as nearly as possible, an equal number of directors in each Class.

5.3) Removal. A director may be removed at any time, with or without cause, by a majority of the voting members of the corporation or by vote of a majority of the entire Board of Directors. Removal shall be effective upon the mailing of a written notice to the director who is removed.

5.4) Resignation. Any director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

5.5) Vacancies. Vacancies in the Board of Directors shall be filled by the remaining members of the Board. A person so elected to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been elected and qualified.

5.6) Quorum; Voting. A majority of the directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors.

5.7) Board Meetings.

(a) Meetings. The Board of Directors shall hold an annual meeting for the purpose of electing officers and transacting any other business coming before it. Any action(s) or policy(s) adopted or requested to be adopted by the Board of Directors or the officers of Affiliate shall be reported to its

membership, or their duly authorized representatives, at least once each year at a meeting called for such purpose, with notice and agenda of such meeting being given to all members no less than fifteen (15) days in advance of the holding of the meeting, which meeting shall be open to all members. The Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place within or without the State of Minnesota that the Board may designate. Absent such designation, Board meetings shall be held at the registered office of the corporation. Any director may call a special Board meeting.

(b) Notice. Notice of Board meetings shall be made by giving at least forty-eight (48) hours prior oral notice or five (5) days prior written notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Oral notice may be given by telephone or in person. Written notice may be given by e-mail or facsimile transmission or may be delivered to the address maintained for each director in the records of the corporation. If a regular meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

(c) Waiver of Notice. A director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the corporation.

5.8) Electronic Conference Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

5.9) Action Without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed 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; provided, that all of the directors must be notified immediately of the content and effective date. Any such written action shall be filed with the minutes of the corporation.

5.10) Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any directors from serving this corporation in any other capacity and receiving compensation therefor.

## **ARTICLE 6 - OFFICERS**

6.1) General. The corporation shall have a President, Vice President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers or agents as it deems necessary. Any of the offices or functions of those offices may be held by the same person. Officers shall receive such compensation for their services and reimbursement for their expenses, as determined from time to time by the Board.

6.2) Election and Term. At the annual meeting of the Board of Directors, the Board shall elect officers, who shall hold office until the next election of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal or disqualification of such officer.

6.3) Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when notice is given to the corporation, unless a later date is specified in the notice.

6.4) Removal. Any officer may be removed, with or without cause, by vote of a majority of the entire Board of Directors. Removal shall be effective upon the mailing of a written notice to the officer who is removed.

6.5) Vacancies. If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President or Treasurer shall, be filled for the unexpired part of the term by the Board of Directors.

6.6) President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of the corporation, and have general active management of the business of the corporation; (b) preside at all meetings of the Board and of the members; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other officer or agent of the corporation; (e) maintain records of and certify proceedings of the Board and members; and (f) perform such other duties as may from time to time be prescribed by the Board.

6.7) Vice President. In the event of absence or disability of the President, the Vice President shall succeed to and perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as may be prescribed by the Board of Directors.

6.8) Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the corporation as ordered by the Board, making proper vouchers therefor; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

6.9) Secretary. The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of members and Board of Directors, and record the proceedings of such meetings in the minute book of the corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to members and directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

6.10) Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

6.11) Delegation. Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

## **ARTICLE 7 - COMMITTEES**

7.1) Executive Committee. The Board of Directors shall, by action of a majority of the entire Board, designate three or more of its members as an Executive Committee which, to the extent determined by the resolution of the Board, shall have and exercise the authority of the Board in the management of the business of the corporation. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting.

7.2) Grievance Committee. The Board of Directors shall, by action of a majority of the entire Board, designate three (3) or more of its members as a Grievance Committee which shall provide for the prompt and equitable resolution of grievances of its members, including fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, official or member of MYHA before declaring any such individual ineligible to participate in any activities under the jurisdiction of MYHA.

7.3) Other Committees. The Board of Directors may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committee.

## **ARTICLE 8 - FISCAL YEAR**

8.1) Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors.

## **ARTICLE 9 - INDEMNIFICATION; STANDARD OF CONDUCT**

9.1) Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

9.2) Conflicts of Interest. The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a director of the corporation or between the corporation and an organization in which a director of the corporation is a director, officer or legal representative or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.

9.3) Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

## **ARTICLE 10- AMENDMENTS**

10.1) Amendments. Except for the authority reserved for the voting members by statute, the Board of Directors shall have the authority to amend, repeal and adopt new Bylaws by the affirmative vote of 2/3% of the directors; provided, that all directors shall be notified at least 15 days before the proposed action takes place.

## **ARTICLE 11 – SEXUAL AND PHYSICAL ABUSE POLICY**

11.1) Sexual and Physical Abuse Policy. The policies in this article are subject to any contrary requirements in Minnesota State law or local law applicable to MAHA Affiliates.

11.2) Sexual Abuse Policy. It is the policy of MYHA that there shall be no sexual abuse of any minor participant involved in any of its sanctioned programs, its Training Camps, Hockey Clinics, Coaches Clinics, Referee Clinics, Invitational and Playoff Tournaments or other MYHA events by an employee, volunteer or independent contractor. Sexual abuse of a minor participant occurs when an employee, volunteer or independent contractor touches a minor participant for the purpose of causing the sexual arousal or gratification of either the minor participant or the employee, volunteer or independent contractor. Sexual abuse of a minor participant also occurs when a minor player touches an employee, volunteer or independent contractor for the sexual arousal or sexual gratification of either the minor participant or employee, volunteer or independent contractor, if the touching occurs at the request or with the consent of the employee, volunteer or independent contractor.

Upon proof of violation of this policy, the violator will be permanently banned or suspended from MYHA sanctioned programs and/or the programs of its Affiliate Associations.

11.3) Physical Abuse Policy. It is the policy of MYHA that there shall be no physical abuse of any participant involved in any of its sanctioned programs, its Training Camps, Hockey Clinics, Coaches Clinics, Referee Clinics, Invitational and Playoff Tournaments or other MYHA events by any employee, volunteer or independent contractor. Physical abuse means physical contact with a participant that intentionally causes the participant to sustain bodily harm or personal injury. Physical abuse also includes physical contact with a participant that intentionally creates a threat of immediate bodily harm or personal injury.

Physical abuse does not include physical contact that is reasonably designed to coach, teach or demonstrate a hockey skill. Permitted physical conduct may include, but is not necessarily limited to, shooting pucks at a goaltender, demonstrating checking and other hockey skills, and communicating with or directing participants, during the course of a game or practice, by touching them in a non-threatening, non-sexual manner.

#### **ARTICLE 12 – EQUAL OPPORTUNITY**

12.1) Equal Opportunity. MYHA shall provide an equal competitive opportunity, taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

The undersigned, \_\_\_\_\_, Secretary of \_\_\_\_\_, hereby certifies that the foregoing Restated Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on \_\_\_\_\_.

Dated \_\_\_\_\_, 2001

\_\_\_\_\_  
\_\_\_\_\_, Secretary

ATTEST:

\_\_\_\_\_  
\_\_\_\_\_, President