

CHASKA CHANHASSEN HOCKEY ASSOCIATION BYLAWS

ARTICLE 1: NAME

The name of this association shall be the Chaska Chanhassen Hockey Association, hereinafter, "The Association" or "CCHA".

ARTICLE 2: PURPOSE

The purpose of the Association is the promotion and encouragement of youth amateur ice hockey in the Eastern Carver County School District 112 boundaries as such boundaries are amended from time to time (the "Territory"). The Association is organized exclusively for charitable and educational purposes including the making of distributions under section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE 3: OBJECTIVES

The objectives of the CCHA are to foster, develop, and promote competitive amateur youth ice hockey within the CCHA Territory; to establish rules and regulations governing its members and member teams in order to create a hockey program that stresses sportsmanship, friendship, goodwill and cooperation within its membership and with all other hockey associations, and to engage in any activity that will be beneficial to its members.

ARTICLE 4: GOVERNING AUTHORITY, AFFILIATIONS AND REPRESENTATIONS

- A. Governing Authority – The CCHA is a member, through affiliate agreements, of District 6, Minnesota Hockey, Inc., and USA Hockey, Inc. The CCHA Board of Directors, District 6, Minnesota Hockey, and USA Hockey are the governing authorities of the CCHA.
- B. USA Hockey is the national governing body for amateur hockey in the United States. The CCHA is represented at USA Hockey by its membership in Minnesota Hockey.
- C. The CCHA is a voting member in District 6 of Minnesota Hockey, Inc.. An Executive Committee member of the CCHA represents the Association at all District 6 meetings. District 6 represents the CCHA's interests at all Minnesota Hockey meetings.
- D. The CCHA shall abide by and act in accord with the articles of incorporation, bylaws, rules and regulations, playing rules and decisions of the Board of Directors of District 6, Minnesota Hockey and USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the CCHA. The CCHA shall assist District 6, Minnesota Hockey and USA Hockey in the administration and enforcement of the provisions of the bylaws, rules and regulations, playing rules and decisions of the Board of Directors of District 6, Minnesota Hockey and USA Hockey, within and upon its members and/or within its jurisdiction.
- E. All CCHA teams shall properly roster and register all players with District 6, Minnesota Hockey and USA Hockey. In accordance with affiliate agreements with District 6, Minnesota Hockey and USA Hockey, players registered with the CCHA may not play for any other Minnesota Hockey affiliated association hockey team during the CCHA regular season, which runs from the posting of team rosters through the conclusion of the Minnesota Hockey State Championships.

- F. The CCHA 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 these Bylaws and in its affiliate agreements with District 6, Minnesota Hockey and USA Hockey.
- G. The CCHA shall at all times conduct itself in order to maintain its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
- H. These Bylaws are intended to and shall be construed to comply and conform with all provisions of Minnesota Statutes Chapter 317A, which governs non-profit corporations in the State of Minnesota.

ARTICLE 5: GENERAL MEMBERSHIP

- A. Any child who resides in the CCHA Territory whose age conforms to the guidelines set forth the by USA Hockey, Minnesota Hockey, and District 6 may register and tryout for teams in his or her age division.
- B. CCHA's membership shall consist of registered players, parents or legal guardians of registered players, non-parent coaches, Eastern Carver County District 112 high school head coaches, and non-parent key volunteers as appointed by the Board of Directors (each, a "Member" and, collectively, the "Members").
- C. The annual membership period shall commence on the date of hockey registration for the current season and run until the close of registration for the following season.

ARTICLE 6: VOTING MEMBERSHIP

- A. Each Board member and each parent or legal guardian of a registered hockey player in good standing shall be entitled to cast one (1) vote for each registered hockey player in the Annual Election of Officers and at any other meeting called for or resulting in a vote of the Members. No person shall be entitled to more than one (1) vote for each registered hockey player at any one such election or meeting.

ARTICLE 7: BOARD OF DIRECTORS

- A. General Powers: The business and affairs of The Association shall be managed by or under the direction of the Board of Directors.
- B. General Composition: The Board of Directors shall consist of thirteen (13) directors whom are to be elected: President, Vice President - Administration, Vice President - Hockey Operations, Secretary, Treasurer, Lower Mite Commissioner, Upper Mite Commissioner, Squirt Commissioner, Peewee Commissioner, Bantam Commissioner, Lower-Level Girls Commissioner, Upper-Level Girls Commissioner, and Junior Gold Commissioner. The number of Board members may be increased or decreased in accordance with Article 11A of these Bylaws. The immediate past President shall be an ex-officio non-voting member of the Board entitled to attend all Board meetings and actively participate in any and all discussions before the Board. Each Board member has one (1) vote on the Board of Directors and one (1) vote in the annual election of officers unless otherwise entitled to vote by virtue of association membership (Article 6), in which case the Board member would have a single vote in addition to the votes to which he or she is entitled to cast pursuant to Article 6.
- C. Elections: Elections for Board of Directors shall occur annually based on the term of each position. Such annual election shall be held at the call of the President not sooner than January 1st, but not later than June 1st of each year. Nominations will be open one (1) month prior to the day set for the election. Any office not filled by election shall be filled by appointment by the Board of Directors.

- D. Term of Office: Positions on the Board of Directors shall last for a two (2) year term. Persons elected as President will serve a two (2) year term and may run for re-election once (not to exceed four (4) years as President.). The President and Vice Presidents will be elected on alternating years. Fifty (50%) percent of remaining positions that last for a two (2) year term will be elected each year.
- E. Duties of Board of Directors: The Board of Directors is the governing body of the CCHA. Directors may appoint such help, as they need to fulfill their duties. Article 8 outlines the roles and responsibilities of each Board member position.
- F. Resignations: Any member of the Board wishing to resign may do so by giving written notice to the Executive Committee of the CCHA.
- G. Vacancies: Any vacancy of the Board shall be filled by appointment by a vote of the simple majority of the Board members in office and voting, and the appointed Board member shall serve for the remainder of the term of the vacated position.
- H. Removal: A Board member may be removed at any time, with or without cause, by a two-thirds (2/3) majority of the voting members of the Board.

ARTICLE 8: DUTY OF OFFICERS AND AUTHORITY OF THE BOARD OF DIRECTORS

- A. **PRESIDENT** - Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of the Association, and have general active management of the business of the Association; (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 Association any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Association, 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 of Incorporation, these Bylaws or the Board of Directors to some other officer or agent of the Association; (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, including the following:
 - Facilitate the monthly Board meeting;
 - Along with the Treasurer, be an official signer for CCHA checks, contracts, and tax documents;
 - Ensure Bylaw compliance;
 - Ensure accountability of Board members;
 - Casts tie-breaking vote when needed;
 - Recruit new Board members;
 - Coordinate public relations with association and general community;
 - Serve as mediator on any disputes;
 - Serve as a member of the Executive Committee.
- B. **VICE PRESIDENT – ADMINISTRATION** - In the event of absence or disability of the President, the Vice President – Administration shall succeed to and perform the duties and exercise the powers of the President. The Vice President - Administration shall perform such other duties as may be prescribed by the Board of Directors, including the following:
 - Coordinate the annual election process;
 - Responsible for all revenue generating programs including fundraising and sponsorship;
 - Coordinate key volunteers;

- Oversight of CCHA tournaments and events;
 - Serve as a member of the Executive Committee.
- C. VICE PRESIDENT – HOCKEY OPERATIONS** - The Vice President – Hockey Operations shall be the primary Executive Committee liaison with the Hockey Development Committee, High School hockey coaches, and serve as the District 6 representative. The Vice President – Hockey Operations shall perform such other duties as may be prescribed by the Board of Directors, including the following:
- Serve as the CCHA representative to District 6;
 - Oversee the tryout process, coach selection and Hockey Development Committee;
 - Serve as a member of the Executive Committee.
- D. TREASURER** - Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the Association; (b) deposit all monies, drafts and checks in the name of and to the credit of the Association 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 Association as ordered by the Board, making proper vouchers therefor; (d) disburse Association funds and issue checks and drafts in the name of the Association, as ordered by the Board; (e) render to the President and the Board of Directors, whenever requested, an account of all transactions conducted as Treasurer and of the financial condition of the Association; and (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time, including the following:
- Coordinates the finance process;
 - Along with the President, act as an official signer for CCHA checks, contracts, and tax documents;
 - Facilitate the budget process;
 - Maintain accurate accounting;
 - Report CCHA's financial condition at monthly Board meetings;
 - Coordinate assessment collection;
 - File tax returns and oversee audit requirements;
 - Coordinate insurance requirements;
 - Oversight of expense related programs including ice scheduling, concession and equipment/purchasing;
 - Serve as a member of the Executive Committee.
- E. 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 Association 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, including the following:
- Record minutes at meetings of the Board of Directors and shall disseminate copies to Board members prior to the meeting;
 - Maintain the CCHA permanent file and annual calendar;
 - Give notice of all meetings to Directors serving on the Board;
 - Prepare and receive correspondence and other written tasks on behalf of the President;
 - Responsible for official CCHA communications including website and email communications;

- Initiate and oversee annual registration process;
 - CCHA brand steward;
 - Serve as a member of the Executive Committee.
- F. LEVEL COMMISSIONERS** (Junior Gold, Bantam, Upper-Level Girls, Pee Wee, Squirt, Lower-Level Girls, Upper Mite, and Lower Mite) – Each level commissioner shall perform such duties as may be prescribed by the Board of Directors, including the following:
- Serve as a communication liaison between parents and Board;
 - Participate in team declarations, coach selection, and tryout process in coordination with Hockey Development Committee and Vice President – Hockey Operations;
 - Coordinate level specific activities;
 - Coordinate resources needed for various association-wide activities;
 - Register teams for tournaments;
 - Recruiting and retention of players;
 - Monitor team performance and support level specific needs during season.
- G. Non-Officer Key Volunteer Positions:** The Board of Directors may appoint key volunteer roles as needed to fulfill the duties of the Association. Any key volunteer appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe. Key Volunteer roles must be approved by a simple majority vote of the Board. All key volunteer roles serve one (1) year terms, unless otherwise approved and designated, and may be removed at any time, with or without cause, by a simple majority vote of the Board of Directors.
- H. 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, but in doing so, must provide a contemporaneous copy of such writing and delegation to the Secretary.
- I. Executive Committee:** The Board of Directors shall, by action of a simple majority of the entire Board, designate at a minimum the positions of President, Vice President - Administration, Vice President - Hockey Operations, Treasurer and Secretary as an Executive Committee which, to the extent determined by the resolution of the Board, shall have and exercise the authority of the Board of Directors in the management of the business of the Association. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors. The Executive Committee shall maintain minutes of each of its meetings.
- J. 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.
- K. Stipend (Paid) Positions:** The Board of Directors shall have the authority to approve the hiring of and payment for non-board persons to perform certain administrative functions for the CCHA. Stipend positions shall be approved and identified in the annual budget.
- L. Operating Policy Handbook:** All other policies, procedures, committees and key volunteer roles not identified in these Bylaws shall be defined and reviewed by the Board of Directors on an annual basis and recorded and published in the CCHA Operating Policy Handbook.

ARTICLE 9: MEETING AND QUORUM

- A. Regular Meetings: There shall be a regular meeting of the Board of Directors on the third Monday of each and every month. Meeting dates, days and times may be changed at the discretion of the President or by a simple majority vote of the Board, provided that notice of any such change be communicated to all Board members with reasonable advance notice under normal circumstances.
- B. Special Meetings: Special meetings may be called by the President or at the discretion of a majority of the Board of Directors.
- C. Quorum: A majority of the Board Members currently holding office shall constitute a quorum for the transaction of business of the Association. 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 meeting is convened, the directors present may continue to transact business until adjournment even though the departure 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.
- D. Action Without Meeting (Off-Cycle Votes): An action required or permitted to be taken at a Board meeting may be taken by written or email action signed or approved by the number of directors that would be required to take the same action at a scheduled meeting of the Board of Directors at which all directors were present. Any such written action shall be filed with the minutes of the Association at the next scheduled Board meeting.

ARTICLE 10: FISCAL YEAR

The fiscal year end of the CCHA shall be April 30 of each year.

ARTICLE 11: PARLIAMENTARY AUTHORITY

- A. 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 two-thirds (2/3) of the directors; provided, that all directors shall be notified at least ten (10) days before the proposed action takes place.
- B. Parliamentary Authority: Roberts VII Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure adopted by the CCHA.

ARTICLE 12: INDEMNIFICATION, CONFLICTS OF INTEREST AND STANDARD OF CONDUCT

- A. Indemnification: The CCHA shall fully 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.
- B. Conflicts of Interest: The Association shall not enter into any contract or transaction with:
 - 1. One or more of its Directors;
 - 2. A director of a related organization (within the meaning of Minnesota Statutes, Section 317A.011, subd. 18); or

3. An organization in or of which a CCHA director is a director, officer or legal representative or has a material financial interest, unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a simple majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met. Failure to comply with the provisions of this section shall not invalidate any contract or transaction to which this Association is a party.

- C. 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 Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE 14: DISSOLUTION

Upon the dissolution of the CCHA or the winding up of its affairs, the assets of the Association shall be distributed exclusively, if possible, to an organization having as its purpose the furthering of youth ice hockey in the future.