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ARTICLES OF INCORPORATION

OF

MINNESOTA HOCKEY OFFICIALS ASSOCIATION, INC.

X-650

We, the undersigned, for the purposes of forming a Corporation under and pursuant to the provisions of Chapter 317, known as Minnesota Nonprofit Corporation Act, do hereby associate ourselves as a body corporate and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be Minnesota Hockey Officials Association, Inc. MS

ARTICLE II

The purposes of the Corporation are to register and train hockey officials in the State of Minnesota for the purpose of improving the quality of amateur hockey in the State, to insure uniformity of rules interpretation, to create a better understanding between officials, coaches, players and hockey associations. To develop more competent and efficient officials, to maintain the highest standards of officiating and to provide a forum for discussion and a medium for dissemination of information on hockey rules and their interpretation. To cooperate with any organization authorized to sponsor tournaments in order to coordinate the methods and manners by which officials of the corporation will be selected and assigned to tournament games. To do any and all acts necessary or desirable in the furtherance of the foregoing purposes; to buy, sell, lease and otherwise deal in all kinds of property, real, personal and mixed, for the furtherance of the purposes of this Corporation and further the purpose of this Corporation shall be

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to engage in any lawful act or activity for which the Corporation may be organized under the Nonprofit Corporation Act of the State of Minnesota.

ARTICLE III

This Corporation shall have no capital stock and further shall have no corporate seal. ✓

ARTICLE IV

No part of the property or income of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions and furtherance of the set forth in Article II above.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Said Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Revenue Code).

In the event of dissolution of the Corporation, any remaining assets after paying or making provisions for the payment of all the liabilities of the Corporation shall be distributed to organizations organized and operated exclusively for educational and charitable purposes as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954.

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ARTICLE V

Neither the members, directors, or officers of the Corporation shall be personally liable for any obligations of the Corporation of any nature whatsoever, not shall any of the property of any member or officer of the Corporation be subject to payment of the obligations of the Corporation to any extent whatsoever.

ARTICLE VI

The location and post office address of the Corporation shall be 16660 Mankato Street NE, Anoka, Minnesota 55303. ✓

ARTICLE VII

The period of duration of this Corporation existence shall be perpetual. ✓

ARTICLE VIII

The qualifications and conditions of membership, the limitations, and if any upon the number of members and conditions of termination of membership shall be provided for in the By-Laws of this Corporation as well as the amount of the annual dues to be paid by its members.

ARTICLE IX

The name and addresses of each incorporator of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
Philip Pascuzzi	16660 Mankato St. NE, Anoka, MN 55303
John Bymark	1002 NE 4th Ave. Grand Rapids, MN 55744

ARTICLE X

The names and addresses of the individuals who shall serve as the initial Directors, for a one year term, or until the annual meeting of the corporation, are as follows:

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NAME


ADDRESSES

Philip Pascuzzi	16660 Markato St. NE, Anoka, MN 55303
John Bymark	1002 NE 4th Ave., Grand Rapids, MN 55744
Paul Moen	344 13th Ave. S., S. St. Paul, MN 55075
Bill Leslie	3802 St. Regis Dr. White Bear Lake, MN 55110
Gordie Lee	501 3rd Ave. SE, Minneapolis, MN 55414

ARTICLE XI

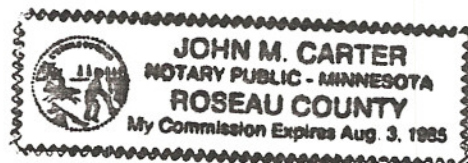
These Articles of Incorporation may be amended by the Board of Directors upon receiving a two-thirds (2/3) vote of the directors intitled to vote on the proposed amendment, as provided by the By-laws.

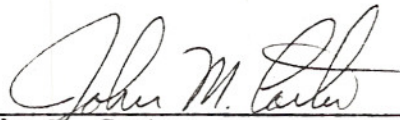
IN TESTIMONY WHEREOF, we have hereunto subscribed our names this
21st. day of June, 1984.


Philip Pascuzzi


John Bymark

Subscribed and sworn to before me this 21st. day of June,
1984.




John M. Carter
Notary Public Roseau County, MN
My Commission expires: 8-3-85

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MINNESOTA HOCKEY OFFICIALS ASSOCIATION, INC.

BY-LAWS

ARTICLE I OFFICES

The office of the Corporation shall be located in the City and State designated in the Articles of Incorporation. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II MEMBERSHIP

Section 1 - Membership Qualifications

The membership shall be classified by category, establish by A.H.A.U.S. (Amateur Hockey Association United States) and standards as established by these By-Laws. Additional classifications, such as, but not limited to, "Tournament Qualified", may be established. Qualifications for for these categories will be established by the Board of Directors.

Section 2 - Voting Rights

Each member is entitled to one vote on any issue requiring the consent of the general membership providing that said member is registered on or before October 31st and has the completed A.H.A.U.S. test returned on or before November 15th of the season in which said member has sought membership. Membership in the corporation shall be renewed each year. The President shall have voting rights at all meetings, including committees, with the exception of meetings of the general membership where he will cast a vote only to make or break a tie.

Section 3 - Registration Fees

Registration fees for all classifications of officials shall be the A.H.A.U.S. fee plus \$5.00 per year for this corporation, plus any additional amount deemed necessary by this corporations Board of Directors.

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ARTICLE III JURISDICTION

Section 1 - Jurisdiction

The Minnesota Amateur Hockey Association (M.A.H.A.) shall have the final jurisdiction over all amateur officials in Minnesota, through its rules and applying the membership standards as established by this corporation and registration rules as established by A.H.A.U.S.

ARTICLE IV MEETINGS

Section 1 - Annual Meeting

The annual meeting shall be held in the spring of each year, at the same time and in conjunction with the annual meeting of the Minnesota Amateur Hockey Association, for the purpose of electing officers and for the transaction of any other business which may come before the meeting.

Section 2 - Special Meeting

Special meetings of the members may be called by the President, by a majority vote of the Board of Directors or by not less than one-fifth of all of the members of the corporation.

Section 3 - Place of Meeting

The President may designate any place within the State of Minnesota as the site of any annual or special meeting.

Section 4 - Notice of Meetings

Written notice or phone call, stating the place, day and hour of the meeting shall be delivered not less than ten (10) nor more than Thirty (30) days prior to the date of the meeting. In the event that a special meeting of the Board of Directors is required, the notice requirement shall be "not less than 24 hours".

Section 5 - Quorum

A majority of the members of the Board of Directors shall constitute a quorum at any meeting.

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Section 6 - Proxies

There shall be no representation by proxy of members of this corporation or its Board of Directors.

ARTICLE V BOARD OF DIRECTORS---'SUPERVISOR OF OFFICIALS'

Section 1 - General Powers

The Board of Directors shall have the power to run the business affairs of the corporation and shall also be the Supervisor of Officials.

Section 2 - Number of Members

The number of Directors of the corporation shall be not less than 15; one elected from each Minnesota Amateur Hockey Association District (14), plus the A.H.A.U.S. District Referee-in-chief. Each Director, with the exception of the A.H.A.U.S. District Referee-in-Chief, shall be elected by members of each District and/or appointed by the M.A.H.A District Director and shall be a representative of that District. Each elected Director shall hold office for one year. In the event of vacancy by resignation or other reason, the President shall appoint a Director to fill such unexpired term. In the event the President fails to make said appointment within 30 days from the date of vacancy, that District shall hold an election within 30 days to elect a new Director and/or one will be appointed by the M.A.H.A District Director.

Section 3 - Meetings

Meetings of the Board of Directors may be called at any time pursuant to Article IV, Section 4.

Section 4 - Ex-Officio Members

The A.H.A.U.S. Referee-in-Chief and the A.H.A.U.S. Officiating Program Director shall not be an elected member of the Board of Directors under the provisions of Section 2 of this Article; but shall be ex-officio members of the Board of Directors, without voting rights.

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Section 5 - Duties-Board of Directors

The duties of the Board of Directors shall be:

A. Elect a President, Two Vice-Presidents', Treasurer, and Secretary at each annual meeting.

B. To hear and rule on any matters or disputes for which another procedure is not provided for in the By-Laws.

ARTICLE VI OFFICERS

Section 1 - Number

The officers of corporation shall be the President, who shall also be known as the Minnesota Referee-in-Chief, Two Vice-Presidents', Treasurer, Secretary and shall be elected by the Board of Directors annually, immediately after the annual meeting.

Section 2 - Removal

Any officer elected by the Board of Directors may be removed by a vote of 8 or more of the voting members of the Board when the Board judges that the removal is in the best interest of the corporation.

Section 3 - Vacancies

Any vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 4 - President (Minnesota Referee-in-Chief)

The President shall be the chief executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The President shall be responsible for all activities of officials with respect to training, rules, procedures and conduct. The President shall be responsible for coordinating these activities with A.H.A.U.S. through the District Supervisor of Officials. The President shall preside at all meetings, serve as an ex-officio member on all committees, call special meetings

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of the Association or Board of Directors that the President considers necessary and appoint committees as required by these By-Laws or as the President deems necessary.

Section 6 - Two Vice-Presidents

There shall be two (2) Vice-Presidents; one from the North Districts and one from the South Districts. In the event the Vice-President has to take the place of the President for any reason, the North Vice-President shall do so on odd years and the South Vice-President shall do so on even years. In the absence of the President or the event of his 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 the President.

Section 7 - Treasurer

The Treasurer shall have charge and custody of and be responsible for all the funds of the corporation. The Treasurer shall provide an annual report at the annual spring meeting and any other report deemed necessary by the President.

Section 8 - Secretary

The Secretary shall keep the minutes of all meetings, see that all notices are given in accordance with these By-Laws, and in general perform all duties incident to the office of Secretary. The Secretary shall: be responsible for the registration of members; keep records for the registration and membership; "certify" eligible voting members; implement procedures to coordinate registration activities with A.H.A.U.S. through the A.H.A.U.S. District Referee-in-Chief. The Secretary shall be the Chairman of the Registration Committee and an ex-officio member of the Ethics Committee.

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ARTICLE VII STANDING COMMITTEES

Section 1 - General

The size of any committee in the succeeding Section will be the number shown, plus the President and any other ex-officio member.

Section 2 - Ethics Committee

The Ethics Committee will consist of three members of the corporation. The Chairman shall be a member of the Board of Directors. The committee is responsible for the hearing and ruling on complaints regarding officials and taking appropriate action against any member for violation of the By-Laws or for conduct detrimental to Amateur Hockey while officiating or while engaged in any other activity.

Section 3 - Registration Committee

The Registration Committee shall be composed of the Secretary and any member of the Board of Directors as appointed by the President. The Committee shall be responsible for annual registration of officials in Minnesota. The compilation of said registrations shall be passed on to the A.H.A.U.S. District Referee-in-Chief for certification.

Section 4 - Rules Committee

The Rules Committee will consist of three members of the corporation appointed annually by the President. It shall be responsible for all rules interpretations and to consider and introduce proposed changes or amendments to the By-Laws of the corporation at the annual meeting or at any special meeting.

Section 5 - Nomination Committee

The Nomination Committee will consist of three members of the corporation, as appointed by the President, to be responsible for presenting a Slate of Candidates for the officers of this organization. Nominations shall be accepted from the floor during the annual meeting. The immediate past President shall be Chairman of this committee.

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ARTICLE VIII AMENDMENTS

Section 1 - Procedure

These By-Laws may be amended or changed at the annual meeting or at any meeting of the general membership. Each proposed amendment must be submitted to the President who shall present it to the Rules Committee. The Rules Committee shall decide whether or not to recommend its adoption at the next annual or special meeting. No amendment shall be eligible for presentation at a meeting unless it shall have been distributed in writing to the membership of the corporation at least ten days prior to said meeting.

Section 2 - Adoption

The proposed amendment shall then be presented at the next annual or special meeting wither with or without the Rules Committee's recommendation. A vote of the majority of the eligible voters voting at the meeting shall be required to adopt the amendment.

ARTICLE IX PARLIAMENTARIAN

The Secretary shall act as Parliamentarian at all meetings and the corporation shall follow Robert's Rules of Order.

Adopted: _____

Secretary

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