

AMENDED AND RESTATED BYLAWS
OF
ST. CLOUD YOUTH HOCKEY ASSOCIATION, INC.

Effective: January 8th, 2013

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THIS AMENDED AND RESTATED BYLAWS, amends, restates, and supersedes the Bylaws dated October 28, 2009.

AMENDED AND RESTATED BYLAWS
OF
ST. CLOUD YOUTH HOCKEY ASSOCIATION, INC.

ARTICLE I

Offices

Section 1. Registered Office. The registered office of St. Cloud Youth Hockey Association, Inc. (the “**Corporation or SCYHA**”) in the State of Minnesota will be as stated in the Articles of Incorporation of the Corporation (the “**Articles**”), or such other place within the State as the Board of Directors may designate from time to time.

Section 2. Principal Office. The principal office of the Corporation will be at 5001 Veterans Drive North, St. Cloud, Minnesota 56303, or at such other place as the Board of Directors shall designate from time to time. The business of the Corporation will be transacted from the principal office, and the records of the Corporation will be kept there.

Section 3. Other Offices. The Corporation may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

ARTICLE II

Members and Voting Rights

Section 1. Members.

The following will be considered the members of the Corporation; all members must be current with all financial obligations to SCYHA (“**In Good Standing**”):

1. All Executive Board members and Board of Directors.
2. All independent contractors of the Corporation.
3. All SCYHA current year coaches.
4. St. Cloud High School Hockey Coaches, including St. Cloud Apollo, St. Cloud Technical and Cathedral, boys and girls programs.
5. A family who lives in the area as defined in our current Affiliate Agreement with MN Hockey and has a child (ren) currently registered in the SCYHA program.

Section 2. Voting Rights. All members In Good Standing will be eligible to vote only at the annual Election Meeting held in April of each year. Each family, as set forth in Article II Section 1, shall be entitled to one vote.

Each member of the Executive Board and Board of Directors will be entitled to one vote for each issue raised at a meeting where a vote of the Executive Board and Board of Directors is called for.

ARTICLE III

Executive Board and Board of Directors

Section 1. General Powers. The business and affairs of the Corporation will be managed by or under the direction of a Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Corporation and perform all acts which are not prohibited to it by law, by the Articles or by these Bylaws, all as may be amended.

Section 2. Executive Board. The Executive Board of SCYHA will be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President (the "**Executive Board**"). The Executive Board will be elected by the Members at the annual election meeting held in April of each year.

Section 3. Number. The Board of Directors of the Corporation will be composed of the following: A minimum of sixteen (16) Board of Directors must be in place at all times.

1. Executive Board
2. Coach-in-Charge
3. Coach-in-Charge (Ace Coordinator)
4. Director of Travel Teams
5. Director of Try Outs
6. Registrar
7. Gambling Manager
8. District Representative
9. Lead Coordinator of 8 and Under
10. Lead Coordinator of Travel Teams
11. Coordinator of Girls (2)
12. Coordinator of Junior Mites
13. Coordinator of Mites
14. Coordinator of Squirts (2)
15. Coordinator of Peewees (2)
16. Coordinator of Bantams (2)
17. Equipment Coordinator (2)
18. Goalie Coordinator (2).

*(Any member of the Executive Board and Board of Directors holding more than one position is limited to one vote. All members of the Executive Board and Board of Directors must be In Good Standing in order to vote at regular meetings or the annual election meeting held in April of each year.)

Section 4. Qualifications. Directors may only be natural persons and a majority of Directors must be adults. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Directors will be selected to bring a variety of interests and expertise to the Corporation.

Section 5. Past President. The position of the Past President will serve as an advisor to the Board of Directors, this position is a non-voting position.

Section 6. Term of Office and Election. The Directors will be approved at the annual April meeting of the Board of Directors and shall each hold office for a two (2) year term beginning at such annual meeting unless a prior vacancy shall occur by reason of death, resignation or removal from office. Each Director of the Corporation shall serve until the expiration of his or her term of office, and thereafter until his or her successor has been elected or until his or her earlier death, resignation, removal or disqualification.

Section 7. Vacancy. If the office of any elected Director becomes vacant for any reason, the Board of Directors may choose a successor by the election of a Director by the remaining Directors of the Corporation, or the Board of Directors may leave such position vacant so long as the number of Directors does not fall below the minimum number of Directors set forth in Section 3 of this Article III.

Section 8. Removal of Directors. A Director of the Corporation may be removed, at any time, with or without cause, upon the affirmative vote of a majority of all Directors of the Corporation then in office, excluding the Director proposed for removal.

Section 9. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation will be effective upon delivery, unless a later date is specified in the notice.

Section 10. Compensation. Directors shall not receive compensation from the Corporation for services as a Director. Notwithstanding the foregoing, Directors will be entitled to reasonable compensation for services rendered to the Corporation in any other capacity. No part of the compensation of an employee of the Corporation who also is a Director of the Corporation will be compensation for services as a Director. The Corporation will be entitled to purchase officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

Section 11. Confidentiality. From time to time, confidentiality at meetings of the Board of Directors of the Corporation may be vital to promoting free and candid discussions, deliberations, records and other information generated in connection with the activities of the Board. The President or the Corporation's legal counsel may designate certain agenda items or topics as confidential. Members of the Board of Directors shall make no disclosure with regard to these confidential items or topics except as authorized by the President, or by the Corporation's legal counsel. For all other agenda items or topics, Directors shall exercise prudent judgment with regard to whether the information should be disclosed to others.

ARTICLE IV

Meetings of the Board of Directors

Section 1. Place and Time of Meetings. The Board of Directors may hold its annual, regular and special meetings at such places, as determined by the Corporation or his or her designee unless the Board of Directors determines otherwise. The Board of Directors may determine that one or more meetings of the Board of Directors will be held solely by means of remote communication pursuant to Section 9 below. Such authorization may be general or confined to specific instances.

Section 2. Annual Election Meetings. The Board of Directors will hold an annual election meeting to be held in April of each year. At the annual April election meeting, the community and the Board of Directors will elect members of the Board of Directors in such numbers as required or permitted by the Articles and these Bylaws shall elect officers and shall conduct such other business as may properly come before it.

Section 3. Regular Meetings. In addition to the annual April election meeting, the Board of Directors will hold regular monthly meetings. At each regular monthly meeting, the Board of Directors shall conduct such business as may properly come before the meeting. The exact date, time and place of the meetings will be determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by: (a) the President, (b) upon written request of any two (2) or more Directors of the Corporation. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting will be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof.

Section 5. Notice of Meeting. Notice of the monthly Board of Directors Meeting shall be posted on the Corporation's website not less than ten (10) days prior to the meeting. Regular business matters shall be discussed. Failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item.

A five (5) days notice of a special meeting of the Board of Directors Meeting will be provided through all media information resources of the Corporation, and the notice will be posted on the Corporation's website. No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles of the Corporation will be proposed must contain the substance of the proposed amendment.

In addition, a five (5) day notice of a special meeting of the Board of Directors, excluding the day of the meeting, will be given to all Directors. Notice will be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort will be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

Notwithstanding the foregoing, no written notice of any meeting of the Board of Directors is required if the date, time and place of the meeting was announced at a previous meeting of the Board. Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she 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 in the meeting. The waiver will be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 6. Quorum and Voting. Participation in a meeting by remote communication pursuant to Section 9 below constitutes presence at a meeting. At any meeting of the Board of Directors, except as otherwise provided in the Articles or these Bylaws, each Director present at the meeting will be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, will be sufficient to transact any business.

Proxy voting will not be permitted at the annual election meeting held in April of each year.

Section 7. Rules of Procedure. The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or Minnesota law. In the absence of Board action the President establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or Minnesota law.

Section 8. 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 of Directors at which all Directors were present. If any written action is taken by less than all of the Directors entitled to vote, all Directors entitled to vote will be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Corporation can reasonably conclude that the communication was actually sent by the purported sender.

Section 9. Remote Communications for Board Meetings. One or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or, if authorized by the Board of Directors, by another means of remote communication, in each case through which that Director, other Directors so participating, and all Directors present at the meeting may participate with each other during the meeting. Alternatively, if authorized by the Board of Directors, any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting. For these purposes, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE V

Officers

Section 1. Number. The Corporation shall have the following officers: (a) a President; (b) a First and Second Vice President; (c) a Secretary; and (d) a Treasurer. Officers must be natural persons that the Board of Directors elects or appoints. Subject to these Bylaws, the Board of Directors may also elect or appoint one or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

Section 2. Election and Term of Office. All officers of the Corporation will be approved and elected to a two (2) year term by the Board of Directors and the general membership of SCYHA at the annual meeting in April of each year. The election of officers will be offset so as the positions of President and Second Vice President are so elected in the odd numbered year, and the positions of the First Vice President, the Secretary and the Treasurer are elected in the even numbered year. Officers of the Corporation shall hold office at the discretion of the Board of Directors and will be Directors of the Corporation. An officer shall hold office until his or her successor shall have been elected or until his or her prior death, resignation or removal from office as hereinafter provided. An individual may hold more than one office of the Corporation at the same time.

Section 3. Removal and Vacancies. Any officer appointed by the Board of Directors shall hold office at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Directors present. Any vacancy in an office of the Corporation will be filled by action of the Board of Directors. The removal of any individual as an officer of the Corporation shall not automatically affect such individual's employee status with the Corporation.

Section 4. Secretary. The Secretary will be responsible for ensuring that all actions and the minutes of all proceedings of the Board of Directors are recorded in a book to be kept for that purpose, and will be responsible for all documents and records of the Corporation, except those connected with the office of the Treasurer. He or she shall give or cause to be given any required notice of meetings of the Board of Directors, and shall mail to all Directors within thirty (30) days after each meeting copies of all said actions and minutes of said proceedings, and will perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5. Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer will be chief financial officer of the Corporation; shall ensure accurate financial records for the Corporation are kept; shall ensure that all moneys, drafts, and checks in the name of and to the credit of the Corporation are deposited in such banks and depositories as the Board of Directors shall designate from time to time; shall ensure that all notes, checks, and drafts received by the Corporation or as ordered by the Board of Directors, are endorsed for deposit; shall oversee the disbursement of corporate funds and checks and drafts in the name of the Corporation as ordered by the Board of Directors; shall render to the Chair of the Board and the Board of Directors, whenever requested, an account of all such officer's transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time. The Board of Directors may delegate the responsibilities of the Treasurer to one or more employees of the Corporation, provided, however, that such individual(s) will be subject to the oversight and control of the Treasurer. The Treasurer will at all times retain the ultimate responsibility for the financial affairs of the Corporation.

Section 6. President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President will have general active management of the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall 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 of Directors to some other officer or agent of the Corporation, may maintain records of and certify proceedings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The President will have the general powers and duties generally vested in the office of a president of a nonprofit corporation and will have such other powers and perform such other duties as the Board of Directors may prescribe from time to time.

ARTICLE VI

Committees

Section 1. Committees. The Board of Directors may establish one or more committees as may be specified in resolutions approved by the affirmative vote of a majority of the Directors in office. Such committees will have the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in resolutions approved by a majority of the Directors currently holding office. Such committees, however, will at all times be subject to the direction and control of the Board of Directors. Committee members must be natural persons.

Section 2. Ex Officio Member. The President, or representative appointed by the President, will be an *ex officio* member, without voting rights, of each committee of the Corporation.

Section 3. Committee Procedures. The provisions of these Bylaws will apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee will keep regular minutes of its proceedings and report the same to the Board of Directors.

Section 4. Executive Committee. The President, all Vice Presidents, the Secretary and the Treasurer, and such other persons, if any, elected by the Board of Directors by resolution will constitute the Executive Committee of the Board of Directors of the Corporation. A majority of members of the Executive Committee will be Directors. The Executive Committee shall act only during intervals between meetings of the Board of Directors and will at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to such control and direction, the Executive Committee will have and may exercise all of the authority and

powers of the Board of Directors in the management of the affairs of the Corporation, subject to such limitations as the Board of Directors may impose. The Executive Committee will keep regular meeting minutes of its proceedings and report the same to the Board of Directors. The Executive Committee has the authority to approve all scholarships for SCYHA, and enter into contracts on behalf of SCYHA as per Article VII, Section 2 of these Bylaws.

Section 5. Finance Committee. There will be a Finance Committee which shall consist of the Treasurer and one or more members of the Board of Directors, to study and make recommendations to the Board of Directors with respect to the budget and financial activities of the Corporation. This Committee will be responsible for the investment and reinvestment of the Corporation's institutional funds however held, including endowment funds, restricted funds, pension funds, bond account funds and all other funds belonging to the Corporation and funds in which the Corporation has an interest and the right of investment direction. The Finance Committee will have the authority to delegate to officers or employees or agents of the Corporation or to independent investment advisors, investment counsel or managers, banks or trust companies the investment and reinvestment of institutional funds within the policies and guidelines established by the Finance Committee. The Finance Committee will be authorized to invest and reinvest the institutional funds of other entities, whether or not related to or affiliated with the Corporation to the extent that the Board of Directors (or other appropriate authority) of such entities will by resolution appoint and authorize the committee to so act and that the committee will by resolution accept such appointment and authorization. The Finance Committee will be responsible for the annual audit of the Corporation and for such other audits as the Board of Directors or the Finance Committee deems appropriate. The Finance Committee will be responsible for performing such other duties as may be set forth in these Bylaws or as the Board of Directors may determine.

ARTICLE VII

Fiscal Matters

Section 1. Accounting Year. The accounting year of the Corporation will be the fiscal year beginning May 1 and ending April 30.

Section 2. Contracts. The Board of Directors may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of the President or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board of Directors authorization. Contracts in excess of **\$12,000** will be approved by resolution of the Board of Directors.

Section 3. Loans. No loans will be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business will be issued in its name unless authorized by the Board of Directors of the Corporation. Such authorization and approval may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. The issuance of all checks, drafts or other orders for the payment of money other than the ordinary course of business issued in the name of the Corporation over **\$2,500** will be approved by resolution of the Board of Directors and be signed by two officers of the Corporation.

Section 5. Deposits. All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or the President or Treasurer upon delegation by the Board of Directors may select.

Section 6. Maintenance of Records; Audit. The Corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of meetings of the Board of Directors, and committees having any of the authority of the Board of Directors for the last six (6) years. All such other records will be open to inspection upon the demand of any member of the Board of Directors of the Corporation. The Board of Directors shall cause the books and records of account of the Corporation to be audited by certified public accountants, to be selected by the Board of Directors, at such times as it may deem necessary or appropriate.

Section 7. Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE VIII

Indemnification

The Corporation shall indemnify its officers, Directors, committee members, and employees against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Corporation. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or

her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Corporation.

ARTICLE IX

Director Conflict of Interest

Section 1. Policy. It will be the policy of the Corporation that all officers, Directors, and committee members thereof shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Corporation in any and all actions taken by them on behalf of the Corporation in their representative capacities. Officers, Directors, and committee members shall comply with all governmental statutes, ordinances and regulations, including, but not limited to compliance with Minnesota law governing conflicts of interest, Minnesota Statutes Chapter 317A.251, or any successor statute thereto.

Section 2. Definitions. The following are considered a “direct or indirect interest or a relationship” which would trigger this Conflict of Interest Policy. As a result, the requirements of Section 3 below must be met if the Corporation is contemplating a transaction with any of the following:

- a. an officer, Director, or person in a position to exercise substantial influence over the affairs of the Corporation, or a member of the family of such person (a member of the family is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister);
- b. an organization in which an officer, Director or person in a position to exercise substantial influence over the affairs of the Corporation, or a member of the family of such person, is a Director, officer, or legal representative; or
- c. an organization in which an officer, Director, or person in a position to exercise substantial influence over the affairs of the Corporation, or a member of the family of such person, has a material financial interest.

Section 3. Procedures. The Corporation may enter into a transaction involving a Conflict of Interest *if any of the following are true*:

- a. **Fairness and Reasonableness:** The contract or transaction was fair and reasonable to the Corporation. Whether a contract or transaction is fair and reasonable to the Corporation will be determined by looking to the time the contract or transaction was authorized, approved or ratified. The party asserting the validity of the contract or transaction has the burden of establishing the contract or transaction’s fairness and reasonableness to the Corporation.

b. Disclosure of Material Facts to Board: The material facts about both the contract or transaction and a Director's interest in the contract or transaction are either fully disclosed or known to the board or a committee of Corporation. In such cases, the contract or transaction must be authorized, ratified, or approved in good faith by a majority of the board or committee. The vote of any interested Director does not count for purpose of determining what constitutes a majority vote, and the presence of any interested Director at a meeting at which such a vote is taken does not count in determining the presence of a quorum.

If this Section 3 is satisfied, a Director of the Corporation may be a party to the contract or transaction and may be present at the meeting at which the contract or transaction was authorized, approved, or ratified, but may not vote on approving such transaction.

Section 4. Compensation. A voting member of the Board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. When establishing the compensation of any officer, Director or other individual in a position to exercise substantial influence over the affairs of Corporation, the Board shall approve such compensation in advance of its payment, obtain and rely on appropriate data as to comparability (such as compensation surveys) prior to making its decision, document in writing the date and terms of the approved compensation arrangement, record in writing the decision made by each individual Director who voted on the compensation arrangement, and document the basis for such decision.

Section 5. Publication of Policy. A copy of this statement will be furnished to each officer, Director, or committee member who is presently serving the Corporation or who may hereafter become associated with the Corporation. This policy will be called to the attention of the Board of Directors of the Corporation, at least annually at a regular meeting thereof, and such action will be recorded in the minutes of such meeting.

ARTICLE X

Amendments

The Corporation's Articles of Incorporation and these Bylaws may be altered, amended or restated by the Board of Directors to omit or include any provision which could be lawfully omitted or included at the time of such amendment. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or these Bylaws, may be voted upon at a meeting of the Board of Directors or by action in writing where due notice of the proposed amendment has been given and will be adopted upon the affirmative vote of all Directors entitled to vote on the proposed amendment or revision.

CERTIFICATION

The undersigned, as Secretary of St. Cloud Youth Hockey Association, a Minnesota nonprofit corporation, hereby certifies that the foregoing Amended and Restated Bylaws of the Corporation were adopted by resolution of the Board of Directors at a meeting held on the 12th day of December, 2012.

Amy M. O'Neal
Secretary 1-8-13