

BYLAWS OF THE ORONO HOCKEY BOOSTERS, INC.

ARTICLE I - Name

The name of this corporation shall be The Orono Hockey Boosters, Inc.

ARTICLE II - Purpose

The purpose of the corporation shall be to promote, sponsor, and organize a program dedicated to recreation, sportsmanship, and excellence in ice hockey, but also, so long as the Corporation is licensed to and carrying on charitable gambling in the form of pull tabs or otherwise, in other athletics for youth in the Orono School District. Each participant shall be given the opportunity to compete at the level best suited to aid in development of individual physical and mental qualities. No member, director or officer of this corporation shall have any right, title, or interest in or to any property of any kind owned by this corporation, nor any income or other funds received or held by this corporation. Upon the liquidation or dissolution of this corporation or upon the abandonment of its purposes, none of the property of the corporation shall inure to the benefit of any member, director or officer, but all such property shall be distributed according to State law.

ARTICLE III - Office

The registered office of the corporation shall be located within the Orono School District #278 in the County of Hennepin, State of Minnesota, and the corporation may have such other offices at such places as the Board of Directors may from time to time determine.

ARTICLE IV - Membership

Membership shall be open to all persons residing and/or having children attending school in the Orono School District interested in the furtherance of ice hockey, and desirous of membership in the Organization. There shall be one (1) class of membership and all members shall enjoy the same rights and privileges. The parents of all registered skaters in the program and all participants over age eighteen (18) shall be members. Parents shall be defined as natural parents, stepfather or stepmother and shall also include a skater's legal guardian where the skater resides with that guardian. In addition, the Board may, by resolution, provide for membership of other interested persons. Any non-member appointed to a coaching position shall automatically be granted membership. Membership may be terminated or suspended in accordance with Minn. Stat. Section 317A.411.

ARTICLE V - Fiscal Year

The fiscal year of the corporation shall end on the 31st day of May of each year.

ARTICLE VI - Meetings of Members

Section 1. The Annual Meeting of the Members shall be held after the official termination of the hockey season and prior to April 30th. At such meeting the election of Directors shall be conducted as provided in Article VII.

Section 2. Written notice of the Annual Meeting of the Members shall be mailed in electronic form or otherwise at least seven (7) days prior to the meeting to each member entitled to vote thereat to the last known electronic or physical address of such member as the same appears on the books of the corporation. Notice shall state the exact date, time and place of said meeting as determined by the Board of Directors. The notice shall also state the number of Board vacancies for each area. The Board may also give such other notice as it deems appropriate.

Section 3. Special Meetings of the Members, for any purpose or purposes, may be called by the President, or may be called by the Board of Directors, or shall be called by the Board at the request in writing of five (5) members. Such call of a Special Meeting shall state the purpose or purposes of the proposed meeting. Written notice thereof shall be given to the members in the same manner as for an Annual Meeting of the Members, specifically stating the purpose or purposes for which the Special Meeting is called. Business transacted at all Special Meetings shall be confined to the purposes stated in the notice.

Section 4. So long as the Corporation is licensed to and carrying on charitable gambling in the form of pull tabs or otherwise, there shall be a monthly Regular meeting of the members. Said meeting shall be held on the second Wednesday of each month at 7:00 p.m. or at such other date and time as the President or the Board of Directors shall designate within that month. The purpose of said Regular meeting shall be to approve the gambling manager's report, the expenditure of any gambling proceeds for gambling operation expenses and taxes, and such other actions as may be required by Minnesota law and the Gambling Control Board of the State of Minnesota.

Section 5. A quorum for the Annual Meeting of the members and any Special Meeting of the members shall be twenty (20) members. A quorum for the monthly Regular meetings of the members shall be the number of directors present, plus two other members. Each member shall be entitled to one (1) vote and there shall be no cumulative voting and no voting by proxy, by mail or by email unless directly specified by the President and a minimum of 3 calendar days notice of such is given to all Directors.

Section 6. To the fullest extent permitted by Minn. Stat. Section 317A.450 and other applicable laws, Annual Meetings and Special Meetings may be conducted by remote communication.

ARTICLE VII - Board of Directors

Section 1. The property and business of the Corporation shall be managed by a Board of Directors of no more than twenty (20) members. The Board of Directors shall be composed of nine (9) Directors each of whom shall be elected for a three (3) year term. One-third (1/3) of these Directors' terms shall expire each year. Initially, in 1992, one (1) position will be elected for a one (1) year term and three (3) positions will be elected for two (2) year terms to create the one-third (1/3) of the terms expiring each year thereafter. In addition, the Past President shall serve as an ex-officio member of the Board with the right to vote. There shall also be three (3) Board members elected by the Coaches' Board as provided in Article XI.

Section 2. In addition, the Board of Directors, within a reasonable time following the annual meeting of the members as provided in Article VI, Section 1, shall nominate and elect additional Directors, not to exceed twenty (20) Directors as provided in Article VII, Section 1, from among the membership of the Association. These additional Directors shall represent each or a combination of each, as agreed to among the Directors, of the USA Hockey age levels of team participation in which the Association will register teams in the coming season: (Level Representatives). The USA Hockey age levels shall include any additional levels adopted by USA Hockey from time to time. The three (3) members appointed by the Coaches' Board shall serve until the next annual meeting as shall the Level Representatives.

Section 3. Any Director may be removed with or without cause from the Board of Directors at any meeting of the Directors by a two-thirds (2/3) vote of the Directors who are present and entitled to vote, provided that written notice of such proposed action to remove a Director from the Board of Directors be mailed (electronic form or otherwise) to all Directors thirty (30) days prior to such meeting.

Section 4. Any Director of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. A Director shall be automatically removed as a Director of the Corporation for three (3) consecutive unexcused absences from Director meetings. Automatic termination of a Director may be waived by a two-thirds (2/3) vote of the Directors who are present and entitled to vote at any regular or special meeting of the Directors.

Section 6. If the position of any of the nine (9) Directors elected by the membership becomes vacant by reason of death, resignation, retirement, disqualification, or removal from office or otherwise, the remaining Directors may fill such vacancy by appointing a new member by a majority vote. Any member so appointed to the Board shall serve only

until the next annual meeting of the membership, at which time, if there is any time remaining on that position, that position will be filled by a vote of the membership.

Section 7. If a position of any Director serving as a Level Representative or as a Coaches' Board Representative becomes vacant by reason of death, resignation, retirement, disqualification or removal from office, or otherwise, the representative body initially responsible for electing such position shall elect a new individual to fill the remaining term of that Director.

Section 8. All members of the Board of Directors shall be members of the Corporation.

Section 9. In addition to the powers and authorities conferred upon them by these Bylaws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to conduct the business of this Corporation, that are not conferred upon the members by these Bylaws, or by the Articles of Incorporation, or by statute.

Article VIII - Meetings of Directors

Section 1. The Annual Meeting of the Board of Directors shall be held within thirty (30) days after the Annual Meeting of the Members.

Section 2. Regular meetings of the Board shall be held at such times and places as established by the Board. No regular meeting of the Board will be held unless the date, time and place of the meeting shall have been established in the previous regular Board meeting, and notice (electronic, mail or otherwise) thereof shall be given to all members.

Section 3. Special Meetings of the Board may be called by the President at any time and shall be called by the President whenever requested to do so in writing by any member of the Board. Notice of special meeting may be given to each Director personally or by mail at least seven (7) days prior to the meeting. A Special Meeting of the Board may be called without notice to the Directors if a full Board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by all the Directors.

Section 4. At all meetings of the Board, a total of five directors shall be necessary and sufficient to constitute a quorum for the transaction of business and except as otherwise specifically provided for in these Bylaws, the act of a majority of the Directors who are present and entitled to vote at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 5. The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at their meetings shall be as follows:

- A. The meeting is called to order by the President at the time and on the date of the meeting.
- B. Roll call - quorum being present the meeting proceeds with the business.
- C. Reading by Secretary of minutes of previous meeting and their consideration and approval.
- D. Report of Officers.
- E. Report of Committees.
- F. Consideration of Communications.
- G. Unfinished business.
- H. New business.
- I. Motion to adjourn.

Section 6. To the fullest extent permitted by Minn. Stat. Section 317A.231 and other applicable laws, Meetings may be conducted by remote communication. To the fullest extent permitted by Minn. Stat. 317A.239 and other applicable laws, the Board of Directors may take action by means of written action without a meeting. Written consent may come in form of an email confirmation from a director to the President or Secretary.

ARTICLE IX - Officers

Section 1. The corporation shall have at least four (4) officers who shall be the President, Vice President, Secretary, and Treasurer, no two of which offices may be held by the same member. At each Annual Meeting of the Board of Directors, the Board shall elect from within its number, the above identified officers. Only Directors who have been elected by the membership shall be eligible to be officers of the corporation. The officers shall continue to hold office until the next Annual Meeting of the Directors or until their successors are elected and qualify.

Section 2. The President shall be the chief executive officer of the corporation; shall preside at all meetings of the members and directors; shall be in active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all bonds, mortgages and other contracts. The President shall appoint the chairperson of all committees except the Coaches' Board and the Nominating Committee, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

Section 3. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 4. The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that

purpose; and shall perform like duties for the standing committees where required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 5. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all funds in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking the proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation.

Section 6. If the position of any Officer becomes vacant by reason of death, resignation, retirement, disqualification, or removal from office or otherwise, the Directors may elect a successor or successors who shall hold office for the unexpired term of the office in which the vacancy occurred.

ARTICLE X - Executive Committee

The individuals holding the offices of President, Vice President, Secretary, and Treasurer shall constitute an Executive Committee. The Executive Committee has the authority of the Board in the management of the business of the corporation. The Executive Committee shall act only in the interval between meetings of the Board and at all times is subject to the control and direction of the Board. The Executive Committee shall be empowered to authorize individual expenditures that deviate from the annual budget by \$2,000.00 or less by unanimous consent of the Executive Committee; provided, that such decisions shall be documented in the minutes of the next meeting of the Board of Directors.

ARTICLE XI - Committees

Section 1. Committees shall be authorized and established by the Directors to serve at the pleasure thereof. Except as is otherwise provided in these Bylaws with respect to Standing Committees, the Chairpersons of the Committees may appoint or remove members of subcommittees and name the chairpersons of the subcommittees. All Committees including Standing Committees are at all times subject to the control and direction of the Board of directors of the Orono Hockey Boosters, Inc. The budget and policies of any such committees or subcommittees shall be submitted to the Board of Directors for approval and authorization.

Section 2. There shall be a Standing Committee, hereinafter known as the "Coaches' Board" made up of nine (9) members of the association, representative of the USA Hockey age levels for Boys and Girls in the Association.

A. The Board of Directors of the Orono Hockey Boosters, Inc. on an annual basis shall appoint the Coaches Board. To be eligible for appointment to the Coaches Board, an individual shall have been a registered coach with USA Hockey in at least one of the previous three years or been a registered coach with the Minnesota State High School League in at least one of the previous three years.

B. The Board of Directors shall appoint approximately one third of the nine Coaches Board members each year for a three-year term and fill vacancies as required.

C. Each year following appointment of the Coaches' Board, the Coaches Board shall hold its Annual Meeting. This shall take place after completion of the hockey season and prior to June 30 of each year. At this meeting the Coaches' Board shall select one of the Coaches' Board members to act as chairperson and shall also make recommendations with respect to the selection of the District Representative and Alternate Representative, subject to final approval by the Board of Directors. The District Representative and the Alternate shall hold this position for one year or until their successors are selected and approved.

D. The purpose and function of the Standing Committee known as the "Coaches' Board," shall be to act as an advisory body to the Board of Directors, to be responsible for the selection of coaches, to make proposals to the Board of Directors with respect to such matters as playing rules and revisions, to be responsible for training of coaches, to be responsible for the development and implementation of a procedure for player selection and team assignments, to exercise appropriate discipline, including where appropriate suspension or termination of coaches and/or players for failure to abide by league and association rules and objectives, to assist in the allocation of indoor and outdoor ice time, and to serve on the Board of Directors. All actions of the Coaches' Board shall be reported to the Board of Directors at the next regular or Special Meeting of the Board of Directors.

E. Three members of the Coaches' Board shall be members of the Board of Directors and shall have the right to vote at all meetings of the Board of Directors, except that the three representatives of the Coaches' Board shall not be entitled to vote for officers of the corporation. The chairperson of the Coaches' Board, or the chairperson's designee, shall appoint the three Coaches' Board members each month to attend the Board of Directors meeting that month and represent the Coaches' Board in all matters considered by the Board of Directors. On any issue before the Board of Directors about which the Coaches' Board has previously met and determined its position, the three votes by the representatives of the Coaches' Board on that issue at the Board of Directors meeting shall represent the majority position of the Coaches' Board. In all other matters the representatives of the Coaches' Board shall vote in the manner that each representative deems appropriate.

ARTICLE XII - Policies

The Board of Directors may on an annual basis adopt from time to time policies by which to operate as long as they do not conflict with the Bylaws of this corporation. These policies will remain in effect for twelve (12) months and will be reviewed and established on that basis.

ARTICLE XIII - Books and Records

Members shall be permitted to inspect the books of the corporation within three (3) days of a verbal or written request.

ARTICLE XIV - Audit of Books

The Board of Directors may call for an annual audit of the corporation's books.

ARTICLE XV - Parliamentary Authority

The current edition of Roberts' Rules of Order shall govern the proceedings of all meetings of the corporation and each constituent part, except as provided in these Bylaws.

ARTICLE XVI - Amendment of Bylaws

These Bylaws may be amended by a majority vote of the members in good standing and in attendance (including, for the avoidance of doubt, by remote communication as permitted herein) at any Annual Meeting of the members, or at any Special Meeting of the members called for that purpose, provided that such proposed amendment shall be plainly stated in the call for the meeting at which they are to be considered. The Board of Directors shall propose the amendment to the Bylaws by Resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. Notice of the meeting of the members, stating the purpose, shall be given to each member entitled to vote on the proposed amendment, and to each officer and director regardless of his voting rights. If the notice required by this Article has been given, the proposed amendment may be adopted at any meeting of the members. When a majority of the members voting have approved a proposed amendment, it is adopted. The undersigned being the President and Secretary of the Orono Hockey Boosters, Inc. do hereby certify that the foregoing By-Laws were approved by the members of the Orono Hockey Boosters, Inc. at a Meeting of the Members on June __, 2020, pursuant to notice.

Jeffrey Foster
President

Raphael Wallander
Secretary
Dated June 17, 2020