

# Mitchell Skating and Hockey Association By-Laws

## Article I: Name and Principal Office

Section 1. In accordance with the Article of Incorporation, the name of corporation shall be Mitchell Skating and Hockey Association, Inc., hereafter sometimes referred to as “MSHA” or as the “Association” or as the “Corporation”.

Section 2. The principal office and place where the affairs of this corporation are conducted shall be in Mitchell, South Dakota.

## Article II: Membership

Section 1. Eligibility: Any person sincerely interested in active participation to effect and promote the objectives of Mitchell Skating and Hockey Association, Inc., may become a member by registering for membership. Parents and/or guardians of minor person registered for participation and who are active participants in skating programs of the association shall be deemed to have registered for membership without the requirement for further action. Such membership shall be deemed accepted upon registration unless such registration is specifically rejected by a majority of the Board of Directors based on unsportsmanlike conduct, malicious conduct or any other conduct the Board deems to be contrary to corporate purposes as set out in the Articles of Incorporation. A prior determination of eligibility by the Board of Directors does not bind the Board from further reconsideration of eligibility due to a member’s subsequent conduct.

Section 2. Classes: There shall be the following classes of membership:

- a. Player Member. Any boy or girl meeting the requirements of the Association’s age limit and who resides in the authorized boundaries of Mitchell Skating and Hockey Association, Inc., as set forth by SDAHA and meets the requirements of conduct as determined by the Board shall be eligible to participate in programs sponsored by the Association, but such player member shall have no rights, duties or obligations in the management or in the property of the Mitchell Skating and Hockey Association, Inc. A player member has no voting rights in the Association. A player member who has been determined to be otherwise ineligible shall have no right to participate in programs sponsored by the Association; participation in programs sponsored by the Association shall be deemed a privilege granted by and subject to the control of the Board of Directors and subject to such conditions as the Board may determine or impose.
- b. Regular Member. Any person of the age of majority interested in furthering the objectives of Mitchell Skating and Hockey Association, Inc., with an active player in good standing within the Association, may become a regular member. Parents and/or guardians of minor persons, who registered for participation and are active participants in skating programs of the Association, are regular members. All officers, board members, committee members, and other elected or appointed officials must be regular members in good standing. A regular member in good standing is one who has paid any dues or fees required of him or her by Mitchell Skating and Hockey Association, Inc., signed and followed a code of conduct, and also has illustrated conduct promoting the objective of MSHA as set out in the Articles of Incorporation.
- c. Honorary Members. Any person may be elected as an honorary member by the unanimous vote of all the directors present at any duly held meeting of the Board of Directors, but such honorary members shall have no right, duty or obligations in the management or in the property of MSHA. An honorary member may be granted voting status of a regular member.

- d. Voting Members. A voting member is any regular or honorary member recognized prior to the annual meeting as being a member in good standing of the Association.
- e. Other Affiliations. Members, whether regular or player, shall ~~not~~ be required to be affiliated with USA Hockey to qualify as members of MSHA. Members may not be affiliated with any other hockey association.
- f. Suspension or Termination of Membership. Membership may be terminated by resignation or may be suspended or terminated by action of the Board of Directors.

## Article III: Meetings

Section 1. Annual Meeting: The annual meeting of the members of this Corporation shall be held in April of each year at the location and date fixed by the Board of Directors and may be held in conjunction with the annual awards ceremony. Such meeting may be postponed and/or rescheduled by the Board of Directors for reasons of weather, inconvenience or otherwise.

Section 2. Special Meetings: Special meetings of the membership of the Corporation may be called by the President, Secretary or by any three Directors after notification to the Secretary of the Corporation. No business other than that specified in the request for the meeting shall be transacted at any special meeting of the members. No special meeting may be held unless 7 days of notice is given to all members via at least one of the following methods: email, traditional mail, hand delivery or other electronic means.

Section 3. Quorum: The presence in person of five percent (5%) of regular members shall constitute a quorum of the members. Members are allowed to cast a vote and leave in order to meet the 5% quorum.

Section 4. Voting: Only regular members, or honorary members with voting status, in attendance at meetings of the membership shall be entitled to vote on any question submitted to the vote of the membership at any meeting of the membership of the Association. Except in respect to the election of directors, each voting member shall have one vote on each matter submitted for a vote of the members. In respect to the election of directors, each voting member shall have as many votes as the number of directors needed for that particular year. Members are allowed to cast a vote and leave.

Proxy Voting: Members of the association shall be allowed to vote on any action that may be taken at any annual, regular, or special meeting of members without a meeting if the association delivers a ballot to every member entitled to vote as specified in South Dakota Codified Law 47-23-9. Each ballot must:

Set forth each proposed action;

Provide an opportunity to vote for or against, or withhold a vote for, each proposed action;

Be delivered to each member by at least one of the following methods: traditional mail, hand delivery, email, or other electronic means;

Indicate the number of responses needed to meet the quorum requirements;

State the percentage of approvals necessary to approve each matter other than election of directors; and

Specify the time by which a ballot must be received in order to be counted.

Approval by ballot shall be valid 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. Records of such votes will be kept by the secretary of the Association.

## Article IV: Officers and Directors

Section 1. Board of Directors: Management and control of the property and affairs of Mitchell Skating and Hockey Association, Inc. shall be vested in the Board of Directors.

Section 2. Number and Terms of Directors: The number of Directors shall not be less than nine (9) nor more than thirteen (13) as shall from time to time be determined by resolution of the Board of Directors. Terms of Board of Director Members shall be three (3) years each and shall be staggered such that an approximately equal number of positions on the Board shall become vacant each year. With the exception of the president, no one may serve more than two three-year terms without a one-year absence from the Board. Honorary members may be voted on to the Board of Directors by current Board members and shall serve a three-year term at which time they will be required to take a one-year absence.

Section 3. Officers and Special Board Positions: The Board officers shall include: President, Vice President, Secretary, Risk Manager and immediate Past President, each of which shall serve for a term of one year. These positions need not be members of the Board of Directors but must be association members. The Board may enact such further organizational structure including an executive committee of the Board, as it shall deem appropriate and necessary for the operation of the Association. The board may delegate such authority and responsibility to any such office, position or committee, as the Board shall deem appropriate. All persons serving in any office, position or committee shall serve at the pleasure of the Board, or for such other term as the Board may specify.

Section 4. Nomination and Election of Board Members: Sixty (60) days prior to the annual meeting of the members, the Governance committee will select a slate of nominees for filling vacant or to be vacant positions on the Board of Directors for presentation at the annual meeting of members. The said slate of nominees may, but need not be equal to the number of positions to be filled and shall be approved by the Board 28 days prior to the annual meeting. The positions shall consist of term level representative, Mini-Mite excluded, in addition to the positions listed in Section 3. If not nominated by a member of the Governance committee, any regular member in good standing, having been a current active committee member for at least one year desiring to run for a vacant position on the Board of Directors shall submit his or her name for nomination with the endorsement of twenty (20) regular members in good standing, to the Secretary of the Association at least twenty (20) days prior to the date scheduled for the annual meeting. In the event that the number of names in nomination, including the slate proposed by the Board through its Governance committee, and including nominations made by petition, exceed the number of Board positions to be filled at the annual meeting, then an election shall be held at the annual meeting of members.

Section 5. Vacancies: If any vacancy occurs in the Board of Directors by death, resignations or otherwise, it may be filled by a majority vote of the remaining directors at any regular meeting or special meeting of the Board of Directors. Any member of the Board of Directors may be removed from the Board by a two-thirds (2/3) majority vote of the Board.

Section 6. Meeting Notice and Quorum of the Board: Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the membership and on such dates thereafter as shall be determined by the Board. The President, Secretary or three (3) Directors may request in writing of the Board a special meeting and proceed to issue a call for such meeting without approval of the Board. Notice of each meeting of the Board shall be given by the Secretary to each director either by mail addressed to his last known address at least three (3) days before the date of the meeting, by telephone, or by electronic mail. Any member may waive notice of special meeting; attendance at any meeting shall be deemed waiver of

notice unless that member appears solely to voice objection to the meeting for lack of notice. A simple majority of the board members present at any board meeting shall constitute a quorum of the Board.

Section 7. Duties and Powers: The Officers of the Board shall have the power to appoint such standing and special committees, and to delegate such powers to them as the board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and management of MSHA as it may deem proper. The Board shall have the power by two-thirds (2/3) vote of the board members present at any regular or special meeting of the Board to discipline, suspend or remove any officer, committee member or other member of MSHA, and may pay the required fees from the common treasury of the Association.

Section 8: Proxy Voting: Members of the board of directors, or of committees established by the Board of Directors, shall be allowed to consent to matters via email or other electronic means without a meeting as specified in South Dakota Codified Law 47-23-6. The action to be taken must be clearly specified and unanimous signed consent must be returned from all members eligible to vote. Such consent shall have the same force and effect as a unanimous vote. Records for such votes will be entered into the minutes of the next regularly scheduled meeting.

## Article V: Financial and Accounting

Section 1. Power of Board: The Board of Directors shall decide all matters pertaining to the finances of the local Association and it shall place all income in a common treasury, directing the expenditure of same in such a manner as will give no individual or team an advantage over those in competition with such individual or team, except as determined by the Board.

Section 2. Contribution of Funds: The Board shall not permit the distribution of funds or the property to individual teams but shall solicit the same for the common treasury of the local Association, thereby discouraging favoritism among teams and endeavoring to equalize the benefits of the local Association.

Section 3. Solicitation of Funds: The Board shall not permit the solicitation of funds in the name of Mitchell Skating and Hockey Association, Inc. unless all the funds so raised are placed in the local Association treasury.

Section 4. No Benefit to Member or Director: No director, officer, or member of the Mitchell Skating and Hockey Association, Inc. shall receive, directly or indirectly, any benefit, salary, compensation, or emolument from the local Association for services rendered as director, officer or member.

Section 5. Deposits and Withdrawals: All monies received by Mitchell Skating and Hockey Association, Inc. shall be deposited to the credit of that Association in such bank as determined by the Board of Directors from year to year. All disbursements shall be made by check. All checks shall be signed by the treasurer of the Association or such other officer or officers of person or persons as the Board of Directors shall determine.

Section 6. Fiscal Year: The fiscal year of Mitchell Skating and Hockey Association, Inc. shall begin on the first day of May and end on the last day of April.

## Article VI: Player Rules

Section 1. Transferal from Teams: Players may play in a class according to their age as set out by USA Hockey but may not play in an older age class or younger age class, unless specifically authorized to do so after written request to and approval from the Board of Directors.

Section 2. Eligibility: All players must meet eligibility requirements established by the Association Board, SDAHA guidelines and USA Hockey.

Section 3. Conduct: All players must be made aware of the Code of Conduct established by the Association and are required to abide by those rules. Failure to follow the Code of Conduct will results in action as outlined in Article 10 of the USA Hockey Annual Guide.

## Article VII: Amendments

Section 1. Amendment: The Board shall have the power to amend these bylaws by a two-thirds (2/3) majority vote at any meeting where a quorum shall be present. The Board shall advise the membership of the change to the bylaws as adopted by the Board of Directors at the annual meeting and offer said action to the membership for ratification by a majority vote of the voting members present. If the change made by the directors is not ratified by a majority vote of the membership present, but is rejected by the membership, then the bylaws shall be restored to the terms as existed prior to the change and the change shall be negated; provided however, that no act of the Board of Directors taken in conformance with the change prior to its rejection by the membership shall be voided.

*Amended 09-28-2019  
Adopted by the MSHA Board of Directors 12-10-2019  
Ratified by the MSHA Membership 04-13-2023*