

**Bylaws
Of
River Lakes Hockey, Inc.**

Resolutions

Article 1

Name

Section 1. The name of this corporation shall be River Lakes Hockey, Inc.

Article II

Purpose

Section 2.1. The primary purpose of River Lakes Hockey, Inc. is to direct the operations of youth hockey teams in the geographic areas covered by Paynesville, New London-Spicer, Rocori, Eden Valley-Watkins, Albany, Avon, Brooten-Belgrade-Elrosa, and St John's Preparatory school districts. Youth hockey teams are to be limited to players 18 years and younger as of June 30th preceding the hockey season.

Section 2.2. River Lakes Hockey, Inc. will execute an Affiliate Agreement with Minnesota Hockey.

Section 2.3. The corporation will provide a representative to District 5 of Minnesota Hockey whom will vote on behalf of and represent River Lakes Hockey, Inc.

Section 2.4. River Lakes Hockey, Inc. will direct and control the financial activities (including charitable gambling and fundraising) of the Association. River Lakes Hockey, Inc. will be the sole financial contact for Minnesota Hockey. River Lakes Hockey, Inc. will prepare billings to and collect fees (registration fees, league fees, officials, etc.) from members as necessary.

Section 2.5. River Lakes Hockey, Inc. will direct and ensure that Arena Air Quality testing is performed and reported by the Minnesota Department of Health Environmental Air Quality regulations in the Paynesville Arena.

Section 2.6. River Lakes Hockey, Inc. will be a 501(c)(3) non-profit corporation involved in various duties including providing ice (and bearing the costs of providing ice) and fundraising and charitable gambling endeavors to assist its members with the costs of playing youth hockey.

Section 2.7. As a member organization of Minnesota Hockey, this corporation will have oversight of all youth hockey issues for all teams in the geographic areas of Paynesville, New London-Spicer, Rocori, Eden Valley-Watkins, Albany, Avon, Brooten-Belgrade-Elrosa, and St John's Preparatory school districts. This will include tryouts, coaches, team levels, players per team, and all other business concerned with managing the youth hockey program. To assure our common identity, non-combined teams in the geographic areas covered will operate as River Lakes Richmond and River Lakes Paynesville. Members will appear before the River Lakes Hockey, Inc. board of directors or a sub-committee appointed by the board to discuss issues, concerns, or other appropriate matters relating to hockey operations.



Article III

Members

Section 3.1. Members of River Lakes Hockey, Inc. shall be defined as a parent both mother and father or legal guardian(s) of a child who has paid in full, required dues and fees for the purpose of registered a child to play youth hockey.

Section 3.2. Any person of legal age who subscribes to the purpose of this hockey organization may apply in writing for membership. The Board of Directors shall be required to act to either accept or reject the application within 45 days. A member so admitted shall have all the same rights and obligations as other members, and

Section 3.3. Any coach at any level who is not otherwise a member may be granted membership by action of the Board of Directors.

Section 3.4. Members are entitled to vote and have equal rights and preferences in matters not otherwise reserved to the Board. The term of Membership shall be one hockey season, which term shall commence with the payment of all required dues and fees for a given hockey season and shall continue until the registration period for the following hockey season.

Section 3.5. A member shall not be expelled or suspended, and a Membership may not be terminated or suspended before the end of the stated term, other than for nonpayment of dues or fees, except where the Member is given:

1. Not less than fifteen (15) days prior written notice of the proposed expulsion, suspension, or termination, and the reasons for the same; and
2. An opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the proposed effective date of the expulsion, suspension, or termination by the Board of Directors or a committee of members duly authorized by the Board of Directors to decide that the issue of whether the proposed expulsion, termination or suspension should take place.

Section 3.6. Regular meetings of voting Members shall be held annually, at such time and location as the Board of Directors shall determine. Unless otherwise required by law or the Articles or Bylaws of this corporation, notice of all Member meetings must be given at least five (5) and not more than sixty (60) days before the meeting. The notice must contain the date, time and location of the meeting. Notice may be given by publication in a local newspaper, by direct mail, electronic mail, or by any other means reasonably designed to provide notice to all of the members.

Section 3.7. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of Voting Members is ten (10) percent of the members entitled to vote at the meeting. Except where a larger portion or number is required by law or by these Bylaws, the Voting Members may take action upon the affirmative vote of the majority of the Voting Members present at a duly held meeting.

Section 3.8. All Members shall be entitled to one vote on any matter properly presented to the Members. Voting by proxy may be permitted by resolution of the Board.

Article IV.

Board of Directors

Section 4.1. The business of the corporation shall be managed by or under the direction of its Board of Directors, which shall be comprised of not less than thirteen (13) members.

Section 4.2. Directors shall serve for a term as described in Section 4.3 or until a successor has been elected and qualified.

Section 4.3. The members of the Board of Directors are appointed or elected as follows:

Directors 1 through 11 are At-Large positions and can only assume office following an election by the membership.

The original board of River Lakes Hockey Inc. will hold staggered terms. Three members will hold one year terms. Four members will hold two year terms. Four members will hold three year terms. Directors elected at the annual meeting in 2013, and thereafter will be elected to three year terms.

Of these directors, there shall be no more than 5 residing within any single school district within the River Lakes Hockey, Inc. geographical area. The residence of the gambling manager will not be counted in this calculation unless that person has a child playing hockey for River Lakes Hockey, Inc.

Section 4.4. The Director of the PDC Committee, serves as a non-voting Advisor to the Board of Directors. In addition, the Head Coaches of the River Lakes boys and girls Varsity teams serve as non-voting Advisors to the Board.

Section 4.5. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 4.6. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 4.7. The Board of Directors shall have periodic meetings at such places and times, as it shall establish by resolution. The annual meeting of the membership shall be held at such time and place as may be designated by the resolution of the Board of Directors.

Section 4.8. A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when the written notice is received by the corporation, unless a later date has been specified in the notice.

Section 4.9. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such a meeting shall be given to each director.

Section 4.10. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting. The successor director must not be a sixth director from the same school district.

Section 4.11. Special meetings of the Board of Directors may be called at any time upon request of the President, Vice President, or any two (2) directors, provided that any such request shall specify the purpose(s) for the meeting and include due notification to all directors of the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) five and no more than ten (10) days written notice of the time, place and purpose of such meeting.

Section 4.12. The Board of Directors may establish one or more committees to manage designated portions of the business of the corporation to the extent determined by the Board. All committee members shall be members of the Association. A committee shall consist of one or more persons, who need not be directors, appointed by affirmative vote of a majority of the directors present. Committees are subject at all times to the directors and control of the board. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any directors.

Section 4.13. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provisions of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Attendance at a meeting by a director shall be deemed a waiver of notice thereof by that director, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting and does not participate in the consideration of the item at the meeting.

Section 4.14. The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

Section 4.15. Whenever under the provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a post-paid, sealed envelope addressed to such director or committee member at his or her last known address; by electronic mail; or by pre-paid telegram or telegraphic letter addressed to such director similarly addressed, and such notice shall be deemed to have been given at the time when thus mailed or deposited in the telegraph office.

Section 4.16. Directors shall not be compensated for their duties as directors, except that directors may be reimbursed for approved expenses reasonably incurred on behalf of the corporation.

Section 4.17. A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If the director is not present at the meeting, consent or opposition to a proposal does

not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as the vote of a director present at a meeting in favor of or against the proposal and shall be entered in the minutes or other record of the action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section 4.18. The board shall take action by affirmative vote of the greater of (i) a majority of the directors present at a duly held meeting at the time the action is taken, or (ii) a majority of the minimum proportion of number of directors that would constitute a quorum for the transaction of business at the meeting, except where Minnesota law or the articles require the affirmative vote of a larger proportion or number. If the articles require a larger proportion or number than is required by Minnesota law for a particular action, the articles shall control.

Article V.

Officers

Section 5.1. The officers of the corporation shall be a President, Vice President, Treasurer, and Secretary. The President, Vice President, Treasurer, and Secretary will be elected by the Board of Directors on an annual basis at the first board meeting following the River Lakes Hockey, Inc annual meeting.

In the event an Officer resigns, dies or in any other manner fails to continue to serve in office for the duration of his or her elected term, the duly elected successor of such Officer shall assume the duties previously performed hereunder by the departing Officer.

Section 5.2. On an annual basis, the Board of Directors will appoint the following additional positions and provide the names of the persons serving in those positions to the District: Registrar, Director of Hockey, Ice Scheduler, and Tournament Director.

Section 5.3. The duties of the officers of this corporation shall be:

- (a) President-** The President shall preside at all meetings of the Board of Directors and shall oversee the long-term goals and purposes of the corporation. The President shall authorize the agendas for all meetings of the Board and its committees, see that all orders and resolutions of the Board are carried into effect, sign and deliver in the name of the corporation any 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 or bylaws or by the Board to some other officer or agent of the corporation and assign members of the Board to serve on Board Committees. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.
- (b) Vice President-** The Vice President shall perform the duties of the President in his or her absence as well as any other duties as determined from time to time by the Board of Directors.
- (c) Secretary-** The Secretary shall keep the minutes of the Board of Directors meetings, give required notices, be responsible for the safekeeping of the corporate records, keep a register of the address of each member which shall be furnished to the Secretary by each such members, keep on file at all times a complete copy of the Articles of Incorporation and the Bylaws of the Corporation containing all Amendments thereto and perform such other duties as determined by the Board of Directors. All items of business of the Association are public documents, and

shall at a minimum be routinely made available to the membership for review via the official corporation website.

(d) Treasurer - The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of the receipts and disbursements in the books belonging to the corporation and shall deposit monies and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors.

Unless prohibited by the articles or these bylaws or by a resolution approved by the affirmative vote of a majority of the directors present, an officer elected or appointed by the Board may, without the approval of the Board, delegate some or all of the duties and powers of an office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers delegated.

Section 5.4. No compensation will be paid to the officers of the corporation, except that officers may be reimbursed for the expenses incurred on behalf of the corporation.

Section 5.5. An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the written notice is received by the corporation unless a later effective date is named in the notice.

Section 5.6. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Article VI

Fiscal Year

Section 6.1. The fiscal year of this Corporation will be from July 1 to June 30.

Article VII

Amendment of Bylaws

Section 7.1. The Board of Directors may from time to time adopt, amend, or repeal all of any of the Bylaws of this corporation with a two-thirds (2/3) majority vote of the Board of Directors.

Article VIII

Indemnification

Section 8.1. To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as director, officer, employee or agent of another corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provide, however, that the indemnification with respect to a person who is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of the matters occurring before the adoption of this provision of the Bylaws.

Section 8.2. No member, director or officer of this corporation shall have any right, title or interest any property of any kind, title or Interest in any property of any kind owned by this corporation, nor in any income or other funds received or held by this corporation.

Article IX.

Dissolution

Section 9.1. On the dissolution of the Corporation, the Board of Directors shall pay or make provisions for the payment of all liabilities of the Corporation and otherwise comply with the requirements of the Minnesota Nonprofit Corporation Act. The Board of Directors, shall distribute the remaining assets of the Corporation to one or more of the following organizations, in such proportions as it determines: (i) one or more organizations that participated in the founding of the Corporation, or (ii) one or more organizations that were created to succeed the Corporation, or (iii) such other organizations as determined appropriate; provided, however, that any organization receiving a distribution from the Corporation must be exempt from federal income taxation under Section 501 (c) at the time of distribution and must have similar aims and objectives as those of the Corporation. No provision of these Articles shall be construed to affect the disposition of property held by the Corporation upon trust or other condition, and upon dissolution of the Corporation, such property shall be transferred in accordance with the trust or condition imposed with respect to it.

The undersigned, being the Secretary of the River Lakes Hockey, Inc., hereby certifies that its Board of Directors duly adopted the foregoing Bylaws as the Bylaws of the corporation on the date written below.

Secretary

Date