

Article I: Name

The name of the corporation is Brookings Ice Skating Association, Inc., hereinafter referred to as “the Association.”

Article II: Purpose

The Purpose of the Brookings Ice Skating Association is to promote the sport of youth hockey as a tool to develop the skills of hockey, teamwork, accountability, responsibility, leadership and sportsmanship.

Article III: Membership and Dues

- a) Unit Membership-Every household with an active hockey player, regardless of the number of individual hockey players within the household, is entitled to only one membership. The unit is also entitled to only one vote at any general membership business meeting.
- b) A unit membership is activated upon payment of dues specified by the Board of Directors every season.
- c) Voting eligibility as a unit member during a general membership meeting is granted upon payment of dues.
- d) Honorary Members are defined as persons of such outstanding accomplishments in the promoting of ice hockey in the Brookings community as are deemed worthy of this honor. Honorary members shall not be required to pay dues and are not deemed voting units.
- e) There shall be no initiation fees to any membership class.

Article IV: Officers and Board of Directors

- a) The Officers shall consist of: President, Vice President, Secretary, and Treasurer. Collectively, these officers shall constitute the Executive Board.
- b) The Board of Directors shall consist of the Executive Board; eight Age-Level Directors; a Director of Operations; a Director of Development; a Director of Marketing; and the immediate Past President, who shall be a non-voting member. The Executive Board shall appoint the eight Age-Level Directors, the Director of Operations, the Director of Development and the Director of Marketing prior to the first Board of Directors Monthly Meeting at the start of the new business year.
- c) The Board of Directors shall have general management responsibility of the Association and may adopt, revise or repeal a handbook of rules and regulations. Directors are expected

to attend all Board meetings and must attend at least 75% of monthly board meetings to receive their points. Directors shall always represent the Association in a positive manner. All Directors may have additional duties assigned throughout their terms.

- d) All Board of Directors decisions shall be by majority rule, unless otherwise provided differently herein.

Article V: Duties of Board of Directors

- a) President – The President shall serve as the chief executive officer of BISA and official spokesman of the Association and, subject to the control of the Board of Directors and Executive Committee, shall in general supervise and control all of the business and affairs of the Association. The President shall oversee the Facility Coordinator and shall provide his or her report thereof to the Board of Directors during the monthly meetings. The President shall be the administrative liaison of the Game of Hockey Committee. The President, when present, shall preside at all meetings of the Board of Directors and the Executive Committee, shall see that all orders and resolutions of the board are carried into effect, sign all contracts or other instruments of the Association, shall make reports to the directors and members, shall perform other duties as are incidental to his office, appoint members of committees not otherwise provided for, and serve as business liaison for external agencies. The President may serve as a member of all standing and appointed committees established by the Board of Directors. The President shall also exercise any other authority the Board of Directors shall assign to him or her. The President is the BISA delegate to the South Dakota Amateur Hockey Association (SDAHA). The President shall have the authority to commit funds not to exceed \$250.00 in the event a request is received between Board of Director meetings. Upon election of a new President, the former President shall serve in the role of Past President for one year. Upon resignation of current President or if President is removed from the Board of Directors by a 2/3 vote of all board members, they shall not serve in the role of Past President.
- b) Vice President - The Vice President shall preside in the absence of the President. The Vice President shall be the administrative liaison to the Disciplinary Committee, maintain documentation on all Disciplinary Committee hearings, find candidates to fill vacancies, and perform other duties as are incidental to the office. The Vice President shall provide his or her report thereof to the Board of Directors during the monthly meetings. The Vice President shall perform other duties as may be prescribed by the Board of Directors, the Executive Committee or the President.
- c) Secretary – The Secretary shall have charge of all papers, keep such records, make such reports and perform such duties as are incidental to that office and properly required of the Secretary. Main tasks include but are not limited to: (1) keeping and publishing Board Meeting minutes, (2) electronically communicating relevant events or news to the BISA membership through the association, (3) updating and maintaining the BISA Handbook monthly, (4) keeping records of all contracts and agreements related to BISA, and (5) coordinating team photo night(s), annual program production and team posters. The Secretary shall perform other duties as may be prescribed by the Board of

Directors, the Executive Committee or the President.

- d) Treasurer – The Treasurer shall keep accurate accounts of all monies of the Association and have custody thereof, shall deposit all monies, drafts, and checks in the name of, and to the credit of, the Association in such banks and depository is as designated by the Board of Directors, and shall disperse monies from the Association as directed by the Board of Directors. He or she shall receive and have custody of all deeds, securities, notes, contracts, and other financial papers of the Association and shall place them for safe keeping in the safe deposit vaults of a bank designated by the Board of Directors, shall keep full account of all deeds, securities, notes, and financial papers of the Association, and shall make such reports thereof to the Board of Directors as required. The Treasurer shall cause the books of account of the Association to be audited or reviewed at least once annually, by a public accountant approved by the Board of Directors, shall present a financial report to the Board of Directors at monthly meetings, and shall work with the Board of Directors on a yearly budget. He or she shall sign such papers as may be required by the office or perform such other duties as may be incidental to the office, shall perform other duties as may from time to time be prescribed by the Board of Directors, the Executive Committee or the President, and shall perform all duties incident to the office of the Treasurer.
- e) Age-Level Directors shall be appointed for each age level and approved by the Executive Board. Age Level Directors will handle all administrative communication to the parents from the Hockey Director, coaching staff and BISA Board of Directors. The Age-Level Directors shall be responsible for the activities of the teams within their age level as described in the BISA Handbook
- f) Director of Operations – He or she shall oversee the following coordinator positions and shall provide his or her report thereof to the Board of Directors during the monthly meetings: Tournament Coordinator, Ice Schedule Coordinator, Gate & Concession Scheduling Coordinator, Risk Management, Player Safety, & SafeSport Coordinator, Referee Coordinator, Security Monitor/Usher Coordinator, and Equipment/Jersey Coordinator. He or she shall also work with the President and Executive Board in the oversight of these coordinators. The Director of Operations may also be a coordinator but is not required to do so.
- g) Director of Development - He or she shall oversee the following coordinator positions and shall provide his or her report thereof to the Board of Directors during the monthly meetings: Recruiting Coordinator, Registration Coordinator, Website Coordinator, and Points Coordinator. He or she shall also work with the President and Executive Board in the oversight of these coordinators. The Director of Development may also be a coordinator but is not required to do so.
- h) Director of Marketing - He or she shall oversee the following coordinator positions and shall provide his or her report thereof to the Board of Directors during the monthly meetings: Marketing Coordinator, Public Relations/Social Media Coordinator, Family Fund Raising Coordinator, Concessions Manager, and Merchandising Coordinator. He or she shall also work with the President and Executive Board in the oversight of these coordinators. The

Director of Marketing may also be a coordinator but is not required to do so.

- i) Past President - He or she shall work with the Director of Operations and the Facility Coordinator in the long-range capital improvements/maintenance of facility and be a resource to Board for special projects, contractual negotiations, historical policies, representation at SDAHA meetings and other duties as requested.

Article VI: Hockey Director

Hockey Director – He or she shall lead Hockey Development for the Association, by keeping all teams/levels on structured and goal-oriented plans to ensure development as individuals and teams. The Hockey Director shall be the chairperson of the Game of Hockey Committee, developing systems for team handbooks, hiring, disciplining and training coaches in the execution of the Association's Hockey development and systems plan. Hockey Director may serve as a coach and will take an active role in the Community Fund Raising Committee. The Hockey Director shall provide his or her report thereof to the Board of Directors during the monthly meetings but is not a member of the Board of Directors. The Hockey Director reports to the Executive Board.

Article VII: Coordinators

- a) The Board of Directors shall have the authority to appoint Coordinators. The Board of Directors shall strive to have all Coordinators appointed by the end of the second monthly meeting of the new business year.
- b) The position descriptions for all coordinators are listed in the BISA Handbook.

Article VIII: Election and Terms of Officers and Directors

- a) Terms for officers shall be two years. President and Vice President shall be elected in odd-numbered calendar years. Secretary and Treasurer shall be elected in even-numbered calendar years. No Officer may serve more than four (4) years in the same office or serve more than eight years as an Officer.
- b) At a Board of Directors' Meeting to be held no later than the 28th day of February of each year, the Board of Directors shall appoint a Nomination Committee consisting of three (3) members, one (1) of whom shall be a member of the Board of Directors. The Chairman of this committee, who shall be chosen as such by the Board of Directors from the three (3) committee members, shall promptly call a meeting to consider nominations for the various offices to be filled. Nomination for officers shall not be allowed from the General Membership Meeting floor, however, interested individuals may request their name be placed in nomination by the nominating committee.
- c) Voting shall take place at the annual General Membership meeting in April. The nominees for each office receiving the greatest number of votes shall be installed.

- d) Upon retiring, the President automatically becomes a non-voting member of the Board of Directors for the following year.
- e) Only individuals of a Unit Membership are eligible to hold office. Notwithstanding the above, an individual may serve as an officer of the Corporation whose household no longer has an active hockey player with 2/3 vote by the BISA BOD at the March board meeting. This applicant is to be presented to the BISA BOD by the nomination committee. While such an individual shall be eligible to hold office, they shall have no other voting rights at a general membership meeting. Anyone holding an Executive position when their player graduates may finish out their 2nd year of the term. Individuals that have resigned or have been removed as an officer by 2/3 vote of the Board of Directors shall not be eligible to run for office.
- f) In case of resignation of an Officer or Director or any other vacancy, the Board of Directors shall appoint an individual of a Unit Membership to fill such vacancy for the remaining portion of the term.
- g) Term of office for Officers shall be from May 1 to April 30.
- h) Term of office for Age-Level Directors, other Hockey Directors, and Coordinators shall be from May 1 to April 30.

Article IX: General Membership Meetings

- a) General Membership Meetings shall be held at least annually in April each year and at such other time as the Board of Directors shall designate or upon the petition of one-eighth of the unit membership.
- b) The election of Officers shall take place at the annual general membership meeting in April of each year. The Officers shall be elected to a term of two years beginning May 1.
- c) Notice of the time and place of the General Membership Meeting shall be provided to the unit membership at least ten days prior to the meeting, unless waived.
- d) The slate of candidates for Officer positions and any proposed changes to the bylaws shall be presented to the general membership at least 5 days prior to the annual meeting.
- e) A quorum for the transaction of business during the General Membership Meeting shall consist of one-eighth of the unit membership in person or represented by proxy.

- f) Written proxies, signed and dated by active members, shall be counted when determined if quorum exists for General Membership Meetings. Electronic mail with electronic signatures and time stamps shall meet the requirements for a written proxy.

Article X: Board of Directors Meetings

- a) Regular meetings of the Board of Directors shall be monthly, at a time and place determined by the President.
- b) Special meetings of the Board of Directors may be called by the President or whenever a request for a meeting is received by the Secretary from one-third of the voting members of the Board of Directors. Notice shall be provided in writing of a special meeting stating the time, place, and purpose of the meeting. Electronic mail can serve as notice in writing.
- c) A majority of the Board of Directors currently in place shall constitute quorum for any meeting to conduct business.
- d) Any Officer or Director may be removed from the BISA Board of Directors by a two-thirds vote of all board members then elected, or appointed, and qualified at a meeting called for the purpose with proper notice to the person involved, for just cause, whenever a Board of Directors' collective judgment the best interests of BISA will be served thereby. A statement of the proposed removal of such Officer or Director, which statement may be drafted for submission to the Board of Directors for a vote on the proposed removal, shall be mailed by registered or certified mail to the Officer or Director at his/her last recorded address at least seven days before action is taken thereon, together with notice of the time and place where the Board of Directors are to meet. The Officer or Director shall be given an opportunity to make a presentation at the time and place mentioned in such notice.

Article XI: Rules

The Board of Directors shall strive to follow Robert's Rules of Order and within reason Robert's Rules of Order shall govern in all matters not covered by these By-Laws.

Article XII: Finances and Property

- a) Unit Membership dues are to be specified by the Board of Directors every season. Payment of dues shall be at such times as designated by the Board of Directors.
- b) The Board of Directors may accept on behalf of the Association any contribution, gift or bequest for any purpose of the Association.
- c) No officer, member or employee of the Association shall disburse any funds or moneys in their keeping belonging to the Association without authorization of the Board of Directors, which is to be confirmed in writing by the Treasurer of the Association. All approved disbursements shall be by checks signed only by the President or Treasurer or accounting

firm.

- d) No person shall use the name, mailing list or official insignia of the Association for other than strictly association purposes without authorization of the Board of Directors, which is to be confirmed in writing by the Secretary.
- e) The fiscal year of the Association shall be May 1 to April 30.

Article XIII: Books and Records

The Association shall keep correct and complete books and records of accounts; shall also keep minutes of the proceedings of the membership and Board of Directors meetings; and shall maintain a membership list. All records shall be maintained at the principal office of the Association. Books and records may be inspected by any member for any proper purpose at reasonable times. The Board each year, within three months following the close of the fiscal year, shall have completed an audit or review of the acts and transactions of the Treasurer; which audit or review shall be performed by an outside individual or firm selected by the Board.

Article XIV: Liability of Members

- a) No officer, member or employee shall be personally liable for any bills or obligations of the Association, past or present, except for the payment of their own dues.
- b) To the extent permitted by the laws and statutes of the State of South Dakota, as amended from time to time, a Director of the Association shall not be held liable to the Association for monetary damages for breach of fiduciary duty as a Director, unless such breach amounts to criminal activity.

Article XV: Standing Committees

- a) Game of Hockey Committee - is responsible for development of the Hockey system philosophy and developing and retaining players and coaches. Shall be composed of the Hockey Director, President and up to four (4) additional members. The BISA President shall be the administrative liaison (non-voting member). Members shall be selected by the Hockey Director based on hockey knowledge, coaching and/or playing experience. Members shall be approved by the BISA Executive Board.
- b) Family Fund Raising Committee – shall be composed of the Director of Marketing and Family Fundraising Coordinator. There could be additional volunteer members of this committee which assist in planning and helping with fund raising.
- c) Disciplinary Committee – shall be composed of 5 former members of BISA who no longer

have a child in hockey. The Vice President shall be the administrative liaison (non-voting member) to the committee, selecting members, assigning cases for consideration and providing guidelines. The committee requires 3 of the 5 members present to have a quorum to conduct business.

- d) Community Fund Raising Committee – shall be composed of 10-15 individuals, either volunteers or selected by chairperson, whose function is to organize and conduct fund raising event(s). The event chairperson, selected by the Executive Board, shall have a term of three years. At least two BISA board members shall be members of the committee, as well as the Hockey Director and the Director of Marketing.
- e) Hall of Fame Committee – shall be composed of five (5) members who solicit and review nominations, and select inductees into the Brookings Hall of Fame. Members may include past inductees or others with historical understanding of Brookings Hockey. The Hall of Fame Committee members shall be approved by the BISA Executive Board.
- f) Marketing Committee – shall be composed of at least six (6) members. They shall manage the LIC rink signage inventory, are liaisons with BISA vendors and community sponsors, recruit youth and families into hockey and inform community members of hockey events. Manage the Rangers logo/brands with BISA vendors and market the Ranger brand through the BISA Ranger store. Members shall include, but are not limited to: Director of Marketing, Director of Development, Marketing Coordinator, Merchandising Coordinator, Recruiting Coordinator, and Public Relations Coordinator.

Article XVI: Amendments

These By-Laws may be amended by a two-thirds vote of the eligible unit Members who are present in person or represented by written proxy at any General Membership Meeting.

The foregoing By-Laws, as amended by the membership on the 20th day of April 2021, is true and correct according to my knowledge and belief and are hereby approved on behalf of the Association.

BROOKINGS ICE SKATING ASSOCIATION,
INC.

By: John Kahle Its President

Dated: 4/14/2022

REVISION LOG

Date	Description of Revision
April 15, 2019	Updated Purpose, Revise President and Vice President duties, moved coaching decisions to Game of Hockey Committee created in Article XV and Hockey Director position described in Article VI. Removed Coordinators position descriptions from Article VII (now reside in BISA Handbook). Increase officer terms to two years, maximum of 4 years in a single position and staggered years for officer election in Article VIII. Moved Amendments from Article XV to Article XVI and created five standing committees (Game of Hockey, Family Fund Raising, Discipline, Community Fund Raising and Hall of Fame) within Article XV.
April 2020	Changed Director of Finance to Director of Marketing, added a Marketing Coordinator, renamed Ranger Store Coordinator “Merchandise Coordinator” added a Marketing Committee, moved the PR coordinator to Marketing. Deleted Summer Arts Festival Coordinator, combined Gate and Concessions scheduling coordinator into a single position and moved to Director of Operations, add Safe Sport Coordinator duties to Risk Management and Player Safety Coordinator. Three Directors all report to President and Executive Board. VP now maintains Disciplinary minutes instead of Secretary. Secretary two additional duties: electronic communication to members and scheduling team photos.
April 2021	Created Security Monitor/ Usher coordinator position
April 2022	Article IV c: updated wording to include “that directors are expected to attend all board meetings and must attend at least 75% of monthly board meetings to receive their points”. Article V a: updated wording to include “Upon resignation of current President or if President is removed from the Board of Directors by a 2/3 vote of all board members, they shall not serve in the role of Past President”. Combined Public Relations/Social Media Coordinator positions, which will be listed under Director of Marketing. Article VIII e: Updated wording to include “an individual may serve as an officer of the Corporation whose household no longer has an active hockey player with 2/3 vote by the BISA BOD at the March board meeting. This applicant is to be presented to the BISA BOD by the nomination committee”. Also included “Anyone holding an Executive position when their player graduates may finish out their 2 nd year of the term. Individuals that have resigned or have been removed as an officer by 2/3 vote of the Board of Directors shall not be eligible to run for office”.