



# CYHA Bylaws

**CENTENNIAL YOUTH HOCKEY ASSOCIATION**

Board Approved on: March 23, 2022

Updated by: Kirk Matko

# CYHA Bylaws

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# BYLAWS OF CENTENNIAL YOUTH HOCKEY ASSOCIATION

This instrument constitutes the Bylaws of Centennial Youth Hockey Association adopted for the purpose of regulating and managing the internal affairs of the Association.

## ARTICLE I - Members

- Section 1.1 The Membership of the Association shall consist of one class of members. Membership shall consist of the following: All parents/guardians who have children registered to play hockey with the Centennial Youth Hockey Association; Appointed or elected coaches of Association hockey teams; and all voting and non-voting members of the Board of Directors of the Association.
- Section 1.2 All members shall have the equal right to vote for the election of the Board of Directors; and such further rights as are set forth in these By-Laws.
- Section 1.3 Membership in the Association, and rights arising from Membership, shall not be transferable.
- Section 1.4 Regular meetings of Members shall be held monthly at such day and time as the Board of Directors shall determine.
- Section 1.5 Unless otherwise required by law or the Articles or By-Laws of this Association, notice of all Member meetings shall be published at least (5) days before the date of such meeting in a newspaper of general circulation in the area, by mailed notice to the Members or by posting on association website. This notice must contain the date, time and place and purpose of the meeting and, if an expenditure requiring Member approval is to be considered, the proposed expenditure and its purpose.
- Section 1.6 Except where a larger portion or number is required by law or by these By-Laws, the Members may take action by the affirmative vote of the majority of the Members present at a duly held meeting.
- Section 1.7 Each Member shall be entitled to one vote pertaining to charitable gambling when properly presented to the Members. Voting by proxy shall not be permitted.
- Section 1.8 The Members of the Association shall have the right to reverse any decision made by the Board of Directors pursuant to the following procedure, which may be initiated by any individual Member:
- a. Filing a petition with the President of the Association. The Petition must contain the printed name and address, and signed by, not less than 20% of the Members of the Association; and must clearly set forth the Board of Directors' decision that is proposed to be reversed;
  - b. Within seven (7) days of receipt of a properly completed petition, the President of the Association shall notify the Members of a special meeting of the Association to address the issues included within the Petition. The special meeting shall be held within seven (7) days of the Notice of the special meeting, and not more than fourteen (14) days following receipt of the Petition;

- c. At the special meeting, the petition shall be presented to the Members by the President. If at least 20% of all the Members of the Association are present at the special meeting, the President shall, after discussion upon the petition, call for a vote. If at least 20% of the total Members of the Association vote on the issue, the affirmative vote of a majority of the Members present and voting shall be sufficient to reverse the Board of Directors' decision which is subject to the petition. Otherwise, the Board of Directors' decision which is the subject of the petition shall stand.

## ARTICLE II – Board of Directors

- Section 2.1 The business and charitable affairs of the Association shall be managed by or under the direction of a Board of Directors elected by the Members. Directors need not be residents of the State of Minnesota and need not be prior Members of the Association.
- Section 2.2 The Association's Board of Directors shall consist of at least three Directors. Directors shall hold office until their successors are duly elected. Directors shall be elected, with one-third (1/3) of the Board of Directors replaced each year unless the Board of Directors consists of an odd number of Directors, in which case an even number of Directors will be replaced one year and an odd number of Directors replaced the following year.
- Section 2.3 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. A person so appointed to the Board of Directors shall hold office until a successor to that person has been duly elected and qualified.
- Section 2.4 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 2.5 Except where otherwise required by law, the Articles or these By-Laws, the affirmative vote of the majority of the Directors present at a duly held meeting shall be sufficient for any action.
- Section 2.6 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 2.7 The Board of Directors shall have regular and special meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.
- Section 2.8 A Director may resign at any time by giving written notice of his or her resignation to the

Association. Resignation effective when received by the Association, unless a later date has been specified in the notice.

- Section 2.9 A Director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of all of the members of the Board of Directors.
- Section 2.10 Special meeting of the Board of Directors may be called at any time upon request of the President or any two Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three working days of making or receiving such a request and shall give not less than five (5) and no more than thirty (30) days written notice of the time, place and purpose of such special meeting.
- Section 2.11 The Board of Directors may establish one or more Executive Committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board for each such Executive Committee. Each such Executive Committee shall act only in the interval between meetings of the Board of Directors and at all times subject to the control and direction of the Board.
- Section 2.1 Directors shall not appoint proxies for themselves or vote by proxy.
- Section 2.13 Any Director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these By-Laws either 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 of the Association, who shall enter it upon the minutes or other records of the meeting. Appearance at a meeting by Directors shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.
- Section 2.14 Board members are able to only serve a consecutive 2 term limit and must take one year off before applying for a board member position again.
- Section 2.15 Elections
- a. Elections are held on an annual basis for any open board positions.
  - b. Any current Board Member may move into an open board position (other than President) if they meet the qualifications for that position. The position that the board member is vacating then becomes open for elections. Tenure in the new role is based on the remaining tenure of the board member's term that has moved into the new role.
  - c. The President must be voted into office by the membership when that position is open during annual elections.
  - d. Annual Elections - Voting is for a candidate, however the candidates receiving the most votes, will be first asked to accept the position they applied for. If the position a candidate has applied for is filled by the time they are reached in voting counts, they will be given a choice of the open positions remaining or they can decline a board position. This will continue until all positions are filled.

## ARTICLE III - Officers

Section 3.1 The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as Board of Directors may, from time to time, appoint. Any two offices, except those of President and Vice President may be held by the same person. The Board of Directors shall elect officers from within the Board to serve. To be eligible for the position of President, the board member must have served a minimum of one year as a member of the Board of Directors.

Section 3.2 The duties of the Officers of this Association shall be:

- a. **President** – The President shall be executive officer of the Association and shall be responsible for the day to day operations of the Association. The President shall be the CEO of Gambling as recognized by the State of Minnesota Charitable Gambling laws and shall be responsible for the day to day operations of the Gambling Operation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors. The President shall preside at all meetings of the Members and of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried into effect; shall be an ex- officio member of all standing executive committees; may execute and deliver in the name of the Association any deed, mortgage, bond, contract or other instrument pertaining to the affairs of the Association; and in general, shall perform all duties usually incident to the office of President.
- b. **Vice President** – The Vice President shall perform the duties as may be prescribed by the Board of Directors of the President. In the absence or disability of the President, the Vice President shall have the powers and duties of the President.
- c. **Secretary** – The Secretary shall attend all meetings of the Board of Directors and any executive committee thereof and all meetings of Members, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of Association records, perform such other duties as may be determined from time to time by the Board of Directors.
- d. **Treasurer** – The Treasurer shall have charge of the Association treasury, receiving and keeping the monies of the Association, and disbursing Association funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors. The Treasurer shall keep accurate accounts of all monies of the Association received or disbursed; shall deposit all monies, drafts and checks in the name of, and to the credit of, the Association in banks and depositories as the majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks, and drafts received by the Association; shall disburse the funds of the Association as ordered by the Board of Directors; shall give to the President and the Directors, whenever required, an account of all transactions as Treasurer and of the financial condition of the Association; and shall perform other duties as may be from time to time prescribed by the Board of Directors or by the President.

Section 3.3 An Officer may resign at any time by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective date is named in the notice.

Section 3.4 Any Officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at duty held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 3.5 A vacancy in an office because of death, resignation or removal may be filled by the

Board of Directors.

## ARTICLE IV - Finance

- Section 4.1 Any dues, contributions grants bequests or gifts made to the Association shall be accepted or collected only as authorized by the Board of Directors.
- Section 4.2 All funds of the Association shall be deposited to the credit of the Association under such conditions and in such banks as shall be designated by the Board of Directors.
- Section 4.3 All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Association shall be as provided by the Board of Directors.
- Section 4.4 The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.
- Section 4.5 Title to all property shall be held in the name of the Association.
- Section 4.6 A summary report of the financial operation of the Association shall be made by the Treasurer at least annually to the Board of Directors.

## ARTICLE V – Expenditures and Loans

- Section 5.1 Any expenditures brought before the Members for approval must be approved before the expenditure is made by the affirmative vote of a majority of the Members present at a duly held meeting of the Members for which notice stating the proposed expenditure, and its purpose, has been given in accordance with requirements for such notice as required by these By-Laws.
- Section 5.2 The Board of Directors must also approve all expenditures of the Association.
- Section 5.3 The Association shall not lend any of its assets to any Director, Officer, or Member. If the Association does make such a loan, the Officers and/or Directors who made the loan or assented to it, shall jointly and severally liable to the Association for repayment of the loan.
- Section 5.4 The Board of Directors may authorize advances to be made to the manager or head coach of any hockey team sanctioned by the Association, such advance to be made according to the rules and regulations prescribed by the Board of Directors from time to time.

## ARTICLE VI – Books and Records

- Section 6.1 The Board of Directors shall cause to be kept:
- a. A Membership register, listing the names and addresses of the Members.
  - b. Records of all proceedings of Members, Directors and Executive Committees.
  - c. Complete books of account showing all receipts and expenditures of the Association.
  - d. Any other record or book of account as shall be necessary and appropriate to conduct the Association's business.
- Section 6.2 The Association shall have no corporate seal.
- Section 6.3 The Board of Directors shall cause to be kept at the registered office of the Association originals or copies of:
- a. Records of all proceedings of Members, Directors and Executive Committees.
  - b. By-Laws of the Association and all amendments thereto.
  - c. Reports made to any or all of the Members within the proceeding three (3) years.
- Section 6.4 A Member, his agent or attorney, may inspect all books and records for the proper purpose, but any such inspection shall take place only at a regular meeting of the Board of Directors and only upon fifteen (15) day prior notice thereof.
- Section 6.5 The Association shall provide to the Members on a monthly basis all reports, statements and information as required by law for any of the activities engaged in by the Association, and as prescribed by the Board of Directors from time to time.



## ARTICLE VII - Amendment of Bylaws

Section 7.1 The Board of Directors may from time to time, adopt, amend or appeal all or any of the By-Laws of this Association upon affirmative vote of two-thirds (2/3) of all of the members of the Board of Directors.

### Section 7.2 Approved Amendments

Adopted and approved by the CYHA Board of Directors as of July 22, 1999.

- Randy Olson – President
- Lisa Hockert - Director
- Jeanette Paulzine-Hamm – Vice President
- Deb Johnson - Director
- Tammy Larsen – Secretary
- Dian Johnson – Director
- Mike Hughes – Treasurer
- Gail Johnson – Director
- Jim Flynn – Director
- Dave Lovick - Director
- Marti Gaydos – Director

Amendment to Sections 1.5, 3.1 and 3.2, adopted and approved by the CYHA Board of Directors on January 9, 2006:

- Lisa Hockert – President
- Steve Schmitz, Vice President
- Joanne Mueller, Secretary
- Mike Hughes, Treasurer
- Chris Anderson, Director
- Karl Rasmussen, Director
- Dave Will, Director
- Ann Miller, Director
- Dave DiMartino, Director
- Craig Gromek, Director
- Lisa Lawry, Director

Amendment to Article III section 2.14 adopted and approved by the CYHA Board of Directors as of May 21, 2013.

Cause to amend to By-Laws To ensure compliance to State Charitable Gambling Regulations that states a quorum can not be fixed number which caused Article 1, Members, Section 1.6 of the previous By-Laws to be omitted and Article VII. Amendment of By-Laws, Section 7.1 to added.

- Scott Little – President
- Brian Clancy – VP Hockey/Ace Coordinator
- Carmen Jorgensen – VP Admin
- Richard Poppke – Secretary
- Randy Graczyk – Treasurer
- Scott Everson – Director
- Ken Dee – Director
- Dave Haugen – Director
- Chris Johnson – Director
- Kelly Fellows – Director
- Jon Krueger – Director
- Leslie Weed – Director
- Jim Tosney – Director
- Nick Skoy - Director

Amendment to Article I, Section 1.1 adopted and approved by the CYHA Board of Directors as of August 23, 2017. Changed the wording “and all members of the Board of Directors of the Association” to “and all voting and non-voting members of the Board of Directors of the Association”.

- Kirk Matko – President
- Tony Marciano – VP Hockey/Ace Coordinator
- Todd Adams – VP Admin
- Barb Salchow – Secretary
- Jerry Sauber – Treasurer
- Scott Anderson – Director
- Jason Frank – Director
- Bill Sicora – Director
- Josh Clark – Director
- James Flint – Director
- Neil Peterson – Director
- Jody Parkinson – Director
- Bill Cody - Director

Addition to Article 2, Section 2.15 adopted and approved by the CYHA Board of Directors as of March 23, 2022 Added section pertaining to elections.

- Kirk Matko – President
- Neil Peterson – VP Hockey/Ace Coordinator
- Brian Hemr – VP Admin
- Amy Friedrich-Bednarek – Secretary
- Barb Salchow – Treasurer
- Rodney Olson – Director
- Scott Anderson – Director
- Cali Cheesebrow – Director
- Tom Schoolmeesters – Director
- Matt Koranda – Director
- Chelsea Johnson – Director
- Angela O’Neil – Director
- Chris Orlett - Director