

**STILLWATER AREA HOCKEY ASSOCIATION
BY LAWS
AS AMENDED JUNE 2019**

ARTICLE I: NAME

The name of this organization is “The Stillwater Area Hockey Association”. The association is a corporation that complies with the provisions of the Minnesota Non-Profit Corporation Act, Minnesota Statutes Chapter 317A, and all amendments thereof.

ARTICLE II: ARTICLES OF INCORPORATION

The corporation exists as an association of its incorporators and members. The Articles of Incorporation shall govern in the event there is any conflict between these Bylaws, as from time to time amended, and the Articles of Incorporation of the association.

ARTICLE III: OBJECTIVES

The objectives of the association are:

- a. To promote and develop an inclusive, safe and fun hockey environment for all girls and boys who reside in the School District 834.
- b. To create a respected hockey association that focuses on development of good sportsmanship, character, teamwork and individual achievement in hockey.

ARTICLE IV: BASIC POLICIES

- a. The name of the association or any of its incorporators, officers, or members shall not be used in any connection or for any purpose not related to the objectives of this association. Use of the corporations name to conduct business of any kind shall be allowed only if approved in writing by the board of directors.
- b. This association shall cooperate with School District 834, the City of Stillwater, and other communities in School District 834.
- c. The association will cooperate with and abide by all rules and requirements of the Minnesota Amateur Hockey Association and USA Hockey.

ARTICLE V: MEMBERSHIP

- a. Membership in the association shall be on an annual basis and is open to all persons who are parents or legal guardians of players registered in the current year. Parent or legal guardians shall be admitted to membership upon payment of an annual registration fee to be determined by the Board of Directors, regardless of any position they hold with the association. Persons who hold a position with the association as coach, employee, gambling manager, elected officer, or hold a Board appointed volunteer position, shall also be members during the time of their tenure in such position, without 1 payment of an annual fee unless they are also parents or legal guardians of currently registered players. A person must be an active

member of the association for at least the most recent 90 days prior to taking the position of gambling manager.

- b. Only members of the association shall be eligible to participate in its business meetings.
- c. A member shall not be expelled or suspended, and a membership shall 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 15 days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and 2) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by the person authorized to decide that the proposed expulsion, termination, or suspension not take place. All expulsion, suspensions, and termination matters shall be heard and decided by a panel of three Board of Director members selected by the Board, at a hearing presided over by the President. Any party aggrieved by the Board panel decision may appeal their expulsion, suspension, or termination of the full Board, by filing an appeal request in writing with the president or the recording secretary within five days of written notice of the panel decision to expel, suspend, or terminate. A hearing before the Board shall then take place with the same notice and opportunity to be heard as with the Board panel hearing.
- d. 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

ARTICLE VI: OFFICERS, BOARD OF DIRECTORS AND THEIR ELECTIONS

SECTION 1: Officers and Board of Directors

- a. The officers of this association shall consist of a President, Vice President, Secretary, and Treasurer. All officers shall be members of the Board of Directors.
- b. In addition to the officers above, the Board of Directors shall consist of a Director of Boys Traveling Hockey, Director of Girls Traveling Hockey, Director of Inter-association Hockey, and Director of the Initiation Program.
- c. All Officers and Directors shall serve without compensation and shall be elected by the general membership.

SECTION 2: Officers and Board of Director Elections

- a. At least forty days prior to the annual meeting there shall be a Nomination Committee selected, composed of one member of the association selected by the president, and two members of the association selected by the Board of Directors. The member appointed by the president shall be chairman.
- b. The Nomination Committee shall nominate at least one person for each office to be filled and report its nominees at the monthly meeting before the annual meeting.
- c. All members interested in serving on the board shall submit their request to the chairman of the Nomination Committee at least 35 days prior to the annual meeting.
- d. Nominations for office may also be made from the floor at the monthly meeting before the annual meeting if there are no nominations listed on the ballot.
- e. Officers and Board of Directors shall be elected by ballot by a majority of the association members present at the annual meeting. At the annual meeting on each even-numbered year, the President, Secretary, Director of Inter-association Hockey, and Director of Girls Traveling Hockey, shall be elected for a term of two years. At the annual meeting on each

odd-numbered year, the Vice President, Treasurer, Director of Boys Traveling Hockey, and the Director of the Initiation Program shall be elected for a term of two years.

- f. To encourage new ideas and involvement, an Officer or Director shall not serve more than three (3) terms (6 consecutive years) at any one position.

SECTION 3: Vacant Positions

- a. Vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS MEETINGS

- a. The Board shall be responsible for the complete operation and enforcement of these Bylaws for the Stillwater Area Hockey Association. Such business shall be conducted at any time between board members within the authority of their positions and at such scheduled board meetings as defined in this section.
- b. The Board shall conduct at least 12 regular board meetings per year at such place and time as the board determines.
- c. Board meetings shall be open to all members. Notice of regular meetings shall be published on the corporation's website at least five days in advance of the scheduled meeting.
- d. A majority of the board shall constitute a quorum at any regular or special meeting.
- e. Each Board Member (except the President) shall have one vote at any regular or special meetings in all decisions.
- f. The President shall have one vote only in the event that a tie should occur at any regular or special meeting, except for the election of Officers.
- g. Officers and Directors shall not vote by proxy.
- h. The Officers of the corporation shall have the authority to add, delete, or amend these bylaws should Minnesota Hockey or USA Hockey mandate changes that affect SAHA, provided these changes do not violate the rules and regulations of our Minnesota Hockey and USA Hockey Affiliations. Any other bylaw changes shall be approved by the general membership.
- i. The officers may schedule a General Membership Meeting in addition to the Annual Meeting as required in these bylaws. Publication and posting of the notice of such general membership meeting shall be in accordance with these bylaws.
- j. Any Officer or Director that fails to attend five regular or special meetings in a given membership year without prior notice given to an officer or who fails to complete the duties assigned to him or her as a committee chair or member, may be subject to dismissal from the board. Any removal under this section shall be on a majority vote of the Board of Directors.
- k. The rules contained in Robert's Rules of Order shall govern the proceedings of all meetings of the corporation to which they are applicable and in which they are not inconsistent with the by-laws.
- l. The gambling manager (or designate) shall present the monthly gambling report in accordance with the State of Minnesota Charitable Gambling laws at the monthly board of directors meetings and the report must be approved by a general membership vote.

ARTICLE VIII: BOARD APPOINTED COORDINATOR POSITIONS

- a. The Board shall have the authority to appoint the Coordinator positions outlined below or to create additional Coordinator positions as it deems necessary or appropriate from time to time in order to meet the needs of the association. Such appointments shall be for 2 year terms. There is no term limit, but at least annually the board must perform formal nomination, discussion, and a vote to fill any open coordinator roles.
- Ice Scheduling Coordinator
 - Registration Coordinator
 - Fundraising Coordinator
 - Operations Coordinator
 - C Teams Coordinator
 - D2 Coordinator
 - Coordinator of Player Development
 - Communications Coordinator
 - Goalie Equipment Coordinator
 - Girls Traveling level Coordinators
 - Boys Traveling level Coordinators
 - Mites Coordinator
 - U8 Coordinator
 - Tournaments Coordinator
 - Character Building / HEP Coordinator
 - ACE Coordinator

ARTICLE IX: MEMBERSHIP MEETINGS

- a. The annual meeting for members of this association shall be in the month of April.
- b. A special meeting of the members of this association shall be held if called by the Board, or if the President or Secretary is given a written notice of demand for a special meeting dated and signed by at least 50 members or ten percent of the members, whichever is less.
- c. Notice of the annual membership meeting, the monthly membership meetings, or any special meetings shall be by the current standard notification process of the association such as publication on the association's website and/or email notification. Notice published under this section shall be deemed sufficient for all purposes and for all members.
- d. Ten (10) members, in good standing, present in person shall constitute a quorum for the transaction of business at any membership meeting except in the case of gambling related matters where no quorum is required. The date for determination of members entitled to vote shall be the date of the meeting, and all members present at the meeting whose membership has not been terminated or suspended shall be eligible to vote. The affirmative vote of the majority of the members with voting rights present and entitled to vote is the act of the members. In the event of a tie vote, the motion or other action shall fail.

ARTICLE X: DUTIES OF OFFICERS

SECTION 1: General Duties

- a. The Board of Directors is vested with the management responsibility of the association and its affairs including the authority to hold meetings, appoint committees from the membership or members of the Board, audit bills and disburse the funds of the Association; print and circulate documents, employ individuals or agents, devise and carry into execution such other measures it deems proper and necessary to promote the objectives of the Association and to best protect the interest of the members.

SECTION 2: Specific Duties

- a. **President.** The President shall be the chief executive of the association and shall have general active management of the association; when present, preside at all meetings of membership and the Board of Directors; see that all orders and resolutions of the membership and the Board of Directors are carried into effect; submit to the members at their annual meeting a report of the operation of the association; from time to time report to the Board of Directors concerning all matters that the interest of the association may require; sign and deliver in the name of the association any documents, including checks, pertaining to the business of the association; and perform such other duties as prescribed by the Board of Directors and/or consistent with the management of the association and the overseeing of its activities.
- b. **Vice President.** The Vice President performs the duties of the president in the absent of the latter, and such additional duties as may be assigned by the Board of Directors or the president. The Vice President shall also oversee the Director of Operations. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.
- c. **Secretary.** The Secretary shall keep the minutes of the meetings for the members and the Board of Directors and shall attend to the giving and certifying to all notices of all such meetings. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.
- d. **Treasurer.** The Treasurer shall have the custody of all funds of the corporation, shall deposit such funds in the name of the corporation in the bank or banks that the Board of Directors may designate. He/she shall be authorized to sign or countersign all checks, drafts, and notes of the corporation and shall disperse the funds of the corporation under the direction of the Board of Directors. He/she shall verify charges and expenditures and shall report to the membership at the annual meeting as to the financial condition of the association. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.

ARTICLE XI: DUTIES OF BOARD OF DIRECTORS

SECTION 1: General Duties

- a. The Board of Directors is vested with the management responsibility of the association and its affairs, subject to the law, the articles of incorporation and these bylaws. As board members,

they are responsible for the long-term health and success of the specific areas of the association that they are accountable for.

SECTION 2: Specific Duties

- a. Director of Initiation Program.** The Director of the Initiation Program key shall serve as Chair on the Initiation Committee and shall manage the day-to-day functions of all mites, U8, and any other rec team that does not participate in district play. The person in this position shall report to the board monthly on any issues related to Initiation hockey. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.
- b. Director of Boys Traveling Hockey.** The Director of Boys Traveling Hockey shall serve as Chair on the Boys Traveling Hockey Committee and shall manage the day-to-day functions of all boys traveling teams that participate in district play. The person in this position shall report to the board monthly on any issues related to Boys traveling hockey. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.
- c. Director of Girls Traveling Hockey.** The Director of Girls Traveling Hockey shall serve as Chair on the Girls Traveling Hockey Committee and shall manage the day-to-day functions of all girls traveling teams that participate in district play. The person in this position shall report to the board monthly on any issues related to Girls traveling hockey. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.
- d. Director of Inter-association Hockey.** The Director of Inter-association Hockey shall be responsible for serving as a liaison between Stillwater Area Hockey Association and any other forms of organized hockey within school district 834. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President.

ARTICLE XII: COMMITTEES

- a. The Board of Directors may from time to time designate and appoint one or more committees as it sees fit. Such committees shall have the authority and exercise such prescribed authority as is designated by the Board of Directors. The Board of Directors shall create the following five standing committees that will operate under the following guidelines.
 - i. Each Committee chair shall be an Officer or Director.
 - ii. Committee members need not be Officers or Directors.
 - iii. The President shall serve as an ex officio member of all committees.
 - iv. All committee members must be approved by the Board of Directors.
- b. Standing Committee Names, Members and Duties:
 - i. **Initiation Program Committee:** At least 5 members and up to 7 members, including but not limited to Director of Initiation Program, Director of Inter-association Hockey, Mites Coordinator, U8 Coordinator, Coordinator of Player Development, and C Team Coordinator.

Duties: Administer all functions of the mite, U8, and rec programs.
 - ii. **Girls Program Committee:** At Least 5 members and no more than 9 members, including but not limited to Director of Girls Traveling Hockey, Director of Inter-

association Hockey, Coordinator of Player Development, and all Girls Traveling Level Coordinators.

Duties: Administer all functions of the Girls Traveling Hockey program.

- iii. **Boys Program Committee:** At least 5 members and no more than 9 members, including but not limited to Director of Boys Traveling Hockey, Director of Inter-association Hockey, Coordinator of Player Development, C Teams Coordinator, and all Boys Traveling Level Coordinators.

Duties: Administer all functions of the Boys Traveling Hockey program.

- iv. **Operations Committee:** At least 7 members and no more than 11 members, including but not limited to Vice President, Coordinator of Operations, Treasurer, Secretary, Ice Scheduling Coordinator, and Registration Coordinator.

Duties: Administer all operational issues.

- v. **Fundraising Committee:** At least 3 members and no more than 7 members, including but not limited to Vice President, Fundraising Coordinator, Tournaments Coordinator, Treasurer, and Registration Coordinator.

Duties: Administer all fundraising opportunities.

ARTICLE XIII: MISCELLANEOUS

- a. The Board of Directors shall determine from time to time the circumstances and conditions under which the accounts, books, and records of the association shall be open to inspection by its members; however, this privilege shall exist at least once a year at the annual meeting of the members.

ARTICLE XIV: AMENDMENT TO BYLAWS

- a. These Bylaws may be amended by a two-thirds vote of the members attending the annual meeting or special membership meeting, the notice of which shall have contained notification concerning the proposed amendment and the substance of the same.