

MHC By-Laws

MANDAN HOCKEY CLUB, INC.

BY-LAWS

ARTICLE I. NAME

The name of this organization is Mandan Hockey Club, Inc. and shall be referred hereinafter as "Club".

ARTILCE II. PURPOSE

Section 1. The Mandan Hockey Club, Inc. is a charitable corporation operating youth hockey programs for the benefit of the people of the City of Mandan. The purpose of this corporation are:

- A. To provide an opportunity for the youth of Mandan to skate and obtain hockey instruction with the principal objective of meeting of physical, social, and psychological needs of the participants by promoting their health, security, happiness and sense of self-worth;
- B. To develop character, sportsmanship and physical fitness among the youth of Mandan;
- C. To promote, encourage and improve the standard of amateur hockey; and
- D. To conduct an amateur hockey program consistent with the rules, regulations, and policies of USA Hockey and the North Dakota Amateur Hockey Association (NDAHA).

Section 2. The club is organized and created solely and exclusively for the above-stated purpose.

ARTICLE III. POWERS

Section 1. In furtherance of the above-stated purpose of the Club, but not in limitation thereof, the Club shall have the following powers:

- A. To undertake and promote activities through the use of volunteer services and other means to raise funds to support an organized recreational ice hockey program;
- B. To acquire ice hockey equipment, uniforms and any other property necessary and suitable to carry out the Club's purpose;
- C. To obtain contributions, donations, gifts, bequests, grants, pledges, devices and funds from similar sources, from individuals, corporations, trusts, foundations, partnerships, estates, and other organizations or groups to support the Club's purpose;
- D. To accept, purchase, own, hold, lease, rent, manage, sell and otherwise use and enjoy real personal property of all kinds, consistent with the Clubs purpose, and in connection therewith, to acquire, construct, maintain, and operate buildings and equipment, and any other real or personal property deemed necessary or convenient to the Club in achieving its purpose;
- E. To enter into contacts, borrow money, mortgage or otherwise encumber the Club's property to secure payment thereof;
- F. To appoint agents and hire employees in connection with the Club's affairs, and to fix their compensation;
- G. To do any and all things necessary to carry out the Club's purposes and objectives consistent with and limited to those allowed under the charitable and education purposes of Section 501 C

(3) of the United States Internal Revenue Code and Chapter 10-24 of the North Dakota Century Code, also known as the North Dakota Non-Profit Corporation Act;

- H. The foregoing statements of specific powers do not restrict the or limit the Club's general powers, or their exercise or enjoyment, as they are expressly or impliedly granted by the North Dakota Non-Profit Corporation Act, except those powers not in furtherance of exempt purposes under Section 501 C (3) of the Internal Revenue Code.

Section 2. The exercise of the Club's stated, expressed and implied powers is subject to the following prohibitions:

- A. No part of the Club's earnings or assets shall inure to the private benefit of or be distributed to its officers, directors, or members. The Club shall be authorized to and empowered, however, to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Club's purposes to Club officers, directors, and members, upon full disclosure to and approval of the Club's board of directors;
- B. The Club shall not engage in any activities that are unlawful or are prohibited under Federal, State, or local laws.
- C. The Club shall not endorse any political candidates or political parties.

ARTICLE IV. MEMBERSHIP

Section 1. Every family that has a player or players registered with the Club and that has paid their registration fees is a member of the Club, with full voting and other privileges.

Section 2. Each family shall be entitled to two (2) votes one vote per player on each matter submitted to the Club's membership for a vote. Members must be present to vote.

Section 3. Annual membership shall commence on October 1st and terminate on September 30th of the following year.

Section 4. Club memberships, voting or other privileges shall be not be transferable.

Section 5. Any member may be expelled for adequate reason by two-thirds vote of the board of directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the board of directors. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the board of directors, and final written notice of the board of director's decision. If during the process, it is deemed a conflict of interest with any of the board of directors or committee member, that person is expected to remove themselves from that hearing.

Section 6. The Mandan Hockey Club Board of Directors has been entrusted with the sound fiscal management of its members funds. Because of this trust, it is imperative that there be not even a suggestion of mismanagement or manipulation of those funds for a Board Member personal gain. The employment of relatives can cause various problems, including charges of favoritism, conflicts of interest, family discord and scheduling conflicts that work to the disadvantage of the Club and its employees. Therefore it is the policy of the MHC that individuals working for the Club that are supervised by the Board of Directors not be a close relative of any board member or recent board

member (defined as having served in the Board position within the past year) unless approved by a super majority of the Board of Directors (2/3 Vote) with the affected Board Member abstaining their vote. For purposes of this policy, the term close relative includes the following relationships, whether established by blood, marriage, or other legal action; mother, father, husband, wife, son, daughter, sister, brother, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, step-child, aunt, uncle, nephew, niece, cousin, or grandparent.

ARTICLE V. DUES

The annual dues required to be paid for membership in the Club shall be determined annually by the Board of Directors.

ARTICLE VI. DIRECTORS

Section 1. The Club shall have eleven (11) Directors and they shall comprise the Club's Board of Directors and shall manage the affairs of the Club. Directors must be active members of the Club.

Section 2. Eligibility of Directors

- A. Directors must be members in good standing in the club;
- B. No Director shall receive compensation for service as a Director. However, the Board shall have the authority to compensate persons, including Directors, for services rendered to or contracted by the Club, which services are outside the scope of normal and usual duties of a Director and to reimburse Directors for reasonable expenses incurred for Club purpose. When a motion concerning such compensation for reimbursement is brought before the Board of Directors, the individual affected shall not vote on the motion.
- C. No more than one parent, guardian, or matrimonial pair of a player may serve concurrently;
- D. A Director who at any time does not successfully complete a North Dakota Amateur Hockey Association background check will immediately be deemed ineligible to serve;
- E. A Member who has previously been removed from office under subsection # of Section # is not eligible to serve;
- F. No person shall be on the Board of Directors if;
 - a. A person who has pled guilty to or been found guilty of a felony offense as defined by the laws of this state, other states, or the Federal Government for a period of five (5) years from the date of conviction, release from incarceration, end of a period of suspension or deferral, or expiration of parole or probation, whichever is latest.
 - b. A person has pled guilty to or been found guilty of a misdemeanor offense in violation of this state, other states, or the Federal Government's laws related to theft, counterfeit/forgery, or under any circumstances which indicate the person poses a threat to the Club's interest for two years from the date of conviction, release from incarceration, end of a period of suspension or deferral, or expiration of parole or probation, whichever is the latest.
 - c. At any time that a Board of Director would meet any of the above listed reasons for removal or denial onto the Board, the Board of Directors is authorized in removing said member from the Board with the approval through a Board vote.

Section 3. Terms, Election, Removal, Secession, and Duties

- A. The Directors shall be elected to serve staggered three-year terms. Directors may serve consecutive terms. Election of Directors shall occur at the annual spring meeting of the Club's general membership in May of each year; and
- B. Directors shall be nominated and elected at large. The secretary shall declare the persons receiving the highest number of votes to be elected as directors and such a declaration shall be entered into the minutes of the meeting. No cumulative voting shall be permitted, and each member shall have one (1) vote per Board position available for election to be elected.
- C. A Director may be relieved of their duties by vote of two-thirds (2/3) of all Directors, members at the meeting called in accordance with Article X, any director may be removed with cause, after reasonable notice and an opportunity to be heard is provided to such Director. Failure to attend either (a) three (3) consecutive Board meetings without advance notice to the President or Secretary, or (b) at least fifty percent (50%) of the meetings during the fiscal year, shall be considered cause for removal from the Board. The Director shall be allowed no more than thirty (30) minutes to present their case to the Board as to request for removal. During this meeting, the Director does not carry the rights and privileges of a Director.
- D. If any Director at any time after being elected dies, resigns, or ceases to have the qualifications provided herein, then this Directorship shall become immediately vacant, without action other than to note such fact in the minutes of the Board. In such an event, or in case of a vacancy created by any other circumstances, the remaining Directors at any meeting of the Board of Directors, regular or special, shall elect some person with the necessary qualifications to act as Director to fill such vacancy and to serve as Director for the unexpired term of the retiring Director.
- E. All nominations for vacant positions on the Board shall be presented at the annual meeting in May of each year. Any Club member may make nominations from the floor at this meeting.
- F. There must be a quorum of Board members present to approve any Club business or operation. All approval shall be by a majority vote. Approval of Club spending on non-essential and non-operational costs of \$1000 or more shall require an approval by a super majority of the Board of Directors.
- G. The club shall acquire and have in effect Directors and Officers insurance.
- H. Directors shall not hold any on-ice positions associated with the Mandan Hockey Club. This includes coaching, officiating, hockey development committee, and any other on-ice positions that may be a direct conflict of interest with their off-ice Board positions unless approved by a majority vote of the Board of Directors.
- I. Each person who acts as a Director or employee of the Mandan Hockey Club shall be indemnified by the Mandan Hockey Club against expenses actually and necessarily incurred by him/her in the defense of any action, suit or proceeding in which he/she is made party by reason of his/her being or having been a Director or employee of Mandan Hockey Club except on matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct, and accept any sum paid for the Mandan Hockey Club in settlement of any action, suit, or proceeding based on willful misconduct on the performance of his/her duties.

ARTICLE VII. OFFICERS

Section 1. Each year at the first meeting of the Board of Directors following the annual election of Directors, the Board shall elect its members the following officers: a President (only if a President-elect is not present from the previous year), a President-elect, a Vice-President, a Secretary, and a Treasurer who shall be the Club's officers. Each office will have a one year term. Officers may serve consecutive terms.

Section 2. It shall be the duty of the President:

- A. To preside at all meeting of the Club and Board of Directors;
- B. To see the By-laws, rules, and regulations of the Board are enforced;
- C. To appoint all committees;
- D. To have general supervision over the affairs of the Club and the employees thereof;
- E. To serve as an ex-officio of all committees;
- F. To sign all written contracts entered into by the Club, unless some other person be designated or authorized by the Board of Directors;
- G. To sign, with the treasurer, all checks issued by the Club, unless some other person be designated or authorized by the Board of Directors;
- H. To serve as official spokesperson for the Club.

Section 3. It shall be the duties of the Vice-President:

- A. To be in charge of all matters related to managing employees and facilities of the Club;
- B. To annually review the By-laws, rules and regulations of the Board;
- C. To serve as the chair of the audit committee for the Club;
- D. To be in charge of the HDC and to be the Clubs main liaison with the Concession Manager and the Park District for operational issues
- E. If other duties are hired out by the Club, it shall be the responsibility of the Vice-President to manage those employees as well;
- F. To be in charge of maintaining all the Club's material assets (equipment, sharpener, boards, nets, etc.)

Section 4. It shall be the duty of the Secretary:

- A. To keep current records of all proceeding of the Board of Directors and the meetings of the members;
- B. To give all notices to members or Directors, however, the President may designate any other person to give such notices;
- C. To perform such other duties as may be required by the Board of Directors;
- D. To maintain the official correspondence of the Club.

Section 5. It shall be the duty of the Treasurer:

- A. To have general charge of the books of the accounts of the Club;
- B. To receive all money from dues or any other source coming to the Club and deposit the same as may be directed by the Board;

- C. To render to President and Board of Directors at each meeting of the Board and membership, an itemized statement showing the condition of the Club's financial affairs.

Section 6. It shall be the duty of the President-elect:

- A. To preside at any Board or Club meeting in the absence of the President;
- B. Shall automatically succeed to the Presidency should that office become vacant for any reason, including the expiration of the President's term;
- C. The President-elect shall all executive Board members in their respective duties;
- D. If the President and the President-elect are absent or unable to act, the Board of Directors shall designate one of the members to act as such, and such acting President shall perform duties of the President.

ARTICLE VIII. FINANCE

Section 1. The Board of Directors may/shall provide for an annual audit of the Club's operation and the report of such audit, if made shall published to the Club membership. The By-laws and procedures, rules and guidelines and other documents posted or otherwise can be provided in printed form upon request by any member.

Section 2. The Club's fiscal year shall begin on July 1 and close on June 30 of the following year.

Section 3. All expenditures of the Club shall be made by check or electronic means and every check signed by an authorized Board member and the Treasurer. The Club must retain detailed records of financial transactions in accordance with Generally Accepted Accounting Principles (GAAP). All bank transactions shall carry dual signatures, one of which must be the Club Treasurer. All loans or credit purchases exceeding two hundred fifty dollars (\$250) must have specific approval of the Board of Directors.

Section 4. The Board of Directors must specifically approve all expenditures exceeding two hundred fifty dollars (\$250).

ARTICLE IX. COMMITTEES

The President shall appoint any committees deemed by the Club, or it's Board of Directors, to be necessary for the accomplishment of the Club's purposes. At least one member of each committee shall be selected from the Board of Directors. Each committee so appointed shall provide a report of its actions at each monthly meeting. The President shall formally disband each committee upon completion of its duties.

ARTICLE X. MEETINGS

Section 1. The membership of the Club shall meet at least annually at such time and place as designated by the Board of Directors.

Section 2. The Board of Directors shall meet monthly with such meeting to be held immediately preceding the Club's monthly meeting or any special meeting at such time and place as designated by the President.

Section 3. Notice of the place and time of all meetings of the Club and the Board of Directors shall be given to all members of the Club at least seven (7) days in advance of the meeting unless otherwise directed by the membership. All Board of Directors meetings shall be open to attendance by members of the Club.

Section 4. Special meetings may be called by the President or upon written request of any Director. Notice of any special meetings and agenda shall be given to all members at least 48 hours in advance of the meeting and state the purpose(s) of the meeting. Notice may be given in the same manner as set out in Section 3 above.

Section 5. Any special meeting of the Board for emergency business of the Board may be held by telephone conference call at the discretion of the President, or upon the decision of the majority of Board Members. Email "inform to all" and "reply to all" may be used to poll votes in the absence of a meeting. The Vice-President shall have the authority in the event of the resignation of the President or in the event the President is unable to fulfil his/her duties. The telephone conference call shall be conducted as regular Board meeting in accordance with the Constitution and By-laws. A majority of the Board of Directors must be present to conduct business. The Secretary shall take minutes of the meeting, and shall reduce it to writing for distribution. Individual calls or "polling" shall not be considered to meet the necessary standards for a quorum at the Board meeting.

Section 6. There must be a quorum of Board members present to approve any Club business or operation. All approval shall be by a majority vote.

Section 7. Robert Rules of Order shall govern all meetings of the Club.

ARTICLE XI. AMENDMENTS

These By-laws may be amended, repealed, re-enacted, or new By-laws adopted in addition hereto at any meeting of the Club's membership by the vote of a simple majority of the members present at such meeting, provided that notice of the intention to amend, repeal, re-enact, or adopt a new By-law or By-laws, and the nature of such changes is given at the previous meeting of the Club membership and in any notice required to be given herein. The By-laws may also be amended by a majority vote of the Directors at any annual, regular, or special meeting of the Board, provided notice of the proposed amendment is given in writing to all the Directors at least seven (7) days before the meeting.

ARTICLE XII. ELIGIBILITY REQUIREMENTS

Tobacco, Alcohol, controlled substances. The use and/or possession of tobacco, alcohol, or any controlled substances, as defined by North Dakota law are prohibited.

ARTICLE XIII. DISSOLUTION OF THE CLUB

In the event of the dissolution of the Club, any assets remaining after payment of all proper claims and demands then existing shall be distributed to a charitable organization so named by the existing Executive Committee. Except in their capacities as members of the Club, no Executive Committee member or any other individual has or shall have the right, title, or interest of any kind in or to such remaining assets of the Club.