

**BYLAWS OF
WEST SAINT PAUL AREA YOUTH HOCKEY
ASSOCIATION**

(after referred to as "Corporation")

ARTICLE I: OFFICES, CORPORATE SEAL

Section 1.01. **Registered Office.** The city, town, or other community in which the registered Corporation is located in Minnesota shall be prescribed by the Articles of Incorporation of the Corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Corporation's Board of Directors.

Section 1.02. **Other Offices.** The Corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.03. **Corporate Seal.** The Corporation shall have no corporate seal.

ARTICLE II: MEMBERS - MEETINGS, PROPERTY RIGHTS

Section 2.01. **Qualification.** Any parent or natural or legal guardian of a youth who is registered properly for the hockey program and who is eighteen (18) years of age or older.

Section 2.02. **Additional Members.** The Board of Directors may admit additional individuals as members and as such they shall acquire the same rights and obligations as are applicable to other members. Any Head Coach or Board member of the West St Paul Area Youth Hockey Association who is not a member per Sec. 2.01 may be granted membership. Any other person of legal age who subscribes to the purposes of the hockey organization may apply in writing for membership.

Section 2.03. **Member Voting Rights and Meetings.** Each household (with one or more youths registered in the hockey program) shall be limited to one (1) member and each member has one vote. Voting by the members is limited to the annual election of Directors. Memberships may not be transferred. The President will convene meetings of the members when necessary and convenient for the Board.

Section 2.04. **Property Rights and Member's Term.** The Board of Directors shall manage the property, affairs, and business of the Corporation. No member shall have any right, title, or interest in or to any property of the Corporation. A member's term shall be one (1) year commencing upon registration of a youth for the season and/or upon acceptance by the Board as an additional member under Sec. 2.02.

Section 2.05. **Dues and Fees.** There shall be no annual dues or membership fees. The only fees to be collected are fees for program participation and registration.

Section 2.06. **Termination.** Annual membership shall terminate on the first to occur of either (A) the last day prior to the first day of registration for the following season for participants in youth hockey, or (B) upon the cancellation of a youth's participation in the program and payment by the Corporation of a refund due, if any.

Section 2.07. **Proxies/Rules.** Proxies shall not be allowed or used. Robert's Rules of Order Revised shall apply to all meetings of the members.

ARTICLE III: BOARD OF DIRECTORS

Section 3.01. **General Powers.** The Board of Directors shall oversee the Corporation's committees and publications; shall determine its policies, bylaws, and changes therein; and shall actively carry out its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 3.02. **Initial Board.** The initial Board of Directors and Officers, having been duly elected in an election supervised by the Board of Directors of the West St. Paul Youth Athletic Association, shall serve until the election process described in Section 3.04, below, takes place in February 2013. A director who serves on the initial Board of Directors shall be eligible to serve on any subsequent Board of Directors.

Section 3.03. **Number, Qualifications, and Term of Office.** The Board of Directors shall consist of a minimum of seven (7) people serving various positions. The Board shall determine the number of positions on the Board, define the duties and responsibilities of a position, and assign Directors to a position. Generally, a Director's term shall be three (3) years, beginning with the first item of business of the March meeting of the Board of Directors. Upon approval by the Board, the terms of the Directors may be amended and staggered to avoid the election of a more than a majority-plus-one of Directors in a single year, without regard to vacancies that are filled by the Board. All applicants being considered for the Board of Directors must be in good standing with the Association.

Section 3.04. **Election and Appointment of Directors.** Elections shall take place in the month of February each year. An impartial committee appointed by the Board of Directors shall monitor and certify election results. At the March meeting, the Board by majority vote will assign a position to each Director except for Officers who have not completed their terms.

Section 3.05. **Organization.** At each meeting of the Board of Directors, the President or, in his or her absence, a Director appointed by the Board of Directors shall preside. The Secretary of the Corporation or, in his or her absence, any person who the Board of Directors shall appoint, shall act as secretary of the meeting.

Section 3.06. **Resignation.** A Director may resign at any time by a letter of resignation to the President or the Secretary of the Corporation. The resignation of a Director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the President.

Section 3.07. **Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, or any other cause, shall be filled by a vote of the remaining Directors, and the successor shall hold office until that Director's term expires. Vacancies resulting from the addition of a new position on the Board shall also be filled by a majority vote of the Directors. The terms of these appointed Directors will be two (2) years, subject to the staggering provisions of Section 3.03.

Section 3.08. **Removal of Directors.** Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, a Director may be removed with or without cause only by the Board of Directors at a regular meeting, provided such action was on the published agenda, and only upon a two-thirds (2/3) vote of the Board of Directors. If a Director is absent, without the permission of the President, from three or more monthly meetings in a calendar year, the President at his/her discretion may introduce a motion for removal of the offending Director.

Section 3.09. **Place of Meetings.** The Board of Directors may hold its meetings at such place or places, within the State of Minnesota, as it from time to time determines.

Section 3.10. **Regular Meeting.** The Board of Directors shall designate the date, time, and location of its regular meetings. The Board shall not meet less than six (6) times per year. The President may conduct so much of the meeting in executive session as deemed appropriate given the subject matter.

Section 3.11. **Special Meetings: Notice.** Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Notice of each such special meeting shall be mailed electronically to each Director, addressed to him or her at his or her residence or usual place of business, at least forty-eight (48) hours before the date on which the meeting is to be held, or to be delivered to him or her personally, or by telephone, not later than twenty-four (24) hours before the time on which the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting.

Section 3.12. **Notices Excused.** Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the Directors of the Corporation then in office shall be present there at or waive such notice in writing before, at, or after such meeting.

Section 3.13. **Quorum and Manner of Acting.** Except as otherwise provided by statute or by these Bylaws, not less than a majority of the total number of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.14. **Proxies/Rules.** Proxies shall not be allowed or used. Robert's Rules of Order Revised shall apply to all meetings of the Board of Directors.

ARTICLE IV: OFFICERS

Section 4.01. **Number.** The Officers of the Corporation shall include, but not be limited to, a President, a Vice President, a Secretary, and a Treasurer, and shall not exceed a total of five (5) officers selected by the Board of Directors. The same person may hold any two (2) or more offices, except those of the President and Treasurer.

Section 4.02. **Eligibility Elections, Term of Office, and Qualification.** All Directors are eligible to be elected as an Officer. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal (in the manner hereinafter provided). All Officers of the Corporation shall be elected from among the Directors of the Corporation.

Section 4.03. **Resignations.** Any Officer may resign at any time by submitting a letter of resignation to the Board of Directors, the President, or the Secretary of the Corporation. Such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt by the Board of Directors, President, or Secretary of the Corporation; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. **Removal of Officers.** Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, an Officer may be removed with or without cause only by the Board of Directors at a regular meeting, provided such action was: approved by a majority vote of the Executive Committee; listed on the published agenda; and received two-thirds (2/3) vote of the Board of Directors. If an Officer is absent, without the permission of the President, from three or more monthly meetings in a calendar year, the President (or a Vice President in case of the President) at his/her discretion may introduce a motion for removal of the offending Officer.

Section 4.05. **Vacancies.** A Vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the remainder of the term by a majority vote of the Board.

Section 4.06. **President.** The President shall be the Chief Executive Officer of this Corporation and shall have general active management of the business of the Corporation; shall, when present, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the Corporation (except in cases in which such execution and delivery shall be expressly delegated by the Directors or by these Bylaws to some other Officer or agent of the Corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, including, without limitation, any instrument necessary or appropriate to enable the Corporation to donate income or principal of the Corporation to or for the account of such corporations, associations, trusts and corporations as are referred to or described in the Articles of Incorporation of the Corporation and as the Corporation was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President.

Section 4.07. **Vice President.** Vice Presidents shall have such duties and responsibilities as the Board of Directors may from time to time prescribe.

Section 4.08. **Secretary.** The Secretary shall be Secretary of, and when present, shall record proceedings of all meetings of the Board of Directors and of all meetings of the Executive Committee, if any; shall keep a register of the names and addresses of all members of the Corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatements hereof; shall when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any, shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Secretary.

Section 4.09. **Bond.** The Board of Directors of the Corporation shall from time to time determine which, if any, officers of the Corporation shall be bonded and the amount of each bond.

ARTICLE V: FINANCIAL MATTERS

Section 5.01. **Books and Records.** The Board of Directors of the Corporation shall cause to be kept:

1. records of all proceedings of the Board of Directors; and
2. such other records and books of accounts as shall be necessary and appropriate to the conduct of the corporate business.

Section 5.02. **Documents Kept at Registered Office.** The Board of Directors shall cause to be kept at the registered office or other such office as determined by the Board of Directors of this Corporation originals or copies of:

1. records of all proceedings of the Board of Directors, if any;
2. all financial statements of the Corporation, and
3. Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.

Section 5.03. **Accounting System and Audit.** The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the Corporation. The Board of Directors shall cause the records and books of account of the Corporation to be compiled and reconciled by an independent accountant at least once each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

Section 5.04. **Compensation.** The Board of Directors of the Corporation may at any time and from time to time, by resolution adopted by a simple majority of the total number of Directors, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any Director, Officer, agent, or employee of the Corporation for personal services rendered to the Corporation by, or for any expenses necessarily paid or incurred by, any such Director, Officer, agent or employee, but only if and to the extent that the performance of such service or the occurrence of such expenses is directly in furtherance of the charitable purposes of the Corporation and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

Section 5.05. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar or such other fiscal year as may be determined by the Board of Directors.

Section 5.06. **Checks, Drafts, and Other Matters.** All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer(s), agent(s), or employee(s) of the Corporation and in such manner as may from time to time be prescribed by the Board of Directors.

Section 5.07. **Compliance with State Laws Governing Charities.** The Board of Directors shall initiate a review of the Corporation's business and affairs on an annual if not more frequent basis to assure compliance with the registration, annual reporting and other requirements of the Minnesota Charitable Solicitation Act (Minn. Stat. §309.50 et seq.) and the Minnesota Supervision of Charitable Trusts and Trustees Act (Minn. Stat. §501.71 et seq.), as now in force and as may be amended from time to time.

Section 5.08. **Compliance with State Laws Governing Lawful Gambling.** The Board of Directors shall cause the business and affairs of the Corporation to be reviewed on a semiannual basis to assure compliance with the Minnesota Lawful Gambling Act (Minn. Stat. § 349.12 et seq.).

Section 5.09. **Alcoholic Beverages.** The Corporation and the Board of Directors are prohibited from using Corporation proceeds for the purchase of alcoholic beverages.

ARTICLE VI: WAIVER OF NOTICE

Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at or after the meeting.

ARTICLE VII: TRANSFER OF ASSETS, MERGER AND DISSOLUTION

The Board of Directors may authorize (1) the sale, lease, exchange, mortgage, encumbrance or other transfer of all or substantially all of the property and assets of the Corporation, (2) the merger or consolidation of the Corporation with another non-profit corporation organized under the laws of the State of Minnesota or of any other State of the United States or of the District of Columbia, and (3) the dissolution of the Corporation. Such actions may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the total number of Directors of the Corporation.

ARTICLE VIII: AMENDMENTS

The Board of Directors may change the Corporation's Articles of Incorporation, from time to time as amended or restated, and these Bylaws, from time to time as amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, shall be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the total number of Directors of the Corporation.

The undersigned, being the Secretary of the WEST SAINT PAUL AREA YOUTH HOCKEY ASSOCIATION, does hereby certify that the foregoing Bylaws of the Corporation were adopted by a resolution of the Board of Directors effective March 5, 2012.

Dated: _____

Secretary

Dated: _____

President