

ARMSTRONG COOPER YOUTH HOCKEY ASSOCIATION BY-LAWS

APRIL 10, 2023 APPROVED

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ARTICLE I - NAME

The name of this corporation is Armstrong Cooper Youth Hockey Association, Inc., hereinafter referred to as “ACYHA” or “the Association.”

ARTICLE II - PURPOSE

SECTION 2.1

The primary purpose of the Armstrong Cooper Youth Hockey Association (ACYHA) is to give kids at all levels of youth hockey, regardless of athletic ability, an opportunity to develop hockey playing skills and game knowledge in a safe and fun environment, and to promote enjoyment for youth hockey families.

SECTION 2.2

This corporation shall not pay any dividends nor provide any pecuniary remuneration directly or indirectly to its shareholders or members. This corporation shall not pay any dividends nor provide any pecuniary remuneration directly or indirectly to its shareholders or members, with the exception of those serving in a Board of Directors role, appointed positions approved by Board of Directors, and coaches who may receive pecuniary remuneration in the form of registration credit or wages. The board will review pecuniary remuneration for board members biannually at the April Meeting and October Meeting to determine if budgetary goals are being met before approving financial disbursement. Board Compensation which is listed on the board compensation document which if found in the Board Only Section of the webpage. (Add Board Tier document to board page)

SECTION 2.3

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The charitable purpose of this Association is exclusively charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes.

ARTICLE III - MEMBERSHIP

SECTION 3.1

All parents/legal guardians of those players on sanctioned teams and/or residing within the geographical boundaries of School District 281, and any coaches and persons actively assisting in the program and in good standing, as defined in Article VII of Policies and Guidelines, shall be deemed members of this Association. Members must be of legal age under Minnesota Statutes.

SECTION 3.2

There shall be no annual dues.

SECTION 3.3

Membership entitles a person to vote at the annual meeting of the Association and to be eligible for election to the Board of Directors.

SECTION 3.4

The term of membership shall be for the current fiscal year as defined in Article XIII.

ARTICLE IV - Guidelines and Policies of the Association

SECTION 4.1

USA Hockey Association and Minnesota Hockey Association rules and regulations shall be followed by all members, players, and coaches of this Association.

SECTION 4.2

All funds received by the Association from any source, unless specifically designated by the donor, shall be used specifically to further the purpose of this Association as set forth in Article II of these By-laws.

SECTION 4.3

Board-approved Association Guidelines and Policies shall be made available to any member of the Association upon request and will be available at all times on the Association's website.

SECTION 4.4

The identity of the Association shall remain "Armstrong Cooper Youth Hockey Association"; the players on all teams shall be referred to as the "Armstrong Cooper Wings" and said players will be represented by the colors of Red, White, and Navy Blue. Any changes to the aforementioned identity or approved logo must be acknowledged and approved by the Board. In the event the Board chooses to change or update the

approved logo of the Association as a whole, the logo shall be decided by the membership in either a special election or at the Association's annual meeting.

- a) Teams must wear regulation ACYHA jerseys as issued by the Equipment Manager for all league games (home and away), District playoffs, and any tournaments hosted by or paid for by ACYHA. Teams may purchase 3rd jerseys; it must be approved by the executive committee. Teams not abiding by or exhibiting willful disregard of this bylaw will be subject to sanctions imposed by the ACYHA Board including, but not limited to, increased parent volunteer hours or a board determined financial penalty.
- b) The "Marketing and Communications Director" will be the primary contact regarding the approved logo, including the logo's presence on the website as well as logo requests.

SECTION 4.5

Children and family members of ACYHA officials including board members, and coaches shall not receive any preferential treatment in any aspect of ACYHA activities. This includes, but is not limited to, travel team tryouts, playing time in games, selection for coaching or officiating, etc.

SECTION 4.6

In the event a compensated member of the Association resigns or is removed before the completion of the current fiscal year, his/her fees (or compensation) will be pro-rated according to the term served, based on the effective date of resignation or removal.

SECTION 4.7

The Association's Executive Committee (as defined in Section 5.1) is entrusted with maintaining the gift policy meaning that the Association will not allocate any Association funds for gifts of any kind, unless approved by a majority of the Executive Committee within the approved budget. This budget cannot be increased without the approval of the board.

SECTION 4.8

Board members or any volunteers in a position to recommend or approve a vendor must disclose any conflict of interest or potential conflict of interest. If there is a possible conflict of interest or relationship the member must recuse themselves from the process. Any member may raise the question of a conflict of interest and the Board will review and rule on the potential conflict.

In addition Board Members and Volunteers are not allowed to accept gifts or samples from a vendor. If there is a sample produced for a reasonable purpose, the sample is the property of the Association, not the member. Distribution of any samples the Association no longer needs will be done only with full board approval.

SECTION 4.9

The Association shall maintain a cash reserve balance that is no less than \$225,000 or a balance that is less as agreed upon by unanimous vote of the Association's Board.

SECTION 4.10

The Association will utilize and maintain financial controls to govern all financial transactions. As part of this control structure, the Association's books and records will be kept current, reconciled frequently with the appropriate bank statements(s), and distributed to the members of the Executive Committee for proper oversight. The Association shall not lend any of its assets to any officer or director, or member of this Association or guarantee to any person the payment of a loan by any officer, director of this Association.

ARTICLE V - Board of Directors

SECTION 5.1

The property and business of the Association shall be managed by the Board of Directors, hereinafter referred to as "the Board." The Board will consist of the five (5) Officers making up the Executive Committee named in Article VI, and a minimum of thirteen (13)¹ and a maximum of fifteen (15) additional voting representatives from among the following:

Voting Officers - Executive Committee:

1. Board Chairmen, CEO
2. Vice Chairmen
3. Secretary
4. Treasurer
5. District 3 Representative

Voting Representatives:

1. Association Coaching and Education (ACE) Director*
2. Boys' Travel Team Director
3. Concessions Director
4. Girls' Travel Teams Director
5. Ice Scheduler
6. Sales and Fundraising Director
7. Mite Program Director
8. Mite Program Director - Operations
9. Communications and Marketing Director
10. Tournament Director
11. Volunteer Programs Director
12. Safe Sport Director
13. Outgoing Chairmen/Member At Large

Non-voting Representatives:

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1. Asst. ACE Coordinator - Coaching
2. Asst. ACE Coordinator - Administration
3. Gambling Manager*
4. Hockey Development Committee (HDC) Chair
5. Web Administrator
6. Registrar
7. Equipment Manager
8. Skate Director

* Gambling Manager is a non-voting member relative to Association items; is a voting member relative to gambling items.

+ Concessions Managers are non-board members that are compensated in the form of reduced registration fees and team fees credits up to \$1,500 in addition to receiving volunteer hour credits. Payments may trigger production of a 1099 tax form for reportable compensation.

If a position is shared by two people, then the compensations including volunteer hours must be split between the two people. The definition of the split must be part of the vote to appoint or elect the position.

If a compensated board member is also eligible for a goalie credit they may receive that credit up to the cap on their overall compensation. Scholarship recipients are not eligible for goalie credits. If a compensated board member is also eligible for a goalie credit they will receive that credit in addition to their compensation.

SECTION 5.2

Officer candidates for the Voting Officers-Executive Committee shall be presented by the Nominating Committee or from the floor by membership at the annual meeting. These positions will be voted on by the membership including sitting Board members. To be eligible for nomination for the office of Board Chairmen, a person must have served a minimum of two years as a member in good standing within the Association. To be eligible for nomination to the office of Vice Chairmen, a person must have served as a member in good standing for a minimum of one year within the Association.

Candidates for the Voting Representatives and the Non-Voting Representatives shall be presented by the Nominating Committee at the annual meeting. The positions will be appointed by the chairmen with majority approval by the current Board.

SECTION 5.3

The Board of Directors shall be installed at the annual meeting. Their term of office shall begin at the regular May meeting of the Board and last for three years, until successors are installed, or they are removed from their positions.

The board terms will be staggered so that the board only has 1/3 of the positions being elected or appointed in one year. The terms are staggered in the following manner.

Year 1

Officer – Secretary

Officer - D3

Registrar

Girls Travel Teams Director

Hockey Development Coordinator

Gambling Coordinator

Mite Director

Asst ACE Coordinator - Coaches

Year 2

Officer - Chairmen

Officer - Vice Chairmen

Tournament Director

Member at Large

Boys Travel Director

Volunteer Programs Coordinator

Asst ACE Coordinator -

Admin Mite Program Director - Operations

Year 3

Officer - Treasurer

Concessions Director

Ice Scheduler

Sales & Fundraising

ACE Director

Communications & Marketing Director

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Safe Sport Director

Web Administrator

The option exists for the Nominating Committee to fill the role of Assistant for the Treasurer, Ice Scheduler, Assistant Concessions Director and Gambling Manager one year before the end of the sitting board members term when the existing board member is not going to continue at the end of the term. The purpose of this is to train a replacement in these complicated and critical roles. When the Assistant role is filled, the compensation and hours will be split equally between the two members.

SECTION 5.4

a. Resignation

Any appointed board member may resign at any time by giving 30 days' advance written notice to the Secretary of the Association.

Any elected board member may resign at any time by giving 90 days' advance written notice to the Secretary of the Association.

b. Removal

Any appointed representative may be removed by a two-thirds (2/3) affirmative vote of the other members of the Board present at any meeting of the Board, provided that notice of such proposed action has been given to all members of the Board in advance of the meeting.

Any elected board member may be removed by a two-thirds (2/3) vote of the membership present at any special or annual meeting of the Association, provided that such action was included as a purpose of the meeting in the notice of the meeting at least 48 hours prior to the meeting.

c. Attendance

It is the expectation that board members attend all board meetings (regular, special, annual, and telephone). Any board member (elected or appointed) shall have their voting rights automatically suspended effective at which time they have three (3) unexcused absences within the Association's business year from board meetings, annual meeting, or scheduled work at Association functions. An absence shall be considered excused upon review by the executive committee, after three absences the member will attend the next executive meeting for review. Voting rights will be reinstated following attendance and/or submission of a report for three consecutive meetings following the suspension as determined by the Executive Committee. Board members (elected or appointed) agree to provide a report in the event of their absence. Compensation will be based on attendance in good standing at the board meetings.

SECTION 5.5

In addition to the powers conferred upon the Board elsewhere in these By-laws, the Board shall have general charge of the management of the Association, including filling vacancies occurring on the Board or in any other office. The Board shall control and manage the property of the Association and its funds and authorize the making of all contracts and purchases. Unless specifically authorized by the members of the Association at a meeting specifically called for that purpose, the Board shall have no power to make the

Association liable for any debts other than operative expenses of the Association within the limits of the approved budget.

SECTION 5.6

The Executive Committee will maintain the ability to authorize changes to the approved budget for time sensitive needs. Changes to the approved budget will require a majority of the Executive Committee voting in favor of the change up to \$10,000, and said change must be presented at the next monthly board meeting and included in that meeting's minutes.

ARTICLE VI - Officers of the Association

SECTION 6.1

The Association shall have at least five (5) officers who shall be the Board Chairmen - CEO, Vice Chairmen, Secretary, Treasurer, and District Three (D3) Representative, no two of which offices may be held by the same member. Officers are voting members of the Board. Officers shall be elected by secret ballot by the membership at the annual meeting according to the election process indicated in section 9.4. Under all board structures, only one parent or guardian of a rostered player (a voting member) shall serve as a member of the executive board at the same time.

SECTION 6.2

The officers of the Association shall also serve as members of the Board.

SECTION 6.3

Vacancies in the Officer positions shall be filled by an appointment of the Board Chairmen, subject to the approval by a majority of the remaining members of the Board. Such appointed officers shall serve until the next annual meeting of the Association, at which time elections are held. At said election a person will be elected by the membership to fill the remaining years of the vacated term.

If the Board Chairmen is the position vacant then the Vice Chair per section 6.4 fills that role until an election by the membership can be held.

SECTION 6.4

The duties of the officers are as follows:

The **Board Chairmen** shall preside at membership meetings and conduct the affairs of the organization. The Board Chairmen shall also serve as Chair of the Board and shall be ex-officio member of all committees with the right to vote. The Board Chairmen will also be recognized as the Chief Executive Officer (CEO) as it pertains to any lawful charitable gambling operation of the Association. He or she shall also perform such other duties as usually pertain to the office of Board Chairmen, and as defined by the job description. The Board Chairmen will be responsible for the Safe Sport position when the term is vacant.

The **Vice Chairmen** shall, in the absence or disability of the Board Chairmen perform the duties and exercise the powers of the Board Chairmen, and shall perform such other duties as the Board of Directors shall prescribe, and as defined by the job description. The Vice Chairmen shall purchase and schedule ice time when there is no member in an Ice Scheduler role. The Vice Chair will be responsible for the concession in event of a vacancy. The Concession Director will report to the vice chair.

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The **Secretary** shall act in the absence of the above officers. The Secretary shall conduct all official correspondence, preserve all records and communications, record the proceedings of this Association, and see to it that all notices are properly posted. The Secretary shall also be the keeper of the official records of the Association. The Secretary will also perform all duties as defined in the job description. The Secretary has responsibility for season kick-off managers meetings and for communication to the managers throughout the season, to ensure understanding of manager responsibilities and consistency in process where warranted. The Secretary will work with the D3 Representative to ensure team managers understand and meet the expectations of D3 for general team administrative functions, including reporting of scores from all Association league games to D3 or MN Hockey.

The **District 3 Representative** shall act in the absence of the above officers and assist the Board Chairmen in conducting the hockey program, and will be the liaison between Minnesota Hockey and the Armstrong Cooper Youth Hockey Association. The District 3 Representative is responsible for attending monthly District 3 meetings and reporting information from these meetings to the Association board members. The District 3 Representative is also responsible for coordinating and managing any postseason district tournaments hosted by the Association. The District 3 Representative, working with the Registrar, shall be responsible for ensuring that all the MN Hockey/USA Hockey team registrations and all fees are completed and turned in when due. The District 3 Representative, again working with the Registrar, shall be responsible for ensuring player eligibility by verifying team rosters with birth or baptismal certificates and will ensure that all players live within the boundaries of the Association or have the required certificate of waiver. District 3 administration. The District 3 Representative will also perform all duties as defined by the job description.

The **Treasurer** shall act in the absence of the above officers. The Treasurer shall keep an itemized account of all receipts and disbursements, pay all bills as authorized by the Board, make a financial report at each regular Board meeting, a complete financial statement at the annual meetings and maintain the financial controls of the Association. The books of the Treasurer shall be audited by an external auditor or an auditing committee appointed by the Board Chairmen within one month of the close of the fiscal year. The auditors or the committee shall examine the books of the Treasurer as well as the annual report and make a report thereon. The Treasurer shall audit all individual team checking accounts at the end of each season and make a financial report to the Board on the status of each team account. The Treasurer and Board Chairmen shall be authorized to sign checks for the Association. It is expressly understood that the Treasurer will not be authorized to distribute funds or manage financial records of the Association's lawful charitable gambling operation. The person holding this position will maintain it until May 31st of the end of the fiscal year. This will require the person to close the books for the fiscal year, have them audited, and file the tax return. The Treasurer will perform all duties as defined in the job description.

ARTICLE VII - Appointed Representatives

SECTION 7.1

The **appointed** representatives of the Association shall be the:

1. Association Coaching and Education (ACE) Director
2. Asst. ACE Coordinator - Coaching (non-voting)
3. Asst. ACE Coordinator - Administration (non-voting)
4. Boys' Travel Team Director
5. Concessions Director
6. Equipment Manager (Non-voting)
7. Gambling Manager (non-voting on Association items; voting on gambling items)
8. Girls' Travel Team Director

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9. Hockey Development Committee (HDC) Chair (non-voting)
10. Ice Scheduler
11. Sales & Fundraising Director
12. Mite Program Director
13. Mite Program Director - Operations
14. Board Chairmen Outgoing Chairman/Member at Large
15. Communications & Marketing Director
16. Registrar (non-voting)
17. SafeSport Director
18. Tournament Director
19. Volunteer Programs Director
20. Web Administrator (non-voting)

SECTION 7.2

These representatives shall be appointed by the Board Chairmen at the April annual membership meeting with approval of a majority of the other members of the Board and shall serve a term at least one year, but up to three years. Terms will be assigned to keep the board turnover as outlined in Section 5.3.

SECTION 7.3

Vacancies

Vacancies in the offices in the above section 7.1 shall be filled by an appointment of the Board Chairmen and nomination by the Nominating Committee, subject to the approval by a majority of the remaining members of the Board.

ARTICLE VIII - MEETINGS

SECTION 8.1

The annual meeting of the Association shall be held the second Monday in April of each year. The purpose of this meeting shall be the election of officers (when applicable) for the ensuing term and for transacting any other business properly brought before the meeting.

SECTION 8.2

Quorum for any annual, regular, or special meeting shall be the attendance of greater than fifty per cent of the voting board members in attendance (i.e. if the board consists of 18 voting members and 10 voting members are in attendance, a quorum is established).

If less than a quorum is present, any action taken shall be subject to ratification at the next regular meeting of the board.

SECTION 8.3

Regular meetings of the Board shall be held on the second Monday of each month. All such meetings shall be open to the membership. Minutes for these meetings will be taken and posted to the membership.

Executive Officers meeting shall be held the Monday before the monthly meeting to review and set the agenda. These meetings are not open to the membership as confidential information may be discussed at these meetings including but not limited to Scholarship Information.

Hockey Development Meetings will be held the two weeks prior to the Regular Monthly Meeting each month on Sunday evening. These meetings are open to the membership. Minutes for these meetings will be taken and will be part of the monthly meeting minutes as an attachment.

SECTION 8.4

Notice of each regular meeting and the annual meeting may be published in a prominent area of the Association website. Said posting shall occur in the week preceding regular meetings and thirty (30) days prior to annual meetings. Each notice shall state the time and place of the meeting and the purpose or purposes thereof.

SECTION 8.5

The Board Chairmen may call and establish a special meeting of the Board. Notification of the time, place and purpose of the meeting must be given to each Board member at least 48 hours in advance. The Board Chairmen may declare said meeting closed except for the Board members. If less than a quorum is present or less than 48 hours notice was given, any action taken shall be subject to ratification at the next regular meeting of the Board.

SECTION 8.6

Remote meetings by the Board may be held via phone or video-conference, remote meetings and votes will not be held via email. The Board Chairmen or in his absence the Vice Chairmen are the only members allowed to call for a remote meeting and/or vote. The notice for the remote meeting must be made 72 hours in advance, the agenda and call-in-information must be provided 24 hours in advance, a quorum must be on the call to hold the meeting or take any vote, and meeting materials must also be sent out 24 hours in advance. The call will allow the appropriate amount of time for all callers to get logged on and into the call before starting discussion.

ARTICLE IX - Voting and Elections

SECTION 9.1

Motion for action may be made and/or seconded by any Board member present at a regular meeting. At the annual meeting, a motion for action may be made and/or seconded by any member of the Association.

SECTION 9.2

At all regular meetings, each voting Board member is entitled to one (1) vote. At the annual meeting, each member of the Association in good standing (as defined in the Parent Code of Conduct) shall be entitled to one (1) vote upon each subject properly submitted to a vote. Absentee ballots will not be accepted.

SECTION 9.3

At the annual meeting or at meetings of the Board, the affirmative vote of a simple majority of those present and entitled to vote shall be required to carry any motion or resolution, unless a vote requires a different vote count to carry the motion as outlined in these By-Laws

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SECTION 9.4

When executive officer positions are up for election, a slate of proposed candidates shall be presented by the Nominating Committee to the membership at the annual meeting. Nominations properly presented from the floor shall be accepted, provided said nominees are present to accept. Officers are elected by the membership by secret ballot at the annual meeting.

SECTION 9.5

The Board Chairmen, at the annual meeting, shall appoint two (2) members of the Association to act as ballot judges in the event of an election of officers. The ballot judges shall count the ballots and report the results to the Board Chairmen who shall acknowledge them to the membership. In the event of a tie leaving one or more board positions unfilled, further balloting shall take place for those positions until all vacancies have been filled.

SECTION 9.6

All remote votes must follow the rules as outlined in section 8.6 for remote meetings.

SECTION 9.7

Members may attend a regular meeting by calling in remotely and be counted as present, if they have to call in because they are not in the city to attend in person. Said member may also vote on

any motions and would be counted towards reaching quorum. This option is not available for someone who just does not want to show up in person.

ARTICLE X - COMMITTEES

SECTION 10.1

Nominating Committee – The Nominating Committee shall consist of three (3) persons, at least one of whom is a current member of the Board. The Nominating Committee shall be appointed by the Board Chairmen with the approval of the majority of the Board. Said committee shall solicit and submit names of persons interested in filling a position of officer and shall meet not less than 30 days prior to the annual meeting to select a slate of officer candidates which shall be nominated by the chair of the Nominating Committee at the annual meeting.

SECTION 10.2

Coaches Selection Committee - The Coaches Selection Committee shall consist of seven (7) members of the Association, one of which will be the ACE Director who shall act as chair. The Coaches Selection Committee shall be appointed by the ACE Director, with the approval of the majority of the Board. Said committee shall be responsible for head coach staffing of all traveling teams.

SECTION 10.4

The Board Chairmen may, from time to time, appoint other committees for specific purposes subject to approval by a majority of the Board.

SECTION 10.4

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HDC Committee – The Hockey Development Committee shall consist of members of the board including the HDC Chair who will run the committee. The members of the association that make up the HDC include Boys Travel Teams Director, Girls Travel Teams Director, ACE Director, Mite Program Director and the Ice Scheduler. Additional people may be invited to support and consult the HDC on an ad hoc basis, but will not have a vote. These meetings are open to the membership. Minutes will be taken and submitted to the Board at the next monthly meeting and will become part of the formal record as an attachment to the monthly meeting. All decisions by the HDC Committee must be ratified by the full Board.

ARTICLE XI - Indemnification

SECTION 11.1

The Association shall have the power to indemnify any person who was or is a party or has threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Association against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the

Association and, in the case of a criminal proceeding, such person had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association.

SECTION 11.2

In the absence of fraud, no contract or other transaction between this Association and any corporation shall in any way be invalidated or otherwise affected by the fact that any one or more of the members of the Board of this Association have an interest, pecuniary or otherwise, in that other corporation. Any member of the Board may be a party to any contract or transaction of this Association, provided that his/her interest is disclosed or known to a majority of the Board. Any member of the Board who is so interested may be counted in determining the existence of a quorum at any meeting of the Board or of any committee of this Association which shall authorize any such contract or transaction.

ARTICLE XII - AMENDMENTS

The Board shall have authority to make, amend, alter, change or repeal any provision contained in the By-laws by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors, subject, however, to the final approval at the next annual meeting of the Armstrong Cooper Youth Hockey membership. Approval by the membership shall require two-thirds (2/3) affirmative vote of the members present at the said meetings.

ARTICLE XIII - FISCAL YEAR

The fiscal year of this Association shall begin June 1 and end May 31.

ARTICLE XIV - DISSOLUTION

SECTION 14.1

Because there are no substantial assets distributable upon dissolution and the public interest and welfare are not prejudiced, the Association may affect the liquidation of the Association affairs and the voluntary

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dissolution out of court. Such assets as may exist shall be distributed to a non-profit organization as approved by the Board.

SECTION 14.2

Dissolution shall be by a Two Thirds (2/3) affirmative vote by the membership at a properly called meeting of the Board of Directors. The meeting must be posted with 30 days' notice to the membership.

SECTION 14.3

This Association shall apply to the District Court of Hennepin County, at a Special Term, with due notice to interested parties, for an Order allowing the liquidation of the Association's affairs and the dissolution of the Association out of court.

ARTICLE XV - Charitable Gambling Operation SECTION 15.1

The Gambling Manager will be hired by the officers and approved by the Board of Directors. Compensation for the Gambling Manager will be determined by the officers and ratified by the Board of Directors. The Gambling Manager must be a member of the Association a minimum of one (1) year prior to being hired. The Gambling Manager is an appointed representative on the board, with voting rights on gambling issues only. This position is considered a non-voting member of the Board.

SECTION 15.2

It is the responsibility of the Gambling Manager to comply with the internal controls and appropriate State laws established for the operation of the gambling activity.

SECTION 15.3

The Gambling Manager is responsible for hiring personnel to operate the gambling activity. The Gambling Manager must set employment policies and have them approved by the Board of Directors.

SECTION 15.4

The Officers shall appoint each year, a three-person audit committee to periodically audit the gambling activity. The committee shall report their findings at the regular meeting of the Board of Directors. This report shall be incorporated in the minutes of the meeting.

SECTION 15.5

The Gambling Manager will serve the Board of the Armstrong Cooper Youth Hockey Association in a voting capacity on gambling related issues and in a non-voting capacity on Association items. Same as 5.2

The undersigned, Libby Johnson, Secretary of the Armstrong Cooper Youth Hockey Association, hereby certifies that the foregoing By-laws were adopted as the complete revised By-laws of the corporation effective April 10, 2023, pursuant to the unanimous written action of the Board of Directors of the Association and a full membership vote.

2 Gambling Manager, as defined by MN Lawful Gambling and Gambling Devices Statute 349.12, Subd. 19, means a person who has been designated by the organization to supervise the lawful gambling conducted by it, has been an active member of the organization for at least the most recent six months at the time of application for a gambling manager license, and meets other qualifications as prescribed by the board by rule.

By *Libby Johnson* Secretary

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