

AMENDED BYLAWS OF
CLOQUET AMATEUR WOMENS HOCKEY AUXILLARY

ARTICLE 1. NAME AND LOCATION

SECTION 1. The name of this corporation shall be Cloquet Amateur Women's Hockey Auxiliary (CAWHA).

SECTION 2. The principal office of this Corporation in the State of Minnesota shall be ~~Cloquet Area Recreation Center~~ ^{Northwoods Arena}, 1102 Olympic Drive in the City of Cloquet, County of Carlton. The corporation may have such other offices within the State.

SECTION 3. The corporation shall continue to maintain in the State of Minnesota, a registered office, as required by the Minnesota Nonprofit Corporation Law, which location may be changed by the Board.

ARTICLE II. MISSION, GOALS, OBJECTIVES

SECTION 1. Mission. The mission of this Corporation is to provide safe, secure facilities for the Cloquet Area Youth Hockey Program.

SECTION 2. Goals:

- (a) To provide the opportunity to place ice hockey to every interested child under the age of 19 years of age in the Cloquet Area.
- (b) To help all children involved in the Cloquet Area Youth Hockey Program ("the program) to develop their hockey skills to the highest level possible.
- (c) To provide the safest conditions possible for the Cloquet Area Youth Hockey Program, thereby reducing the risk of serious injury.
- (d) To assist with providing enough facilities to reasonable accommodate the needs of participants and teams thereby allowing youth to learn and practice basic ice hockey skills.
- (e) To help children learn the value of contributing to the welfare of their hockey program.
- (f) To help children learn respect for property and the rights of others through participation in the Cloquet Area Youth Program.

SECTION 3. Objectives:

- (a) To encourage all children under 19 years of age who are interested in ice hockey to participate in the Cloquet Area Youth Hockey Program ("program").

(b) To provide facilities for competitive experiences in the program for youth hockey players in which team play, sportsmanship and improving skills are equally stressed.

(c) To help maintain facilities in proper condition for the program.

(d) To promote safety in the program by providing for replacement and repairs essential for keeping the facilities in the highest possible condition for the Cloquet Area Youth Hockey.

ARTICLE III. MEMBERSHIP

SECTION 1. Regular Membership All mothers and female guardians. Any other person 18 years of age or over, or any organization with a designated representative 18 years of age or over, upon proper application and approval by the Board or its designated committee, be admitted to regular membership in the corporation upon payment of the Board determined and requisite membership fee.

SECTION 2. Membership Other Than Regular The Board, in its discretion, may establish memberships other than regular memberships with designated qualifications, rights and rules pertaining to such other memberships, provided that all members shall have the same voting rights hereinafter provided.

SECTION 3. Voting Rights. Each member, regardless of class of membership, shall be entitled to one vote on each matter submitted to the members for a vote. At the Board's discretion any matter submitted to a vote may be voted upon by proxy or in person by the member. Such proxy shall be executed in writing by the member or his/her authorized attorney-in-fact. When Director elections are submitted to members, the Board in its discretion, may determine that the elections be conducted by mail. Ballots sent by mail to the Secretary can only be counted at the meeting in which such vote is taken, provided that notice of the meeting has been mailed.

SECTION 4. Resignation. Any member may resign by giving written notice to the Secretary of the corporation.

SECTION 5. Termination of Membership. the Board of Directors may, suspend or terminate any member for good cause showing violation of the code of conduct by a two thirds (2/3) vote of the entire board.

SECTION 6. Reinstatement. Upon written request by the former member, filed with the Secretary, the Board may, by affirmative vote of two-thirds (2/3) of the entire Board, reinstate former member, subject to terms that the Board deems appropriate.

SECTION 7. Transfer of Membership. Membership is not transferable or assignable.

SECTION 8. Membership Fees and Dues. The Board has the authority to determine initial individual membership fees, and levy annual dues upon the membership, and both of which may be waived by the Board if it determines that such payment would work an undue hardship on the applicant or member.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The membership annual meeting shall be held on the second Monday in April at 7:00pm in the Cloquet Area Recreation Center, or at such time and place as may be designated by the Board to elect Directors and to conduct other business that is properly noticed and presented.

SECTION 2. Special Meeting. Special meetings of the members shall be called by the President, the Board, the Vice President (in the Absence of the President), or a petition by any 10 members who have signed and dated their signatures, and which states the petitioner's purpose(s) for seeking the special meeting and the action sought.

SECTION 3. Notice of Members' Meetings. Written notice sent to each member, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than ten (10) or more than thirty (30) days before the date of the meeting, either personally or by mail, or as directed by the President, Secretary, officer, or members calling the meeting. Notice by email to members who have authorized or indicated on their registration to receive email in this fashion meets the notice by mail requirements. Notice shall be deemed to be delivered when mail with first class postage is deposited in the U.S. Mail, addressed to the member at his address as it appears on the records of the corporation. The Board may elect to give notice to members by publishing it in a newspaper that has general circulation in the City of Cloquet for two successive weeks prior to the meeting.

SECTION 4. All Business to be conducted at meetings shall be limited to items on the approved agenda, which shall be posted publicly by Monday before scheduled meetings, or at least 5 business days before the scheduled meeting.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The Management and control of the business of CAWHA is vested in its Board, except when it is limited by Articles of Incorporation and Bylaws.

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SECTION 2. Number and Qualifications. The Board's size shall be five (5) members of CAWHA or an appointed agent of an entity having a membership in the Corporation.

* SECTION 3. Board Tenure. At each annual meeting elections shall be held for three (3) Board members, whose term will be three years. Current Directors shall serve until the next annual meeting of CAWHA or until the Director's term expires. As terms expire, the successor(s) shall be elected, which will result in terms of three Directors expiring each year.

SECTION 4. Election of Directors. Candidates for Board membership are chosen from recommendations and nominations submitted to the Nomination Committee 10 days prior to the Annual Meeting, For Candidates running for board membership, those that receive the most votes for the positions available are elected to the board. All voting shall be by secret ballot. Each Director elected by the membership shall hold office for the term for which he/she has been elected, and until his/her successor has been elected and has been seated, or if the term is shortened for other reason or otherwise expires as provided by law or by the Bylaws of this Corporation. A director may serve consecutive terms.

SECTION 5. Meetings. Meetings of the Board will be held on the third (3rd) Monday of each month unless otherwise designated by the Board. The Board designates the time and place of meetings with proper and timely notice to members. Voting shall be by voice and or show of hands, except at closed sessions and authorized by these Bylaws. All Board actions are subject to public review. All Board meetings will be open to the public. Committees do not decide CAWHA policy and at times may not be open to the public, if so specified or noted; however, only those persons on the committee or on the meeting agenda or who ask permission before the scheduled meeting, may be allowed to make a statement.

SECTION 6. Notice of Meetings. Oral or written notice, including email, of each Board meeting shall be given by or under the supervision of the Secretary not less than (48) hours prior to the time of the meeting. For Posted mail, notice delivery is three days after it has been deposited in the U.S. Mail and sent to the directors' address. Director may waive notice of a meeting. Attendance by a director shall constitute a waiver of notice, except where a director's attendance purpose, is to object to the transaction of any business, on the grounds the meeting is not lawfully called or convened. The business to be transacted at the Board meeting need not be specified in the notice.

SECTION 7. Quorum. A Board meeting at which Three members of the Board are present shall constitute a quorum for the transaction of business. If less than-Three Directors are present, a majority of directors present may adjourn the meeting until such time as a quorum is present.

SECTION 8. Closed Meetings. Closed Board meetings are authorized to discuss and address issues of disciplinary and personnel questions, litigations (pending or threatened), entering into contracts, for issues involving allegations of code of conduct violations or regarding personnel.

SECTION 9 Resignation and Removal. A Director may resign at any time, effective immediately or at a specified date, by delivering to the Secretary of the Corporation the resignation in writing. A Director may be removed with or without cause, by vote of two-thirds (2/3) of the entire Board.

SECTION 10. Filling Vacancies. A vacancy in the Board shall be communicated to the membership by giving a notice in an authorized manner. Members interested in appointment need to provide a signed letter of interest directed and delivered to the President. The vacancy shall be filled by the a majority vote of the directors. A director appointed by the board shall serve the balance of the unexpired term left by the vacancy

SECTION 11. Compensation. Directors, do not receive compensation..

SECTION 12. Ex-Officio Members of the Board of Directors. In addition to the Five (5) elected members of the Board the following are Ex-Officio Members who may participate in all board meetings, but shall not vote:

- A. The business manager of CAHA
- B. The coaches of C-E-C Girls and Boys High School hockey teams,
- C. Any official of Minnesota Hockey-with authority in the jurisdiction served by CAWHA.
- B. A representative of the City of Cloquet.
- C. Any selected members which may be-selected by the Board of Directors.
- D. Members of the CAHA Finance committee

Except as set forth in this section, a CAWHA employee, gambling employee, or volunteer running or overseeing Revenue generating entities of CAWHA cannot in any capacity become an elected member of the Board with voting rights

ARTICLE VI. POWER OF BOARD OF DIRECTORS

SECTION 1. Generally. The Board shall have general supervision and control of CAWAHA and shall make all rules and regulations necessary for the management of the Corporation, including the installation of an accounting system that meets the needs and requirements of CAWHA, and maintenance of complete records,

SECTION 2. Real and Personal Property. The Board shall have power, to purchase, take, lease, exchange, hire or otherwise dispose of any real or personal property and any rights or privileges which are necessary and can be legally implemented, to accomplish CAWHA's purposes.

SECTION 3. Employees. The Board of Directors shall have power to employ or authorize the employment of such employees, agents and counsel as necessary or advisable in the interest of CAWHA, and may prescribe and determine their duties and compensation.

SECTION 4. Contracts. The Board or its designated agents may authorize contract or execute and deliver any instrument in the name of on the behalf of CAWHA.

SECTION 5. Bonds and Insurance. The Board shall require adequate bonding when and where appropriate, furnished by a responsible bonding company and approved by the Board, and the cost of which shall be paid by the Corporation. The Board shall adequately insure the property including liability insurance for accidents to all employees and the public.

SECTION 6. Annual Financial Report. The Corporation shall secure the services of a competent and disinterested certified public accountant, who at least once a year, shall report in writing, the financial condition of CAWHA. This report will be made available to the membership when received. The financial report shall include an operating statement and a balance sheet of total assets and liabilities.

SECTION 7. Checks, Drafts, etc. Checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CAWHA shall be signed by two an officer or agent as determined by the board. In the absence of such determination by the Board signings shall be by the President or Treasurer.

SECTION 8. Deposit of Funds. The Board shall select the bank(s) to act as a depository of the funds and to determine methodology and authority for handling CAWHA funds.

SECTION 9. Gifts. The Board may accept on behalf of CAWHA any Contribution, gift, bequest, or devise for the specific purposes of CAWHA as set forth in Article II of the Articles of Incorporation.

SECTION 10. Other Powers. The Board has the power to do what is necessary, suitable, convenient or proper for the accomplishment of any of the purposes for which CAWHA exists and for its protection and continuance as a corporation, if the exercise of the powers not contrive other provisions herein, or conferred by the laws of the Sate of Minnesota under provisions of Minnesota Nonprofit Corporation Law.

ARTICLE VII. OFFICERS

SECTION 1. Officers of the Corporation. The officers are President, Vice President, Secretary, and Treasurer, each of whom is elected by the Board its first meeting after the member's annual meeting. No two offices can be held by the same person, and officers shall be members.

* SECTION 2. Term of Office. The term of each officer is one year.

SECTION 3. Resignation. An officer may resign by delivering a written resignation to the President or Secretary.

SECTION 4. Removal. Officers may be removed without cause by a two-thirds (2/3) vote of the entire Board at a meeting called for that purpose. Removal as an officer is removal as a Director, but not removal as a member.

SECTION 5. Vacancies. Any vacancy in any office may be filled for the unexpired or remaining portion of the term by the Board.

ARTICLE VIII. DUTIES OF OFFICERS

SECTION 1. President. The President is the principle executive officer and is the general supervisor of all business affairs of CAWHA, the Chairperson of the Executive Committee member of all committees, and is the representative of the organization at all functions. He/she shall preside at all member meetings, the Board, and the Executive committee. The President designates the time and place of the regular Board meetings subject to the approval of the Board. The President and other designated officers can sign for and legally bind CAWHA in all areas that are not otherwise forbidden by laws or bylaws. The President can not vote during meetings of the Board except in cases of a tie, and also when necessary at Executive Committee meetings.

SECTION 2. Vice President. When the President can not or refuses to act, the Vice President is authorized to perform the duties of the President with all the powers of and restraints to the office. The Vice President's other duties are those to which he may be assigned by the President or Board.

SECTION 3. Secretary. The Secretary can be a member of the Board or an agent selected by the Board. The Secretary shall keep a record of all meetings of the Board and of the proceedings of member meetings, and. Executive committee meetings, but the records of other committees shall be kept by a designated member. The Secretary is in charge and supervision of the books and records of CAWHA, service of its notices, -required by law and these Bylaws, countersigning of legal documents, membership records and fulfilling duties determined by the reports required by law and or Board.

SECTION 4: Treasurer. The treasurer shall keep a record of financial dealings of CAWHA and control its financial records, and functions, collect any monies due and owing, and prepare the annual budget CAWHA. All monies received are deposited in the name of CAWHA. The depository is designated by the Board. The Treasurer shall not pay out or disburse any money except in the manner and purposes approved and authorized by the Board. The Treasurer's own personal funds shall not be held accountable. The treasurer shall make a statement of the to-date financial condition of CAWHA at each regular meeting of the Board and at the annual members meeting; the officer shall submit a report of the financial condition of the Corporation for the preceding fiscal year which will be audited yearly by professionals designated by the Board. The Treasurer shall make all reports required by law and shall perform designated by the Board.

ARTICLE IX. COMMITTEES AND THEIR DUTIES

SECTION 1. Committees. The President shall have authority to create and appoint committees, members and their chairpersons. The President may name one other Board member, in addition to the office's, ex-officio, and membership to be committee members.

SECTION 2. Duties. -The function of committees is to carry out Board designated and delegated duties.

SECTION 3. Quorum. A majority of the committee membership shall constitute a quorum and the act of the majority, the quorum is an act of the committee.

CAWHA

ARTICLE X. FISCAL YEAR

The fiscal year of CAWHA is from April 1st through March 31st.

ARTICLE XI. BOOKS AND RECORDS

CAWHA shall keep correct and complete books and records and Minutes of member and board meetings and may be inspected by any member or member's agent-for any proper purpose at any reasonable time.

ARTICLE XII. RULES OF ORDER

The rules of Parliamentary Procedure as laid down in Robert's Rules of Order Newly Revised 10th Edition shall govern all meetings of the Corporation when not in conflict with the Articles or Bylaws, a voice vote shall determine all questions, except when 20% of all members present demand a written ballot, in which event the vote will be by written ballot.

ARTICLE XIII. AFFIRMATIVE ACTION

CAWHA policy is to comply with all appropriate state and federal requirements pertaining to non-discrimination on the basis of race, color, religion, creed, national origin, age, or sex. CAWHA encourages minority and cultural participate in its deliberations functions and policy making.

ARTICLE XIV WAIVER OF NOTICE

Whenever notice is required under the provisions of the Minnesota Nonprofit Corporation Law, the Articles of Incorporation, or the Bylaws, a written waiver by the person or persons entitled to such notice, can be made. A waiver by a member, with respect to any matter of which notice is required, shall contain the same information as would have been required to be included in such notice, except that the time and place of the meeting need not be stated.

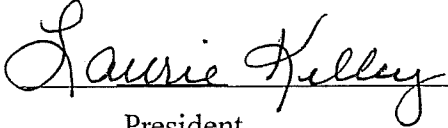
ARTICLE XV. INFORMAL ACTION BY MEMBERS OR DIRECTORS

Any action required by the Articles of Incorporation Bylaws, or any provision of law that is planned to be taken at a meeting, or any action which may be taken at a meeting, can be taken without a meeting, if proper and timely notice given the circumstances is given that this is the plan or the case and the action that is taken is signed by all the members, directors or members of a Committee that were entitled to vote on the action, had there been a meeting then. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE XVI. AMENDMENT OF BYLAWS


The Bylaws of CAWHA were adopted by its Board. The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board subject to the approval of the membership at an annual meeting, or special meeting, provided at least 30 days written notice is given of intention to alter, amend, repeal, or adopt new Bylaws at such meeting.

Amended and reinstated this 15th day of Aug 2008



President

Attest:



Secretary