

BYLAWS OF THIEF RIVER FALLS AMATEUR HOCKEY ASSOCIATION

ARTICLE I — NAME AND PURPOSE

Section 1: Name: The name of the organization shall be Thief River Falls Amateur Hockey Association (hereinafter referred to as TRFAHA). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 2: Purpose: TRFAHA is organized exclusively for charitable, scientific and education purposes.

The purpose of this corporation is to support and conduct training, education, and informational activities that support the development of amateur hockey players and activities in the Thief River Falls, Minnesota, area.

Section 3: Principal Office. The principal office of the Corporation shall be located at 123 Main Ave N in the City of Thief River Falls, County of Pennington, and State of Minnesota.

Section 4: Registered Office. The registered office of the Corporation may be the same as the principal office of the Corporation, but in any event must be located in the State of Minnesota, and be the business office of the registered agent as required by the Minnesota Nonprofit Corporation Act.

Section 5: Other business Offices. The Corporation may have business offices at such other places, either within or without the State of Minnesota, as the board of directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II- MEMBERSHIP

Section I: Eligibility for membership:

- A. Any parent or guardian of a youth in the TRFAHA program is automatically a voting member of the organization. Limit two (2) votes per player, maximum of one (1) vote per member.
- B. All active TRFAHA coaches registered with USA Hockey are voting members.
- C. Other individuals interested in the purposes of TRFAHA may become voting members by indicating their desire to join the secretary or the membership committee by paying the membership fee established annually by the Board of Directors. Membership fees will be paid at registration.

- D. Membership terms will be valid for the current year for any member in good standing. All membership terms end August 30th.

Section II: Duties and Rights of the voting members:

- A. Attend general membership meetings whenever possible to provide input, ideas, and assistance.
- B. Participate in fundraising efforts sponsored by TRFAHA such as food stands, coupon books, raffles, and other such similar efforts.
 - 1. In the event that a member does not fulfill selling fundraising material assigned to them, such as raffle tickets, they will be responsible for the face value of the outstanding materials.
 - 2. In the event that a member does not fulfill the concession obligations they will be charged a fee per player. The amount of the fee will be communicated to members prior to the season.
- C. Assist with one or more of the following areas of membership: tournament worker, arena improvement, coaching, officiating, transportation, committee member, or other area of benefit to TRFAHA.
- D. Attend the annual meeting to exercise the right to vote by electing the Board of Directors.
- E. Attend any special meetings to vote on any proposed bylaw change and any other important matters as determined by the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

The TRFAHA Board of Directors will consist of the President, Vice-President, Secretary,

Treasurer, six (6) elected Members at Large, Current Lincoln High School Varsity Head Hockey Coaches, and the immediate past TRFAHA President. The immediate past TRFAHA President is an ad-hoc member of the Board of Directors.

Section I: Elected Board of Directors

- A. Elected by the general membership at the annual meeting in April.
- B. The Board of Directors will serve 2-year terms.

- C. Five (5) Board of Directors will be elected on odd years.
- D. Five (5) Board of Directors will be elected on even years.
- E. The Board of Directors must be members of TRFAHA.

Section II: Elected Officers

- A. Elected officers of the Board of Directors will be the President, Vice-President, Secretary, and Treasurer.
- B. Officers are elected at the board meeting immediately following the annual meeting.
- C. Current board members whose terms run past July 1 and those elected to serve at the last Annual Meeting are eligible to vote during the election of officers.
- D. Elected officers serve one (1) year terms.
- E. The term for elected officers shall run from July 1st through June 30th.

Section III: Duties of the Board of Directors shall be to:

- A. The first meeting following the annual election meeting, the Board shall elect from their number a President, a Vice President, a Secretary and a Treasurer. The President shall be elected first. The voting process used includes each voting member making their anonymous nomination the first round. After the first round of nominations, those nominated have the option of continuing or withdrawing. The President is elected through continuous rounds until the number of votes is such that the number is the majority. The same process is used for Vice President, Secretary and Treasurer, in that order.
- B. Uphold the philosophy and goals of the organization and enforce the Handbook and bylaws.
- C. Annually approve, hire, evaluate and set the salary for all paid TRFAHA positions.
- D. Review and approve all agreements.
- E. Act on all disciplinary action referred to them by the schools, parents, coaches, and others.

- F. Approve requisition vouchers on selection and purchase of all uniforms, equipment, and major miscellaneous items.
- G. Make recommendations for estimated and actual expenditure of gaming funds.
- H. Approve and authorize payment of TRFAHA bills.
- I. Approve and authorize TRFAHA's budget.
- J. Act on all other matters of immediate concern regarding TRFAHA.
- K. Members of the Board will serve as chairperson for various committees as designated by the president (i.e.: bylaw review, publicity, membership, sponsorship, fundraising, etc.).
- L. There will be at least 13 TRFAHA members that will be eligible to vote on gambling matters. This will include the 10 board members, both boys and girls high school head coaches, the immediate past president and the current gaming manager.

ARTICLE IV - OFFICERS

Section I: Duties of the President shall be to:

- A. Preside at all meetings of TRFAHA.
- B. Appoint Ad Hoc Committees as needed (Player Development Committee, etc.)
- C. Sign checks in the absence of the Treasurer.
- D. Serve as an ex-officio member of all committees.
- E. Attend District MAHA meetings.

Section II: Duties of the Vice President shall be to:

- A. Preside over general TRFAHA meetings in the absence of the President, to execute all duties of the President during his absence, and to succeed the President in the event that the President leaves office or is unable to carry out duties.

Section III: Duties of the Secretary shall be to:

- A. Keep an accurate record of all TRFAHA board and general meetings.
- B. Maintain an official document file, which contains the Articles of Incorporation, Handbook and Bylaws, financial records, and other important TRFAHA documents and records.
- C. Submit a copy of all meeting minutes to the Board of Directors after approval from the President and Vice President.
- D. Maintain a complete and accurate membership roster of all levels of hockey as well as a complete list of the TRFAHA Officers, and Board of Directors.
- E. Notify the membership of general and special meetings via website.

Section IV: Duties of the Treasurer shall be to:

- A. Maintain custody of all TRFAHA funds and keep an accurate record of all receipts and expenditures.
- B. Issue checks for all bills incurred by TRFAHA upon approval of the President and/or Board of Directors.
- C. Prepare a monthly and annual report on receipts and expenditures for a presentation at board and general TRFAHA meetings.
- D. Prepare other financial information as required by the Board of Directors.
- E. Advise the board on financial matters.
- F. Be bonded.
- G. Issue and collect expense requisition vouchers in accordance with the bylaws and Handbook.

ARTICLE V - OFFICER, BOARD MEMBER, AND COACH VACANCIES

- A. If an officer, Board member, or coach is unable to serve in an elected or appointed position, that person is to submit a resignation to the Board of Directors.

B. Officers, Board Members, or coaches who fail to perform their duties will be terminated by a majority vote of the Board of Directors.

C. Vacancies of Officers and Board of Directors shall be filled by Presidential appointment upon majority approval of the Board of Directors.

ARTICLE VI - DUTIES OF COMMITTEE

A. The Board of Directors has the right to appoint from its members, committees as follows: Sponsorship/Public Relations Committee, Equipment, Coaching, Bylaws, Banquet, Charitable Gambling, Fundraising, Registration, Hockey Committee and any such others as may be needed. Unless so designated by the Board by format resolution, Committees and Ad hoc Committees shall have no decision-making authority but rather shall act in an advisory capacity to the Board. The Board can establish or dissolve any committee as determined necessary.

ARTICLE - MEETINGS

Section I: Annual Meetings

- A. The Annual meeting will be in the month of April; date, time, and location of meeting will be decided at the March meeting.
- B. Membership notification of the Annual Meeting date, time, and location will be posted on the TRFAHA website and sent to members via email.

Section II: Board of Director Meetings

- A. Regular meetings will be held by the Board of Directors to conduct business of TRFAHA. Meetings will be held monthly at a minimum.
- B. Board of Directors meeting date, location and time will be posted on the TRFAHA website.

Section III: Special Meetings

- A. Membership notification of the Special Meeting date, time, and location will be posted on the TRFAHA website and sent to members via email.
- B. Special meetings may be called by the President or two (2) Board of Directors.

- c. Special meeting notice to the membership will be at least thirty (30) days.

Section IV: Quorum

- A. A quorum consists of the Board of Directors and members present at the meeting.
- B. A quorum of the general membership is not required at a meeting of the general membership as long as proper notice of the meeting dates, time and location was provided to the general membership: However, a quorum of the Board of Directors at a general meeting are required. A majority of the Board of Directors Shall constitutes a quorum.
- C. A majority of the Board of Directors shall constitute a quorum at all board meetings.

Section V: Voting Rights

- A. Each member of the Board of Directors is entitled to one vote.
- B. The President of TRFAHA only votes to break a tie of board meeting votes.
- C. The President can vote for matters that the membership at large votes on.
- D. Voting cannot be done by proxy
- E. Voting may be by voice, secret ballot, or show of hands as determined by the Board of Directors.

Section VI: Minutes

- A. The minutes of each meeting shall be prepared and distributed to the board members after each meeting, posted on the TRFAHA website and/or in the old arena. The minutes of the meeting shall not be deemed to be correct until adopted at a regular meeting.

ARTICLE Vill - AMENDMENTS to THE BYLAWS

Section I - Membership Approval Required: Amendments to the bylaws that materially impact the structure of the organization, membership rights and duties,

election of officers, and committee structure, may be made at any time during the year under the following conditions:

- A. Proposed Amendments shall be included on the posted Agenda for an upcoming Board Meeting. Members shall be given specific notice by electronic email that Amendments to the Bylaws will be discussed and their participation at the board meeting is encouraged.
- B. Based on the discussion at the Board Meeting, changes to the proposed amendments may be incorporated and a final version of the proposed Bylaws shall be posted on the organization website 30 days prior to a scheduled vote of the members.
- C. Notice of the special meetings shall be given to each voting member by electronic email on file at the time of registration, not less than 30 days prior to the meeting. Notification of the special meeting shall include the date, time, and location. Notice shall also be posted on the TRFAHA website.
- D. Amendments shall only be passed by two-thirds of the voting membership present at this meeting.

Section II - Membership Approval Not Required: The board of directors are authorized to exercise from time to time the power of amendment of the articles without member approval for such matters that require renumbering or correcting grammar or punctuation if such changes do not materially impact the rights or duties of members. The board of directors, by majority vote, may amend the articles for such purposes at a meeting of the board. Notice of the meeting and the proposed amendments must be given to the members by posting the proposed changes on the organization's website.

ARTICLE IX - AMENDMENTS TO THE ARTICLES

Section I: The board of directors, subject to Article VII Section II, are authorized to exercise from time to time the power of amendment of the articles without member approval. The board of directors, by majority vote, may amend the articles at a meeting of the board. Notice of the meeting and the proposed amendments must be given to the board.

Section II: The members with voting rights voting at the annual meeting called for the purpose, may prospectively revoke the authority of the board to exercise the power of the members to amend the articles.

ARTICLE X - INDEMNIFICATION

TRFAHA hereby adopts the provisions of Minnesota Statutes Section 317A.521 and any additions or amendments thereto, for the benefit of the persons named therein. TRFAHA shall indemnify each person referred to in said statute, and to the full extent that the Corporation has power to furnish such indemnification under such statute, provided TRFAHA has obtained such determinations, if any, as may be required by said statute that such indemnification is proper.

Certification

These bylaws were approved at a meeting of the membership by a two-thirds majority vote

Date of Vote: January 8, 2024

President: Leif Spears

Signature: 

Date: January 10, 2024