

BUFFALO YOUTH HOCKEY ASSOCIATION



Articles of Incorporation & Bylaws

ARTICLES

ARTICLE I Name:

The name of this corporation shall be Buffalo Youth Hockey Association, Inc.

ARTICLE II Purpose:

The purpose of this corporation shall be to promote, sponsor, provide facilities for, and conduct a supervised program of hockey training and competition for hockey players for the purpose of making them better citizens and better sportsmen, and in the furtherance of aiding in their physical and mental development.

ARTICLE III Property/Ownership:

No Member, Director, or Officer of this corporation shall have any right, title, or interest in or to any property of any kind owned by this corporation, nor any income or other funds received or held by this corporation.

ARTICLE IV Dissolution:

Upon the liquidation or dissolution of this corporation or upon the abandonment of its purposes, none of the property of the corporation shall inure to the benefit of any member, director or officer, but all such property shall be transferred to such non-profit charitable, educational or other organizations qualified as tax exempt under Section 501 of the Internal Revenue Code as the Board of Directors shall then direct, subject to approval of a justice of the Supreme Court.

ARTICLE V Office:

The registered office of the corporation shall be at the City of Buffalo, County of Wright, State of Minnesota and the corporation shall have other offices at such places as the Board of Directors may from time to time determine.

ARTICLE VI Membership:

The following shall be considered a member in good standing: Any parent or legal guardian who lives, or has kids attending school within School District #877, or a hockey community currently co-oping with the Buffalo High School Hockey Program, and has a child registered in the Buffalo Youth Hockey program and is current with all financial obligations.

ARTICLE VII Fiscal Year:

The fiscal year of the corporation shall end on the 30th day of June of each year.

ARTICLE VIII Meetings of Members

Section 1: Annual meetings of the members shall be held in April of each year, and at such time reports of the corporation's officers shall be presented and the election of new directors shall be conducted or otherwise concluded. The annual meeting will be held on the same date, time, and location as the April Board of Directors meeting.

Section 2: Special meetings of the members, for any purpose or purposes, shall be called by the President, or shall be called by the Board of Directors, or at the request of five (5) members. Such call shall state the purpose or purposes of the proposed meeting. Written notice thereof shall be given to the members at least seven (7) days prior to the meeting. Notification via e-mail and posting on the

BYHA web site shall be considered sufficient written notice. Business transacted at all special meetings shall be confined to the purposes stated in the call.

Section 3: Monthly meetings of the members will be held to review the organization's gambling operation. A monthly gambling report shall be presented for approval by the Board. These reports will be presented at the beginning of each monthly Board of Directors meetings

ARTICLE IX Nominations and Elections

Section 1: Nominations:

The Board of Director nominations shall be held at the March meeting only. Nominations will not be accepted after the March regularly scheduled Board meeting. Written or verbal nominations will be accepted. Nomination reminders will be published in the March newsletter.

written explanation as to why a nominee would like to be on the Board of Directors should be included with the nomination, which will then be published in the March monthly newsletter.

Section 2: Voting Process:

- a). All eligible BYHA members at least 18 years of age and in good standing shall have the right to vote in the Board elections.
- b). The Board of Directors shall determine whether to proceed with the election by voting in-person, by mail or electronic means. The determined voting method will be done in a secure and verifiable manner as determined by the Board of Directors.
- c). The Board of Directors shall establish a reasonable and announced timeframe for the voting process.

Section 3: Election Results:

- a). The Board of Directors shall promptly verify and count the votes and announce winning candidates within a reasonable period of time.
- b). In the event of a tie, tie-breaking procedures may be implemented as determined by the Board of Directors.

ARTICLE X Board of Directors

Section 1: The property and business of this corporation shall be managed by its' Board of Directors, which shall be not less than nine (9) in number nor more than twenty (20). The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and such other Director or Directors. All Directors elected at the annual meeting of the members, by a majority vote, shall be entitled to serve for a term of three (3) years, but not more than 2 consecutive terms, or until his successor shall have been elected and qualified.

Section 2: The regular meetings of the Board of Directors may be held at such times and place as may be determined by the Board of Directors. Date, time, and location of regular meetings shall be given to the general membership through monthly meetings.

Section 3: Special meetings of the Board of Directors may be called by the President in accordance with Article VIII, Section 2.

Section 4: At all meetings of the Board of Directors, a majority of the directors, shall be necessary and sufficient to constitute a quorum for the transaction of

business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 5: The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at their meetings shall be as follows:

- The meeting is called to order by the President at the time and on the date of the meeting
- Roll call - Quorum being present, the meeting proceeds with business.
- Read by Secretary of minutes of previous meeting and their consideration and approval.
- Report of officers.
- Report of committees.
- Consideration of communications.
- Unfinished business.
- New business.
- Adjournment.

Section 6: In addition to the powers and authorities conferred upon them by these Bylaws, the Board of Directors shall have the power to do all lawful acts of necessary and expedient to the conduct of the business of this corporation, that are not conferred upon the members by these Bylaws, or by the Articles of Incorporation, or by statute.

Section 7: Roberts Rules of Order shall govern the proceedings of all meetings of the corporation in each constituent part, except as provided in this Handbook. Only the Board of Directors may make motions and vote; the general membership may express concerns and ideas and be involved in the discussion process.

Section 8: Buffalo Youth Hockey Association Board of Directors is held non-labile pursuant to state laws.

Section 9: Notwithstanding any other section in this Article X, the business of charitable gambling as conducted by BYHA Inc., shall be subject to and authorized by the monthly membership meeting required pursuant to Article VIII, Section 5.

ARTICLE XI Officers

Section 1: The corporation shall have at least four (4) officers who shall be the President, Vice President, Secretary and Treasurer, no two of which officers may be held by the same member. The Board of Directors shall elect said officers.

Section 2: The Board of Directors may appoint such other officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3: The President shall be the chief executive officer of the corporation: President shall preside at all meetings of the members and directors; President shall have general active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. President shall execute all bonds, mortgages and other contracts. President shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

Section 4: The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 5: The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and minutes of all proceedings in a book kept for that purpose; and shall perform like duties for the standing committees where required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be.

Section 6: The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. Treasurer shall disburse the funds by the corporation as may be ordered by the Board of Directors, taking the proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meeting of the Board of Directors whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation.

Section 7: If the office of any director or any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, or removal from office or otherwise, the directors then in office, although less than a quorum by a majority vote, may choose a successor or successors who shall hold the office until the next Annual membership meeting.

Section 8: The Board of Directors may by unanimous affirmative action of the entire Board of Directors, designate the officers of the Board of Directors to

constitute an executive committee, which, to the extent determined by unanimous affirmative action of the entire Board of Directors, shall have and exercise the authority of the Board of Directors on the management of the business of the corporation. Any such executive committee shall act only in the interval between meetings of the Board of Directors, and shall be subject at all times to the control and direction of the Board of Directors.

ARTICLE XII Committees

Committees shall be authorized by the Directors to serve at the pleasure thereof. The chairman of the committee may appoint or remove members thereof on subcommittees and name their chairman. The budget of any such committee or committees shall be submitted to the Board of Directors for approval and authorization.

ARTICLE XIII Books and Records

Members shall be permitted to inspect the books of the corporation at reasonable times.

ARTICLE XIV Audit of Books

The Board of Directors shall designate a competent person to audit the corporation's books prior to the transfer of the books of account to the new Treasurer.

ARTICLE XV Amendment of Articles and Bylaws

Section 1: The articles of incorporation and these bylaws may be amended or altered only as provided by Minnesota Statutes Section 317A.181, Subd. 2.

Section 2: All amendments and/or alteration of the bylaws made subsequent to the prior year's annual membership meeting will be reported by the President at the next annual meeting.

ARTICLE XVI BYHA Member Handbook

The BYHA Member Handbook will provide the framework and guidelines for the day-to-day business of the Association. The Board of Directors may make revisions and additions to the handbook as they deem necessary. All changes will be published in the monthly newsletter.

PO Box 184, Buffalo, MN 55313 Buffalo Youth Hockey Association