



BYLAWS

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BYLAWS OF WEST FARGO HOCKEY ASSOCIATION, INC.

(Revised August 16, 2021)

ARTICLE I: GENERAL

Section 1.01. Name. The name of this corporation shall be the West Fargo Hockey Association, Inc. (hereinafter referred to as the "Association" or "WFHA").

Section 1.02. Offices. The principal office of the Association shall be in West Fargo, North Dakota. The Association shall designate a registered office in accordance with North Dakota State Law.

Section 1.03. Purpose. The purpose and mission of this Association shall be to promote, develop, and administer a youth hockey program. This program shall serve the youth of West Fargo who reside within the boundaries of the Association and petitioning players who reside outside the boundaries of the Association. The Association's principal purpose shall be to provide the athletes in the appropriate age group the opportunity to have fun participating in hockey by offering (i) high quality coaching, (ii) adequate ice time for the practice and skill development, and (iii) exposure to advanced competition through participation in high caliber games and tournaments.

Section 1.04. Exempt Status. The Association is a North Dakota nonprofit Association organized under the North Dakota Nonprofit Associations Act (NDCC Chapter 10-33) (the "Act") and is an exempt organization under section 501(c)(3) of the Internal Revenue Code. The Association shall maintain such exemption.

ARTICLE II: MEMBERSHIP

Section 2.01. Membership Generally. Membership in the Association shall consist of the following classes of membership: (1) Family Members; and (2) Associate Members.

Section 2.02. Family Membership. The parent(s) and/or guardian(s) of a player who resides in the jurisdictional area granted to the Association by the Association's local affiliate agreement with the local governing body in effect from time to time and who is registered to play in the Association's programs are eligible for one collective family membership for their qualifying child(ren) (collectively, a "Family Member"). Only one Family Member membership shall be allowed for each family unit regardless of how many youths that family has registered for play in the Association's programs. In addition, a qualifying youth may be part of only one Family Member (e.g., the child's father and mother cannot each obtain a separate family membership).

Section 2.03. Associate Membership. Each Director, as defined in Section 4.02, of the Association's Board of Directors that is not a parent or guardian in a family unit, per Section 2.02 above, automatically shall be an Associate Member for a period concurrent with such person's term as a member of the Board of Directors. The Board of Directors from time to time may grant associate membership to persons interested in becoming actively involved with the Association that are not otherwise eligible for any other class of membership. A Director holding a membership pursuant to this section is referred to as an "Associate Member."

Section 2.04. No Multiple Membership. No person may hold more than one class of membership at any time. For example, a parent or guardian in a family unit that is a Family Member may not also be an Associate Member; provided, however, a step-parent in a family unit that is a Family Member would not be prohibited from applying to be an Associate Member.

Section 2.05. Application and Membership/Registration Fees. Each member, except a member of the Association's Board of Directors that is an Associate Member by virtue of his or her status as a director, must annually register and apply for membership by registering with USA Hockey. The registered player must pay all annual membership/registration fees and dues.

Section 2.06. Duration of Membership. Membership of members shall run concurrently with the season that the player(s) registered for - from registration to registration, except that the membership term of a member of the Association's Board of Directors that is an Associate Member shall be coterminous with such person's term as a director.

Section 2.07. Property Rights. No member shall have any rights, title, or interest in or to any property of the Association.

Section 2.08. Nontransferable. Membership in the Association is not transferable or assignable.

Section 2.09. Termination of Membership. Membership shall terminate automatically upon the expiration of the term of the USA Hockey membership. In addition, the Board of Directors may terminate or suspend the membership of any member who becomes ineligible for membership, in accordance with USA Hockey Rule 10 and the WFHA Administrative Compliance Policy.

Section 2.10. Resignation. Any member may resign at any time by filing a written resignation with the Secretary. Resignation shall not relieve the member from its obligation to pay any accrued and unpaid fees, dues, assessments, or other charges or entitle the member to a refund of any previously paid fees, dues, assessments, or other charges.

Section 2.11. No Discrimination. No applicant for membership shall be discriminated against because of religion, race, sex, color, national origin, age, sexual orientation, or identity, marital status or any other discrimination prohibited by federal or state law.

ARTICLE III: MEMBERSHIP VOTING AND MEETING

Section 3.01. Voting. Each Associate Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Each Family Member in good standing shall be entitled to two votes on each matter submitted to a vote of the members. For the avoidance doubt, each Family Member membership gets two votes in the aggregate (each person in the family unit that is the Family Member holding the family membership does not get two votes). The two votes of a Family Member shall be divided equally between the parents and guardians in the family unit but each parent or guardian may designate in the membership application another parent, guardian, step-parent or grandparent in the family unit to cast his or her vote.

Section 3.02. Voting by Written Ballot. Any action that may be taken at a regular or special meeting of members may be taken without a meeting by written ballot to the full extent permitted by the Act.

Section 3.03. Quorum. At all regular or special member meetings, members holding five percent (5%) of the total member votes shall constitute a quorum for the transaction of business. This does not include the annual meeting which is held for informational and election purposes only.

Section 3.04. Proxies. Voting by proxy shall not be allowed.

Section 3.05. Annual Meeting. The annual meeting of the members shall be held at such time and place as may be designated by the Board of Directors. The purpose of the annual meeting shall be for the election of directors and officers and for the transaction of such other business that may come before the meeting.

Section 3.06. Notice of Annual Meeting. Notice of the annual meeting shall be given to the members not less than thirty (30) days before the date thereof by publication in the West Fargo Pioneer, publication on the Association's website, by mail, email, or any other electronic means selected by the Board of Directors. If the Association elects to give notice or by mail, email, or other electronic means, such notice shall be deemed delivered when sent to the last known address or electronic contact of the member.

Section 3.07. Special Meeting. Special meetings of the members for the purpose of considering the matters identified in the special meeting notice may be called by the President, the Executive Committee, or the Board of Directors and shall be called by the President if at least 50 members or 10% of the members, whichever is less, sign, date, and deliver to the President or the Secretary a written demand for a special meeting describing the purpose for which it is to be held.

Section 3.08. Notice of Special Meeting. For any special meeting, written or printed notice stating the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be either: (a) delivered not less than ten (10) days but not more than thirty (30) days before the date of the meeting, either personally, by mail, by email, or other electronic means by or at the direction of the President or the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting; (b) posted on the Association's website at least fourteen (14) days before the meeting or (c) published in the West Fargo Pioneer at least fourteen (14) days before the meeting. If the Association elects to give notice by mail, email, or other electronic means, such notice shall be deemed delivered when sent to the last known address or electronic contact of the member.

ARTICLE IV: POWERS AND COMPOSITION OF BOARD OF DIRECTORS

Section 4.01. General Powers. The business and affairs of the Association shall be managed by or under the direction of a Board of Directors (the "Board"). The Board serves as the board of directors of the Association within the meaning of the North Dakota Nonprofit Corporation Act, at North Dakota Century Code Section 10-33-27, and the Directors owe fiduciary duties as directors to the Association as described in such Act. In addition to the powers conferred upon the Board by these Bylaws, the Board may exercise all powers of the Association and perform all acts, which are not prohibited to it by law, by the Articles or by these Bylaws, all as may be amended.

Section 4.02. Composition and Qualifications. The Board shall be composed of 7 Executive Directors, no less than 3 Business Directors, and no less than 3 Hockey Operation Directors; a total of 13 voting members (“Directors”) Notwithstanding the foregoing, the Board is authorized to act and conduct its business in the normal course if the number of Directors falls below this minimum during a vacancy. Directors must be willing and able to commit the time necessary to be an active member of the Board of Directors.

- (a) **Executive Directors.** The President, Past President, Executive Vice President, Treasurer, Secretary, Vice President of Business Operations, and Vice President of Hockey Operations (each an “Executive Director”) shall be members of the Board of Directors with a term coterminous with the term of the executive office. The Executive Directors shall be elected as set forth in Section 7.02.
- (b) **Business Operations Directors.** The Board of Directors shall be composed of no less than 2 individuals serving as Business Operations Directors (each a “Business Operations Director”) who shall be elected by the members at the annual meeting as set forth in Section 8.01(b).
- (c) **Hockey Operations Directors.** The Board of Directors shall be composed of no less than 2 individuals serving as Hockey Operations Directors (each a “Hockey Operations Director”) who shall be elected by the members at the annual meeting as set forth in Section 8.01(c).

Section 4.04. Term. The term of each Executive Director shall be coterminous with the term of such director’s executive office. Each Business Operations Director and Hockey Operations Director shall serve for a three (3) year term. The terms of the Directors shall be staggered as set forth in Section 8.01. Each Director shall serve until the expiration of his or her term of office, and thereafter until his or her successor has been elected and qualified, or until the earlier of death, resignation, removal, or disqualification of the Board Member. Directors may be reelected for up to one (1) additional three (3) year terms, for a total maximum service on the Board of six (6) years, except as set forth in Section 8.01 or unless the Board determines that an exception to this rule is appropriate such as, for example, to permit a Director to continue to serve as an officer of the Association.

Section 4.05 Attendance of Directors. If any member of the Board of Directors shall be absent from three (3) consecutive board meetings and shall not voluntarily resign as a Director by reason of such absences, then such absences shall constitute grounds for automatic dismissal of the Director from the Board, unless as voted upon by 2/3 of the Board to reinstate the Director in question.

Section 4.06. Vacancy. A vacancy in the office of a Director shall be filled by nomination and majority vote of the Board of Directors. The member filling the vacancy shall serve the remainder of the term of the vacated member.

Section 4.07. Removal of Directors. A Director may be removed with or without cause by the affirmative vote of a 2/3 of all voting Directors then in office, excluding the Director proposed for removal. In addition, a Director may be removed with or without cause by the affirmative vote of one-third of all voting association members. The Secretary shall give the Director being removed written notice of the removal and such removal shall be effective upon delivery of the notice, unless a later date is specified in the notice.

Section 4.08. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Association. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

ARTICLE V: BOARD MEETINGS

Section 5.01. Place and Time of Meetings. The Board may hold its annual, regular, and special meetings at such place as determined by the Chair of the Board or his or her designee unless the Board determines otherwise. The Board may determine that one or more meetings of the Board shall be held solely by means of remote communication pursuant to Section 5.08 below. Such authorization may be general or confined to specific instances.

Section 5.02. Annual Meetings. The Board shall hold an annual meeting. At each annual meeting, the Board shall elect officers and shall conduct such other business as may properly come before it.

Section 5.03. Regular Meetings. In addition to the annual meeting, the Board shall hold regular meetings as the President of the Board, or his or her designee, shall determine. At each regular meeting, the Board shall conduct such business as may properly come before the meeting. Notwithstanding, any Board member may bring a business item before any regularly scheduled meeting or placed on the agenda for such meeting. So long as this business item conforms to the proper form of a motion and properly seconded, the Chair may not unreasonably restrict this privilege.

Section 5.04. Special Meetings. Special meetings of the Board may be called by (a) the President of the Board, or (b) upon written request of any three (3) or more Directors. A person entitled to call a special meeting of the Board may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting and give notice thereof.

Section 5.05. Notice of Meeting. Not less than ten (10) days' written notice of the annual meeting of the Board, excluding the day of the meeting, shall be given to all Directors. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item.

Not less than five (5) days' written notice of a regular meeting and three (3) days' written notice of a special meeting of the Board, excluding the day of the meeting, shall be given to all Directors. No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles of the Association will be proposed must contain the substance of the proposed amendment.

Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Directors of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Association. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort

shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Board Member(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

Notwithstanding the foregoing, no written notice of any meeting of the Board is required if the date, time, and place of the meeting was announced at a previous meeting of the Board. Any Board Member may waive notice of any meeting of the Board in writing before, at or after a meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 5.06. Quorum and Voting. The presence of a majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but the Directors present at any meeting, although less than a quorum may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum. Participation in a meeting by remote communication pursuant to Section 5.08 below constitutes presence at a meeting. At any meeting of the Board, except as otherwise provided in the Articles or these Bylaws, each Board Member present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting shall be sufficient to transact any business. Proxy voting shall not be permitted.

Section 5.07. Rules of Procedure. The Board shall adopt rules of procedure contained in the latest revision of Robert's Rules of Order. In the absence of Board action, the President of the Board may establish rules of procedure for conducting meetings provided such rules are consistent with the Articles, these Bylaws, Roberts Rules of Order or North Dakota law.

Section 5.08. Remote Communications for Board Meetings. One or more Directors may participate in a meeting of the Board by means of a conference telephone or, if authorized by the Board, by another means of remote communication, in each case through which that Board Member, other Directors so participating, and all Directors present at the meeting may participate with each other during the meeting. Alternatively, if authorized by the Board, any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting. For these purposes, "remote communication" means communication via conference telephone, video conference, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE VI: BOARD COMMITTEES

Section 6.01. Executive Committee. The Board shall have a standing committee comprised of the Executive Directors (the "Executive Committee"). The Executive Committee shall generally be responsible for conducting the affairs and business of the Association between meetings of the Board of Directors, within the confines of approved annual budget, and shall have such other specific authority as may be delegated to the Executive Committee by resolution of the Board of Directors.

- (a) **Meetings of the Executive Committee.** The Executive Committee will meet not less than annually as scheduled by the President. Special meetings of the Executive Committee may be called at any time by the President or other member of the Executive Committee with notice being given pursuant to Section 5.04 with notice required to be given only to members of the Executive Committee). The President will preside at all Executive Committee meetings, or, in the President's absence, the Executive Vice President or Treasurer respectively.
- (b) **Quorum.** At any regular or special meeting, four (4) members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 6.02. Business Operations Committee. The board shall have a standing committee comprised of the Treasurer, the Vice President of Business Operations, and the Business Operations Directors (the "Business Committee"). The Business Committee shall generally be responsible for ensuring that resources are utilized effectively, efficiently and equitably and shall have such other specific authority as may be delegated to the Business Committee by resolution of the Board of Directors.

- (a) **Meetings of the Business Committee.** The Business Committee will meet not less than annually as scheduled by the Vice President of Business Operations. Special meetings of the Business Committee may be called at any time by any member of the Business Committee with notice being given pursuant to Section 5.04 (with notice required to be given only to members of the Business Committee). The Vice President of Business Operations will preside at all Operations Committee meetings.
- (b) **Quorum.** At any regular or special meeting, three (3) members of the Business Committee shall constitute a quorum for the transaction of business.

Section 6.03. Hockey Operations Committee. The board shall have a standing committee comprised of the Vice President of Hockey Operations and the Hockey Operation Directors (the "Hockey Committee"). The Hockey Committee shall generally be responsible for overseeing all aspects of hockey programs of the Association to maximize player participation and shall have such other specific authority as may be delegated to the Hockey Committee by resolution of the Board of Directors.

- (a) **Meetings of the Hockey Committee.** The Hockey Committee will meet not less than annually as scheduled by the Vice President of Hockey Operations. Special meetings of the Hockey Committee may be called at any time by any member of the Hockey Committee with notice being given pursuant to Section. 5.04 (with notice required to be given only to members of the Hockey Committee) The Vice President of Hockey Operations will preside at all Hockey Committee Meetings.
- (b) **Quorum.** At any regular or special meeting, a majority of the members of the Hockey Committee shall constitute a quorum for the transaction of business.

Section 6.04. Other Committees. As many special Board of Directors committees as may be deemed necessary may be created by the President with the consent of the Board of Directors. Such committees shall have the authority established by the Board of Directors by resolution.

ARTICLE VII: OFFICERS

Section 7.01. Officers. The Officers of this Association shall be a President, Past President, Executive Vice President, Treasurer, Secretary, Vice President of Business Operations, and Vice President of Hockey Operations (the “Elected Officers”) No two officers may be held by the same person.

Section 7.02. Election, appointment, and Term of Office. The Members at the annual meeting shall elect the elected Officers. The Treasurer, Secretary, Vice President of Business Operations, and Vice President of Hockey Operations shall hold officer for three (3) years or until their successors have been duly elected and qualified. The President, Past President, and Executive Vice President shall hold office for one year or until their successors have been duly elected and qualified. Notwithstanding the foregoing, the positions of President, Past President, and Executive Vice President shall automatically rotate at each annual meeting of the members unless otherwise directed by the members. Thus, at each annual meeting, the then serving Past President's term shall expire, the then serving President shall become the Past President to serve a one year term as such. The then serving Executive Vice President shall become the President to serve a one year term as such and a new Executive Vice President shall be elected by the members to serve a one year term as such..

Section 7.03. President. The President shall be the chief volunteer officer and official spokesperson for the Association and, subject to the control of the Board of Directors and Executive Committee, shall in general supervise and control all of the business and affairs of the Association. The President, when present, shall preside at all meetings of the Board of Directors and the Executive Committee. The President may sign, individually or with any proper officer of the Association authorized by the Board of Directors , any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board of Directors from time to time. The President shall have the authority to commit funds not to exceed (\$250.00) in the event a request is received between Executive Committee meetings. Upon election of a new President, the former President shall serve in the roll of Past President.

Section 7.04. Executive Vice President. The Executive Vice President shall have such powers and perform such duties as the Board may prescribe from time to time. In the absence of the President or in the event of the President’s death, inability, or refusal to act, the Executive Vice President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all of the restrictions upon the President.

Section 7.05. Past President. The Past President shall perform all the duties and exercise all the powers of the President during the President and Executive Vice President's absence or incapacity. The Board of Directors and President shall assign duties to the Past President as may be necessary to meet the Association’s objectives. A Past President shall serve in said position until the then current President becomes the Past President, or until such time as he or she resigns or is removed by the Board of Directors.

Section 7.06. Secretary. The Secretary shall record proceedings of all meetings of the Board of Directors and the Executive Committee; shall keep a register of the names and addresses of all members of the Association; shall at all times keep on file a complete copy of the Articles of Corporation 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 members, the Board of Directors or the Executive Committee; shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Executive Committee or the President; and, in general, shall perform all duties incident to the office of Secretary.

Section 7.07. Treasurer. Unless provided otherwise by a resolution adopted by the Board, the Treasurer shall be the primary financial officer of the Association; shall ensure accurate financial records for the Association are kept; shall ensure that all moneys, drafts, and checks in the name of and to the credit of the Association are deposited in such banks and depositories as the Board shall designate from time to time; shall ensure that all notes, checks, and drafts received by the Association as ordered by the Board are endorsed for deposit, making proper vouchers therefore; shall oversee the disbursement of corporate funds and checks and drafts in the name of the Association as ordered by the Board; shall render to the President and the Board an annual budget of the Association; shall render to the President and the Board, whenever requested, an account of all such officer's transactions as Treasurer and of the financial condition of the Association; and shall perform such other duties as may be prescribed by the Board from time to time. The Board may delegate the responsibilities of the Treasurer to one or more employees of the Association, provided, however, that such individual(s) shall be subject to the oversight and control of the Treasurer. The Treasurer shall at all times retain the ultimate responsibility for the financial affairs of the Association.

Section 7.08. Vice President of Business Operations. The Vice President of Business Operations shall oversee the day-to-day operations of the Association to ensure resources are utilized effectively, efficiently and equitably. Primary areas of oversight include Fund Raising, Gaming, Sponsorship, Facilities, Marketing and Communications.. The Vice President of Business Operations shall work closely with the Treasurer of the Association on all financial matters, including the presentation of an annual budget of the Association to the Board. The Vice President of Business Operations shall perform such other duties assigned by the President or the Board of Directors.

Section 7.09. Vice President of Hockey Operations. The Vice President of Hockey Operations shall oversee all off-ice aspects of hockey programs of the Association to maximize player participation. Primary areas of oversight include the program offering, Membership, Recruitment, Apparel, Equipment, and Tournaments. The Vice President of Hockey Operations shall work closely with the Hockey Director, Scheduler, Recruiting Director, Equipment and Apparel Director, Compliance and Safesport Director, and Treasurer to ensure equity of all players. The Vice President of Hockey Operations shall perform such other duties assigned by the President or the Board of Directors.

Section 7.10. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a 2/3 of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed but election of an Officer shall not of itself create contractual rights

Section 7.11. Vacancies. Vacancies in Offices, however occasioned, shall be filled by election by the Board of Directors at a special meeting or at the next regular meeting for the unexpired terms of such Officers.

Section 7.12. Salaries and Expenses. Each Officer shall serve without compensation for his services, except for reimbursement for reasonable out-of-pocket expenses while attending to Association business, at the discretion of the Board of Directors. Board of Directors expenses for reasonable out-of-pocket expenses while attending to Association business, at the discretion of the Board of Directors, may be reimbursed.

Section 7.13. Delegation of Duties. In the absence or disability of any Officer of the Association or for any other reason deemed sufficient by the Membership, the Membership may delegate his or her powers or duties to any other Officer.

ARTICLE VIII: STAGGERING OF TERMS

Section 8.01. Staggered Terms of Officers and Directors. The terms of the directors and officers of the Association shall be staggered as set forth in this section.

(a) Executive Directors.

- i. **President, Executive Vice President, and Past President.** The term of the foregoing shall be for 1 year ending on the date of the annual meeting of each year.
- ii. **Secretary.** Upon the approval and adoption of these bylaws by the Members, the first elected Secretary under these Bylaws shall have an initial term of two (2) year, which shall not apply towards his/her two (2) terms or six (6) years maximum service on the Board as detailed in Section 4.04. Thereafter, the term of the Secretary shall be for three (3) years ending on the date of the applicable annual meeting.
- iii. **Treasurer.** Upon the approval and adoption of these bylaws by the Members, the first elected Treasurer under these Bylaws shall have an initial term of one (1) year, which shall not apply towards his/her two (2) terms or six (6) years maximum service on the Board, as detailed in Section 4.04. Thereafter, the term of the Treasurer shall be for three (3) years ending on the date of the applicable annual meeting.
- iv. **Vice President of Business Operations.** The term of the Vice President of Business Operations shall be for three (3) years ending on the date of the applicable annual meeting.
- v. **Vice President of Hockey Operations.** Upon the approval and adoption of these bylaws by the Members, the first elected Vice President of Hockey Operations under these Bylaws shall have an initial term of two (2) years, which shall not apply towards his/her two (2) terms or six (6) years maximum service on the Board, as detailed in Section 4.04. Thereafter, the term of the Vice President of Hockey Operations shall be for three (3) years ending on the date of the applicable annual meeting.

(b) Business Operations Directors.

- i. **Director of Fund Raising and Gaming.** The term of the Director of Fund Raising and Gaming shall be for three (3) years ending on the date of the applicable annual meeting.

- ii. **Director of Marketing and Communications.** Upon the approval and adoption of these bylaws by the Members, the first elected Director of Marketing and Communications under these Bylaws shall have an initial term of two (2) years, which shall not apply towards his/her two (2) terms or six (6) years maximum service on the Board, as detailed in Section 4.04. Thereafter, the term of the Director of Marketing and Communication shall be for three (3) years ending on the date of the applicable annual meeting.

(c) Hockey Operations Directors.

- i. **Director of Compliance and Safe Sport.** Upon the approval and adoption of these bylaws by the Members, the first elected Director of Compliance and Safe Sport under these Bylaws shall have an initial term of two (2) years, which shall not apply towards his/her two (2) terms or six (6) years maximum service on the Board, as detailed in Section 4.04. Thereafter, the term of the Director of Compliance and Safe Sport shall be for three (3) years ending on the date of the applicable annual meeting.
- ii. **Director of Tournaments.** The term of the Director of Tournaments shall be for three (3) years ending on the date of the applicable annual meeting.

ARTICLE IX: STANDING COMMITTEES

Section 9.01. Standing Committees. As many standing committees as may be deemed necessary to carry out the purposes of the Association and to obtain volunteer participation in its activities may be created by the President, with the consent of the Board of Directors. Committee members must be members of the Association. All standing committees shall be authorized to expend funds within the directives approved by the Board of Directors. Any other expenditures must be approved by the Board of Directors in advance of any expense incurred.

Section 9.02. Functions and Authority. Each committee will study, investigate and make recommendations to the Board of Directors and take action on subjects within the general scope of activity delegated to the committee. After the Board of Directors has approved a committee recommendation, such committee will be free to act upon such subject or activity within any limitations imposed then or later by the Board of Directors, being subject to any later reversal of the position originally taken by the Board of Directors. All committees will be subject to all policies and procedures adopted by the Board of Directors pertaining to the committee or the work of the committee.

ARTICLE X: IN-HOUSE DIRECTORS

10.01. Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for the WFHA and is required to carry out this responsibility in good faith, with ordinary care, and in the best interest of the organization. The Executive Director will attend all Board meetings, report on the progress of the WFHA, answer questions of Board members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

Definitions.

(A) In good faith. Good faith is shown by honesty and faithfulness to duties and obligations.

(B) With ordinary care. Ordinary care is the use of good judgment and common sense. It means doing what an ordinarily prudent person in a similar position would do under similar circumstances. Ordinary care may differ from director to director based on their background and experience and the role they play in the organization.

(C) In the best interest of the organization. A director acts in the best interest of the nonprofit if the director reasonably believes that the action will benefit the organization. Doing what is in the best interest of the organization means being loyal to the organization – it means the organization’s interest prevails over the director’s personal or business interest.

10.02. Hockey Director. The Hockey Director is hired by the Board. The Hockey Director has the responsibilities of overseeing all hockey aspects of the organization and is required to carry out these responsibility in compliance with USA Hockey, NDAHA, and WFHA rules and regulations. The Hockey Director may attend Board meetings, report on progress of all hockey aspects of the WFHA, and answer questions of Board members, and carry out the duties described in the job description. The Hockey Director may delegate duties of the Hockey Director to the Assistant Hockey Director as necessary. The Hockey Director reports directly to the Executive Director and the Vice President of Hockey Operations.

10.03. Gaming Director. The Gaming Director is hired by the Board. The Gaming Director has the responsibilities of overseeing the gaming operations of the WFHA. The Gaming Director must carry out these responsibilities in compliance with state and local rules, regulations, ordinances, and laws. The Gaming Director may attend Board meetings, report on progress of all gaming aspects of the WFHA, and answer questions of Board members. The Gaming Director may delegate duties of the Gaming Director to the Assistant Gaming Manager as necessary. The Gaming Director reports directly to the Executive Director and the Director of Fundraising and Gaming.

ARTICLE XI: FISCAL MATTERS

Section 11.01. Fiscal Year. The fiscal year of the Association shall commence on July 1st of each year and shall end on June 30th of each year.

Section 11.02. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the Association.

Section 11.03. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, and all notes or other evidence of indebtedness, issued in the name of the Association, shall be signed by such officer or officers, or agent or agents of the Association and in such manner as shall be determined by the Board of Directors by resolution from time to time; provided, however, that all checks, drafts, or orders for payment of money in excess of \$25,000 must be signed by the Treasurer or the Secretary and countersigned by the President or Executive Vice President. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 11.04. Minutes, Books, and Records. The Association shall keep correct and complete minutes of the proceedings of its Members, and committees, the President shall keep correct and complete books and records of account and shall keep a membership book containing the name and address of each Member. Within a reasonable amount of time after each Membership meeting, a complete copy of the minutes from said meeting shall be sent to each Member at the address provided in the Membership application.

Section 11.05. Report to Members. The Association shall send an annual report to the Members of the Association not later than four months after the close of each fiscal year in the Association. Such report shall include a balance sheet as of the close of the fiscal year of the Association and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Association, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 11.06. Inspection of Corporate Books. Any person who is a Family Member or Associate Member of the Association shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Association

Section 11.07. Compensation. The members of the Board of Directors and the Elected Officers of this Association shall not be entitled to receive compensation but may be reimbursed for travel and other business expenses they incur as a director or officer of the Association. The Board of Directors shall set compensation for any Appointed Officer and all other employees of the Association.

ARTICLE XII: FUNDRAISING

The Association, subject approval of the Board of Directors or the Executive Committee, is authorized to obtain contributions, donations, gifts, grants, pledges and similar grants from individuals, corporations, foundations, and other organizations or groups, and to engage in other fundraising activities, in order to support the purposes and objectives of the Association.

ARTICLE XIII: INDEMNIFICATION

The Association shall indemnify each Officer including former Officers to the full extent permitted by the North Dakota General Association Act and the North Dakota Nonprofit Association Act.

ARTICLE XIV: ANNUAL REVIEW AND AMENDMENTS

These Bylaws shall be reviewed annually by the Executive Committee and may be amended only upon the approval of 2/3 of all members of the Board of Directors at any meeting of the Board of Directors. Any proposed amendment shall be circulated to all Members and to the Board of Directors at least thirty (30) days prior to the meeting at which such amendment is to be considered.

ARTICLE XV: POLICIES AND PRODECURES

The Operating Policies and Procedures will be provided to all members annually. These policies and procedures will be consistent with the Bylaws of this Association and will govern the day to day activity of WFHA. As stated in Article IV (Power and Composition of Board of Directors), the Board shall set the policies of this Association. All amendments to these policies and procedures must be made available to the members no later than 30 days after such changes.

ARTICLE XVI: PARLIAMENTARY PROCEDURE

The current edition of *Roberts Rules of Order* shall apply to meetings of Voting Members to the extent that such rules are consistent with these Bylaws.

ARTICLE XVII: DISSOLUTION

In the event of the dissolution of the Association, whether voluntary or involuntary, the Association shall, after obtaining or making provision for the payment of all liabilities of the Association, dispose of all of its assets to an organization which may be exempt from federal income taxation with purposes and functions similar to those of this Association.