

Hopkins Youth Hockey Association Bylaws
Amended and Approved on January 9th, 2020

1) Registered Offices

Section 1.1 The address of the registered office of the Corporation shall be the City of Hopkins, Minnesota 55343. The Board of Directors shall have authority, by two-thirds (2/3) vote, to change the registered office of the Corporation.

2) Definitions

- Corporation – Hopkins Youth Hockey Association (HYHA) as registered as a Corporation with the State of Minnesota.
- In Good Standing – Without outstanding financial obligation to HYHA and/or not subject to current or pending suspension in accordance with the rules of these bylaws.

3) Objectives

Section 3.1 The objective of the Hopkins Youth Hockey Association (HYHA) is to promote the growth and development of players in a fun, fair and properly supervised environment that maximizes player participation and skill development, regardless of gender, while emphasizing the value of sportsmanship and teamwork.

Specific objectives are:

- Create a positive developmental experience for all participants in the HYHA, including players, coaches and parents
- Emphasize individual skill development over team performance
- Build individual skill sets necessary for optimal team performance
- Enable a developmental relationship between HYHA, the Hopkins Boys and Hopkins/Park Girls High School hockey programs
- Promote teamwork, good sportsmanship and fair play

These objectives are achieved in a program of continuously improving hockey training and a schedule of organized hockey games.

4) Membership

Section 4.1 Membership shall be open to any and all youth meeting the eligibility requirements as to age, residency and participation rules as required by MN Hockey and the HYHA Travel Policies. Members are eligible to participate in HYHA programs.

Section 4.2 Any individual having an active interest in the Corporation may be invited by the Board of Directors to become an associate or honorary member.

Section 4.3 Any adult (as defined by Minn. Stat. § 645.451, subd.3) may become a member of the Corporation by applying to the Board of Directors for membership at any time.

- Adults having children registered in the HYHA Program automatically become members of the Corporation
- Adults actively serving as a coach, assistant coach, ACE Coordinator, Youth Travel Coordinator or Girls Travel Coordinator in the HYHA Program automatically become members of the Corporation.
- One who has successfully completed his or her full term on the HYHA board and who is appointed by the President and confirmed by the board to continue to serve the association as an At Large member without regard to having a registered youth or girls player.
- All members of the HYHA Hockey Development Committee (HDC), as appointed by the President and confirmed by the board, may serve the association as members without regard to having a registered youth or girl player.
- All members of the Hopkins/Park Girls Hockey Development Committee (GHDC), as appointed by the Girls Travel Coordinators of HYHA and SLPHA and confirmed by the respective boards, may serve the association as members without regard to having a registered youth or girl player.

The term of membership shall be for one year, commencing September 1st.

Section 4.4 Active members will perform any reasonable service required and requested.

The HYHA Board of Directors, by a two-thirds (2/3) vote of Board members eligible to vote at any duly constituted board meeting, have the authority to suspend any member whose conduct is determined to be detrimental to the objectives of the Program. Individual members subject to suspension are provided due notice and opportunity to be heard by the Board of Directors before a suspension vote is called.

Section 4.5 All members are expected to have read and understood the HYHA Member's Code of Conduct. Members who do not follow the Code of Conduct will be subject to discipline that can include suspension and/or removal from the association as outlined in the HYHA Bylaws and/or Travel Team Policy (Appendix 1).

Section 4.6 All players are expected to read and understand the HYHA Player's Code of Conduct. Players who do not follow the Code of Conduct will be subject to discipline that can include suspension and/or removal from the association as outlined in the HYHA Bylaws and/or Travel Team Policy. This code of conduct will be enforced at all playing levels (Appendix 2).

Section 4.7 A Travel/Level Coordinator may temporarily suspend a coach, assistant coach, team manager or player whose conduct endangers HYHA members, including players, or is otherwise is detrimental to the objectives of the HYHA Program. Within seven (7) days of the suspension, the Executive Committee and the Travel/Level Coordinator will meet to consider the suspension.

If the Executive Committee determines to uphold the suspension, a special meeting of the Board of Directors is held within seven (7) days of the Executive Committee meeting. The HYHA Board of Directors, by a two-thirds (2/3) vote of Board members eligible to vote at any duly constituted board meeting, has the authority to suspend any member whose conduct is determined to be detrimental to the objectives of the Program. Individual members subject to suspension are provided due notice and opportunity to be heard by the Board of Directors before a suspension vote is called. The length of the suspension is the discretion of the Board of Directors and may be permanent. Prior to the completion of the hearing process, the suspended member is not permitted to participate in any HYHA activity.

Section 4.8 Voting Rights – The members of the Corporation have one vote per household for the purposes of electing Directors of the Corporation. The “household” consists of members In Good Standing residing at the same address.

5) Directors

Section 5.1 General Powers - The property, affairs, and business of the Corporation are managed by the Board of Directors.

Section 5.2 Number - The number of Directors of the Corporation shall be no fewer than fifteen (15).

Section 5.3 Composition - The Directors of the Corporation include:

- Registrar
- Fundraising Coordinator
- Youth/Boys Travel Coordinator
- Girls Travel Coordinator
- Mite Level Coordinator
- ACE Coordinator
- Ice Scheduler
- Equipment Coordinator
- Tournament Director
- Webmaster
- Hockey Recruitment Director
- Gambling Manager
- Assistant Mite Coordinator
- Girls Development Coordinator
- Tournament Volunteer Coordinator
- Volunteer Coordinator

The Hopkins High School Boys Hockey Coach and Hopkins/St. Louis Park High School Girls Hockey Coach are Ex-Officio Directors of the Corporation, without voting rights unless serving as Coach in Chief. In addition, individuals who have successfully completed a term on the Board may serve as At Large Directors, who are to be appointed by the President and confirmed by the Board each season. The President may also annually appoint a Coach in Chief, to be confirmed by the Board each season.

Section 5.4 Election - To elect Directors, the President will direct that solicitation of election action to be taken by written or electronic ballot. Notice of the election solicitation is made at least 14 days prior to the annual meeting.

- Solicitation of action to elect directors by written or electronic ballot contain the names of all candidates.
- Candidates must be members In Good Standing of the Corporation and only one Director per household is allowed.
- Candidates for President must have already successfully completed a term and currently be serving on the Board of Directors of the Corporation.
- The number of Directors to be elected shall be determined by the Board of Directors prior to the notice of the annual meeting or solicitation of candidates.

Section 5.5 Term of Office

Directors serve until their term expires, the Director ceases to be a member of the association or when the Director resigns from the board. New Directors begin their term on the next monthly meeting of the Board. Officers of the Corporation will hold office until the annual meeting in the year their term expires or until their successors are elected and qualified. Only members with voting rights as set forth in these Bylaws may serve as Directors.

Directors may resign their appointed or elected position as Director of the Corporation by providing a formal letter that includes the date, the reason for the resignation, and the Director's signature.

Section 5.6 Committees - A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees having the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Board of Directors.

Section 5.7 Committee of Disinterested Persons - The Board of Directors may establish a committee composed of two (2) or more disinterested Directors or other disinterested persons to determine whether it is in the best interests of the Corporation to pursue a particular legal right or remedy of the Corporation and whether to cause the dismissal or discontinuance of a particular proceeding that seeks to assert a right or remedy on behalf of the Corporation. A Director or other person is "disinterested" if not a present or former officer, employee or agent of the Corporation and has not been made or threatened to be made a party to the proceeding in question. A vacancy on the committee may be filled by a majority vote of the Board of Directors. The committee terminates when it issues a written report of its determinations.

Section 5.8 Vacancies - Any vacancy in the Board of Directors is filled by an affirmative vote of a majority of the remaining Directors of the Board and each person so elected is a Director until a successor is elected at the next annual meeting or any meeting duly called for that purpose. Should the number of Directors fall below fifteen (15), the Board of Directors have the authority to appoint At Large Directors by an affirmative vote of a majority of the remaining Directors of the Board and each person so elected is a Director until their successor is elected at the next annual meeting or any meeting duly called for that purpose.

Section 5.9 Annual Meeting - The Annual Meeting of the Board of Directors of the Corporation are held during the months of April or May, with the exact date to be determined by the President.

Section 5.10 Monthly Meetings - The Board of Directors meet monthly, with the July meeting optional at the discretion of the Board. The meeting place and time is set by the President, and each Director receives five (5) days' notice of such meeting. Special meetings of the members are held at the same place and time of any monthly meeting of the Board of Directors, unless the Board determines otherwise.

Section 5.11 Special Meetings - The President or any of the other three (3) officers may call for a special meeting of the Board of Directors at any time throughout the year upon giving five (5) days written notice stating the purpose of the meeting.

Section 5.12 Quorum - A quorum for an official meeting at which business may be transacted is one-half (1/2) of the voting members of the Board of Directors.

Section 5.13 Voting by Directors – Pursuant to Minn. Stat. 317A.237, the board takes action by the affirmative vote of a majority of directors with voting rights present and entitled to vote at a duly held meeting, unless the articles or bylaws require the affirmative vote of a larger proportion or number. Proxy voting is not permitted. In order to be eligible to vote, each Director must have attended at least one-half (1/2) of the meetings in the prior twelve (12) months.

Section 5.14 Order of Business - The meetings are conducted in accordance with an agenda communicated 5 days before the meeting. The suggested order of business at any meeting of the Directors is:

- (a) Roll call
- (b) Charitable Gambling report
- (c) Approval of prior meeting minutes
- (d) Open forum (with a time limit of not to exceed 10 minutes)
- (e) Old business
- (f) New business
- (g) Reports of officers, directors, and committees

Section 5.15 Informal Action by Directors - Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting and notice thereof if an affirmative consent in writing, setting forth the action to be taken, is signed by all Directors.

Section 5.16 Removal of Directors –The Board of Directors may remove at any time, for cause or without cause, any Director of the Corporation by an affirmation vote of 2/3 of the Board members eligible to vote at a meeting, after giving notice to the Director in question and providing such Director with an opportunity to be heard at a monthly or special Board meeting.

6) Officers

Section 6.1 Number - The Officers of the Corporation shall include a President, Vice-President, a Treasurer, and a Secretary. The Executive Committee will be comprised of the Officers of the Corporation. No two (2) offices may be held by one (1) person.

Section 6.2 Election, Term of Office, and Qualifications

Officers of the Corporation are elected as set forth in these bylaws. The officers of the Corporation will include a President, a Vice-President, a Treasurer, and a Secretary. Such officers hold office until the completion of their term or until their successors are elected and qualified; provided, however, that any officer may be removed with or without cause by the affirmative vote of 2/3rds of the Board of Directors.

Section 6.3 President - The President has authority for management of the business of the Corporation. The President presides at all meetings of the Corporation and of the Directors. The President sees that all orders and resolutions are carried into effect. The President is an ex-officio member of all standing committees. The President executes and delivers in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, as may be prescribed from time to time by the Board of Directors, and in general performs all duties usually incident to the office of president, and such other duties as may from time to time be assigned to the President by the Board.

Section 6.4 Vice-President - The Vice-President has such powers and performs such duties as may be specified in these Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice-President succeeds to the President's powers and duties or as otherwise prescribed by the Board of Directors.

Section 6.5 Secretary - The Secretary is secretary of and attends all meetings of the Corporation and Board of Directors. The Secretary acts as clerk thereof and records all the proceedings of such meetings in the minutes of the Corporation. The Secretary gives proper notice of all meetings of the Corporation and Directors. The Secretary also performs such other duties as may be prescribed from time to time by the Board of Directors.

Section 6.6 Treasurer - The Treasurer keeps accurate accounts of all monies of the Corporation received or disbursed, with the exception of the gambling accounts and funds. The Treasurer shall deposit all monies, drafts, and checks in the name and to the credit of the Corporation in such banks and depositories as the Board of Directors designates from time to time. The Treasurer endorses for deposit all notes, checks, and drafts received by the Corporation as ordered by the Board of Directors and makes proper vouchers. The Treasurer disburses the funds of the Corporation as authorized by the Board of Directors. The Treasurer files required tax returns on behalf of the Corporation in the manner required by law within the required time period after the end of the Corporation's fiscal year; currently May 31st. The Treasurer renders to the President and the Board of Directors whenever required, an account of all transactions as Treasurer and of the financial condition of the Corporation and performs such other duties as prescribed by the Board of Directors. The Treasurer is bonded for the amount of \$100,000.00 and ensures that two individuals sign on all checks disbursing Corporation funds. The Treasurer is responsible for a preliminary budget for the Corporation to be presented by the August meeting. The annual budget is finalized and approved by the Board of Directors by the October meeting. All non-budget, requested expenditures in excess of \$500 must first be submitted to the Treasurer, which are brought to the Executive Committee (Officers of the Corporation) prior to submission for approval by the Board of Directors.

Section 6.7 Officers Shall Not Lend Corporate Credit - Except for the proper use of the Corporation, no officer of this corporation signs or endorses in the name or on behalf of this corporation, or in his official capacity, any obligations for the accommodations of any other party or parties, nor shall any check, note, bond, stock certificate, or other security or thing of value belonging to this company be used by any officer or director as collateral for any obligation other than valid obligations of this corporation.

7) Financial and Property Management

Section 7.1 Fiscal Year - The fiscal year of the Corporation is set by the Board of Directors.

Section 7.2 Audit of Books and Accounts - The books and accounts of the Corporation are audited every five (5) years and at other such times as may be ordered by the Board of Directors.

Section 7.3 Contracts -The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.4 Checks - All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation are signed by the Treasurer or such other officer or officers, agent or agents of the Corporation and such manner as shall from time to time be determined by a resolution of the Board of Directors.

Section 7.5 Deposits - All funds of the Corporation not otherwise employed are deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

8) Gambling

Section 8.1 As a part of its mission to provide an affordable, quality hockey program to all of its members, HYHA applied for and was granted a license by the State of Minnesota to operate a charitable gambling site at Tuttle's Bowling Bar & Grill, located at 107 Shady Oak Road, Hopkins, MN, a site at Main Street Bar & Grill, located at 814 MainStreet, Hopkins, MN, and a Site at JJ's Clubhouse, 5400 Wayzata Boulevard, Golden Valley, MN. Additional sites might be sought in the future, understanding that charitable gambling sites provide HYHA with a unique fundraising opportunity as well as additional financial and legal risks. HYHA believes the benefits of this charitable gambling operation far outweigh the additional risks. In order to minimize unexpected and unforeseen legal and financial risks, HYHA took the following actions:

- (a) Hired a Gambling Manager as provided in Article 7.3 to oversee its charitable gambling operation;
- (b) Established a Charitable Gambling Committee as provided in Article 4.4. The Charitable Gambling Committee will meet each month to review the activities of HYHA's gambling operation and make recommendation to the Board of Directors; and
- (c) Established a separate reserve bank account in an amount not less than \$10,000 dedicated to charitable gambling operations in order to minimize the impact of any potential financially detrimental business events resulting from charitable gambling operations.

Section 8.2 The Gambling Manager will be hired by the Executive Committee and approved by the Board of Directors. Compensation for the Gambling Manager will be determined by the Executive Committee and ratified by the Board of Directors. The gambling manager must meet Minnesota State Gambling Laws and Regulations for a Gambling Manager. The Gambling Manager cannot be an elected officer of the Corporation.

Section 8.3 It is the responsibility of the Gambling Manager to comply with the internal controls and appropriate Minnesota State Gambling laws established for the operation of the gambling activity. The Gambling Manager shall be responsible for the accounting of all gambling monies received or disbursed. The Gambling Manager shall be bonded for the amount of \$10,000.00.

Section 8.4 The Gambling Manager is responsible for hiring personnel to operate the gambling activity. The Gambling Manager must set employment policies and have them approved by the Board of Directors. If an Assistant Gambling Manager is hired, that person shall also be a non-elected officer of the Corporation.

Section 8.5 The Gambling Manager will be a voting member of the Board of Directors of the Corporation.

Section 8.6 All voting members of the Corporation, as defined by Article 3.9, shall have equal voting rights with all other members to vote on all gambling issues.

Section 8.7 Pursuant to the most recent revision to the Lawful Gambling Policy by the City of Hopkins, HYHA is entitled to engage in this activity because it is a non-profit corporation with a principal place of business in the City of Hopkins, has been engaged in its activities for the benefit of the community within the City of Hopkins for at least five years on a perpetual, continuous, uninterrupted basis and has at least 30 active members. All HYHA members are entitled to vote on matters of charitable gambling and are thus active members of the organization for purposes of charitable gambling.

9) Waiver of Notice

Section 9.1 Requirement of Waiver in Writing - Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation of the Corporation or any of the Corporate Laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to said notice, either before, at, or after the time stated therein, shall be deemed equivalent thereto.

10) Procedures and Policies

Section 10.1 The Board of Directors reviews, at least annually, the rules and regulations for:

- (a) Hockey training and practices;
- (b) The playing of hockey games;
- (c) The selection of Hockey Development Committee members, including appointment of Coach in Chief;
- (d) The selection of coaches, teams, players, and officials;
- (e) Fundraising efforts; and
- (f) All other items of importance to the welfare and interest of the Board of Directors and all association members including players, parents, coaches, and other officials and/or volunteers.

Section 10.2 The Board of Directors decides all matters pertaining to the finances of the Corporation's hockey program on an annual basis. All income for the house or travel team programs are placed in a common league treasury unless revised on an annual basis by a two-thirds (2/3) vote of the Board members eligible to vote. Funds are not solicited by or contributions permitted to either a team or to individuals unless special approval is given on an annual basis or by a two-thirds (2/3) vote of the Board members eligible to vote. This regulation is to ensure equality of benefit and opportunity to all individuals, teams, and leagues within the Program and discourage favoritism and inequity wherever possible.

11) Amendments

Section 11.1 Action by Board of Directors - The Board of Directors of the Corporation is expressly authorized to make Bylaws of the Corporation and from time to time to alter or repeal Bylaws so made. In so acting, the Board of Directors may do so only upon vote of two-thirds (2/3) of the Board members eligible to vote then in office at any such meeting, provided that at least two (2) weeks written notice of such proposal of amendment has been given to the Directors in the notice of such meeting.

12) Indemnification

Section 12.1 The Corporation indemnifies such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by Minn. Stat. § 302A.521, as now enacted or hereafter amended. The undersigned Secretary hereby certifies that the foregoing Amended Bylaws were adopted as the complete Bylaws of the Corporation by the Board of Directors of said Corporation on this day of <Month> <Day>, 2019. Prior to this date, the bylaws were last amended on , February 27, 2017, January 28, 2010, on October 20, 2014, and on March 31, 2016.

ATTEST: HYHA Secretary,

Linda Peterson