

# **Bylaws of Forest Lake Hockey Association**

**Revised: May 2023**

## **Article I – Name and Corporate Seal**

Section 1. Name. The name of the nonprofit corporation shall be Forest Lake Hockey Association (hereinafter “Corporation” or “FLHA”).

Section 2. Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or non-use of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

## **Article II – Location**

Section 1. Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). On the date these Bylaws were adopted, the registered address of Corporation was c/o Legal for Good PLLC, 5353 Gamble Dr., Suite 320, St. Louis Park, MN 55416. A copy of the corporate records shall be stored at Corporation’s registered office.

Section 2. Mailing Address. Corporation’s mailing address is P.O. Box 401, Forest Lake, MN 55025.

Section 3. Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate, or the business of the Corporation may require.

## **Article III – Purpose**

Corporation is organized exclusively for charitable, religious, educational, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This Corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Corporation is educational and charitable:

- Educational: To foster the development of youth aged eighteen (18) years of age or younger through instruction and training related to proper, safe techniques, and ethical practices of hockey under the rules set forth by District 2, Minnesota Hockey, and USA Hockey; to encourage effective communication, cooperation, sportsmanship, and healthy competition; to develop the value and self-esteem of each individual participant; and to create an atmosphere where camaraderie, inclusiveness, accountability, learning and respect are valued.
- Charitable: To promote a sense of community and combat juvenile delinquency by supporting and maintaining an organized hockey program for the youth for the Forest Lake community and its environs.

#### **Article IV – Voting Membership**

Section 1. Types of Membership. The Board shall have the authority to establish and define multiple classes of membership, if desired.

Section 2. Eligibility for Membership. Application for membership shall be open to any person with an interest in youth hockey in Forest Lake who meets the following requirements. Qualifications shall include:

- A. Age: Potential member must be eighteen (18) years of age or over;
- B. Alignment: Potential member must possess an interest in youth hockey in Forest Lake and support the mission and purpose of the organization;
- C. Documents and fees: Potential member must complete a membership application and pay all applicable dues/fees/assessments;
- D. Compliance: Potential member must abide by all applicable Minnesota and federal laws, as well as Corporation’s Articles of Incorporation, Bylaws, and other organizational policies and procedures.

Membership shall not be denied to any protected class as defined by the Minnesota Human Rights Act, Minn. Stat. Chapter 363A.

Section 3. Classes of Membership. The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Corporation shall have the following classes of membership:

- A. *General Members:* A General Member is any individual, aged eighteen (18) years or older, who has a child that currently participates in the Forest Lake youth hockey program or who has a child that participated in the Forest Lake youth hockey program in the past. Each General Member who wishes to be involved with Corporation and meets the

eligibility requirements shall enjoy all benefits of membership, be allowed one (1) vote, and be eligible to hold office in Corporation. If General Members are related by blood or marriage and reside in the same dwelling house, Corporation may (but need not) provide a “family discounted rate.” Each parent/legal guardian shall be allowed one (1) vote no matter how many children they have participating during the year.

B. *Community Members*: A Community Member is any individual, aged eighteen (18) years or older, with an interest in youth hockey, who has never had a child that participated in the Forest Lake youth hockey program. This includes coaches, referees, and other interested community members. Community membership does not include the privilege of voting or holding office in Corporation. Non-voting members shall receive all other member benefits and are welcome to attend Corporation meetings but shall have no voting rights. If Community Members are related by blood or marriage and reside in the same dwelling house, Corporation may (but need not) provide a “family discounted rate.”

C. *Corporate Members*: Any partnership, LLC, corporation, or other business entity is eligible for Corporate Membership. Corporate membership does not include the privilege of voting or holding office in Corporation. Corporate members shall receive all other member benefits and are welcome to attend Corporation meetings but shall have no voting rights.

Section 4. Annual Dues/Fees/Assessments. The Board of Directors shall determine the annual dues and all other fees and/or assessments owed by members (if any), and these dues/fees/assessments may be changed from time to time. The Board of Directors shall publish the costs of the dues/fees/assessments on an annual basis to all voting members and prospective members. “Good standing” is contingent upon being current on payment of dues/fees/assessments. Failure to pay dues/fees/assessments shall subject members to removal by the Board unless special arrangements are made with the Board.

Section 5. Rights of Members. Each voting member in “good standing” shall be eligible to cast one (1) vote in the annual meeting of the voting membership as well as one (1) vote in any periodic vote involving the voting membership. Members must vote in person, by U.S. mail, or electronically when authorized by Board action. Voting by proxy is NOT permitted. Additional benefits of membership shall include:

- A. Recognition in corporate publications;
- B. Members-only announcements and Corporation-funded events; and
- C. Other such benefits as the Board of Directors may determine from time to time.

No member shall be responsible for any financial obligation of the Corporation.

Section 6. Membership Duration. Once registered as a Corporation Member, Membership shall continue (so long as they are in “good standing”) from August 1 of one year to July 31 of the

following year, or as determined by resolution of the Board.

Membership in Corporation shall not be assigned nor transferred in any manner.

Section 7. Resignation and Suspension, Expulsion, and Sanctions. All rights, privileges, and benefits of voting membership shall cease for a member upon any of the following:

- A. Voluntary resignation by the member with the Corporation;
- B. Death of the member or dissolution of Corporation;
- C. Expiration of the membership duration;
- D. Failure of the member to pay dues/fees/assessments in a timely manner unless special arrangements are made with the Board;
- E. Expulsion, suspension, and/or sanctions may be imposed upon a member for “good cause shown” by:
  - 1. A majority vote of the Board of Directors confirmed by a majority vote of eligible voting members;
  - 2. A two-thirds vote of the Board of Directors; or
  - 3. A two-thirds vote of the voting membership.

“Good cause shown” may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Corporation and its purpose/mission. This could include violation of Corporation’s Articles, Bylaws, Code of Conduct, Policies and Procedures, other rules, state/federal laws, misappropriation of Corporate assets, and/or actions/omissions in contravention to the mission and values of Corporation.

Pursuant to Minn. Stat. § 317A.411, any voting member being terminated must be given reasonable notice and the opportunity for a hearing, if requested by the member in writing. Such request must be made within one (1) year after the effective date of the expulsion, suspension, or termination.

- F. Dissolution of Corporation.

The expulsion, suspension, or termination of a member does not relieve the voting member from obligations the member may have to Corporation for dues, or for charges for goods or services.

Section 8.     Reinstatement of Membership. Former members of Corporation whose termination occurred, and who, during such absence, have maintained positive and active support of Corporation’s purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the Board of Directors.

## **Article V – Meetings of Voting Membership**

Section 1.     Record Date and Membership Roll. The Board of Directors shall fix a date not more than sixty (60) days, or shorter than ten (10) days, before the date of a voting members meeting as the date for determining which person are entitled to notice of and entitled to vote at the meeting. When the date is fixed, only voting members in “good standing” on that date are entitled to notice of and permitted to vote at the upcoming voting members meeting. After the Board of Directors has fixed a record date for determining the membership roll, the Secretary shall prepare an alphabetical list of member names with addresses who are entitled to receive a notice and vote. This list shall be approved and adopted by the Board of Directors to receive a notice and vote. This list shall be approved and adopted by the Board of Directors as the official membership roll for mailing notices for that particular meeting. The same list will be available at the meeting and used for voting member verification.

Section 2.     Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each member listed on the official membership roll, at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 3.     Annual Meetings. An annual meeting shall take place **during the second quarter of the calendar year**, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation’s registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 4.     Special Meetings. Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by at least fifty (50) members with voting rights or ten percent (10%) of the members with voting rights, whichever is

less. Business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 5. Quorum. A quorum of the members is ten percent (10%) of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with five (5) days written notice provided prior to the new date.

Section 6. Voting. All issues to be voted upon shall be decided by a simple majority of those present at the meeting in which the vote takes place unless specified in these Bylaws. All eligible voters may cast one (1) vote. Voting by proxy is NOT permitted. The following decisions shall require approval of the voting membership:

- Election of the Officers and At-Large Directors;
- Ratification/rejection of amendments to the Articles of Incorporation and Bylaws;
- Merger, consolidation with another organization, a substantial sale of assets, and/or dissolution of Corporation.

Section 7. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

Section 8. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President/Chair has the sole responsibility to require order in a meeting. To that end, the President/Chair has the authority to call a Director, Officer, or member to order, and exclude non-members.

## **Article VI – Officers**

Section 1. Designation. Principal Officers of Corporation shall be: President, Vice President(s), Association Treasurer, and Registrar Secretary. At the discretion of the Board of Directors, other Officers or At-Large Directors may be elected with duties that the Board shall prescribe. In addition, Corporation shall have a Gambling Manager, who shall hold the role of Officer in an *ex officio* capacity as a result of his/her employment.

Section 2. Terms. All Officers, with the exception of the Gambling Manager, shall serve a two (2)-year term that coincides with their term as Director. Terms of office shall begin at the beginning of the Board Meeting that immediately follows the election. Terms shall be two (2)

years in length with approximately one-half (1/2) of the officerships up for election in even years and approximately one-half (1/2) of the officerships up for election in odd years. There shall be no limit to the number of terms an Officer may serve; however, in the case of the Treasurer, the Treasurer may serve only up to three (3) consecutive terms unless he/she is a licensed CPA. After serving three (3) consecutive terms, the Treasurer (unless a licensed CPA) must take at least one (1) year off from the Treasurer position before being considered for another term as Treasurer. Officers shall hold office until their successors are elected and qualified.

Section 3. Election of Officers. Officers shall also be Directors of Corporation and, with the exception of the Gambling Manager, must be elected at the annual meeting. The Board of Directors shall establish a Nominating Committee. The President shall be an *ex officio* voting member of the Nominating Committee, and the Board of Directors shall appoint an additional two (2) to five (5) additional committee members who are voting members “in good standing” of Corporation. The Nominating Committee shall vet each applicant within a reasonable time and present a slate of candidates to the Board of Directors for approval, and then present the slate to the voting members for confirmation by majority vote. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

Section 4. Resignation. An Officer may resign by giving written notice to Corporation. Resignation is effective without acceptance by the Board, when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any Officer may be removed from his/her position for just cause by

1. A two-thirds majority of the voting membership; or
2. A majority vote of the remaining Directors.

The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer’s removal has been given to each Director and to the Officer affected in advance of the meeting.

Section 6. Compensation. No compensation shall be paid to Officers of Corporation for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 7. President (Board Chair).

- A. Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- B. The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of

Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).

- C. The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- D. After the Board of Directors authorizes said committee, the President may appoint its members. The President shall be a voting ex-officio member of all committees.
- E. The President shall know the lawful gambling statutes and rules, follow them, and assure the accuracy of the G1 Lawful Gambling Monthly Tax Return and the LG100A, LG100C, LG100F. The President shall assure that gambling funds have been spent only for authorized and approved lawful purpose contributions and allowable expenses.
- F. The President shall make sure that all information in applications and other documents is true, accurate, and complete, and notify the Gambling Control Board of any changes in application information.
- G. The President shall authorize the Gambling Control Board access to the organization's records, gambling premises, and gambling bank accounts.
- H. The President, along with the gambling manager, shall develop internal controls to protect the organization's gambling assets and maintain proper accounting.
- I. The President shall preside over Corporation's monthly meetings where the expenditure of gambling profits and gambling issues are considered; and verify that the gambling report is completed.
- J. The President shall attend a gambling manager seminar if the organization has not been licensed in the past twelve (12) months.

Section 8. Vice President of Hockey.

- A. The Vice President of Hockey shall work closely with the Registrar Secretary regarding coaches' certifications, the Coaches Education Program ("CEP"), SafeSport, and background checks.
- B. The Vice President of Hockey shall oversee the Coaches Selection Committee.
- C. The Vice President of Hockey shall assist the President, Boy's and Girl's Traveling Directors, the Mite/8U Director, and the Tryout Director/Committee (as necessary and as requested).
- D. The Vice President of Hockey shall oversee the Equipment Coordinator in collaboration with the Vice President of Business.
- E. The Vice President of Hockey shall perform other duties as prescribed by the Board or by the President.
- F. In the absence of an elected Vice President of Hockey, the President and Treasurer shall perform the functions of the Vice President of Hockey in a manner prescribed by the Board.



Section 9. Vice President of Business.

- A. The Vice President of Business shall act in the absence or disability of the President.
- B. The Vice President of Business shall compile and maintain a book of policies and procedures in collaboration with Corporation's legal counsel.
- C. The Vice President of Business shall work closely with the Registrar Secretary and Vice President of Hockey regarding parent volunteer requirements, coach's certifications, CEP, SafeSport, and background checks.
- D. The Vice President of Business shall oversee the Tournament Committee.
- E. The Vice President of Business shall oversee all Team Managers.
- F. The Vice President of Business shall oversee the Equipment Coordinator in collaboration with the Vice President of Hockey.
- G. The Vice President of Business shall assist the President (as necessary and as requested).
- H. In the absence of an elected Vice President of Business, the President and Treasurer shall perform the functions of the Vice President of Business in a manner prescribed by the Board.

Section 10. Registrar Secretary.

- A. The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee. Copies of all documents shall be stored at Corporation's registered office.
- B. The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer.
- C. The Secretary shall manage team books to include birth certificates, player information, code of conduct, and waiver forms. Moreover, the Secretary shall maintain a list of coaches, Board Members, and other volunteers that have been disciplined or otherwise sanctioned by the Corporation.
- D. The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- E. The Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- F. The Secretary shall maintain the office and purchase office supplies.
- G. The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 11. Association Treasurer.

- A. The Association Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- B. The Association Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All of Corporation's financial records shall be accurate and reliable. Copies of all financial documents shall be stored at Corporation's registered office.

- C. The Association Treasurer shall make proper vouchers for all deposits (or cause to deposited) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.
- D. The Association Treasurer, in collaboration with the Teams Treasurer, shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require.
- E. The Treasurer Association, in collaboration with the Teams Treasurer, shall prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.
- F. The Association Treasurer shall serve as the Finance Committee Chair.
- G. The Association Treasurer shall oversee ice and dry land scheduling and may appoint an Ice Scheduler with approval from the Board of Directors.
- H. The Association Treasurer shall be responsible for compliance with all of the Corporations Finance Policies & Procedures.
- I. The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 12. Teams Treasurer

- A. In collaboration with the Association Treasurer, the Teams Treasurer shall keep and maintain, or cause to keep and maintain, each team's financial records. All team financial records shall be accurate and reliable. Copies of all team documents shall be stored at the Corporation's registered office.
- B. The Teams Treasurer shall audit the deposit voucher and deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board.
- C. The Teams Treasurer, in collaboration with the Association Treasurer, shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require.
- D. The Teams Treasurer, in collaboration with the Association Treasurer, shall prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.
- E. The Teams Treasurer shall be responsible for compliance with all of the Corporations Finance Policies & Procedures.

- F. The Teams Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 13. Gambling Manager.

- A. The Gambling Manager shall have a gambling manager license issued by the Minnesota Gambling Control Board.
- B. The Gambling Manager shall attend a gambling manager seminar and pass a written test.
- C. The Gambling Manager shall attend a continuing education class every calendar year.
- D. The Gambling Manager shall have a \$10,000 bond.
- E. The Gambling Manager shall ensure that required reports are properly filed with the Gambling Control Board, the Department of Revenue, the IRS, and if, required, the local unit of government.
- F. The Gambling Manager shall oversee the activities of the organization's gambling operation. These include, but are not limited to:
- Supervising, hiring, firing, and disciplining gambling employees.
  - Reviewing and monitoring the conduct of games.
  - Determining the product to be purchased and put into play.
  - Determining the policy of when to put games into play.
  - Ensuring all receipts and disbursements have been properly accounted for in compliance with statute and rule requirements.
  - Supervising all licensing and reporting requirements.
  - Promptly filing all required monthly and annual reports.
  - Assuring that the organization is in compliance with all statutes and rules related to lawful gambling. Assuring that illegal gambling is not conducted at a permitted premise.

Section 14. Girls' Hockey Director.

- A. The Girls' Hockey Director shall manage the activities of all the girls' teams.
- B. The Girls' Hockey Director shall provide monthly reports to the Board.
- C. The Girls' Hockey Director shall work with the varsity and JV coaches to coordinate and standardize systems.
- D. The Girls' Hockey Director shall assist the Tournament Committee in selecting outside tournaments and coordinating hosted tournaments.
- E. The Girls' Hockey Director shall serve as a liaison between complainants and the Grievance Committee by receiving complaints from players, coaches, and parents.
- F. The Girls' Hockey Director shall manage the activities of all girls' traveling teams in collaboration with the Tournament Director.
- G. The Girls' Hockey Director shall perform other duties as prescribed by the Board or by the President.

Section 15. Boys' Hockey Director.

- A. The Boys' Hockey Director shall manage the activities of the teams at the Junior Gold/Bantam levels, Peewees, and Squirts.
- B. The Boys' Hockey Director shall coordinate in the creation of the Junior Gold team after high school tryouts.
- C. The Boys' Hockey Director shall work with the varsity and JV coaches to coordinate and standardize systems.
- D. The Boys' Hockey Director shall provide monthly reports to the Board.
- E. The Boys' Hockey Director shall assist the Tournament Committee in selecting outside tournaments and coordinating hosted tournaments.
- F. The Boys' Hockey Director shall serve as a liaison between complainants and the Grievance Committee by receiving complaints from players, coaches, and parents. .
- G. The Boys' Hockey Director may appoint a level coordinator for each team level.
- H. The Boys' Hockey Director shall perform other duties as prescribed by the Board or by the President.

Section 16. Player/Coach Development Director.

- A. The Player/Coach Development Director shall manage the activities of player and coach development within FLHA.
- B. The Player/Coach Development Director shall provide monthly reports to the Board.
- C. The Player/Coach Development Director shall serve as the chair of the Player Development Committee.
- D. The Player/Coach Development Director shall assist the Coaches Selection and Recruitment Committee by selecting and coordinating coaches and coach development for FLHA.
- E. The Player/Coach Development Director shall serve as a liaison between complainants and the Grievance Committee by receiving complaints from players, coaches, and parents.
- F. The Player/Coach Development Director shall perform other duties as prescribed the Board or by the President.

Section 17. Mite/8U Director

- A. The Mite/8U Director shall manage the activities of-all Mite and 8U teams.
- B. The Mite/8U Director shall provide monthly reports to the Board.
- C. The Mite/8U Director shall assist the Tournament Committee in coordinating hosted Jamborees.
- D. The Mite/8U Director shall serve as a liaison between complainants and the Grievance Committee by receiving complaints from players, coaches, and parents.
- E. The Mite/8U Director shall appoint the Mite Level Coordinator(s) and the 8U Coordinator.
- F. The Mite/8U Director shall perform other duties as prescribed by the Board or by the President.

Section 18. Tournament Director.

- A. The Tournament Director shall manage the activities of all FLHA tournaments, in collaboration with the Girl's Hockey Director, along with jamborees.
- B. The Tournament Director shall lead the Tournament Committee by selecting outside tournaments and coordinating hosted tournaments.
- C. The Tournament Director shall serve as the Tournaments Committee Chair.
- D. The Tournament Director shall provide monthly reports to the Board.
- E. The Tournament Director shall serve as a liaison between complainants and the Grievance Committee by receiving complaints from players, coaches, and parents.
- F. The Tournament Director shall perform other duties as prescribed the Board or by the President.

Section 19. Fundraising/Volunteer Director.

- A. The Fundraising/Volunteer Director shall oversee the development, implementation, and coordination of all fundraising activities in accordance with charitable gambling and charitable solicitation laws. No solicitation for money, prizes, or other items will be permitted without the authorization of the Board of Directors, with the exception of post-season tournaments and team sponsorships.
- B. The Fundraising/Volunteer Director shall serve as the Fundraising/Sponsorship Committee Chair.
- C. The Fundraising/Volunteer Director shall recruit and train volunteers, as needed. In addition, the Fundraising/Volunteer Director shall provide volunteers with training and other necessary education in conjunction with the organization's legal counsel.
- D. The Fundraising/Volunteer Director shall develop and maintain the volunteer portion of the Handbook, Volunteer Waiver, and other educational materials for organizational volunteers in conjunction with the organization's legal counsel.
- E. If applicable, the Fundraising/Volunteer Director shall ensure that all of Corporation's events are staffed. To this end, the Fundraising/Volunteer Director will coordinate the volunteers based on the volunteers' interests as well as develop a volunteer schedule assigning specific duties for the Corporation's various events.
- F. The Fundraising/Volunteer Director shall manage all activities related to the concession stand.
- G. The Fundraising/Volunteer Director shall perform other duties as prescribed by the Board or by the President.

Section 20. Recruitment/Retention Director.

- A. The Recruitment/Retention Director shall manage the recruitment and retention of players in FLHA.
- B. The Recruitment/Retention Director shall provide monthly reports to the Board.
- C. The Recruitment/Retention Director shall serve as the Offseason Development Committee Chair.

- D. The Recruitment/Retention Director shall assist committees by finding ways to foster recruitment/retention of players in FLHA.
- D. The Recruitment/Retention Director shall serve as a liaison between complainants and the Grievance Committee by receiving complaints from players, coaches, and parents.
- E. The Recruitment/Retention Director shall perform other duties as prescribed the Board or by the President.

Section 21. Tryout Director.

- A. The Tryout Director shall manage the activities of all FLHA tryouts and evaluations.
- B. The Tryout Director shall lead the Tryout Committee by identifying and presenting to the Board standardized criteria to use during tryouts and evaluations.
- C. The Tryout Director shall serve as the Tryout Committee Chair.
- D. The Tryout Director shall provide monthly reports to the Board.
- E. The Tryout Director shall serve as the liaison between complainants and the Grievance Committee in receiving complaints from players, coaches, and parents.
- F. The Tryout Director shall perform other duties as prescribed the Board or by the President.

Section 22. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

**Article VII – Board of Directors (Governing Board)**

Section 1. Number and Qualifications. Corporation’s Board of Directors shall be composed of not less than fifteen (15) nor more than twenty-one (21) persons who are broadly representative of the community’s interests, possess applicable professional experience, or who have an expressed concern for the charitable purposes of Corporation. Directors shall be natural persons, eighteen (18) years of age or older, who are voting members “in good standing” of Corporation.

Section 2. Ex Officio Director(s). Corporation’s President, Vice President(s), Association Treasurer, Registrar Secretary, and Gambling Manager shall sit as an *ex officio* voting member of the Board of Directors. With the exception of the Gambling Manager, Directors serving on the Board of Directors in an *ex officio* capacity shall serve the length and limits of their term as an elected Officer. Corporation may choose to create one or more additional *ex officio* voting or nonvoting seats on the Board of Directors.

Section 3. At-Large seats(s) on the Board of Directors; Term. In addition to the *ex officio* seats on the Board of Directors, the Board has the authority to appoint one (1) or more At-Large Directors. Terms of office shall begin at the beginning of the Board Meeting that immediately follows the election. Terms for At-Large Directors shall be two (2) years in length with approximately one-half (1/2) of the directorships up for election in even years and approximately

one-half (1/2) of the directorships up for election in odd years. There shall be no limit to the number of terms a Director may serve. At-Large Directors shall hold office until their successors are elected and qualified.

Section 4. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. To utilize all funds raised by or in the name of Corporation for the organization's legal and business benefit;
- B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;
- C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of Corporation;
- D. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;
- E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Corporation;
- F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- G. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- H. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;
- I. To follow these Bylaws, including meeting regularly; and
- J. To register their addresses with the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 5. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.
- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed for just cause by an affirmative vote of:
  - 1. A two-thirds majority of the voting membership; or
  - 2. A two-thirds majority vote of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider a Director's removal has been given.

Section 6. Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting.

Section 7. Compensation. No compensation shall be paid to Directors of Corporation for their services, time, and/or efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 8. Annual Meetings. An annual meeting shall take place **during the second quarter of the calendar year**, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; analysis of the annual information return submitted to the IRS; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year.



Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Corporation's registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. If a regular calendar of meetings is approved by the Board, no notice is required for regular meetings. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda should be:

- Call to Order
- Roll Call
- Reading and Approval of Minutes of the preceding meeting
- Approval of Agenda of current meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business
- New Business
- Adjournment

Section 10. Special Meetings. The Corporation shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 11. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director as soon as reasonably practicable, but no less than two (2) days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 12. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Corporation.

Section 13. Voting. During Board meetings, matters shall be decided by a majority vote of the Directors except where otherwise indicated in these Bylaws. To the extent a vote is electronically held outside of a duly called meeting, the issue must be voted upon by the number of Directors

that would be required to take the same action at a meeting of the board at which all Directors were present, and the final outcome must be recorded in the meeting minutes of the next duly held meeting of the Board of Directors.

Section 14. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 15. Private Entity. Corporation is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D.

Section 16. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Corporation's Code of Conduct and Robert's Rules of Order Newly Revised, as modified from time to time.

Section 17. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 18. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the board at which all Directors were present.

## **Article VIII – Committees**

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors or Officers of Corporation.

Section 2. Standing Committees.

- A. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the President, Vice Presidents, Association Treasurer, and Registrar Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.
- B. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Association Treasurer is the Chair of the Finance Committee, which includes the Team Treasurer and at least three (3) other individuals. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual meeting. The financial records of the organization shall be made available to the Directors, Officers, members, and all other persons in any way affiliated with Corporation.
- C. Gambling Committee. The Board of Directors, by resolution adopted by a majority of the Board, must establish a Gambling Committee. The President will be the Chair of the Gambling Committee. The Gambling Committee is responsible for:
1. Auditing all financials related to gambling operations.
  2. Monitoring gambling operations.
  3. Reviewing internal controls within the organization related to gambling operations.
  4. Providing monthly reports to the organization's membership regarding gambling operations.
  5. Verifying annual and monthly reports to the Department of Revenue, Gambling Control Board, and any other required government unit.
  6. Reviewing the organization's annual report.
- D. Rules/Ethics Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Rules/Ethics Committee. The Chairman will be a board member appointed by the President, which will include at least three (3) other persons. The Rules/Ethics Committee is responsible for:
1. Administering all Corporation elections.

2. Interpreting and enforcing Corporation's rules.
3. Hearing and adjudicating "Letters of Concern" that are not related to coaching as well as working with the organization's legal counsel and Board of Directors to resolve disputes.
4. Suggesting amendments/updates to Corporation's Articles of Incorporation, Bylaws, Rules, and Policies/Procedures, as needed, for approval by the Board of Directors.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. A majority of the committee's membership shall constitute a quorum.

### **Article IX – Executive Director(s), Employees, & Independent Contractors**

Section 1. Designation. The Board of Directors may select and employ an Executive Director and/or co-Executive Directors. The Executive Director, if one is selected, shall be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to him/her by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director shall be a non-voting ex officio member of all standing committees and shall attend and may participate in all meetings of the Board of Directors except when matters regarding his/her employment and compensation are under consideration. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Corporation.

Section 2. Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. Checks, Drafts, Petty Cash Fund; Authority. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

## **Article X – Management & Miscellaneous Provisions**

Section 1. Financial Year. The accounting year shall begin on the first day of April and end on the last day of March of the following year.

Section 2. Books and Accounts.

- A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Forest Lake Hockey Association.”
- B. In addition to the Executive Director (if one exists), the President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency or Treasury positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.
- C. Under the supervision of the Board of Directors, the Executive Director as well as the President and Treasurer may independently authorize expenditures of no more than \$1,000 for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.
- D. Corporation’s books and accounts (or an exact copy thereof) shall be kept at the registered office.
- E. All money fundraised in Corporation’s name shall be deposited in Corporation’s account and used for Corporation’s charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. Examination by Directors and Members. Every Director, Officer, and Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, books and records of Corporation as described in Section 317A.461 of the Minnesota Statutes and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments in an amount exceeding \$5,000 shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer may be personally liable on the legal instrument.

Section 5. Loans. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the

Minnesota Statutes and specifically authorized by written resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.
- E. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules. No solicitation for money, prizes, or other items shall be permitted without the authorization of the Board of Directors. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.

Section 7. Publication and Media.

- A. WEBSITE: Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL.

B. **NEWSPAPERS AND ELECTRONIC MEDIA:** Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in a straightforward and credible manner. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional.

C. **SOCIAL MEDIA:** Social media content shall portray the organization in a straightforward and credible manner. All content shall be actively managed by a member assigned by the Board of Directors. Information displayed on any of Corporation's social media pages shall be accurate and true in nature.

Section 8. Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 9. Policies and Procedures. The Board of Directors may establish policies and procedures:

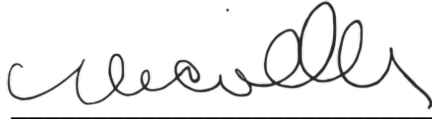
- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 10. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of the Voting Membership at a properly called meeting of the Voting Membership as well as by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors. The amendment must be circulated to the voting membership at least seven (7) days prior to the voting membership meeting.

*[SIGNATURE PAGE TO IMMEDIATELY FOLLOW]*

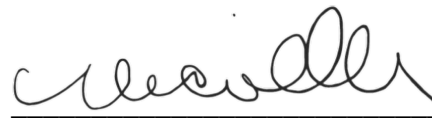
**Certification**

The voting membership of Forest Lake Hockey Association approved these Bylaws by a majority vote on the 26th day of June, 2023.

  
\_\_\_\_\_  
Secretary

6/27/2023  
\_\_\_\_\_  
Date

These Bylaws were approved at a meeting of the Board of Directors of Forest Lake Hockey Association by a majority vote on this 28 day of June, 2023.

  
\_\_\_\_\_  
Secretary

6/29/2023  
\_\_\_\_\_  
Date