

BYLAWS
OF
BLAINE HIGH SCHOOL BOYS HOCKEY BOOSTERS

ARTICLE I
NAME AND PRINCIPAL OFFICE

Section 1.1 Name. The name of this corporation shall be the “Blaine High School Boys Hockey Boosters” hereinafter referred to as “the Club”.

Section 1.2 Principal Office. The Club’s principal address will be designated as the current President’s home mailing address.

ARTICLE II
PURPOSE

Section 2.1 Purpose. The purpose of the Club shall be educational and to support the Blaine High School boys’ hockey team and its coaches to foster a spirit of excellence and pride in the boys’ hockey program and promote community involvement and growth through their activities as governed by the Minnesota State High School League. The Club will provide the following services:

- (a) support the Blaine High School Boys Hockey program and coaches in their activities and decisions on an as needed basis as requested by the coaches;
- (b) provide fundraising options for the Blaine High School Boys Hockey
- (c) exhibit the values of dignity, respect, equity, fairness and sportsmanship.

ARTICLE II
MEMBERSHIP

Section 3.1 Eligibility. The general membership of the Club shall be comprised of parents and/or legal guardians of a member of the Blaine High School Boys Hockey Team. Membership in the Club is automatic but voluntary and any member wishing to discontinue his or her membership in the organization may terminate membership at any time. The coaching staff shall be non-voting members.

Section 3.2 Termination of Membership. Membership rights in the Club will terminate if any of the following actions occur:

- (a) Team Member. If a student is no longer on the roster of the Blaine High School Boys Hockey Team then the parents and/or legal guardians immediately cease to be members of the Club.
- (b) Offensive Behavior of Member. Should a member become an offense to the Club by reason of their conduct, it shall be the responsibility of the Board of Directors to terminate that member's rights to the Club. Offensive behavior includes, but is not limited, to the following:
 - i. threatening and disrespectful behavior to the coaches and/or members of the high school hockey team;
 - ii. use of profanity in dealing with the coaches and administration at Blaine High School;
 - iii. interrupting team practice schedules to resolve private matters rather than setting up an appointment with the coaching staff to resolve the issue;
 - iv. not supporting the purpose of this Club

ARTICLE IV

MEMBERSHIP MEETINGS

Section 4.1 Annual Meetings. The Annual Meeting of the Membership, held for the purpose of electing directors and officers and transacting such other business as may properly come before the meeting, shall be held each year at the time and place as designated from time to time by the Board of Directors.

Section 4.2 Notice of Annual Meeting. Written or electronic notice of the Annual Meeting of the Membership stating the time, place and purpose thereof shall be distributed by the Secretary to every current member as of the record date not more than twenty (20), no less than ten (10) days prior to the date of the meeting.

Section 4.3 Regular Meetings. During Blaine High School Boys Hockey seasons, pursuant to Minnesota State High School League dates, regular meetings of the membership will be held to conduct normal business of the Club at a time and place as established by the Board of Directors. Additional meetings can be called by the Board of Directors if warranted to conduct business of the Club.

Section 4.4 Notice of Meetings. If the date, time and place of a monthly meeting have been announced at a previous meeting of the membership, notice is not required.

Section 4.5 Special Meetings. Special meetings of the members may be called by the President, by a majority of the Board of Directors or at any time by the President, Vice President, Secretary, or the Treasurer upon request of fifty (50%) percent of the current membership.

Section 4.6 Notice of Special Meetings. Written or electronic notice of the Special Meeting of the Membership stating the time, place and purpose thereof shall be distributed by the Secretary to every current member as of the record date no less than five (5) days prior to the date of the meeting.

Section 4.7 Quorum. A quorum at any annual or special meeting of the members shall consist of no less than fifty (50%) percent of the Board membership. If a quorum is not present at the annual or special meeting, the meeting shall be adjourned. Members present shall designate a new time and place for the next meeting of the membership. Notice of said meeting shall be given in the manner of the annual meeting set forth in Section 4.2.

Section 4.8 Proxies. Proxies shall not be allowed or used.

Section 4.9 Voting. Only members whose son is listed on the current roster of the Blaine High School Boys Hockey Team shall have the right to vote at or receive notice of meetings of members and elect officers at the Annual Meeting. Each member shall be entitled to one (1) vote per player on each matter submitted to the vote of the members. If a player has more than 1 parent attending the meeting, only one (1) parent of that player is allowed to cast a vote. Only members present and in person at the meeting may vote. There shall be no cumulative voting or any voting by mail. A majority vote of the voting members present at any meeting, if there be a quorum, shall be sufficient to transact business, unless a greater number of votes are required by law, the Articles of Incorporation or these Bylaws. The voting for officers will be done by official ballot only. For all other matters that may arise at meetings for voting, it can be done by hand, ballot or voice vote at the meeting. If done by ballot or hand, the President and Treasurer of the Club must individually count the votes the presence of the membership, confirm the vote count and the Secretary must record the vote count in the minutes of the meeting. If either the President or Treasurer has a conflict with the vote then the Vice President shall take that officers position for counting of the votes. If ballots were used for voting purposes at the meeting, any questionable ballot must be reviewed immediately by the entire Board of Directors regarding acceptance or not of that ballot. A decision made by the Board of Directors is final and a non-revocable decision.

Section 4.10 Adjourned Meetings. When a meeting of the membership is adjourned to another time or place, notice of the adjourned meeting not be given other than by announcement at the meeting at which adjournment is taken.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Statute Requirement. Minnesota statutes section 317A.201 requires that the business and affairs of a corporation must be managed by or under the direction of a board of directors.

Section 5.2 Powers. The officers of the Club shall constitute its governing Board of Directors and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the statutes of the State of Minnesota under which the Club is organized. The Board of Directors is authorized to approve and disburse funds to pay expenditures of the Club. Any expenditures in excess of \$1,000 will be brought forth during regular Club meetings for a vote. If full membership is not present at a regular Club meeting and an expenditure is presented for a vote, a majority approval by the Board will suffice.

Section 5.3 Number and Terms. The Board of Directors shall consist of such number of Directors, not less than three (3), the exact number to be fixed from time to time solely by the resolution of the members. At its annual meeting, the voting members shall elect officers of the Club who automatically become members of the Board of Directors. The terms of the directors are one year terms. Nothing herein contained shall be construed to prevent the election of any Director to succeed himself or herself. The qualifications and terms of an officer as stated in Section 6 also govern the Board of Directors.

Section 5.4 Board Meetings; Place and Notice. Meetings of the Board of Directors may be held at any time whenever called by any Director. Whoever calls the Board meeting shall give notice of the meeting by giving two (2) days notice if electronic or in person, to all directors of the date and time of the

meeting. If a meeting schedule is adopted by the Board, or if the date and time of a Board meeting has been announced at a previous meeting, no notice is required.

Section 5.5 Waiver of Notice. A director may waive notice of a meeting of the Board. A waiver of notice by a director is effective, whether given before, at or after the meeting and whether given in writing, orally or by attendance.

Section 5.6 Voting. Each director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors. A majority vote of the Directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws.

Section 5.7 Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5.8 Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed 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; provided, that all Directors must be notified of the text of the written action before it is signed by any of the Directors. All Directors shall be notified immediately of the effective date of any such written action that is duly taken.

Section 5.9 Removal of Director. Removal of a director shall be determined by an election of the Club and its members.

Section 5.10 Vacancies. Any vacancy in the Board of Directors will be filled pursuant to the replacement of the officer who was holding that position in the Club as stated in Section 6 of these Bylaws.

ARTICLE VI

OFFICERS

Section 6.1 Number. The number of officers of this corporation shall be at least three (3) and shall be a President, a Secretary, a Treasurer and such other officers as may be elected by the Board of Directors. A different individual must hold each officer position – one individual may not hold more than one office.

Section 6.2 Election, Term of Office, and Qualifications. All officers shall be elected annually by the voting members of the Club, and, except in the case of officers appointed in accordance with the provisions of Section 6.10, all officers shall hold office until the next annual election of officers and until their successors shall have been duly elected and qualified, or until their deaths, or until they shall resign, or until they shall have been removed in the manner hereinafter provided. Nominees for President must have at least one year experience of holding an officer or board-appointed position in the Club and shall be reviewed annually. All officers are elected each year. An individual may hold the same officer position more than one year.

Section 6.3 Resignations. Any officer may resign at any time by giving written notice or his or her resignation to the Board of Directors, to the President, or to the Secretary of this corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.4 Removal. Any officer may be immediately removed, either with or without cause, by a vote of the Board of Directors and by the members of which a fifty-five (55%) quorum of all eligible voting members is received, at a meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting.

Section 6.5 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term by the Board of Directors. If the President can no longer carry out their remaining term, another Director of the Board may assume that position. The open officer position would be filled for the unexpired part of the term by a Special Meeting of the voting members pursuant to the Notice of Special Meeting. All terms governing the election of officers as stated in Section 4.9 of these Bylaws will govern any Special Meeting held to fill a vacancy.

Section 6.6 President. The President shall be the chief executive officer of this corporation and shall have general active management of the business of this corporation. He or she shall, when present, preside at all meetings of the directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she may execute and deliver in the name of the corporation any instruments in writing, which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this Club. The President will work and support the purposes for which this organization was incorporated, and in general, shall perform all duties usually incident to the office of the President. He or she shall have such other duties and may vary from time to time be prescribed by the Board of Directors.

Section 6.7 Vice President. The Vice-President shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice-President shall succeed to his or her powers and duties in the order designated by the Board of Directors. The Vice-President will be the chair for the sub-committees, if any, established by the Board of Directors. The Vice-President can select a co-chair or delegate the duties of the sub-committees as required to provide the proper and necessary support to the Blaine High School Boys Hockey and coaches.

Section 6.8 Secretary. The Secretary shall be the Secretary of, and when present, shall record proceedings of meetings of the members and the Board of Directors. He or she shall, when directed to do so, give proper notice of meetings of the members and directors. The Secretary shall keep or cause to be kept a current and accurate membership list. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and, in general, shall perform all duties usually incident to the office of the Secretary.

Section 6.9 Treasurer. The Treasurer shall keep accurate accounts of all moneys of the Club received or disbursed; shall deposit all moneys, drafts and checks in the name of, and to the credit of, this Club in such banks and depositories as a majority of the Board of Directors shall from time to time designate. He or she shall have power to endorse, deposit all notes, checks, and drafts received by this Club. The Treasurer shall disburse the funds of this Club as ordered by the Board of Directors, making proper vouchers therefore. He or she shall render to the President, the directors and the members, whenever required and no less than one time per month, an account of all his or her transactions as Treasurer and of the financial condition of this Club and shall perform such other duties as may from time

to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Treasurer.

Section 6.10 Other Officers. This Club may have such other officers and agents as may be deemed necessary by the Board of Directors who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 6.11 Compensation. All members of the Board of Directors and officers of the Club shall serve without compensation.

ARTICLE VII

COMMITTEES

Section 7.1 Committees. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the whole number of directors. Each such committee shall have such membership, duties, responsibilities, and delegation of authority as are established for it from time to time in resolutions of the Board of Directors. Each such committee shall at all times be subject to the direction of the Board of Directors.

ARTICLE VIII

BOOKS OF RECORD, AUDIT AND FISCAL YEAR

Section 8.1 Books and Records. The Board of Directors of this Club shall cause to be kept:

1. records of all proceedings of members, directors and committees;
2. such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business;
3. all books and records of the Club are the property of the Club; and
4. immediately at the conclusion of the Annual Meeting electing new officers of the Club and the complete books and records, except the Treasurer's records of the Club should be delivered to the newly elected officers. The Treasurer's records should be delivered to the newly elected Treasurer at the conclusion of the payment and final audit of that year's fiscal business, no later than July 1;
5. said records of the Club to be retained for a period of seven (7) years. At the conclusion of the seven (7) year period the records should be legally destroyed.

Section 8.2 Audit. An audit is not required however, the Board of Directors of this Club may cause the records and books of account of this Club to be audited once in each fiscal year and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

Section 8.3 Fiscal Year. The Fiscal year-end of the corporation is June 30.

ARTICLE IX
INDEMNIFICATION

Section 9.1 Indemnification. Any person who at any time shall serve or shall have served as a Director or officer of this Club, and the heirs, executors and administrators of such person shall be indemnified by the Club in accordance with, and to the fullest extent permitted, by Minnesota Statutes Section 317A.521 as it may be amended from time to time. No liability is assumed (financial or otherwise) by any member, former member, coach or business sponsor.

ARTICLE X
MISCELLANEOUS

Section 10.1 Electronic Communications. A Director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously communicate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting with the exception of the Annual Meeting. A conference among Directors or committee members by any means of communication through which such persons may simultaneously communicate with each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting.

Section 10.2 Amendments. The Members of the Club may amend these Bylaws by adopting a resolution setting forth the amendment. A quorum is required of those voting members attending the meeting for approval as long as twenty-five (25%) of the members are in attendance.

Section 10.3 Discrimination. The corporation, in compliance with current statutes and regulations, and in recognition of its obligation to provide equal opportunities for all persons within its jurisdiction, affirms that it will not discriminate on actual or perceived race, color, creed, religion, national origin, sex/gender, marital status, disability, status with regard to public assistance, sexual orientation, age, family care leave status or veteran status.

Section 10.4 Conflict Of Interest. The purpose of the conflict of interest policy is to protect the corporation from an arrangement that might benefit the private interest of an officer or member of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.


Officers or members of the Booster Club must fully disclose, to the Blaine High School Boys Hockey Boosters via email or in person at a Booster meeting, any business, family or personal relations that may constitute a conflict of interest when representing or conducting business on behalf of the Blaine High School Boys Hockey Boosters.

Conflict of interest is herein defined as: a situation that arises when an officer, committee head or member of an organization may personally benefit from decisions he or she could make or provide benefits to any

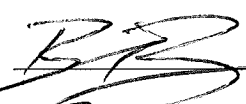
business associate, family member or other personal associate from an action he or she might make. Any conflict of interest must be revealed prior to a vote.

The undersigned hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of Blaine High School Boys Hockey Boosters by the Members of said Club on this 18th day of April, 2019

Signature:  Date: 4/18/19
President Jeff Streeter

Signature:  Date: 4-18-19
Vice President Ryan Willard

Signature:  Date: 4/18/19
Treasurer Al Richels

Signature:  Date: 4/18/19
Secretary Brian Bures

AMENDMENT TO BYLAWS
of
Blaine High School Boys Hockey Boosters

Hereby the following articles of the bylaws of this corporation are amended to state as follows:

ARTICLE V: Board of Directors

Section 5.11 Compensation of Directors

The directors of this corporation shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article XII hereof.

ARTICLE VI: Officers

Section 6.11 Compensation

The salaries of the officers and of the executive director, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers and the executive director of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All such salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article XII hereof.

Hereby the following articles are added to the corporate bylaws to state as follows:

**Article XI:
IRC 501(c)(3) Tax Exemption Provisions**

Section 11.1 Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 11.2 Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 11.3 Distribution of Assets

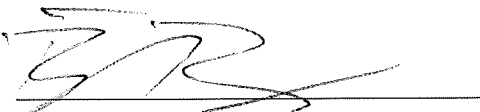
Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 11.4 Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ADOPTION OF THE AMENDMENT

I, the undersigned, certify that I am the presently elected and acting secretary of Blaine High School Boys Hockey Boosters, and the above amendment to bylaws was adopted by a 2/3 vote of the total number of directors present and voting at a duly noticed meeting of the board at which the required quorum was present and which was held on 5/7/19.



Brian Bunes

5/7/19

Date