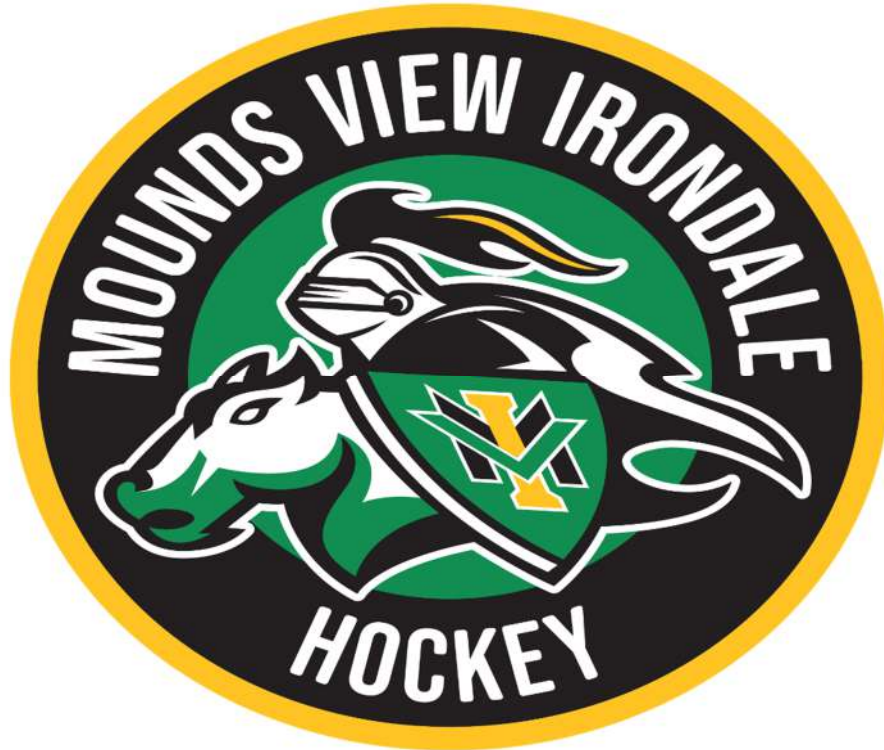


Mounds View Irondale Youth Hockey Association

BYLAWS



BYLAWS OF MOUNDS VIEW IRONDALE YOUTH HOCKEY ASSOCIATION (MVIYHA)

ARTICLE 1 - PURPOSE

It is the purpose of the MVIYHA to promote and develop an inclusive, safe, and fun hockey environment for all girls and boys who reside in the Mounds View/Irondale and St. Anthony school districts. MVIYHA will create an environment that focuses on the development of good sportsmanship, character, teamwork, and individual achievement in hockey. MVIYHA is organized exclusively for charitable and educational purposes and complies with the provisions of the Minnesota Non-Profit Corporation Act, Minnesota Statutes Chapter 317A, and all amendments thereof.

ARTICLE 2 - MEMBERS

2.1) MEMBERS. MVIYHA shall have one class of members. Voting by proxy shall not be permitted.

2.2) MEMBERSHIP. The following shall be considered members in good standing and entitled to one vote at all meetings of the members:

- a) Each parent or legal guardian 18 years of age or older if he or she has a child who has been properly registered to participate on a MVIYHA team.
- b) All elected Board of Directors
- c) Anyone appointed or hired by the Board of Directors
- d) All coaches who have been approved by Board of Directors

2.3) REMOVAL. Except for termination for failure to pay dues, Members shall be removed only by a process that is fair and reasonable and requires at least fifteen (15) days' prior written notice of the removal and the reasons therefor and an opportunity for the member to be heard at least five (5) days before the effective date of the removal.

2.4) VOTING. The members of MVIYHA shall have one vote on or in respect of any matter on which members of MVIYHA have the right to vote under law, the Articles of Incorporation, or these Bylaws.

2.5) TRANSFERABILITY. The member shall not voluntarily or involuntarily transfer or assign his or her membership or any right arising therefrom.

ARTICLE 3 - MEETINGS OF MEMBERS

3.1) GENERAL MEETINGS: A general meeting of members will be held in April of each calendar year. At that meeting, the members may elect directors and officers who are up for election and officers shall report on the activities and financial condition of MVIYHA and the members may transact any other business properly coming before the meeting. The time and place for the general meeting shall be established by the Board of Directors.

3.2) SPECIAL MEETINGS: Special meetings of the members may be called for any purpose at any time by the President, by motion of the Board of Directors, or if the President or Secretary is given written notice of demand for a special meeting dated and signed by at least 100 members or ten percent, whichever is less.

- 3.3) PLACE OF MEETING: Meetings of the members shall be held at such place as designated by the Board of Directors, except as otherwise required by law.
- 3.4) NOTICE: To call a General Meeting, notice must be published at least one week prior to such meeting via the official association email list as comprised by registration data, MVIYHA official website, and/or other official social media channels. Notice shall consist of information as to the time and place of the meeting. Notice of a special meeting must contain a statement of the purpose of the meeting.
- 3.5) WAIVER OF NOTICE: The member may waive notice of any meeting before, during or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a member is a waiver of notice of that meeting unless the member (i) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or (ii) objects before a vote on an item of business because the item may not be lawfully considered at such meeting and does not participate in the consideration of the item at such meeting. All waivers shall be filed with the records of the corporation.
- 3.6) QUORUM: Fifteen (15) members, in good standing, present in person shall constitute a quorum for the transaction of the business at any meeting of members. If the quorum is not present at a meeting, those voting members present may adjourn the meeting until a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned.
- 3.7) VOTING: Each member has one vote. The affirmative vote of the majority of the members, present in person, at a duly-held meeting shall constitute the act of the members, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.
- 3.8) ACTION BY BALLOT: Members may take action at a meeting by voice or ballot. Members shall not take action by written ballot unless at a meeting. Members may take action by written ballot in the manner prescribed by law and if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 3.9) ELECTRONIC CONFERENCE MEETINGS: A conference among members by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the voting members, if the same notice is given of the conference as would be required for a meeting, and if the number of voting members participating in the conference constitutes a quorum. Participation in a meeting by such means constitutes personal attendance at the meeting.
- 3.10) ACTION WITHOUT A MEETING. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all voting members. Any such written action shall be filed with the minutes of MVIYHA.
- 3.11) MEETING PROCEDURE: All meetings of the members of MVIYHA shall be conducted under the supervision of a committee composed of the President, the Secretary, and at least three other members of the Board of Directors. Ballots shall be provided so that all qualified persons may

vote at such elections and the Secretary shall act as the official Counter and announce the results of the election.

ARTICLE 4 - OFFICERS

4.1) GENERAL. The MVIYHA shall have the following officers: President, Vice-President, Director of Hockey, Director of Operations, Secretary, and a Chief Financial Officer/Director of Finance. The members or in the absence of the members the Board of Directors may elect or appoint such other officers or agents as it deems necessary. Any of the offices or functions of those offices may be held by the same person. Officers shall receive such compensation for their services, or reduction in expenses and reimbursement for their expenses, as determined from time to time by the Board of Directors.

4.2) PRESIDENT/CHIEF EXECUTIVE OFFICER: The President shall preside at all meetings of the Board of Directors and the General Meeting of MVIYHA. He/She shall have charge of the business of MVIYHA and act in its interest in all cases. He/She shall have power either directly or through delegation to designate the powers, and duties of all officers and members save those specifically enumerated in these Bylaws and the power reserved to the Board of Directors as outlined in Article 5 of these Bylaws. The President shall take direct charge and assume responsibility in the supervision of the business of MVIYHA and may delegate such duties as may be necessary to execute this responsibility under the general direction and guidance of the Board of Directors.

4.3) VICE-PRESIDENT: In the absence of the President, the Vice-President shall perform all the duties and execute all of the powers of the President, and such other duties as may be delegated by the President.

4.4) DIRECTOR OF HOCKEY: The Director of Hockey shall be responsible for overseeing, managing, and ensuring the development, safety, and competitiveness of all players and teams in MVIYHA. The Director of Hockey shall assume additional responsibilities as delegated by the Board of Directors.

4.5) DIRECTOR OF OPERATIONS: The Director of Operations shall be responsible for overseeing, managing, and ensuring that all functions outside of finance and hockey are optimally executed including (but not limited to): registration, recruitment and retention, Minnesota Hockey relations, member communications, and volunteer coordination. The Director of Operations shall assume additional responsibilities as delegated by the Board of Directors.

4.6) SECRETARY: The Secretary shall keep the minutes of the meeting for the members and Board of Directors and shall attend to the giving and certifying to all notices of all such meetings. The Secretary shall assume additional responsibilities as delegated by the Board of Directors.

4.7) DIRECTOR OF FINANCE/TREASURER: The Director of Finance/Treasurer shall be responsible for the financial operations of MVIYHA. The Director of Finance/Treasurer shall assume additional responsibilities as delegated by the Board of Directors. The Treasurer shall preside over meetings of the Board of Directors in the absence of the President and Vice-President.

4.8) ELECTION OF OFFICERS AND TERMS: The President, Vice-President, Director of Hockey, Director of Operations, Secretary, and Director of Finance/Treasurer shall be elected at the General Meeting of MVIYHA and serve three-year terms beginning immediately after the

adjournment of the General Meeting at which they are elected. The President and Vice-President shall be elected in staggered years. If for any reason the President is unable to fulfill his/her powers and authorities, the Vice-President, upon the direction of the Board of Directors, shall assume the office of the President and thereafter perform the duties of that office.

ARTICLE 5 - DIRECTORS

5.1) **GENERAL POWERS:** The business and affairs of MVIYHA shall be managed by or under the direction of the Board of Directors. The Board of Directors shall be the general governing body of MVIYHA. It shall approve the budget of MVIYHA and require such reports from officers as are required to efficiently deal with the business of MVIYHA. In addition to the powers and duties specified above, the Board of Directors shall appoint replacements to serve as officers in the event any officer is unable to perform his/her powers and responsibilities and in the event of resignation of a member of the Board of Directors, the remaining board members shall appoint a replacement to serve until the next Meeting of Members of MVIYHA.

5.2) **SELECTION AND TERM OF OFFICE:** The Board of Directors shall be composed of not less than four nor more than nineteen as determined from time to time by the Board of Directors; provided, however, that the Board of Directors shall at all times be composed of persons filling the following positions, each of whom shall automatically be a Director (a voting position within the Board of Directors) by virtue of the designated position he/she holds and acceptance of a Directorship.

- a) The six Officers of this Association (namely the President, Vice• President, Director of Operations, Director of Finance, Secretary, and Director of Hockey);
- b) Boys Coordinator;
- c) Girls Coordinator;
- d) Mite Coordinator;
- e) U6/U8 Coordinator;
- f) Minnesota Hockey District Representative;
- g) Equipment Manager;
- h) Registrar;
- i) Tryout Coordinator;
- j) Recruitment and Retention Coordinator;
- k) Manager Coordinator; and
- l) Goalie Coordinator

5.3) **NOMINATIONS:** The Nomination Committee composed of the President, Vice-President, the Secretary, and the Minnesota Hockey District Representative shall prepare a slate of nominees to be considered at the election. In addition to candidates selected by the Nominating Committee, any member may have his/her name considered for nomination by filing with the Secretary a petition signed by at least fifty (50) members of MVIYHA requesting that his/her name appear on the ballot for whatever position may be involved in an election, no later than two weeks before the General Meeting.

5.4) **ELECTION:** Directors shall be elected for a term of two years, except for the Registrar and Equipment Manager which shall be elected for three years, at the General Meeting by the members unless appointed by the current members of the Board. The terms of elected directors shall be staggered in so far as possible.

5.5) VACANCIES: Vacancies in the Board of Directors shall be filled by the remaining members of the Board of Directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been elected and qualified.

5.6) REMOVAL: A director may be removed at any time, with or without cause, by the members of MVIYHA. Removal shall be effective upon the mailing of a written notice to the director who is removed. In addition, a director whose continued service is deemed to be detrimental to the welfare of MVIYHA, or an elected director who no longer resides in the MVIYHA area, or who has missed more than four meetings in a twelve-month period, or three meetings in succession, may be removed as a director at any time upon the majority vote of the directors present at any regular Board meeting. Attendance at a meeting is measured from the beginning (currently 7:00 PM CST) to the end, or 8:30 PM CST, whichever comes first.

5.7) RESIGNATION: Any director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice unless a later date is specified in the notice.

5.8) MEETINGS; NOTICE: The Board of Directors shall hold monthly meetings and such additional meetings as may from time to time be called by the President or upon written request to the President by any three members of the Board. The President shall preside at all meetings of the Board of Directors. Prior to any meeting, notice to all members of the Board must be given at least 24 hours prior to such meeting. The notice shall indicate the time and place of the intended meeting and the subject matters to be discussed. Monthly meetings of the Board of Directors may be held on the same day as the General Meeting.

5.9) QUORUM: For all meetings of the Board of Directors a majority of all the Directors shall constitute a quorum to transact business and a majority vote of all Board members shall be required to adopt such matters as may come before the Board at a meeting.

5.10) WAIVER OF NOTICE: A director may waive notice of any meeting before, at, or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of MVIYHA.

5.11) ELECTRONIC CONFERENCE MEETINGS. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, 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 the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

5.12) ACTION WITHOUT MEETING. An action required or permitted to be taken at a Board meeting 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 of the directors must be notified immediately of the content and effective date. Any such written action shall be filed with the minutes of the corporation.

5.13) COMPENSATION. Directors shall receive no compensation for their services as directors. Nothing herein contained shall be construed to preclude any directors from serving MVIYHA in any other capacity and receiving compensation therefor. Directors may receive discounts/credits, not be required to pay for certain expenses, or be excused from certain requirements in exchange for serving as a director.

ARTICLE 6 – COMMITTEES

6.1) The Board of Directors may from time to time designate and appoint one or more committees as it sees fit. Such committees shall have the authority and exercise such prescribed authority as designated by the Board of Directors. The committee will operate under the following guidelines:

- a) Each committee chair shall be an Officer or Director
- b) Committee members need not be Officers or Directors
- c) The President shall serve as an ex officio member of all committees.
- d) All committee members must be approved by Board of Directors

6.2) The following are standing Committee Names, Members, and Duties:

- a) Executive Committee: President, Vice-President, Director of Operations, Director of Hockey, Director of Finance/Treasurer
 - i) Duties: Administer day-to-day issues of MVIYHA
- b) Tryout Committee: President, Director of Hockey, Boys Coordinator, Girls Coordinator, Goalie Coordinator, Tryout Coordinator, additional members as needed
 - i) Duties: Administer all functions of yearly tryouts

ARTICLE 7 - FISCAL YEAR

7.1) FISCAL YEAR: The fiscal year of MVIYHA shall be established as May 1st to April 30th the following year.

ARTICLE 8-INDEMNIFICATION; STANDARD OF CONDUCT

8.1) INDEMNIFICATION: MVIYHA shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

8.2) CONFLICTS OF INTEREST: MVIYHA shall not enter into contracts or transactions between MVIYHA or a related corporation and a director of MVIYHA or between MVIYHA and an organization in which a director of MVIYHA is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.


8.3) STANDARD OF CONDUCT: Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

8.4) MISCELLANEOUS: The Board of Directors shall determine from time to time the circumstances and conditions under which the accounts, books, and records of the association shall be open to inspection by its members; however, this privilege shall exist at least once a year at the annual meeting of the members


ARTICLE 9 - AMENDMENTS

9.1) AMENDMENTS: Except for the authority reserved for the members by statute, the Board of Directors shall have the authority to amend, repeal, and adopt new Bylaws by the affirmative vote of two-thirds (2/3) of the directors; provided, that all directors shall be notified at least 7 days before the proposed action takes place.

The undersigned, Secretary and President of MVIYHA certifies that the foregoing [Restated] Bylaws were adopted as the complete Bylaws of MVIYHA by the Board of Directors of said corporation.


6-3-24

Secretary

ATTEST:

6/3/24

President