

NORTHFIELD HOCKEY ASSOCIATION, INC. BY-LAWS

A non-profit corporation duly organized Under the law of the State of Minnesota
(Within these By-Laws, where the context so requires, the masculine gender shall include the feminine or neuter, and the singular shall include the plural and the plural, the singular.)

Purpose

We will provide a structured, supportive, and development-focused environment for young athletes to learn and grow through the sport of hockey. Our mission is to instill a lifelong love for the game while emphasizing skill development, teamwork, sportsmanship, and personal growth. We are dedicated to fostering a safe, inclusive, and competitive atmosphere that encourages players of all abilities to reach their full potential.

Article I - Membership

Section 1 - Qualification

Any individual eighteen (18) years of age or older who has a child registered on a Northfield Hockey Association team or is a coach/committee member within the Corporation shall be eligible for membership in the Corporation. To participate in the activities and to share the benefits of the Corporation, a member's dues must be paid in full. Failure on the part of the Treasurer to collect the dues does not relieve a member from their responsibility to pay in order to maintain their good standing in the Corporation.

Section 2 - Membership

Each member shall be entitled to one vote on matters to be decided by the membership. No property interest shall vest in the individual members, nor shall any individual member or director assume any personal liability for any acts entered into on behalf of the Corporation.

Section 3 - Membership Fees

Player's Registration fees shall constitute membership fees for the parents/guardian of the registered player. Only paid members shall be entitled to participate in the affairs, activities and the elections of the Corporation.

Section 4 - Annual Meetings

All annual meetings of members shall be held in the City of Northfield, Minnesota, at a place designated in the notice of the meeting. An annual meeting of members shall be held in April of each year, when election of Directors and other general business shall occur. Written notice of the annual meeting shall be published to members of the Northfield Hockey Association website at least five (5) days prior to the meeting.

Section 5 - Special Meetings

All special meetings of members shall be held in the City of Northfield, Minnesota, at a place designated in the notice of the meeting. Written notice of a special meeting of members stating

time, place and object thereof, shall be published on the Northfield Hockey Association website at least five (5) days prior to the meeting. Special meetings of 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 ten percent (10%) of the members entitled to vote in the Corporation. Business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 6 - Quorum

At all meetings of the Board of Directors, a majority of the Directors (half plus one), whether attending in-person or virtually, shall be necessary and sufficient to constitute a quorum for transaction of business. Once a quorum has been established, it continues to exist no matter how many members leave during the course of meeting. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Each member shall be entitled to one vote. If a quorum is not present, the meeting may be adjourned and recalled within five (5) days with written notice provided prior to the new date.

Section 7 - Voting

Each member having the right to vote shall be entitled to vote in-person or virtual ONLY. Voting by proxy is NOT permitted. All elections shall be had and all questions decided by a majority vote of quorum present, except as otherwise required by statute.

Section 8 - Termination of Membership

The Board of Directors may, by a majority vote, terminate the membership of any member. Thereafter, such terminated member shall not be entitled to participate in any Corporation functions or activities.

Article II - Board of Directors

Section 1 - Board Structure

The property and business of this Corporation shall be managed by its Board of Directors, which shall consist of not less than fifteen (15) members nor more than twenty (20) members. The number of Directors may be changed by resolution at any Annual Meeting of the Board. Directors shall be elected at large at the Annual Meeting of members. The terms of the office of Directors will be staggered so that one-third of the total number are elected each year.

Section 2 - Nominations

Any member in good standing is eligible to be nominated to serve as a Board of Director. Directors shall be elected by voting members of the Corporation at the Annual Meeting of members according to the following procedures:

- A. Nomination Notice: A committee of three or more will be appointed by the current Board of Directors in March and they will notify Corporations voting members of upcoming open Board of Director positions. Will request members fill out an application of interest to be considered by the current Directors at least fourteen (14) days prior to Annual Meeting. Members may also be nominated by self or an active member on the floor of the Annual

Meeting. The names of the committee nominated members shall be made known to the members at least three (3) days prior to the Annual Meeting.

- B. Election: Election to be held at the Annual Meeting of members in April. Outgoing Directors shall hold office until their successors have been elected.
- C. Ballot: Nomination committee will supply written ballots on the day of election and will immediately tabulate and report results of the election to the Board of Directors.

Section 3 - Term

Directors shall serve for a three-year term beginning immediately after the Annual Meeting at which they have been elected. If board members decide to re-up their term or move to a new role, the term begins again at 3 years.

Section 4 - Annual Meetings

The Annual Meeting of the Board of Directors shall be held immediately following the adjournment of the Annual Meeting for members for the purpose of election of officers for the ensuing year and other necessary business.

Section 5 - Regular Meetings

The Board of Directors shall meet at least quarterly, or four (4) times each year at the call of the President. Time and place of meeting shall be designated by the President and appropriate notice given to the Board of Directors. Regular meetings may occur through remote communication, by telephone or video conference, so long as the telephone or video conference provides all participating directors with the opportunity to be heard and to participate fully in all discussions and votes of the board. Typical order of business shall be:

1. Call to Order
2. Roll Call - quorum must be present
3. Approval of Minutes of the preceding meeting
4. Report of Officers
5. Report of Directors
6. Unfinished business
7. New business
8. Motion to adjourn

Section 6 - Special Meetings

The Corporation shall call a special meeting upon the request of the President or written request of any member of the Board. Notice of special meetings may be given to each Director personally or electronically at least three (3) days prior to the meeting. A special meeting may also be called without notice to the Directors if a full Board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice.

Section 7 - Action without a Meeting

Any action required/permitted to be completed at a Meeting of the Board may be taken by written action signed or authenticated electronic communication consent by all Directors entitled to vote on that action.

Section 8 - Meeting Procedures

"Robert's Rules of Order" may be used but are not necessary for the formal conduct of all meetings.

Section 9 - Indemnification

Northfield Hockey Association shall indemnify each person who is or was a director, officer or employee, or a volunteer acting within the scope of their authority on behalf of Northfield Hockey Association and/or its affiliates, such person's heirs, executors and legal representatives, against all liabilities and expenses, including judgments, fines, penalties and reasonable attorney's fees and all amounts paid, other than to Northfield Hockey Association, in compromise or settlement, imposed upon or incurred by such person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, which such person may be a defendant or with which such person is threatened or otherwise involved, directly or indirectly, by reason of such person's holding or having held such position. The provisions of this paragraph shall not apply to any person who has been adjudicated in such action; suit or to proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation. Northfield Hockey Association shall provide no indemnification with respect to any matter settled or compromised, pursuant to consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interest of Northfield Hockey Association by (1) a disinterested majority of the board of director & of the Corporation or (2) if there was no disinterested directors, by independent legal counsel representing Northfield Hockey Association and appointed by a majority of the directors then in office. The right of indemnification provided in this Article shall not be exclusive of or affect any other rights to which any director, officer, employee, or volunteer may be entitled under any agreement, state or otherwise. Northfield Hockey Association's obligation to provide indemnification under the Article shall be offset by and to the extent of any other source of indemnification. Nothing contained in this Article shall affect any rights to which Northfield Hockey Association personnel other than directors or officers may be entitled by contract or otherwise. Northfield Hockey Association agrees, at all times, to be covered by the general liability insurance policy maintained by USA Hockey. USA Hockey shall inform Northfield Hockey Association of the limits of that policy, and of any changes to those limits which may be made by USA Hockey at its sole prerogative.

Article III - Officers

Section 1 - Officers

Officers of the Board of Directors shall consist of the President, Vice President, Secretary and Treasurer. These officers shall be members of the Board of Directors.

Section 2 - Election of Officers

Every year at the first Board of Directors meeting following the Annual Meeting of members, the Board shall elect the President, Vice President, Secretary and Treasurer from the elected members of the Board. The President shall hold office until his successor is elected, notwithstanding an early termination of his office as President.

Section 3 - Other Officers

The Board may appoint such other officers and agents as it deems necessary, who shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined by the Board.

Section 4 - Term

Officers shall serve for a three-year term, beginning immediately after the Annual Meeting at which they have been elected. After three-year term is met, officers may transition to a one-year term to be voted on by the Board of Directors or until a successor is chosen. Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors for any non-discriminatory reason.

Section 5 - Salaries and Notes/Bonds

The salaries, if any, of all officers and agents of the Corporation shall be determined by the Board of Directors. None of the officers of the Corporation shall sign any notes/bonds, which obligate the Association to the note/bond, without first securing the written consent of the majority of the Board of Directors.

Section 6 - Vacancies

If the office of any Director or any officer becomes vacant by reason of death, resignation, retirement, disqualification, removal of office or otherwise, the Directors in office may choose a successor by majority vote. Replacement officers shall hold office for the unexpired term.

Section 7 - Duties of the Officers

- A. **President** - The President shall be the chief executive officer of the Corporation. They will preside at all meetings of the members, execute all bonds, mortgages and contracts. They will countersign all orders on the treasury for money. They will be a non-official member of all standing committees and will have the general powers and duties of supervision and management of the Corporation.
- B. **Vice President** - The Vice President shall preside in the absence of the President and at certain times perform the duties and exercise the powers of the President. They will perform other duties as delegated by the President and/or the Board of Directors.
- C. **Secretary** - The Secretary, or a delegate appointed by the President when absent, shall attend all Board of Directors and member meetings. They shall keep an accurate record of the proceedings and votes including any regular Board meetings, special meetings and grievance proceedings with use of meeting minutes that will be posted for members to view once approved by the Board. They shall give notice of all Board of Directors or

members meetings. They will perform other duties as delegated by the President and/or Board of Directors.

- D. **Treasurer** - The Treasurer shall have the custody of all corporate funds and securities and shall keep full and accurate records of receipts and disbursements in books belonging to the Corporation. They shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in depositories designated by the Board of Directors. They shall disburse funds of the Corporation as ordered by the Board of Directors with all checks or money orders countersigned by the President. They shall provide an account of all transactions as Treasurer and of the financial condition of the Corporation at regular Board meetings. They shall be responsible for the timely filing of all government reports, including reports required by the Internal Revenue Service. They shall give the Corporation a bond if required by the majority of the Board of Directors. In case of death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property will belong to the Corporation. They will perform other duties as delegated by the President and/or Board of Directors.

Section 8 - Auditing Committee

The President, with approval of the Board of Directors, may designate two or more members of the Corporation, making up the Auditing Committee, to audit the accounts of the Corporation and shall have full access to all books of the Corporation in the possession of any officers of the Corporation. The Treasurer will submit accounts to the Auditing committee when requested.

Section 9 - Seal

The Corporation shall have no seal.

Article IV - Miscellaneous

Section 1 - Inspection of Books

Members shall be permitted to inspect the books of the Corporation at all reasonable times.

Section 2 - Checks

All checks and notes of the Corporation shall be signed by the Treasurer and countersigned by the President, or if he is unable to act, the Vice President/other officer designated by resolution of the Board of Directors.

Section 3 - Fiscal Year

The Fiscal Year of the corporation shall begin on May 1st of each year.

Section 4 - Directors Annual Statement

The Board of Directors shall present a full and clear statement of the business and conditions of the Corporation at the Annual Meeting of members and special meetings called for that purpose.

Section 5 - Amendments to By-Laws

These By-Laws may be amended or altered by two-thirds majority of the voting members at any Annual Meeting of the Board, any special meeting called for that purpose, or by a majority of the entire Board of Directors at any meeting, provided that the nature of the proposed amendment along with full text of the amendment be given in writing at least three (3) days prior to the meeting at which it will be voted on.

Section 6 - Fundraising

The amount earned by any fundraising activity with any affiliation to the Corporation is to be deposited into the general funds of the Corporation, unless otherwise approved by the Board of Directors.

Section 7 - Concession Profits

Profits derived from the sale of merchandise by the Corporation are to be deposited into the general funds of the Corporation.

Section 8 - Benefits

No corporate funds shall benefit an individual member but shall be used exclusively for purposes set forth in the Article of Incorporation.

Article V - Dissolution

The Corporation may be wound up and dissolved either voluntarily or involuntarily. If the proceedings are voluntary, they may be conducted either out of court or subject to the supervision of the court. If involuntary, they shall be subject to the supervision of the court.

Voluntary proceedings for dissolution may be instituted whenever a resolution therefore is adopted by at least two-thirds of the members of the Corporation present at a Members' Meeting duly called for that purpose.

The resolution may provide that the affairs of the Corporation shall be wound up out of court, in which case the resolution shall designate a trustee or trustees to conduct the winding up, and may provide a method for filling vacancies in the office of the trustee; but such appointment shall not be operative until a certificate, setting forth the resolution and the manner of adoption thereof, signed and acknowledged by the President or Vice President and by the Secretary or assistant Secretary, shall be filed for record with the Secretary of State.

Upon dissolution, property and assets shall be distributed in accordance with Minnesota Statute Section 317.57 and acts amendatory thereto. The Articles of Incorporation shall be amended in accordance with Minnesota Statute Section 317.27 and acts amendatory thereto.

The foregoing By-Laws were adopted as the By-Laws of the Corporation at the Annual Meeting of the Board held on April 16, 2025.

Sarah Belcourt, President

Nichole Schmidt, Treasurer

Teresa Sparks, Board Member

Maegen Storm, Board Member

Michael Gilomen, Board Member

Derek Docken, Board Member

Rachel Trnka, Board Member

Adam Steffl, Board Member

Brittney Hubbard, Vice President

Victoriya Lemke, Secretary

Brittany Ellerbusch, Board Member

Matt Tschida, Board Member

Heather Poepping, Board Member

Steve Murray, Board Member

Jamie Jindra, Board Member