

BY-LAWS
of
NORTHFIELD HOCKEY ASSOCIATION, INC.

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.)

ARTICLE I

OFFICES

Section 1. The registered office of the Corporation shall be at the City of Northfield, County of Rice, State of Minnesota, and the Corporation shall have other offices at such places as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS' MEETING

Section 1. PLACE. All annual and special meetings of the members shall be held in the City of Northfield, Minnesota, at a place designated in the notice of the meeting.

Section 2. TIME. An annual meeting of the members shall be held in April of each year. Election of Directors and other general business shall be transacted at such meeting.

Section 3. ANNUAL MEETINGS. Written notice of the annual meeting shall be published to members on the Northfield Hockey Association website at least five (5) days prior to the meeting.

Section 4. SPECIAL MEETINGS. 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 before such meeting.

Section 5. CALL OF SPECIAL MEETINGS. Special meetings of the members for any purpose, or purposes, unless otherwise prescribed by Statute, shall be called by the President, or shall be called by the President and Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of members constituting not less than ten percent (10%) of the voting membership of the Corporation. Such shall state the purpose or purposes of the proposed meeting.

Section 6. BUSINESS OF SPECIAL MEETINGS. Business transacted at all special meetings shall be confined to purposes stated in the call.

Section 7. QUORUM. The presence at any meeting in person of six (6) members of the membership shall constitute a quorum for the transaction of business. Each member shall be

entitled to one vote. If, however, the members shall not be present in person at any meeting of the members, entitled to vote thereat, those present shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until the requisite number of members shall be represented. At such adjourned meeting at which the required number of members shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 8. VOTING. Each member having the right to vote shall be entitled to vote in person ONLY. No proxy votes shall be permitted. All elections shall be had, and all questions decided by a majority vote, except as otherwise required by statute.

ARTICLE III

BOARD OF DIRECTORS

Section 1. ELECTION OF DIRECTORS. The property and business of this Corporation shall be managed by its Board of Directors, which shall consist of not less than nine (9) members nor more than thirteen (13) members. Said Directors shall be elected at large at the annual meeting. The first Board of Directors shall consist of nine (9) members. Thereafter, the number of Directors may be changed by resolution at any annual meeting of the members, but in no events shall there be less than nine (9) members nor more than thirteen (13) members, without formal amendment of these By-Laws. The terms of office of the Directors will be staggered so that one-third of the total number are elected each year. All candidates for Directors shall be nominated by either (i) a committee of three or more appointed by the current Board of Directors for that purpose; or (ii) by nomination by self or by an active member on the floor at the Annual Meeting. The names of the committee nominated members shall be made known to the members in such form as is from time to time determined by the Directors at least three days prior to the annual election. The nominating committee shall supply appropriate ballots and ballot boxes and shall be charged with the duty of tabulating the result of the election and immediately reporting the same after the close of the election to the Board of Directors. The first Board of Directors shall continue in office as designated in the Articles of Incorporation. Thereafter the term of office of each Director shall be three years.

Section 2. ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held at the time and immediately following the adjournment of the annual members' meeting for the purpose of election of officers for the ensuing year and to transact such other business as may properly come before it.

Section 3. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at the call of the President at least four times per year. Time and place of said meeting shall be designated by the President and appropriate notice given the Board of Directors. Any regular meeting of the Board of Directors may further, at the direction of the president, take place by telephone conference with all participating directors, or by video conference, so long as the video or telephone conference provides all participating directors with the opportunity to be heard, and to participate fully in all discussions and votes of the board.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President at any time and shall be called by him whenever requested to do so in writing by any member of the Board. Notice of Special Meetings may be given to each director personally or by electronic mail at least three (3) days prior to the meeting.

A special meeting may 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 thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by all the Directors.

Section 5. QUORUM. At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and 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.

Section 6. ORDER OF BUSINESS. The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at such meeting shall be as follows:

1. The meeting is called to order by the President at the time and on the date of the meeting.
2. Roll call - quorum being present, the meeting proceeds with business.
3. Review of minutes of previous meeting and their consideration and approval.
4. Report of officers.
5. Report of directors.
6. Unfinished business.
7. New business.
8. Motion to adjourn.

Section 7. UNANIMOUS OR OTHERWISE ACTION WITHOUT A MEETING. An action required or permitted to be taken at a Meeting of the Board may be taken by written action signed, or consented to by authenticated electronic communication, by all directors entitled to vote on that action. Any such action may also 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.

Section 8. "ROBERT'S RULES OF ORDER" may, but need not be observed for the formal conduct of all meetings, unless a majority of the Directors upon motion asks for such rules to be observed at any meeting, and in which case they will be observed for that meeting only.

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 proceeding no 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 IV

POWERS OF DIRECTORS

Section 1. THE BOARD OF DIRECTORS at its first meeting and at its first meeting after each annual meeting of members shall elect a President from its own number, and the Board shall also annually elect a Vice President, a Secretary and a Treasurer, all of whom shall be members of the Board. The President shall hold office until his successor is elected notwithstanding an earlier termination of his office as Director.

Section 2. OTHER OFFICERS. The Board may appoint such other officers and agents as it shall deem necessary from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. TERMS OF OFFICE. The officers of the Corporation shall hold office for three years or until their successors are chosen and qualify in their stead. Notwithstanding an earlier termination of his office as Director, 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 with cause.

Section 4. SALARIES. The salaries, if any, of all officers and agents of the corporation shall be determined by the Board of Directors.

Section 5. PRESIDENT. (a) The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the members, he shall execute all bonds, mortgages and other contracts and will, in addition, countersign all orders on the treasury for money. (c) He shall be Ex-Officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation.

Section 6. VICE PRESIDENT. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 7. SECRETARY. The Secretary, or in their absence a delegate appointed by the President, shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in the book kept for that purpose; and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall be sworn to the faithful discharge of his duty.

Section 8. TREASURER. (a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. (b) He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, provided, however, that all checks or money orders shall be countersigned by the President, taking the proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. (c) He shall give the Corporation a bond if required by a majority of the Board of Directors, in such an amount as they may determine and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property, of whatever kind in his possession or under his control, belonging to the Corporation.

Section 9. NOTES OR BONDS. None of the officers of said Corporation shall sign any notes or bonds for others without first securing the written consent of a majority of the Board of Directors.

Section 10. VACANCIES. If the office of any Director or any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 11. AUDITING COMMITTEE. The President may, upon the affirmative action of the Board of Directors, designate two or more persons from the membership of the Corporation to constitute an Auditing Committee which, to the extent determined by the President, shall have and exercise the authority of the Board of Directors in the auditing of the accounts of the Corporation and shall have full access to all books of the Corporation in the possession of any of the officers of the Corporation. The Treasurer shall submit his accounts to the Auditing committee at any time at their request.

Section 12. SEAL. The Corporation shall have no seal.

ARTICLE V

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 or by such other officers or agents as may from time to time be designated by resolution of the Board of Directors.

Section 3. THE FISCAL YEAR of the Corporation shall begin on May 1st of each year.

Section 4. DIRECTORS ANNUAL STATEMENT. The Board of Directors shall, at each annual meeting and special meeting called for that purpose present a full and clear statement of the business and conditions of the Corporation.

Section 5. AMMENDMENTS TO BY-LAWS. These By-Laws may be amended or altered by two-thirds majority of the voting membership at any annual meeting or any special meeting called for that purpose, or by a majority of the entire Board of Directors at any meeting, provided that in cases of amendment by the Directors the nature of the proposed amendment, together with the full text of the amendment be given in writing at least three days prior to the meeting at which it is to be voted on.

ARTICLE VI

Section 1. ELIGIBILITY. Any individual eighteen (18) years of age or older who either has a child registered or participating on one (1) or more Northfield Hockey Association team shall be eligible for membership in the Corporation. 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 2. 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 partake in any Corporation functions or activities in any matter whatsoever.

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. GOOD STANDING NECESSARY. 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 as heretofore provided does not relieve a member from his responsibility to pay in order to maintain his good standing in the Corporation.

ARTICLE VII

FUNDS

Section 1. 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 in advance by the Board of Directors.

Section 2. CONCESSION PROFITS. Profits derived from the sale of merchandise by the Corporation are to be deposited into the general funds of the Corporation.

Section 3. BENEFITS. No corporate funds shall inure to the benefit of individual members but shall be used exclusively for purposes set forth in the Article of Incorporation.

ARTICLE VIII

The Corporation may be wound up and dissolved either voluntarily or involuntarily. If the proceedings are voluntarily, they may be conducted either out of court or subject to the supervision of the court. If voluntary, 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 undersigned Incorporators certify that they have adopted the foregoing By-Laws as the third By-Laws of the Corporation.

Dated this 19th day of May, 2020.

Chris Kennelly, President

Robb Kasal, Vice President

Nichole Schmidt, Treasurer

Dawn Patterson, Secretary

Eric Frank, Board Member

Kyle Wilkomm, Board Member

Taylor Freiermuth, Board Member

Teresa Sparks, Board Member

Angie Perez, Board Member

Jeremy Webber, Board Member

Tami Enfield, Board Member