



# **Worthington Hockey Association, Inc. Bylaws**

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# Article 1 Name and Purpose

## Section 1. Name

The name of this nonprofit corporation shall be **Worthington Hockey Association, Inc.** (the “Association”).

The Association is organized and operated in compliance with the laws of the State of Minnesota governing nonprofit corporations.

## Section 2. Purpose

The Association is organized exclusively for **charitable and educational purposes** within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax law.

The purpose of the Association is to promote, develop, and administer amateur youth ice hockey in the Worthington, Minnesota community and surrounding areas in a safe, inclusive, and sportsmanlike environment.

In furtherance of these purposes, the Association shall:

- Develop a sense of teamwork, sportsmanship, discipline, and respect among participants.
- Develop the playing skills of each participant in accordance with their age and ability.
- Provide opportunities for youth to grow as players and as individuals through participation in organized hockey.
- Encourage each participant to consistently put forth their best effort, to have the courage to accept the results of that effort, and to demonstrate the determination to continually strive for improvement.
- Organize and operate hockey programs, teams, leagues, and related activities in accordance with the rules and guidelines of applicable governing bodies, including USA Hockey.
- Support the education, training, and certification of coaches, officials, and volunteers.

No part of the net earnings of the Association shall benefit any private individual. The Association may pay reasonable compensation for services actually rendered and may make expenditures consistent with its charitable and educational purposes.

## **Article 2 Members**

### **Section 1 Classes of Members**

The corporation shall have one class of members.

### **Section 2 Approval of Members**

Membership in the Association shall be limited to parents or legal guardians of registered players for the applicable program year.

### **Section 3 Voting Rights**

Members shall be entitled to one vote for each registered player.

### **Section 4 Termination of Membership**

The Board of Directors may suspend or expel a member for cause by an affirmative vote of a majority of the directors then in office, after providing the member with notice and an opportunity to be heard.

### **Section 5 Resignation**

Any member may resign by notifying the Secretary.

### **Section 6 Transfer of Membership**

Membership in this corporation is not transferable or assignable

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## **Article 3 Meetings**

### **Section 1 Annual Meeting**

An annual meeting of the members shall be held each year in the month of March at a date, time, and location determined by the Board of Directors for the purpose of electing directors and conducting such other business as may properly come before the meeting.

### **Section 2 Special Meeting**

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

### **Section 3 Notice of Meetings**

Notice of each meeting of members shall be given to each member entitled to vote not less than two (2) weeks prior to the meeting. Notice may be provided electronically or by mail.

### **Section 4 Quorum**

Members holding fifty percent (50%) of the votes entitled to be cast shall constitute a quorum at any meeting of members. Actions of the members shall be approved by a majority of the votes cast at a meeting at which a quorum is present.

### **Section 5 Voting**

Voting by members may be conducted in person or by electronic means, as authorized by the Board of Directors.

## **Article 4 Board of Directors**

### **Section 1 General Authority**

The affairs of the Association shall be governed by a Board of Directors. The Board of Directors shall have general supervision, control, and direction of the affairs of the Association and shall act in accordance with these bylaws and applicable law.

The Board of Directors may adopt policies and procedures necessary to carry out the purposes of the Association, provided such policies are not inconsistent with these bylaws.

### **Section 2 Number and Tenure**

The Board of Directors shall consist of no fewer than fifteen 15

Directors shall be elected to serve a three (3) year term.

No Director shall serve more than three (3) consecutive terms, or a cumulative total of ten (10) years, without a minimum break in service of twelve (12) consecutive months. Upon completion of three consecutive terms, a director shall be ineligible for re-election until at least one (1) year has elapsed.

Terms of directors may be staggered to promote continuity and stability of governance.

### **Section 3 Meetings and notice**

The Board of Directors shall meet at least four (4) times each year at such times and places as determined by the Board.

Special meetings of the Board of Directors may be called by the President or by a majority of the directors.

Notice of meetings of the Board of Directors shall be provided to directors not less than five (5) days prior to the meeting. Notice may be provided electronically or by other reasonable means.

A majority of the directors then in office shall constitute a quorum for the transaction of business. Actions of the Board of Directors shall be approved by a majority of the directors present at a meeting at which a quorum is present.

Directors may participate in meetings by electronic means that allow all participants to hear one another.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent in writing or by electronic transmission, and such consent shall be filed with the minutes of the proceedings of the Board.

### **Section 4 Election of Directors**

Directors shall be elected by the members at the annual meeting of the Association.

Directors shall be elected to fill positions for which terms are expiring, in accordance with the term limits and structure set forth in these bylaws.

### **Section 5 Vacancies**

Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining directors.

A director elected to fill a vacancy shall serve for the remainder of the unexpired term.

### **Section 6 Resignation, Removal, and Absences**

Any director may resign at any time by providing written notice to the President or Secretary of the Association.

A director may be removed from the Board of Directors by an affirmative vote of two-thirds (2/3) of the directors then in office.

The Board of Directors may adopt policies regarding attendance and participation expectations for directors, provided such policies are applied consistently and do not conflict with these bylaws.

## **Section 7 Compensation**

Directors shall not receive compensation for their service as members of the Board of Directors.

The Association may compensate directors, officers, or other individuals for services actually rendered to the Association **in roles separate from their duties as directors**, including but not limited to gambling management, gambling operations, bookkeeping, administrative services, coaching or other operational duties necessary to carry out the purposes of the Association.

All compensation shall be reasonable and approved by the Board of Directors.

Any director or officer who has a financial interest in a compensation arrangement shall disclose such interest and shall not participate in discussion or voting related to that arrangement.

## **Article 5 Officers**

### **Section 1 Officers**

The officers of the Association shall include a President, Vice President, Secretary, Treasurer, and Gambling Manager.

The Board of Directors may create and appoint additional officer positions as necessary to carry out the purposes of the Association.

### **Section 2 Election and Term of Office**

Officers shall be elected by the Board of Directors at the first regular meeting of the Board following the annual meeting of the members.

Each officer shall serve a one-year term and shall hold office until a successor is elected and qualified.

### **Section 3 Removal and Vacancies**

Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served by such removal, subject to any contractual rights, if applicable.

A vacancy in any officer position may be filled by the Board of Directors for the remainder of the unexpired term.

## Section 4 Duties of Officers

- **President:** The President shall serve as the chief elected officer of the Association, preside at meetings of the members and the Board of Directors, and provide general oversight of the affairs of the Association. The President shall perform such other duties as may be assigned by the Board of Directors.
- **Vice President:** The Vice President shall perform the duties of the President in the absence or incapacity of the President and shall perform such other duties as may be assigned by the Board of Directors.
- **Secretary:** The Secretary shall be responsible for maintaining the official records of the Association, including minutes of meetings of the members and the Board of Directors, and shall ensure that required notices are provided in accordance with these bylaws.
- **Treasurer:** The Treasurer shall have general oversight of the financial affairs of the Association, including the receipt, disbursement, and accounting of funds, and shall provide financial reports to the Board of Directors as required. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.
- **Gambling Manager:** The Gambling Manager shall be responsible for the conduct, oversight, and compliance of the Association's lawful gambling activities in accordance with Minnesota law and the rules and requirements of the Minnesota Gambling Control Board. The Gambling Manager shall report to and be accountable to the Board of Directors and shall perform such additional duties as assigned by the Board.

## Article 6 Conflict of Interest

### Section 1 Purpose

The purpose of this Article is to protect the interests of the Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, or key individual, or that might result in a possible excess benefit transaction.

### Section 2 Definitions

**Interested Person** means any director, officer, Gambling Manager, or other individual with decision-making authority who has a direct or indirect financial interest, as defined below.

**Family or Household Relationship** includes a spouse, domestic partner, child, parent, sibling, or any individual residing in the same household or with whom the person shares a close personal or financial relationship.

**Financial Interest** means that an Interested Person, or a person with whom they have a Family or Household Relationship:

- Has a compensation arrangement with the Association; or
- Has a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is considering a transaction or arrangement.

### **Section 3 Duty to Disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and all material facts to the Board of Directors prior to consideration of the proposed transaction or arrangement.

### **Section 4 Procedures for Addressing a Conflict of Interest**

An Interested Person may make a presentation to the Board of Directors regarding the transaction or arrangement, but after such presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.

The remaining directors shall determine by majority vote whether the transaction or arrangement is fair, reasonable, and in the best interests of the Association.

### **Section 5 Records of Proceedings**

The minutes of the Board of Directors shall contain:

- The name of the Interested Person and the nature of the conflict;
- Any action taken to determine whether a conflict of interest was present; and
- The Board's decision regarding the transaction or arrangement.

### **Section 6 Violations**

If the Board of Directors has reasonable cause to believe an Interested Person has failed to disclose an actual or possible conflict of interest, it shall inform the Interested Person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

## **Article 7 Committees**

### **Section 1 Committees**

The Board of Directors may establish committees as it deems appropriate to assist in carrying out the purposes of the Association.

Committees shall have such responsibilities as may be delegated by the Board of Directors, provided that no committee shall have authority to exercise the full powers of the Board of Directors unless expressly authorized by the Board and permitted by law.

Members of committees shall be appointed by the Board of Directors and may include directors and non-directors.

The Board of Directors may modify or dissolve any committee at any time.

## **Section 2 Executive Committee**

The Executive Committee shall consist of the President, Vice President, and Secretary.

The Executive Committee may assist the President in coordinating the business of the Association, preparing agendas, and addressing administrative matters that require timely attention.

The Executive Committee shall not have authority to approve budgets, authorize expenditures, approve compensation, amend bylaws, or take any action reserved to the Board of Directors.

All actions of the Executive Committee shall be reported to the Board of Directors at its next regular meeting.

## **Article 8 Financial and Administrative Matters**

The Board of Directors shall have authority over the financial and administrative affairs of the Association, including the approval of contracts, banking relationships, and financial controls.

The Association shall maintain accurate books and records in accordance with applicable law, including records of meetings of the members and the Board of Directors.

The Board of Directors may adopt policies governing financial procedures, internal controls, administrative operations, and records inspection.

## **Article 9 Fiscal Year**

The fiscal year of the Association shall begin on July 1 and end on June 30 of each year.

## **Article 10 Amendments**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

## **Article 11 Dissolution**

Upon the dissolution of the Association, assets 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Association is then located, exclusively for such purposes.