

**BY-LAWS
OF
ARMSTRONG COOPER BOYS HOCKEY BOOSTERS, INC.**

Change 1 - August XX, 2022

**ARTICLE I
OFFICES**

Section 1. Registered Office. The registered office of the Corporation is to be located at 10635 36th Avenue N Plymouth MN 55441.

**ARTICLE II
DEFINITIONS**

Section 1. "Act of the Board" shall mean a vote of at least four (4) of the seven (7) members of the Board if a full seven-member board or a vote of at least three (3) members if a five-member board.

Section 2. "Board" shall mean the Board of Directors of the ARMSTRONG COOPER BOYS HOCKEY BOOSTERS, INC. (AC Boys Hockey)

Section 3. "Fiscal Year" shall mean a period beginning April 1st and ending the following March 31st.

Section 4. "Charity" shall mean any properly organized and registered charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 5. "Corporation" shall mean the ARMSTRONG COOPER BOYS HOCKEY BOOSTERS, INC.

Section 8. "Board Member" shall mean the members of the Board of Directors of the ARMSTRONG COOPER BOYS HOCKEY BOOSTERS, INC.

Section 9. "Fundraiser" shall mean any event or activity undertaken by and promoted by the Corporation for the purposes of raising money.

Section 10. "President" shall mean the President of the Corporation.

Section 11. "District" shall mean Robbinsdale Area Schools District 281.

Section 12. "Membership or Booster Members" shall mean individuals interested in the advancement of AC Boys Hockey. Voting members are the parents/guardians of current rostered team members and managers. All other members will be non-voting.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The business, property and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 2. Number. The maximum number of voting Directors of the Corporation shall be seven (7) and the minimum number shall be three (3)

Section 3. Tenure. The term of Directors shall be for one (1) Fiscal Year or until his or her successor shall have been duly elected, or until his or her death or until he or she shall resign or shall have been removed in the manner stated in Article IV section 3.

Section 4. Qualifications. Directors must be residents of the State of Minnesota and individuals in good standing, interested in the advancement of AC Boys Hockey..

Section 5. Regular Meetings. A regular meeting of the Corporation's Board shall be held at least once each calendar quarter with at least one (1) week's written advance notice to the Board.

Section 6. Special Meetings. Special meetings of the Corporation's Board may be called by or at the request of the President of the Board, or in her or his absence, a Director. At least one (1) week written advance notice shall be delivered to the Board members. All notices of special meetings shall state the purpose thereof and business conducted shall be limited to that disclosed in the Notice.

Section 7. Quorum. A majority of the voting members of the Corporation's Board shall constitute a quorum for the transaction of business at any meeting of the Board, except as provided in Article XII for amending these By-Laws. The definition of a quorum is dependent upon the Board Structure in place at the time of the vote.

Section 8. Manner of Acting. Unless otherwise set forth in these By-laws, the act of at least four (4) Directors of a seven-member Board or at least three (3) members of a five-member Board or at least two (2) members of a three member board present at a meeting at which a quorum is present shall be the Act of the Corporation's Board.

ARTICLE IV OFFICERS

Section 1. Number and Responsibilities. It is the goal of the Corporation to operate with seven (7) voting board members and the Head Coach, who is not a voting member. In the event a seven-member board cannot be filled, an alternative five-member board structure will be adopted, until the next board voting cycle. In the event a five-member board cannot be filled, an alternative three-member board structure will be adopted until the next board voting cycle. Under all board structures the Head Coach will be a non-voting member and

be responsible for attending Corporation meetings and providing a team/program update and acting as a liaison with the District. Under all board structures Directors may organize committees and recruit individuals to assist in executing their responsibilities. Under all board structures, an individual may hold no more than one position. Under all board structures, only one parent or guardian of a rostered player or manager (~~a voting member~~) shall serve as a member of the board at the same time.

Subsection A. Under a Seven-Member Board, the structure and responsibilities shall be:

A1) President: The President shall be the principal officer of the Corporation and subject to the control of the Board, and she or he shall in general supervise all of the business of the Corporation. She or he shall have authority subject to Article VI, Section 2, to sign, execute and acknowledge, on behalf of the Corporation's regular business, or that which shall be authorized by resolution of the Board. She or he shall direct and manage the Booster Club to ensure all activities and tasks are being accomplished, set agendas and run Board and Booster Club meetings. In general she or he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

A2) Secretary: The Secretary shall see that all notices are duly given in accordance with the provisions of the By-laws or as required by law, prepare and communicate meeting agendas, record meeting minutes, maintain organizational documents, communicate key information to membership, establish and coordinate volunteer activities, and in general perform all of the duties incident to the office of Secretary and such other duties as, from time to time, may be assigned by the Board.

A3) Treasurer: The Treasurer shall, have charge and custody of and be responsible for all funds and securities of the Corporation, prepare and monitor the Organization's budget, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in the appropriate bank or other depository, record and process financial transactions, prepare and file tax related documents/reports and in general perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned by the Board.

A4) Vice President of Operations: The Vice President shall during the absence or disability of the President, perform the duties and exercise the powers of President. The Vice President of Operations shall be responsible for the game-day operations of the hockey teams and ensure all team needs are being met, and in coordination with the Secretary, all volunteer job requirements as related to game-day operations are being filled. In addition to game-day operations, the Vice President of Operations shall be responsible for Captains' practice, and act as a Liaison with ACYHA (youth and Junior Gold) and in general perform all of the duties incident to the office of Vice President of Operations and such other duties as, from time to time, may be assigned by the Board.

A5) Vice President of Marketing: The Vice President of Marketing shall create and execute a comprehensive marketing plan; including, but not limited to, a team website, social media, promotional materials, team display cases at NHIA,

AHS, CHS and in general perform all of the duties incident to the office of Vice President of Marketing and such other duties as, from time to time, may be assigned by the Board.

A6) Vice President of Fundraising: The Vice President of Fundraising shall create and execute a comprehensive fundraising and sponsorship plan to fulfill the fundraising needs of the Organization and in general perform all of the duties incident to the office of Vice President Fundraising and such other duties as, from time to time, may be assigned by the Board.

A7) Vice President of Events: The Vice President of Events shall create and execute a comprehensive plan of events for current members, former members (Alumni) and future members (Junior Wing) and in general perform all of the duties incident to the office of Vice President of Events and such other duties as, from time to time, may be assigned by the Board.

Subsection B. Under a Five-Member Board, the structure and responsibilities shall be:

B1) President: The President shall be the principal officer of the Corporation and subject to the control of the Board, and she or he shall in general supervise all of the business of the Corporation. She or he shall have authority subject to Article VI, Section 2, to sign, execute and acknowledge, on behalf of the Corporation's regular business, or that which shall be authorized by resolution of the Board. She or he shall direct and manage the Booster Club to ensure all activities and tasks are being accomplished, set agendas and run Board and Booster Club meetings, The President shall create and execute a comprehensive fundraising and sponsorship plan to fulfill the fundraising needs of the Organization. In general she or he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

B2) Vice President: The Vice President shall during the absence or disability of the President, perform the duties and exercise the powers of President. The Vice President shall create and execute a comprehensive marketing plan; including but not limited to a team website, social media; promotional materials; team display cases at NHIA, AHS, CHS. The Vice President shall also create and execute a comprehensive plan of events for current members, former members (Alumni) and future members (Junior Wing) and shall perform such other duties as may be prescribed by the Board of Directors or President from time to time.

B3) Secretary: The Secretary shall see that all notices are duly given in accordance with the provisions of the By-laws or as required by law, prepare and communicate meeting agendas, Record meeting minutes, Maintain organizational documents, Communicate key information to membership, Establish and coordinate Volunteer activities and in general perform all of the duties incident to the office of Secretary and such other duties as, from time to time, may be assigned by the Board.

B4) Treasurer: The Treasurer shall, have charge and custody of and be responsible for all funds and securities of the Corporation, prepare and monitor the Organization's budget, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of

the Corporation in the appropriate bank or other depository, record and process financial transactions, Prepare and file tax related documents/reports and in general perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned by the Board.

B5) Operations Director: The Operations Director shall be responsible for the game-day operations of the hockey teams and ensure all team needs are being met and in coordination with the Secretary all volunteer job requirements as related to game-day operations are being filled. In addition to game-day operations, the VP Operations shall be responsible for Captains' practice, and act as a Liaison with ACYHA (youth and Junior Gold) and in general perform all of the duties incident to the office of Vice President of Operations and such other duties as, from time to time, may be assigned by the Board.

Subsection C. Under a Three-Member Board, the structure and responsibilities shall be:

C1) President: The President shall be the principal officer of the Corporation and subject to the control of the Board, shall in general supervise all of the business of the Corporation. She or he shall have authority subject to Article VI, Section 2, to sign, execute and acknowledge, on behalf of the Corporation's regular business, or which shall be authorized by resolution of the Board. She or he shall direct and manage the Booster Club to ensure all activities and tasks are being accomplished, Set agendas and run Board and Booster Club meetings, Direct and manage booster club to ensure all activities and tasks are being accomplished, Set agendas and run Board and booster club meetings, create and execute a comprehensive marketing plan; including but not limited to a team website, social media; promotional materials; team display cases at NHIA, AHS, CHS. The President shall create and execute a comprehensive fundraising and sponsorship plan to fulfill the fundraising needs of the Organization, and shall create and execute a comprehensive plan of events for current members, former members (Alumni) and future members (Junior Wing) and shall perform such other duties as may be prescribed by the Board of Directors or President from time to time.

C2) Secretary: The Secretary shall see that all notices are duly given in accordance with the provisions of the By-laws or as required by law, prepare and communicate meeting agendas, Record meeting minutes, Maintain organizational documents, Communicate key information to membership, Establish and coordinate Volunteer activities and in general perform all of the duties incident to the office of Secretary and such other duties as, from time to time, may be assigned by the Board.

C3) Treasurer: The Treasurer shall, have charge and custody of and be responsible for all funds and securities of the Corporation, prepare and monitor the Organization's budget, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in the appropriate bank or other depository, record and process financial transactions, Prepare and file tax related documents/reports and shall be responsible for the game-day operations of the hockey teams and ensure all team needs are being met and in coordination with the Secretary all volunteer job

requirements as related to game-day operations are being filled. In addition to game-day operations, the Treasurer shall be responsible for Captains' practice, and act as a Liaison with ACYHA (youth and Junior Gold) and in general perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned by the Board.

Section 2. Election and Terms of Office. The Board of Directors shall be elected by majority vote by Booster membership at the last meeting of the season which will take place no less than one month after the varsity team's last game. A reasonable period between the end of the season and the meeting shall be guaranteed for the collection of nominations and distribution of information to the membership (no less than two weeks). A reasonable period between team selection and meeting shall be guaranteed for the collection of nominations and distribution of information to the membership (no less than two weeks). Terms of service shall run April to the following March.

Section 3. Vacancies, Resignations, Terminations,

Resignation from the Board must be in writing and received by the President. A Board member can be terminated for not successfully fulfilling her/his duties by a majority vote of the membership present at a general Booster Club meeting.

When a vacancy on the Board occurs, nominations may be received from current Booster Club members by the Board President no less than two weeks prior to a Booster Club meeting. Nominations shall be sent to Booster Club members with an announcement prior to the election and shall be voted on according to the defined election procedure at the meeting. The vacancy will be filled to the end of the particular Board member's term.

Section 5. Salaries – The Board of Directors shall not receive any salary or compensation.

ARTICLE V CHARITABLE PURPOSE

This Corporation is organized and shall operate for the charitable and educational objectives and purposes as follows:

1. To support the coaching staff and team needs of the combined boys hockey program between Robbinsdale Armstrong and Robbinsdale Cooper High Schools.
2. To create and foster an interest in boys high school hockey,
3. To promote community interest in boys high school hockey.

This Corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes that are consistent with the foregoing purposes and are afforded to this Corporation by the Minnesota Non-profit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

ARTICLE VI FUNDS

Section 1. Accounts. All funds received by the Corporation shall be deposited in accounts insured by the FDIC or invested as agreed upon by unanimous vote of the Corporation's Board.

Section 2. Signatures. No funds may be withdrawn from any account or paid to any person except by check signed by an Officer or Director of the Corporation. All payments over \$1,000 shall be approved by the Board.

Section 3. Statements. The account statements shall be sent to the President and copies made available to members of the Corporation's Board upon request.

Section 4. Fund Balance. The Corporation shall maintain a fund balance that is no less than \$7,500 or a balance that is less as agreed upon by unanimous vote of the Corporation's Board.

ARTICLE VII COMPENSATION

This Corporation shall not, incidentally or otherwise, afford or pay any monetary gain, dividends, or other pecuniary remuneration to its Directors or Officers, and no part of the net income or net earnings of this Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any Director or Officer. This Corporation shall not lend any of its assets to any officer or director, or member of this Corporation or guarantee to any person the payment of a loan by any officer, director of this Corporation.

ARTICLE VIII DISSOLUTION

Upon dissolution, all assets of the Corporation shall be distributed in accordance with its charitable intent and Minn. Stat. §317A.735.

ARTICLE IX NO PERSONAL LIABILITY

The officers, directors and members of this Corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this Corporation.

ARTICLE X NO STOCK

This Corporation shall have no capital stock, either authorized or issued.

ARTICLE XI

NO SEAL

This Corporation shall have no seal.

**ARTICLE XII
AMENDMENTS**

These By-laws may be altered, amended or repealed upon the affirmative vote of a simple majority of voting Booster Club members present at any regular or special meeting. By-laws may be altered, amended or repealed only after thirty (30) day advance written notice has been provided to all members. The notice shall contain the requested changes in the By-laws.

**ARTICLE XIII
FISCAL YEAR**

The fiscal year of this Corporation shall begin on the 1st day of April each year and end on the 31st day of the following March.

These By-laws have been amended, ratified and approved effective _____, 20__ by ARMSTRONG COOPER BOYS HOCKEY BOOSTERS, INC., a Minnesota non-profit corporation, at a regular meeting of the Board held on the _____ day of _____ 20__.

Board of Directors: