

**AUTHORIZING RESOLUTION AND MINUTES IN LIEU
OF
SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
BLAINE YOUTH HOCKEY ASSOCIATION.**

The undersigned being all of the members of the Board of Directors of Blaine Youth Hockey Association, a Minnesota non-profit corporation (“**Corporation**”), do hereby take the following action without a meeting pursuant to Minnesota Statute § 317A.239, to be effective April 12, 2024, and do hereby adopt the following resolutions by authorizing the same in writing signed by the directors of the Corporation, and hereby waive any notice required to be given in connection herewith:

Resolution No. 1

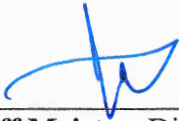
WHEREAS, pursuant to Article XI of the *Restated Articles of Incorporation of Blaine Youth Hockey Association*, dated April 12, 2012, the Board of Directors may initiate a proposal to amend the Bylaws of the Corporation by adopting a resolution stating the same; and

WHEREAS, upon the affirmative vote of the majority of the members of the Corporation to adopt the proposed Bylaws, the Board of Directors are so authorized to adopt such proposed Bylaws only upon the affirmative two-thirds (2/3) vote of the Board of Directors.

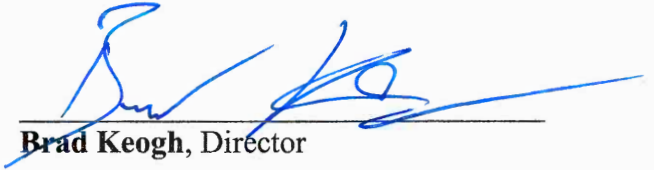
RESOLVED, that the Board of Directors hereby propose to amend the Corporation’s Bylaws by adopting the *Amended and Restated Bylaws* attached hereto as **Exhibit A**.

FURTHER RESOLVED, that upon receiving the requisite number of member votes in favor of adopting the Amended and Restated Bylaws, the Board of Directors hereby unanimously vote to revoke all prior Bylaws of the Corporation and adopt the Amended and Restated Bylaws as the official Bylaws of the Corporation.

[Signature page to follow]



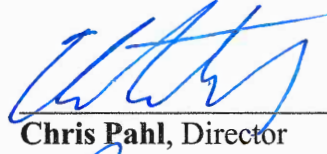
Jeff Meister, Director



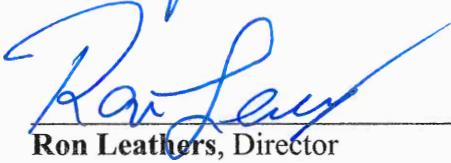
Brad Keogh, Director



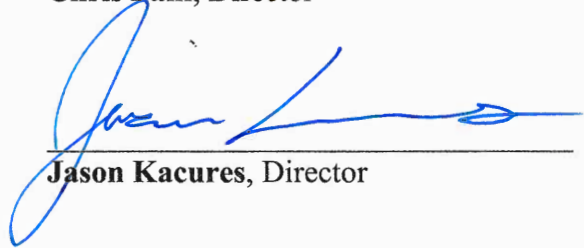
Rick Japor, Director



Chris Pahl, Director



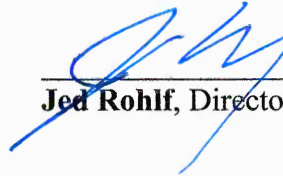
Ron Leathers, Director



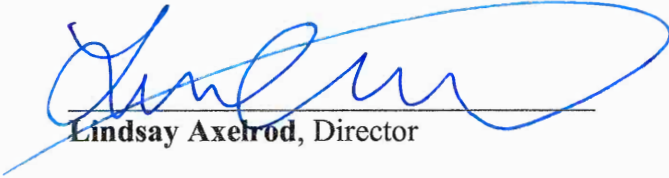
Jason Kacures, Director



Neal Verhulst, Director



Jed Rohlf, Director



Lindsay Axelrod, Director

[Signature page of Authorizing Resolution of Board]

EXHIBIT A
Amended and Restated Bylaws

See attached.

**AMENDED AND RESTATED BYLAWS
OF
BLAINE YOUTH HOCKEY ASSOCIATION**

**ARTICLE I
NAME, REGISTERED OFFICE AND PURPOSE**

1.1 Name. The name of the corporation is Blaine Youth Hockey Association (the "Corporation"). The Corporation shall be a non-profit corporation incorporated under the laws of the State of Minnesota.

1.2 Registered Office. The registered office of the Corporation shall be located in Anoka County at Fogerty Arena, 9250 Lincoln Street NE, Blaine, MN 55434.

1.3 Purpose. The Corporation is organized and shall be operated exclusively to carry out such purposes within the contemplation of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, and within the contemplation of Minnesota Statutes Section 290.05, Subd. 2, as now enacted or hereafter amended. The objectives and purposes of the Corporation shall be: (i) to encourage and promote youth hockey in the Anoka-Hennepin School District #11 Blaine High School boundary area including the teaching and development of skill and good sportsmanship, and for the participation and enjoyment of the sport of amateur ice hockey for the youth in the area, (ii) to promote community wide support and interest in hockey as a recreational and spectator sport, and (iii) to foster development of hockey skills for individual youth. The Corporation shall at all times maintain its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

1.4 Affiliate Preeminence. The Corporation, an affiliate association of Minnesota Hockey, Inc. ("MH") and USA Hockey, Inc. ("USA Hockey"), shall put forth reasonable efforts to abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of MH and USA Hockey. Notwithstanding the preceding sentence to the contrary, the Corporation is and shall remain a separate entity from MH and USA Hockey and shall reserve complete authority to conduct its affairs and programs, subject only to the express obligations and restrictions contained in these Bylaws and the Corporation's affiliate agreement with MH.

1.5 Restatement. These Amended and Restated Bylaws shall replace any previous bylaws adopted by the Corporation in their entirety.

ARTICLE II MEMBERS

2.1 Membership Eligibility. Except as otherwise provided herein, the following shall be considered members in good standing and shall be entitled to one vote at all meetings of the members: (i) elected Board of Directors of the Corporation; (ii) parents or guardians of any minor currently participating in programs sponsored by the Corporation; (iii) parents or guardians of any person who, as a minor, participated in programs sponsored by the Corporation, provided that such parents or guardians reside within the Anoka-Hennepin School District #11, Blaine High School boundary area; (iv) any person over the age of twenty-five (25) who, as a minor, participated in programs sponsored by the Corporation, provided that such persons reside within the Anoka-Hennepin School District #11, Blaine High School boundary area; and (v) coaches or coordinators who are involved with programs sponsored by the Corporation, provided that such coaches or coordinators are actively participating in such programs or participated in such programs within the previous or current Fiscal year. Notwithstanding Minnesota Statutes Section 317A.435 to the contrary, each member hereby consents to receive notice of member meetings pursuant to Section 2.7 below.

2.2 Membership Termination. Membership in the Corporation and all rights incident thereto shall be terminated upon any of the following events: (1) written resignation of the member submitted to the Secretary of the Corporation; (2) death of a member, (3) bankruptcy or insolvency of a person or organization who is qualified as a member exclusively by virtue of Section 2.1(vi); or (4) the expulsion of a member, following a hearing before the Board of Directors, for a willful violation of or failure to comply with the Articles of Incorporation, Bylaws, or the duly promulgated rules and regulations of the Corporation with respect to membership rights and duties; provided, however, that not less than fifteen (15) days written notice of the expulsion hearing is given to the affected member and such member is afforded a reasonable opportunity to be heard. A member shall be expelled only upon a majority vote of the Board of Directors.

2.3 Membership Suspension. Membership in the Corporation may be suspended when, upon a hearing and majority vote of the Board of Directors, it is determined that a member was involved with or participated in conduct that is deemed to be detrimental to the interest of the Corporation; provided, however, that not less than fifteen (15) days written notice of suspension hearing is given to the affected member and such member is afforded a reasonable opportunity to be heard. A suspension issued by the Board of Directors shall not exceed two (2) years.

2.4 Annual Meetings. An annual meeting of members shall be held in each calendar year. At that meeting, the members shall elect new members to the Board of Directors (if any such directors' terms are expiring), the President and Treasurer shall report on the activities and financial condition of the Corporation, and the members shall transact any other business properly coming before the meeting.

2.5 Special Meetings. Special meetings of the members may be called for any purpose at any time by the President or by demand of the members as provided by Minnesota Statute Section 317A.433.

2.6 Place of Meeting. Meetings of the members shall be held at the registered office of the Corporation, or at such other place as may be designated by the Board of Directors, except as otherwise required by law. To the extent authorized by the Board of Directors, meetings of the members may be held through any medium of “remote communication” allowed under Chapter 317A, Minnesota Statutes or through any combination of remote communication and in-person.

2.7 Notice of Meetings. A written notice setting out the place, date and hour of any annual or special meeting shall be given by mail, posted at rink, sent via e-mail, or posted on the Corporation’s website. Such notice must be given not less than five (5) days nor more than sixty (60) days prior to the meeting as determined by the Board. Notice of a special meeting must contain a statement of the purpose of the meeting.

2.8 Waiver of Notice. Members 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.

2.9 Quorum. Fifty (50) members shall constitute a quorum for the transaction of the business at any meeting of members; it being expressly understood that members may be “present” at a meeting through any medium of remote communication pursuant to Section 2.6 above. If the quorum is not present at a meeting, those 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.

2.10 Voting. The affirmative vote of the majority of the members representing a quorum 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. The Board of Directors shall be authorized, in their sole discretion, to implement validation measures to verify the membership status of each member casting a vote.

2.11 Action by Ballot. Members may take action by written or electronic ballot in the manner prescribed by law so long as 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.

ARTICLE III BOARD OF DIRECTORS

3.1 General Powers. The affairs, policy, business, and overall direction of the Corporation shall be managed by and shall be under the direction of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may delegate responsibility for day-to-day operations as it deems appropriate.

3.2 Number and Term of Office. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) directors. The number of directors may be increased or decreased from time to time (but in no event may the minimum number of directors be less than the minimum required by law) upon the affirmative vote of a majority of the members. Each director shall serve for a term of three (3) years, or until such director's death, resignation or removal, as hereinafter provided. Directors shall be eligible for re-election without limitation on the number of terms served.

3.3 Election and Qualification. Directors shall be elected (or re-elected) upon the affirmative vote of a majority of the members.

3.4 Resignation. Any director may resign at any time by giving written notice to the Secretary, President, or Vice President. Such resignation shall take effect at the time specified in the written notice of resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.5 Removal. A director may be removed at any time, with or without cause, by vote of a majority of the members of the Corporation or by vote of a majority of the entire Board of Directors. Removal shall be effective upon the mailing of a written notice to the director who is removed.

3.6 Vacancies. Vacancies in the Board of Directors shall be filled by any such individual approved by a majority vote of the remaining directors; provided, however, that any remaining director may serve in the role of the vacant director until such time a successor is appointed. Notwithstanding the preceding sentence to the contrary, any current director serving in the role of the vacant director shall not be afforded an additional vote at Board Meetings. 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.

3.7 Quorum; Act of the Board. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting. Except as otherwise expressly provided herein, the affirmative vote of a majority of directors present at any duly held meeting at which a quorum is present shall be the act of the Board of Directors.

3.8 Board Meetings.

(a) Meetings. The Board of Directors shall hold regular meetings for the purpose of electing officers and transacting any other business coming before it. Any action(s) or policy(s) adopted or requested to be adopted by the Board of Directors or the officers of Affiliate shall be reported to its membership, or their duly authorized

representatives, at least once each year at a meeting called for such purpose, with notice of such meeting being given to all members no less than five (5) days in advance of the holding of the meeting, which meeting shall be open to all members. The Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place within or without the State of Minnesota that the Board may designate. Absent such designation, Board meetings shall be held at the registered office of the Corporation. Any director may call a special Board meeting.

(b) Voting. The Board of Directors shall each be afforded one (1) vote at each Board Meeting, and in no event shall any director be afforded more than one (1) vote. Notwithstanding the preceding sentence to the contrary, if a director simultaneously holds the office of the President of the Corporation, then such director shall be prohibited from voting at Board Meetings except to cast the tie-breaking vote when the quorum has deadlocked. In all other events, such director shall abstain from voting.

(c) Notice. Notice of Board meetings shall be made by giving at least forty-eight (48) hours prior oral notice or five (5) days prior written notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Oral notice may be given by telephone or in person. Written notice may be given by e-mail or facsimile transmission or may be delivered to the address maintained for each director in the records of the Corporation. If a regular meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

(d) 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.

3.9 Remote Communication. Any meeting of the Board of Directors may be held through any medium of "remote communication" allowed under Chapter 317A, Minnesota Statutes.

3.10 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent, setting for the action so taken, is signed by a majority of the directors. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. A director who does not sign or consent to the written action has no liability for the action or actions taken thereby.

3.11 Compensation. The directors shall receive no compensation other than as authorized by a majority vote of the Board of Directors; provided; however, in no event shall such compensation be approved if such compensation would be considered an act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV OFFICERS

4.1 General. The Corporation shall have a President, Vice President, Secretary and Treasurer. 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.

4.2 Election and Term. From time to time, the Board of Directors shall elect officers, who shall hold office until the next election of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal or disqualification of such officer.

4.3 Resignation. Any officer may resign at any time by giving written notice to the Secretary, the President, or the Vice President. Such resignation shall take effect at the time specified in the written notice of resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal. Any officer may be removed, with or without cause, by vote of a majority of the Board of Directors. Removal shall be effective upon the mailing of a written notice to the officer who is removed.

4.5 Vacancies. If a vacancy in any office of the Corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President or Treasurer shall, be filled for the unexpired part of the term by the Board of Directors.

4.6 President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of the Corporation, and have general active management of the business of the Corporation; (b) preside at all meetings of the Board and of the members; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other officer or agent of the Corporation; (e) maintain records of and certify proceedings of the Board and members; and (f) perform such other duties as may from time to time be prescribed by the Board.

4.7 Vice President. In the event of absence or disability of the President, the Vice President shall succeed to and perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as may be prescribed by the Board of Directors.

4.8 Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the Corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board, making proper vouchers therefor; (d) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; (e) render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial

condition of the Corporation; and (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

4.9 Secretary. The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of members and Board of Directors and record the proceedings of such meetings in the minute book of the Corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to members and directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

4.10 Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

4.11 Delegation. Upon approval by a majority vote of the Board of Directors, an officer of the Corporation may delegate in writing some or all of the duties and powers of his or her office to other persons.

4.12 Compensation. No officer, coordinator, coach or other-like employee of the Corporation shall receive any compensation except as authorized by a majority vote of the Board of Directors; provided; however, in no event shall such compensation be approved if such compensation would be considered an act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code

ARTICLE V COMMITTEES

5.1 Committees. The Board of Directors may create such committees as it deems appropriate.

5.2 Membership. Committee members need not be directors or officers of the Corporation. Except as otherwise expressly provided herein, the Board of Directors may appoint a chair of each committee.

ARTICLE VI BOOKS OF RECORD, AUDIT AND FISCAL YEAR

6.1 Books and Records. The Board of Directors shall cause to be kept: (i) records of all proceedings of directors, officers, or committees; and (ii) such other records and books of account as shall be necessary and appropriate to the conduct of corporate business.

6.2 Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of: (1) records of all proceedings of directors, officers, and committees; (2) all financial statements of the Corporation; and (3) Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.

6.3 Audit. The Board of Directors may cause the records and books of account of this Corporation to be audited at such times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

6.4 Fiscal Year. Unless and until otherwise determined by the Board of Directors, the fiscal year of the Corporation shall begin on April 1st of each year and end on March 31st of the following year.

ARTICLE VII INDEMNIFICATION; STANDARD OF CONDUCT

7.1 Right to Indemnification. The Corporation may, in the exercise of the power granted to Minnesota nonprofit corporations generally by Section 317A.161, Subd. (2) of the Minnesota Statutes, as now enacted and as hereafter amended, indemnify its officers, directors, employees, and agents against certain expenses and liabilities, in the manner and to the extent provided in Section 317A.521 of the Minnesota Statutes, as now enacted or as hereafter amended.

7.2 Conflicts of Interest. The Corporation shall not enter into contracts or transactions between the Corporation or a related corporation and a director of the Corporation or between the Corporation and an organization in which a director of the Corporation is a director, officer or legal representative or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.

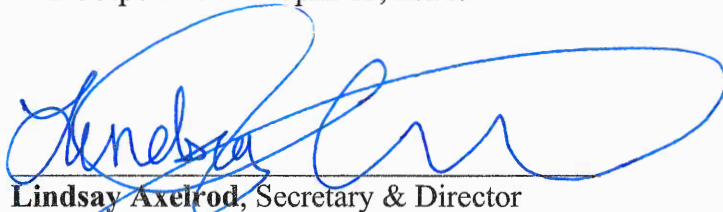
7.3 Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE VIII MISCELLANEOUS

8.1 Amendments. The Articles of Incorporation and these Amended and Restated Bylaws may be amended or restated, from time to time, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted, upon the affirmative vote of the majority of the members.

8.2 Equal Opportunity. The Corporation shall provide an equal competitive opportunity, taking into accountability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

The undersigned, **Lindsay Axelrod**, Secretary of the **Blaine Youth Hockey Association**, a Minnesota non-profit corporation, hereby certifies that the foregoing Amended and Restated Bylaws were adopted as the complete Bylaws of the Corporation by the Board of Directors of said Corporation on April 15, 2024.



Lindsay Axelrod, Secretary & Director


ATTEST:



Jeff Meister, Director



Brad Keogh, Director



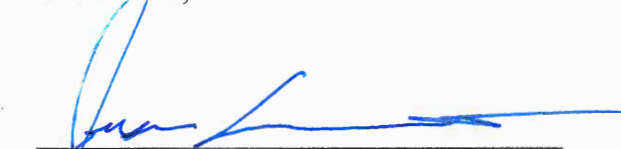
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