

RESTATED CORPORATE BY-LAWS  
OF  
**MOORHEAD YOUTH HOCKEY ASSOCIATION**  
A Minnesota Nonprofit Corporation

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**ARTICLE I**  
**NAME, PRINCIPAL PLACE OF BUSINESS**  
**REGISTERED AGENT AND CORPORATE PRUPOSES,**  
**POWERS AND OBJECTIVES**

**Section 1. NAME AND ORGANIZATION**

The name of this corporation shall be Moorhead Youth Hockey Association (the "Association"). The Association shall be organized as set forth in these By-laws. The affairs and business of the Association shall be managed by a Board of Directors. **By-laws to be reviewed annually at the Regularly Scheduled Board of Directors June Meeting.**

**Section 2. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Association shall be in **707 SE Main Ave**, Moorhead, Minnesota and its registered office in such city shall be designated by the Board of Directors.

**Section 3. REGISTERED AGENT**

The registered agent of the Association shall be such person as the Board of Directors may from time to time designate.

**Section 4. PURPOSE, POWERS AND OBJECTIVES**

- A. The purpose and powers of the Association shall be as provided in the Articles of Incorporation.
- B. It Shall be an objective of the Association to promote, sponsor, provide facilities for, and conduct a supervised program of hockey training, education and competition for your living or attending school within the boundaries of Independent School District #152 and/or the natural hockey community demographics and outlaying area in accordance with the residency policy established by Minnesota Hockey.
- C. Additional objectives and goals of the Association include the following:
  - 1. To help youth that participate become better citizens, better sports persons and more learned in the sport of hockey and the art of skating
  - 2. To provide our youth with a set of safe and enjoyable experiences;
  - 3. To aid participating youth in their physical, social and mental development; and control, patience, and courage.

# ARTICLE II

## MEMBERS

### Section 1. MEMBERSHIP

The membership of the Association shall be made up of those persons who pay the annual membership fee, which fee shall be determined by the Association's Board of Directors. Any family with a child participating in the Association's program must maintain a membership with the Association. The membership also provides voting rights at the Annual and Special Meetings, provided that the annual dues were paid by December 31 prior to the Annual Meeting. There shall be no limit to the number of members.

### Section 2. ANNUAL MEETING

The Annual Meeting of the members of the Association shall be held the third Wednesday in May or such other date designated by the Board of Directors, at a place within the City of Moorhead and time established by the Board of Directors. Notice of this meeting shall be published in advance in the Association's official newsletter or publication and **emailed** to all members not less than five (5) nor more than thirty (30) days before the Annual Meeting.

### Section 3. SPECIAL MEETING

Special Meetings of the members of the Association may be called at any time upon the request of the President, or a majority of the members of the Board of Directors, or upon request in writing to the Board of Directors of not less than forty percent (40%) of the members.

### Section 4. NOTICE OF SPECIAL MEETINGS

The person entitled to call a Special Meeting may make a written request to the President, Vice President or Secretary to all the meetings. Such officer shall give notice of the meeting to be held between ten (10) and sixty (60) days after receiving the request. Written notice of the time, place and in the case of a Special Meeting, the purpose of the meeting shall be mailed not less than five (5) nor more than thirty (30) days before the meeting. The notice of meeting may be contained in the Association's official newsletter or publication.

### Section 5. VOTING RIGHTS

Every member (**one vote per family**), whose annual dues were paid in accordance with Article II, Section 1, shall be entitled to one vote at the Annual and Special Meetings. Voting must be in person and there shall be no voting by proxy. Voting may be either by voice or by ballot, except that voting for the Board of Directors shall be by secret ballot as specified in Articles III, Section 6b hereof.

# ARTICLE III

## BOARD OF DIRECTORS

### Section 1. DUTIES AND POWERS

The Board of Directors shall be responsible for the activities and operations of the Association and shall manage the general business and affairs of the Association.

### Section 2. NUMBER OF DIRECTORS AND TERM OF OFFICE

The Board of Directors shall consist of the following:

- a. Nine (9) Directors elected for a 3-year term, with three (3) such Directors being elected each year. No Director may be elected to serve more than two (2) consecutive full 3-year terms.
- b. Moorhead High School head hockey coaches (boys and girls) shall be ex-officio voting members of the Board.
- c. The Gaming Manager, Arena Manager, Hockey Director, and Executive Director shall be ex-officio voting members of the Board of Directors.
- d. The immediate Past President of the Association shall be an ex-officio non-voting member of the Board if such person is not otherwise completing a term as an elected member.

### Section 3. REMOVAL, RESIGNATIONS AND VACANCIES

- a. A Director may be removed from office upon the affirmative vote of two-thirds (2/3) of the voting Directors then holding office.
- b. A Director may resign from office by submitting a written request to the Board of Directors and accepted by the Board of Directors by a majority vote.
- c. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director shall serve the unexpired term of his/her predecessor in office.

### Section 4. MEETINGS OF THE DIRECTORS

- a. Regular meetings of the Board of Directors shall be held monthly at the hours and places to be determined by the Board of Directors. The Annual meeting of the Board of Directors shall be the next regular meeting scheduled following the Annual Meeting of the members of the Association.
- b. Special meetings of the Board of Directors may be held for any purposes and may be called by the President or by a majority of the Board of Directors. The President shall determine the date, time and place of said special meeting. Special meetings or other communications equipment, by means of which all person participating in the meeting can hear and speak to each other. Notice of any said special meeting may be either oral or written. **Written notice shall be sufficient if delivered by email or text message** to each Director no less than four (4) days prior to the date of such special meeting. Oral notice hereunder shall be sufficient if given to each Director personally, no less than twenty-four (24) hours prior to any special meeting.

### Section 5. QUORUM

A quorum for the transactions of business at any meeting of the Board of Directors shall consist of a majority of the voting Directors in office.

Section 6. NOMINATIONS AND ELECTION OF DIRECTORS

a. Nominating Committee

The President shall, not less than sixty (60) days prior to the Annual Meeting of the members, appoint a Nominating Committee. The Nominating Committee shall offer for nomination those persons who are qualified to serve as members of the Board of Directors. The report of the Nominating Committee shall be made in writing and shall be publicized in advance of the Annual Meeting of the members in the Association's official newsletter or in a special mailing to the membership. The Nominating Committee shall determine in advance of the election the willingness of the nominee to serve on the Board or Directors.

b. Election at the Annual Meeting

At the annual Meeting of the members, the Nominating Committee shall offer for Nomination those persons they have identified. At that time all candidates shall have no more than five (5) minutes to speak on their own behalf. Nominations will not be accepted from the floor. A single secret ballot shall be cast to fill all vacancies. The three (3) candidates receiving the greatest number of votes on the ballot shall be elected. There shall be no cumulative voting. Members shall vote no more than the number of vacancies when casting their ballot. Any ballot not complying with this provision will not be counted. In the event of a tie, the President shall cast a vote breaking the tie.

## ARTICLE IV OFFICERS

Section 1. NUMBER OF OFFICERS

The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be chosen by the Board of Directors from time to time. Any two offices may be held by one person, except the President, who shall not hold more than one office. All officers shall be members. The President and Vice President shall be Directors. The Secretary and Treasurer may be, but need not be Directors.

Section 2. ELECTION, VACANCIES AND TERM OF OFFICE

Officers shall be elected at the Annual Meeting of the Board of Directors, and shall hold office until the Annual Meeting of the Board of Directors the following year and until their successors are chosen and qualified. Any officer may be removed by the affirmative vote of two-thirds (2/3) of the voting Directors then holding office. Any vacancy shall be filled by the affirmative vote of a majority of the Director, and an officer so chosen shall serve the unexpired portion of his/her predecessor's term and until the successor is chosen and qualified.

Section 3. PRESIDENT

The President shall preside at all meetings of members and Directors and shall perform all duties incident to their office and such other duties as may be prescribed from time to time by these By-laws or by the Board of Directors. The President shall have the authority to appoint and remove Committee Chairpersons, subject to approval by the Board of Directors.

Section 4. VICE PRESIDENT

The Vice President shall assume the duties of the President in the absence of the President and shall perform other duties directed to them by the President.

Section 5. SECRETARY

The Secretary shall keep or cause to be kept a record of the proceedings of meeting of the Membership, Board of Directors and Executive Committee. The Secretary shall direct and receive all correspondence and have custody of all books and records of the Association except those of the Treasurer.

Section 6. TREASURER

The Treasurer shall have the custody of all funds of the Association. The Treasurer shall ensure that the office staff has kept an accurate record of receipts and expenditures and shall monitor those that pay out funds as authorized by the Association.

Section 7. COMPENSATION OF OFFICERS

Officers of the Association shall serve without compensation, unless compensation for an officer is approved by resolution of the Board of Directors. Officers may be reimbursed for the reasonable and necessary expenses actually incurred for the benefit of the Association.

## ARTICLE V CONTRACTS AND FUNDS

Section 1. CONTRACTS, AGREEMENTS, AND LEGAL INSTRUMENTS

Except as provided in Section 2 of this Article, contracts, agreements, deeds, and other legal instruments or documents of every type and description shall be executed on behalf of the Association by the Executive Director, where appropriate the Secretary or President, or such other corporate officers or agents as the Board of Directors may, from time to time, designate by resolution.

Section 2. CHECKS, DRAFTS, ETC.

All checks, drafts or orders for payment of money and promissory notes or other evidences of indebtedness, issued in the name of the Association, may be signed by any elected Board Member that has bank signing authority. Minnesota Gambling rules/statutes will be followed in reference to who is allowed to sign checks from the Gambling Account. In addition, the Board of Directors may by resolution authorized any other officer or agent of the Association to sign or execute such checks, drafts, orders, notes or other evidences of indebtedness when countersigned by a designate corporate officer.

Section 3. DEPOSITS

All funds and other valuable assets or effects of the Association shall be deposited in the name of the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

# ARTICLE VI

## COMMITTEES

### Section 1. COMMITTEES TO BE CREATED

The Board of Directors may, from time to time, create committees to perform specific and designated functions and delegate to such committees the power to carry out their responsibilities. Such action by the Board of Directors shall be by resolutions, adopted by a majority of the Directors present. The Board may also delegate to each of the committees the responsibility and authority of establishing its procedures to be followed.

### Section 2. APPOINTEMENT TO COMMITTEES

Except as may be otherwise provided in these By-laws or in the resolution establishing such committee, the Chairperson of each committee and the liaison member from the Board of Directors shall be appointed by the President following the Annual meeting of the Board of Directors. The Committee Chairperson and the liaison Director shall select such other members of the committee as is deemed necessary for its work. Such committee members shall annually be approved by a resolution adopted by a majority of the Directors present. There shall be no limitation on the number of terms a committee members may serve.

#### **a. Executive Committee:**

- President oversees and appoints this committee
- Intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all the power and authority of the Board of Directors, subject to any prior limitations imposed by resolution of the Board of Directors or by statute. All actions of the Executive Committee shall be reported and approved at the next meeting of the Board of Directors.

#### **b. Finance Committee**

- Treasurer oversees this committee
- Monthly financial oversight and help with Annual Budgeting of the Association

#### **c. General Fundraising:**

- Organizing Raffles
- Sponsorships
- Fundraising events

#### **d. Capital Campaign Fundraising:**

- Helping to retire current debt and support future improvements, including improvements to current facilities and additional off-ice training needs

#### **e. Tournament Support Staff:**

- Assisting with the preparation and execution of tournaments throughout the season

#### **f. Membership Committee:**

- Attracting and retaining players
- Enhancing member experience
- Community Engagement

## ARTICLE VII FISCAL YEAR

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

We would like to change the fiscal year to begin on April 1 and end on March 31 of the following year.

## ARTICLE VIII AMENDMENTS

### Section 1. SUBMITTING AMENDMENT

No amendment may be submitted to the membership for ratification, unless such amendment has:

- A. Been introduced by a Committee through its Chairperson to the Board of Directors at least sixty (60) days prior to the
  1. The Annual Membership Meeting, and/or,
  2. A Special Meeting of the members of the Association; and
- B. Been distributed to the general membership not less than five (5) days nor more than thirty (30) days prior to the Annual Meeting or a Special Meeting.

### Section 2. RATIFICATION OF AMENDMENT

These By-laws may be amended at the Annual Membership Meeting or at the Special Meeting of the members of the Association called pursuant to Article II, Section 3, by a majority vote of these members present at any such meeting.

### CERTIFICATION

I, Amanda Kutter, the duly elected and acting Secretary of the Association, hereby certify that pursuant to a resolution of the members of the Association, adopted at a meeting of the membership held on the 21 day of July, 2025, a quorum of the members present and participating, the foregoing Restated Corporate By-laws of the Association were adopted.

Amanda Kutter

Secretary