Amended and Restated Bylaws

of

Brainerd Amateur Hockey Association

ARTICLE I – NAME AND CORPORATE SEAL

Section 1. **Name.** The name of the nonprofit corporation shall be Brainerd Amateur Hockey Association (hereinafter "Corporation").

Section 2. **Corporate Seal.** Corporation may, but need not, have a corporate seal, and the use or nonuse of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation's Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word "Seal," but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

ARTICLE II – LOCATION

Section 1. **Registered Office**. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, "Chapter 317A"). As of the date these Amended Bylaws were adopted, the registered address of Corporation is 502 Jackson St., Brainerd, MN 56401. The corporate records shall be stored at Corporation's registered office.

Section 2. **Mailing Address.** Corporation's mailing address is P.O. Box 38, Brainerd, MN 56401.

Section 3. **Other Offices.** Corporation may maintain other offices and places of business, within

or outside the State of Minnesota, as the Board may from time to time designate or the business of the Corporation may require.

ARTICLE III – PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for educational and charitable purposes.

The specific purpose of Corporation is educational and charitable:

- ***Educational***: To foster the development of youth aged eighteen (18) years of age or younger through instruction and training related to proper, safe techniques, and ethical practices of hockey under the rules set forth by District 15, Minnesota Hockey, and USA Hockey; to encourage effective communication, cooperation, sportsmanship, and healthy competition; to develop the value and self-esteem of each individual participant; and to create an atmosphere were camaraderie, inclusiveness, accountability, learning and respect are valued.
- ***Charitable***: To promote a sense of community and combat juvenile delinquency by supporting and maintaining an organized hockey program for the youth for the Brainerd community and its environs.

ARTICLE IV –MEMBERSHIP

Section 1. **Types of Membership.** The Board shall have the authority to establish and define multiple categories of membership, if desired.

Section 2. **Eligibility for Membership**. Application for membership will be open to any person, aged eighteen (18) years of age and older, with an interest in youth hockey in Brainerd that supports the mission and purpose of Corporation. Membership shall be granted after completion and approval of a membership application as well as payment of annual dues/fees/assessments, if any, as set by the Board of Directors. All membership applications must be affirmatively approved by the Board of Directors or its designated representative prior to

becoming a member of Corporation.

Section 3. **Classes of Membership**. The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Corporation shall have the following classes of membership:

A. ***Voting Members***: A voting member is any individual who meets all eligibility requirements as stated above, and: 1.) has a child that currently participates in Corporation's hockey program; 2.) has a child that participated in Corporation's hockey program in the past; 3.) is a rostered coach; or 4.) is an interested community member. Each voting member in good standing shall be allowed one (1) vote, with a family allowed a maximum of two (2) memberships. Voting members in good standing are eligible for Board of Directors candidacy as well as vote on any matters subject to a vote of Corporation's members or any committee on which the voting members sit.

B. ***Corporate Members***: Any partnership, LLC, corporation, or other business entity is eligible for Corporate Membership. Corporate membership does not include the privilege of voting or holding office in Corporation. Non-voting members shall receive all member benefits and are welcome to attend Corporation meetings but shall have no voting rights.

Section 4. **Annual Dues/Fees/Assessments.** The Board of Directors shall determine the annual dues and all other fees and/or assessments owed by members (if any), and these dues/fees/assessments may be changed from time to time. The Board of Directors shall publish the costs of the dues/fees/assessments on an annual basis to all members and prospective members.

Section 5. **Rights of Members.** Each voting member in "good standing" (as defined below) shall be eligible to cast one (1) vote in the annual meeting of the voting membership as well as one (1) vote in any periodic vote involving the voting membership. Voting members shall not be permitted to vote at Board of Director meetings (unless voting in his or her capacity as a member of a committee (*e.g.*, the Fundraising Committee)). Members must vote in person, U.S. mail, or electronically when authorized by Board action. Voting by proxy is NOT permitted. Additional benefits of membership shall include:

A. Recognition in Corporation publications;

B. Members-only announcements and Corporation-funded events; and

C. Other such benefits as the Board of Directors may determine from time to time.

No member shall be responsible for any financial obligation of the Corporation.

Section 6. **Membership Duration.** Once registered as a Corporation Member, Membership shall continue (so long as he/she is in "good standing") from October 1 to September 30, or as determined by resolution of the Board. Membership in Corporation shall not be assigned nor transferred in any manner.

Section 7. **Good Standing (Defined).** "***Good standing***" of a Member is contingent upon such Member (a) being current on payment of all dues/fees/assessments; and (b) not then currently being subject to any suspension or sanctions. Failure to pay dues/fees/assessments shall subject members to removal unless special arrangements are made with the Board.

Section 8. **Resignation and Suspension, Expulsion, and Sanctions**. All rights, privileges, and benefits of voting membership shall cease for a member upon any of the following:

A. Voluntary resignation by the member with the Corporation;

B. Death of the member;

C. Expiration of the membership duration;

D. Failure of the member to pay dues/fees/assessments in a timely manner unless special arrangements are made with the Board; or

E. Expulsion, suspension, and/or sanctions of the member.

F. Expulsion, succession and/or sanctions may be imposed upon a member for "***Good Cause Shown***" (as defined below) as determined by the affirmative vote of:

1. A majority vote of the Board of Directors confirmed by a majority vote of eligible voting members;
2. A two-thirds vote of the Board of Directors; or
3. A two-thirds vote of the voting membership.

G. "***Good Cause Shown***" may include acts detrimental to the Board and its work on behalf of

the organization and/or acts detrimental to the Corporation and its purpose/mission. This could include violation of Corporation's Articles, Bylaws, Code of Conduct, Policies & Procedures, other rules, state/federal laws, misappropriation of Corporation assets, and/or actions/omissions in contravention to the mission and values of Corporation. Further, Good Cause Shown may include any inappropriate actions or behavior occurring or taking place at any Corporation related event or activity, including without limitation, any youth hockey games, practices, fundraisers or other activities.

Pursuant to Minn. Stat. § 317A.411, any member being terminated must be given reasonable notice and the opportunity for a hearing, if requested by the member in writing.

H. The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to Corporation for dues/fees/assessments, or for charges for goods or services.

Section 9. **Reinstatement of Membership**. Former members of Corporation whose termination occurred, and who, during such absence, have maintained positive and active support of Corporation's purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the Board of Directors.

ARTICLE V – MEETINGS OF VOTING MEMBERS

Section 1. **Record Date and Membership Roll**. The Board of Directors shall fix a date not more than sixty (60) days, or shorter than ten (10) days, before the date of a voting members meeting as the date for determining which persons are entitled to notice of and entitled to vote at the meeting. When the date is fixed, only voting members in "good standing" on that date are entitled to notice of and permitted to vote at the upcoming voting members meeting. After the Board of Directors has fixed a record date for determining the membership roll, the Corporation shall prepare an alphabetical list of member names with addresses who are entitled to receive a notice and vote. This list shall be approved and adopted by the Board of Directors as the official member roll for disseminating notices for that meeting. The same list will be available at the meeting and used for voting member verification.

Section 2. **Notice.** Written notice, including the date, time, and place of the meeting, shall be provided to each member listed on the official membership roll, at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, facsimile or any other electronic method permitted by Chapter 317A of the Minnesota Statutes.

Section 3. **Annual Meetings**. An annual meeting shall take place in the month of **March or April**, the specific date, time, and location of which will be designated by the President. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; analysis of the annual information return submitted to the IRS; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 4. **Special Meetings**. Special meetings of the members may be called by the President, a simple majority of the Board of Directors, or a petition signed by ten percent (10%) of the of the members entitled to vote. Business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 5. **Quorum**. A quorum of the members is ten percent (10%) of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with five (5) days written notice provided prior to the new date.

Section 6. **Voting**. All issues to be voted upon shall be decided by a simple majority of those present at the meeting in which the vote takes place unless specified in these Bylaws. All eligible voters may cast one (1) vote. Voting members shall not be permitted to vote at Board of Director meetings (unless voting in his or her capacity as a member of a committee (*e.g.*, the Fundraising Committee)). Voting by proxy is NOT permitted. The following decisions shall require approval of the voting membership:

- Election of Directors;
- Ratification/rejection of amendments to the Articles of Incorporation and Bylaws;
- Merger, consolidation with another organization, a substantial sale of assets, and/or dissolution of Corporation.

Section 7. **Meeting Procedures**. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

Section 8. **Meeting Decorum**. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members.

ARTICLE VI – BOARD OF DIRECTORS (GOVERNING BOARD)

Section 1. **Number and Qualifications**. Corporation's Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are broadly representative of the community interests, possess applicable professional experience, or who have an expressed concern for the educational and charitable purposes of Corporation. Directors shall be natural persons, over the age of eighteen (18), who are voting members "in good standing" with Corporation.

Section 2. **Governing Powers.** Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, the Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

A. To utilize all funds raised by or in the name of Corporation for the organization's legal and business benefit;

B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, and/or the Handbook;

C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all Officers, agents, employees, independent contractors, and/or committees of Corporation; to prescribe powers and duties for them; and to fix their compensation;

D. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;

E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in obtaining the purposes of promoting the interests of Corporation;

F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;

G. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

H. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity.

I. To follow these Bylaws, including meeting regularly; and

J. To register their addresses with the Secretary of the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and

that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 3. **Terms**. There shall be staggered Directorships beginning on May 1 and ending on April 30. All Directors shall serve a two (2)-year term unless such Director was elected at a special election to serve a shorter term length. Directors may serve on the Board for a maximum of ten (10) years.

Section 4. **Election Procedures**. Directors shall be elected at the annual meeting by the voting members of Corporation according to the following procedures:

A. Nomination Notice: At least thirty (30) days before the February Board of Directors meeting, the Corporation shall send its voting members correspondence informing them of opening Director, Officer, and other volunteer positions. Qualified voting members interested in seeking election or re-election shall submit a resume or other indication of interest to the Board of Directors on or before the February Board of Directors meeting. In addition, nominations for potential candidates, including self-nominations, will be accepted from the floor at the February Board of Directors meeting. Only persons nominated as candidates at the February Board of Directors meeting shall be eligible for election as Directors and Officers at the annual meeting.

B. Election: Upon proper notice to each member of Corporation, an election shall be held at the annual meeting, at a specific date, time, and place determined by the Board of Directors. Outgoing Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence as indicated above.

C. Ballot: The election shall be conducted by written ballot by those present and qualified to vote. In the event the annual meeting is conducted through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, the election shall be conducted by an on-line written ballot (i.e., Survey Monkey or the like) by those qualified to vote.

D. Votes Required: Each candidate is required to secure a plurality of the votes cast in order

to be declared elected.

E. Recount: A candidate may call for an immediate recount after the reading of the results, after which the results shall be final.

Section 5. Resignation, Termination, Leaves, and Absences.

A. A Director may resign or request a leave of absence at any time by giving written notice to the Secretary of Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date. If less than (3) Directors will remain after the resignation or leave of absence, the resignation or request for leave of absence is not effective until a successor is installed.

B. A Director on leave shall be considered an inactive member of the Board of Directors.

C. Any Director may be removed for just cause, including absence from two (2) board meetings without approval, by an affirmative vote of:

1. A majority of the voting membership; or
2. A two-thirds (2/3) vote of the remaining Directors.

D. The matter of removal may be acted upon at any meeting of the Board or any voting membership meeting, provided that notice of the intention to consider a Director's removal has been given to each Director and to the Director affected at least fifteen (15) days in advance of the meeting. A successive Director may then be elected to fill the vacancy thus created. Any Director whose removal will be proposed shall be given at least fifteen (15) days' notice of the intent to take such action and an opportunity to be heard at this meeting.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new candidates from present Directors at least ten (10) days in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board

meeting.

Section 7. **Compensation**. No compensation shall be paid to Directors of Corporation for their services, time, and efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 8. **Annual Meetings**. An annual meeting shall take place in the month of **March or April**, the specific date, time, and location of which will be designated by the President. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; analysis of the annual information return submitted to the IRS; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 9. **Regular Meetings**. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least quarterly, or four (4) times each year. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda shall be:

- Call to Order
- Roll Call
- Approval of Agenda of current meeting
- Reading and Approval of Minutes of the preceding meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business

- New Business
- Adjournment

Section 10. **Special Meetings**. The Corporation shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 11. **Notice**. Written notice, including the date, time, and place of the meeting, shall be provided to each Director at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, facsimile or any other electronic method permitted by Chapter 317A of the Minnesota Statutes.

Section 12. **Quorum**. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Corporation.

Section 13. **Voting**. All matters, with the exception of amendments to the Articles of Incorporation and Bylaws, shall be decided by a majority vote of the Board of Directors present.

Section 14. **Proxies**. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 15. **Confidentiality**. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, or the Board of Directors affirmatively authorizes disclosure. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the Corporation's purposes and functions, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality and conflict of interest agreement consistent herewith upon being voted onto the Board of Directors.

Section 16. **Background Screening**. As required by the mandates of District 15, Minnesota Hockey, or USA Hockey, each Director agrees to submit to and successfully complete any background screening(s) or other requirements.

Section 17. **Meeting Procedures**. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

Section 18. **Meeting Decorum**. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members.

Section 19. **Written Action**. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may 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 20. **Executive Sessions of the Board.** Regardless of whether the Board of Directors typically opens Board meetings to attendance of non-Directors, the following shall apply:

A. Executive Sessions. The Board of Directors may hold an "executive session" to discuss any matter that the Board of Directors deems to be sensitive, confidential, or privileged, such as personnel issues, legal matters, or other matters of a private or highly sensitive nature. The Board of Directors may also hold an executive session to receive reports or advice from professional advisors, such as attorneys, accountants, or consultants. Further, it is acknowledged that the educational purpose of the Corporation includes, among other things, fostering the development of youth aged eighteen (18) years of age and younger, which requires, at times, that certain private or highly sensitive matters be discussed confidentially among the Board of Directors in

order to respect the privacy and well-being of these youth and their families. Accordingly, such matters may be discussed at an "executive session" of the Board.

B. Procedure and Participation. An executive session may be called by the President or a simple a majority vote of the Board members present at a regular or special meeting of the Board of Directors. The notice of an executive session shall state the general purpose of the session, without disclosing any confidential or privileged information. The notice shall also state the time and place of the session, and whether it will be held before, during, or after a regular or special meeting of the Board of Directors.

C. Attendance. Only Board members and invited guests may attend an executive session. Invited guests may include senior staff, professional advisors, or other persons who have relevant information or expertise on the matter to be discussed. The Board of Directors may exclude any person from an executive session at its discretion.

D. Close of Executive Session. An executive sessions shall come to a close once all matters for which such executive session was called have been discussed or address.

E. Minutes. The Board of Directors shall keep a separate record of the proceedings of an executive session, which shall include the date, time, and place of the session, the names of the attendees, the general purpose of the session, and any actions or decisions made by the Board of Directors. The minutes of an executive session shall be confidential and shall not be disclosed to any person who was not present at the session, except as required by law or authorized by the Board of Directors.

ARTICLE VII – OFFICERS

Section 1. Designation. Principal Officers of Corporation shall be: President, Vice President, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall be elected by the Board of Directors. A person must be a member of the Board of Directors to be elected as an Officer. Unless sooner removed by the Board, Officers shall serve for a term of one (1) year, or until their successors are elected.

A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers. When a vacancy on the Board exists mid-term, the Corporation must receive nominations for new candidates from existing Directors at least ten (10) days in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 3. **Terms**. All Officers shall serve a one (1)-year term that coincides with their term as Director. There shall be no limit to the number of terms an Officer may serve (other than the limitations on his/her service as a Director); however, in the case of the Treasurer, the Treasurer may serve only up to four (4) consecutive terms unless he/she is a licensed CPA. After serving four (4) consecutive years, the Treasurer (unless a licensed CPA) must take at least one (1) year off from the Treasurer position before being considered for another term as Treasurer.

Section 4. **Resignation**. An Officer may resign by giving written notice to Corporation. The resignation is effective without acceptance when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. **Removal**. Any Officer may be removed from his/her position for just cause by the affirmative vote of:

1. A majority of the voting membership; or
2. A two-thirds (2/3) vote of the remaining Directors.

The matter of removal may be acted upon at any meeting of the Board or at any meeting of the Voting Membership, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the Officer affected at least fifteen (15) days' in advance of the meeting.

Section 6. **Compensation**. No compensation shall be paid to Officers of Corporation for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 7. **President.**

- Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of 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 or by the Board to another Officer or the Executive Director(s).
- The President or his designee shall manage team books to include birth certificates, player information, code of conduct, and waiver forms. Moreover, the Secretary shall maintain a list of coaches, Board Members, and other volunteers that have been disciplined or otherwise sanctioned by Corporation. Copies of all documents shall be maintained at Corporation's registered office.
- The President or his designee shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- After the Board of Directors authorizes said committee, the President may appoint members. The President shall be a voting ex-officio member of all committees.

Section 8. Vice President.

- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.
- The Vice President shall perform other duties as prescribed by the Board or by the President.

- In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 9. Secretary.

- The Secretary, shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee.
- The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, Membership lists, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer. Copies of all documents shall be maintained at Corporation's registered office.
- The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- The Secretary shall perform other duties as prescribed by the Board or by the President.
- The Board of Directors may designate other persons to handle activities of the Secretary.

Section 10. Treasurer.

- The Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- The Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.
- The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.
- The Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board

of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.

- The Treasurer shall serve as the Finance Committee Chair.
- The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 11. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

ARTICLE VIII – COMMITTEES

Section 1. **Authority**. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors or Officers of Corporation (i.e., they can be voting members or even non-voting volunteers of Corporation). Examples of committees that may be formed by the Board are:

- Fundraising Committee
- Recruitment and Retention Committee
- Events/Promotions Committee
- SafeSport, Grievance, and Discipline Committee
- Volunteer Committee

Section 2. **Standing Committees**. The standing committees established by the Board may include, but are not limited to:

A. ***Executive Committee***. The Board of Directors, by resolution adopted by a majority of the

Board, may establish an Executive Committee to consist of the President, Vice President, Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.

B. ***Finance Committee***. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer will be the Chair of the Finance Committee, which includes at least three other persons. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual meeting. The financial records of the organization shall be made available to the Directors, Officers, members, and all other persons in any way affiliated with Corporation.

C. ***Player Development Committee***. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Player Development Committee. The Hockey Director will be the Chair of the Player Development Committee, which includes at least three other persons. The Player Development Committee is responsible for developing processes and policies regarding all players, parents, coaches, and hockey teams, and said processes and policies shall not conflict with the mandates of District 15, Minnesota Hockey, or USA Hockey. The Board of Directors shall retain oversight over the Player Development Committee, and in the event of conflict or disagreement between the Player Development Committee and the Board, Board Decisions shall prevail.

D. ***Fundraising Committee***. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Fundraising Committee to consist of the (a) the Board of

Directors and (b) all voting members in good standing. The President of the Board shall be designated as the Chair of the Fundraising Committee. The designation of the Fundraising Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, to the maximum extent permitted under Chapter 317A of the Minnesota Statutes and other applicable law, the Fundraising Committee shall have all power and authority over the fundraising activities of Corporation and any matters related or incidental thereto. No individual shall continue to be a member of the Fundraising Committee after he or she ceases to be a Director or voting member.

Section 3. **Meetings**. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) business days and no more than sixty business (60) days' notice in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

Section 4. **Voting.** Each member of the committee shall have one (1) vote on any matter before the committee.

ARTICLE IX – CORPORATION STAFF

Section 1. **Designation**. The Board of Directors may select and employ staff, whether as employees or independent contractors of Corporation. Staff have no power or authority apart from that which is delegated to him/her by the Board of Directors or Officers of Corporation, and the Board and Officers (as applicable) have the duty and responsibility to adequately monitor the actions of the Staff.

Section 2. **Compensation.** Corporation may pay compensation to staff, whether employees or independent contractors, for services rendered to Corporation. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. **Checks, Drafts, Petty Cash Fund**. The Board of Directors may authorize a staff

member to be a signatory on more routine, day-to-day, matters requiring a signature of Corporation including, without limitation, providing one of the signatures on checks, drafts, or other orders of payment for Corporation. The signing authority (and limits thereto) of such staff member shall be established from time to time by the Board of Directors. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

ARTICLE X – VOLUNTEERS

Section 1. Designation. The Board of Directors shall establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission.

Section 2. Insurance Coverage for Volunteers. Corporation may maintain a special accident policy to cover those individuals serving the organization in a volunteer capacity.

ARTICLE XI – MANAGEMENT & MISCELLANEOUS PROVISIONS

Section 1. Financial Year. The accounting year of Corporation shall begin on the first day of April of each year and end on the last day of March of each year.

Section 2. Books and Accounts.

A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name "Brainerd Amateur Hockey Association."

B. The President, Treasurer, and Secretary are authorized to act as signatories on all Corporation financial accounts. In the event the President, Treasurer, or Secretary is unwilling or unable to serve as a signatory, the Board is authorized to select another member of the Board of Directors to temporarily act as a signatory in the President, Treasurer, or Secretary's place. Further, the Board of Directors may authorize certain staff members as signatories on more routine, day-to-day matters, requiring a signature of the Corporation. The signing authority (and limits thereto) of such staff member shall be established from time to time by the Board of Directors.

C. Corporation's books and accounts (or an exact copy thereof) shall be kept at the registered office.

D. All money fundraised in Corporation's name shall be deposited in Corporation's account and used for Corporation's charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. **Computerized Records or Electronic Means**. In accordance with Section 317A.461, Subd. 6 of the Minnesota Statutes, Corporation may maintain its books, records and accounts in computerized or other electronic means. Any reference in these Bylaws to Corporation's maintenance of books, records and accounts shall include the right to maintain such items in computerized or other electronic means.

Section 4. **Examination by Directors and Members**. Every Director, Officer, and Voting Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, all books and records of Corporation and make extracts or copies therefrom.

Section 5. **Legal Instruments**. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer is personally liable on the legal instrument.

Section 6. **Loans**. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 7. **Periodic Reviews**. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;

C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.

D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules.

Section 8. Publication and Media.

A. ***Website***: The Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL. Content displayed on the Corporation's website shall be accurate and true in nature.

B. ***Newspaper and Press***: Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in the most positive (but truthful) nature possible. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional. Appearances and interactions with the press by a member representing the Corporation shall require notification to the Board of Directors, with whom the event shall be coordinated.

C. ***Social Media***: Social media content shall portray the organization in the most positive (but truthful) nature possible. All content shall be actively managed by a member assigned by the Board of Directors. Information displayed on any of Corporation's social media pages shall be accurate and true in nature.

Section 9. **Affiliations**. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 10. **Policies and Procedures**. The Board of Directors should establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 11. **Amending the Articles of Incorporation and Bylaws**. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a two-thirds (2/3) majority of the Voting Membership at a properly called meeting of the Voting Membership as well as by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors. The amendment must be circulated to the Voting Membership at least seven (7) days prior to the Voting Membership meeting.

CERTIFICATION

The voting membership of Brainerd Amateur Hockey Association approved these Amended and Restated Bylaws on the __ day of _____, 2024. Further, these Bylaws were approved at a meeting of the Board of Directors of Brainerd Amateur Hockey Association by a two-thirds (2/3) majority vote on

the ___ day of _____, 2024.

_____ _____

Secretary Date