

Minnetonka Youth Hockey Association Bylaws

Article I Incorporation

Section 1.1: Incorporation

Minnetonka Youth Hockey shall be formed and organized under the laws of the State of Minnesota and shall be named Minnetonka Youth Hockey Association (hereinafter referred to as the “Association”). The Association shall be a tax-exempt organization pursuant to the Internal Revenue Code section 501(c)(3) and files its status under the Minnetonka Youth Hockey Association. The official address is MYHA, Pagel Activity Center, 18313 Hwy 7, Minnetonka, MN 55345

Article II Purpose and Affiliations

Section 2.1: Purpose

The Minnetonka Youth Hockey Association is organized exclusively for charitable, scientific and education purposes. The purpose of the Association is to provide a structured and supportive environment for local families to learn, play, and enjoy the sport of ice hockey (the “Purpose”).

Section 2.2: Minnesota Hockey and USA Hockey Authority

The Association is an affiliate of Minnesota Hockey, Inc. and USA Hockey, Inc. It shall 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 Minnesota Hockey and USA Hockey. Such documents and decisions shall take precedence over and supersede all similar governing documents and decisions of the Association.

The Association is and shall remain an independent legal entity with complete authority to conduct its affairs and programs, subject only to the express obligations and restrictions contained in these Bylaws and in affiliate agreements with Minnesota Hockey and USA Hockey.

The Association shall at all times maintain its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. All teams of MYHA shall register with Minnesota Hockey and all players shall register with USA Hockey.

Article III Membership

Section 3.1: Qualifications for Membership

Membership in the Association shall consist of youth participants, their parents or legal guardians, and other individuals or entities that support the mission of the Association and meet criteria established by the Board of Directors.

Registration in an Association program and payment of applicable fees shall constitute membership for the applicable season, subject to policies adopted by the Board.

Section 3.2. Membership Policy and Compliance

The Board of Directors shall establish and maintain membership policies that govern eligibility, qualifications, and conditions of membership. Such policies shall be consistent with the rules, regulations, and participation requirements of Minnesota Hockey, USA Hockey, and any other applicable governing bodies.

Section 3.3: Hockey Fees

The Board of Directors shall establish annual hockey fees, which shall be assessed and payable in accordance with Board-approved policy. A member shall be considered in good standing when all fees are paid according to such policy.

Section 3.4: Voting

Voting privileges are granted to the Association's membership for election of the Board of Directors and approval of proposed amendments to the organization's Bylaws only. Members shall be entitled to one voting privilege per household. Only members in good financial standing shall be eligible to vote.

Section 3.5: Transfer of Membership

A member may not voluntarily or involuntarily transfer their membership or any rights arising therefrom.

Section 3.6: Removal

Members shall be removed only by a process that is fair and reasonable. Such removal shall take place in accordance with the Policies and Procedures of the Grievance Committee.

**Article IV
Member Meetings**

Section 4.1: Place of Meeting

Meetings of the voting members shall be held at the registered office of the Association, or at such other place designated by the Board of Directors.

Section 4. 2: Annual Meeting

The annual meeting shall be held following the end of each hockey season on such date and time as shall be determined by the Board of Directors. At the annual meeting the members shall elect Board Directors and Officers and vote on amendments to the Articles of Incorporation or Bylaws.

Section 4.3: Notice of Annual Meeting

Written notice of the place and time of the annual meeting of members shall be published on the Association website not less than fifteen (15) days before the annual meeting, excluding the day of the meeting.

Section 4.4: Quorum

A quorum for any meeting of the members shall consist of at least one percent (1%) of the members entitled to vote, present in person.

Section 4.5: Voting

Except as otherwise provided in these Bylaws, all matters requiring a vote of the members shall be decided by a simple majority of the members present at a meeting at which a quorum is established. Amendments to these Bylaws shall require a two-thirds (2/3) vote of the members present at a meeting at which a quorum is established.

**Article V
Board of Directors**

Section 5.1: Board Role

The Board is responsible for overall policy and direction of the Association, and delegates responsibility for day-to-day operations to the Executive Director.

Section 5.2: Composition

The Board of Directors shall have up to 11, but not fewer than nine (9) members. Board members will receive no compensation other than reimbursement for reasonable and documented expenses. No more than 20% of the Directors will be members admitted via discretionary waiver.

Section 5.3: Terms

Directors shall serve two (2)-year terms and may be re-elected for up to three (3) consecutive terms. Officers shall be elected from among the Directors to two (2)-year terms and may be re-elected for additional terms as permitted by the Board.

To provide for staggered terms and continuity of leadership, the Board may assign initial terms of one (1) year as necessary. In no event shall any Director serve more than six (6) consecutive years. The business year, for purposes of terms of office and elections, shall run from April 1 through March 31.

Section 5.4: Election of Directors

New Directors and current Directors shall be elected or re-elected by the Association's members at the annual meeting. Directors will be elected by a simple majority of the members in attendance at the annual meeting.

Section 5.5: Election Procedures

Candidates for Board service must be members in good standing, and any member may recommend a candidate. Candidates shall be designated in two categories: Officers and Hockey Vice Presidents, and At-Large Directors. Officers and Hockey Vice Presidents shall be presented as a slate for membership approval, while At-Large Directors shall be elected individually. No more than one family member per household may serve as an officer on the Board of Directors. The Board's Election Policy shall govern all procedures.

Section 5.6: Vacancies of a Director or Officer

Any vacancy of a Director or Officer, resulting from death, resignation, removal, or any cause other than an election, shall be filled by a majority vote of the remaining Board of Directors. The term of an appointed Director or Officer shall continue for the remainder of the unexpired term. For vacancies of Officer positions:

- The successor to the President or Vice President shall be another Officer.
- The successor to the Treasurer may be another Officer or a Director.

Section 5.7: Resignation, Termination and Absences

Resignation from the Board must be in writing and received by an Officer of the Board. A Director or Officer shall be terminated from the Board of Directors due to excess absences, more than 30% of the meetings in a year. A Director or Officer may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 5.8: Officers and Duties

There shall be three officers of the Board, consisting of the President, Vice President and Treasurer. Their general duties are as follows:

- **President:** Presides at all Board and membership meetings, provides overall leadership to the Board, ensures the Board fulfills its governance responsibilities, and serves as the primary liaison to the Executive Director and the membership.
- **Vice President:** Assists the President and assumes the President's duties in their absence, supports the Board in carrying out its governance and strategic responsibilities, and represents the Association at all League organizational meetings.
- **Treasurer:** Oversees the financial affairs of the organization, ensures proper accounting and reporting, monitors adherence to the approved budget, and provides financial reports to the Board.

Officers shall perform such other duties as may be assigned by the Board consistent with these Bylaws and the policies of the organization.

Article VI Board Meetings

Section 6.1: Meetings and Notice

The Board of Directors shall meet no fewer than quarterly, at a time and place determined by the Board. Written notice of each Board meeting shall be provided to all Directors at least fourteen (14) days in advance. Notice of Board meetings shall also be posted on the Association's official website.

General Members may attend Board meetings but shall have no voting privileges. General Member input may be permitted at a time designated on the meeting agenda, subject to reasonable rules established by the Board. The Board of Directors may meet in executive session, closed to members or the public, to discuss personnel, legal, or other confidential matters. Only board members and invited individuals may attend. Minutes shall be maintained as appropriate.

Section 6.2: Special Meetings

Special meetings of the Board shall be called upon the request of the Board President or by a majority of Directors. Notice of special meetings will be sent to each Board member at least 48 hours in advance of the meeting and shall be posted on the Association's official website.

Section 6.3: Quorum

A quorum consisting of a simple majority of occupied Board of Director positions is necessary for the transaction of business at regularly scheduled and special meetings. Directors may participate by remote communication. When a quorum is not present, any meeting must be adjourned for that reason. When a quorum has been present at a meeting and Directors have withdrawn from the meeting, so that less than a quorum remains, the Directors still present may continue to transact business until adjournment.

Section 6.4: Electronic Conference Meetings A meeting among directors, or among members of any committee designated by the Board of Directors, by any means of remote communication through which the participants may simultaneously hear each other during the meeting, constitutes a meeting of the Board or the committee, if the same notice is given of the meeting as would be required for a meeting of the same type attended in personal presence, and if the number of persons participating in the meeting would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such remote means constitutes personal presence at the meeting.

Section 6.5: Action without a Meeting

For unanticipated matters requiring prompt action, the Board may conduct meetings electronically, including via video conference or email. Such electronic meetings shall not replace or circumvent regularly scheduled Board meetings. A majority of the Directors must participate for a quorum. Notice of electronic meetings shall be provided at least forty-eight (48) hours in advance to allow Directors the opportunity to participate. Each Director shall be entitled

to one vote. A majority vote of Directors participating electronically, constituting a quorum, shall have the same effect as an in-person Board vote.

Section 6.6: Indemnification

The Association shall indemnify up to \$25,000, unless prohibited by law, persons serving on the Board of Directors or its committees from any expenses and liabilities owed to third parties that arose from the authorized work of such persons while acting for or on behalf of the Association.

Section 6.7: Existence of Conflict, Disclosure

Directors, Officers, members, employees, and contractors of the Association should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Association. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Association. If any such conflict of interest arises the interested person shall, and any member may, call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring action, such potentially conflicted person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict. For further direction on the existence of a potential conflict and disclosure, the Board shall refer to its Conflict of Interest Policy.

**Article VII
Committees**

Section 7.1: Committee Formation

The Board of Directors may establish committees as needed to carry out the work of the Association. Committees may include standing committees and ad hoc task forces. All committee chairs shall be appointed by the Board President. Standing committees shall include but are not limited to: Executive Committee, Finance Committee and the Hockey Development Committee.

Section 7.2: Executive Committee

The Executive Committee shall consist of President, Vice President, and Treasurer. 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 and shall at all times be subject to the control and direction of the Board. All members must be present to constitute a quorum for the transaction of business.

Section 7.3: Finance Committee

The Board shall maintain a Finance Committee, chaired by the Treasurer, to oversee the Association's financial affairs. The Committee shall review and recommend financial policies, budgets, and reports, monitor compliance with financial procedures, and provide guidance on fiscal management and planning. The Committee shall report regularly to the Board. The Committee may include Directors and other individuals with relevant expertise, and its

composition, responsibilities, and procedures shall be governed by Board-approved policy. The fiscal year of the Association shall begin on July 1 and end on June 30.

Section 7.4: Hockey Development Committee

The Association shall maintain a Hockey Development Committee at all times. Its purpose is to plan, develop, and support hockey programs consistent with the mission and goals of the Association. The Committee shall operate under the leadership of the Hockey Director, who is responsible for guiding its work. The Board shall formally approve the Committee's membership and approve the Executive Director's recommendation for the Hockey Director. The composition, responsibilities, and procedures of the Committee shall be governed by Board-approved policy. The Hockey Director shall provide regular reports to the Board of Directors.

**Article VIII
Dissolution**

Section 8.1: Dissolution

On the written request for dissolution of at least nine voting members submitted in writing to the Executive Committee at least 30 days prior to the annual business meeting. The Executive Committee must notify membership of a vote on dissolution at least 10 business days prior to the annual business meeting.

If the majority vote is in favor of dissolution at the annual business meeting, the Treasurer must proceed with final disbursement of funds and file forms of dissolution with the State of Minnesota and the Internal Revenue Service.

Upon dissolution of the Corporation, after payment of costs and expenses of dissolution and liabilities and obligations of the Association, the remaining assets of the Association shall be distributed to or among such one or more qualified charitable organizations then in existence with preference given to organized, operated organizations that fund Minnetonka youth-oriented activities in the City of Minnetonka, MN.

No member, officer, or director shall be personally liable, prior to or after dissolution, for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation.

**Article IX
Equal Opportunity**

Section 9.1: Equal Opportunity

The Association shall provide an equal competitive opportunity, taking into account ability, 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.

**Article X
Amendments**

Section 10.1: Amendment to Bylaws

The Bylaws of the Association may be amended only at the annual meeting of the general membership of the Association by a two-thirds vote of the members present who are eligible to vote. Members must be present to vote. Votes by proxy will not be allowed.

A change to the Bylaws may be proposed by any member in a written proposal made to the Executive Committee at least 30 days prior to the annual meeting. Any proposed changes will be presented to the general membership at the next annual meeting. All proposed amendments shall be made available to the general membership no later than 15 days prior to the annual meeting. All proposed amendments shall be posted on the Association website and be made available via email to any member requesting such. Amendments to these Bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

Certification

These Bylaws were approved at a meeting of the Association's membership on (month/date/year).

Dated: **April 21st, 2026**

Signed by: 
Signed: _____
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President

Signed by: 
Signed: _____
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Vice President