

BYLAWS OF GRAND FORKS YOUTH HOCKEY ASSOCIATION

A North Dakota Nonprofit Corporation

ARTICLE 1

GENERAL

These Bylaws shall supersede all other previously adopted and/or enacted Bylaws by and for the Grand Forks Youth Hockey Association.

Section 1. Name. The name of the Association shall be Grand Forks Youth Hockey, Inc. and will hereinafter be referred to as the “Association”.

Section 2. Offices. The principal office of the Association shall be in Grand Forks, North Dakota. The Association shall designate a registered office in accordance with North Dakota State Law.

Section 3. Purpose. The purpose and mission of this Association shall be to: (a) develop and operate hockey programs in affiliation with North Dakota Amateur Hockey Association (NDAHA) and USA Hockey; and (b) improve the youth hockey experience for each and every child in the community that plays organized ice hockey sanctioned by NDAHA and USA Hockey.

Section 4. Exempt Status. The Association is a North Dakota Nonprofit Corporation organized under the North Dakota Nonprofit Corporations Act (NDCC Chapter 10-33) (the “Act”) and is an exempt organization under section 501(c)(3) of the Internal Revenue Code. The Association shall maintain such exemption status.

ARTICLE 2

MEMBERSHIP

Section 1. Minimum Qualifications. A proposed Member must be one of the following: (a) a natural person over the age of eighteen (18) years and be the custodial parent or guardian of a child enrolled in Grand Forks Youth Hockey; (b) current Members of the Board of Directors; and (c) any adult having active interest in helping in the operations of the Organization and whom has been invited by the then current Board to become an active member. Only one Membership is permitted per household regardless of the number of active participants in any of the Association programs; and only one Membership is allowed per household in the event that a person is a member of the Board of Directors or has been invited to help in the operations of the Association. To be clear, only one vote and one vote only shall be conferred upon any one individual under the provisions of section (a), (b) or (c) above.

Section 2. Manner of Admission. Unless otherwise specified herein, each application for membership must complete the Application Process and submit the agreed upon Membership Fee for each child. Each member, except a member of the Association’s Board of Directors, must annually register and for membership by submitting such forms as the Board of Directors may

require and must pay all annual membership/registration fees and dues applicable to the particular class of membership established by the Board of Directors from time to time. Membership is subject to review and approval by the Board of Directors.

Section 3. Membership Classes. Regular membership shall be the only class of membership in this Association. The dues and fees shall be equal for all members participating in a specific age classification and level, as set each year by the Board of Directors.

Section 4. Duration of Membership. Membership of members shall run concurrently with the season that the player is registered for – from registration to registration; except that the membership term of a member of the Association’s Board of Directors that is an Associate Member shall be coterminous with such person’s term as a director.

Section 5. Property Rights. No member shall have any right, title, or interest in or to any property of the Association.

Section 6. Nontransferable. Membership in the Association is not transferable or assignable to any other person(s).

Section 7. Termination of Membership. Membership shall terminate automatically upon the expiration of the term of the membership and upon a Member failing to pay any membership dues, registration fees, assessments, or other fees owed. In addition, the Board of Directors may terminate or suspend the membership of any member: (1) whose conduct reflects poorly upon the Association, (2) whose conduct otherwise is in contravention of the Association’s mission, purpose, or values, or (3) for any other good cause. Any membership that the Board of Directors intends to suspend or terminate, the Board of Directors shall follow all applicable policies, procedures, and bylaws of the Association, NDAHA, and USA Hockey, which may include notice and hearing provisions.

Section 8. Effect of Termination or Suspension. If a member is suspended or terminated, any person registered to participate in the Association’s activities through such member immediately shall be prohibited from any further participation unless and until such member’s membership is reinstated. In addition, a suspended member shall have no voting rights during the suspension. Termination or suspension shall not relieve the member from its obligation to pay any accrued and unpaid fees, dues, assessments, or other charges or entitle the member to a refund of any previously paid fees, dues, assessments, or other charges.

Section 9. Reinstatement. Upon the written request of a terminated or suspended member signed and filed by such suspended or former member with the Secretary of the Association, the Board of Directors may reinstate such former or suspended member to membership on such terms as the Board of Directors may deem appropriate.

Section 10. Resignation. Any member may resign at any time by filing a written resignation with the Secretary of the Association. Resignation shall not relieve the member from its obligation to pay any accrued and unpaid fees, dues, assessments, or other charges or entitle the member to a refund of any previously paid fees, dues, assessments, or other charges.

Section 11. No Discrimination. No applicant for membership shall be discriminated against because of religion, race, sex, color, national origin, age, disability, genetics, protected

veteran status, sexual orientation or identity, marital status, or any other discrimination prohibited by federal or state law.

ARTICLE 3

DUES

Section 1. Establishment of Dues. Dues and admission fees, if any, for Membership shall be established by the Board of Directors. In addition to annual dues, the Board of Directors may assess additional dues or fees as it determines to be in the best interest of the Association.

Section 2. Payment of Dues. Annual dues shall be paid to the Association on or before the due date set by the Board of Directors. The Board of Directors, in its sole discretion, may assess late fees for any unpaid dues by the due date.

ARTICLE 4

MEETINGS

Section 1. Annual Meetings. There shall be an annual meeting of Members. The purpose of the annual meeting of Members is to transact such matters, if any, as may properly come before the Members. The annual meeting of the Members of the Association shall be held at the time and place designated by the then-sitting Board of Directors, and communicated to Members via email, Association website, or printed notice. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of the Board of Directors of the Association or the validity of actions of the Association. Board Positions and other matters requiring election by the membership shall take place at said annual meeting.

Section 2. Special Meetings. Special meetings of Members may be called by the President or by a majority of the Officers then in office. The purpose of each special meeting shall be stated in the notice and may only include purposes that are lawful and proper for Members to consider. Notice of any special meeting shall be directed to all Members specifying the purpose of the special meeting.

Section 3. Place of Meeting. The majority of the then-sitting Board of Directors shall designate any place as the place of meeting for any meeting of Members. The majority of the then-sitting Board of Directors have the option to hold a meeting virtually.

Section 4. Notice of Meeting. Written, published on the Association website, or printed notice stating the place, day, and hour of the meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called shall be delivered by electronic mail (Email) or by first class mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member is entitled to vote at the meeting. If emailed, such notice shall be deemed to have been delivered when sent to the Member at his or her Email address as it appears on the records of the Association.

Section 5. Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the

Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Action Without Meeting. Any action of the Members may be taken without a meeting and without a vote if consent in writing setting forth the action so taken is signed by a majority of Members of the Association. Notice must be given to all Members at least fourteen (14) days prior to any such action being taken. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Any certificate to be filed as a result of the Members' action under this section shall state that written consent was given in accordance with North Dakota law, but the failure to so state shall not affect the validity of the action taken.

ARTICLE 5

VOTING

Section 1. Member Quorum and Voting. Unless otherwise required in the Articles of Incorporation, fifty-one percent (51%) of Members who cast a vote in a form acceptable and prescribed by the then-sitting Board of Directors, shall constitute a quorum at a meeting of Members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 2. Votes and Effect of Non-Votes. Each Voting Member shall be entitled to an equal vote on each matter submitted to a vote at a meeting of Members. Each member shall be entitled to one vote regardless of the number of children enrolled. If a member does not submit a vote upon an issue submitted for that purpose, then the "non-vote" will be treated as an affirmative vote on that issue. Members are strongly encouraged to cast their ballot on all issues submitted. It is not the intent of this rule to encourage members who intend on submitting an affirmative vote, not to cast their ballot anticipating the implementation of this rule.

Section 3. Proxies. Every Member is entitled to vote at an annual meeting. No proxy voting shall be allowed or deemed a valid vote.

ARTICLE 6

EMPLOYEES

Section 1. Funded Employees. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the Board of Directors of the Association shall have the ability to employ person(s) to carry out business duties that are approved by the Board of Directors. Employees may include a Hockey Development Director, Administrative Coordinator, and any other position that may, from time to time, be approved and authorized by the Board of Directors to carry out the purpose of the Association.

Section 2. At-Will Employment. Employment position(s) of the Association shall be at-will and shall be hired by the Board of Directors of the Association. Roles, responsibilities, duties, expectations, compensation, and benefits for each employment position shall be developed, negotiated, and approved by the Board of Directors. Compensation and benefits paid to employees of the Association shall come from the funds of the Association.

Section 3. No Discrimination. No applicant for employment for any position with the Association shall be discriminated against because of religion, race, sex, color, national origin, age, disability, genetics, protected veteran status, sexual orientation or identity, marital status or any other discrimination prohibited by federal or state law.

Section 4. Hockey Director. The position of Hockey Director is a full time, paid position. The Hockey Director shall act as the chief administrative officer of the Association and shall have general supervision over the Admin/Tournament Coordinator, activities, and operations of the Association subject to the authority of the Board of Directors of the Association and subject to supervision by the President. The Hockey Director need not be a Member of Association.

Section 5. Admin/Tournament Coordinator. The position of the Admin/Tournament Coordinator is a full time, paid position. The Admin/Tournament Director shall have oversight of the regular administrative duties for the organization and administer all duties related to tournaments. The Admin/Tournament Director shall be subject to the authority of the Hockey Director and need not be a Member of the Association.

ARTICLE 7

BOARD OF DIRECTORS

Section 1. General Powers and Compensation. Except as otherwise provided by law, by the Articles of the Association, or by these Bylaws, the Board of Directors shall exercise the powers of the Association, conduct its business affairs, and control its property. The Board of Directors shall be composed of elected Directors, which shall be elected by the Members of the Association. The Board of Directors, from time to time, may increase or decrease the number of Directors that can hold a seat on the Board, and may establish or modify the duties and roles of each Board of Director. The Board of Directors shall be volunteers and uncompensated. There currently are the following described Board of Directors:

a. Director, Park Commissioner

This individual will be an appointed member of the Association's Board of Directors. The Grand Forks Park District shall appoint one member of its elected set of Commissioners to sit on the Association's Board of Directors. This position is eligible to become an Officer of the Association. This board position is ex-officio, and should the Director, Park Commissioner, no longer be a commissioner of the Grand Forks Park District, the director is considered to have resigned from the Association's Board of Directors. There is an expectation that Board Members will also sit on, and or chair, one or more Standing Committees. This position shall have a two-year term.

b. Director, At Large

There shall be 5 Directors At Large. These individuals will be appointed members of the Association's Board of Directors. This position is eligible to become an Officer of the Association. There is an expectation that Board Members will also sit on, and or chair, one or more Standing Committees. This position shall have a two-year term for each Director At Large.

c. Director, Blue Line Club.

This individual will be an appointed member of the Grand Forks Youth Hockey Association's Board of Directors. The Grand Forks Blue Line Club shall appoint one member of its elected Board of Directors to sit on the Association's Board of Directors. This position is eligible to become an Officer of the Association. This board position is ex-officio, and should the Director, Blue Line Club, no longer be a board member of the Blue Line Club, the director is considered to have resigned from the Association's Board of Directors. There is an expectation that Board Members will also sit on, and or chair, one or more Standing Committees. This position shall have a two-year term.

Section 2. Vacancies; Board of Directors. Should there be a vacancy in the Director, Park Commissioner, that position may be filled by the appointment of a replacement by the board of commissioners of the Grand Forks Park District for the remaining unexpired term. Should there be a vacancy in the Director, Blue Line Club, that position may be filled by the appointment of a replacement by the board of directors of the Blue Line Club for the remaining unexpired term. Vacancies in any Director, At Large position shall be filled by appointment of a replacement by the remaining members of the Board of Directors until the next annual meeting of the Members. At the next annual meeting of the Members the vacancy shall be filled for the remaining unexpired term of the board seat in which there was a vacancy or if there is no longer an unexpired term remaining, then in the normal course for election of Directors, At Large.

Section 3. Board of Directors Meeting Duties. Regular meetings of the Board of Directors will be held monthly, with no less than nine (9) board meetings annually. Written, published on the Association website, or printed notice stating the place, day, and hour of the meeting shall be announced to the members beforehand. Correct and complete records of the proceeding shall be kept. Within a reasonable amount of time after each Board of Directors meeting, a complete copy of the minutes from said meeting shall be published on the Association's website.

ARTICLE 8

OFFICERS

Section 1. Officers. The Officers of this Association shall be a President, a Vice President, a Treasurer, and a Secretary each of whom shall be elected by and from the Board of Directors. A failure to elect any Officer shall not affect the existence of the Association. All Officers must be Members of the Association.

Section 2. Election and Term of Office. The Officers of the Association shall be elected every two years by secret ballot by majority vote of the Board of Directors present at the annual meeting. The results of the election of Officers shall be announced to the Members as soon as the elections are completed. The Officers shall be installed at the next meeting of the Board of Directors. Each Officer shall hold office from the end of the meeting at which the Officer is

installed (1) for one (1) year, (2) until his or her successor shall have been duly elected and shall have been qualified, (3) until his or her death, (4) until he or she shall resign, or (5) until he or she has been removed in the manner hereinafter provided. Initially, the position of President and Secretary shall be for a two (2) year term reverting thereafter to one year terms. The purpose of the initial two year term is to facilitate staggered elections avoiding complete turnover of Officers during each election.

Section 3. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed but election of an Officer shall not of itself create contractual rights.

Section 4. Vacancies. Vacancies in Officers, however occasioned, shall be filled by election by the Board of Directors at a special meeting or at the next regular meeting for the unexpired terms of such Officers.

Section 5. Duties. The President shall preside at all meetings of the Membership. The President shall be the chief executive officer of the Association. Subject to the foregoing, the Officers of the Association shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors or Membership.

Section 6. Salaries and Expenses. Each Officer shall serve without compensation for his or her services, except for reimbursement for reasonable out-of-pocket expenses while attending to Association business, at the discretion of the Board of Directors. Board of Directors expenses for reasonable out-of-pocket expenses while attending to Association business, at the discretion of the Board of Directors, may be reimbursed.

Section 7. Delegation of Duties. In the absence or disability of any Officer of the Association or for any other reason deemed sufficient by the Board of Directors, the Board of Directors may delegate his or her powers or duties to any other Officer.

ARTICLE 9

EXECUTIVE AND OTHER COMMITTEES

Section 1. Standing Committees. The following standing committees, with the exception of the Nominating Committee, shall be appointed by the President at or following the annual installation of the President to serve for one year or until their successors are appointed, and each member of a committee must be current Members of the Association during the term for which they are appointed:

- a. Girls Committee. Responsible for the development and implementation of processes to increase the growth of Grand Forks youth girls hockey program.
- b. Finance Committee. Responsible for the oversight, accounting, and operation of the Association's fiscal matters.
- c. Discipline, Grievances, and Appeal Committee. Established to provide appropriate discipline and review process and provide organizational response to formal grievances.

d. Tournament Committee. Responsible for development and operation of all organizational tournaments

e. Fundraising Committee. Responsible for development and operation of organizational fundraising activities.

Section 2. Creation of Committees. The Board of Directors may, by resolution passed by a majority, designate an Executive Committee and one or more other committees.

Section 3. Executive Committee. The Executive Committee (if there is one), shall consult with and advise the Officers of the Association in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Members creating such Executive Committee, such powers as can be lawfully delegated by the Membership.

Section 4. Other Committees. Such other committees shall have such functions and may exercise such power of the Membership as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Section 5. Committee Chairpersons. The President shall appoint all committee chairpersons, who must be Members. The President may, with or without cause, revoke any such appointments at will and make new appointments.

Section 6. Ex Officio Member. The President shall be an ex officio member of all committees.

Section 7. Committee Meetings. Regular meetings of the committees may be held without notice at such time and at such place as shall from time to time be determined by the committees, and special meetings of the committees may be called by the Chairpersons or any two (2) members thereof upon three (3) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws for notice of meetings.

Section 8. Vacancies. Vacancies on the committees shall be filled by the Membership at any regular or special meeting of the Members or may be filled by appointment by the Board of Directors.

Section 9. Quorum. At all meetings of the committees, a majority of the committee's members shall constitute a quorum for the transaction of business.

Section 10. Manner of Acting. The acts of a majority of the members of a committee present at a meeting at which there is a quorum shall be the act of such committee.

ARTICLE 10

BOOKS, RECORDS, AND REPORTS

Section 1. Minutes, Books, and Records. The Association shall keep correct and complete minutes of the proceedings of its Members and committees. The President shall keep correct and complete books and records of account and shall keep a membership book containing the name and address of each Member. Within a reasonable amount of time after each Membership meeting, a complete copy of the minutes from said meeting shall be published on the Association's website.

Section 2. Report to Members. The Association shall send an annual report to the Members of the Association not later than four months after the close of each fiscal year in the Association. Such report shall include a balance sheet as of the close of the fiscal year of the Association and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Association, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 3. Inspection of Corporate Books. Any person who is a Voting Member of the Association shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and other records of the Association.

ARTICLE 11

NONPROFIT OPERATION

The Association will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Association will be distributed to its Members or Officers without full consideration. No Member of the Association has any vested right, interest, or privilege in or to the assets, property, functions, or activities of the Association. The Association may contract in due course with its Members and Officers without violating this provision.

ARTICLE 12

FISCAL MATTERS

Section 1. Fiscal Year. The fiscal year of the Association shall commence on June 1 of each year and shall end on May 31 of each year.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan shall be granted to an Officer or Director of the Association.

Section 3. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, and all notes or other evidence of indebtedness, issued in the name of the Association, shall be signed by and in accordance with the then current Policy and Procedure instituted by the Association. The Account balances, contributions, and debits attributable to the Association shall be audited annually with the results thereof being provided to the Board of Directors and by request to any current Member.

ARTICLE 13

SEAL

There will be no corporate seal.

ARTICLE 14

INDEMNIFICATION

The Association shall indemnify each Officer including former Officers to the fullest extent permitted by the laws of the State of North Dakota.

ARTICLE 15

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Members at any meeting; provided, however, that notice of the proposed action shall have been given to all Members.

ARTICLE 16

PROCEDURE

At the time of meeting, the then-current edition of *Roberts Rules of Order* shall apply to meetings of Voting Members to the extent that such rules are consistent with these Bylaws.