



**BY-LAWS
OF
MINNESOTA RIVER HOCKEY
ASSOCIATION**

(Including amendments through August 2025)

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ARTICLE I

NAME & LOCATION

Section 1. The name of this association shall be the Saint Peter Hockey Association, a non-profit organization incorporated in the State of Minnesota.

Section 2. The Principle office of the corporation in the State of Minnesota shall be located in the City of St. Peter, County of Nicollet. The Corporation may have such other offices, either within or without the State of Minnesota, as the Board of Directors may determine or as the affairs of the Corporation may require.

ARTICLE II

OBJECTIVES

- (1) To provide youth the opportunity to participate in the sport of ice hockey.
- (2) To promote the participation of youth in the sport of ice hockey.
- (3) To prepare youth for the possibility of future participation in the sport of ice hockey.

ARTICLE III

MEMBERS

Section 1. The Corporation shall have one class of member. Each person who buys an annual membership shall be a member. Members must be over the age of 18 years. The cost of a membership effective June 1, 1998, shall be as follows:

Individual memberships \$10.00

Notwithstanding the above, upon payment of the registered fee for a child/children, adult membership, election to a position on the board of directors, or selection as a member of an association coaching staff, a membership shall be deemed established for the individual making such payment or accepting the above designated positions.

Section 2. Voting Rights. Each membership shall be entitled to one (1) vote per parent or a maximum of two (2) votes per family on each matter submitted to a vote of the members. Fulfillment of a membership by additional criteria for membership, (i.e. payment for a child and subsequent election to the board and/or designation as a coach) does not allow for additional votes.

Section 3. Termination of Membership. The Board of Directors, by affirmative vote of at least two-thirds of the members of the Board of Directors present at any regularly constituted meeting, may suspend or expel a member or terminate a membership, with or without cause following a fair and reasonable hearing as provided in Minnesota Statutes Section 317A.411, Subdivision 2.

Section 4. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be residents of Minnesota and members of the Corporation.

Section 2. Limitations on Directors Authority. Unless specifically authorized by the Board of Directors, no Director shall represent to other persons, leagues, associations, etc. that he/she is speaking on behalf of the Corporation or that his/her opinion is the official position of the Corporation.

Section 3. Number, Tenure and Qualifications. The number of directors shall be eleven (11). Each director shall hold office for three (3) years or until his/her successor shall have been elected and qualified. Each Director's term shall expire at the Annual Meeting of the Board of Directors in the final year of such director term, upon completion of the election of directors by the Board of Directors at such Annual Meeting.

Section 4. Permanent Director. Notwithstanding any provisions of these by-laws to the contrary, one additional director shall be the gambling manager (if the association has one), which shall be a permanent seat on the Board of Directors, and this individual shall be a full member of the Corporation and shall have full voting rights on the Board and as a member of the Corporation.

Section 5. Regular Meetings. Regular business meetings of the Board of Directors shall be held on a monthly basis at times and locations as the Board may from time to time determine. Notice of said meetings shall be given as required by law. The Board of Directors may provide by resolution the time and place, either within or without the State of Minnesota, for the holding of additional regular meetings of the Board without other notice than such resolutions.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any five (5) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Minnesota, as the place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by notice personally delivered or sent by mail or email to each director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If emailed, such notice will be considered delivered if no failed delivery notification is received by the sender. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The

business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 8. Quorum. Six (6) members of the Board of Directors present at the time and location of the Notice of Meeting shall constitute a quorum at such meeting.

Section 9. Proxies. At any meeting of the Board of Directors, a Board of Director member in attendance may present for another Board of Director member not in attendance by proxy. The proxy must be executed in writing and specify the particular agenda item the vote applies, and must be agenda topic specific and presented at the time of the vote.

Section 10. Voting by Email. Email votes by the Board of Directors shall be limited to approval of meeting minutes as well as any matter that the board deems urgent. Any votes via email will be added to the meeting minutes for the following board meeting, will be labeled as an email vote and the date such vote was taken.

Section 11.

Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 13. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors. Reimbursement of expenses incurred by individual Directors, if any, may be allowed if such reimbursement is approved by a majority of the Directors present at a meeting at which a quorum is present. Nothing herein contained shall be interpreted to mean anything other than reimbursement of expenses incurred, providing the payment of such compensation does not jeopardize the non-profit and tax exempt status of the Corporation.

Section 14. Election of Directors. A general election shall be held at the annual meeting for the purpose of selecting successors for seats whose terms are expiring. Nominations shall be taken from the membership with consent of the nominee. The nominee receiving the most votes shall fill the first vacancy, the nominee receiving the second highest total shall fill the second vacancy with the process continuing in descending order until all vacancies are filled. The terms shall be staggered so that three or four new directors are elected annually. An incumbent may serve successive terms provided proper nomination and election procedures are followed. There are no term limitations.

Section 15. Termination of Directorship. The Board of Directors, by affirmative vote of at least two-thirds of the members of the Board of Directors present at any regularly constituted meeting, may suspend or expel a director or terminate a directorship, with or without cause. A hearing may be held at the discretion of the board of directors.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall be members of the Board of Directors and shall include a president, a first vice president, a second vice president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of president and vice president. The outgoing president may not be elected to the office of first vice president for a period of one year following the expiration of his or her term as president. At the conclusion of an existing president's term, it is expected the first vice president will assume that office, provided the first vice president is so elected.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors. The election shall be held at the first regularly scheduled business meeting following the annual membership meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by affirmative vote of at least two-thirds of the members of the Board of Directors present at any regularly constituted meeting, whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall also terminate all contract rights, if any, of the officer so removed, unless otherwise provided in said contract and/or determined otherwise by the Board of Directors.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The Board of Directors shall begin the replacement selection process by asking individuals who were nominated for the Board at the last general election as well as posting the position on the website.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. President. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Corporation; and in general, shall be responsible for setting meeting agendas, perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. First Vice President. In the absence of the president or in event of his/her inability or refusal to act, the first vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The first vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. At the conclusion of an existing president's term, it is expected the first vice president will assume that office, provided the first vice president is so elected.

Section 3. Second Vice President. The second vice president shall hold the duties of risk manager as prescribed by USA Hockey. In the absence of the president and first vice president or in the event of their inability or refusal to act, the second vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The second vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Section 4. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and security of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors including the preparation of timely financial reports.

Section 5. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all meeting notices are duly given in accordance with the provisions of these by-laws or as required by law; keep a register of the post office address of each

member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Section 6. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. Committees. In an effort to achieve effective administration and planning of the programs of this Corporation, the Board of Directors may establish such standing and temporary committees as it may deem necessary.

Section 2. General Powers. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law. By resolution of the Board of Directors, members of the Corporation may serve on such committees.

Section 3. Chairperson. Standing committees shall be chaired by any member of the Corporation. The Chairperson shall be appointed by the action of a majority of the Board of Directors. The Chairperson or a committee member shall attend meetings of the Board of Directors as requested by the board. The Chairperson shall continue as such until the next annual meeting of the members of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. The chairperson is not precluded from serving successive terms upon the action of a majority of the Board of Directors.

Section 4. Membership. The membership of the committees shall be derived from the duly recognized general membership of the Corporation. Members of the Board of Directors are not precluded from serving as volunteer members of such committees in addition to the duly appointed chairperson. Volunteer members need no endorsement or approval from the Board of Directors.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII

MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the call of the association for the purpose of electing directors and for the transaction of such other business as may come before the Board. The annual meeting shall be scheduled between March 1st and April 30th.

Section 2. Meetings. Special meetings of the members may be called by the president, the Board of Directors, or by the president upon application of thirty (30) members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If all of the members shall meet at any time and place, either within or without the State of Minnesota, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Notice shall be given stating the place, day, and hour of any meeting of members and shall be delivered personally or sent by email or mail to each member at their address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If emailed, such notice will be considered delivered if no failed delivery notification is received by the sender. Notice shall be given not less than two (2) and not more than fifteen (15) days before the date of such meeting, by or at the direction of the president, the secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Agenda Items. Any member wishing to place an item on the agenda of the Annual Membership Meeting must do so by presenting it to the association's secretary five (5) days prior to the date of the assigned meeting.

Section 6. Quorum. The members holding seven (6) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or president.

Section 3. Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or its agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the succeeding year.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Minnesota or under the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular or special meeting, if at least thirty (30) days written notice is given to the board members of the intention to alter, amend or repeal or to adopt new by-laws at such meeting; provided, however, that any proposal to change a by-law fixing the quorum for a meeting of members, prescribing procedures for removing a director or filling vacancies in the Board or fixing the number of directors or classification, qualification or term (except to increase the number of directors) must be approved by a majority of members of the association at a duly convened meeting at which a quorum is present.

ARTICLE XIV

MEMBERS' POWER TO AMEND

These by-laws may be amended or rescinded by the vote of a majority of the members present at any duly convened meeting, provided that the notice of such meeting shall set forth in detail the amendment or rescission to be acted upon.