

# By-Laws Of St. Francis Youth Hockey Association

Amended 04/19/82  
Amended 10/07/86  
Amended 03/02/93  
Amended 11 /03/98

Amended 04/08/84  
Amended 07/11/89  
Amended 07/01/96  
Amended 10/05/99

Amended 04/14/85  
Amended 05/07/91  
Amended 05/03/98  
Amended 10/20/04

Amended 8/24/05  
Amended 7/17/06  
Amended 4/13/11

## Article I - Corporate Seal

Section 1: The Corporation shall not have a corporate seal.

## Article II – Members

Section 2.1: This Corporation shall be open to residents living within the boundaries of independent School District 15 (St. Francis) or closely surrounding area who are nineteen years of age or older by July 1st of that calendar year and who have children registered to play hockey in the association during the calendar year, coach any children registered to play hockey in the association, act as a board member of this corporation, or act as a volunteer for this corporation.

Section 2.2: During the annual meeting of the corporation, any member who is present at the annual meeting shall have one vote as a member of the corporation, provided that member is in good standing.

## Article III - Board of Directors

Section 3.1: The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the members present at a duly held meeting. The Board of Directors shall consist of 16 of the following voting officers/members of the corporation:

President, Vice President, Treasurer, Secretary, Equipment Manager, House Director, Girls Director Squirt Director, Peewee Director, Bantam Director, Gambling Manager, Volunteer Coordinator, Ice Purchaser, Ace Coordinator, Mite Director, and Goalie Coordinator.

Section 3.2: It shall be required that at least nine voting members of the Board of Directors be present to constitute a quorum. The 16 voting members of the Board of Directors shall consist of all members of the Board of Directors, including the President/CEO who shall have full voting rights on every motion made.

Section 3.3: The Board of Directors may remove any member from the corporation or from the Board of Directors by a vote of two thirds of the voting members of the Board of Directors.

Section 3.4: If a member of the Board of Directors or an officer of the corporation resigns, is removed from their position, or abandons their position, the Board of Directors may choose a successor who shall hold office until the completion of the unexpired term, except that should the President resign, be removed, or abandon their position, the Vice-President shall become President. **The Vice President must have two years of active consecutive years of service on the board to assume the President position.** Current Board of Directors with a minimum of two years current experience will then become eligible to the President's position by a two thirds vote.

Section 3.5: The Board of Directors shall have meetings on the second Wednesday of each month, unless otherwise designated by the Board of Directors.

Section 3.6: All disbursements of the corporation funds or any debt or borrowing must be approved by the Board of Directors.

Section 3.7: We will not be more than one voting member on the board of directors from each family under any circumstances.

## Article IV – Officers

Section 4.1: The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, Equipment Manager, House Director, Ace Coordinator, Bantam Director, Peewee Director, Squirt Director, Mite Director, Girls Director, Gambling Manager, Volunteer Coordinator, Ice Purchaser, Goalie Coordinator and such other officers as the Members may, from time to time, appoint. The officers of the corporation shall attend all Board of Directors' meetings, special meetings of the corporation, and membership meetings of the corporation.

Section 4.2: The duties of the officers of this corporation shall be:

- (a) **President** - The President shall be the chief executive officer of the corporation and shall be responsible for the day-to-day operations of the corporation and shall be responsible for the charitable gambling operation. He or she shall participate in all Department of Revenue audits, and assure the charitable gambling operation remains in compliance with all Gambling Control Board reviews and state statutes. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors. The President shall be the Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors, membership meetings, and shall oversee the long term goals and purposes of the corporation. The President shall be the representative, or appoint the representative; to any organizations this corporation is affiliated with and is required to be represented at. The President may call special meetings of the corporation, and shall hold a seat on the Coaches Tribunal. This position carries a two year term. **Candidates for this**

position must be current active board members, must be in good standing, and have a minimum of two years current board experience.

- (b) **Vice President** - The Vice President shall act in the absence of the President and shall assist the President as requested by the President. The Vice President shall represent the corporation at any District 10, or successor organization, meetings. The Vice President shall organize and coordinate registration of hockey participants and organize, coordinate, and track player and team insurance. This position carries a two year term. **Candidates for this position must be current active board members, must be in good standing, and have a minimum of two years current board experience.**
- (c) **Secretary** - The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, file such minutes in the Association record book, update association web site and perform such other duties as may be determined from time to time by the Board of Directors. This position carries a two year term.
- (d) **Treasurer** - The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall make disbursements from the corporation for proper obligations of the corporation and as authorized by the Board of Directors. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors. **Recommended that candidate have accounting and budgetary experience.**
- (e) **Equipment Manager** - The Equipment Manager shall track and keep an accurate inventory at all times of all equipment owned by the corporation. The Equipment Manager shall be responsible for repair and replacement of equipment owned by the corporation and purchase of new equipment in accordance with the budget approved by the Board of Directors for equipment. This position carries a two year term.
- (f) **Bantam Director, Peewee Director, Squirt Director, Mite Director** - These age directors shall coordinate activities between the coaches, team representatives, and the Board of Directors. These positions carry one year terms with the exception of Mite Director which is a two year term.
- (g) **House Director** - The House Director shall coordinate activities between the coaches, team representatives, and the Board of Directors. The House Director shall coordinate where house teams play and assist non-traveling players with placement on teams. The House Director shall oversee all of the corporation's house and instructional teams and programs. This position carries a two year term.
- (h) **Ace Coordinator** - The Ace Coordinator shall coordinate activities between the coaches, team representatives, and the Board of Directors. The Ace Coordinator shall coordinate team try-outs. The Ace Coordinator shall conduct coaches meetings prior to Board of Directors meetings or as otherwise needed and will notify all traveling coaches of all schedules. The Ace Coordinator is in charge of all player development. This position carries a two year term.
- (i) **Ice Purchaser** - The Ice Purchaser shall contact ice arenas and obtain ice time for use by the corporation. The Ice Purchaser shall assign ice time to each team and keep records of hours and billing information. This position carries a two year term.
- (j) **Girls Director** - The Girls Director shall coordinate activities between the coaches, team representatives, and the Board of Directors. The Girls Director shall conduct coaches meetings prior to Board of Directors meeting or as needed and will notify coaches of all schedules and changes. This position carries a two year term.
- (k) **Gambling Manager** - The Gambling Manager shall oversee all aspects of charitable gambling as it pertains to the corporation. He/She will be responsible for gambling employees and volunteers. He/She will follow the rules and laws of the state as it pertains to lawful gambling. He/She shall give a detailed financial report to the board of directors on a monthly basis at the corporation's monthly meeting.
- (l) **Volunteer Coordinator** - The Volunteer Coordinator shall oversee and track all volunteer hours required of the general membership by the Board of Directors. He/She shall keep an accurate and up to date record of all hours worked and the type of work performed. The Board of Directors shall approve the record at the end of each season to verify that each family within the Association meets all minimum requirements. This position carries a two year term.

Section 4.4: An Officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

## Article V - Standard of Care

Section 5.1: It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2: A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors, officers or legal representative or have a material financial interest, is not void or voidable because the director or directors or other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified, Or
- B. The material facts as to the contract or transaction and as to the directors' interest are fully disclosed or known to the board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- A. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

## **Article VI - Finance**

Section 6.1: Any fees, dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2: All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3: All contracts, checks and orders for the payment, receipt or deposit of money and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.4: The annual budget of estimated income, income expense, and capital expense shall be approved by the Board of Directors.

Section 6.5: Title to all property shall be held in the name of the corporation.

Section 6.6: A summary report of the financial operation of the corporation shall be made by the Treasurer at least monthly to the Board of Directors.

## **Article VII - Indemnification**

Section 7.1 To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorney fees, judgments, fines and amount paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, Provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise.

Section 7.2 The indemnification provided by this Article shall insure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

## **Article VIII - Amendment of Bylaws**

Section 8.1 The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation.

## **Article VIII - Participation**

Section 9.1 Participation as a hockey player in the association shall be open to all minors sixteen years of age and under by July 1st of that year in accordance with the geographical limitation, if any, imposed by MAHA, USA Hockey or other and separate agreements between the corporation and other similar organizations.

Section 9.2 Divisions of each age group shall be as follows:

Super Saints	5 years and under
Mites	5 years to 9 years old
Squirts/10U	9 years to 11 years old
Peewees/12U	11 years to 13 years old

Bantams/14U

13 years to 15 years old

These age group classifications may be changed by the Board of Directors from time to time as required to keep the age classifications in compliance with the age classifications of MAHA and USA Hockey.

Section 9.3 All members and participants shall comply with the rules, regulations and requirements of MAHA. This will include playing rules, equipment rules, and participation in other associations. The corporation shall require its traveling players to play on a traveling team within the corporation and shall encourage non-traveling players to participate on a house team within the corporation.

#### Article X - Governance

Section 10.1 The books, accounts, and records of the corporation shall be kept as designated by the Board of Directors. These books and records shall be available for inspection to any member of the corporation upon reasonable request.

Section 10.2 Robert's rules of order shall govern the proceedings of all meetings of the corporation, unless provided otherwise in the By-laws or changed by the Board of Directors.

Section 10.3 The Corporation's Secretary shall maintain a policies and procedures handbook for the corporation. This policies and procedures handbook shall contain all the day-to-day operational instructions and decision of the Board of Directors. The Board of Directors shall have the power to adopt, amend or delete any policy and procedure of the corporation not in conflict with these By-laws or the Articles of Incorporation of the Corporation.

Section 10.4 Charitable Gambling House Rules:

1. Insider information is prohibited. Sellers are not allowed to give information out about any game unless that information is on the flare. Please Don't Ask.
2. No Guarantees. To the best of our knowledge, the winners not crossed off are still in the game.
3. Identification. Picture ID with full address is required for winners of \$50.00 or more.
4. Winners. Winners must be turned in within 15 minutes of game closing.
5. Posting. Winners are crossed off after they are redeemed.
6. Age. Must be a minimum of 18 years old to participate in gambling.
7. Operators rights. We have the right to refuse to sell to anyone who we deem to be abusive.
8. Premises. Pull tabs can not leave the premises.
9. Ticket Limit. We have a 50 ticket limit per game per buy.

#### Article XI – Committees

Section 11.1: The Board of Directors may from time to time appoint, modify, or delete committees that may carry out various powers and functions of the Board of Directors.

Section 11.2 There shall exist the following committees of the Board of Directors:

- |                        |                                 |
|------------------------|---------------------------------|
| (a) Finance Committee  | (b) Fund Raising Committee      |
| (c) Try-out Committee  | (d) Coaches Tribunal Committee  |
| (e) Gambling Committee | (f) Coaches Selection Committee |

Section 11.3 The herein named committees shall have the following minimum membership:

- (a) Finance Committee - Chaired by Treasurer, Vice-President, Equipment Manager, Ice Purchaser
- (b) Fund Raising Committee - Chaired by Volunteer Coordinator
- (c) Try-out Committee - Chaired by Ace Coordinator, All age group Directors, Girls Director
- (d) Coaches Tribunal Committee - All age group Directors, House Director, Ace Coordinator, Girls Director.
- (e) Gambling Committee – Chaired by Gambling Manager, Vice President, Volunteer Coordinator, House Director, Ace Coordinator, All age group Directors.
- (f) Coaches Selection Committee - House Director, Traveling Director, Girls Director.

The Board of Directors shall be responsible for instructing each committee on its expectations and responsibilities. The Board of Directors may add, substitute, or delete the members of the committees.

Amended 04/04/00 Amended 06/03/01 Amended 12/04/01 Amended 10/01/02  
Amended 07/11/00 Amended 09/04/01 Amended 08/26/02 Amended 10/03/00  
Amended 10/02/01 Amended 09/03/02 Amended 04/03/01 Amended 11/06/01  
Amended 09/22/02 Amended 10/20/04

Purchase of Equipment: The Equipment Director will submit an itemized statement each month to the Board of Directors on what was purchased.

2.

Individual Level of Play: All youth participating in this hockey program will be encouraged to play at their age division, unless they have the approval of the Board of Directors, the Head Coach and their parents.

3.

Standards of Conduct:

(A) Actions or behavior inappropriate of a Board member as decided by the remaining Board members by a two-thirds vote shall result in a letter of reprimand. Two letters of reprimand to any person would result in an automatic removal from the Board of Directors and any associated officer position or committee membership.

(B) Actions or behavior inappropriate of any parent, guardian or hockey player, as decided by Board members by a two-thirds vote shall result in a letter of reprimand. Two letters of reprimand would result in removal of the player from the team or prohibiting the parent or guardian from future attendance at any hockey game, practice or function. (C) Any Board member missing three consecutive meetings also warrant a letter of reprimand and can be subject to removal by the Board of Directors.

Suspension of players: Any player barred from playing in another association or suspended from another team for disciplinary reasons: shall not be allowed to play in this association for the same time period as they were suspended from the other association or team.

2.

Team Level of Play: Team level of play will be determined based on the number and skill level of individual players at each age level. It is intended that the team level of play be appropriately challenging based on the above factors such that players develop the skills, character and confidence necessary to compete at the high school level.

3.

Volunteer Program:

The program will work as follows:

- Each family will be required to submit a check in the amount of \$250.00 at registration. This check WILL NOT be cashed at that time. The treasurer will hold onto the check until she is notified by the volunteer coordinator that the family has fulfilled it's volunteer requirement. At that time the check will be returned to the family un-cashed. In the event that the minimum requirements are not met by August 1<sup>st</sup> the check will then be deposited.
- A family can fulfill it's volunteer requirement in a number of different ways including:
  1. Head Coach
  2. Asst. Coach (2 per team)
  3. Team Manager
  4. Serve on the Board of Directors
  5. Volunteer Coordinator
  6. Fundraising Coordinator
  7. Promotion Coordinator
  8. Card boarding Coordinator
  9. Working 5 hrs. in the concession stand
  10. Work a minimum of 5hrs. on one of the following committees:
    - Try-outs
    - Golf Tournament
    - Arena Improvements
    - Promotion
    - Dist. 10 tournament
    - Other Board approved projects.

7. Traveling Team Try-outs: Try-outs will commence in early October and will consist of three sessions of graded drills and controlled scrimmages. The Traveling Director will select judges. The try-out judges will pick 2/3 of the team from the first two try-out sessions. The head coach will pick remaining 1/3 from last session. The head coach only can attend their age level try-outs with no interaction with the judges. The "master" rank order of players will be given to the head coaches before the third session. All players must attend all three sessions. If absent, they will receive a zero (0) score for the session. Parents are not allowed in the arena. Tryout judges will select 7 players for teams with 11 or fewer total skaters, 8 players for teams with 12-14 total skaters and 10 players for teams of 15 or more total

skaters. The head coach for each team shall select the remaining players to fill his roster. Parents shall be allowed in the lobby of the arena only.

8. Billing Procedure:

A Mites - Ice bill to be paid in full at time of registration.

Traveling Teams - Four billing cycles for ice fees. Ice fees to be divided up into four equal payments. Volunteer compensation will be deducted monthly.

<u>Bills</u>	<u>Date billed</u>	<u>Due date</u>
--------------	--------------------	-----------------

Bills will be given to the manager or coach of each team on the 15<sup>th</sup> of each month, to be given to the parent(s). The manager will collect the payment by the 30<sup>th</sup> or 31<sup>st</sup>. If they receive no payment, they will contact the age director. The age director will then contact the parent(s) to collect the payment or the player will not continue to skate. **NO PAY. NO PLAY.**