

**AMENDED AND RESTATED BYLAWS  
OF  
SARTELL YOUTH HOCKEY ASSOC.**

**ARTICLE 1  
PURPOSE**

**Section 1.01. Name.** The name of this Corporation shall be the Sartell Youth Hockey Assoc. (the "Association").

**Section 1.02. Purpose.** The purpose of the Association shall be to promote, sponsor, provide facilities for and organize a program dedicated to recreation, sportsmanship, and excellence in ice hockey for youth in the Sartell/St. Stephen School District. Each participant shall be given the opportunity to compete at the level best suited to aid in the holistic development of the individual.

**ARTICLE 2  
TAX AND EXEMPTION REQUIREMENTS**

**Section 2.01. Tax Status.** The Association is organized exclusively for charitable and/or educational purposes under Section 501(c)(3) of the Internal Revenue Code of the United States.

**Section 2.02. Conditions.** At all times the following shall operate as conditions restricting the operations and activities of the Association:

- (a) No member, member of the Board of Directors, or officer of this Association shall have any right, title, or interest in or to any property of any kind owned by this Association, nor any income or other funds received or held by this Association.
- (b) The Association shall not afford pecuniary gain, incidentally or otherwise to its members, if it has any. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (c) No substantial part of the activities of the Association shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (d) Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue

Code, or corresponding section of any future tax code.

- (e) Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### **ARTICLE 3 BOARD OF DIRECTORS**

**Section 3.01. General Powers.** The general management of the Association shall be vested in the Board of Directors (the "Board" and each member of the Board, a "Director"). The Board may, from time to time, delegate such authority and responsibility as it may determine to one or more committees of the Board or to Officers.

**Section 3.02. Number and Selection.** The Board shall be composed of nine (9) Directors, or as may be determined from time to time by the Board. Directors shall be elected at the April membership meeting of the Association. Directors shall be elected by a majority vote of the general membership of qualified members as provided in section 6.02.

**Section 3.03. Term.** A Director's term shall begin immediately following their election at the April membership meeting. Each of the Directors shall be elected for a term of three (3) years. One-third (1/3) of these Directors' terms shall expire each year.

**Section 3.04. Removal.** Any Director may be removed from the Board without cause at any meeting of the Board by a two-thirds (2/3) vote of the Directors who are present and entitled to vote. Electronic written notice of such proposed action to remove a Director from the Board must be sent to all Directors thirty (30) days prior to such meeting. The Board reserves the right in their absolute and sole discretion to immediately remove, without notice, any Director that engages in, or is accused of engaging in, conduct that damages or has the potential to damage the reputation of the Association or threatens the safety of the Association's members or its participants.

**Section 3.05. Resignation.** Any Director may resign at any time by giving written notice to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.06. Automatic Removal.** Any Director shall be automatically removed as a Director of the Association for three consecutive unexcused absences from Board meetings. Automatic termination of a Director may be waived by a two-thirds (2/3) vote of the Directors who are present and entitled to vote at any regular or special meeting of the Board.

**Section 3.07. Vacancies.** Any vacancy occurring among the Directors by reason of death, resignation, retirement, disqualification, or removal or otherwise, may be filled by a majority vote of the Directors then in office. Any member so appointed to the Board shall serve for the remaining term of the elected Director.

**ARTICLE 4**  
**MEETINGS OF THE BOARD OF DIRECTORS**

**Section 4.01. Regular Meetings.** Regular meetings of the Board may be held from time to time at such place as the Board may designate. Notice including the date, time, and place must be given to all Directors one (1) week prior to the respective meeting. All members of the Association shall be entitled to attend all regular Board meetings.

**Section 4.02. Special Meetings of the Board.** Special meetings of the Board may be called by the President at any time and shall be called by the President whenever requested to do so in writing by any acting Director. Notice of a special meeting must be given to each Director personally or by any reasonable means at least three (3) days prior to the meeting. A special meeting of the Board may be called without notice to the Directors, if the full Board convenes and all Directors agree to the holding of the meeting at such time and place and waive all rights of notice thereof. The actions taken at any special meetings of the Board shall be reported at the next regular meeting following any such action.

**Section 4.03. Action Without a Meeting.** Any action which might be taken at a meeting of the Board may be taken without a meeting if done in writing, signed by all the Directors. The actions taken by the Board without a meeting in writing shall be reported to the members at the next regular meeting following any such action.

**Section 4.04. Quorum.** At all meetings of the Board, five (5) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority vote of the Directors present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though one or more Directors withdraws from the meeting, leaving less than a quorum. Except as otherwise specifically provided for in these Bylaws. The act of a majority of the Directors who are present and entitled to vote at any meeting at which there is a quorum shall be the act of the Board.

**Section 4.05. Order of Business.** The Board may from time to time determine the order of business at a meeting of the Board. The usual order of business at a meeting of the Board shall be as follows: (1) Call to Order; (2) Review/Additions to Agenda; (3) Approval of Last Meeting's Minutes; (4) Treasurer's Report; (5) Gambling Report; (6) D5 Report; (7) SYRC Report; (8) Hockey Operations Committee (HOC) Report; (9) Level Coordinator Reports;; (10) Committee Reports; (11) Old Business; (12) New Business; (13) Open floor for discussion of items not contained on the Agenda; and (14) Adjourn.

**Section 4.06. Voting.** Each Director shall have one vote. Except as otherwise provided by law, the Association's articles of Incorporation, or these Bylaws, all questions at a meeting of the Board at which a quorum is present shall be decided by the affirmative majority vote of the Directors present. A Director who is present at a meeting of the Board at which an action is voted upon shall be presumed to have assented to the action unless he or she votes against such action or abstains from voting thereon.

**Section 4.07. Meetings by Electronic Communication.** A conference among Directors by means of communication through which the Directors may simultaneously hear each other during the conference is a Board meeting if the same notice is given of the conference as would be required for a meeting and if the number of Directors participating in the conference is a quorum. Participation in a meeting by this means is deemed for all purposes to be personal presence at the meeting.

**Section 4.08. Plenary Power.** In addition to the powers and authorities conferred upon them by these Bylaws, the Board shall have the power to do all lawful acts necessary and expedient to conduct the business of this Association that are not conferred upon the members by these Bylaws, or by the Articles of Incorporation, or by statute.

## **ARTICLE 5 MEMBERSHIP**

**Section 5.01. Membership.** There shall be one class of membership and all members shall enjoy the same rights and privileges. Each member shall have one vote. The parents of all registered participants in the program and all participants over eighteen years-of-age shall be members. Parents shall be defined as natural parents, a stepparent, or a participant's legal guardian where the participant resides with that guardian and identified in the annual registration.

**Section 5.02. Membership Dues.** Members shall pay dues as determined by the Board. The Board shall communicate these dues via the handbook that is provided to all Members at registration. .

## **ARTICLE 6 MEETINGS OF MEMBERS**

**Section 6.01. Regular Member Meetings.** Monthly meetings of the members shall be held the second Monday of each month at the time posted on the Association website. If the President determines that the date or time of the meeting should be changed, he or she shall direct that the change be posted on the Association website at least six (6) days before the new meeting date. The location of each meeting shall be posted on the Association website at least 48 hours prior to the meeting. The Secretary shall prepare an agenda and the President shall conduct the meeting. At each meeting, the President shall direct the Gambling Manager to present an account of the previous month's income and expenses related to charitable gambling. The President shall present all proposed expenditures from the charitable gambling account to the membership for approval. Each member shall have one vote, and proposed expenditures shall be authorized if approved by a majority of members voting.

**Section 6.02. April Membership Meeting.** The April membership meeting shall be held on the second Monday of April, unless otherwise designated by the Board. Any notice of such meeting shall conform to the notice requirements for Regular Member Meetings, as set forth in section 6.01. At the April membership meeting, the members shall vote as a general membership for the election of new Directors. All members shall have the opportunity to vote in person for

any Director position on the day of the April membership meeting, and there shall be no voting by caucus. Voting shall be open on the day of the April membership meeting and shall be conducted in accordance with the timeframe the procedures established by resolution of the Board. Upon completion of the vote, the membership shall adjourn, and the results reported to the presiding Officer prior to the start of the April membership meeting.

**Section 6.03. Nominating Committee.** The Board shall appoint a nominating committee consisting of three (3) members designating a chairman. The chairman shall place in nomination one or more members for each Board position under consideration. Nominations by the members may also be made by petition signed by at least five (5) members and filed with the nominating committee at least fifteen (15) days prior to the April membership meeting.

**Section 6.04. Special Meetings of the Members.** Special meetings of the members, for any purpose, may be called by the President, by the Board, or at the request in writing of five (5) members. Such call of a special meeting shall be communicated to the members at least fifteen (15) days prior to the special meeting. Communication shall be sent electronically using the email of such member as it appears in the records of the Association. The notice shall state the date, time and place of said meeting, and the purpose for which the special meeting is called. Business transacted at all special meetings shall be confined to the purpose stated in the notice.

**Section 6.05. Member Meeting Quorum.** A quorum for the April membership meeting and any special meeting of the members shall be the lesser of 10% of the total membership or twenty (20) members. Each member shall be entitled to one (1) vote and there shall be no cumulative voting and no voting by proxy, by mail, or by electronic means not conforming with electronic communication under section 4.07.

**Section 6.06. Committees.** Committees may be authorized and established by the Board to serve at the Board's discretion. The chairperson of a committee may appoint or remove its members to subcommittees and name the chairpersons of the subcommittees. A committee consists of two or more members, who need not be Directors. The budget and policies of any such committees or subcommittees shall be submitted to the Board for approval and authorization.

## ARTICLE 7 OFFICERS

**Section 7.01. Election, Qualification, Terms.** The Association shall have four (4) Officers chosen from among the Directors who shall be the President, Vice President, Secretary, and Treasurer. No two (2) offices may be held by the same member. As soon as practicable following the April membership meeting at which the membership elects new Directors, the Board shall hold a special organizing meeting. At the organizing meeting the Board shall elect the above identified Officers from among its Directors. Only Directors who have been elected by the membership shall be eligible to hold one of the four (4) offices listed above. In the event the Board is unable to find four (4) Directors, who have been elected by the membership, to hold the offices listed above, the Board may appoint a Director to be an Officer, or appoint a Director to hold more than one office listed above, who may or may not have been elected by the

membership. Each Officer shall hold office until the next special organizing meeting or until their successors are elected and qualified.

**Section 7.02. President.** The President shall preside at all meetings of the Board and of the members. The President shall be the Chief Executive Officer of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall be responsible for overseeing the application and implementation of established policies in the Association's operations and supersede and control all business affairs of the Association. The President shall be an ex-officio member of all committees created by the Board.

**Section 7.03. Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall prescribe.

**Section 7.04. Secretary.** The Secretary shall attend all regular and special meetings of the Board and all meetings of the members. The Secretary shall record all votes and the minutes of all Board and member meetings in a file kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board and shall perform such other duties as may be prescribed by the Board or the President.

**Section 7.05. Treasurer.** The Treasurer shall have the custody of the Association's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Association and shall deposit all funds in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board. All checks issued by the Association shall be signed by the Treasurer or President. The Treasurer shall render to the President and Directors, at the regular meetings of the Board or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association.

**Section 7.06. Minnesota Hockey District Representative.** The Minnesota Hockey District Representative shall attend all Minnesota Hockey District monthly and special meetings and shall act as a liaison between the Association, its members, and the Minnesota Hockey District. The Minnesota Hockey District Representative will report to the President, the Board, and the members as noted herein.

**Section 7.07. Gambling Manager.** The Gambling Manager shall attend all regular and special meetings of the Board and all meetings of the members. The Gambling Manager shall oversee all Association gambling activities and file all necessary documentation with the State of Minnesota. The Gambling Manager will report to the President, the Board, and the members as noted herein.

**Section 7.08. Hockey Operations Coordinator.** The Hockey Operations Coordinator shall lead the Hockey Operations Committee and oversee all player development programming of on- and off-ice training, including delegation to other parties as desired. The Hockey Operations Coordinator will report to the President, the Board, and the members as noted herein.

**Section 7.09. Other Officers.** The Board may appoint such other officers and agents as it shall deem necessary. The Board may appoint other such officers, including but not limited to a Registrar, Level Coordinators, and a Hockey Operations Committee who shall hold their offices for such terms, exercise such powers, and perform such duties as determined from time to time by the Board.

**Section 7.10. Removal.** Any Officer or Coordinator may be removed from the Board or office for cause at any meeting of the Board by a two-thirds (2/3) vote of the Directors who are present and entitled to vote, provided that written notice of such proposed action to remove an Officer or Coordinator be sent via electronic communication to all Directors, and effected parties, thirty (30) days prior to such meeting. The Board reserves the right in their absolute and sole discretion to immediately remove, without notice, any Officer that engages in, or is accused of engaging in, conduct that damages or has the potential to damage the reputation of the Association or threatens the safety of the Association's members or its participants.

**Section 7.11. Vacancies.** If the position of any Officer or Coordinator becomes vacant by reason of death, resignation, retirement, disqualification, or removal from office of otherwise, the Board may elect a successor or successors who shall hold office for the unexpired term of the office in which the vacancy occurred.

**Section 7.12. Prohibitions.** During their term of office as Directors or Officers, no Director or Officer of the Association may serve on the executive board, or its equivalent, of the Sartell Youth Recreation Center.

## ARTICLE 8 AMENDMENT OF ARTICLES AND BYLAWS

**Section 8.01. Amendments.** The Articles of Incorporation or the Bylaws of the Association may be amended by a two-thirds (2/3) vote of the Board, provided that notice of such proposed amendment shall have been given in the notice to Board members of such meeting.

**Section 8.02. Amendment Proposals.** The membership may propose to amend the Bylaws by resolution of the lesser of 10% of the membership or 50 members. The resolution may be presented for a vote at any meeting of the membership provided the resolution contains the text of the proposed amendment, and the resolution is included in the notice required for the meeting. A resolution to amend the Bylaws will become effective upon a majority vote of the entire membership.

## ARTICLE 9 MISCELLANEOUS

**Section 9.01. Registered Office.** The registered office of the Association shall be located within the Sartell/St. Stephen School District in Stearns County, Minnesota. The Association may have such other offices/locations at such places as the Board may from time to time determine.

**Section 9.02. Execution of Instruments.** All deeds, mortgages, bonds, notes, checks, drafts, contracts, and other instruments may be signed on behalf of the Association by such persons as designated by the Board. If such person is not designated by the Board, the President will act as such until the Board designates otherwise by a majority vote of the Directors.

**Section 9.03. Authority to Borrow and Encumber Assets.** No Director, Officer, agent, or employee of the Association shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board. The authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

**Section 9.04. Fiscal Year.** The fiscal year of the Association shall be the twelve-month (12) period ending on the 30th day of June of each year or such other period as the Board may designate.

**Section 9.05. Records and Books.** All Association records are retained by the Association Secretary. Members shall be permitted to inspect the books of the Association by providing written notice three (3) days in advance of any inspection.

**Section 9.06. Audit of Books.** The Board shall reserve the right to audit the Association's books prior to the transfer of the books to the new Treasurer.

**Section 9.07. Policies.** The Board may from time to time adopt policies governing the operation of the Association subject to the Bylaws.

**Section 9.08. USA and Minnesota Hockey.** The Association is a member of USA Hockey and District 5 within Minnesota Hockey. The Association acknowledges the superiority of USA Hockey and Minnesota Hockey.

These Amended and Restated Bylaws (the "Bylaws") were duly adopted by resolution of the Board of Directors of the Association effective as of March 10, 2025.

**Sartell Youth Hockey Assoc.**



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**Chris Jensen, President**