

**BYLAWS
of the
DEVILS LAKE BLUE LINE CLUB, INC.**

**ARTICLE I
OFFICES**

1. REGISTERED OR STATUTORIY OFFICE AND AGENT

The registered or statutory office of the corporation shall be maintained at a location designated by the Board of Directors.

The registered or statutory agent at said office is a member of the Board of Directors who is designated by the Board of Directors.

At its annual meeting the Board of Directors will designate the registered agent and the registered address of the corporation. The Secretary of the corporation will file the necessary documentation with the North Dakota Secretary of State designating the registered agent and the registered address of the corporation.

2. PRINCIPAL OFFICE

The principal office of the corporation shall be at the same location as the registered office.

The Board of Directors shall have the power to change the location of the principal office at its sole discretion.

**ARTICLE II
MEMBERS**

1. QUALIFICATION AND CONDITIONS

Any natural person who pays the Blue Line Club fee for any child in the youth hockey program or any other interested person who pays the membership fee shall be eligible for membership in the corporation.

2. ANNUAL MEMBERS MEETING

The annual members meeting shall be held at a day, time, and location designated by the Board of Directors. The annual meeting of members is for the election of the Board of Directors and for the transaction of all other business which may come before the meeting, shall be held on a day and time designated by the Board of Directors.

The annual meeting of members may be held for any other purpose in addition to the election of the Board of Directors if the other business is included in the notice of said meeting.

3. SPECIAL MEETINGS

A special meeting of the members may be called by the Board of Directors or by the President of the corporation for any purpose permitted under the laws of the State of North

Dakota. The purpose or purposes of such meetings shall be spelled out in the notice of said meeting.

4. NOTICE OF MEMBER MEETINGS

Notice of member meetings will be posted to the website not less than seven (7) days nor more than thirty (30) days before the date of the meeting. The notice shall state place, date, day, and time the meeting is to be held.

5. VOTING

Every member who is entitled to vote shall have one vote. If a member has more than one child in youth hockey, the member will still have only one vote. If both parents of a child are present at a meeting, each parent is entitled to have one vote. In order to vote a member must be personally present at the meeting. Proxy voting is not allowed. Cumulative voting is not allowed. The members present at a meeting shall constitute a quorum at a meeting of the members.

ARTICLE III DIRECTORS

1. BOARD OF DIRECTORS

The business, the affairs, and the assets of the corporation shall be managed by a Board of Directors. The number of directors shall be eleven, but the number may be increased or decreased from time to time by amendment to the Bylaws of this corporation. The members shall elect the directors at each annual meeting to hold office until the next annual meeting. The members of the Board of Directors will serve staggered terms, which will be set by the Board of Directors.

2. VACANCIES ON THE BOARD OF DIRECTORS

Vacancies on the Board of Directors may be filled by the majority vote of the remaining directors, although less than a quorum. A director elected in this manner shall be elected to fill only the unexpired term of his or her predecessor. Any vacancy to be filled by reason of an increase in the number of directors shall be filled by election at the annual meeting of the members or at a special meeting called for that specific purpose.

3. TERM LIMIT

Directors shall serve three-year terms. There is no limit to the number of consecutive terms that a director may serve.

4. QUORUM

A majority of the Board of Directors shall constitute a quorum. The act of said majority shall be the act of the Board of Directors.

5. ANNUAL MEETING OF DIRECTORS

The annual meeting of the Board of Directors shall be held within thirty (30) days after the annual meeting of the members. The purpose of this meeting shall be the election of officers and the conduct of any other such business which may come before the meeting.

6. REGULAR MEETING OF DIRECTORS

The Board of Directors may hold regular meetings as determined from time to time by resolution of said Board.

7. SPECIAL MEETING OF DIRECTORS

The President or any two (2) Directors may call a special meeting of the Board of Directors. Notice of such meeting may be given, with no less than one (1) days' notice, orally, by telephone, or in writing. Notice shall specify the date, time, and place of the meeting.

8. BOARD ACTION WITHOUT A FORMAL MEETING

The Board of Directors may act without a formal meeting so long as each member of the Board shall consent to such action, in writing, before any action is taken. This unanimous consent(s) shall be entered in the Minutes of the corporation.

9. NOTICE OF DIRECTORS MEETING

All meetings of the Board of Directors, except for special meetings, shall be held upon at least five (5) days written notice stating the date, time, and place of the meeting. Notices may be delivered in person or by mail. In any case where all of the Directors execute a waiver of notice, no such written notice shall be required.

10. COMPENSATION

No directors shall receive any compensation for serving on the Board of Directors.

**ARTICLE IV
EXECUTIVE COMMITTEE**

1. NUMBER

The Board of Directors may designate an executive committee consisting of two (2) or more of the directors of the corporation. Such committee may be established by resolution of the majority of the entire Board of Directors.

2. MEETINGS AND POWERS

The executive committee shall meet at any time the members are given notice by any member. The committee may establish its own rules of procedure. The committee shall have the powers given to it by the Board of Directors to act in between the meetings of said board except the committee may not amend the Bylaws or fill vacancies in their own membership. The committee shall keep complete minutes of their proceedings and shall report said proceedings to the Board of Directors.

**ARTICLE V
WAIVERS OF NOTICE**

Any requirement for notice in the Bylaws, Articles of Incorporation, or in the laws of the State of North Dakota may be waived, in writing, by any person or persons entitled to such notice. The waiver of notice may be executed before, during, or after the meeting or event. Any member or director, in attendance at the meeting or event, who does not formally protest failure to receive proper notice prior to the conclusion of the meeting or event, shall have waived such notice conclusively.

**ARTICLE VI
OFFICERS**

1. OFFICERS ELECTION

The Board of Directors, at its annual meeting, shall elect the officers of the corporation. The board shall elect president, a vice-president, a secretary and a treasurer. One person may not hold more than one office. All officers are elected to serve until the next annual meeting of the Board of Directors except that any officer may be removed, with or without cause, by majority vote of the entire Board of Directors whenever the board decides such action is in the best interest of the corporation.

2. VACANCIES

The Board of Directors may fill any office which becomes vacant for any reason.

3. DUTIES OF OFFICERS

PRESIDENT: The president shall be the chief executive officer of the corporation. The president shall preside at all meetings of members and directors; shall carry out all orders and resolutions of the Board of Directors; shall have the general charge and responsibility for the conduct of the corporation's business usually vested in the office of president of a corporation, subject to the authority of the Board of Directors; shall direct and supervise all other officers of the corporation; may enter into and execute contracts or other instruments in the normal course of business; shall be an ex-officio member of all standing committees; shall prepare and present an annual report to the Board of Directors at their meeting prior to the annual meeting of members and also to the members at their annual meeting.

VICE-PRESIDENT: The vice-president shall perform the duties and exercise the powers of the president in the absence or disability of the president and shall perform any other duties as prescribed by the Board of Directors.

SECRETARY: The secretary shall attend all meetings of the members, the Board of Directors and the executive committee, if applicable, and shall record, or cause to be recorded, the minutes, or proceedings, of said meetings. The minutes shall be kept as part of the permanent records of the corporation. It shall be the duty of the secretary to give, or cause to be given, all notices of meetings of members or directors as prescribed by these Bylaws.

The secretary shall be the custodian of the corporate seal. The secretary shall perform such other duties as may be set forth by the Board of Directors.

TREASURER: The treasurer shall have custody of the funds and securities of the corporation and shall keep complete and accurate records and books which shall document the receipts and disbursements of the corporate funds. All funds shall be kept in such depositories as prescribed by the Board of Directors. The treasurer shall render to the president and/or the Board of Directors, whenever they shall require it, a complete accounting of all activities as treasurer and documents showing the financial condition of the corporation.

DELEGATION OF DUTIES: In the absence or in the inability to perform of any officer of the corporation, or for any other reason, the Board of Directors, by majority vote, may delegate the powers and duties of said officer to any other officer or director from time to time.

ARTICLE VII POLICIES

1. ADOPTION OF POLICIES

The directors of the corporation shall have the authority and power to adopt policies of the corporation. The policies adopted by the board shall govern the corporation.

ARTICLE VIII TAX EXEMPT STATUS

The corporation has received from the Internal Revenue Service tax exempt status as a 501(c)(3). The corporation has been incorporated as a nonprofit corporation in the State of North Dakota. None of the activities of the corporation shall be contrary to the provisions of the not for profit provisions of North Dakota law, nor will the corporation engage in any activities which could result in the corporation losing 501(c)(3) status.

ARTICLE IX DISSOLUTION

1. DISSOLUTION OF CORPORATION

In the event of the dissolution of the corporation, after the payment of all debts, any remaining assets shall be distributed to an entity formed for the same or similar purposes for which this corporation has been formed. The dissolution, including the distribution of assets, shall be according to the provisions of Chapter 10-33 NDCC.

**ARTICLE X
MISCELLANEOUS**

1. AMENDMENTS

These Bylaws may be amended, added to and/or changed, in whole or in part, by majority of the members of the corporation present at a regular or special meeting of the members. The power to amend these Bylaws may be delegated to the Board of Directors by the members.

This same procedure shall apply to amendment of the Articles of Incorporation, so long as the changes do not conflict with the laws of the State of North Dakota.

2. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January in each year.

3. CORPORATE SEAL

There shall be no corporate seal.

4. BOOKS AND RECORDS

The books and records of the corporation shall be kept at any place as may be designated by the Board of Directors, so long as there shall be no conflict with the laws of the State of North Dakota.

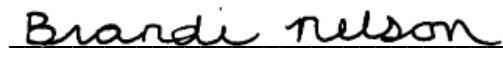
5. INFORMAL ACTION

Any action which would normally be taken at a meeting of the members, directors or executive committee may be taken without a meeting provided there is consent in writing which details the action to be taken and said consent is signed by all of the members, directors or executive committee members. Such consent shall have the full force and effect of a unanimous vote held at the meeting of said body.

The above Bylaws were adopted by actions of the members of the corporation this 19th day of April, 2021.



Jeremy Sandvik, President



Brandi Nelson, Administrative Assistant