

BISMARCK HOCKEY BOOSTERS

Youth Hockey Program

Bylaws



ARTICLE I. NAME

The name of this organization is Bismarck Hockey Boosters, Inc., Bismarck North Dakota, and is herein referred to as the “Club”.

ARTICLE II. PURPOSES AND OBJECTIVES

Section 1. To promote youth hockey in the Bismarck area.

Section 2. To undertake and promote activities using volunteer services and other means to raise funds to support an organized recreational hockey program.

Section 2.5 To abide by and act in accord with the Articles of Incorporation, by-laws, rules and regulations, playing rules, and decisions of the NDAHA Board of Directors, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Club. The Club shall assist the NDAHA in the administration and enforcement of the provisions of the by-laws, rules and regulations, playing rules and decisions of the NDAHA Board of Directors, within and upon its members and/or within its jurisdiction and (II) agrees to be guided by the following core values of USA Hockey and the NDAHA.

Section 3. To expend funds and to acquire equipment, property, and other necessary and suitable materials to carry out the Club’s purposes and objectives.

Section 4. To do any and all things necessary to carry out the Club’s purposes and objectives consistent with and limited to those allowed under the charitable and educational purposes of Section 501 C (3) of the Internal Revenue Code and the North Dakota Nonprofit Corporation Act.

Section 5. To obtain contributions, donations, gifts, bequests, grants, pledges, devises and similar grants from individuals, corporations, trusts, foundations, partnerships, estates, and other organizations or groups to support the Club’s purposes.

Section 6. To accept, buy, sell, hold, lease, rent, manage or otherwise deal with real and personal property consistent with the Club’s purposes and by direction of the Club’s Board of Directors. No such property may be sold at private sale to a Board member.

Section 7. To support any state and national hockey organization with purposes similar to the Club’s.

Section 8. The foregoing statements of corporate purposes do not restrict or limit the Club’s general powers, or their exercise or enjoyment, as they are expressly or implicitly granted by the North Dakota nonprofit Corporation Act, except those powers not in furtherance of exempt purposes under Section 501 C (3) of the Internal Revenue Code.

Section 9. No part of the Club’s net earnings shall inure to the benefit of or be distributed to its Officers, Directors, or members. The Club shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distribution in furtherance of the Club's purposes as expressed in its Bylaws and Articles of Incorporation.

Section 10. No part of the Club's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate in or intervene in any manner to any extent (including publishing or distributing statements) in any political campaign on behalf of any candidate for public office. The Club shall not engage in any activities that are unlawful under federal, state, or local laws.

Section 11. Upon the dissolution of the Club's corporation, the Board shall, after paying or making provisions for the payment of all the Club's debts and liabilities, dispose of the Club's assets according to the Club's purposes. All assets and remaining funds must be used for purposes and go to the organizations within the scope of Section 501 C (3) of the Internal Revenue Code.

Section 12. All aspects of the Club's operations, including membership and player participation, shall be nondiscriminatory.

ARTICLE III. MEETINGS

Section 1. The Club shall hold general membership meetings in September, January and May, and at other times as called by the Board of Directors.

Section 2. The Club typically holds monthly Board meetings the second Tuesday of each month. The Board of Directors may change the regular meeting date provided at least ten days' notice of such change is given to all Club members. This notice, and any other such notice required by these Bylaws, may be given by posting on the Club web site.

Section 3. The Club's annual corporate meeting shall be the regular May meeting, with at least ten days' posted notice given to all Club members that this is the annual meeting.

Section 4. The Club's Board shall determine the time and location of all regular, annual, or special meetings.

Section 5. Special Club meetings may be called by the Board upon at least a forty-eight-hour notice to all Club members.

Section 6. A quorum at any Club meeting shall consist of a simple majority of the voting members present. No proxy votes shall be allowed. Robert's Rules of Order shall be the parliamentary guide for all Club meetings.

Section 7. The general membership is invited to attend the monthly Board Meetings held by the Board. When attending, members must be courteous and allow the board to work through the meeting's agenda without interruption. Robert's Rules of Order are practiced. Items for discussion or consideration must be approved by the President and added to the agenda prior to the approval of the agenda for the

scheduled meeting. Please email the President at president@bismarckhockey.com if you have items you would like to have considered for a board meeting. (2023).

ARTICLE IV. MEMBERSHIP

Section 1. Family Membership. Family membership is open to individuals who are a parent or guardian of a registered player in the Club. Only one Family Membership shall be allowed for each family unit, regardless of how many youths that family has registered for play in the Club's programs. In addition, a qualifying youth may be part of only one Family Membership (i.e., the child's father and mother cannot each obtain a separate family membership). Each Family Membership shall be entitled to one vote per adult in the family, not to exceed two votes, in elections or other Club business matters. Membership is not transferable or assignable. All members shall receive a copy of the By-Laws upon request. (2023)

Section 2. An associate membership is open to all individuals who are interested in supporting the Club. All non-parent coaches and Board members receive a free Associate Membership. (2008) The associate membership fee shall be set by the Board annually at its June meeting, for a one-year membership beginning May 1.

Section 3. Individuals who are not the parent or guardian of a registered hockey player in the Club may become an associate member. An associate member can vote in the general membership meeting and can seek election to serve on the Board of Directors. Membership of the Board of Directors cannot exceed two associate members. Associate membership will be from May-April. (2010) (2023).

ARTICLE V. REGISTRATION FEES

The Club's annual registration fees shall be set by the Board annually at its June meeting. Payment of fees entitles a member to a one-year membership beginning September 1.

ARTICLE VI. FINANCE

Section 1. The Board of Directors shall provide for an annual review of the Club's operation and may require an audit whenever there is a change in the office of Treasurer.

Section 2. The Club's fiscal year shall begin on July 1 and close the following June 30.

Section 3. The Executive Director shall be responsible for the duties associated with the financials of the Club and shall be overseen by the Treasurer of the Board.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The Club's elected Officers and Directors shall serve as Board of Directors, and as such shall oversee the corporation's affairs.

Section 2. No Board member shall receive compensation for his or her Board services. However, the Board may compensate persons for services rendered to or contracted for by the Club, and to pay reasonable expenses incurred for Club purposes.

Section 3. Any member, including Officers, of the Board may be suspended for cause from all Board activities by a two-thirds (2/3) majority vote of the Board of Directors at a meeting duly called and noticed for such purpose. This suspension will be in effect until the next regularly scheduled or specially called general membership meeting. At this meeting, the allegation(s) of cause against the member will be presented to the general membership by the President or President Elect if the suspended Board member is the current President. The burden of proof to show cause is on the Board of Directors. Evidentiary proof of such allegations must be presented at the board meeting and there must be a preponderance of the evidence shown that the suspension is warranted. The suspended member will have the opportunity to respond to the allegations brought against him/her after they have been presented to the general membership. After the presentation, the Board of Directors will vote by written ballot on whether the suspension shall be lifted, and the Director reinstated, or the Director shall be recalled and removed from the Board. A recall vote removing the Director from the Board shall require a majority vote of the Board of Directors voting at such meeting. (2023) (2024)

Section 4. Any member, including Officers of the Board may be suspended for cause from all Board activities by a petition of recall submitted to the Board of Directors on behalf of the registered members. The petition of recall must have signatures from no less than one-third of currently registered members. The petition shall include all allegations and the name, address and signature of each registered member. This suspension will be in effect until the next regularly scheduled or specially called general membership meeting. At this meeting, the allegation(s) of cause against the member will be presented to the general membership by the President or President Elect if the suspended Board member is the current President. The burden of proof to show cause is on the registered member who initiated the Petition. Evidentiary proof of such allegations must be presented at the board meeting and there must be a preponderance of the evidence shown that the suspension is warranted. The suspended member will have the opportunity to respond to the allegations brought against him/her after they have been presented to the general membership. After the presentation, the general membership will vote by written ballot on whether the suspension shall be lifted, and the Director reinstated, or the Director shall be recalled and removed from the Board. A recall vote removing the Director from the Board shall require a fifty-one per cent (51%) vote of those voting at such general membership meeting. (2023)

Section 5. For purposes of Section 3 and 4 of this Article, cause shall include, but not be limited to:

- Charged with or convicted of criminal activity.
- Conflicts of interest or taking actions on behalf of the Bismarck Hockey Boosters without Board authorization.
- Verbally abusive or consistently antagonistic interaction with other Directors or with Members.
- Conduct that is detrimental, unsportsmanlike, or violates hockey codes of conduct with respect to any Bismarck Hockey Booster related activity.
- Violation of confidentiality on topics where requested by the Board.
- Repeated tardiness or absence from meetings.
- A sustained and unexcused pattern of inattention that amounts to an abdication of the Director's duties to the Bismarck Hockey Boosters.

Section 6. If for a reason stated in Section 3 or 4, or for any other such reason, there is a vacancy on the board, the vacancy shall be filled by appointment within two (2) months of the vacancy being known to the Board President. The vacancy shall be filled by appointment from the Board for the unexpired portion of the vacant term. The appointment will be approved by a simple majority of the voting Board members as long as a quorum is present. No proxy votes shall be allowed. (2021)

Section 7. The Board, under advisement of the Executive Director, shall have the authority to establish policies for promoting and implementing the objectives and purposes of the organization. (2022)

Section 8. Board meetings shall be held a minimum of six times per year and at such other times as called by the Board's President, a person exercising the President's powers, or any 3 Board members. A quorum shall be a simple majority of the Board's total membership.

ARTICLE VIII. OFFICERS, DIRECTORS AND ELECTION

Section 1. The Club's Officers and Directors shall be a President, Past President, Secretary, Treasurer, and three Directors-at-Large. (2022) The Executive Director is a non-voting member of the Board of Directors. (2023)

Section 2. The provisions of Article VIII, Section 3, notwithstanding, the Secretary, President and Past-President shall hold office for a duration of 2 years, but no longer than two consecutive two-year terms at the same position, starting the 2024-2025 fiscal year and thereafter. (2015) (2023).

Section 3. The Club's Officers and Directors shall be elected at the corporation's annual meeting in May and shall take office on July 1st. They shall attend the June Board Meeting as incoming members of the Board. The President, Past President and Secretary shall hold office for a duration of 2 years, but no longer than two consecutive two-year terms. The Treasurer and three Directors-at-Large shall hold office for three years or until their successor is elected. If necessary, a Nomination Committee composed of three Club members shall be appointed by the Board at least three months prior to the annual meeting to find a nominee or nominees for each of the Officer and Director positions which will become vacant. The Nominating Committee's report must be posted on the website at least ten days prior to the annual meeting. Any Club member may make nominations from the floor at the annual meeting. All Officers and Directors will be elected by ballot, with candidates receiving the highest number of votes being elected.

The 2024 adopted amendments to the Bylaws take effect immediately after adoption by the Board of Directors but with the following terms set to expire in the following years, as to stagger future terms of the officers:

- President: Term Expires in Year 2026 (The 2024 Board of Directors election shall appoint the former President-Elect into the President position to take effect July 1, 2024 and set to expire June 30, 2026; thereafter the President-Elect position shall be null and void as a Board of Director position and the successor President positions shall follow the requirements as set forth in Article IX, Section 1)

- Past President: Term Expires in Year 2026 (2-year term, President position term expiration 2024)
- Secretary: Term Expires in Year 2025 (1-year term in election year 2024; 2-year term, starting with election year 2025)
- Treasurer: Term Expires in Year 2026 (3-year term, elected 2023)
- Member-At-Large Fundraising: Term Expires in Year 2025 (3-year term, starting with election year 2025)
- Member-At-Large BHB LLC Board: Term Expires in Year 2027 (3-year term, elected 2024)
- Member-At-Large Hockey Committee: Term Expires in Year 2026 (3-year term, elected 2023)

ARTICLE IX. OFFICERS' AND DIRECTORS' DUTIES

Section 1. The President shall be the chairperson of the Board and shall preside at all Club meetings. He or she shall exercise all the powers and duties usually attendant upon a President or chairperson of a Board of Directors. The President also sits on the Gaming Committee. The President shall have served on the Board for at least one (1) year immediately prior to serving as President and shall be appointed by the current Board of Directors at least three (3) months prior to the expiration of the current President's term. If for any reason the President is unable to fulfill his or her duties as President for more than three (3) consecutive months, the Board shall appoint a new President, acting under the guidance of the Past President.

Section 2. The Treasurer will oversee the Board appointed accounting firm and oversee the Executive Director's responsibilities related to the financial interest of the Club. The Treasurer shall sit on the BHB LLC Board. In conjunction with the Executive Director, the Treasurer shall prepare and present a budget for approval by the Board of Directors at the June meeting. The Treasurer shall, on demands of the Board of Directors, permit the accounts of the Club to be audited by an accounting firm as appointed by the Board of Directors. The Treasurer and Executive Director shall submit an unaudited monthly financial report to the Board of Directors and shall submit a reviewed financial statement for the preceding year to the membership at the General Membership meeting in May each year, as allowed and available through the Club's accounting firm.

Section 3. The Secretary shall record minutes for all Club and Board meetings and post the meeting agendas and approved meeting minutes, along with a financial summary, the Executive Director Report and Hockey Director Report; on the Club's website on a monthly basis. (2020) He or she shall report at each Club meeting on all the Board meetings held since the last Club meeting.

Section 4. There shall be three (3) Directors-at-Large. One shall serve as the Chairperson of the Hockey Committee, one shall serve on the Fundraising Committee, and one shall serve as the Chairperson of the BHB LLC Board. The Hockey Committee Director-at-Large will chair the Hockey Committee and shall possess relevant hockey knowledge and background to assist the Hockey Director in making decisions and recommendations regarding on-ice structure and programming. The Hockey Committee Director-at-Large will report all happenings from the Hockey Committee to the Board. The Fundraising Committee Director-at-Large shall possess relevant background pertaining to fundraising and assisting

with carrying out fundraising events. The BHB LLC Board Director-At-Large shall possess relevant knowledge and experience pertaining to business, real estate, and/or management in order to successfully fulfill the requirements of overseeing any business endeavors obtained through BHB LLC.

The roles are to attend all Board meetings and vote on relevant issues pertaining to BHB and represent BHB when asked. Other duties include but are not limited to:

- Serve on the assigned committee;
- Assist the committee to carry out their functions;
- Report back to the Board on the committee's functions.

Section 5. The Past President assists the President and the Board of Directors to carry out the mission of the Club. The Past President also serves on the Gaming Committee. In the event the President is unable to fulfill the duties of the presidency, the Past President shall serve as the acting President until either 1) the President resumes his or her duties; or 2) a new President is appointed by the Board. (2023)

Section 6. The Executive Director is a non-voting member of the Board of Directors. (2023) This position is hired by the Board and shall carry out the mission of BHB and oversee the day-to-day operations of BHB to promote the future of the BHB. The Executive Director is the main point of contact for BHB and works on creating policies and procedures to ensure success of the program. All administrative matters are handled by the Executive Director and this position oversees all aspects of the Club. The Executive Director also serves on the Disciplinary Committee and is responsible for all employees of BHB. (2022)

Section 7. The Hockey Director does not sit on the Board of Directors (2023) but oversees and manages the youth hockey on-ice programs for BHB. This position is hired by the Executive Director and will directly manage on-ice personnel and directly manage player development matters related to hockey for all of BHB's hockey programs. The Hockey Director shall be responsible for hiring all Assistant Hockey Directors, Coaches and Coordinators, and other needed help for the assistance of the hockey program. The Hockey Director provides oversight and support to the Coaches. The Hockey Director also oversees the Assistant Hockey Director. (2020) The Hockey Director is a member of the Hockey Committee.

Section 8. Per section 4 of Article IX, the Hockey Committee is a standing committee under the Board of Directors. The Hockey Committee shall consist of the Hockey Committee Director-at-Large, the Hockey Director, the Assistant Hockey Director, a Secretary, and a Vice Chair. The Hockey Committee Director-at-Large shall serve a three-year term on the Board of Directors and as the Chairperson of the Hockey Committee, as set forth in Section 4 of Article IX. The Secretary and Vice Chair will be elected at the Corporation's Annual Meeting in May but are not members of the Board of Directors for the Club and do not have a vote on the Board of Director decisions. The Secretary and Vice Chair shall take office on July 1st and shall hold office for two years or until their successor is elected. These members shall follow all other bylaws and procedures noted herein. The Hockey Committee shall meet monthly, and the Chair will report to the Board on a monthly basis at the Board of Directors meeting. The primary

purpose of the Hockey Committee is to discuss and guide Club matters related to on-and off-ice programming and assist the Hockey Director with planning and implementation of hockey programming for the development of the Club's youth.

ARTICLE X. COMMITTEES

The Board may, at its discretion, form committees and assign duties not inconsistent with these bylaws.

ARTICLE XI. AMENDMENTS

These bylaws may be amended or repealed, or new Bylaws adopted, at any Club meeting by the simple majority of the Club members present, provided that written notice of the intention to so change the Bylaws, and the nature of such change, is posted on the Club website thirty days prior to the meeting at which the changes are acted upon. Provided proper notice is given Bylaw changes can be introduced and acted upon at the same meeting.

ARTICLE XII. ADOPTION

These Bylaws were officially adopted by the Bismarck Hockey Boosters, Inc., with notice given, at its meeting of January 11, 1972, held at the VFW All Seasons Arena, in Bismarck, North Dakota.

These Bylaws supersede and thereby render null and void any previously existing Bylaws of this corporation.

Amended and revised, October 1, 1981

Amended and revised, April 18, 1983

Amended and revised, April 2, 1986

Amended and revised, April 25, 1988

Amended and revised, April 19, 1993

Amended and revised, April 14, 1997

Amended and revised, September 14, 1998

Amended and revised, April 14, 2003

Amended and revised, April 12, 2005

Amended and revised, September 28, 2006

Amended and revised, September 10, 2007

Amended and revised, April 14, 2008

Amended and revised, September 13, 2010

Amended and revised, March 9, 2015

Amended and revised, May 8, 2017

Amended and revised, July 13, 2020

Amended and revised, July 11, 2022

Amended and revised, March 22, 2023

Amended and revised, June 12, 2023

Amended and revised, April 23, 2024

Amended and revised, April 15, 2025