

FERGUS FALLS HOCKEY ASSOCIATION BYLAWS

ARTICLE I. PURPOSE

Section 1. The Fergus Falls Hockey Association (“FFHA”) is committed to providing youth athletes with programs to learn and enjoy the sport of hockey. We promote and support a fun and fair hockey environment that encourages athletes to respect themselves and others, become better teammates, build self-confidence, and develop leadership skills. We work toward a common goal of developing each athlete’s physical, social, and emotional health and personal values that enable life-long success.

ARTICLE II. MEMBERS

Section 1. The membership of this organization shall be made up of the following people: parents or legal guardians of youth enrolled in Association sponsored programs during either the current or past calendar year; current Directors serving on the Board of Directors; Association employees; members of Association committees; coaches; managers; referees; and all other interested community members, subject, however, to the requirement that all Members must be 18 years of age or more. Such membership entitles the Member to attend and participate in the annual Members meeting and vote for new Directors for the Board of Directors. There shall be no limit to number of Members.

ARTICLE III. ASSOCIATION MEMBERSHIP MEETINGS

Section 1. Place of meetings. The meetings of the Association Members shall be held either at its registered office or at any other place designated by the Board of Directors.

Section 2. Annual meetings. Each year the annual meeting of the Members shall be held at a time designated by the Board of Directors on the third Monday in March or within 30 calendar days of the third Monday in March. The annual meeting of the Members shall be held for the purpose of electing the Board of Directors, as well as the consideration of any other business that may be properly brought before the Board.

Section 3. Special meetings. Special meetings of the Members may be called at any time upon the request of the President, Vice President, a majority of the Directors, or upon request in writing to the Board of Directors by Members holding not less than 50 percent of the voting power of the Members.

Section 4. Notice of meetings. A person entitled to call a special meeting may make written request to the President, Vice President, or Secretary to call the meeting. Such Officer shall give notice of the meeting to the Members of the Association at least five (5) days in advance of the meeting. Notice shall not be provided more than 60 days in advance of the meeting. This notice shall be given personally, by mail, email, telephone, facsimile, or through the Association’s official social media account(s) and website. Any meeting duly called may be adjourned to a specific future time and specific meeting place and in such event, no notice of reconvening of the meeting at such future time and place need be given.

Section 5. Voting rights. All issues to be voted upon shall be decided by a simple majority of those present at the meeting in which the vote takes place unless specified in these Bylaws. Every Member of record shall be entitled to one (1) vote. *Unless a Member is a Director with voting rights, Members shall not be permitted to vote at Board of Director meetings.* Voting by proxy is NOT permitted. Voting may be commenced by electronic means. The following decisions shall require approval of the voting membership:

- a. Election of Directors for the Board of Directors;
- b. Ratification/rejection of amendments to the Articles of Incorporation and/or Bylaws; and
- c. Merger, consolidation with another organization, a substantial sale of assets, and/or dissolution of the organization.

Section 6. Quorum. One percent of the membership as registered in official corporate records shall constitute a quorum for the transaction of business.

ARTICLE IV. DIRECTORS

Section 1. Number of Directors. The business of the Association shall be managed by a Board of Directors with voting rights of not less than 11 and not more than 17 Directors. Not less than five (5) of said Directors with voting rights shall be elected by the Members. The current Fergus Falls High School boys and girls head coaches shall automatically be Directors with voting rights. The Directors, by a majority vote, shall appoint a Hockey Director(s), at the annual meeting or at any other time as the Board deems necessary, to a continuous term. The Hockey Director(s) may be removed by greater than a 2/3 majority vote of the Directors. The Directors, by a majority vote, shall annually appoint an Association Traveling Scheduler, who shall serve a one-year term from the date of their appointment until the next following annual meeting. The Board shall act by a simple majority vote of those Directors' present and voting at a duly convened meeting.

Appointed Directors *with* voting rights shall include: Fergus Falls High School boys' head coach; Fergus Falls High School girls' head coach; Hockey Director(s); Association Traveling Scheduler; Concessions/Volunteer Manager; and Gambling Manager.

Appointed Directors *without* voting rights shall include: Community Arena Scheduler; Referee Coordinator; City of Fergus Falls Liaison; Legal Advisor; and LiveBarn Administrator.

Section 2. Terms of Elected Directors. Members shall annually elect Directors to serve three (3) year terms to fill vacant Board of Director positions. The terms of the elected Directors shall be staggered so that approximately one-third (1/3) of the elected Directors' terms expire and are up for election each year. This is to provide continuity to the Board and to the operations of the Association. Elected Directors shall each serve a three (3) year term until their successors have been elected and qualified, except in the instance of a Director becoming ineligible, resigning, or being removed as provided for in these Bylaws. In the event that a Director ceasing to serve is also an Officer, said officership terminates with the termination of directorship. Any Director missing more than three Board of Director's meetings in a given FFHA calendar year may be asked to vacate their director position.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors or by election at a meeting of Members. A Director shall be elected by the unexpired term of his/her predecessor in office.

Section 4. Meetings of the Board: Notice. The Board of Directors annual meeting shall meet each year immediately after the annual meeting of members at the same place. The annual meeting of the Board of Directors, once convened, may be adjourned to a future time and place and reconvened then and there without further notice. Any other meeting of the Board of Directors duly convened may be similarly adjourned and reconvened without notice. No notice of any kind to the Board of Directors shall be necessary for the annual meeting nor shall any notice be necessary for any periodic regular meetings of the directors fixed by Board of Director resolution of general application. Special meetings of the Board of Directors may be held upon the call of the President or any Director upon five (5) day's written notice of the time and place thereof mailed, emailed, or delivered in person to each Director. Notice may be waived before or after the time of such meeting and attendance by a Director at a meeting shall constitute waiver of notice thereof. The purpose of the meeting shall be specified in notice given.

Section 5. Quorum. A majority of the elected Directors shall constitute a quorum for the transaction of business, provided however, that if any vacancies exist for any reason; the remaining Directors shall constitute a quorum for the filing of such vacancies.

Section 6. Election of Directors. Candidates for election to the Board of Directors shall be nominated by a nominating committee appointed by the President at least two weeks prior to the annual meeting. Nominations shall also be accepted from the floor. A single ballot shall be cast to fill all the vacancies occurring that year. The candidates receiving the greatest number of votes on that single ballot shall be elected. Members shall vote for no more nor less than the available vacancies when casting their ballots. Any ballot not complying with this provision will not be counted.

ARTICLE V. OFFICERS

Section 1. Number of Officers. The Officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other Officers and assistant Officers, counsel, and agents as may be chosen by the Board of Directors from time to time. Any two offices may be held by one person, except that the President shall not also hold the office of Vice President or Secretary. All Officers shall be Directors.

Section 2. Election: Vacancies; Tenure. Officers shall be chosen at the annual meeting of the new Board of Directors, to hold office until the annual Board of Director's meeting of the following year and until their successors are chosen and qualified. Any Officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors. Any vacancy shall be filled by the affirmative vote of a majority of the Directors, and an Officer so chosen shall serve the unexpired portion of his/her predecessor's term and until this successor is chosen and qualified.

Section 3. President. The President shall preside at all meetings of the Members and Directors and shall perform all duties incident to his/her office and such other duties as may be prescribed from time to time by these Bylaws or by the Board of Directors. The President shall have the authority to appoint committee chairpersons and create committees not herein provided subject to approval by the Board of Directors. The President will continue to serve as a member of the Board for one year after his/her term in office. He/she will be a non-voting member if his/her initial elected three-year term as a Director has expired, unless he/she is otherwise re-elected or re-appointed as a Director.

Section 4. Vice President. The Vice President shall assume the duties of the President in the absence of the President and shall perform other duties directed to him/her by the President.

Section 5. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of meetings of the Membership, Board of Directors and executive committee. The Secretary shall direct and receive all correspondence and have custody of all books and records of the Association except those of the Treasurer.

Section 6. Treasurer. The Treasurer shall have the custody of all funds of the Association; shall keep an accurate record of receipts and expenditures; and shall pay out funds as authorized by the Association.

Section 7. Contracts. Except as otherwise provided by the Board of Directors from time to time, all formal contracts of this Association shall be executed on its behalf by the Treasurer and attested to by the President or any Vice President with authority from the Board of Directors, which authority may be specific or by resolution of general application.

ARTICLE VI. COMMITTEES

Section 1. Appointments. The President shall appoint chairpersons for the following committees within one month after the annual meeting, except for the Hockey Director, who is appointed pursuant to Article IV, Section 1 of these Bylaws. Committee chairpersons will be required to give year-end reports at the annual meeting. Committee chairpersons may be selected from the Board of Directors. Each committee chairperson is responsible for appointing committee members.

Section 2. Finance Committee. The Finance Committee will be responsible to make our program cost efficient. The Finance Committee is responsible for reporting monthly to the Board of Directors through the Treasurer and keeping the organization solvent. Any expenditure that was not included and approved in the annual budget must be presented by the Board liaison and presented to the Board of Directors for approval or disapproval. It shall be the responsibility of this committee to propose to the Executive Committee any projects that can produce funds for the Association. The Treasurer shall be a member of this committee.

Section 3. Hockey Committee. It shall be the responsibility of the Hockey Committee to assure even distribution of player ability on house league teams. Initial team distribution shall be effected following tryouts and redistribution shall be utilized, as appropriate, in order to maintain

proper balance. It shall also be the Hockey Committee's responsibility to work with the coaches of the traveling teams to ensure that appropriate opportunity for participation on the traveling teams is provided. The Hockey Committee shall also supervise the replacing of players on house league teams when traveling rosters are adjusted, and place players on house league teams before the start of each season. The Hockey Director shall chair the Hockey Committee.

It is the responsibility of the Hockey Committee to provide a quality hockey program for all hockey players in FFHA. The Hockey Committee is responsible for the following:

- a. To review and/or revise the Rules & Regulations, as they so relate to the playing and coaching of hockey, on a yearly basis and present the final draft of the Rules & Regulations to the Board of Directors for final approval.
- b. To provide coaches for the Association. It has the responsibility to provide training and oversee that the coaching staff is following the procedures as outlined in the Rules & Regulations.
- c. To continue to review and develop the hockey program as changes are needed with final approval coming from the Board of Directors.
- d. To oversee and regulate that the Rules & Regulations are adhered to as approved by the Board of Directors.
- e. Appoint an in-house director who would establish an in-house committee as deemed necessary to carry out in-house tasks. It is the purpose of the in-house director/committee to provide a quality hockey program for the house league players specified by the Rules & Regulations.

Section 4. Scheduling Committee. It shall be this committee's responsibility to set all games and practices on all rink facilities prior to the start of the season. The chairperson or his/her designate shall have the authority to alter and change that schedule when conflicts arise after the season commences. No changes shall be made in the schedule unless cleared through this committee. It shall also be on this committee's duty to provide for distribution of schedules to all players and coaches and inform those coaches affected by any schedule changes.

Section 5. Rules Committee/Referee Coordinator. This committee will be chaired by the head official. It shall be the responsibility of this committee to provide officiating at all league home games. They shall also adopt any special rules for house league play for coach and player conduct at the arena.

Section 6. Public Relations and Membership Committee. Its first major responsibility is to effectively recruit new players and retain those who have previously played. It should be the responsibility of this committee to keep the channels of communications open between the parents, community, and the Association. They shall further publicize the activity of the Association through all media available.

Section 7. Equipment Committee. It shall be the responsibility of this committee to dispense, collect, inventory, repair equipment and advise the Association as to the needs new and replacement of equipment.

Section 8. Tournament Committee. The tournament committee, made up of tournament coordinator and team managers, is responsible for the scheduling and hosting of FFHA home

tournaments. The Board liaison is responsible for the budget as approved by the Board of Directors. The two main objectives of this committee are:

- a. To conduct a tournament in accordance with all specifications and regulations set forth by Minnesota Hockey/USA hockey, including proper sanctioning and at the same time meet necessary deadlines. To accomplish this, a rigid committee structure must be followed. This committee structure is outlined in detail in the Minnesota Hockey/USA Hockey Tournament guidebook.
- b. To hold a superior, quality tournament on the dates specified and agreed on by the Board of Directors.

Section 9. Facilities Committee. The facilities committee formulates plans of action in business matters pertaining to the arena with final approval of the Board of Directors. The Board liaison would work in conjunction with the Arena Manager/City to ensure the best possible environment to promote youth hockey in Fergus Falls.

Section 10. Registration Committee. This committee/board liaison will handle the registration process for FFHA. The board liaison will attend any Minnesota Hockey district meetings pertaining to Minnesota Hockey/USA Hockey registration. The board liaison/committee will organize and deliver the proper forms to the In-House and Hockey Directors for team sanctioning as required by Minnesota Hockey/USA Hockey. The board liaison/committee will work with the hockey secretary to ensure that all the proper forms as required by Minnesota Hockey/USA Hockey are completed and returned by deadlines. The registrar will also be charged with the functionality of the website.

Section 11. Concession Committee. The Concessions/Volunteer Manager oversees the operations of the concessions stand within the arena facility. In addition to handling the operational, sales, and management duties, this position will also help in creating marketing strategies in an effort to increase sales revenue with new items or strategic planning of current items.

Section 12. Gambling Committee. The Gambling Manager oversees the operations of the gambling of the Association. The Gambling Manager should be paid by funds raised through gambling.

Section 13. Discipline Committee. The Discipline Committee oversees the administration of any grievances reported to the Association and ensure that the rules and regulations outlined in the Rules & Regulations are being appropriately followed. Depending on the nature of the grievance, the Discipline Committee may work in conjunction with the SafeSport Coordinator and/or Referee Coordinator as is deemed appropriate.

In the event a grievance is brought by a Member against the Association, a formal grievance will be presented to the Board of Directors. The President shall appoint one or more Directors to establish a committee made up of present and past Association Members to arbitrate the grievance. The decision of the committee will be final.

Section 14. Other Committees. Other committees deemed necessary by the Board of Directors may be established.

ARTICLE VII. MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin May 1 and end April 30 of the following year.

Section 2. Disaster Plan. If the need arises, the first step is for the Board of Directors to call an emergency Board Meeting. The Board of Directors would then decide on a plan based on the agreed upon terms in the user agreement with the City of Fergus Falls and Fergus Falls Hockey Association.

Section 3. Definitions. The following terms contained in these Bylaws are defined as follows:

- a. "Association" means the Fergus Falls Hockey Association or FFHA.
- b. "Board" means the FFHA Board of Directors.
- c. "Director" means an elected or appointed member of the FFHA Board of Directors. A Director is also known as a "Board Member."
- d. "Member" means a member of the Association, and is further defined in Article II, Section 1.
- e. "Officer" means a Director that has been elected by the FFHA Board of Directors (as outlined in Article V, Section 2) to serve in an executive position on the FFHA Board of Directors (*i.e.*, President, Vice President(s), Secretary, Treasurer(s)).
- f. "Rules & Regulations" means the Fergus Falls Hockey Association Rules & Regulations.

ARTICLE VIII. AMENDMENTS

Section 1. These Bylaws may be amended as provided by law. These Bylaws shall be reviewed annually.

*The FFHA Bylaws were originally adopted on March 16, 1971, amended with changes and adopted by the current hockey membership at the annual meeting on May 17, 1982, May 16, 1994, March 23, 2006, April 7, 2009, March 30, 2010, March 20, 2012, April 1, 2015, April 5, 2017, April 4, 2018, April 7, 2021, and April 3, 2024.