

RESOLUTION

I, the undersigned, certify that I am the PRESIDENT of ROCHESTER JUVENILE HOCKEY ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Minnesota; that the following is a true copy of resolutions duly adopted by the Board of Directors of the corporation at a meeting duly held on the ____ day of _____, 2006, at which a quorum was present; and acted throughout; and that the resolutions are in full force and effect and have not been amended or rescinded.

WHEREAS the Board of Directors deems it desirable and in the corporation's best interests to amend the Articles of Incorporation as provided in the foregoing resolution approving an amendment to Articles of Incorporation.

NOW, THEREFORE, it is hereby:

RESOLVED, that the Articles of Incorporation be amended to state the corporation's charitable purpose and to provide instruction in the event of the dissolution of the corporation.

Dated: _____, 2006

**ROCHESTER JUVENILE HOCKEY
ASSOCIATION, INC.**

By: Jay Anderson
Its: President

**BYLAWS OF
ROCHESTER JUVENILE HOCKEY ASSOCIATION, INC.**

This instrument constitutes the Bylaws of Rochester Juvenile Hockey Association, Inc. adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

MISSION

Section 1. This Corporation is organized to provide an opportunity for the youth within the corporation's designated participation area to develop athletic, social and sportsmanship skills through participation in the sport of hockey.

ARTICLE II

MEMBERS

Section 2.1. The Membership of the corporation shall consist of one class of Members. Members are the board of directors, committee members, coaches, and the parents or legal guardians of player(s) that participate in the activities that are provided under the jurisdiction of the corporation.

Membership based on parent or legal guardian status shall be limited to two members per family.

Section 2.2. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board.

Section 2.3. A Member shall not be expelled or suspended, other than for nonpayment of dues or fees, except where the Member is given:

(1) not less than thirty (30) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and

(2) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination. Said opportunity to be heard shall take place before the Board of Directors which is authorized to decide that the proposed expulsion, termination or suspension not take place.

Section 2.4. Regular meetings of voting Members shall be held annually, the second Thursday in April in each year or at such date and time as the Board of Directors shall determine.

Section 2.5. Unless otherwise required by law or the Articles or Bylaws of this corporation, notice of the Annual Member meetings must be posted on the corporation's website at least twenty (20) and not more than sixty (60) days before the meeting. The notice must contain the date, time, and place of the meeting.

Section 2.6. If a regular meeting of voting Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members with voting rights or five percent (5%) of the Members with voting rights, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the corporation.

Section 2.7. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of Members is the lesser of 50 members or five percent (5%) of the Members entitled to vote at the meeting.

Section 2.8. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 2.9. Each member shall be entitled to one vote on any matter properly presented to the Members. Voting by absentee ballot shall not be permitted.

Section 2.10. For the purpose of determining members entitled to vote at any meeting of members or any adjournment thereof, or in order to make a determination of membership for any other proper purpose, the Board of Directors shall maintain a list of members. In determining membership based on family participation, the Board shall use registration forms submitted for the current or immediately preceding hockey season.

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. The number of directors of the corporation shall be not less than 15. A majority of the board members must be elected by the members of the corporation and any increase or reduction in the number of board members requires an amendment to these bylaws to ensure that a majority of the board positions remain elected positions.

Section 3.2. Each elected director shall hold office until the annual meeting that is held the same number of years after the election as that director's term as identified herein, and until the director's successor shall have been elected or appointed, or until director's death, resignation or removal. Each appointed director shall be appointed for two (2) years. Directors need not be members of the corporation and there is no term limit.

Section 3.3. The following board positions shall be elected positions:

Past-President
President
President Elect
Secretary
Treasurer
Fundraising Committee Chair
Booster Committee Chair
Tournament Director
MAHA Representative

A President-Elect shall be elected each year and shall serve for three years, the first year in the position of President-elect, the second year as President, and the third year as Past-President. The Secretary, Treasurer and MAHA Representative shall be elected in odd years and shall serve two-year terms. The Fundraising Committee Chair, Booster Committee Chair and Tournament Director shall be elected in even years and shall serve two-year terms.

Section 3.4. The following board positions shall be appointed positions with two-year terms:

Operating Unit Director
City Unit Director
Hockey Operations

The above positions shall be appointed in odd years.

Olmsted County Hockey Representative
Gaming Director
Gambling Manager
Traveling Unit Director

The above positions shall be appointed in even years.

Section 3.5. At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.6. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 3.7. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be

notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.8. The Board of Directors shall have regular monthly meetings on the second Wednesday of each month at such date and time as the Board of Directors shall determine or at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held the second Wednesday in May following the annual meeting of the members or at such time and place as may be designated by resolution of the Board of Directors.

Section 3.9. A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

Section 3.10. A director may be removed from office for cause by the affirmative vote of two-thirds of the directors present at a duly held meeting. No director shall be removed until the director has first been provided notice of the proposed removal and the basis for removal, and until the director has been provided an opportunity to be heard, orally or in writing, by the Board. Notice of the intent to consider removal and the charges upon which removal is sought shall be provided to the director not less than five (5) days and not more than thirty (30) days before such meeting stating that removal of that director is to be on the agenda for such meeting.

For purposes of this section, cause-justifying removal shall include, but not be limited to, the following:

- (a) three consecutive absences from Board meetings that have not been excused by the President;
- (b) four or more absences within a one-year period that have not been excused by the President;
- (c) failure to undertake the responsibilities of the position or other duties properly assigned by the President or the board;

- (d) physical or mental impairment that affects the director's ability to perform the responsibilities of the position;
- (e) criminal or disgraceful conduct that discredits the association; or
- (f) violations of the association rules as the same may be adopted or amended from time to time.
- (g) violations of USA Hockey rules, MAHA rules and/or District rules as the same may be adopted or amended from time to time.

Section 3.11. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 3.12. Special meetings of the Board of Directors may be called at any time upon request of the President or any three (3) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting with three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' written notice of the time, place and purpose of such special meeting to the board members.

Section 3.13. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board.

Section 3.14. The Board of Directors may hold their meetings at such places as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

Section 3.15. Whenever under the provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail or electronic mail.

Section 3.16. The President, and in the President's absence, the President-Elect, and in their absence, the Past President or any person chosen by the members present, shall call the meeting of the members to order and shall preside over the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 3.17. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV

OFFICERS

Section 4.1. The officers of the corporation shall be a President, a President-Elect, a Past-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

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. 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 preside at all meetings of the Board of Directors and shall oversee the long-term goals and purposes of the corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

(b) President-Elect – The President-Elect shall perform such duties as may be determined from time to time by the Board of Directors. The President-Elect so designated shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

(c) Past -President - In the absence of the President and Vice-President, or in the event for any reason it shall be impracticable for the President and President-Elect to act personally, the Past President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Past President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

(d) Secretary – The Secretary shall: (a) keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the names and addresses of members; (e) make record of all motions made and the board's vote on the matter; and (f) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to said Secretary by the President or by the Board of Directors. The secretary of the corporation shall, before each meeting of members, make a complete record of the members entitled to vote at such meeting, or any adjournment thereof. Such record shall be produced and kept open at the time and place of the meeting and shall be

subject to the inspection of any members during the whole time of the meeting for the purposes of the meeting.

(e) 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 perform such other duties as may be determined from time to time by the Board of Directors.

(f) Those directors undertaking any of the positions defined in this subpart shall perform all such duties and shall exercise such authority as may be delegated or assigned to them by the operating procedures adopted by the Board of Directors, or by specific delegation from the President or the Board of Directors.

Section 4.3. Officers shall not be compensated for their duties as officers, except that an officer may receive a salary for his or her services as an employee, and officers may be reimbursed for expenses incurred on behalf of the corporation. Those directors undertaking any of the positions defined in this subpart shall perform all such duties and shall exercise such authority as may be delegated or assigned to them by the operating procedures adopted by the Board of Directors, or by specific delegation from the President or the Board of Directors.

Section 4.4. All Officers are members of the Board of Directors.

Section 4.5. 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.

Section 4.6. Any officer may be removed for cause by the affirmative vote of two-thirds of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given. The process for removing an officer shall be the same as the process for removing a director identified in Section 3.10.

Section 4.7. A vacancy in an office because of death, resignation or removal may be filled by majority vote of the Board of Directors for the unexpired term of that office.

ARTICLE V

STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

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 this 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 are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the 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 contact 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 director's or 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 does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and
- B. 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 brother and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE VI

FINANCE

Section 6.1. Any 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 annually to the Board of Directors.

Section 6.7. The fiscal year of the corporation shall be as follows:

Date of Commencement

Date of Termination

August 1st

July 31st

ARTICLE VII

INDEMNIFICATION

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, suite or proceeding, wherever and by 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 attorneys' fees, judgments, fines and amounts 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. The indemnification provided by this Article shall inure 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 by affirmative vote of not less than 2/3 of all Board Members; except

that after the adoption of the initial bylaws, the Board of Directors shall not adopt, amend or repeal a Bylaw fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, but the Board of Directors may adopt or amend a Bylaw to increase the number of directors.

Section 8.2. These by-laws may be altered, amended or repealed and new by-laws may be adopted by the members by affirmative vote of not less than 2/3 majority of the members present at any annual or special meeting of the members at which a quorum is in attendance. However, written notice of the proposed amendment must be submitted to the Board of Directors prior to the regular meeting of the Board immediately preceding the annual or special meeting. Notice of the proposed amendment must be posted on the corporation's website at least 10 days prior to the date of the annual or special meeting.

ARTICLE IX

CHARITABLE PURPOSE

Section 9.1.¹ The primary purpose of this corporation is exclusively charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purposes of this corporation are to encourage and improve the standard of ice hockey in the Rochester area; to conduct ice hockey tournaments and to select representative teams to participate in tournaments; to associate with other ice hockey associations; to do any and all acts necessary or desirable in the furtherance of the foregoing purposes; to buy, sell,

¹ Article IX and X added 9/13/2006

lease and otherwise deal in all kinds of property, real, personal and mixed, for the purpose of creating further interest in amateur hockey.

ARTICLE X
DISSOLUTION

Section 10.1.¹ In the event of liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed as provided in the Bylaws of this corporation, or in the absence of any such provision in the Bylaws, in such manner as the Board of Directors of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by the affirmative vote of a majority of the directors determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than exclusively for charitable, scientific, literary or education purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

President

Secretary

Date

Date

¹ Article IX and X added 9/13/2006