

**AMENDED AND RESTATED BYLAWS
OF
SPRING LAKE PARK DISTRICT #16 YOUTH HOCKEY ASSOCIATION**

**ARTICLE I.
OFFICES**

Section 1.1 Registered Office. The registered office of the Association shall be 9250 Lincoln Street NE, Blaine, Minnesota 55434. The Board of Directors shall have authority to change the registered office of the Association from time to time, and any such change shall be registered by the secretary with the Secretary of State of Minnesota if and as required by law.

Section 1.2 Offices. The Association may have such other offices, including its principal business office, either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the Association may require from time to time.

**ARTICLE II.
MEMBERSHIP**

Section 2.1 Participants. Any boy or girl meeting the requirements as to age and residence as required by the Board of Directors shall be eligible to participate in the Association's programs.

Section 2.2 Membership Eligibility. Any adult may become a member of the Association by (i) having a child registered as a participant in the Association's programs and paying dues to the Association in the form of season fees as set by the Board of Directors from time to time; (ii) actively serving as a coach, assistant coach, board member or other administrative position as designated by the Board of Directors from time to time; or (iii) applying to the Board of Directors for membership at any time and paying an annual \$30 fee.

Section 2.3 Codes of Conduct. Members and players at all levels are expected to read and abide by the Association's parent and player Codes of Conduct as such Codes are distributed by the Board of Directors from time to time. Members and players who do not conduct themselves appropriately according to said Codes will be subject to discipline by the Board of Directors which could include suspension or removal from the Association.

Section 2.4 Fees. Members are required to pay all Association fees including, but not limited to, ice bills, tournament overages, fundraising costs, equipment fees and any other fees assessed by the Association, on or before the due dates set by the Board of Directors throughout the Association's hockey season, with all such fees to be paid in full no later than the Association's annual membership meeting. Any member not in good standing with Association fees on the date of the annual membership meeting will be required to pay, prior to registering any participants in the next hockey season, (i) all fees past due; and (ii) all membership fees due for the next hockey season in full. Any member requesting a deviation from this policy for any reason, including hardship, must make such request in writing to the President of the Association no later than seven (7) days prior to the annual membership meeting, which request will be ruled upon by the President,

in his or her sole discretion.

Section 2.5 Membership Meetings. An annual meeting of the Members of the Association shall be held on the third Tuesday of the month of April of each year for the election of vacant Board of Directors positions, receiving of reports, and the transaction of other business. Special meetings of the Members may be called at any time by the President of the Association or upon the Board of Directors' receipt of a written request signed by at least 31 voting Members. Notice of any special meetings shall be published in the official publication of the Cities of Spring Lake Park, Blaine and Fridley at least seven (7) day prior to said special meeting. Meetings shall be open to all Members in good standing. A quorum at the annual meeting or any special meeting of the Members of the Association shall consist of 19 members who are entitled to vote. In the event a quorum is not present, the President may adjourn from time to time until a quorum is present. The order of business at the annual meeting of the Members, which may be altered or suspended by a two-thirds (2/3) vote of the Members present, shall be as follows:

- (a) Call to Order
- (b) Reading of Article 12 of the Articles of Incorporation
- (c) Reading of minutes of the previous annual meeting of Members
- (d) Reports of the officers and Directors
- (e) Reports of committee heads and/or committee members
- (f) Unfinished business
- (g) New business
- (h) Election of new members of the Board of Directors
- (i) Adjournment

Section 2.6 Voting by Members.

- (a) Election of Board Members. Members of the Association in good standing shall have a maximum of two (2) votes per household at each annual membership meeting for purposes of electing members of the Board of Directors. The "household" shall be the residence, within Independent School District No. 16, at the address included in the records maintained by the Association. To cast a vote, a Member must be present at the annual membership meeting; there shall be no voting by proxy.
- (b) No voting on regular business. Members shall have no right to vote on regular business conducted at meetings of the Board of Directors.
- (c) Gambling. All voting members of the Association (as defined in paragraph (a) above) shall have equal voting rights to vote on charitable gambling issues addressed at regular meetings of the Board of Directors.

ARTICLE III. DIRECTORS

Section 4.1 General Powers. The property, affairs, and business of the Association shall be managed by the Board of Directors. In addition to any powers specifically granted to the Board of Directors in these Bylaws, the Board of Directors shall have the power to do any and all lawful acts necessary and expedient to the conduct of the business of the Association which are not specifically conferred upon the Members by these Bylaws, the Articles of Incorporation or by law.

Section 4.2 Number; Election. The number of directors shall be at least nine (9), to be elected from the Members in good standing at the annual membership meeting. The number of directors may be changed from time to time by resolution of the directors at any annual or special meeting called for the purpose of electing directors and such number shall be subject to change by action of the Board of Directors amending these Bylaws at any regular or special meeting duly called for such purpose.

Section 4.2 Term; Resignation. Directors shall serve for a term of two (2) years or until his or her successor has been duly elected. Directors may resign at any time by providing written notice to the Board of Directors.

Section 4.3 Vacancies. Any vacancy in the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Directors of the Board, though less than a quorum, and each person so elected shall be a Director for the remainder of the unexpired term in respect of which such vacancy occurred.

Section 4.4 Quorum. The presence, in person or by proxy, of a majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is present when a duly called or held Board meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the proportion or number otherwise required for a quorum. If less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.5 Regular Meetings. Regular meetings of the Board of Directors shall be held on the second and fourth Wednesday of the month at 7:00pm at Fogerty Arena or from time to time at such other time and place as may from time to time be fixed by resolution of the Board of Directors. Members of the Association may attend any regular meeting of the Board of Directors.

Section 4.6 Annual Meeting. The regular annual meeting of the Board of Directors shall be held without notice at the time and immediately following the adjournment of the annual membership meeting or at the next regularly scheduled meeting of the Board of Directors, for the purpose of the election of officers for the ensuing year and to transact such other business as may properly come before the Board.

Section 4.7 Special Meetings. Special meetings of the Board of Directors may be called at any time by any Director upon notice to each Director by mail, telephone, personal delivery or electronic transmission at least five (5) business days prior to the date of such special meeting. Special meetings may be held at such time and place as may from time to time be designated in the notice prescribed by this section.

Section 4.8 Written Action. 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 4.9 Removal. A Director may be removed from office at a duly held meeting, with or without cause, by the affirmative vote of a majority of all of the Directors with voting power; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting shall be given to each Director stating that removal of such Director is to be on the agenda for such meeting. Notwithstanding the foregoing, a Director shall be automatically removed as a Director following three (3) consecutive absences from regular Board of Director meetings; provided, however, that such automatic removal may be waived by a two-thirds (2/3) vote of the Directors then present and entitled to vote at any regular or special meeting of the Board of Directors.

Section 4.10 Promulgation of Rules and Regulations. The Board of Directors shall from time to time make and publish to appropriate personnel and Members written regulations, rules, directives, schedules, bulletins, policies, procedures and other writings that, in the sole discretion of the Board of Directors, are necessary or advisable in the management of the Association's affairs.

Section 4.11 Association Property. The Board of Directors shall have the power to acquire by purchase, gift, or any other lawful manner, any property, both real and personal, rights, or privileges that the Association may lawfully acquire, at such price and on such terms and conditions as the Board shall deem proper. The Board of Directors shall also have the power to create, make, and deliver mortgages, bonds, deeds of trust, trust agreements, security interests, and any other kind of lawful encumbrance on property of the Association for the acquisition of such property or for any other lawful corporate purpose.

ARTICLE II. OFFICERS

Section 5.1 Officers. The officers of this Association shall include a President, Vice-President, Treasurer, Secretary, and such other officers as the Board of Directors may from time to time determine. No two (2) offices may be held by one (1) person.

Section 5.2 Election, Term of Office and Qualifications. At any meeting of the Board of Directors, the Board shall elect or appoint such officers and assistant officers as they may deem advisable. Such officers shall hold office until the next annual meeting of the membership or until their successors are elected and qualify; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the whole Board of Directors, irrespective of any contractual obligations of employment.

Section 5.3 President. The President shall have general active management of the day-to-day business of the Association. The President shall preside at all meetings of the Association and shall preside at all meetings of the Board of Directors. The President shall see that all orders and resolutions are carried into effect. The President shall execute and deliver in the name of the Association any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Association as may be prescribed from time to time by the Board of Directors, and in general shall perform all duties usually incident to the office of president, and such other duties as may be assigned to the President by the Board of Directors.

Section 5.4 Vice-President. The Vice-President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice-President shall succeed to the President's powers and duties.

Section 5.5 Secretary. The Secretary shall be secretary of and shall attend all meetings of the Association and Board of Directors. The Secretary shall act as clerk thereof and shall record all the proceedings of such meetings in the minute book of the Association. The Secretary shall give proper notice of all meetings of the Association and Board of Directors. The Secretary shall also perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.6 Treasurer. The Treasurer shall keep accurate accounts of all monies of the Association received or disbursed, with the exception of the gambling accounts and funds. The Treasurer shall deposit all monies, drafts and checks in the name and to the credit of the Association in such banks and depositories as the Board of Directors shall designate from time to time. The Treasurer shall endorse for deposit all notes, checks and drafts received by the Association as ordered by the Board of Directors, making proper vouchers therefore. The Treasurer shall disburse the funds of the Association as authorized by the Board of Directors. The Treasurer shall file or cause to be filed the required tax returns on behalf of the Association in the manner required by law within the required time period after the end of the Association's fiscal year. The Treasurer shall render to the President and the Board of Directors, upon request, an account of all his or her transactions as Treasurer and of the financial condition of the Association and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.7 Vacancies. All vacancies in any office of the Association may be filled by the Board of Directors.

Section 5.8 Executive Committee. The offices of President, Vice-President, Secretary and Treasurer shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall have the authority to act on behalf of the Board of Directors in managing the business of the Association solely in the interval between regular meetings of the Board of Directors but at all times shall remain subject to the control and direction of the Board of Directors.

ARTICLE III. INDEMNIFICATION

The Association shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted or required by Minnesota Statutes Section 317A.521, as now enacted or hereafter amended.

ARTICLE IV. CERTIFICATES, DIVIDENDS AND SURPLUS

Section 7.1 No Certificates. No certificates of membership in the Association shall be issued.

Section 7.2 Dividends. The Board of Directors may not declare any dividends to any member or director, or allow pecuniary gain to any member or director as such from the net profits or net assets of the Association.

Section 7.3 Use of Surplus, Reserves. Subject to the provisions of the Articles of Incorporation and of these Bylaws, the Board of Directors in its discretion may use and apply any of the net profits or net assets of the Association available for such purpose in purchasing or acquiring any of its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, or from time to time may set aside from its net assets or net profits such sum or indebtedness, or from time to time may set aside from its net assets or net profits such sum or sums as it, in its absolute discretion, may think proper as a reserve fund to meet contingencies, or for the purpose of maintaining or increasing the property or business of the Association or for any other purpose it may think conducive to the best interest of the Association.

ARTICLE V. FINANCIAL AND PROPERTY MANAGEMENT

Section 8.1 Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors.

Section 8.2 Audit of Books and Accounts. The books and accounts of the Association shall be audited at such times as may be ordered by the Board of Directors.

Section 8.3 Contracts. The Board of Directors or such officer or person to whom such power shall be delegated by the Board of Directors by resolution, except as otherwise provided in these Bylaws, may authorize any officer, agent or employee, either by name or by designation of their respective offices, positions or classes, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances, and unless so authorized, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 8.4 Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the President, the Treasurer or such other officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.5 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.6 Loans. No loans shall be contracted on behalf of the Association, and no negotiable papers shall be issued in its name, unless and except as authorized by vote of the Board of Directors or by such officer, agent, employee or other person to whom such power shall be delegated by the Board of Directors by resolution.

Section 8.7 Records. The Secretary of the Association shall maintain all records and legal documents, including minutes of all meetings of the Association and the Board of Directors.

ARTICLE VI. WAIVER OF NOTICE

Section 9.1 Requirement of Waiver in Writing. Whenever any notice is required to be given by these Bylaws or the Articles of Incorporation of the Association or any of the corporate laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to said notice, either before, at, or after the time stated therein, shall be deemed equivalent thereto.

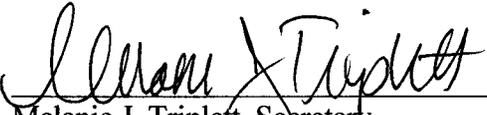
Section 9.2 Presence at Meeting. Except as specifically set forth in any other Section of these Bylaws, attendance and participation at any meeting of the directors by any person entitled to vote shall be deemed to constitute waiver of notice by that person.

ARTICLE VII. AMENDMENT OF BYLAWS

Amendment of Bylaws. These Bylaws may be amended by a majority of vote of the Board of Directors.

CERTIFICATION OF BYLAWS

The undersigned, being the Secretary of the Association, certifies that the foregoing Bylaws were adopted by the Association's Board of Directors to be the Bylaws of the Association and to supersede all previously existing Bylaws effective as of the 16th day of April, 2013.



Melanie J. Triplett, Secretary