

RUSHMORE HOCKEY ASSOCIATION  
BYLAWS

ARTICLE I

Name and Principal Office

Section 1. In accordance with the Articles of Incorporation, the name of this corporation shall be: Rushmore Hockey and Skating Association, Inc. (RHSA).

Section 2. The principal office and place where the affairs of this non-profit corporation shall be Rapid City, SD. The corporation may also have offices at such other places within or out of the state of South Dakota as the Board of Directors may from time to time appoint, or as the business of the corporation may require.

ARTICLE II

Members

Section 1. Eligibility: Any person sincerely interested in active participation to effect and promote the objectives of Rushmore Hockey and Skating Association may apply to become a member by completion and submission of the application, unless such application is specifically rejected by a majority vote of the Board of Directors based on immoral or unsportsmanlike conduct, malicious conduct, or any other conduct the Board deems to be contrary to corporate purposes as set out in the Articles of Incorporation. A member in good standing meets the eligibility requirements and has paid his/her dues or fees required of him or her by RHSA as determined by the Board. A prior determination of eligibility by the Board of Directors does not bind the Board from further reconsideration of eligibility due to a member's subsequent conduct.

Section 2. Classes: There shall be the following classes of membership:

Youth Player Member – Any boy or girl, under the age of 18, who resides in the authorized boundaries of RHSA, meets the eligibility requirements of conduct as determined by the board, and is a member in good standing, shall be eligible to participate in competition sponsored by the association. Such a member shall have no rights, including but not limited to, no right to vote, no duties or obligations in the management or property of RHSA. A youth player member who has been determined to be eligible shall have no right to play, but it shall be deemed a privilege as granted by the Board of Directors.

Adult Player Member – Any man or woman, age 18 or older, who resides in the authorized boundaries of RHSA, meets the eligibility requirements of conduct as determined by the board, and is a member in good standing, shall be eligible to participate in competition sponsored by the association. All rights and privileges of a regular member will be bestowed upon an adult player member. An adult player member who has been determined to be eligible shall have no right to play, but is shall be deemed a privilege as granted by the Board of Directors.

Regular Member – Any person actively interested in furthering the objectives of RHSA may become a regular member upon meeting the eligibility requirements provided above as well as being a member in good standing. All officers, board members, committee members, coaches, referees, and other elected or appointed officials must be regular members in good standing.

Honorary Member – Any person may be elected as an honorary member by the unanimous vote of all the directors present at any duly held meeting of the Board of Directors. Such honorary members shall have no right, duties, or obligations in the management or in the property of RHSA.

Sustaining Member – Any person or organization who makes financial or other contributions to RHSA may become a sustaining member, by majority vote at any duly held meeting of the Board of Directors. Such sustaining members shall have no right, duties, or obligations in the management or in the property of RHSA.

Section 3. Other Affiliations – Members, whether regular, youth player, or adult player, shall not be required to be affiliated with another organization or group to qualify as members of RHSA.

Section 4. Suspension or Termination of Membership – Membership shall be terminated by the resignation or by action of the Board of Directors. Any member may voluntarily remove itself from this organization. All facility usage fees or other contributions made by the voluntarily removed member are non-refundable and remain with the organization. Any involuntary removal may be had upon request of any other member organization but no involuntary removal shall occur except upon such terms and conditions as are unanimously agreed upon by such remaining members. In the event of an agreed involuntary removal, such removed member's paid facility usage fees are non-refundable.

ARTICLE III

Member Meetings

Section 1. Place: All meetings of members shall be held at the principal office of the corporation in South Dakota or at such other place, either within or without the State of South Dakota, as from time to time may be determined by the Board of Directors and specified in the notice of such meeting.

Section 2. Annual Meeting: The annual meeting of the members shall be held at the conclusion of the hockey season and may be called the annual awards banquet. At such meeting, the members shall elect the directors of the Corporation and shall transact such other business as may come before the meeting.

Section 3. Special Meetings: Special meetings of members maybe called at any time by the President or by a majority of the directors. It shall also be the duty of the President to call such meetings whenever requested in writing by members having not less than one-tenth of all the votes at the meeting, which request shall state the objects of the proposed meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice.

Section 4. Notice of Meeting: Notice of meetings of the membership of RHSA shall be given by publication in the local newspaper or on the public website at least ten days before the meeting. The Board of Directors may change notice of meeting requirements from time to time. Any person entitled to such notice may waive notice requirements.

Section 5. Voting: Only regular members and adult player members in attendance at meetings shall be entitled to vote. An individual is entitled to only one vote regardless of fees or dues paid. The affirmative vote of 51% shall be had on any matter coming before such meeting. Voting rights shall be deemed to be non-cumulative.

Section 6. Quorum: The presence of one fourth of the members shall be necessary to constitute a quorum.

Section 7. Record Date: The Board of Directors may close the membership books of the corporation for a period not exceeding 50 nor less than 10 days preceding the date of any meeting of the members, or, in lieu of closing the books, the Board of Directors may fix in advance a date, not exceeding 50 nor less than 10 days prior to the date of the holding of any meeting of members, as record date for the determination of members entitled to notice of and vote at any such meeting, and in such case only members of record date so fixed shall be entitled to such notice of, and to vote at, such meeting.

#### ARTICLE IV Directors

Section 1. Number and Qualifications: The management and control of the affairs, business, and property of the Corporation shall be vested in its Board of Directors. The number of directors shall be not less than three (3).

The Directors shall be elected at the annual meeting of members, except as otherwise provided for filling vacancies. No less than three (3) Directors shall be elected at every annual meeting of members. Each director shall serve a term of two years, with the term of directors staggered in sequence such that approximately one third of the Board shall be elected each year or two years, such that the designated cycle of director replacement shall be achieved. The determination of the length of the initial Board of Directors shall be determined by the Board of Directors. No individual director shall serve more than three consecutive two-year terms without at least one year absence before re-election or re-appointment to the Board.

Section 2. Meetings: The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the members at the annual meeting. No notice of such meeting shall be necessary to the newly elected directors in order to legally to constitute the meeting provided a majority of the whole board shall be present; or they may meet at such place and time as shall be fixed by the consent in writing of all the directors.

Section 3. Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as the Board may from time to time determine by resolution. No notice of regular meetings of the Board need be given.

Section 4. Special Meetings: Special meetings of the Board of Directors may be held whenever called by the President, or in his absence, the Vice-President, the Chairman of the Board of Directors, or by any two members of the Board. By unanimous consent of the Directors, special meetings of the Board may be held without notice at any time and place.

Section 5. Quorum: At each meeting of the Board of Directors, fifty percent plus one of the directors must be represented in person or by proxy to constitute a quorum for the transaction of business. Proxy votes may only be taken in urgent situations that require immediate action. In the absence of a quorum, any director present may adjourn any meeting from time to time until a quorum is had. Notice of any such adjourned meeting need not be given.

Section 6. Place of Meeting: The Board of Directors may hold its meetings at such places within or without the State of South Dakota as shall be specified or fixed in the respective notice or waivers thereof.

Section 7. Vacancies: All vacancies of the Board of Directors, whether caused by death, resignation, removal, or otherwise, shall be filled by a majority vote of the remaining directors.

Section 8. Removal: Any director may be removed at any time, with or without cause, by the majority of the members present, in person or by proxy, at any special meeting of the members called for that purpose.

Section 9. Resignation: Any director may resign at any time by giving written notice to the President or the Secretary. The resignation of any director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. No Members: If the RHSA has no members or its members have no right to vote, the directors shall have the sole voting power.

Section 11. Voting: Each director shall have one vote on any matter submitted to the board. The affirmative vote of fifty one percent (51%) shall be had on any matter coming before such meeting. Voting rights shall be deemed to be non-cumulative.

## OFFICERS

Section 1. Officers and Qualifications: The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, and other officers or agents who shall respectively have such power and duties as are designated and controlled by the directors or by the by-laws. The positions of Secretary and Treasurer may be united in one person. All executive officers shall have signing authority on the operations accounts.

Section 2. Election of Officers: The office shall be elected annually by and from the Board of Directors at the meeting of the Board of Directors held immediately after the annual meeting of members. If such election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the members or until his or her successors shall have been elected and shall have qualified.

Section 3. President: The president shall preside over all meetings of the members and directors, shall see that all orders and resolutions of the board are carried into effect, shall have general supervision of the affairs of the corporation, shall sign or countersign all member certificates, contracts or other instruments of the corporation, shall make reports to the directors and members, shall perform other duties as are incident to his office. The president presides over all meetings of the board of Directors, appoint members of committees not otherwise provided for, serve as business liaison for external agencies and serve as the ex-officio member of all committees.

Section 4. Vice-President: Each Vice-President shall perform such duties as may be assigned by the Board of Directors and shall otherwise exercise the functions of the president during his absence or disability.

Section 5. Secretary: The secretary shall keep the minutes of the meetings of the Board of Directors and the minutes of the meetings of the members in appropriate books. He shall attend to the giving of all notices of the corporation. He shall have charge of the books or records of the corporation and such other books and papers as the board may direct, shall have charge of the corporate seal, and shall perform all the duties incidental to his office or as are properly required of him by the Board of Directors.

Section 6. Treasurer: The Treasurer shall have the care and custody of all of the funds and securities of the corporation and shall deposit the same in the name of the corporation in such banks or depositories as the Board of Directors shall from time to time select, shall keep regular books of accounts and submit them, from time to time, to the Board of Directors and perform all other duties incident to the office.

Section 7. Absence or Inability to Act: In case of absence or inability to act of any officer of this corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person it may select.

Section 8. Vacancies: Vacancies arising in any office from any cause may be filled by a majority vote of the remaining directors at any special meeting of the Board of Directors called for that purpose. Any member of the Board of Directors may be removed from the board by two-thirds (2/3) majority vote of the board.

Section 9. Termination: Any officer elected or appointed by the Board of Directors may be removed, at any time, with or without cause, by the affirmative vote of the whole Board of Directors.

## ARTICLE V

### Financial and Accounting Bylaws

Section 1. Power of the Board: The Board of Directors shall decide all matters pertaining to the finances of the local association and it shall place all income in a common treasury, directing the expenditures of same in such a manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2. Contribution of Funds: The board shall not permit the distribution of funds or property to individual teams, but shall solicit the same for common treasury of the local association, thereby discouraging favoritism among teams and endeavoring to equalize the benefits of RHSA.

Section 3. Solicitation of Funds: The Board shall not permit the solicitation of funds in the name of RHSA unless all of the funds so raised are placed in the local treasury.

Section 4. No Benefit to Member or Director: No director, officer, or member of the RHSA shall receive, directly or indirectly, any benefit, salary, compensation or gratuity from the local association for services rendered as a director, officer, or member.

Section 5. Deposits and Withdrawals: All monies received by RHSA shall be deposited to the credit of that association in such bank as shall be determined by the Board of Directors from year to year. All disbursements shall be made by check, with the exception of utility or loan payments paid by direct bank withdrawal. All checks shall be signed by the treasurer of the association. Any check valued over two thousand dollars (\$2,000) must be signed by the treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

Section 6. Fiscal Year: The fiscal year of RHSA shall begin on the first day of July 1 and shall end on the last day June.

Section 7. Association Liquidation: In the event that RHSA finds itself in default of any loan or note that results in foreclosure of the association property, the association will cease operations and totally liquidate assets in order to pay said loan or note. If the RHSA receives excess funds as a result of the same, the RHSA will contribute all excess proceeds to another 501(c) charity, namely Mothers Against Drunk Drivers (MADD), within ten (10) days of receipt of such proceeds.

## ARTICLE VI

### Player Rules

Section 1. Transferal from Teams: Players may play in a class according to their age as set out by the Board of Directors but may not play in an older age class or younger age class, unless specifically authorized to do so after written request by the Board of Directors.

Section 2. Eligibility: All players must meet the eligibility requirements established by the association board, the SDAHA guidelines, and the national organizational rules as appropriate.

Section 3. Conduct Guidelines: All members must be made aware of the Code of Conduct established by the association and are required to abide by those rules. Any disciplinary action must be approved by the Board of Directors.

## ARTICLE VII

### Seal

The seal of the corporation shall have inscribed thereon the name of the Corporation and the words, "South Dakota-Corporate Seal".

## ARTICLE VIII

### Member Certificates

Section 1. Certificates: Any certificates of membership in the corporation shall be issued in numerical order, signed by the President or a Vice-President, and a Secretary, and shall be sealed with the Corporate seal.

Section 2. Lost Certificates: No certificate for membership in the Corporation shall be issued in place of any certificate alleged to have been lost, stolen, or destroyed, except upon the production to the Corporation or its agents of satisfactory evidence of such loss, theft, or destruction.

## ARTICLE IX

### Notices

Section 1. Written Notice: Whenever the provisions of a statute or the Certificate of Incorporation, or any of these bylaws require or permit notice to be given to any director, officer, or member, it shall not be construed to require personal notice, but any such notice may be given in writing by depositing the same in a post office or letter box in a postpaid, sealed wrapper, or by transmitting the same by facsimile, in either case addressed to such director, officer, or member at his/her address as the same appears on the books of the Corporation, and the time when the same shall be so mailed or transmitted by facsimile, shall be deemed to be the time of the giving of such notice.

Section 2. Waiver: Any member or director may waive in writing or by facsimile any notice required or permitted to be given under any provisions of any statute or of the Certificate of Incorporation, or of these bylaws, either before, at, or after the meeting or other event of which notice is so provided. All members or directors present at any meeting shall be deemed to have waived any and all notice thereof.

## ARTICLE X

### Board of Trustees

Section 1. A Board of Trustees shall be established for the purpose of reviewing and approving real property and capital asset transactions by Rushmore Hockey.

Section 2. The Board of Trustees shall be responsible only to the membership of Rushmore Hockey and any amendments to this Article must be made and approved after proper notice by an affirmative vote of the majority of

voting members present at a duly called meeting of the members.

Section 3. (1) The Board of Trustees shall consist of 3 to 5 members, consisting of past members of the executive committee and a member at large. No Trustee may serve on the Board of Directors. Terms of Trustees shall be staggered so as to not allow complete turn-over in any single year.

Section 4. The Board of Trustees shall meet annually, or as often as needed, and the annual meeting will be held on December 1st of each year, or as soon thereafter as can be properly scheduled by its Chairman.

Section 5. (1) The Officers of the Board of Trustees shall consist of a Chairman, Vice-Chairman and Secretary who shall be elected at the annual meeting each year of the Board of Trustees and shall serve a term of one year.

(2) A quorum shall be necessary for the transaction of any business by the Board of Trustees and said quorum shall consist of one hundred percent of the said Board.

Section 6. (1) The Board of Trustees shall approve any encumbrance transaction to be entered into by the Board of Directors relating to the sale, exchange, purchase, lease mortgage or any other type of conveyance of any real property of Rushmore Hockey.

(2) The Board or Trustees shall review and approve any improvements to the real property of Rushmore Hockey requiring an expenditure in excess of \$10,000.

(3) The Board of Trustees shall review and approve the purchase of all major capital assets for Rushmore Hockey in excess of \$10,000.

(4) The approval limits by the Board of Trustees as set forth in Sections VI (2) and VI (3) above may be periodically changed by mutual agreement between the Board of Trustees and the Rushmore Hockey Board of Directors.

#### ARTICLE XI

##### Dividends and Finance

This corporation, in accordance with South Dakota law (SDCL 47-24-3) shall not have nor issues shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers. The corporation shall make no loans to its directors or officers.

#### ARTICLE XII

##### Amendment of Bylaws

The Board of Directors, by a majority vote at any duly organized meeting of the members, proving notice of the proposed changes is included in the notice of such meeting, may alter, amend, or repeal these bylaws.

I hereby certify that the foregoing bylaws of Rushmore Hockey and Skating Association adopted by the directors thereof duly assembled on the 23 day of October, 2007 at Rapid City, SD.

Lynn Tucker

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Chairman, Board of Directors  
(Corporate Seal)