

AMENDED AND RESTATED BYLAWS OF MOUND WESTONKA HOCKEY ASSOCIATION, INC.

The following Bylaws replace, in their entirety, any previous Bylaws approved by the Mound Westonka Hockey Association (“Corporation”):

Article I Article Offices; Corporate Seal

- 1.1 Registered and Other Offices. The registered office of the Corporation in Minnesota shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the Board of Directors filed with the Secretary of Minnesota changing the registered office in the manner prescribed by law. The Corporation may also have such other offices at such other places as the Board of Directors shall from time to time determine.
- 1.2 Corporate Seal. The Corporation shall have no corporate seal.

Article II Purpose of the Corporation

- 2.1 Corporate status. The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 2.2 Purpose of the Corporation. The purpose of the Corporation shall be as follow:
- a. To educate young people in the Mound Westonka area in the rules and skills of the game of ice hockey;
 - b. To provide an organized ice hockey program for the youth of the Mound Westonka area with participation and developmental opportunities;
 - c. To develop hockey players for the Mound Westonka High School, Junior Varsity and Varsity levels;
 - d. To provide for participation through scholarship in cases of need as determined in the sole discretion of the Board of Directors; and
 - e. To operate as a non-profit association of members and to expend any excesses of revenue over expense for the improvement and promotion of the activities of the Corporation.
- 2.3 Corporation’s Powers. The Corporation shall purchase, hold, own, rent, lease, sell, convey and/or otherwise lawfully acquire, hold and dispose of real and personal property, or any interest therein, as maybe necessary or convenient to carry into effect the purposes of the Corporation.

Article III Member Qualifications

- 3.1 Membership. Members of the Corporation shall be parents or legal guardians of hockey players who are registered with the Corporation for the then current hockey season (August 1 – July 31). Coaches, assistant coaches and board members are also members of the Corporation for the year during which they coach or serve as a board member. Members of the Corporation agree to adhere to and comply with these Bylaws and the Corporation's rules and regulations as properly enacted.

Article IV Board of Directors

- 4.1 General Powers. The property, affairs and business of the Corporation shall be managed and shall be under the direction of the Board of Directors.
- 4.2 Number, Term and Qualification. The Board of Directors shall be elected by the members of the Corporation at an annual general election for a term of (3) three years and shall consist of the following:
- A. No fewer than eleven (11) individuals and up to twenty (20) elected by and from the membership of the Corporation; provided however that two (2) of the total board membership elected may be non-members of the corporation.
 - B. Two (2) alternate individuals elected by and from the membership of the Corporation, who shall serve as alternatives for (2) years and who shall fill any vacancy or vacancies on the Board of Directors that occur prior to the time of a general election.
 - C. The immediate Past President of the Corporation may serve for a period of one (1) year following the completion of his or her term as president.
- 4.3 Voting Rights. All elected members of the Board of Directors shall have voting rights.
- 4.4 Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, except that if and when an unfilled vacancy exists, a majority of the remaining directors shall constitute a quorum.
- 4.5 Regular Board Meeting; Place and Notice. Meetings of the Board of Directors shall be held at least once a month at a time and location designated by the Board of Directors. Notice of such meetings shall be given to all directors at least 24 hours in advance, unless the date, time and place of a board meeting has

been announced at a previous meeting of the Board of Directors, in which case, no notice shall be required. An official notice of the date, time and location of the board meeting shall be posted, in the Master Calendar, on the Association's website www.westonkahockey.org.

- 4.6 Special Board Meetings; Place and Notice. Special meetings of the Board of Directors may be called by the President or by at least five (5) board members. Notice of the time and place of such meetings shall be given to all directors at least 24 hours in advance. The business transacted at a special board meeting shall be limited to the purposes stated in the notice of the meeting. Any business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the Corporation by a majority vote of all board members.
- 4.7 Absent Directors. A director may give advance written consent or opposition to a proposal to be acted upon at a board meeting. If the director is not present at the meeting, written consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but written consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.
- 4.8 Committees. The Board of Directors may, by a majority vote, establish one or more committees, which, to the extent determined by the resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation. As such committee shall be subject at all times to the control and direction of the Board of Directors. Committee members need not be directors.
- 4.9 Selection of Coaches and Level Coordinators. The Board of Directors shall approve coaches, assistant coaches and coordinators for each level of play on an annual basis, or as may be necessary, by procedures determined in the discretion of the board.
- 4.10 Selection of District Representatives. The Board of Directors shall appoint one (1) association member and one (1) alternative member to serve as its District 3 representative to the Minnesota Hockey Association (MHA). The MHA representative shall attend all MHA District 3 meetings, and shall report to the Board of Directors on a monthly basis, or more often as deemed necessary.
- 4.11 Vacancies. If a vacancy occurs on the Board of Directors, such vacancy shall be filled by one (1) of the two (2) alternate members elected in the general election. The alternate member with the higher number of votes will be initially asked to fill such vacancy. The alternate member will serve the remainder of the term for the particular vacant seat. If there are no alternate members available to assume a

vacated seat, the Board of Directors, in its sole discretion, shall decide whether to proceed with a vacated board seat or to nominate a replacement at the next regularly scheduled meeting to serve out the remainder of the term of the vacated seat.

Article V Officers

- 5.1 Number and Designation. The Board of Directors shall elect the following officers for the Corporation: President; Vice President; Secretary; and Treasurer. These officers, along with the immediate Past President of the Corporation shall constitute the Executive Board. The Board of Directors may elect such other officers and agents as it may from time to time determine. Any number of the offices or functions of those offices may be held or exercised by one (1) person.
- 5.2 Election, Term of Office and Qualifications. The Board of Directors shall elect officers provided for in Section 5.1, and such officers shall hold office until their successors are elected or appointed. The Board shall elect these officers at the first regularly scheduled meeting held after the general election. The term of each of the elected officers shall be two (2) years; provided, however, that any officer may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. An officer must be a member of the corporation.
- 5.3 Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the then acting President. The resignations shall take effect at the time specified in the notice, and unless otherwise specified therein, acceptance of the resignation shall not be necessary to make it effective.
- 5.4 Vacancies in Office. A vacancy in any office of the Corporation by reason of resignation, removal or otherwise, shall be filled by the Board of Directors for the unexpired term of such office.
- 5.5 President. The President shall be responsible for the active management of the business of the Corporation. The President shall preside at all board meetings and shall ensure that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform all duties incident to the office and such other duties as may from time to time be assigned to him or her by the Board of Directors.
- 5.6 Vice President. In the event of absence or disability of the President, the Vice President shall succeed to the powers and duties of the President.
- 5.7 Secretary. The person acting as Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books for that purpose; (b) see that all notices are duly given in accordance with the provisions of these

Bylaws or as required by law; (c) act as custodian of the corporate records; (d) keep a register of the post office address of each member of the Corporation; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

- 5.8 Treasurer. The person acting as Treasurer shall: (a) keep accurate financial records of the Corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit the funds of the Corporation as authorized by the Board of Directors; (d) disburse corporate funds and issue checks and drafts in the name of the Corporation, as authorized by the Board of Directors, making proper receipts and vouchers therefore; (e) keep all tax records of the Corporation and be responsible for filing the proper tax statements as required by law; (f) render to the Board of Directors, at each regularly scheduled meeting, and more frequently if requested, an account of all transactions and statements of the financial condition of the Corporation; and (g) in general perform the duties usually incident to such office and such other duties as may be prescribed from time to time by the Board of Directors.
- 5.9 Other Officers. The Board of Directors may appoint such other officers and agents as the board, in its sole discretion of the board and shall perform such duties as may be assigned to him or her by the Board of Directors.
- 5.10 Delegation of Authority. An officer elected or appointed by the Board of Directors may delegate some of all of the duties and powers of an office to other persons, provided that such delegation is in writing and made known to the Board of Directors. An officer who delegates the duties of powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers so delegated. The Board of Directors may appoint such other officers and agents, as the Board may deem advisable. Each officer or agent so appointed shall hold office at the discretion of the Board and perform such duties as may be assigned to him or her by the Board of Directors.

Article VI General Provisions

- 6.1 Insurance/Bonds. The Corporation may maintain insurance and/or a bond, at its expense, to protect itself and any director, officer or agent of the Corporation against any such expense, liability or loss. This insurance is provided through USA Hockey via our Affiliate agreement.
- 6.2 Audit of Books and Accounts. The financial records of the Corporation shall be audited at such times and in such a manner as may be ordered by the Board of Directors.

- 6.3 Contracts. The Board of Directors may authorize any officer or officers, agents or agents, to enter into any contacts or execute and deliver any instrument in the name if and on behalf of the Corporation, and such authorization may be general or confined of specific instances.
- 6.4 Loans. No loans shall be contacted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorizes by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
- 6.5 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by under the authority of a resolution of the Board of Directors.
- 6.6 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories designated by resolution of the Board of Directors.
- 6.7 General Operation of the Corporation. The Corporation will operate in accordance with the rules and regulations as presently adopted, or as may be adopted in the future, by the USA Hockey Association of the United States (USA Hockey) and the Minnesota Hockey Association (MHA).

Article VII Amendments of Bylaws

- 7.1 Amendments. These Bylaws may be altered, amended, added to or repealed by the affirmative vote of three-fourths (3/4) majority of the members of the Board of Directors, provided that a minimum of thirty (30) days notice of the proposed amendment or repeal has been provided in writing to each board member.

Article VIII Dissolution of the Corporation

- 8.1 Dissolution of Corporation. Upon Dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner as shall at the time comply with the Corporation's status as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) and as will comply with the

then current laws of the State of Minnesota regarding the Corporation's non-profit and exempt status.

Article IX
Net Earnings of the Corporation

9.1 **Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

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CERTIFICATION

The undersigned officer, on behalf of the Mound Westonka Hockey Association, a Minnesota non-profit corporation, hereby certifies that the foregoing Amended and Restated Bylaws has been adopted and approved by an affirmative vote of at least three-quarters (3/4) majority of the Corporation's Board of Directors, a minimum of thirty (30) days notice of the proposed Amended and Restated Bylaws having been provided in writing to each Board member, on the 31 day of March, 2018.

MOUND WESTONKA HOCKEY ASSOCIATION, INC.

By: _____



Mark Studebaker
President
Mound Westonka Hockey Association, Inc.