

AMENDED BYLAWS OF ALEXANDRIA AREA HOCKEY ASSOCIATION

This instrument constitutes the Bylaws of Alexandria Area Hockey Association (AAHA), a Minnesota nonprofit corporation, and are adopted for the purpose of regulating and managing the internal affairs of the corporation.

Article I CORPORATE SEAL

The corporation shall not have a seal.

Article II MEMBERS

Section 2.1. Classes of Members. The membership of the corporation presently consists of one class of members. Persons eligible for membership shall be those persons who are a parent or guardian of a child or children registered in good standing with the Alexandria Area Hockey Association and any adult who has a vested interest in the Alexandria Area Hockey Association by way of employment or work involvement. The amount of registration fees may be adjusted annually by majority vote of the Board of Directors.

Section 2.2. Members' Rights/Term of Membership. Members are entitled to vote with respect to election of the corporation's Board of Directors. The Board of Directors shall be elected by the members from among the membership of the corporation who have a child(ren) registered in good standing with AAHA. The Board of Directors shall conduct the business of the corporation, and shall be responsible for overall policy and direction of the corporation. The Board of Directors shall elect officers for the corporation from among the group of directors, which officers shall have responsibilities as set forth in these Bylaws. The Board may also delegate responsibility of day-to-day operations to members or committees of members as established in the discretion of the Board of Directors.

Membership shall terminate at the end of the term of membership, which term ends and commences annually each year with the AAHA annual registration. Any member may resign from membership by filing a written resignation with the Secretary of the corporation, but resignation shall not relieve the payment of any unpaid portion of dues or other charges accrued, if any.

Section 2.3. Discipline/Termination of Membership.

1. AAHA has the authority to manage its programs and issue discipline to any member/party within their jurisdiction for violations of AAHA rules, policies, bylaws, Articles or any conduct determined to be detrimental to amateur hockey or AAHA. This includes suspension, expulsion, probation, censure, financial penalty or other forms of discipline. All determinations by AAHA for discipline that does not include suspension or expulsion from membership shall be final and binding and shall not require a hearing.

2. No member/party may be suspended and/or expelled from membership except upon a 2/3 vote by the AAHA Board of Directors. Any member subject to suspension or expulsion from

membership shall be entitled to a Hearing consistent with the requirements of USA Hockey Bylaw 10 upon written demand to the AAHA President. Hearings are not required for automatic playing rule suspensions, suspensions of officials per MHOA Bylaws, or situations outlined in USAH Bylaw 10 "Exclusions From Unified Procedure".

3. Exclusive Remedy: All Claims, demands, discipline or disputes as defined above shall be subject to the provisions of this Section and shall constitute the sole and exclusive remedy for dispute resolution. Any recourse to the courts of any jurisdiction by any member or individual shall be deemed conduct detrimental to the best interests of hockey and a violation of the AAHA, MH and USAH Articles and By-Laws. This violation may result in suspension

Section 2.4. Regular Meetings of Members. Meetings of voting Members shall be held not less than annually at such time and place as the Board of Directors shall determine. Notice of meetings of members shall be given as provided in Section 3.11 herein not less than five days prior to the date of the meeting.

Section 2.5. Quorum for Membership Meeting. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the members is as follows: The members present at any properly announced meeting shall constitute a quorum.

Section 2.6. Number Required for Action by Members. 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 2.7. Voting Rights. Members are entitled to one vote on any matter properly presented to the members. Member families including all legal parents and/or guardians who have one or more players for whom an AAHA registration fee has been paid are only entitled to a single cumulative vote on any matter properly presented to the members.

Article III BOARD OF DIRECTORS

Section 3.1. Management. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors.

Section 3.2. Number, Composition of Board. The Board of Directors shall be comprised of those directors who are elected annually by the members, and those that are appointed by the Board of Directors to hold a position with the Corporation and by reason of that position shall also serve as directors on the Board of Directors.

The membership of the corporation shall annually elect directors to serve three year terms to fill vacant board positions. The terms of the directors elected by the corporate membership shall be staggered so that approximately one-third of the directors' terms expire and are up for election each year. This is to provide continuity to the Board and to the operations of the corporation. Provided further, however, a director is only eligible for election to the board as long as he or she has a child registered in good standing with AAHA. In the event a director ceases to be so eligible, he or she shall cease to serve and a replacement shall be installed to serve the remainder of said term, pursuant to

procedure under Section 3.15 hereof.

In addition to the director positions elected to the Board of Directors by the membership, the outgoing Past President, Director of Hockey and Charitable Gambling Manager, shall also serve on the AAHA Board of Directors and shall have full voting privileges on all matters appearing for decision before the Board of Directors. The Director of Hockey and Charitable Gambling Manager positions shall be appointed by the Board of Directors.

The Board of Directors shall determine the total number of directors to serve on the Board of Directors, provided however that the total number of directors of the corporation shall not be less than ten (10) nor more than fifteen (15).

Section 3.3. Terms of Directors. Directors elected by the corporate membership shall serve for a term of three (3) years each and shall serve until their successors have been elected and qualified, except in the instance of a director becoming ineligible as described above, resigning, or being removed as provided for in these Bylaws. In the event such director ceasing to serve was also an officer of the corporation, said officership terminates with the termination of directorship. Directors are eligible for re-election for up to three consecutive terms.

Section 3.4. Quorum. 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 3.5. Number Required for Action by Directors. 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 3.6. 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 must be initiated by the President of AAHA and 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 3.7. Regular Meetings/Annual Meeting of Directors. The Board of Directors shall have regular meetings not less than quarterly at such places and times as it shall establish by resolution of the Board. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors. The Secretary shall give at least five (5) days' notice to all directors of the date, time and place of the meeting; provided, however, that if the day or date, time and place of a board meeting have been announced at a previous meeting of the board, notice is not required.

In the event all board members are present at a spontaneous meeting and all waive notice of the meeting, the meeting is lawfully held.

Section 3.8. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) 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 within three (3) working days of making or receiving such a request and shall give not fewer than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.9. Place of Meetings. The Board of Directors may hold its meetings at such places, whether in Alexandria, MN, or another location, in this state, or in any other state, 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 Runestone Community Center Ice Arena.

Section 3.10. Electronic Communications. A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. A director may participate in a meeting of the Board of Directors by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

Section 3.11. Form of Notice. Whenever under the provisions of these Bylaws notice is required to be given to any director or member, notice is given: a) when mailed to the director/member at an address designated by the director/member, at the last known address of the director/member, or at the address of the director/member in the corporate records; b) when communicated to the director/member orally; c) when handed to the director/member; d) when left at the office of the director/member with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office; e) when sent by facsimile, electronic mail (e-mail), or other electronic means, to a facsimile number, e-mail address, or other electronic designation provided by the director/member; f) if the director's/member's office is closed or the director/member has no office, when left at the dwelling or usual place of abode of the director/member with a person of suitable age and discretion residing in the house; or g) when the method is fair and reasonable when all the circumstances are considered. Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 3.12. Waiver of Notice. Any director may execute a written waiver of notice of meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.13. Resignation of Directors. A director may resign at any time by giving written

notice to the Secretary of the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 3.14. Removal of Directors. A director may be removed from office, with or without cause, by vote of three-fourths of the remaining directors; provided that not fewer than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 3.15. Filling Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by a majority vote of the Board of Directors.

Section 3.16. Committees. The Board of Directors may establish one or more committees, including an Executive Committee having the authority of the Board in the management of the business of the corporation to the extent determined by the Board, and may appoint such other committees as desired by the Board to handle various aspects of member activities at games, fundraisers and the like. The Board shall appoint all committee chairpersons. Members of a committee other than the Executive Committee need not be directors and shall hold such committee office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request of the President, the chair of the committee, or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing.

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

Article IV OFFICERS

Section 4.1. Appointment of Officers. The officers of the corporation may include a President, Vice-President, Secretary and Treasurer. Only persons on the Board of Directors shall be eligible to serve as such officers. These officers of the corporation shall serve one year terms.

Officers may include, at the discretion of the Board, such other officers as the Board of Directors may from time to time appoint, including but not limited to officers in charge of fundraising, public relations, and recruitment. Such officers may but need not be members of the Board of Directors.

Section 4.2. Duties of Officers. The duties of the officers of this corporation shall be:

Section 4.2.1. President/Executive Director. The President shall be the chief executive officer of the corporation, shall be responsible for the day to day operations of the corporation, and shall have all of the powers and duties normally belonging to the President or chief executive officer of a Minnesota nonprofit corporation. The President shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the corporation.

Section 4.2.2 Vice-President. The Vice-President shall perform such duties as may be

determined from time to time by the Board of Directors and shall be responsible for and have all the powers and duties of the President in the absence or inability of the President to act, but only so long as such absence or inability continues.

Section 4.2.3. Secretary. The Secretary shall attend all meetings of the Board of Directors and any committee of the Board such as an Executive Committee, keep the minutes of such meetings and distribute copies as appropriate, keep the minutes of members' meetings, give/send notices of meetings of the directors or members, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.4. Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation. He or she shall report at each meeting of the Board and at each annual meeting of the members as to the income and expenditures and pending income of the corporation. The Treasurer shall make the financial records of the corporation available to the membership, officers and directors, and the public as required by law. If a Finance Committee is designated by the Board, to be responsible for developing and reviewing fiscal procedures and the annual budget with the Board of Directors, such committee shall be chaired by the Treasurer and shall include three other of the corporation's officers.

Section 4.3. Officers as Members of Board of Directors. The President, Vice-President, Secretary and Treasurer shall be elected for one-year terms by the Board from among the members of the Board of Directors.

All other officers may but need not be members of the Board of Directors.

Section 4.4. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the Corporation.

Section 4.5. Removal of Officers. Any officer may be removed by the directors, with or without cause, by vote of three-fourths of the directors (and if said officer is also a director, then three-fourths of the directors with the subject officer not voting); provided that not fewer than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such officer is to be on the agenda for such meeting shall be given to each director and the subject officer.

Section 4.6. Filling Vacancies. Any vacancy in an officer's position shall be filled by appointment by the Board of a replacement officer to serve for the remainder of the vacated officer's unexpired term.

Article V STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 5.1. Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director 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. Conflicts of Interest. A contract or other transaction between this corporation and:

(a) one or more of its directors, or a member of the family of a director;

(b) a director of a related organization, or a member of the family of a director of a related organization; or

(c) an organization in or of which one or more of the corporation's directors or a member of the family of the director 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 individual or organization are parties or because the director or directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract 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 "member of the family" of the director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, or any combination of them.

Article VI FINANCE

Section 6.1. Receipts. 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. Deposits. 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. Contracts; Orders for Payment. 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. Title to Property. Title to all property shall be held in the name of the corporation.

Section 6.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 6.6. Summary Financial Report. 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 Fiscal year. The fiscal year of the corporation shall be determined by the Board upon consultation with the corporation's accountant.

Article VII INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable 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, suit 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

The Board of Directors may from time to time adopt, amend or repeal any of the Bylaws of this corporation. Written notice of the meeting and of the proposed amendment shall be given to each director not fewer than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted. Amendment may be made by a majority of two-thirds (2/3) vote of directors voting at a meeting at which a quorum is present.

Article IX PURPOSES

Section 9.1. The purpose of the Alexandria Area Hockey Association is to promote the

development of an amateur youth ice hockey program in Alexandria, MN and the surrounding area.

Section 9.2. To operate exclusively for charitable, scientific, literary and educational purposes, defined in accordance with the applicable provisions of the Internal Revenue Code of the United States. PROVIDED HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntarily or involuntarily, or by operation of law, the following provisions shall apply:

Section 9.2.1. This corporation shall not have or exercise any power or authority, either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this corporation as described in Section 501(c)(3) of the Code from operating, contributions to which are deductible for Federal Income Tax purposes.

Section 9.2.2. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in any political campaign on behalf of any candidate for public office.

Section 9.2.3. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. No part or portion of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated for the purposes that are not exclusively charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Code.

Section 9.2.4. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to the members, directors, 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 above.

Section 9.2.5. In the event of termination, dissolution or winding up of the corporation in any manner or for any reason whatsoever its remaining assets, if any, shall be distributed to one or more organizations described in Section 501(c)(3) of the Code.

These Amended Bylaws of the Corporation are adopted by a 2/3 majority vote of a quorum of the Corporation's Board of Directors and by a majority vote of the Corporation's membership in attendance at a duly noticed meeting held this ____ day of _____, 20____.

President

Secretary