



SIOUX FALLS HOCKEY ASSOCIATION

ORGANIZATIONAL BYLAWS

ARTICLE I

NAME

The name of this organization shall be Sioux Falls Youth Hockey Association. For the purpose of identification and brevity it may hereinafter be referred to as "SFYHA".

ARTICLE II

DURATION

The period of existence shall be perpetual.

ARTICLE III

PURPOSE

The purpose of the organization shall be to promote the sport of ice hockey in the Sioux Falls area through a program of team instruction and competition.

ARTICLE IV

OFFICE

The principal office of the organization in the State of South Dakota shall be located in the City of Sioux Falls, County of Minnehaha, PO Box 89214, 57109.

ARTICLE V

NON-PROFIT STATUS

SFYHA is a non-profit corporation formed and operating under the South Dakota Non-Profit Corporation Act. SFYHA is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code. SFYHA is not a private foundation within the meaning of Section 509(a) of the Internal Revenue Code because it is an organization described in Section 509(a)(2). A determination letter dated June 19, 1998 was received from the Internal Revenue Service affirming the foregoing.

ARTICLE VI

MEMBERSHIP

Section 1. Members

Membership in SFYHA shall include all duly-registered players in good standing and their parents or guardians, coaches, Board Members, Support Personnel, and committee members participating in the association. Such members shall agree to abide by the Bylaws, Policies, and Guidelines of SFYHA, South Dakota Amateur Hockey Association (SDAHA), the District of USA Hockey with which SDAHA is affiliated from time to time, and USA Hockey, Inc. (USA Hockey).

Section 2. Removal From Membership

Members whose activities damage the interests of the SFYHA, or which attempt to circumvent a decision rendered by it, shall be subject to disciplinary action by SFYHA. SFYHA shall have the power to discharge a member or take such disciplinary action as deemed appropriate. A motion for removal of a member or disciplinary action shall require a two-thirds (2/3) majority vote of the SFYHA Board. No action to remove a member shall be taken unless the meeting notice of the SFYHA Board of Directors has specified that such action is to be considered. A statement of the proposed removal must be sent to the member at least 7 days prior to said meeting through registered or certified mail. The notice must include the time and place of said meeting. The member shall be given the opportunity to make a presentation at this meeting. The Board of Directors shall conduct a prompt and fair hearing. Any person may appeal adverse action taken against him/her by the Board of Directors to SDAHA in accordance with SDAHA Bylaws and procedures then in effect.

ARTICLE VII

DISSOLUTION

Upon dissolution of SFYHA, the Board of Directors shall, after paying or making provision for the payment of all its liabilities, dispose of all of its assets to such organization or organizations with similar purpose and activities as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (as amended from time to time or of any corresponding provision of any future United States Internal Revenue Code) as the Board of Directors shall determine. Provided, all the assets of SFYHA upon such dissolution shall become the property of SDAHA if SDAHA meets the foregoing requirements, or, if SDAHA shall then not be in existence or shall fail to qualify under the foregoing requirements, shall become the property of USA Hockey, Inc. provided that USA Hockey, Inc. is then in existence and shall qualify under the foregoing requirements. Any of such assets not so disposed of shall be disposed of by Order of the Circuit Court of Minnehaha County,

South Dakota, exclusively for similar purposes, or to such organizations which are organized and operated exclusively for similar purposes, as that Court shall determine. No director, officer or other private person shall be entitled to share in the distribution of any of SFYHA's assets upon its dissolution or final liquidation.

ARTICLE VIII

MEETINGS

Section 1. Regular Meetings

Regular meetings of SFYHA Board of Directors shall be scheduled twelve (12) times per year. The meeting place and time shall be determined by the President or in his/her absence the Vice-President. All meetings of the Board of Directors, members, committees, and councils shall be conducted in accordance with Robert's Rules of Order. Portions of the regular meetings may be held in closed session in order to discuss contract, employment, legal, disciplinary or other sensitive matters.

Section 2. Annual Meeting

The annual meeting of SFYHA members shall be held within sixty (60) days preceding the end of each fiscal year of SFYHA at such time and place as the Board of Directors shall designate for the purpose of election of officers and directors and transacting such other business as may properly come before the meeting. Electronic voting for the election of officers and directors shall be scheduled to take place following the annual meeting.

Section 3. Special Meetings

A. Directors

There shall be such other meetings of the Board of Directors as the President or the majority of the Board of Directors of the association may call. No notice of any meeting shall be required other than an emailed notice or oral notice by telephone or in person to all Board members, at least 48 hours prior to the meeting. Such notice shall be effective with respect to any given director if emailed to that director's last known email address or if left on a voice mail or answering machine at that director's last known telephone number. Such notice shall include the purpose or purposes for which the special meeting is called. Special meetings of the Directors or portions thereof may be held in closed session in order to discuss contract, employment, legal, disciplinary or other sensitive matters.

B. Members

A special meeting of the SFYHA members may be called by the President or the Board of Directors. A special meeting of the SFYHA members may also be called by members having one twentieth (1/20) of the votes entitled to be cast at such a meeting.

Section 4. Notice of Meetings

Not less than ten (10) nor more than fifty (50) days before the date of any regular Board of Directors or annual or special meeting of members, the Secretary shall cause written notice thereof, including the purpose or purposes for which any special meeting is called, to be personally delivered, mailed, email notification or prominently posted for the members to read.

Section 5. Quorum

Sixty-six percent (66%), or 6 of 9, of the members of SFYHA Board of Directors entitled to vote thereat shall constitute a quorum at any Board of Directors meeting. Members holding one-tenth (1/10) of the votes entitled to be cast on the matter to be voted upon shall constitute a quorum at any meeting of the SFYHA members. A majority of votes entitled to be cast by the members present at a meeting shall be necessary for the adoption of any matter voted upon at the meeting unless a different proportion is required by these Bylaws.

Section 6. Voting Rights

All positions currently held by members on the SFYHA Board of Directors, who are in good standing, have the right to vote on matters submitted to a vote of the Board of Directors. Each position is limited to one vote.

Section 7. Proxy Voting

Proxy voting shall not be permitted.

ARTICLE IX

OFFICERS AND DIRECTORS

Section 1. Officers

The officers of SFYHA shall be a President, a Vice-President, a Treasurer, and a Secretary, all of whom shall be voting members of the Board of Directors. Officers shall be elected by majority vote of the adult members, excluding players, of SFYHA. Electronic voting for the election of officers and directors shall take place following the annual meeting. Officers shall assume office at the May Board Meeting following their election. All positions shall be a two (2) year term.

Section 2. Duties of the President

The President shall serve as the chair of the board and shall preside at all meetings of SFYHA Board of Directors, calling meetings of the Board of Directors, as he/she deems necessary. The President shall appoint whatever committees are necessary to carry out the objectives of SFYHA and shall serve as a member of all standing and appointed committees of SFYHA, and shall be accorded the same rights and privileges as any other committee member, including but not necessarily limited to the right to make, second, and amend motions, and the right to vote on any issues coming before such committee. The President shall also exercise any other authority the Board of Directors shall assign to him/her. The President shall serve as the board's principal point of contact for all administrative officers of the SFYHA.

Section 3. Duties of the Vice-President

In the absence of the President or during his/her incapacity (as determined in its sole discretion by the Board of Directors), the Vice-President will perform the President's duties. The Vice-President shall also perform such other duties and functions as the Board of Directors, the President, or these Bylaws may prescribe.

Section 4. Duties of the Treasurer

The Treasurer shall have access to all financial records of SFYHA and shall have general supervision of its finances. The Treasurer shall also perform such other duties and functions as the Board of Directors, the President or these Bylaws may prescribe.

Section 5. Duties of the Secretary

The Secretary shall attend the meetings of the Board of Directors and members and shall keep or cause to be kept a true and complete record of the proceedings of those

meetings. The Secretary shall also perform other such duties and functions as the Board of Directors, the President or these Bylaws may prescribe.

Section 6. Board of Directors

The Board of Directors shall consist of the four (4) Elected Officers (President, Vice-President, Secretary, Treasurer), and the following five (5) Directors:

- 1) Director of the City League,
- 2) Director of Development,
- 3) Director of Tournaments,
- 4) Director of the Travel League, and
- 5) Past President,

all of whom shall be voting members of the Board of Directors. All Directors, with the exception of the Past President, shall be elected by majority vote of the adult members, excluding players, of SFYHA. Electronic voting for the election of officers and directors shall take place following the annual meeting. The Past President shall be the person who held the office of President of SFYHA immediately prior to the current President. Directors shall assume office at the May Board Meeting following their election. The Board of Directors shall govern the SFYHA in accordance with these Bylaws set forth by the SFYHA Board of Directors.

Section 7. Election and Terms

Each elected/appointed member of the Board of Directors is to serve from the time of his/her election/appointment/succession until his/her successor has been chosen and qualified. The officers of the Board shall be the officers of the membership. No Director shall serve more than two (2) two-year terms in succession. After serving consecutive terms in one board position, a Director shall be eligible for reelection/reappointment to the Board of Directors at another open position. One-half (1/2) of the Officer's and Director's terms shall expire every year, thereby establishing continuity throughout one-half (1/2) of the Board of Directors every year. In even calendar years the following Board positions will be up for election: the President, Vice-President, Director of the Travel League, and Director of the City League. In odd calendar years the Board positions of Secretary, Treasurer, Director of Development, and Director of Tournaments will be up for election. Any Board of Director member cannot hold more than one position on the board at the same time. Board positions cannot be shared positions by more than one member.

Section 8. Vacancies in Board Positions

If a vacancy occurs in the office of President, the Vice-President shall automatically succeed to that office and perform the duties thereof for the unexpired term. Succession to the office of President to complete the unexpired term of a prior President shall not prevent a person from serving as President for the next two (2) full terms if elected to that office.

If a vacancy occurs in the offices of Vice-President, Secretary or Treasurer or one of the Director positions on the Board, the Board of Directors shall, by appointment, fill the vacancy from among the members of SFYHA for the unexpired term. If the vacancy occurs mid-season, the appointment will be until annual elections are held. Filling this unexpired term will not prevent a person from serving two (2) more terms in this office if elected.

Section 9. Removal of Officers or Directors

Any officer or director may be removed from the SFYHA Board of Directors by a three-quarters (3/4) vote of all Board members then appointed and qualified at a meeting called for that purpose with proper notice to the person involved, with or without cause, whenever in the Board of Directors' collective judgment the best interests of SFYHA will be served thereby. A statement of the proposed removal of such Officer or Director, which statement may be drafted for submission to the Board of Directors for a vote on the proposed removal, shall be mailed by registered or certified mail to the Officer or Director at his/her last recorded address at least 7 days before action is taken thereon, together with a notice of the time and place where the Board of Directors are to meet. The officer or director shall be given an opportunity to make a presentation at the time and place mentioned in such notice. The Board of Directors shall conduct a prompt and fair hearing. Any person may appeal adverse action taken against him/her by the Board of Directors to SDAHA in accordance with SDAHA Bylaws and procedures then in effect.

Section 10. Recourse to Courts

Any recourse to the courts of any jurisdiction by any member or individual before all of the rights and remedies available under the SFYHA Articles and Bylaws and right of appeal under the SDAHA Articles and Bylaws have been exhausted shall be deemed conduct detrimental to the best interests of hockey and a violation of the Articles and Bylaws of SFYHA and SDAHA and, therefore, grounds for suspension or expulsion pursuant to the provisions of those documents.

ARTICLE X

ADMINISTRATIVE OFFICERS

The SFYHA shall have a Director of Hockey and a Director of Operations as administrative officers.

Section 1. Director of Hockey

The Director of Hockey shall have responsibilities for SFYHA-programming including the oversight and formation of coaches, the evaluation and placement of players based upon skill-level and providing on-ice instruction to players. Certain administrative authorities, specified by the Board of Directors, are entrusted to the individual in this position. This is an employed position that reports to the Board of Directors.

Section 2. Director of Operations

The Director of Operations shall have administrative responsibilities for the day-to-day functions of the SFYHA including registration & rostering, fundraising, financial reporting and serving as the principle point of contact to vendors. The Director of Operations will be responsible for training volunteers serving in appointed positions of the SFYHA. Certain administrative authorities, specified by the Board of Directors, are entrusted to the individual in this position. This is an employed position that reports to the Board of Directors.

ARTICLE XI

COMMITTEES

Section 1. Appointed Committees

The President or the Board of Directors shall create and appoint such committees the President or the Board of Directors deems prudent.

Section 2. Committee Meetings

No notice of any meeting shall be required other than oral notice by telephone, email, or in person to all committee members, at least forty-eight (48) hours prior to the meeting.

ARTICLE XII

REGISTRATION FEES

Section 1. Player Fees

Annual fees and other assessments imposed by SFYHA shall be determined by the SFYHA Board of Directors.

Section 2. Mid-Season or Fundraiser Fee

In addition to the Annual Player Fees payable to SFYHA, the Board of Directors may levy additional assessments upon SFYHA players in the form of Mid-Season or Fundraiser Fees for the sole benefit of SFYHA, provided such assessments are consistent with the general aims and purpose of SFYHA.

Section 3. Payment of Annual Fees

The Board shall set the annual player registration fees and application deadline. There shall be no applications and fees accepted by SFYHA after the deadline without Board approval.

Section 4. Delinquency

Players who have not paid their annual fees or participated in fund raising activities within the time provided by the Board of Directors shall cease being members of their team. A member's right to vote and to hold office in SFYHA shall be voided or suspended by reason of failure to timely pay all fees and assessments.

ARTICLE XIII

GENERAL PROVISIONS

Section 1. Notice

Whenever any notice is required to be given to any person by these Bylaws, such notice shall be in writing and may be given personally or through prominent posting in locations where SFYHA customarily conducts its activities, or by U.S. Mail or email addressed to such person at his/her address as it appears in the records of SFYHA, unless these Bylaws specify differently.

Section 2. Waiver of Notice

Whenever any notice is required to be given to any person by these Bylaws, a waiver of notice in writing signed by the person entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice. Attendance at any meeting, except attendance for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened, shall constitute waiver of notice of the meeting.

Section 3. Titles

Section and Article headings in these Bylaws are for convenience only and shall not affect the interpretation of any provision therein.

Section 4. Fiscal Year

The fiscal year of SFYHA shall be from May 1 through April 30.

Section 5. Activities

All actions and activities of SFYHA shall be in accordance with the Bylaws, policies, procedures and regulations of SDAHA, the USA Hockey District with which SDAHA is affiliated and USA Hockey, (including those relating to Federal, state and local tax law requirements, if any, anti-trust compliance, membership procedures, disciplinary procedures and use of trademarks and other intellectual property in which SDAHA, USA Hockey, owns or claims rights.) SFYHA shall not obligate or otherwise make SDAHA or USA Hockey liable for any expenditure nor shall it make commitments or advance positions on behalf of SDAHA or USA Hockey unless such expenditures, commitments or positions shall first have been approved in writing on behalf of SDAHA or USA Hockey by an authorized officer thereof.

Section 6. Consent in Writing and Meetings by Teleconference

A. Consent in Writing

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by all of the directors or committee members present and entitled to vote. Any such consent shall have the same force and effect as a unanimous vote.

B. Meeting by Teleconference or Video Conference

Members of the Board of Directors or of any committee or council may participate in the meeting of such Board, committee, or council by means of teleconference or similar communications equipment, which allows all persons participating in the meeting to hear each other at the same time. Participation by a Board, committee or council member in a teleconference constitutes presence in person at a meeting.

Section 7. Indemnification

SFYHA shall have all powers of, and its directors, officers, committee and council members, employees and agents, shall have all rights to, indemnification and all other benefits as provided under the South Dakota Non-Profit Corporation Act including, but not limited to, those specifically set forth in SDCL 47-22-65.1 through 47-22-65.8, both inclusive, and in SDCL 47-23-27, as South Dakota law may permit from time to time.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such present or former director, officer, committee or council member, employee or agent may be entitled.

Section 8. Immunity from Liability

Any volunteer of SFYHA shall be entitled to all protections and immunities as provided in South Dakota law including, but not limited to, those specifically set forth in SDCL 47-23-28 through 47-23-32, both inclusive, as South Dakota law may permit from time to time.

Section 9. Amendment of Bylaws

The Bylaws of SFYHA shall be the code of rules for the regulation and management of its affairs subject to the governing documents of SDAHA and USA Hockey. The Bylaws may be altered, amended, or replaced and new Bylaws may be adopted by a three-quarters (3/4) vote of the Board of Directors at a meeting called for that purpose at which a quorum is present.

The Bylaws shall be amended in the following manner:

1. A resolution to amend the Bylaws, setting forth the full text of the proposed amendment, shall be approved by the Board of Directors.
2. Upon adoption of any amendment by the SFYHA Board of Directors, the Bylaws shall be immediately revised incorporating said amendment(s). Amendments to the Bylaws shall become effective immediately, unless otherwise provided in the text of the amendment.

In the event that the Articles of Incorporation or Bylaws of SDAHA or USA Hockey shall be amended in a manner which: requires an amendment to these of Bylaws, this document shall be amended as required by that amendment to the Articles of Incorporation or Bylaws of SDAHA or USA Hockey without any action on the part of SFYHA, its Board of Directors, SDAHA or USA Hockey. Any such amendment shall become effective concurrently with the amendment to the Articles of Incorporation or Bylaws of SDAHA or USA Hockey which required, and the text of the amendment shall be provided to SFYHA by SDAHA or USA Hockey as promptly as practicable following the adoption thereof.

ARTICLE XIV

GIFTS, DONATIONS, ETC.

The Board of Directors may accept, on behalf of the SFYHA, any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the organization. The Board of Directors is authorized to undertake such fund raising activities as may be appropriate and authorized under the Bylaws in order to generate such contributions, gifts, bequests, and devises.

Amendments of the Bylaws

The undersigned, being the Secretary of Sioux Falls Youth Hockey Association, a South Dakota non-profit corporation, does hereby certify that the foregoing Bylaws of that Corporation were amended at a Meeting of the Board of Directors held on April 13, 2022, all as is set forth in the minutes of that meeting.

Ed Davis, SFYHA Secretary