

BY-LAWS
FERGUS FALLS HOCKEY ASSOCIATION

ARTICLE 1. PURPOSE

Section 1. This association shall promote, sponsor, provide facilities for and conduct a supervised program of hockey training, education, competition and other appropriate activities for persons 19 years of age and under for the purpose of making them better citizens, better sports persons, more learned in the sport of hockey and the art of skating, to aid in their physical and mental development and to provide a recreational activity.

ARTICLE II. MEMBERS

Section 1. The membership of this organization shall be made up of the following people: parents or legal guardians of youth enrolled in Association sponsored programs during either the current or past calendar year; current members of the Board of Directors; Association employees; members of Association committees; coaches; managers; referees; and all other interested community members, subject, however, to the requirement that all members must be 18 years of age or more. Such membership entitles the member to attend and participate in the annual meeting and vote for new directors. There shall be no limit to number of members.

ARTICLE III. MEMBERS MEETINGS

Section 1. Place of meetings. The meetings of the members shall be held either at its registered office or at any other place designated by the Board of Directors.

Section 2. Annual meetings. Each year the annual meeting shall be held at a time designated by the Board of Directors on the third Monday in March or within 30 calendar days of the third Monday in March.

Section 3. Special meetings. Special meetings of the members may be called at any time upon the request of the President, Vice President or a majority of the members of the Board of Directors, or upon request in writing to the Board of Directors by members holding not less than 50 percent of the voting power of the members.

Section 4. Notice of meetings. A person entitled to call a special meeting may make written request to the President, Vice President or Secretary to call the meeting. Such officer shall give notice of the meeting to be held between ten (10) and sixty (60) days after receiving the request. If the officer fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person who requested the meeting may fix the time and place of the meeting and give notice. Notice shall be a written notification of the meeting, stating the time, place and in the case of a special meeting, purpose, which notification shall be properly addressed according to the last available corporate records and mailed to each member entitled to vote at the meeting. The notice shall be mailed not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting. In lieu of mailed notice, published notice may be given if, at the time of time of giving notice, there are at least a majority of current members of the Association and if the Board of Directors should elect to give such notification by publication in lieu of by mail. The publication shall be in a newspaper of general circulation published in Otter Tail County, Minnesota for three successive weeks previous to the date of the meeting, which published notice shall state the time, place and in the case of a special meeting, purpose of the meeting. Waiver by a member of notice of a members meeting signed by him/her whether before or after the time of such meeting shall be equivalent to the giving of such notice. Any meeting duly called may be adjourned to a specific future time and specific meeting place and in such event, no notice of reconvening of the meeting at such future time and place need be given.

Section 5. Voting rights. Every member of record shall be entitled to one vote in person. Voting can be commenced by electronic means. There shall be no voting by proxy.

Section 6. Quorum. One percent of the membership as registered in official corporate records shall constitute a quorum for the transaction of business.

ARTICLE IV. DIRECTORS

Section 1. Number of Directors. The business of the Association shall be managed by a board of 14 directors. Ten of said directors shall be elected by the membership. The current Fergus Falls High School boys and girls head coaches shall automatically be directors. The elected directors, by a majority vote, shall appoint a Hockey Director, to a continuous term, from the date of the annual meeting. The Hockey Director may be removed by greater than a 2/3 majority vote of the Directors. The elected Directors, by a majority vote, shall annually

appoint an Association Traveling Scheduler, who shall serve a one-year term from the date of their appointment until the next following annual meeting. The Hockey Director, Association Traveling Scheduler and the Concessions Manager shall serve as Directors in all things, except as to the annual vote necessary to name the appointed directors for the succeeding year. The Board shall act by a simple majority vote of those directors' present and voting at a duly convened meeting. The Hockey Director, House League Directors, Treasurer, Association Traveling Scheduler, and Volunteer Coordinator positions are paid positions as set by the Board.

Section 2. Tenure. Members shall elect nine (9) directors at the 1971 annual meeting, three for a three-year term, three for a two-year term and three for a one-year term. Thereafter, as directors' terms expire, members shall elect the directors to hold office for a term of three years and until their successors are elected and qualified. Any director missing more than three Board of Director's meetings in a given FFHA calendar year shall be asked to vacate their director position.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors or by election at a meeting of members. A director shall be elected by the unexpired term of his/her predecessor in office.

Section 4. Meetings of the Board: Notice. The Board of Directors annual meeting shall meet each year immediately after the annual meeting of members at the same place. The annual meeting of directors, once convened, may be adjourned to a future time and place and reconvened then and there without further notice. Any other meeting of the Board of Directors, duly convened may be similarly adjourned and reconvened without notice. No notice of any kind to the Board of Directors shall be necessary for the annual meeting nor shall any notice be necessary for any periodic regular meetings of the directors fixed by Board of Director resolution of general application. Special meetings of the Board of Directors may be held upon the call of the President or any director upon five (5) day's written notice of the time and place thereof mailed or delivered in person to each director. Notice may be waived before or after the time of such meeting and attendance by a director at a meeting shall constitute waiver of notice thereof. The purpose of the meeting shall be specified in notice given.

Section 5. Quorum. A majority of the elected Directors shall constitute a quorum for the transaction of business, provided however, that if any vacancies

exist for any reason; the remaining Directors shall constitute a quorum for the filing of such vacancies.

Section 6. Election of Directors. Candidates for election to the Board of Directors shall be nominated by a nominating committee appointed by the President at least two weeks prior to the annual meeting. Nominations shall also be accepted from the floor. A single ballot shall be cast to fill all the vacancies occurring that year. The candidates receiving the greatest number of votes on that single ballot shall be elected. Members shall vote for no more nor less than the available vacancies when casting their ballots. Any ballot not complying with this provision will not be counted. Notwithstanding the foregoing provisions of this Section 6, in 1971 (only) 18 candidates shall be nominated and the three receiving the greatest number of votes shall be elected for a three-year term, the three next highest shall be elected for a two-year term and the three next highest for a one-year term.

ARTICLE V. NUMBER OF OFFICERS.

Section 1. Number of Officers. The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers and assistant officers, counsel and agents as may be chosen by the Board of Directors from time to time. Any two offices may be held by one person, except that the President shall not also hold the office of Vice President or Secretary. All officers shall be directors.

Section 2. Election: Vacancies; Tenure. Officers shall be chosen at the annual meeting of the new Board of Directors, to hold office until the annual director's meeting of the following year and until their successors are chosen and qualified. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors. Any vacancy shall be filled by the affirmative vote of a majority of the directors, and an officer so chosen shall serve the unexpired portion of his predecessor's term and until this successor is chosen and qualified.

Section 3. President. The president shall preside at all meetings of the members and directors and shall perform all duties incident to his/her office and such other duties as may be prescribed from time to time by these By-laws or by the Board of Directors. The President shall have the authority to appoint committee chairpersons and create committees not herein provided subject to approval by the Board of Directors. The President will continue to serve as a

member of the Board for one year after his/her term in office. He/she will be a non-voting member if the elected three-year term as a director has expired.

Section 4. Vice President. The Vice President shall assume the duties of the President in the absence of the President and shall perform other duties directed to him/her by the President.

Section 5. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of meetings of the membership, Board of Directors and executive committee. The Secretary shall direct and receive all correspondence and have custody of all books and records of the Association except those of the Treasurer.

Section 6. Treasurer. The Treasurer shall have the custody of all funds of the Association; shall keep an accurate record of receipts and expenditures and shall pay out funds as authorized by the Association.

Section 7. Contracts. Except as otherwise provided by the Board of Directors from time to time, all formal contracts of this Association shall be executed on its behalf by the Treasurer and attested to by the President or any Vice President with authority from the Board of Directors, which authority may be specific or by resolution of general application.

ARTICLE VI. COMMITTEES.

The President shall appoint chairpersons for the following committees within one month after the annual meeting. Committee chairpersons will be required to give year-end reports at the annual meeting. Committee chairpersons may be selected from the Board of Directors of the members.

Section 1. Finance Committee. The Finance Committee will be responsible to make our program cost efficient. The Finance Committee is responsible for reporting monthly to the FFHA Board of Directors through the Treasurer and keeping the organization solvent. Any expenditure that was not included and approved in the annual budget must be presented by the Board liaison and presented to the FFHA Board of Directors for approval or disapproval. It shall be the responsibility of this committee to propose to the executive committee any projects that can produce funds for the Association. The Treasurer shall be a member of this committee.

Section 2. Hockey Committee. It shall be the responsibility of the committee to assure even distribution of player ability on league teams. Initial team distribution shall be effected following tryouts and redistribution shall be utilized, as appropriate, in order to maintain proper balance. It shall also be their responsibility to work with the coaches of the traveling teams to insure that appropriate opportunity for participation on the traveling teams is provided. They shall also supervise the replacing of players on league teams when traveling rosters are adjusted, and place players on league teams before the start of each season.

It is the responsibility of this committee to provide a quality hockey program for all hockey players in FFHA. The Hockey Committee is responsible for the following:

- a. To review and/or revise FFHA Rules & Regulations on a yearly basis and present the final draft of the Rules & Regulations to the FFHA Board of Directors for final approval.
- b. To provide coaches for the association. It has the responsibility to provide training and oversee that the coaching staff is following the procedures as outlined in the Rules & Regulations.
- c. To continue to review and develop the hockey program as changes are needed with final approval coming from the Board of Directors.
- d. To oversee and regulate that the Rules & Regulations are adhered to as approved by the Board of Directors.
- e. Appoint an in-house director who would establish an in-house committee as deemed necessary to carry out in-house tasks. It is the purpose of the in-house director/committee to provide a quality hockey program for the in-house players specified by FFHA Rules & Regulations.

There will be two liaisons on this committee represented by the FFHA Board of Directors. The hockey director shall chair the hockey committee.

Section 3. Scheduling Committee. It shall be this committee's responsibility to set all games and practices on all rink facilities prior to the start of the season. The chairperson or his/her designate shall have the authority to alter and change that schedule when conflicts arise after the season commences. No changes shall be made in the schedule unless cleared through this committee. It shall also be on this committee's duty to provide for distribution of schedules to all players and coaches and inform those coaches affected by any schedule changes.

Section 4. Rules Committee/Referee Coordinator. This committee will be chaired by the head official. It shall be the responsibility of this committee to provide officiating at all league home games. They shall also adopt any special rules for league play for coach and player conduct at the arena.

Section 5. Public Relations and Membership Committee. Its first major responsibility is to effectively recruit new players and retain those who have previously played. It should be the responsibility of this committee to keep the channels of communications open between the parents, community and the Association. They shall further publicize the activity of the Association through all media available, also to include the functionality of the web site.

Section 6. Equipment Committee. It shall be the responsibility of this committee to dispense, collect, inventory, repair equipment and advise the Association as to the needs new and replacement of equipment.

Section 7. Tournament Committee. The tournament liaison committee, made up of tournament coordinator and team managers, is responsible for the scheduling and hosting of FFHA home tournaments. The board liaison is responsible for the budget as approved by the Board of Directors. The two main objectives of this committee are:

1. To conduct a tournament in accordance with all specifications and regulations set fourth by MAHA/USA hockey, including proper sanctioning and at the same time meet necessary deadlines. To accomplish this, a rigid committee structure must be followed. This committee structure is outlined in detail in the MAHA/AHAUS Tournament guidebook.
2. To hold a superior, quality tournament on the dates specified and agreed on by FFHA.

Section 8. Facilities Committee. The facility committee formulates plans of action in business matters pertaining to the arena with final approval of the Board of Directors. The board liaison would work in conjunction with the Arena Manager/City to ensure the best possible environment to promote youth hockey in Fergus Falls.

Section 9. Registration Committee. This committee/board liaison will handle the registration process for FFHA. The board liaison will attend any MAHA district meetings pertaining to MAHA/USA registration. The board liaison/committee will organize and deliver the proper forms to the In-House and

Hockey directors for team sanctioning as required by MAHA/USA hockey. The board liaison/committee will work with the hockey secretary to ensure that all the proper forms as required by MAHA/USA hockey are completed and returned by deadlines.

Section 10. Concession Committee. The Volunteer Coordinator, formerly known as the concession manager, oversees the operations of the stand within the arena facility. In addition to handling the operational, sales and management duties, this position will also help in creating marketing strategies in an effort to increase sales revenue with new items or strategic planning of current items.

Section 11. Gambling Committee. The Gambling Manager oversees the operations of the gambling of the association. The Gambling Manager should be paid by funds raised through gambling.

Section 12. Other Committees. Other committees deemed necessary by the Board of Directors may be established. (The Grievance Committee will be under this heading.) In the event of a grievance by a member of the Association, a formal grievance will be presented to the FFHA Board of Directors. The President will appoint one or more Board members to establish a committee made up of present and past FFHA members to arbitrate the grievance. The decision of the committee will be final.

ARTICLE VII. MISCELLANEOUS.

Section 1. Fiscal Year. The fiscal year of the Association shall begin May 1 and end April 30 of the following year.

Section 2. Disaster Plan. First step would be an emergency board meeting if need arises. From there FFHA Board would decide on a plan based on the agreed upon terms in the user agreement with the City of Fergus Falls and Fergus Falls Hockey Association.

ARTICLE VIII. AMENDMENTS.

Section 1. These By-Laws may be amended as provided by law. These by-laws shall be reviewed annually.

*The FFHA bylaws were originally adopted on March 16, 1971, amended on May 17, 1982, May 16, 1994, and April 5, 2017.

*This an up-to-date version of the FFHA bylaws prepared on October 25, 1996.

* These bylaws were updated with changes and adopted by the current hockey membership at the annual meeting on March 23, 2006, April 7, 2009, March 30, 2010, March 20, 2012, April 1st, 2015, and April 5, 2017.