

WHITE BEAR LAKE AREA HOCKEY ASSOCIATION BYLAWS

As adopted by the Membership at the Annual Meeting on May 10, 2017.

I. CORPORATE STRUCTURE AND ADMINISTRATION

A. Articles of Incorporation of the White Bear Lake Area Hockey Association (the "Articles of Incorporation").

- 1) **Name.** The name of the corporation is the White Bear Lake Area Hockey Association (the "WBLAHA").
- 2) **Purposes.** The objectives and purposes of the WBLAHA shall be as follows:
 - a) To encourage and promote youth hockey for the White Bear Lake Area (School District 624) including the teaching and development of skills and good sportsmanship, and for the participation and enjoyment of the sport of ice hockey for the young people in the area.
 - b) To promote community wide support and interest in hockey as a recreational and spectator sport.
 - c) To foster development of hockey skills for individual youths.

The WBLAHA is organized and shall be operated exclusively to carry out such purposes within the contemplation of Section 501(c) of the Internal Revenue Code of 1986 ("IRC"), as now enacted or hereafter amended, and within the contemplation of Minnesota Statutes ("Minn.Stat.") Section 290.05, subd. 2, as now enacted or hereafter amended. The WBLAHA shall have only such powers as are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, bequest, or otherwise, to own, hold, invest, expend, make gifts and contribution of, and to convey, transfer, and to dispose of any funds, property, and the income therefrom, for the furtherance of the purposes of the WBLAHA, and to lease, mortgage, encumber, invest and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded the WBLAHA by the Minnesota Non-Profit Corporation Act, and any future laws amendatory thereof and supplementary thereto.

Provided, further, that all such powers of the WBLAHA shall be exercised only so that the WBLAHA operation shall be exclusively within the contemplation of both IRC § 501(c), as now enacted or hereafter amended, and of Minn.Stat. § 290.05, subd. 2, as now enacted or hereafter amended.

Provided, further, that the references herein to Minn.Stat. § 290.05, subd. 2, shall not permit the WBLAHA to have or exercise any power which is not within the contemplation of the IRC § 501(c). No substantial part of the property or the income of the WBLAHA may be used for the purpose of carrying out propaganda or otherwise attempting to influence legislation within the meaning of the U.S.

Department of Treasury regulation 1.501(c)(3)-1(c)(3) or as may otherwise be provided by the department hereafter; provided, in no event shall the WBLAHA participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

- 3) No Pecuniary Gain.** The WBLAHA shall not afford or pay any pecuniary gain, or dividends to its members, as such, and no part of the net earnings of the WBLAHA shall inure to the benefit of any member or individual, excepting only any member of the WBLAHA which is itself a nonprofit corporation exempt from federal income taxes under IRC § 501(a), as now enacted or hereafter amended. The WBLAHA shall not lend any of its assets to any officer, director or member of the WBLAHA or guaranty to any person the payment of a loan by any officer, director or member of the WBLAHA.
- 4) Duration.** The WBLAHA shall have perpetual duration.
- 5) Registered Office.** The location and post office address of the registered office of the WBLAHA in Minnesota is: White Bear Lake Area Hockey Association, P.O. Box 10585, White Bear Lake, MN 55110.
- 6) Incorporator.** The name and post office address of the incorporator of the WBLAHA is Kevin McFarland, P.O. Box 10585, White Bear Lake, MN 55110.
- 7) Members.** All members are of one class and each member has one vote for purpose of voting for Directors of the WBLAHA (“Directors”). Memberships may not be transferred.
- 8) Directors.** The number of Directors shall be as provided in the Bylaws of the WBLAHA (“Bylaws”).
- 9) Personal Liability.** No director, officer, employee, agent or member, past or present, shall be personally liable to any extent whatsoever for any debts or obligations of the WBLAHA.
- 10) Capitol Stock.** The WBLAHA shall not have capitol stock, either authorized or issued.
- 11) Indemnification.** Each director, officer, employee or agent, past or present, of the WBLAHA, and each person who serves at the request of the WBLAHA as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and their respective estates, heirs and personal representatives shall be indemnified by the WBLAHA in accordance with, and to the fullest extent permissible under, the provisions of the laws of Minnesota as they may from time to time be amended.
- 12) Dissolution.** Upon dissolution of the WBLAHA, after payment of costs and expenses of dissolution and liabilities and obligations of the WBLAHA, the remaining assets of the WBLAHA shall be distributed to or among such one or more corporations or other entities then in existence which are organized and operated exclusively for the one or more of the purposes described in the IRC, as now enacted or hereafter amended and which are exempt from federal income taxes under IRC § 501(a), as

now enacted or hereafter amended, all in such proportion as shall be determined by the Directors.

13) Consent in Writing. Provided that all of the Directors are notified of the text of the proposed written action prior to the signing of any of the Directors, any action may be taken by the Directors or any committee thereof without a meeting, by written action of the Directors or committee thereof signed by the number of Directors that would be required to take the same action at a meeting of the Board or committee thereof at which all Directors were present. Such action shall be effective on the date on which the last signature of the required number of Directors is placed on such writing or writings, or such earlier or later date as set forth therein.

B. The Bylaws

1) Offices and Corporate Seal

- a) Registered Office. The city, town, or other community in which the WBLAHA is located in Minnesota shall be prescribed by the Articles of Incorporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Directors.
- b) Other Offices. The WBLAHA may have such other offices, within or without the State of Minnesota, as the Directors may from time to time determine.
- c) Corporate Seal. The WBLAHA shall have no corporate seal.

2) Members: Meeting and Property Rights

- a) Qualification. Any parent or guardian of a youth who is registered for the winter hockey program, is 18 years of age or older, and a resident of the natural WBLAHA community (the geographical boundaries of School District 624) as defined by Minnesota Hockey and District 2 rules. An active member is a person who has paid all dues to the organization, who is 18 years of age or older, who has equal voting rights with all other members, who has equal opportunity to be an elected office, who has equal right to responsibilities of attendance at the regularly scheduled meetings of the organization, whose name and membership origination date appear with the member's knowledge and consent on a list of members of the organization, and who has been a member of the organization for at least six months
- b) Additional Members. The Directors may admit additional individuals as members and as such they shall acquire the same rights and obligations as are applicable to other members, so long as a membership fee as determined by

the Officers of the Board is paid. Any coach, manager or director who is not a member per Section I(2)(a) may be granted membership. Any other person of legal age who subscribes to the purposes of the WBLAHA may apply in writing for membership. The Board shall be required to act to either accept or reject the application within sixty (60) calendar days.

- c) Member Voting Rights and Meetings. Each household (with one or more youths registered in WBLAHA) shall be limited to two members and each member has one vote. Voting by members is limited to the annual election of open seats of Officers of the WBLAHA Board of Directors (the "Board"). Membership may not be transferred. The affirmative vote of the majority of members with voting rights present and entitled to vote is required for action. The President of the WBLAHA (the "President") will convene meetings of the membership as necessary and convenient for the Board.
- d) Property Rights and Member's Term. The Board shall manage the property, affairs and business of the WBLAHA. No member shall have any right, title, or interest in or to any property of the WBLAHA. A member's term shall be one (1) year commencing upon registration of a youth for a winter season and/or acceptance by the Board as an additional member under Section I(B)(2)(b).
- e) Dues and Fees. There shall be no annual dues or membership fees. The only fees to be collected are fees for program participation and registration.
- f) Termination. Annual membership shall terminate on the last day prior to registration for participants in youth hockey.
- g) Proxies/Rules. Proxies shall not be allowed or used. *Roberts Rules of Order* shall apply to all meetings of the members.

3) The Board

- a) General Powers. The Board shall oversee its committees and publications; shall determine its policies, bylaws, and changes therein; and shall actively carry out its objectives and supervise its disbursement of its funds. The Board may adopt rules, regulations and policies for the conduct of its business as shall be deemed advisable.
- b) Electronic Means of Voting. Between regularly scheduled monthly meetings, the Board may participate in a meeting called by the President through use of electronic transmission, including, but not limited to: conference telephone, electronic video screen communication, electronic mail (email) or electronic transmission by and to the Association. Participation by an Officer in a meeting through use of electronic transmission pursuant to this section constitutes presence in person at that meeting if all of the following apply:
 - i. Each member participating in the meeting can communicate with all other members concurrently.

- ii. Each Officer is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board of Directors.
 - iii. The Recording Secretary shall make record of any actions proposed and taken by the Board by means of electronic transmission and report those actions at the next regularly scheduled meeting of the Board so as to allow such actions to be recorded in the minutes of the Monthly meeting.
- c) Number, Qualifications, and Term of Office. The Board will consist of nine (9) Officers and six (6) Directors. The Officers have voting rights on the Board. Directors are non-voting members of the Board. Upon approval by the Board, the terms of Officers may be amended and staggered to avoid the election of a majority of Officers in a single year, with regard to vacancies that are filled. The Gambling Manager shall be an ex-officio member of the Board.
- d) Elections and Term of Officers. Election of Officers shall take place in the month of March each year. Elections will only be conducted in the event the number of candidates exceeds the total number of open seats on the Board. Ballots will be mailed to each member not less than 15 days prior to the election. Voting hours shall be from 9:00AM to 7:00PM on the designated day. The Executive Committee shall monitor and certify election results. If the number of candidates does not exceed the total number of open seats, the candidates shall be appointed to the Board by a majority vote of the existing Officers. An Officer must be a member of the WBLAHA, beginning in the hockey season prior to election and/or appointment. Officer terms shall be three (3) years. All terms begin at the WBLAHA Annual Meeting.
- e) Appointment and Term of Directors. Director positions shall be appointed by the President. Director terms shall be two (2) years. A Director must be a member of the WBLAHA, beginning in the hockey season prior to election and/or appointment. At the April Annual Meeting, the Board by majority vote will approve the appointment of each Director except for Directors who have not completed their terms. Director terms shall be two (2) years. All terms begin at the WBLAHA Annual Meeting. Upon approval by the Board, the terms of Directors may be amended and staggered to avoid the election and appointment of a majority of Directors in a single year, with regard to vacancies that are filled
- f) Appointment and Term of Coordinators. Coordinator positions exist under both Officer and Director positions and are appointed by the Officer or Director that directly oversees the Coordinator duties. A Coordinator must be a member of the WBLAHA, beginning in the hockey season prior to election and/or appointment. All Coordinator appointments must be approved by a majority of

the Officers of the Board. Coordinator terms shall be one (1) year. All terms begin at the regular meeting of the Board after the WBLAHA Annual Meeting.

- g) Organization. At each meeting of the Board, the President or, in his or her absence, a senior member of the Executive Committee shall preside. The Secretary of the WBLAHA (the "Secretary") or, in his or her absence, any person who the President shall appoint, shall act as secretary of the meeting.
- h) Resignation. An Officer, Director or Coordinator may resign at any time by a letter of resignation to the President or Secretary. The resignation of an Officer, Director or Coordinator shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the President.
- i) Vacancies. Any vacancy in the Board caused by death, resignation, removal, or any other cause, shall be filled by a vote of the remaining Officers, and the successor shall hold office until that Officer, Director or Coordinator's term expires. Vacancies resulting from the addition of a new position on the Board shall also be filled by a majority vote of the Officers; however, the terms of these appointed Officers, Directors or Coordinators will be one, two, or three years, depending upon what type of Board position is being filled.
- j) Removal of Officers, Directors, and Coordinators. Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, an Officer, Director or Coordinator may be removed with or without cause only by the Board at a regular meeting, provided such action was on the published agenda, and only upon a two-thirds vote of the Board. If an Officer or Director is absent, without the permission of the President, for three or more monthly meetings in a calendar year, the President at his or her discretion may introduce a motion for removal of the offending Officer or Director.
- k) Place of Meetings. The Board may hold its meetings at such place or places, within or without the State of Minnesota, as it from time to time determines.
- l) Regular Meeting. The Board shall designate the date, time, and location of its regular meetings. The Board shall not meet less than six times per year. The President may conduct so much of the meeting in executive session as deemed appropriate given the subject matter.
- m) Special Meetings: Notice. Special meetings of the Board shall be held whenever called by the President or by a majority of the Officers. Notice of each such special meeting shall be mailed electronically to each Officer or Director, addressed to him or her at his or her residence or usual place of business, at least 48 hours before the date on which the meeting is to be held, or to be delivered to him or her personally, or by telephone, not later than 24 hours before the time on which the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting.
- n) Monthly Gambling Meeting. A monthly meeting will be held whereas the Gambling Manager will report to the membership and include a report in the minutes of the monthly membership meetings. Active members may attend the

gambling meetings and are eligible to vote on all matters related to the organization's gambling operation

- o) Annual Meeting. An annual meeting of the WBLAHA will occur on the Second Tuesday of the Month of MAY. This meeting will be in lieu of the regular monthly meeting. Both Gambling matters and WBLAHA matters will be discussed. Election of Board members will occur at this meeting and be supervised by the District 2 Representative.
- p) Notices Excused. Notice of any meeting of the Board need not be given to any Officer or Director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given if all of the Officers and Directors then in office shall be present there at or waive such notice in writing before, at, or after such meeting.
- q) Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, not less than a majority of the total number of Officers shall be required to constitute a quorum for the transactions of business at any meeting, and the act of a majority of the Officers present at any meeting at which a quorum is present shall be the act of the Board.
- r) Proxies/Rules. Proxies shall not be allowed or used. *Robert's Rules of Order* shall apply to all meetings of the Board.
- s) Member Forum. Member Forum is held at the beginning of every Board meeting and members who have information to share will be given five (5) minutes to present their information. Members must contact the Secretary and be placed on the specific meeting agenda in advance. If more than five (5) minutes is needed, written materials should be provided in advance to the Secretary for consideration by the Board. The Board will not take immediate decisions regarding information provided during the Member Forum. All Board meetings are held at the White Bear Lake City Hall, unless otherwise noted.

4) WBLAHA Officers

- a) Number. The Officers of the WBLAHA shall be President, a Secretary, a Treasurer, two (2) Vice Presidents, a Hockey Director, a Girls Director, a Player Development Director and a Tournament Director, not to exceed a total of nine (9) officers elected by the Members of the WBLAHA. The Officers of the WBLAHA shall be the only voting members of the Board.
- b) Eligibility, Elections, Term of Office, and Qualifications. All members of the WBLAHA are eligible to be elected as an Officer. All Officers shall be elected to three (3) year terms on a rotating basis wherein: the President, and Player Development Officer and Secretary are elected in one year; the Hockey Officer, Tournament Director and Treasurer are elected in the second year; and, the Vice President of Hockey Operations, Girls Officer and Vice President of Business are elected in the third year. Each shall hold office

until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal (in the manner hereinafter provided). All Officers of the WBLAHA Board shall be elected from among the Members of the WBLAHA.

- c) Resignations. Any Officer may resign at any time by submitting a letter of resignation to the Board, the President, or the Secretary. Such resignation shall take effect at the time, if any, specified therein or, if not time is specified therein, upon receipt by the Board, President, or Secretary; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.
- d) Removal of Officers. Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, an Officer may be removed with or without cause only by the Board at a regular meeting, provided such action was: approved by a majority vote of the Officers; listed on the published agenda; and received two-thirds vote of the Officers. If an Officer is absent, without the permission of the President, from three or more monthly meetings in a calendar year, the President (or Vice President in case of the President) at his or her discretion may introduce a motion for removal of the offending Officer.
- e) Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the remainder of the term by a majority vote of the Officers.

5) Officer Descriptions

- a) President. The President shall be the Chief Executive Officer of the Association and will be responsible for:
 - General active management of the business of the Association;
 - When present, presiding at all meetings of the Board of Directors;
 - Ensuring that all orders and resolutions of the Board of Directors are carried into effect;
 - Serving as a liaison and ambassador to the White Bear Lake community that the Association serves, and the broader District 2 and Minnesota hockey community;
 - May execute and deliver in the name of the Association any deed, mortgage, bond, contract or other instrument pertaining to the affairs of the Association; and in general, shall perform all duties usually incident to the office of President;
 - Performing such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President.
 - Regarding motions made by Officers of the Board, the President will only vote in the event of a tie vote.

- The President is the CEO of the White Bear Lake Area Hockey Association Gambling.
- b) Vice-President of Business The Vice President of Business oversees the business side of the Board. More specifically, the Vice President of Business will also:
- Oversee the activities of the following appointed Directors and/or Officers:
 - Jersey and Equipment Director
 - Fundraising and Sponsor Director
 - Bylaws and Rules/Polices Director
 - Tournament Director
 - Supporting the President as the leader of the Association and shall fulfill the duties of the President in the event the President is unavailable.
 - Fulfill all other duties assigned to him/her by the President
- c) Vice-President of Hockey Operations The Vice President of Hockey Operations oversees the overall hockey side of the Board. More specifically, the Vice President of Hockey Operations will also:
- Oversee the activities of the following elected Officers:
 - Hockey Officer
 - Girls Officer
 - Player Development
 - Supporting the President as the leader of the Association and shall fulfill the duties of the President in the event the President and the Vice President of Business is unavailable.
 - Fulfill all other duties assigned to him/her by the President
- d) Secretary. The Secretary shall keep the minutes of the meetings for the members and the Board of Directors and shall attend to the giving and certifying to all notices of all such meetings. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors or the President. More specifically, the Secretary will also have direct responsibility for:
- Attending all Board Meetings and provide copies of the previous months Gambling Meeting and Regular Board Meeting Minutes for Board Members and all members in attendance.
 - Providing sign-in sheets to be placed at the entrance of the meeting in order to document all participants of these monthly meetings.
 - Recording in some manner (either hand written or tape record) all actions taken, reports given and discussions made during each Board meeting.
 - Typing meeting minutes from recorded media prior to the next monthly Gambling and Board Meeting.

- Providing Board approved monthly minutes to Web Master for posting on WBLAHA web site. This must occur within 45 days post meeting.
 - The secretary will be responsible for maintaining the official filing system for WBLAHA. This filing system will contain all pertinent records of the association that will include but not limited to: monthly board meeting minutes, sign in sheets, a record of official board decisions, complaints and disciplinary actions, etc... This filing system must be maintained on a regular basis and readily accessible to the board and membership upon request.
 - Keep copies of all meeting minutes, electronic votes, election results, disciplinary actions, gambling reports etc. in an organized manner to allow access by current and future Boards and for historical documentation purposes
- e) Treasurer. The Treasurer is responsible for all moneys of the Association and deposit same in an FDIC bank selected by the Finance Committee, and shall oversee the proper keeping of the books of accounts and the paying of all approved bills, under the general direction of the Board of Directors. More specifically, the Treasurer will also have direct responsibility for:
- Monthly financial reporting to the membership at the Board meetings. This monthly report shall include all expenses, deposits and any other transactions with any of the Association's bank accounts. Team checkbooks do not need detailed reporting during the regular season, unless money is transferred into a team's checkbook from the Association's general fund or other Association account.
 - Managing and maintaining the Association's bank relationship & cash of the Association
 - Managing and maintaining the Association's relationship with the outside Audit/Tax firm.
 - Managing and working with audit and tax firm in the preparation of the annual 990 filing
 - Assisting in all business functions of running the Association.
 - Paying Associations bills
 - Monthly sales and use tax return
 - Negotiations with vendors and suppliers
 - Assisting the Manager Coordinator with the Team check books, pre funding,
 - Supporting the Registrar on registration issues and refunds.
 - Coordinating the Rob Sund Scholarship process.
 - Improving the general ledger architecture to improve monthly reporting
 - Setting and managing the annual the Association budget. This budget must be reviewed, completed and submitted annually each July to the Board of Directors for approval.
 - Recommend to the Board of Directors any changes to player registration fees.

- Monthly reconciliation of the Association's bank accounts (General, Tournament, Concessions & Rob Sund Fund).
- f) Hockey Officer The Hockey Officer is responsible for the overall coordination of the developmental activities of the Association's boys travelling hockey program which includes the AA, A, B1, B2, and C levels of mites, squirts, pee wees, bantams, and junior gold. More specifically, the Boys Travelling Director will have direct responsibility for:
- Setting and managing the annual budget for supporting the overall developmental goals of each age level of the boys travelling program. This budget must be reviewed, completed and submitted annually to the Board of Directors prior to the submission of the annual budget for the entire hockey Association.
 - Implementing on-ice and off-ice programs to foster the improvement of the skill level of each level of the boys travelling program.
 - Defining the make-up, size and number of teams that the Association will field at each level of the boys travelling program. This could potentially change from year to year depending on many variables that could include but are not limited to the registration numbers of players in each level, District 2 requirements, Minnesota Hockey requirements, USA Hockey requirements, etc...
 - Defining, chairing and executing the head coach selection process for all levels of the boys travelling program.
 - The recruiting, training, and evaluation of head coaches at all levels of the boys travelling program. Coaching selections must be approved by the Board of Directors.
 - Insuring that all head coaches and assistant coaches for the boys travelling program are CEP certified to coach and appropriate documentation for each coach is on file with the Association.
 - Reviewing all selections for assistant coaches in the Boys Travelling Program, verifying each individual meets the standards of the Association and will reserve the right to approve or reject assistant coaches based on just cause. The Officers of the Board have the authority to reject a coaching selection.
 - Defining and ensuring fair and accurate execution of the tryout process for each boys travelling level.
 - Bringing forward complaints and/or grievances for discussion filed by the membership related to the boys travelling program.
 - Recommending and executing disciplinary action against any boys travelling coaches / players / parents for violations of the Association's policies and procedures.
 - Conducting regularly scheduled in-season coaches meetings with coaches at each respective level of the boys travelling program to insure proper developmental goals, address complaints and assess overall status of each level.

- Acting as a liaison between the boys travelling program and the boy's high school team.
 - Assisting the tournament director with the Boys Moose Goheen tournaments as needed.
 - Attending in-person hockey registration (2 per year)
 - Overseeing the sign up process, ice time assignments, communication plan to the membership and on-ice coach coverage for fall warm-up camp.
 - Working directly with the Ice Scheduler to insure ice time requirements for the Boys Travelling Programs are understood and met.
- g) Girls Officer The Girls Director shall manage the girls program and perform such duties assigned to him/her by the Board of Directors or the President. The Girls Travelling Director is responsible for the overall coordination of the developmental activities of the Association's Girls travelling hockey program which includes the A and B levels of U8, U10, U12 and U14 . More specifically, the Girls Travelling Director will have direct responsibility for:
- Setting and managing the annual budget for supporting the overall developmental goals of each age level of the Girls travelling program. This budget must be reviewed, completed and submitted annually to the Board of Directors prior to the submission of the annual budget for the entire hockey Association.
 - Implementing on-ice and off-ice programs to foster the improvement of the skill level of each level of the Girls travelling program.
 - Defining the make-up, size and number of teams that the Association will field at each level of the Girls travelling program. This could potentially change from year to year depending on many variables that could include but are not limited to the registration numbers of players in each level, District 2 requirements, Minnesota Hockey requirements, USA Hockey requirements, etc...
 - Defining, chairing and executing the head coach selection process for all levels of the girls travelling program.
 - The recruiting, training, and evaluation of head coaches at all levels of the girls travelling program. Coaching selections must be approved by the Board of Directors.
 - Insuring that all head coaches and assistant coaches for the girls travelling program are CEP certified to coach and appropriate documentation for each coach is on file with the Association.
 - Reviewing all selections for assistant coaches in the Girls Travelling Program, verifying each individual meets the standards of the Association and will reserve the right to approve or reject assistant coaches based on just cause. The Officers of the Board have the authority to reject a coaching selection.
 - Defining and ensuring fair and accurate execution of the tryout process for each girls travelling level.

- Bringing forward complaints and/or grievances for discussion filed by the membership related to the girls travelling program.
- Recommending and executing disciplinary action against any girls travelling coaches / players / parents for violations of the Association's policies and procedures.
- Conducting regularly scheduled in-season coaches meetings with coaches at each respective level of the girls travelling program to ensure proper developmental goals, address complaints and assess overall status of each level.
- Acting as a liaison between the girls travelling program and the girl's high school team.
- Assisting the tournament director with the girls Moose Goheen tournaments as needed.
- Attending in-person hockey registration (2 per year)
- Overseeing the sign up process, ice time assignments, communication plan to the membership and on-ice coach coverage for fall warm-up camp.
- Working directly with the Ice Scheduler to insure ice time requirements for the Girls Travelling Program are understood and met.

h) Player Development Officer The Director of Player Development is also responsible for the overall coordination of the developmental activities of the the Association's Clinic and Mite hockey programs. More specifically, the Director of Player Development will have direct responsibility for:

- Setting and managing the annual budget for supporting the overall developmental goals of each age level of the Clinic and Mite programs. This budget must be reviewed, completed and submitted annually to the Board of Directors prior to the submission of the annual budget for the entire hockey Association.
- Implementing on-ice and off-ice programs to foster the improvement of the skill level of each level of the Clinic and Mite programs. Insure that each coach at all levels of the Clinic and Mite programs understands the development objectives of the Association and is working to achieve those objectives.
- Organize a pre-season parent meeting for all parents of registered Clinic skaters. The purpose of this meeting is to serve as an open forum to introduce the parents to the Association, the expectations of the Association and provide a general understanding of the Association policies and procedures. The Director of Player Development will also answer questions as applicable.
- Defining the make-up, size and number of teams that the Association will field at each level of the Clinic and Mite programs. This could potentially change from year to year depending on many variables that could include but are not limited to the registration numbers of players in each level, District 2 requirements, Minnesota Hockey requirements, USA Hockey requirements, etc.

- Defining, chairing and executing the appointment process of Mite Coordinator to oversee the Mite Program.
- Defining, chairing and executing the appointment process of Clinic Coordinator to oversee the Clinic Program.
- Defining, chairing and executing the appointment process of Goalie Equipment Coordinator to oversee distribution and management of the goalie equipment for the Association.
- The hiring of all head coaches at all levels of the Mite Program.
- Insuring that all coaches for the Mite Program and Clinic Program are CEP certified to coach and appropriate documentation for each coach is on file with the Association.
- Reviewing all selections for assistant coaches for the Clinic and Mite programs, verifying each individual meets the standards of the the Association and will reserve the right to approve or reject assistant coaches based on just cause.
- Defining and insuring fair and accurate execution of a mite grading process for the purposes of placing players at the proper level of play in the Mite program.
- Overseeing a fair and equitable draft process as a means to create teams at the Mite level.
- Bringing forward complaints and/or grievances for discussion filed by the membership related to the Mite and Clinic programs.
- Recommending and executing disciplinary action against any Mite or Clinic coaches / players / parents for violations of the Association's policies and procedures.
- Conducting regularly scheduled in-season coaches meetings with coaches at each respective level of the Mite and Clinic program to ensure proper developmental goals, address complaints and assess overall status of each level.
- Assist the Mite Coordinator in defining and executing a year end jamboree for the Mite Program that is compliant with District 2 policies for Mite Jamborees.
- Attending in-person hockey registration (2 per year)
- Overseeing the sign up process, ice time assignments, communication plan to the membership and on-ice coach coverage for a fall warm-up camp and Mite grading sessions.
- Work directly with the Ice Scheduler to insure ice time requirements for the Mite and Clinic programs are understood and met.
- Work directly with D2 and attend ACE meetings as necessary.

i) Gambling Manager

The Gambling Manager will serve on the Board in a voting capacity on gambling related issues and in a non-voting capacity on all other Association matters.

The Gambling Manager is a paid position. The salary received by the Gambling Manager is set forth by the WBLAHA Board of Directors.

- j) Mite Director
- k) Implementing on-ice and off-ice programs to foster the improvement of the skill level of each level of the Mite Program.
- l) • Defining the make-up, size and number of teams that the Association will field at each level of the Mite Program. This could potentially change from year to year depending on many variables that could include but are not limited to the registration numbers of players in each level, District 2 requirements, Minnesota Hockey requirements, USA Hockey requirements, etc...
- m) • Defining, chairing and executing the head coach selection process for all levels of the Mite Program.
- n) • The recruiting, training, and evaluation of head coaches at all levels of the Mite Program.
- o) • Insuring that all head coaches and assistant coaches for the Mite Program are CEP certified to coach and appropriate documentation for each coach is on file with the Association.
- p) • Defining and ensuring fair and accurate execution of the grading process for each Mite level.
- q) • Bringing forward complaints and/or grievances for discussion filed by the membership related to the Mite Program.
- r) • Recommending and executing disciplinary action against any Mite coaches / players / parents for violations of the Association's policies and procedures.
- s) • Overseeing the sign up process, ice time assignments, communication plan to the membership and on-ice coach coverage for fall warm-up camp.
- t) • Working directly with the Ice Scheduler to insure ice time requirements for the Mite Program are understood and met.

6) Director Position Descriptions

- a) Registrar. The Registrar is responsible for player registration and team rostering. Works with the District 2 Registrar to ensure that all WBLAHA are properly certified within the deadlines established by District 2 and Minnesota Hockey. Maintains current membership list for the WBLAHA.
- b) Manager Director
- c) Tournament Director. The Tournament Director coordinates all aspects of the WBLAHA tournaments. Responsible for making necessary arrangements (e.g., advertising, scheduling, medical personnel, volunteers, etc.) Also responsible for supervising any year-end District, regional or state tournaments hosted by the WBLAHA.

- d) Bylaws/Rules & Policies Director The Bylaws/Rules & Policies Director chairs the Bylaws Committee and makes recommendations to the Board as to additions, deletions, and other changes made the Bylaws Committee.
- e) Fundraiser/Sponsor Director. The Fundraiser and Sponsor Director explores, develops and coordinates all fund raising activities for the WBLAHA, including, but not limited to, the raffle and pizza sale fundraisers and team photographs. The Fundraiser and Sponsor Director also recruits and secures corporate sponsors for the various teams and develops WBLAHA sponsorships (including the sale of advertising space) and acts as a Board liaison with the City of White Bear Lake, the City of Vadnais Heights, and surrounding cities to promote a positive image of the WBLAHA.
- f) Jerseys/Equipment Director. The Jersey and Equipment Director is responsible for working with local vendors to select and order the appropriate quantity and style of jerseys each year. The Jersey and Equipment Director is also responsible for maintaining an inventory of goalie equipment and related supplies. Draft bids for the purchase of equipment and supplies and arranges necessary repairs of all equipment and jerseys.
- g) District 2 Representative. The District 2 Representative will be responsible to attend District 2 Board meetings and vote on issues in accordance with the WBLAHA Board. The D2 Representative will be responsible for overseeing and supervising the election of Board members, should an election be required, at the Annual Meeting.

7) Coordinator Descriptions

- a) Level Coordinators. Mite, Squirt, Peewee, Bantam and Jr. Gold, as well as U8, U10, U12, U14, and U16 Coordinators oversee all teams in their assigned level in conjunction with the Hockey Officer. The following Level Coordinator duties and responsibilities include, but are not limited to:
 - i. Recruiting, supporting and coaches.
 - ii.
 - iii. Attending practices of their respective level to make sure the development plan is followed.
 - iv.
 - v. Collecting the required materials that confirm that the coaches of the respective level are in compliance with CEP.
 - vi.
 - vii. Coordinating and working at assigned player tryouts.
 - viii. Serving as the initial contact for disciplinary and grievance matters involving players, parents, and coaches from their assigned level.
- b) Tournament Coordinators
 - i. Tournament Coordinators assist the Tournament Director with their respective level tournament. The Tournament Coordinators are

responsible for ensuring that volunteer hours for their respective tournament are filled.

- c) Clinic Coordinator
- d) ACE and HEP Coordinator. The ACE Coordinator must have a strong coaching background, hockey knowledge and a commitment to the sport. The ACE and HEP Coordinator must be comfortable teaching coaches, players and parents as well as Board members. The following duties and responsibilities include, but are not limited to:
 - i. Communicating coaching certification requirements.
 - ii. Coordinating and implementing Minnesota Hockey's HEP.
 - iii. Supporting the Level Coordinators in assuring the WBLAHA Development progression is implemented.
 - iv. Communicating to players, parents and coaches USA Hockey Player Development opportunities.
 - v. Taking a lead role in recruitment, selection, training and evaluation of coaches.
 - vi. Advising the Vice President of Hockey Operations in formulating development goals and objectives for the WBLAHA, and
 - vii. Assisting with tryouts and other initiatives and activities identified by the Board.
- e) Concessions Manager
 - i. Qualifications:
 - i. ServSafe Certified
 - ii. Licensed by the State of Minnesota in Food Management
 - iii. Previous Restaurant Experience preferred
 - iv. Communication and Organizational Skills
 - ii. Required:
 - i. Use of Personal Vehicle
 - ii. Use of Personal phone, internet and email
 - iii. Duties
 - i. Inventory and Ordering from various suppliers each week, 2 locations
 - ii. Work with Ice Scheduler and Rink Managers to establish concession shifts
 - iii. Work directly with Tournament Director to cover all tournament hours
 - iv. Enter all shifts into Dibs, request to be filled by Volunteers
 - v. Record all shifts worked with Rosters to make sure shifts were covered

- vi. Pick up and deliver necessary items from Sams – 1 per week
- vii. Accounting and reporting to Treasurer ongoing basis
- viii. Pay all invoices and keep accounts up to date
- ix. Empty safe in each location and deposit at Lake Area Bank 1x per week
- x. Pick up/Deliver change from bank to each location
- xi. Answer ongoing questions when volunteers working
- xii. Put product away and/or deliver from WBSC to Hipp each week after deliveries
- xiii. Wash towels at home and return to each location – weekly
- xiv. Collect Deposit and Opt Out checks from Managers
- xv. Return all Deposit Checks after team has completed hours
- xvi. Keep procedures manual updated and communicate safe practices to volunteers
- xvii. Attend Board Meetings when possible
- xviii. Research new menu items and attend trade shows
- xix.

8) Bond. The Board shall from time to time determine which, if any, Officers of the WBLAHA shall be bonded and the amount of each bond.

9) Financial Matters.

- a) Books and Records. The Board shall cause to be kept for a minimum of seven (7) years:
 - i. Records of all proceedings of the Board; and such other records and books of accounts as shall be necessary and appropriate to the conduct of the corporate business.
 - ii. The Board shall cause to be kept at the registered office or other such office as determined by the Board originals or copies of:
 - a) Records of all proceedings of the Board, if any.
 - b) All financial statements of the WBLAHA.
 - c) Articles of Incorporation and the Bylaws and all amendments and restatements thereof.
- b) Accounting System and Audit. The Board shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a constant basis, an appropriate accounting system for the WBLAHA. The Board shall cause the records and books of the WBLAHA to be compiled and reconciled by an independent accountant at least once per fiscal year and at such other times as it may deem necessary or appropriate

and may retain such person or firm for such purposes as it may deem appropriate.

- c) Inspection of Records. A member of the Association may review the financial records of the Association at a reasonable time for any reason in accordance with Minnesota Statute, 317A.

- 10) Compensation.** The Board may at any time and from time to time, by resolution adopted by a simple majority of the Officers, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any Officer, Director, agent or employees of the WBLAHA for personal services rendered to the WBLAHA by, or for any expenses necessarily paid or incurred by, any such Officer, Director, agent, or employee, but only if and to the extent that the performance of such service or occurrence of such expenses is directly in furtherance of the charitable purposes of the WBLAHA and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.
- 11) Fiscal Year.** The Fiscal Year of the WBLAHA shall be the calendar or such other fiscal year as may be determined by the Board.
- 12) Checks, Drafts, and Other Matters.** All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidence of indebtedness issued in the name of the WBLAHA shall be signed by such Officer(s), agent(s), or employee(s) of the WBLAHA and in such a manner as may from time from time be prescribed by the Board.
- 13) Compliance with State Laws Governing Charities.** The Board shall initiate a review of the WBLAHA's business and affairs on an annual if not more frequent basis to assure compliance with the registration, annual reporting and other requirements of the Minnesota Charitable Solicitation Act (Minn. Stat. § 309.50, et seq.) and the Minnesota Supervision of Charitable Trusts and Trustees Act (Minn. Stat. § 501.71, et seq.), as now in force and as may be amended from time to time.
- 14) Compliance with State Law Governing Lawful Gambling.** The Board shall cause the business and affairs of the WBLAHA to be reviewed on a semiannual basis to assure the compliance with the Minnesota Lawful Gambling Act (Minn. Stat. § 349.12, et. Seq.)
- 15) Tournament Sales of Merchandise by Vendor other than the WBLAHA.** The Board and the City of White Bear Lake and/or the City of Vadnais Heights must review and approve any sales contemplated by sponsors or vendors an any event (tournaments, etc.) associated with the WBLAHA.
- 16) Alcoholic Beverages.** The WBLAHA and the Board are prohibited from using WBLAHA proceeds for the purchase of alcoholic beverages.
- 17) Waiver of Notice.** Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

- 18) Transfer of Assets, Merger or Dissolution.** The Board may authorize (1) the sale, lease, exchange, mortgage, encumbrance or other transfer of all or substantially all of the property and assets of the WBLAHA, (2) the merger or consolidation of the WBLAHA with another non-profit corporation organized under the laws of the State of Minnesota or of any other State of the United States or of the District of Columbia, and (3) the dissolution of the WBLAHA. Such actions either (a) may be submitted and voted upon at a single meeting of the Board and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds of the total number of Officers, or (b) may be adopted by a writing signed by not less than two-thirds of the total number of Officers. Provided, at any time it should occur that there are not persons serving as Officers, the Officers shall promptly apply to the courts of the appropriate jurisdiction for dissolution of the WBLAHA provided by law.
- 19) Amendments to Policies and Procedures.** The Board may develop and amend policies and procedures that are necessary for the operation of the WBLAHA. The creation and amendment of any policy (1) may be submitted and voted upon at a single meeting of the Board and be adopted at such meeting, a quorum being present, upon receiving an affirmative vote of not less than a majority of the total number of Officers, or (2) may be adopted by a writing signed by not less than a majority of the total number of Officers.
- 20) Amendments to Bylaws, Polices and Procedures.** The Board may change the Articles of Incorporation, from time to time as amended or restated, and these Bylaws, from time to time as amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or the Bylaws, either (1) may be submitted and voted upon at a single meeting of the Board and be adopted at such meeting, a quorum being present, upon receiving an affirmative vote of not less than two-thirds of the total number of Officers, or (2) may be adopted by a writing signed by not less than two-thirds of the total number of Officers. The Board may develop and amend policies and procedures that are necessary for the operation of the WBLAHA. The creation and amendment of any policy (1) may be submitted and voted upon at a single meeting of the Board and be adopted at such meeting, a quorum being present, upon receiving an affirmative vote of not less than a majority of the total number of Officers, or (2) may be adopted by a writing signed by not less than a majority of the total number of Officers. This provision expires at the Annual Meeting in 2016. Beginning at the April 2016 Annual Meeting, changes to the Articles of Incorporation, from time to time as amended or restated, and these Bylaws, from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or the Bylaws, may be submitted and

voted upon at the Annual Meeting, or special meeting, and be adopted at such meeting, upon receiving an affirmative vote of not less than two-thirds of the total number of members voting.

C. Election and Appointment Guidelines

1) Elections and Position Appointment.

- a) Elections. Elections will be conducted in accordance with the Articles of Incorporation and the Bylaws. The membership shall only vote in the event that the number of candidates exceeds the number of open Officer seats on the Board. Voters must be at least 18 years old and a member of the WBLAHA (name must appear on the preprinted registration printout). Only two votes per family unit are allowed. A family unit is defined as a child's biological parents and/or legal guardian(s), not to exceed two (2) persons. Elections will be supervised by the WBLAHA District 2 Representative.
- b) Appointments. Appointments will be conducted in accordance with the Articles of Incorporation and the Bylaws. If the number of candidates does not exceed the number of open seats, the existing Board shall appoint the Director(s) by a majority vote.

2) Nominations

- a) Eligibility
 - i. All members of the WBLAHA are eligible to be elected or appointed to the Board.
 - ii. Sixty (60) days prior to the annual meeting there shall be a Nomination Committee selected, composed of one member of the Association selected by the President and two members of the Association selected by the Board of Directors. The member appointed by the President shall be Chairman.
 - iii. The Nomination Committee shall nominate at least one person for each office to be fulfilled and report its nominees at the regularly scheduled board meeting one month prior to the Annual Meeting. All nominations must be submitted at least thirty (30) days prior to the annual meeting.
 - iv. Only those persons who have signified their consent to service if elected shall be nominated for or elected to such office.
 - v. A nominee may make a statement (not to exceed five minutes) during the Public Forum of the February Meeting.
 - vi. No campaign material may be hung or distributed in the White Bear Lake Sports Center, Vadnais Sports Center or Hippodrome.

- II. Nominations for office may also be made from the floor at the annual meeting if there are no nominations listed on the ballot.

a) Ballots

- i. The WBLAHA will provide the official ballot on designated balloting days.
- ii. The ballot will list candidates, alphabetically, in a minimum of two columns.
- iii. A star will be placed before each incumbent's name.
- iv. Absentee ballots will not be allowed.
- v. Separate ballot boxes must be used for each day of balloting. The boxes must be sealed at the end of each day and stored in a committee approved storage area.
- vi. All ballots and committee paperwork will be kept for six months.

b) Valid Ballots

- i. Each member shall locate their name on the provided voter list and sign in the space provided. The election judge will initial each member's signature.
- ii. Upon receipt of the official ballot, each member may mark three or less nominees. Only one vote per nominee will be permitted. A ballot marked in a different manner will be considered invalid and will be destroyed.
- iii. When the member has completed voting, they shall fold their ballot in half. The election judge will then initial and stamp the ballot.
- iv. The ballot will be returned to the member for deposit in the ballot box.

c) Election Results

- i. Ballots will be tabulated during the Annual Meeting of the WBLAHA.
- ii. Nominees elected to the Board will be announced at the Annual Meeting of the WBLAHA. The total number of votes cast for each nominee will not be announced. Any candidate, however, may request the election results.
- iii. Ties will be decided by a paper ballot of current and newly elected Officers of the Board at the next regular Board meeting. If a tie remains after this balloting, the President shall approve one nominee.

B. Officer Terms. The Officers of the Board are positions with a three year term. The order of rotation for the three year positions are as follows:

- 1) President – Elected 2012, term extended one (1) year in 2014, elected 2015, 2018, 2021 and subsequent three year intervals.
- 2) Vice President of Business –Appointed to one (1) year term in 2013, elected in 2014, 2017, 2020 and subsequent three year intervals.
- 3) Vice President of Hockey –Elected 2013, 2016, 2019 and subsequent three year intervals.
- 4) Treasurer – Elected 2013, 2016, 2019 and subsequent three year intervals.

- 5) Secretary - Elected 2012, term extended one (1) year in 2014, elected 2015, 2018 and subsequent three year intervals.
 - 6) Hockey Officer - Appointed to one (1) year term in 2013, elected in 2014, 2017, 2020 and subsequent three year intervals.
 - 7) Girls Officer Elected in 2014, 2017, 2020 and subsequent three year intervals.
 - 8) Player Development - Elected 2012, term extended one (1) year, elected 2015, 2018 and subsequent three year intervals.
 - 9) Mite Director - Elected 2013, 2016, 2019 and subsequent three year intervals.
- C. The initial rotation of officer terms will be staggered until all officer positions have rotated through a three year cycle with the following schedule:
- 1) President, Secretary and Player Development terms will be extended an additional 12 months from their original term expiration of April 2014;
 - 2) Vice President of Business, and Hockey Officer will be appointed by the President, and approved by the remaining officers of the board, in 2013 and serve a one (1) year term; and,
 - 3) Treasurer, Vice President of Hockey and Tournament Director will be elected by the membership at the April 2013 Annual Meeting and serve a three year term.
 - 4) Girls Director is not affected by this provision.
 - 5) This provision will naturally expire at the April Annual Meeting in the year 2015.

