

BY-LAWS BISMARCK HOCKEY BOOSTERS, INC.

ARTICLE I. NAME

The name of this organization is Bismarck Hockey Boosters, Inc., Bismarck North Dakota, and is herein referred to as the “Club”.

ARTICLE II. PURPOSES AND OBJECTIVES

Section 1. To promote youth hockey in the Bismarck area.

Section 2. To undertake and promote activities using volunteer services and other means to raise funds to support an organized recreational hockey program.

Section 2.5 To abide by and act in accord with the Articles of Incorporation, by-laws, rules and regulations, playing rules, and decisions of the NDAHA Board of Directors, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Club. The Club shall assist the NDAHA in the administration and enforcement of the provisions of the by-laws, rules and regulations, playing rules and decisions of the NDAHA Board of Directors, within and upon its members and/or within its jurisdiction and (II) agrees to be guided by the following core values of USA Hockey and the NDAHA.

Section 3. To expend funds and to acquire equipment, property, and other necessary and suitable materials to carry out the Club’s purposes and objectives.

Section 4. To do any and all things necessary to carry out the Club’s purposes and objectives consistent with and limited to those allowed under the charitable and educational purposes of Section 501 C (3) of the Internal Revenue Code and the North Dakota Nonprofit Corporation Act.

Section 5. To obtain contributions, donations, gifts, bequests, grants, pledges, devises and similar grants from individuals, corporations, trusts, foundations, partnerships, estates, and other organizations or groups to support the Club’s purposes.

The purposes for which the Club is organized are:

Section 6. To accept, buy, sell, hold, lease, rent, manage or otherwise deal with real and personal property consistent with the Club’s purposes and by direction of the Club’s Board of Directors. No such property may be sold at private sale to a Board member.

Section 7. To support any state and national hockey organization with purposes similar to the Club’s.

Section 8. The foregoing statements of corporate purposes do not restrict or limit the Club’s general powers, or their exercise or enjoyment, as they are expressly or implicitly granted by the North Dakota

nonprofit Corporation Act, except those powers not in furtherance of exempt purposes under Section 501 C (3) of the Internal Revenue Code.

Section 9. No part of the Club's net earnings shall inure to the benefit of or be distributed to its Officers, Directors, or members. The Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the Club's purposes as expressed in its Bylaws and Articles of Incorporation.

Section 10. No part of the Club's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate in or intervene in any manner to any extent (including publishing or distributing statements) in any political campaign on behalf of any candidate for public office. The Club shall not engage in any activities that are unlawful under federal, state, or local laws.

Section 11. Upon the dissolution of the Club's corporation, the Board shall, after paying or making provisions for the payment of all the Club's debts and liabilities, dispose of the Club's assets according to the Club's purposes. All assets and remaining funds must be used for purposes and go to the organizations within the scope of Section 501 C (3) of the Internal Revenue Code.

Section 12. All aspects of the Club's operations, including membership and player participation, shall be nondiscriminatory.

ARTICLE III. MEETINGS

Section 1. The Club shall hold general membership meetings in September, January and April, and at other times as called by the Board of Directors.

Section 2. The Board of Directors may change the regular meeting date provided at least ten days' notice of such change is given to all Club members. This notice, and any other such notice required by these Bylaws, may be given by posting on the Club web site.

Section 3. The Club's annual corporate meeting shall be the regular April meeting, with at least ten day's posted notice given to all Club members that this is the annual meeting.

Section 4. The Club's Board shall determine the time and location of all regular, annual, or special meetings.

Section 5. Special Club meetings may be called by the Board upon at least a forty-eight-hour notice to all Club members.

Section 6. A quorum at any Club meeting shall consist of a simple majority of the voting members present. No proxy votes shall be allowed. Robert's Rules of Order shall be the parliamentary guide for all Club meetings.

ARTICLE IV. MEMBERSHIP

Section 1. Club membership is open to all individuals who are a parent or guardian of a registered player in the Club. Each member is entitled to one vote in elections or other Club business matters. Membership is not transferable or assignable. All members shall receive a copy of the By-Laws upon request.

Section 2. An associate membership is open to all individuals who are interested in supporting the Club. All non-parent coaches and coordinators receive a free Associate Membership. (2008) The associate membership fee shall be set by the Board annually at its June meeting, for a one-year membership beginning September 1.

Section 3. Individuals who are not the parent or guardian of a registered hockey player in the Club may become an associate member. An associate member can vote in the general membership meeting and can seek election to serve on the Board of Directors. Membership of The Board of Directors cannot exceed four associate members. Associate membership will be from September through August. (2010)

ARTICLE V. REGISTRATION FEES

The Club's annual registration fees shall be set by the Board annually at its June meeting. Payment of fees entitles a member to a one-year membership beginning September 1.

ARTICLE VI. FINANCE

Section 1. The Board of Directors shall provide for an annual review of the Club's operation and may require an audit whenever there is a change in the office of Treasurer.

Section 2. The Club's fiscal year shall begin on July 1 and close the following June 30.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The Club's elected Officers and Directors shall serve as the corporate Board of Directors, and as such shall manage the corporation's affairs.

Section 2. No Board member shall receive compensation for his or her Board services. However, the Board may compensate persons for services rendered to or contracted for by the Club, and to pay reasonable expenses incurred for Club purposes.

Section 3. Any member, including Officers, of the Board may be suspended for cause from all Board activities by a two-thirds (2/3) majority vote of the Board of Directors at a meeting duly called and noticed for such purpose. This suspension will be in effect until the next regularly scheduled or specially called general membership meeting. At this meeting, the allegation(s) of cause against the member will be presented to the general membership by the President or 1st Vice President if the suspended Board member is the current President. The suspended member will have the opportunity to respond to the allegations brought against him/her after they have been presented to the general membership. After the

presentation, the general membership will vote by written ballot on whether the suspension shall be lifted, and the Director reinstated, or the Director shall be recalled and removed from the Board. A recall vote removing the Director from the Board shall require a fifty-one per cent (51%) vote of those voting at such general membership meeting.

Section 3a. Any member, including Officers of the Board may be suspended for cause from all Board activities by a petition of recall submitted to the Board of Directors on behalf of the registered members. The petition of recall must have no less than fifty (50) signatures of registered members. The petition shall include all allegations and the name, address and signature of each registered member. This suspension will be in effect until the next regularly scheduled or specially called general membership meeting. At this meeting, the allegation(s) of cause against the member will be presented to the general membership by the President or 1st Vice President if the suspended Board member is the current President. The suspended member will have the opportunity to respond to the allegations brought against him/her after they have been presented to the general membership. After the presentation, the general membership will vote by written ballot on whether the suspension shall be lifted, and the Director reinstated, or the Director shall be recalled and removed from the Board. A recall vote removing the Director from the Board shall require a fifty-one per cent (51%) vote of those voting at such general membership meeting. Cause shall include, but not be limited to:

- Charged with or convicted of criminal activity.
- Conflicts of interest or taking actions on behalf of the Bismarck Hockey Boosters without Board authorization.
- Verbally abusive or consistently antagonistic interaction with other Directors or with Members.
- Conduct that is detrimental, unsportsmanlike, or violates hockey codes of conduct with respect to any Bismarck Hockey Booster related activity.
- Violation of confidentiality on topics where requested by the Board.
- Repeated tardiness or absence from meetings.
- A sustained and unexcused pattern of inattention that amounts to an abdication of the Director's duties to the Bismarck Hockey Boosters.

A vacancy in an office or on the Board for whatever reason shall be filled by appointment by the Board for the unexpired portion of the vacant term. The appointment will be approved by a simple majority of the voting Board members as long as a quorum is present. No proxy votes shall be allowed. (2021)

Section 4. The Board shall have the authority to establish policies for promoting and implementing the objectives and purposes of the organization.

Section 5. The Board shall specifically approve all Club purchases exceeding two hundred and fifty dollars. (2020)

Section 6. Board meetings shall be held a minimum of six times per year and at such other times as called by the Board's President, a person exercising the President's powers, or any 3 Board members. A quorum shall be a simple majority of the Board's total membership.

Section 7. The Directors at large/Off-ice Coordinators' roles are to attend all Board meetings and vote on relevant issues pertaining to BHB and represent BHB when asked. Other duties include but are not limited to:

- Serve as the Off-Ice Coordinator for their designated level.
- Provide a detailed level update at each of the General Membership meetings including challenges and opportunities. (2020)
- Maintain a list of all team managers, locker room monitors and registered coaches for every team in their level. (2020)
- Assist in the collection of DIBS checks for their level and assist the volunteer committee in communicating completed DIBS hours back to members in their level. (2020)
- Assist the First Vice President with Club sponsored tournaments (2020)
- Communicate information from the Board to the members of the level they represent and report any issues, concerns, comments or suggestions back to the Board. (2020)
- Serve as the level's liaison for the parents and coaches regarding any issues or complaints that may arise. (2010)

Section 8. (2020) The Program Director shall develop and oversee the Club's on-ice-program. He or she shall nominate for Board approval the team coaches and all other positions needed to conduct the on-ice program. Other duties include but are not limited to:

- Attend all Board meetings and special meetings if requested and provide updates as to the Club's on-ice-program.
- Aid and advise the Board when called upon.
- Assist the First Vice President in organizing Club sponsored tournaments i.e. soliciting teams for tournament participation, creating brackets and other tournament related duties assigned to by the First Vice President or Board.
- Identify away tournament Club teams will participate in and register Club teams for these tournaments.
- Chair the Hockey Committee.
- Attend all NDAHA meetings

Section 9. (2020) The Administrative Assistant is responsible for working with the Program Director and the BHB Board to perform administrative duties throughout the season. As part of this position, the Administrative Assistant shall also perform duties as Scheduler and Registrar for the Club.

As Scheduler, the Administrative Assistant shall work with Bismarck Parks and Recreation and other hockey clubs to schedule practices and games in accordance with the BHB Mission statement. The Scheduler shall work directly with the Program Director, First Vice President and On and Off Ice Level Coordinators to create a schedule that will support the objective of providing a quality program that promotes interest and participation in ice hockey, along with being compliant with ND Amateur Hockey Association and league requirements.

As Registrar, the Administrative Assistant shall keep records of all players and coaches, along with ensuring all participants are compliant with USA Hockey and ND Amateur Hockey Association requirements. The Administrative Assistant shall also manage the USA Hockey Official Rosters and manage player registrations and apply applicable discounts and refunds to members.

Other duties for the Administrative Assistant include but are not limited to:

- Communicate regularly with the Program Director to discuss scheduling, ice availability and any other issues that may arise.
- Attend all Board meetings and special meetings if requested.
- Aid and advise the Board when called upon.
- Maintain the on-line BHB calendar and website.
- Maintain all team practice schedules and game schedules, along with ensuring all tournament information is relayed to the teams and hotels are reserved.
- Send communications out to the membership as requested by the Board via email, website and social media.

ARTICLE VIII. OFFICERS, DIRECTORS AND ELECTION

Section 1. The Club's Officers and Directors shall be a President, President-elect, Past President, First Vice President, Second Vice President, Secretary, Treasurer, and six Directors-at-large. There will be one Director at large assigned to each age group division as Off-Ice Coordinator (Termites, Mites, Squirts, Peewees, Bantams and Girls). Two additional non-voting members of the Board shall be held by the Club's Program Director and Administrative Assistant. (2020)

Section 1.5. The provisions of Article VIII, Section 2, notwithstanding, the, President-Elect, President and Past-President shall hold office for a duration no longer than two, consecutive one-year terms. (2015)

Section 2. The Club's Officers and Directors shall be elected at the corporation's annual meeting in April and shall take office on May 1st. They shall hold office for two years or until their successor is elected. If necessary, a Nomination Committee composed of three Club members shall be appointed by the Board at least three months prior to the annual meeting to find a nominee or nominees for each of the Officer and Director positions which will become vacant. The Nominating Committee's report must be posted on the website at least ten days prior to the annual meeting. Any Club member may make nominations from the floor at the annual meeting. All Officers and Directors will be elected by ballot, with candidates receiving the highest number of votes being elected.

Section 3. Directors shall not hold any on-ice positions associated with the Bismarck Hockey Club. This includes coaching, officiating, hockey development committee, and any other on-ice positions that may be a direct conflict of interest with their off-ice Board positions unless approved by a majority vote of the Board of Directors.

ARTICLE IX. OFFICERS' DUTIES

Section 1. The President shall be the Club's Chief Executive Officer, shall be chairperson of the corporate Board, and shall preside at all Club meetings. He or she shall exercise all the powers and duties usually attendant upon a President or chairperson of a corporate Board of Directors. He or she shall appoint an individual to coordinate activities between the Club and the Bismarck Park Board and Bismarck School District.

Section 2. The President-Elect should have previously served on the Board in some capacity prior to being elected. The President-Elect shall preside at any Board or Club meetings in the absence of the President and shall automatically succeed to the presidency should that office become vacant for any reason, including the expiration of the President's term. The President-Elect shall assist the Second Vice President with fund raising for the program and serve as a mentor to Off-Ice Coordinators. (2020)

Section 2.5. The Past-President should aid and advise the Board and shall chair the Disciplinary Committee. (2020)

Section 3. The First Vice President shall serve as a program manager to oversee all tournaments BHB holds throughout the season while working with the Tournament Committee, Administrative Assistant, Program Director and others to ensure all prep work is completed and tracked. The First Vice President or their designee will ensure that proper communication is sent to all teams participating in the Club's sponsored tournaments. This position will also oversee the Club's concessions program. The First Vice President will attend all Board meetings and vote on relevant issues pertaining to the Club, represent the Club when asked and chair the Tournament Committee. (2020)

Section 4. The Second Vice President shall be responsible for heading fund raising activities for the Club (2020) and appointed as chairperson to head such committees and shall work with the President-Elect on fund raising activities. The Second Vice President shall chair the Meltdown Committee. Other duties of this position include but are not limited to:

- Maintaining an inventory of the Club's jerseys and provide such list to the Board. (2020)
- Ordering new or replacement jerseys as directed by the Board. (2020)
- Maintain apparel orders and appropriate inventory levels of other items for sale by the Club to the membership such as socks and other items as directed by the Board. (2020)

Section 5. The Treasurer will oversee the Board appointed accounting firm, and together shall receive and disburse all funds for the Association consistent with the budget approved by the Board of Directors at the June meeting and deposit or invest the same in such bank or banks or other financial institutions or instruments as the Board may from time to time direct. (2020) The Treasurer shall, on demands of the Board of Directors permit the accounts of the Club to be audited by an accounting firm as appointed by the Board of Directors. The Treasurer shall submit an unaudited monthly financial report to the Board of Directors and shall submit a reviewed financial statement for the preceding year to the membership at the General Membership meeting in April each year.

Section 6. The Secretary shall record minutes for all Club and Board meetings and post the meeting agendas and approved meeting minutes on the Club’s website. (2020) He or she shall report at each Club meeting on all the Board meetings held since the last Club meeting.

ARTICLE X. COMMITTEES

The Board may, at its discretion, form committees and assign duties not inconsistent with these bylaws.

ARTICLE XI. AMENDMENTS

These bylaws may be amended or repealed, or new Bylaws adopted, at any Club meeting by the simple majority of the Club members present, provided that written notice of the intention to so change the Bylaws, and the nature of such change, is posted on the Club website thirty days prior to the meeting at which the changes are acted upon. Provided proper notice is given Bylaw changes can be introduced and acted upon at the same meeting.

ARTICLE XII. ADOPTION

These Bylaws were officially adopted by the Bismarck Hockey Boosters, Inc., with notice given, at its meeting of January 11, 1972, held at the VFW All Seasons Arena, in Bismarck, North Dakota.

These Bylaws supersede and thereby render null and void any previously existing Bylaws of this corporation.

Amended and revised, October 1, 1981

Amended and revised, April 18, 1983

Amended and revised, April 2, 1986

Amended and revised, April 25, 1988

Amended and revised, April 19, 1993

Amended and revised, April 14, 1997

Amended and revised, September 14, 1998

Amended and revised, April 14, 2003

Amended and revised, April 12, 2005

Amended and revised, September 28, 2006

Amended and revised, September 10, 2007

Amended and revised, April 14, 2008

Amended and revised, September 13, 2010

Amended and revised, March 9, 2015

Amended and revised, May 8, 2017

Amended and revised, July 13, 2020