

Revised Jul 7, 2024 - Approved by WAYHA Board August 2024

BYLAWS OF GOODVIEW-WINONA AREA HOCKEY ASSOCIATION a/k/a WINONA AREA YOUTH HOCKEY ASSOCIATION

Goodview Winona Hockey Association is a non profit organization that operates exclusively for charitable purposes. The earnings do not benefit any private shareholder or individual member. The Goodview Winona Hockey Association will not engage in any prohibited political or legislative activities. The services provided by Goodview Winona Hockey Association are limited to youth ages 18 and younger. In the event that Goodview Winona Hockey Association dissolves, all assets will be donated to an entity(s) selected by 2/3rds vote of the board.

ARTICLE I - DUTIES OF THE OFFICERS/MANAGERS

SECTION 1. President - The president shall preside at all meetings of the Association and the Board of Directors. The President shall determine which of the standing committees will be active within the fiscal year. The President shall be an ex-officio member of each committee. The President shall conduct business affairs and carry out policy as directed by the Board. The President shall appoint such special committees as required by the affairs of the Association. The President shall oversee payment of all bills.

SECTION 2. Vice President – In the absence of the President, the Vice President shall exercise all of the functions and duties of the President and shall be vested with all of his/her powers. The Vice President shall be an ex-officio member of each committee.

SECTION 3. Secretary - The Secretary shall keep, or cause to be kept, the Minutes of the annual meeting and meetings of the Board of Directors. He/she shall have custody of all books and records of the Association except those of the Treasurer. The Secretary shall prepare an agenda for the Annual Meeting and for Board of Directors Meetings in conjunction with the President. The Secretary shall notify the general membership prior to the Annual Meeting. The Secretary shall keep an accurate record of elected board members, i.e. date elected, length of term, number of terms served, etc. The Secretary shall be an ex-officio member of each committee.

SECTION 4. Treasurer - The Treasurer shall have custody of the general operational funds of the Association and shall keep an accurate record of the receipts and expenditures and shall pay out funds as authorized by the Board of Directors. He/she shall submit, or cause to be submitted, at each regular meeting of the Association a report of complete financial conditions and at the Annual Meeting submit a complete Annual Report of Financial Conditions. The Treasurer shall validate checks for payments as

authorized by the Board of Directors by giving a detailed listing of all bills to be paid by the 15th of the month. The Treasurer shall be a member of the Finance Committee. The Treasurer shall be an ex-officio member of each committee.

SECTION 5. Gambling Manager - The Gambling Manager shall have custody of all funds of the Gambling Account and shall keep an accurate record of the receipts and expenditures and shall pay out funds as authorized by the Board of Directors. He/she shall submit, or cause to be submitted, at each regular meeting of the Association a report of complete financial conditions and at the annual meeting submit a complete Annual Report of Financial Conditions. The Gambling Manager shall validate checks for payment as authorized by the Board of Directors.

ARTICLE II - DUTIES OF DIRECTORS

SECTION 1. The Directors may vote to fill any vacancies occurring on the Board of Directors of the Association until election for such office is held at the Annual Meeting and the one so elected shall finish the remainder of that person's term.

SECTION 2. Directors are required to attend scheduled and special Board of Directors meetings and failure to attend three consecutive meetings, without reason, may lead to termination from the Board of Directors by the Executive Board.

SECTION 3. The Board of Directors shall appoint one member of its Association as League Representative, representing the Association at district meetings.

SECTION 4. The Board of Directors shall oversee all subcommittee business. Subcommittees shall report to the Board of Directors.

ARTICLE III - STANDING COMMITTEES

SECTION 1. Officers may serve on committees, and may be chairperson of any committee. Special committees may be appointed in Board meetings by vote of the directors. Committee chairs will be elected to that position by a $\frac{2}{3}$ vote of the board of directors. All committees detailed in these bylaws shall have a chair. If no directors volunteer and apply to chair a committee, the executive committee shall appoint a director not currently chairing a committee, to fill the role. Any committee must contain the following. 1 member of the Board of Directors, 1 Non Director Member in good standing from the WAYHA membership, enough persons to complete the task/s assigned to the committee, and a person responsible for taking notes of any meeting and correspondences regarding the committee that can be provided to the Board of Directors.

SECTION 2. Finance Committee - The finance committee shall ensure that the Association remains financially viable and shall provide guidance to the Board relative to any proposed discretionary spending. The committee shall maintain the financial records and acknowledge receipts from all donors. This committee shall prepare an annual budget and submit the same for Board approval. The treasurer of the Association shall be a member of this committee.

SECTION 3. Hockey Operations Committee - The Hockey Operations Committee shall oversee and implement the association's player development programming of on and off-ice training using the principles of LTAD (Long Term Athlete Development) and age appropriate training. This committee will also develop a coaching staff to deliver effective, efficient age appropriate hockey training and will communicate to coaches and parents the principles of LTAD, MDM, age appropriate training and the benefits to the player. This committee will be responsible for selecting teams and levels of play. This committee shall consist of an Association Hockey Director/Committee Chair, a Goaltending Development representative, a Girls Hockey representative, an 8U representative, a Player Development representative, an Association District 9 representative, the Association Registrar, and the Association Scheduler. Other committee members may be accepted as necessary.

SECTION 4. Marketing Committee - The Marketing Committee shall have charge of all advertising and publicity of the Association. The Marketing Committee shall oversee all communication by means of email and social media. The marketing committee shall direct the proper use of all logos and branding for use by Goodview Winona Hockey Association.

SECTION 5. Fundraising Committee - This committee shall direct the work of securing the necessary funds through fund raising activities to maintain and expand the programs of the Association with Board approval. The annual calendar sales, sponsorship signs, and all other fundraising campaigns will be directed by this committee.

SECTION 6. Volunteer Committee – The Volunteer Committee shall be responsible for the coordination and supervision of parent volunteers throughout the season. The Committee will also be responsible for the maintenance and tracking of the volunteer hours system. The Volunteer Committee shall have in its charge, the Concessions Director and recruitment for Board and Committee Members. This committee is responsible for Parent /Athlete training materials (ex. Concession Stand, Scoreboard, Player Equipment dressing, Gamesheets, etc.) and presentation.

SECTION 7. Cause for removal - Supermajority vote of executive board members to recommend to board for a vote of non confidence.

ARTICLE IV - MEMBERSHIP

SECTION 1. Voting membership shall be open to any person who is 18 years of age or older and who:

- A. Has one (1) or more dependents in the Goodview-Winona Hockey program, or;
- B. Is a coach or assistant coach in the Goodview-Winona Hockey program, or;
- C. Is holding the office of Gambling Manager.

SECTION 2. To be an eligible voting member, the individual must meet at least one of the parameters (set in Article IV, Section 1.) for the Association's current fiscal year running from April 1, to March 31.

SECTION 3. Each voting member shall have one (1) vote on each matter brought before the Annual Meeting of the membership.

SECTION 4. Honorary membership in the Goodview-Winona Hockey Association shall be open to all persons who are 18 years of age or older, and who are interested in the promotion of ice hockey. Honorary members do not have voting privileges.

SECTION 5. Membership in the Association shall be open to all persons without regard to race, color, sex, ethnic background, creed, or economic circumstances.

SECTION 6. Removal of Member. Any Member may resign with a written notice to the secretary. With a two-thirds vote of the Board Members present, The Board of Directors shall have the authority to discipline, suspend or terminate the Membership of any Member when the conduct of the person is detrimental to the best interests of the Goodview-Winona Hockey Association. Before the Board of Directors determines the appropriate course of action, there must be a special meeting called with the required 10 days notice at which the subject Member will be provided the opportunity to defend themselves to the accusations to determine its disciplinary action.

ARTICLE V - DIRECTORS AND OFFICERS

SECTION 1. The Board of Directors shall be elected at the Annual Meeting, and shall consist of no less than 9, and no more than 12, voting members of the Association. No one previously convicted of a felony may serve on the Board of Directors.

SECTION 2. The Officers of the Association (Executive Board) shall consist of the President, the Vice President, the Secretary, and the Treasurer, and must be members of the Board of Directors.

SECTION 3. One third of the Directors shall be elected annually at the first meeting of the members, by the members, and each Director shall hold office for a term of three (3) years and until his/her successor has been elected and qualified, or until removal as provided herein. Each director is limited to (3) three terms on the Board. Directors and/or Officers shall not be paid for their services to the Association as Directors.

SECTION 4. Any vacancy occurring on the Board may be filled for the remainder of the year by an Association member who is nominated by a member of the board and approved by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. An individual will be elected by the Association to fill the remainder of the vacated term at the next Annual Meeting.

SECTION 5. In addition to the method provided in the Minnesota Statutes, Section 317.20

(10)(2), a Director may be removed for cause by two-thirds ($\frac{2}{3}$) vote of all other Directors at a meeting specifically, given 10 days notice, called for that purpose, at which meeting he/she shall be entitled to answer charges of cause for removal.

SECTION 6. A quorum of the Board of Directors shall consist of two-thirds ($\frac{2}{3}$) of the total elected Board of Directors. A quorum is required for passage of all Association business. Any board member has the ability to attend meetings virtually.

SECTION 7. A voting member of the Association who is elected to the Board, and while serving their term would cease to qualify as a voting member, (see Article IV, Section 1) shall be allowed to complete their term as a board member.

ARTICLE VI - MEETINGS

SECTION 1. The Association shall hold an Annual Meeting, place and date of which shall be selected by the Board. Special meetings may be called by the President, or a majority of the Board. A ten (10) day notice shall be given to all members of the Association prior to the scheduled meeting time.

SECTION 2. A quorum at the Annual meeting shall consist of the lesser of 5% of the membership or 50 voting members

ARTICLE VII - FINANCIAL MATTERS

SECTION 1. The Board of Directors of this Association shall cause to be kept:

- (1) records of all proceedings of the Board of Directors and the Executive Committee, if any;
and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the Association business.

SECTION 2. The Board of Directors shall cause to be kept at a place designated by the Board, from time to time, originals or copies of:

- (1) records of all proceedings of the Board of Directors and Executive Committee, if any;
- (2) all financial statements of this Association; and
- (3) Articles of Incorporation and By-Laws of this Association and all amendments and restatements thereof.

SECTION 3. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this Association. The Board of Directors shall cause the records and books of account of this Association to be audited, at least once in each 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.

SECTION 4. The Board of Directors of this Association may at any time, and from time to time by resolution adopted by two-thirds (2/3) of the total number of directors at any regular or special meeting, provide for the payment or reimbursement of expenses incurred by any director, officer, or agent of this Association for personal services rendered to this Association by, or for any expenses necessarily paid or incurred by, any such director officer, or agent, but only if and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the charitable purposes of this Association and the compensation or the amount of expenses paid or reimbursed, as the cause may be, is reasonable and not excessive.

SECTION 5. The fiscal year of the Association shall be determined by the Board of Directors.

SECTION 6. All checks, drafts, or other orders for the payment of money and all notes, bonds or other evidences of indebtedness issued in the name of this Association shall be signed by such officer or officers, agent or agents, of this Association and in such a manner as may, from time to time, be determined by resolution of the Board of Directors.

SECTION 7. No officer, director, or member of the Association shall disperse any funds or monies in his/her keeping and belonging to the Association nor shall he/she authorize such dispersal or incur any debt in the name of the Association without authorization of the Board of Directors.

SECTION 8. No person shall use the name or official insignia of the Association for other than strictly Association purposes.

SECTION 9. No member, director, or officer shall have any right, title, or interest in, or to any property of, this corporation.

ARTICLE VIII - WAIVER OF NOTICE

Whenever notice of any meeting is required to be given by these By-Laws 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 meeting.

ARTICLE IX - AMENDMENTS

The Board of Directors may amend this Association's Articles of Incorporation or Bylaws, as from time to time amended or restated, to include or omit any provisions 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 By-Laws, may be submitted and voted upon at a single meeting of the the Board of directors after ten (10) days written notice to the Association Membership, of the meeting stating the purpose thereof and be adopted at such meeting.

ARTICLE X - NON-PROFIT STATEMENTS

- This organization is nonprofit
- This organization is operated exclusively for charitable purposes
- The earnings do not benefit any private shareholder or individual member
- The organization will not engage in prohibited political and legislative activities
- If Goodview Winona Hockey Association dissolved, all assets will be donated to an entity(s) selected by 2/3rds vote of the board.
- Services provided are limited to youth ages 18 and younger