

**BYLAWS OF
DISTRICT TWO YOUTH HOCKEY**

ARTICLE 1: NAME, OFFICE, PURPOSE AND CORE VALUES

Section 1. NAME: The legal name of this Corporation is “MN Hockey District Two Youth Hockey Association” (Hereinafter referred to as the Corporation). It will commonly be known as Minnesota Hockey District Two.

Section 2. PURPOSE: This Corporation is organized and operated exclusively for charitable and education purposes. The purpose of the Corporation shall be to promote, sponsor, provide facilities for, and conduct a supervised program of hockey training and competition for the boys and girls in Minnesota Hockey for the area defined as District Two of Minnesota Hockey, for the purpose of better citizens, developing sportsmanship and aiding in their physical and mental development. District Two (2) consists of the youth association currently established by Minnesota Hockey (see Appendix A for complete list of members).

APPENDIX A – Current Membership (Rev. 7/2021)

Youth Associations

Chisago Lakes Youth Hockey

East Metro

Forest Lake Youth Hockey

Mahtomedi Youth Hockey

Moundsview-Irondale Youth Hockey

Roseville Youth Hockey

Stillwater Area Youth Hockey

White Bear Lake Youth Hockey

St. Paul Capitals Youth Hockey

Section 3. CORE VALUES The members of the Corporation shall promote the following core values:

- A. **SPORTSMANSHIP.** Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
- B. **RESPECT FOR THE INDIVIDUAL.** Treat all others as you expect to be treated.
- C. **INTEGRITY.** We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

- D. PURSUIT OF EXCELLENCE AT THE INDIVIDUA, TEAM AND ORGANIZATION LEVELS. Each member of the organization, whether player, volunteer, or staff, should seek to perform each aspect of the game to the highest level of his or her ability.
- E. ENJOYMENT. It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- F. LOYALTY. We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- G. TEAMWORK. We value strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

ARTICLE II: DIRECTORS

Section 1. The Board of Directors of the Corporation shall be comprised of District Director and the District Officers: President, Vice President, Secretary, and Treasurer.

Section 2. No stated salary shall be paid to the Director and Officers as such for his/her service. However, by resolution of the members, any expenses incurred or to be incurred by the Board of Directors may be reimbursable to the party expending the sum on behalf of the Corporation's business.

Section 3. The Board of Directors can make decisions in the best interest of the Corporation without full consent of membership.

ARTICLE III: OFFICERS (Board of Directors)

Section 1. Election. The Corporation shall have the following Officers (Board of Directors) for the terms set forth. Each position will be a three-year cycle. The President and Secretary will be elected the year after the District Director. The Vice President and Treasurer will be elected the year after the President and Secretary.

Section 2. President. The President presides over the monthly meetings. The President serves as chair for any committee and appoints committee members and co-chairpersons as needed. The President will serve as Tournament Director, oversees all Disciplinary Hearings and receives all Grievances. The President shall perform all duties incident to the office of the President and any other duties required by these bylaws or prescribed by the Board of Directors.

Section 3. Vice President. In the absence of the President, the Vice President presides over the monthly meetings. The Vice President shall perform all duties incident to the office of the Vice President and any other duties required by these bylaws or prescribed by the Board of Directors. The Vice President shall act in the absence of the President. The Vice President will oversee all volunteers for districts, regions and state (if held in our district).

Section 4. Secretary. The Secretary shall issue notices for all meetings, will work with the President to create meeting agenda, make record of minutes of each members' meeting

and work with the Webmaster to post minutes and all other reports to the District's website. The Secretary will email meeting minutes 7 days after meeting for review. The Secretary shall issue all unapproved meeting minutes 7 days before next meeting. The Secretary will be the custodian of the corporate records, give all notices as required by law or by these bylaws, and generally perform all duties to the office of Secretary and any other duties as may be required by law, these Bylaws or which may be assigned by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of all the monies and securities of the Corporation and shall keep its' record books of all accounts. The Treasurer shall disburse the funds of the Corporation in payment of its' proper debts, or as may be ordered by the Board of Directors, taking proper vouchers of such disbursements, and shall render to the members a monthly account of all Corporation transactions. Upon request by a vote of the members, an audit committee will be appointed by the President to perform a yearly audit for presentation at the Annual Meeting. The Treasurer will oversee the yearly filing of the Corporation's taxes. The Treasurer will also perform all duties incident to the office of Treasurer and any other duties assigned by the Board of Directors.

Section 6. District Director. The District Director shall be elected for a three-year term by the members. Elections are conducted by giving each member a weighted vote based on the number of in-season registered players (from the season that previously ended). The District Director will serve as the liaison between District 2 associations and Minnesota Hockey. The District Director will review and make final decision on disciplinary and grievance appeals.

Section 7. In the case of absence or inability to act on the part of any officer, the President may from time to time delegate the power or duties of such officer to any other officer, or any person whom it may select until such time as a successor may be elected and qualify at the next Annual Meeting.

Section 8. The President and the Vice President shall each be authorized signatories for the disbursement of funds of the District. Both signatures shall be required on all disbursements.

ARTICLE IV: MEMBERSHIP

Section 1. The members of the Corporation shall be comprised of all the participating youth hockey associations within District 2, MN Hockey assigns associations to districts as per their affiliate agreement with MN Hockey. Each association shall appoint a district representative to be a voting member of the district (from here on out, district representatives will be referred to as members). To maintain good standing each participating association shall pay all fees assessed by the Corporation, Minnesota Hockey and USA Hockey.

Section 2. The members shall have one vote each in voting on any matters that properly arise in the course and scope of District 2 business.

ARTICLE V: REMOVAL OF MEMBER OR BOARD OF DIRECTORS

Section 1. The members may, with or without cause, expel any of the members by two-thirds vote of the members.

Section 2. The members may, with or without cause, expel any of the Board of Directors by two-thirds vote of the members.

ARTICLE VI: MEMBERSHIP MEETINGS

Section 1. All meetings of the members shall be held at locations designated by the President within the boundaries of District 2 and the time and place of such meetings shall be stated in the notice and call of the meeting. A virtual meeting may be held when the health and safety on the members are at risk. Meetings will be held either in-person or virtually, not both. The Board of Directors will make final decision on meeting type. All meetings will be guided by Robert's Rules of Order. All meeting minutes will be approved at the following meeting.

Section 2. An annual meeting of the members for the election of the Board of Directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held the last Sunday in April. Thirty (30) days notice of the Annual Meeting shall be given to all members.

Section 3. The Order of Business at the Annual Meeting shall be as follows:

- A. Calling meeting to order
- B. Report of Nominating Committee
- C. Election of New Officers
- D. Old and New Business

Section 4. Regular meetings of the members to conduct the normal business of the Corporation shall be held at least nine times per year. A minimum of a fourteen day notice of the Regular meeting, time and location shall be given to all members. Special meetings may be called by (i) the President, or (ii) a majority of the Board of Directors, or (iii) by the President, Vice President, Secretary, or the Treasurer upon request of twenty-five percent of the members. The times and place of such special meetings shall be stated in the notice and call of the meeting.

Section 5. The notice and call of a meeting of the members shall be provided by email to the address designated by each member's representative and shall also be published on the District 2 website. A minimum of thirty days advance notice shall be provided for the Annual Meeting with ten days advance notice required for regular meetings. The date the notice is posted on the website shall be used in the determination of satisfaction of the notice requirements set forth in these bylaws.

Section 6. A quorum at any annual, regular or special meeting of the members shall consist of a majority of the members. If a quorum be not present, the meeting shall be adjourned by those present.

- A. Personal eligible to be members shall include any individual who; resides, or is parent or legal guardian of a child who resides, within the geographical boundaries of their designated school district; is a coach or is appointed by the Board of Directors to a volunteer position in the Corporation; is an employee of the Corporation; or holds any elected office with the Corporation. All members must support the objects and basic policies of this Corporation, and continue membership is subject to compliance with the provisions of these Bylaws.
- B. Membership in the Corporation shall be on an annual basis. All persons who are parents or legal guardians of players registered in the current year shall be admitted to membership upon payment of an annual registration fee to be determined by the Board of Directors, regardless of any position they hold with the Corporation. Persons who hold a position with the Corporation as coach, employee, elected officer, or hold a Board of Directors appointed volunteer position, shall be members during the time of their tenure in such position, without payment of an annual fee unless they are also parents or legal guardians of currently registered players. All persons not included above who are otherwise eligible for membership shall be admitted to membership upon payment of an annual fee to be determined by the Board of Directors.
- C. Only members of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elected or appointed positions.
- D. A member shall not be expelled or suspended, and a membership shall not be terminated or suspended before the end of the stated term, other than for nonpayment of dues or fees, except where the member is given: 1) not less than fifteen (15) days prior written notice of the expulsion, suspension, or termination, and the reasons for it; and 2) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the authorized to decide that the proposed expulsion, termination, or suspension of the full Board of Directors, by filing an appeal request in writing with the President or the Secretary within five (5) days of written notice of the panel decision to expel, suspend, or terminate. A hearing before the Board of Directors shall take place with the same notice and opportunity to be heard as with the Board of Directors panel hearing.

ARTICLE VII: COORDINATORS

Section 1. The President shall appoint Coordinators to oversee areas to assist with the running of the Corporation. These include, but are not limited to: Level Coordinators, Girls

Coordinator, Web Master, District Invitational Tournament Coordinator, Supervisor of Officials, Supervisor of Coaches, Ice Scheduler and ACE Coordinator.

Section 2. The individual appointed to supervisor of officials' position will be determined by the mutual agreement of District 2 Hockey and MN Hockey.

1. Shall coordinate communication between Member District 2 Associations and MEHOA.
2. Shall attend all monthly District 2 meetings.
3. Shall be the Association's representative to Minnesota Hockey and USA Hockey.
4. Responsible for overseeing recruitment and training of new officials.
5. Responsible for managing all aspects of the Evaluation program, including identifying qualified evaluators, and retention of evaluations.
6. Responsible for Classification Committees.
7. Provide monthly report at District 2 meetings on MEHOA updates/efforts recruiting, new referees, progress of the training mentoring program, and retention of officials.
8. Responsible for maintaining records of required game reports for Match Penalties and Game Misconducts. Communicate said reports to the District President and the appropriate age level coordinator.
9. Participate in required disciplinary hearings involving District 2 players, coaches, minor officials, parents.

ARTICLE VIII: COMMITTEES

Section 1. Audit Committee. The Audit Committee will be appointed by the President and approved by the Board of Directors. The Audit Committee, upon request, shall perform an audit annually.....

Section 2 – Nominating Committee. A Nominating Committee shall be appointed by the President sixty (60) days prior to the Annual Meeting of the members or such other meeting where an election of officers will occur. The Nominating Committee shall be comprised of two non-officer Board of Director members and one Coordinator or Supervisor of Officials or Coaches. One of the non-officer Board of Director members shall be designated Chair of the Nominating Committee and shall be responsible for convening the Committee and reporting the Committee's recommendations to the members.

Section 3. Other. The President may appoint members to other committees as needed, including but not limited to Rules, Bylaws, Contract, Discipline and Grievance.

ARTICLE IX: PLAYING RULES

Section 1. The playing rules will be the USA Hockey (USAH) Rule Book, as amended by Minnesota Hockey and District II.

Section 2. Any modification of these playing rules will require a simple majority of the Board of Directors. Rules may be made more severe, not less.

ARTICLE X: BOOKS AND RECORDS

Section 1. The books, accounts and records of the Corporation except as may be otherwise required by the laws of the State of Minnesota, may be kept at such place or places as the Board of Directors may from time to time appoint. These books and records shall be open for inspection by any of the membership of this Corporation.

ARTICLE XI: RULES AND REGULATIONS

Section 1. The Board of Directors shall promulgate and publish such Rules and Regulations, related eligibility, league participation and other related matters as are necessary and appropriate for the conduct of the activities of hockey within the District and to promote the purposes and core values of the Corporation as set forth in these Bylaws. Such rules and regulations shall comply with and be consistent with the requirements of all affiliate agreements, USA Hockey requirements and Minnesota Hockey requirements.

ARTICLE XII: AMENDMENT TO BYLAWS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the members attending the annual meeting or special membership meeting, the notice of which shall have contained notification governing the proposed amendment and the substance of the same. Notice shall be served to the Board of Directors thirty (30) days prior to the vote of such amendment.

Section 2. Dissolution. In the event of dissolution of Minnesota Hockey District 2, the Board of Directors shall, after paying and making provisions for the payments and all liabilities, distribute all assets of the Corporation to the participating 501©(3) youth hockey associations within District 2 (see Appendix A) based on the number of in-season/or last seasons registered players and level fees.

ARTICLE XIII: CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

Section 2. Definitions

- A. Interested Person.** Any director, principal officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest.** A person has financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a.** An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b.** A compensation arrangement with the Corporations or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 111, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors decides that a conflict of interest exists.

Section 3. Procedures

- A. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members with governing board delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interest person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest.**
 - a.** An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b.** The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c.** After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more

advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. If conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of Conflicts of Interest Policy

- a. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Revised and approved by members on June 23, 2024.

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____