

FILE COPY

***BY-LAWS
OF
LDC YOUTH HOCKEY, INC.***

**A non-profit corporation governed by the
Minnesota Non-Profit Corporation Act**

**Date of Incorporation: 10/16/00
Corporate Charter No.: 1W-316**

Fed. Tax ID # 41-1986237

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BY-LAWS
OF
LDC YOUTH HOCKEY, INC.

**A non-profit corporation governed
by Chapter 317A of the
laws of the State of Minnesota**

ARTICLE 1
Identification

- 1.1. **Name.** The name of this Corporation is LDC YOUTH HOCKEY, INC., and all references in these By-laws to the Corporation are to LDC YOUTH HOCKEY, INC.
- 1.2. **Offices.** The registered office of the Corporation shall be as designated in the Articles of Incorporation. In addition, the Corporation may have any other offices as the board of directors shall from time to time determine.
- 1.3. **Purpose.** The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service.
- 1.4. **Mission Statement.** To promote youth hockey for all who wish to play by providing facilities for and sponsoring supervised programs of hockey training and competition for the purpose of making all participants better citizens and sportsmen and in the furtherance of their physical, educational and mental development. To do any and all other acts necessary to accomplish these goals in an environment which is responsible to and respectful of the youth hockey participants.
- 1.5. **Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation used exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 2

Members

- 2.1. Members Defined.** A member shall be defined as any parent(s) or guardian(s) of a player or coaches duly registered in the current year.

Voting members shall be made up of parents and guardians of youth currently involved in playing hockey and coaches duly registered in the current year. Members may serve as directors and hold office with the exception of non-parent-player coaches, who may not serve as directors or officers.

Any other person who is not a parent or guardian of a youth currently involved in playing hockey or a coach duly registered in the current year shall not be a member. Non-Members may attend meetings, serve on committees, and perform all other activities consistent with membership, except that Non-Members may not vote, serve as director, nor hold office.

- 2.2. Meeting of Members.**

2.2.1. The date of the annual meeting of members shall be the first Monday in April or such other time as designated by the Board of Directors. The annual meeting shall be chaired by the President, at which time the members shall elect by majority vote the Corporation's Board of Directors pursuant to Article 3.2.

2.2.2. Written notice of the annual meeting of members shall be mailed by the Secretary of the Corporation at least 7 days prior to the annual meeting to each member entitled to vote at the annual meeting, to the last known address of such member as the same appears on the books of the corporation. Said notice shall state the exact date, time and place of the annual meeting of members.

2.2.3. A quorum for meetings of the members may be composed of either of the following: (a) ten percent (10%) of the total voting membership present in person at the annual meeting, or (b) where the meeting is by mail vote, twenty percent (20%) of the total voting membership casting ballots. The total number of members shall be determined each year prior to the annual meeting by referring to the annual USA Hockey Registration Forms on file for the current year. Each voting member shall be entitled to one vote and there shall be no voting by proxy.

2.2.4. Special meetings of the members, for any purpose or purposes, shall be called only by the President. Special meetings may be requested of the President, but meetings may only be called at the decision of the President. Such call shall state the time, date, place, and purpose of the proposed meeting. Business transacted at special meetings shall be confined to the purpose stated in the call.

2.2.5. Notice of calling of a special meeting shall be given in the same manner as for the annual meeting of members.

ARTICLE 3
Directors

- 3.1. **General Powers.** The property, affairs and business of the Corporation shall be managed by or under the direction of its board of directors.
- 3.2. **Number.** The board shall consist of not less than twelve (12) directors, who shall be residents of the Litchfield School District and/or the Dassel-Cokato School District. Reasonable effort shall be made to select an equal number of directors from each school district. All directors shall be elected by majority vote at the members annual meeting and must be members of the Corporation. The number of directors may be increased or decreased at any time by amendment of these By-Laws (pursuant to Article 7 hereof).
- 3.3. **Term of Office.** Each director shall be elected for a term of one (1) year, or until his or her successor is duly elected and qualified, or until the director's earlier death, removal, or resignation.
- 3.3.1. **Removal by Directors.** A director may be removed at any time, with or without cause, if a majority of the remaining directors present affirmatively vote to remove the director. A director may be removed if he or she fails to attend four (4) regularly scheduled Board meetings during any calendar year.
- 3.3.2. **Resignation.** A director may resign at any time by giving written notice to the Corporation. The resignation is effective as of the time stated in the notice; but if the notice fails to specify such a date, it is effective when received by the Corporation, whether or not the Corporation accepts the resignation.
- 3.4. **Vacancies.** Any vacancy occurring in the Board of Directors, whether resulting from the death, removal, or resignation of a director or directors, or as a result of newly created directorships, shall be filled majority vote by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office, or until that director's successor is duly elected and qualified if he had no predecessor in office.
- 3.5. **Annual Meeting.** The board of directors shall conduct an annual meeting which shall be held at the first monthly meeting of each fiscal year following the election of new directors. At such annual meetings, the board shall (i) elect the Corporation's officers, and (ii) consider any other business that may properly be brought before the meeting. Notice is required for any annual meeting of the board.
- 3.5.1. **Regular Meetings.** The regular meetings of the Board of Directors shall be held at such times and places as shall from time to time be determined by the Board. The Secretary shall deliver written notice of the meeting to each board member at least 48-hours prior to the meeting.
- 3.6. **Special Meetings.** A special meeting of the Board of Directors may be called from time to time by the President of the Corporation, or by any director of the Corporation.
- 3.6.1. **Notice of Special Meetings.** No notice is required for any special meeting of the board if (i) the date, time, and place are announced at a prior meeting of the board; or (ii) the meeting is an adjourned meeting and the date, time, and place of the meeting were

announced at the time of adjournment. All other special meetings require written notice (by personal service, Fax, mail, telegram, or cable).

- 3.6.2. **Time of Notice.** Any such notice shall be given at least 48-hours before the day of the meeting if the notice is given by personal service, fax, telegram, or cable. However, if the notice is given by mail, then that notice must be mailed at least three (3) days before the day of the meeting.
- 3.6.3. **Contents of Notice.** The notice shall contain the date, time, and place of the meeting. However, the notice need not state the purpose of the meeting.
- 3.6.4. **Waiver of Notice.** A director may waive notice of a meeting of the board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing or orally. Attendance by a director at a meeting shall constitute a waiver of notice of that meeting unless (i) the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and (ii) the director does not thereafter participate in the meeting.
- 3.7. **Quorum.** A majority of the number of directors currently holding office shall constitute a quorum for the transaction of business. Once a quorum is present, the directors may continue to transact business till adjournment, even if a number of directors withdraw so that a quorum is no longer present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the Articles of Incorporation or by statute.
- 3.8. **Actions by Absent Directors.** A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If a director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum. However, the director's consent or opposition shall be counted as a vote in favor of or against the proposal, and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.
- 3.9. **Participation by Electronic Communication.** Meetings may be conducted wholly or partially by electronic means, so long as notice and quorum requirements are met. A meeting held by a telephone conference call is valid, as are all actions taken at that meeting. An individual director shall be deemed physically present at any meeting (both for quorum and voting purposes) if he or she attends that meeting by telephone or other electronic means, so long as all other directors present (in person or by electronic means) can hear and speak to all other participants.
- 3.10. **Action Without a Meeting.** Any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before the action is taken by all of the directors (or any lesser number permitted by the Articles of Incorporation). Any such action is effective when it is signed by the required number of directors, unless a different effective time is provided in the written action.

ARTICLE 4 Officers

- 4.1. **Officers Required.** The officers of the Corporation who must be members of the Corporation shall consist of (i) a President, (ii) a Vice President, (iii) a Treasurer, (iv) a Secretary, and (v) such other officers as the board of directors may from time to time determine. The same person may hold two or more offices.
- 4.2. **Term.** Officers shall hold office for a term of one (1) year. Officers shall in all cases serve until their successors are elected and qualified or until the officer's earlier death, removal, or resignation. Officers shall be elected by the Board of Directors at the annual meeting described in Article 3.5.
- 4.2.1. **Removal.** Any officer elected or appointed by the Board of Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the Board of Directors.
- 4.2.2. **Resignation.** An officer may resign at any time by giving written notice to the board. The resignation is effective as of the time stated in the notice. If the notice fails to specify such a date, then the resignation is effective when received by the board whether or not the board accepts the resignation.
- 4.3. **Vacancies.** Any vacancy occurring in any office whether resulting from the death, removal, or resignation of an officer, or as a result of newly created offices shall be filled by the affirmative vote of a majority of the board of directors. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office unless the board fixes a different term, or until his or her successor is duly elected and qualified if he or she had no predecessor in office.
- 4.4. **President.** The President shall be the chief executive officer of the Corporation. The President shall:
- (a) Have general active management of the business of the Corporation;
 - (b) Preside as chairman at all meetings of the board of directors and members;
 - (c) See that all orders and resolutions of the board are carried into effect;
 - (d) Sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation (except where the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated to some other officer or agent of the Corporation); and
 - (e) Perform any and all duties prescribed by the board.
- 4.5. **Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and perform such other duties as the directors shall prescribe.

4.6. Treasurer. The Treasurer shall be the controller and the chief financial officer of the Corporation. The Treasurer shall:

- (a) Keep accurate financial records for the Corporation;
- (b) Deposit all money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the board;
- (c) Endorse for deposit all notes, checks, and drafts received by the Corporation as ordered by the board, making proper vouchers therefor;
- (d) Disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the board and the President;
- (e) Render to the President and the board, whenever requested, an account of all transactions and of the financial condition of the Corporation; and
- (f) Perform any and all other duties prescribed by the board or by the President.

4.7. Secretary. The Secretary shall be the custodian of the corporate books and records which are not held by the Treasurer. The Secretary shall:

- (a) Attend all meetings of the board of directors and shall keep, or cause to be kept, a true and complete record of the proceedings of those meetings;
- (b) Give, or cause to be given, any required notice of meetings of the board of directors;
- (c) Certify any then existing resolutions of the board, incumbency certificates, officer signatures, the By-Laws, or similar documents whenever the Secretary's certification thereof is required;
- (d) Attest to the signature of the President or any other executive officer of the Corporation, whenever such attestation is required; and
- (e) Prepare and file the required reports identified in Article 8.
- (f) Perform any and all other duties prescribed by the board or by the President.

4.8. Other Officers. The board may also appoint one or more Vice Presidents, Assistant Treasurers, and Assistant Secretaries who must be members of the Corporation. During any absence or disability, a Vice President may perform all acts that could have been performed by the President, an Assistant Treasurer may perform all acts that could have been performed by the Treasurer, and an Assistant Secretary may perform all acts that could have been performed by the Secretary.

4.9. Transfer of Authority. In the case of the absence of the required officer of the Corporation (i) the board of directors may transfer the powers or duties of that officer to any other officer or to any director or employee of the Corporation, and (ii) the President may appoint an Assistant Secretary

without any need for board approval. The appointment of any such Assistant Secretary shall automatically terminate when the Secretary elected by the board returns from his or her absence.

- 4.10 Executive Committee.** An Executive Committee consisting of the President, Vice President, Treasurer and Secretary may meet from time to time to formulate plans and strategies for consideration by the Board of Directors. Meetings may be called by any Executive Committee member upon 24 hours oral notice.

ARTICLE 5

Corporate Books and Records

- 5.1. Required Books and Records.** The Corporation shall maintain at its principal executive office, and such place or places as the board of directors may determine, originals or copies of the following books and records:

- (a) Records of all proceedings of directors for the last three years;
- (b) Its current Articles and By-laws;
- (c) A statement of the names and usual business addresses of all its directors and principal officers;
- (d) Financial statements required by Section 5.2 below;

- 5.2. Financial Statements.** The Corporation shall keep appropriate and complete financial statements.

5.2.1. Annual Statements. The Corporation shall keep annual financial statements, including at least a balance sheet as of the end of each fiscal year and a statement of income for the fiscal year.

5.2.2. Accounting Methods. The statements shall be prepared on the basis of accounting methods reasonable in the circumstances (e.g. GAAP need not be applied while the Corporation is small). The statements may be consolidated statements of the Corporation and one or more of its subsidiaries.

5.2.3. Certification. In the case of statements audited by a public accountant, each statement shall be accompanied by a report setting forth the opinion of the accountant on the statements. In other cases, each copy shall be accompanied by a statement of the chief financial officer (i) stating the reasonable belief of the person that the financial statements were prepared in accordance with accounting methods reasonable in the circumstances, (ii) describing the basis of presentation, and (iii) describing any respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

ARTICLE 6
Amendments of Articles

- 6.1. Resolution to Amend.** A resolution setting forth Amendments to the Articles may be submitted by any director.
- 6.2 Approval by Board.** The proposed Amendment is adopted when approved by affirmative vote of a majority of the directors with voting rights. However, if the Amendment proposes an Amendment to require a larger majority vote than that currently in existence, then that Amendment must receive the affirmative vote of that same larger majority in order to be approved.
- 6.2.1. Resolution to Amend.** A resolution setting forth amendments to the Articles may be submitted by any director.
- 6.2.2. Director Approval.** The proposed amendment is adopted when approved by the affirmative vote of a majority of the voting directors. However, if the amendment proposes an amendment to require a larger majority vote than that currently in existence, then that amendment must receive the affirmative vote of that same larger majority in order to be approved.
- 6.2.3. Documentation of Amendments.** The approved amendments shall be documented by following the procedure set forth in Section 317A.139 of the Minnesota Statutes.

ARTICLE 7
Amendment of By-Laws

- 7.1. By the Board.** The board shall have power to amend or repeal the By-laws by Affirmative vote of a majority of the directors with voting rights except to the extent limited by subsection 7.1.1 below.
- 7.1.1. Prohibited Amendments.** Unless otherwise provided in the Articles of Incorporation, the board cannot adopt, amend, or repeal provisions of the By-laws that (i) prescribe procedures to remove directors; (ii) prescribe procedures to fill board vacancies; or (iii) fix the qualifications, terms of office, or classification of directors.

ARTICLE 8
Required Reports

- 8.1. Income Tax Filings.** The Corporation shall file any return required by law.
- 8.2. Annual Report.** Each year the Secretary of the Corporation shall file the Minnesota Corporate Registration required by Section 317A.823 of the Minnesota Statutes.
- 8.2.1. Place of Filing.** The registration shall be filed with the Secretary of State pursuant to Section 317A.823.

8.2.2. Contents. The registration that is filed by the Corporation shall contain all of the following information:

- (a) The name of the Corporation;
- (b) The address of its principal executive office;
- (c) The address of its registered office;
- (d) The state of incorporation;
- (e) The former name and address of the Corporation or its registered office, if changed since the Corporation filed its previous return;
- (f) The name of its registered agent, if any; and
- (g) The name and business address of the officer or other person exercising the principal functions of the chief executive officer of the Corporation.

8.2.3. Penalty. The failure to file once will result in loss of good standing and a \$25 fine. The failure to file in two consecutive years may lead to dissolution of the Corporation.

8.3. Change of Registered Office. The Corporation shall change its registered office in all cases when the registered office presently on file is no longer utilized by the Corporation. Every change of registered office shall be filed with the office of the Minnesota Secretary of State.

ADOPTED THIS 6TH DAY OF NOVEMBER, 2000.

By: _____
Larry McCoy
Its: President

By: _____
Lynn Benda Sherman
Its: Secretary

By: _____
Chuck Anderson
Its: Vice President

By: _____
Linda Johanneck
Its: Treasurer

This Instrument was drafted by:

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