

MOOSE LAKE AREA YOUTH HOCKEY ASSOCIATION

MOOSE LAKE ▽ BARNUM ▽ WILLOW RIVER ▽ CROMWELL ▽ EAST CENTRAL ▽ WRENSHALL

MOOSE LAKE AREA YOUTH HOCKEY ASSOCIATION

BY-LAWS

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DEFINITIONS SECTION

MLAHA - Moose Lake Area Hockey Association, Inc. is a 501 (c) (3) non-profit corporation. MLAHA is an affiliate of Minnesota Hockey. As an affiliate of Minnesota Hockey, MLAHA is bound by the By-Laws, Rules, Regulations, and the decisions of their Board of Directors.

Officers of the Corporation - Consists of elected officials of the corporation to fulfill the leadership roles of President, Vice-President, Secretary, and Treasurer. These positions constitute the leadership of the corporation.

Board of Directors – Consists of the Officers of the Corporation as well as the Director of Coaching and Player Development, the Director of Rinks and Grounds, and the Director of Registration, whose collective duty it is to manage the direction and business of the Corporation.

Membership – Consists of any parent, guardian, or custodian for each registered participant in the Moose Lake Area Hockey Association or by paying a \$40 fee or becoming a board member, committee member, or other volunteer within the association.

Committee – Group of the membership or directors, lead by a director for a specific purpose. The guidelines of all committees are defined within the By-Laws and further defined in the Policies.

Robert's Rule of Order – The standard guide to Parliamentary procedures adopted in 1893. These rules are the basis for the fair conduct of business at a formal meeting.

USA Hockey – This is the governing body for amateur hockey across the United States. AHAUS (Amateur Hockey Association of the United States) is synonymous with USA Hockey, Inc. and is the official representative to the United States Olympic Committee (USOC) and International Ice Hockey Federation (IIHF).

Minnesota Hockey – This is the governing body for amateur hockey across the State of Minnesota. Minnesota Hockey is the state affiliate of USA Hockey. As an affiliate of USA Hockey, Minnesota Hockey is bound by the By-Law, Rules, Regulations, and the decisions of the Board of Directors of USA Hockey.

Notice – Notice, unless specifically defined otherwise elsewhere in these bylaws, shall require a written description of the issue or issues to be addressed, and the time and place for the matter to be heard. The Board shall identify a conspicuous place accessible to all Association members in the Association's arena where the written notice shall be posted. This notice requirement also requires that the above information be posted to the Association's website. Posting in both locations shall be for no less time than is required in each instance per these bylaws.

ARTICLE 1

NAME

Section 1: Name. The name of the corporation shall be Moose Lake Area Hockey Association, Incorporated. (MLAHA). The Association shall be conducted, managed and operated as a charitable nonprofit corporation under the General Laws of the State of Minnesota

Section 2: Address. The principal address of the corporation will be: *Moose Lake Area Hockey Association, 2 Earl Ellens Drive, PO Box 104 Moose Lake, MN 55767*

ARTICLE 2

PURPOSE

Section 1: Generally. Moose Lake Area Hockey Association, Inc. is a non-profit corporation, organized for the following purposes:

1. To encourage, promote and to teach youth hockey through an organized effort that fosters sportsmanship, community spirit and fellowship of all participants for the betterment of their physical, mental and social well being. MLAHA fully supports academic excellence and scholastic requirements put forth by the local school systems.
2. To arrange and promote youth hockey competition and to raise funds by donations, subscriptions or otherwise for the encouragement of such youth hockey.
3. The By-Laws of the MLAHA fully support Minnesota Hockey, which in turn supports the positions and By-Laws of USA Hockey. Anything not expressed within these By-Laws may be covered in the documentation of one of the aforementioned organizations, of which MLAHA is a member in good standing. These documents are available from the secretary, on a loan-out basis.

ARTICLE 3

MEMBERSHIP

- Section 1: Generally.** Membership of the Corporation encompasses a parent(s) or legal guardian(s) or legal custodian (s) of a registered player(s) in good standing with the MLAHA program, regardless of race, color, creed, national origin or sex. Each *family* shall be entitled to one (1) vote at the annual meeting during the selection of the Board of Directors.
- Section 2: Elected Members.** All elected and appointed Officers and Directors are members of the Corporation. No fee for membership shall be charged these members unless they have a child/children registered in the MLAHA program.
- Section 3: Fees.** The Board of Directors shall set membership fees and payment terms for the ensuing year. A registration fee per applicant shall be paid at the time of registration.

ARTICLE 4

OFFICERS

- Section 1: Generally.** The Officers of the Corporation are the President, Vice-President, Secretary, and Treasurer. The Officers shall be elected by the Association Membership at the Association's annual meeting. In the event of a post-election vacancy, the vacant position will be posted on the Association website for not less than three weeks and will be voted upon by the Board of Directors at the next scheduled monthly meeting when a quorum of Board members are present in person or by ITV. The position will then be held through the rest of that term. The Officers of the Corporation shall hold their positions for a term of three (3) years that begins at the conclusion of election. The position of Vice President and Secretary shall be elected in the year of 2013, and every three (3) years thereafter. The position of President shall be elected in the year of 2011, and every three (3) years thereafter. The position of Treasurer shall be

elected in year of 2012, and every three (3) years thereafter. No one person may hold more than one (1) office concurrently, but nothing in these bylaws restricts a person from holding more than one (1) office consecutively. There is no limit on the number of terms a person may serve.

Section 2: President. The President shall be the Chief Executive of the Corporation, and shall, when present, preside at all meetings of the Board of Directors. He/she will have the authority to make executive decisions and act in behalf of the Corporation. Any executive decision that was made can be appealed and brought up for a vote at the next subsequent Board of Directors meeting. He/she shall perform all the duties commonly incident to his/her office, and shall perform such other duties and have such other powers as the Board of Directors may designate, such as, but not restricted to:

1. Will sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors.
2. Will appoint and discharge agents and employees, subject to the approval of the Board of Directors.
3. Will be responsible for the general management of the affairs of the Corporation.
4. Will be responsible for a representative of the association attending all meetings pertaining to any aspect of the MLAHA program.
5. Will channel all information to the appropriate committee for action and follow-up to said matters.
6. Will serve as ex-officio on all committees.

Section 3: Vice-President. The Vice-President shall perform all the duties of the President whenever the latter is absent or unable to meet his/her commitment as President. The Vice-President will oversee adhoc committee activities and ensure that these committees complete their assigned tasks. The Vice-President shall also perform such other duties as may be determined by the President of the Board of Directors.

Section 4: Secretary. The Secretary shall maintain a written record of all meetings of the Corporation. The Secretary will give due notice of all meetings and shall conduct the general correspondence of the corporation. The Secretary will maintain a membership book containing the names of all members of the Corporation, showing their place of residence, and phone numbers, and said book shall be open for inspection by any member of the Corporation at reasonable times. The Secretary shall also perform all duties incident to his/her office.

Section 5: Treasurer. The Treasurer, on their own or through a Board approved Accounting Firm, shall have charge of and be responsible for all funds of the Corporation and shall make all disbursements for and in the name of

the Corporation on the approval of the President or the Board of Directors. The Treasurer, on their own or through a Board approved accounting firm, will keep an itemized record of all transactions and report on the same at the monthly Board of Directors meetings along with the Corporation's financial status. The Treasurer, on their own or through a Board approved Accounting Firm, shall also perform all duties incident to the office, such as, but not restricted to:

1. Signing all checks, drafts, notes and orders for payment of money authorized by the President or the Board of Directors.
2. Exhibiting the books and accounts to a member of the Corporation.
3. Filing all State, Federal, and local taxes as required.
4. Providing, if requested by the Board of Directors, bonds for the faithful performance of his/her duties.

ARTICLE 5

BOARD OF DIRECTORS

Section 1: Generally. By virtue of the majority vote rule, the Board of Directors shall have general charge and direction of the Corporation. General director positions are nominated from the floor at its annual meeting and shall be elected by the Board of Directors by a simple majority of the existing board members. The Board of Directors shall be made comprised of the Corporation's Officers as well as the Registration Director, the Coaching and Player Development Director, Organization Volunteer Director, Long Range Planning Director, Rinks and Grounds Director and two (2) at-large positions.

Section 2: Terms. The five (5) Director positions shall be elected for a term of three (3) years that begins at the conclusion of each election. The position of Registration Director shall be elected every three years beginning in 2011. The position of Coaching and Player Development Director and Rinks and Grounds Director shall be elected every three years beginning in 2012. The position of Organization Volunteer Director and Long Range Planning Director shall be elected every three years beginning in 2013. One at-large director position shall be elected every three years beginning in 2012 and the Second at-large director position shall be elected every three years beginning 2013.

Section 3: Committee Assignment. Each Officer, except for the President, and each Director will accept the assignment of a Committee Chairperson or Co-Chairperson, to those Committees specified in *Article 12*.

As a Committee Chairperson or Co-Chairperson, the Officer/Director will solicit participation from other Officers/Directors and/or membership to

form his/her committee. The said committee will have complete responsibility for that committee's area of concern and will make final decisions not requiring a vote of the full Board of Directors. The Committee Chairperson will report monthly to the consent agenda of the Board of Directors as to the status of their committee's work.

Section 4: Board Size. The Board of Directors may be increased up to eleven (11) members, but under no circumstances may it be decreased to less than seven (7) members. Any proposed increase or decrease of the number of Directors shall be considered a special amendment to these By-laws and shall be handled as such.

Section 5: Powers. A Director shall have the powers usually vested in a Board of Director of a Corporation organized under the provisions of the General Laws of the State of Minnesota. They shall have the direction, control and management of the property and affairs of the Corporation.

Section 6: Resignation and notice. Any member elected as an Officer of the Corporation or as a Director may relinquish their elected position at any time by giving written notice to the Secretary, which in turn will be duly recorded in the records of the Association.

Section 7: Removal. A Director of the Board may be removed from office for just cause, in accordance to the By-Laws and Policy Statements, with a majority vote of the members of the association, that majority being determined based upon the number of members who actually cast a vote on the issue of removal. The President shall not have a voting right unless in the event of a tie, in which case the President shall cast the deciding vote.

Section 8: Vacancies. Once a vacancy has been determined, that vacancy shall be filled in the following order:

1. Any present Board Member will have the option to be elected to that position by the Board of Directors. That Board Member will then step down from the position he/she held before the election to the new position.
2. An election shall be held for the vacancies with notice of the vacancy being posted for a period of four weeks prior to the election consistent with the Association's notice requirements as outlined in the Definitions Section. Any number of candidates can apply to the position. The position will go to that candidate which receives the most votes, regardless of whether they receive a majority of the votes.

Section 9: Attendance. Board members will be required to attend a minimum of 2/3 (two-thirds) of scheduled meetings per year unless there are extraordinary

circumstances. Board members who fail to attend at least 2/3 (two-thirds) of scheduled meeting may be subject to removal from the Board of Directors with a vote of the majority of Board members.

Section 10: Other Requirements. The Board of Directors must be made up a simple majority of individuals who have children actively skating in MLAHA.

Section 11: Policy, Personnel, Discipline. The officers of MLAHA are responsible for administering policy, personnel, discipline for the association to include but not limited to the following:

1. To be responsible for communicating the meaning of the By-Laws and Policies to any member of the MLAHA needing clarification.
2. To be responsible to work with the Coaching Committee to enforce all disciplinary measures set forth by USA Hockey, Minnesota Hockey or MLAHA for all players and/or coaches are carried out as prescribed.
3. To be responsible for reviewing each grievance or complaint, work with any other committees concerned, and take appropriate action.

ARTICLE 6

MEETINGS

Section 1: Annual Meeting. The annual meeting of the membership will be held once a year on the second Wednesday of April. Notice of the meeting will be posted consistent with these By-laws for a period of four (4) weeks. The annual meeting of the membership cannot transpire without a simple majority of the current Board of Directors present.

During the annual meeting the voting for the new Board of Directors will be tallied as follows:

1. Each family, in good standing, will be entitled to one (1) vote.
2. Any Officer or Director that does not have a child in the program will be entitled to one (1) vote.
3. The President is not entitled to a vote, except in the case of a tie.

Section 2: Regular Meetings. Regular meetings of the Board of Directors shall occur on a monthly basis. The regular meetings will be held to conduct the business of the Corporation. The date, time and location will be disseminated at the previous monthly meeting. The monthly Board of Directors meeting cannot transpire without a simple majority of the Board of Directors present in person or by ITV. The simple majority of the Board of Directors in attendance in person or by ITV will represent a quorum.

- Section 3: Special Meetings.** Special meetings can be called by the President at his or her discretion whenever requested verbally or in writing by 10% of the membership of the Corporation or by at least four (4) members of the Board of Directors. Notice consistent with these By-laws must be posted for five days prior to the meeting. Only the business that required a special meeting can be transacted, and a simple majority of Directors must be present in person or by ITV in order to conduct the meeting. .
- Section 4: Voting.** All voting that takes place during regular or special meetings will be conducted under majority decision, with only currently seated Officers/Directors participating in the vote. However, all meetings shall be open to the general public and all members shall be encouraged to attend. General association members will be allowed to vote for the Board of Directors at the Annual Meeting following the guidelines as stated in Section 1 of this Article.
- Section 5: Quorum:** Except as otherwise provided by Statute or by these By Laws, ten percent (10%) of the total number of directors (but not less than 3) shall be required to constitute a quorum for the transaction of business at any meeting. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors
- Section 6: Conduct of Meetings:** All meetings will be conducted according to “Robert’s Rules of Order”. Any Officer or Director refusing to adhere to this section will be required to leave the meeting, and will relinquish his/her vote for the entirety of the meeting. Continuance of the non-compliance to this section by an Officer or Director will constitute just cause for process of removal from the Board.

ARTICLE 7

FINANCES

- Section 1: Generally.** The Board of Directors shall decide on all matters pertaining to the finances MLAHA. The President and Treasurer in coalition with USA Hockey will negotiate all contracts and notes. Check signing authorization is determined by the most recently filed Corporate Authorization Resolution. The Board of Directors must approve, with a majority vote from a quorum of Directors, all contracts, notes and distribution of funds.
- Section 2: Assumption of Debt.** MLAHA shall never pay, assume or become responsible for the personal or unapproved debt or liabilities of any individual of MLAHA.

ARTICLE 8

FISCAL YEAR

Section 1: Term. The fiscal year will begin on the first day of April each year and run until the completion of the last day of March the following year.

ARTICLE 9

HOCKEY PLAYERS

Section 1: Registration Fee. All hockey players shall pay a registration fee, as approved by the Board of Directors, subject to modification annually.

Section 2: Age Classification. USA Hockey shall govern the age division of all hockey players playing in league hockey for consistency across the U.S. Those players shall play in a group commensurate with the age group of the league they are registered. The age group shall be all-inclusive. Any exceptions must formally request a move-up, a decision to which shall be made by the Coaching and Player Development Committee. However, any player born in July or August, and who is in the school class year with those players who must move up, who requests to be moved up shall be given additional consideration of their move up request. In the case that the Coaching and Player Development Committee does not approve that player's move-up request, he or she shall be entitled to request reconsideration by the Board of Directors, with the right to be present and present their reasons why they should be permitted to move up. The Board may seek input on the issue from the Coaching and Player Development Director. All other move-up decisions of the Coaching and Player Development Committee shall be final and cannot be appealed to the Board of Directors.

ARTICLE 10

COACHES

- Section 1: Generally.** The duties of each coach shall consist of instructing the players in the basics of skating, hockey, good sportsmanship and team play. Each coach shall be responsible for the general management of all team practices and games, and for maintaining open communication with parents.
- Section 2: Equipment.** The coaches are responsible for the care, storage and return of MLAHA's equipment issued to him/her. The coaches are not responsible for the care, storage and return of MLAHA's equipment issued directly to a player by the equipment manager.
- Section 3: Committee Meetings.** Coaches shall attend periodic coaches meetings as called by the Coaching and Player Development Committee, consistent with that committee's expectations.
- Section 4: Certification.** No later than December 31st of the current playing year, all individuals on the players bench, acting in the capacity of a coach, must show up on the USA Hockey roster as certified from the Coaching Education Program. All coaches must be carded to the appropriate level.
- Section 5: Team Meeting.** The coaching staff for each team will be responsible for scheduling a team meeting and notifying the President and the Coaching and Player Development Committee Director verbally or in writing of that meeting. Additionally, the coach shall solicit parents to fill the team officer positions within their respective teams, including providing the parents with information regarding each position.

ARTICLE 11

AMENDMENTS

- Section 1: General.** These By-Laws may be amended, altered, or appealed at any meeting or special meeting by the majority of the Board of Directors, provided that notice of the proposed amendment, alteration, or appeal be posted consistent with the notice provision of these by-laws, except in cases where a Special Amendment is required. No amendment, alteration, or appeal shall occur without at least a two-thirds majority vote of the Board of Directors.
- Section 2: Special.** Special Amendments to these By-laws are permitted to be brought only one time per year, and shall be voted on by the membership

at the Annual Meeting of the Association. Special Amendments may only be brought upon presentation to the Board of Directors a petition signed by at least 10% of the Association membership, or by a written proposal signed by at least three (3) current members of the Board of Directors. Passage of a Special Amendment requires a majority vote of the Association's registered members, regardless of how many actually vote on the Special Amendment.

ARTICLE 12

COMMITTEES

Section 1: Appointment to Committees. The Board of Directors shall appoint a Chairperson or Co-Chairpersons for the following committees. The Chairperson or Co-Chairpersons may select the necessary number of members to complete each Committee.

Section 2: Coaching and Player Development Committee. The Coaching and Player Development Committee will be responsible for, but not restricted to, the following activities:

1. To review all applications for coaching assignments and make recommendations to the Board of Directors for all MLAHA levels of play.
2. To insure By-Laws pertaining to Coaching certification is adhered to, and assigned new coaches to teams promptly on January 1st if any coach is not certified as indicated in *Article 10, section 4*.
3. To assign coaches to each team and assist in the assignment of assistant coaches.
4. To select replacement coaches to fill any coaching vacancy that might occur.
5. To work with the information provided by the Registration Committee in the selection and assignment of players for each team. Final selection will be reported back to the Registration Committee for paperwork finalization.
6. To investigate complaints from coaches or parents and working with the Policy, Personnel and Discipline Committee, make recommendations to the Board of Directors for appropriate action.
7. To draft a player development pyramid for all levels of play to ensure consistency and guidance regarding player development to all coaches.
8. To ensure compliance with all USA Hockey and Minnesota Hockey requirements as pertains to coaches and players.
9. To assign an Association scheduler to work with the committee for the purpose of ensuring a fair and timely schedule that meets the development needs of all teams.

10. To administer and manage Learn-To-Skate and Rink Rat programs of the MLAHA. This may include both on-ice and off-ice sessions to explain the basics of skating and hockey to the players and parents.
11. To periodically scout Learn to Skate and Rink Rat programs for the purpose of moving those players, who are ready and willing, into competitive play. The coaches committee will be contacted for appropriate placement and placement verified with the Registration committee to insure team balance.
12. To periodically evaluate Learn to Skate and Rink Rat programs to insure that instruction meets the standards as approved by the Board of Directors.
13. To be responsible for the management, allocation, distribution and collection of the Corporation's equipment.
14. To be responsible to oversee the purchasing and acquiring of both individual and team equipment, including but not limited to goalie equipment, jerseys, pucks, etc.

The Coaching and Player Development Committee, at its discretion, may assign players within an age group to various competitive levels of play (e.g. A, B1, B2) depending upon numbers and skill levels of players within that age group.

Section 3: Rinks and Grounds Committee. The Rinks and Grounds Committee will be responsible for, but not restricted to, the following activities:

1. Hiring and Firing of Arena Staff
2. Maintaining MLAHA Infrastructure
3. Enforcing MLAHA rules and regulations
4. Make a list of common seasonal responsibilities and ensure that those responsibilities are consistently carried out in a timely and professional manner

Section 4: Registration Committee. The Registration Committee will be responsible for, but not restricted to, the following activities:

1. To be responsible for conducting player registration prior to the start of the season, specific dates to be approved by the Board of Directors.
2. To collect all player registration forms by division.
3. To insure maximum coverage of prospective players by reviewing past registration lists.
4. To maintain a file on current registered players as well as past registered players, and to ensure a copy of that list is delivered to the Secretary for appropriate filing.

Section 5: Budget and Finance Committee. The Budget and Finance Committee will be responsible for, but not restricted to, the following activities:

1. To be responsible for reviewing in detail the books and accounts of the Corporation at the end of each fiscal year and such other times as the Board of Directors request.
2. To be responsible for preparing a budget for the next fiscal year.
3. To be responsible for the planning and promoting of fund raising activities for MLAHA.
4. To maintain financial records for each event that transpires and reports to the Board of Directors on the profitability of those events.
5. Shall work with MLAHA's gaming coordinator to ensure all gaming activities are compliant and reports are correct.
6. To be responsible for working with the local businesses in order to solicit their support of MLAHA.
7. To be responsible to work with the Budget Committee in order to make a recommendation to the Board of Directors as to the monetary amount of the sponsorship.
8. To be responsible to collect the sponsorship monies and turn them into the Treasurer or Board approved Accounting Firm for deposit and journaling.
9. To be responsible for ensuring a letter of thanks is sent to each of the sponsors for their continued or new support. This letter will be a form letter that is approved by the Board of Directors.

Section 6: Information and Communication Committee. The Information and Communication Committee will be responsible for, but not restricted to, the following:

1. To be responsible for preparing and distributing a newsletter designed to inform players, parents, coaches and all other interested people on the operation of MLAHA. The newsletter will serve as the Association's primary means of communication between the Board of Directors and the membership of MLAHA.
2. To disseminate information of general interest in a timely manner.
3. Work as a liaison between the Board of Directors and the Web Site management and design hosting service.

Section 7: Adhoc Committees. Adhoc Committees are those committees that are formulated by the President and/or the Board of Directors for a specific period of time to address a specific business need.