

# **BY-LAWS OF THE PARK RAPIDS AMATEUR HOCKEY ASSOCIATION**

Adopted March 9, 1983, Revised May 29, 1985, November 29, 1995, September 25, 1997, November, 2002

Correction September 24, 2002; April, 2011

## **Article I. NAME**

**Section 1.01** *The name of this corporation shall be the Park Rapids Amateur Hockey Association, Inc. hereafter referred as (PRAHA)*

**Section 1.02** *The principal office of this corporation shall be located at 204 Helten Ave, Park Rapids, Hubbard County, Minnesota, 56470*

## **Article II. MINNESOTA HOCKEY and USA HOCKEY PREEMINENCE**

**Section 2.01** *MH Preeminence. PRAHA, an Affiliate Association of Minnesota Hockey Association, Inc. and USA Hockey, Inc., shall abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of MH and USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the PRAHA. Further, the PRAHA (i) shall assist MH and USA Hockey in the administration and enforcement of the provisions of the By-Laws, Rules and Regulation, Playing Rules and decisions of the Board of Directors of MH and USA Hockey, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of MH and USA Hockey:*

## **Article III. PURPOSE**

**Section 3.01** *The objectives of this corporation are purely civic, educational, social and recreational. It is not organized for religious, political or private purposes, and shall not function for profit or for personal gain to any of its members.*

- A. To promote, govern and improve organized hockey within the membership under its control.
- B. To maintain and increase the interest in the game of hockey.
- C. To exercise a general supervision and direction over the playing interest of its players, coaches, and manager, and execute with emphasis on the enhancement of good character and citizenship.
- D. To protect the mutual interest of its members.
- E. To foster among its member, supporters and teams a general community spirit.
- F. To conduct competition in the various divisions.
- G. To promote and maintain the necessary finances to operate the association.
- H. To distribute funding to various playing divisions in an equitable manner.

**Section 3.02**        *Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation , contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.*

**Section 3.03**        *No officer, director, or member of this association shall publicly state any policy, enter into any agreements or otherwise obligate this association except upon authority of the general membership. However, if a question must be decided prior to the next general meeting, it may be decided upon by the Board of Directors.*

#### **Article IV.        MEMBERSHIP**

**Section 4.01**        *This organization is a member of MH in regards to payment of dues, support of projects, and compliance with bylaws and policies*

**Section 4.02**        *This organization is a member of USA Hockey in regards to payment of dues, support of projects, and compliance with bylaws and policies.*

**Section 4.03**        *Members. The corporation shall have one class of members. The members shall consist of the parents, legal guardians, foster parents or step-parents of all skaters registered in the PRAHA. In addition, other adults who are not parents of registered skaters may become members upon payment of an annual membership fee to be determined by the Board of Directors.*

**Section 4.04**        *All rostered coaches shall be considered voting members.*

#### **Article V.        FISCAL YEAR AND FEES**

**Section 5.01**        *The fiscal year of this association shall run April 1st through March 31st.*

#### **Article VI.        FINANCES**

**Section 6.01**        *The official bank of this corporation shall be Citizens National Bank of Park Rapids.*

- A.    The President or Treasurer is required to sign checks drawn on the corporation's general account.
- B.    The Gaming Manager and the President or any board member other than the treasurer is required to co-sign all checks drawn on the gaming accounts.

**Section 6.02**      *A savings account for GRANTS and FUNDING will be kept at Northwoods Bank of Park Rapids.*

- A. The President and the Treasurer or Secretary shall be required to co-sign all draws on this account.

**Section 6.03**      *A savings account for Lawful Purpose gaming dispersments will be kept at TruStar Federal Credit Union.*

- A. The President and the Treasurer or Secretary shall be required to co-sign all draws on this account.

**Article VII. OFFICERS AND DUTIES**

**Section 7.01**      *The officers of this association shall be the President, the Vice President, the Secretary, the Treasurer and the Past President.*

**Section 7.02**      *The duties of these offices shall include the following:*

**A. President**

1. Shall preside at all regular board meetings and special meetings of this association.
2. Shall supervise the affairs and activities of the association.
3. Shall be the CEO of gambling operations conducted by PRAHA
  - a. Responsible not only to PRAHA, but is accountable to the Minnesota Gambling Control Board for gambling operations.
4. Shall instruct board members to refrain from voting on issues where there may be a conflict of interest.
5. In the absence of a seating Past President, the President shall appoint a chair for the nominating committee.

**B. Vice President**

1. Shall, in the absence of the President, preside at all regular board meeting and special meetings of the association.
2. Shall work with the President on such internal affairs of the association as membership, finances, public relations, as well as programs to benefit the members

**C. Secretary**

1. Shall, in the absence of the President, Vice President, preside at all regular board meetings and special meetings of the association.
2. Shall keep a permanent record of minutes of all regular board meeting and special meetings of the association.
3. Shall post copies of general membership meetings minutes on the bulletin board in the lobby of the arena and on the website.
4. Shall be the custodian of all official records of the association.
5. Shall give notice of all special meeting and regular board and general meeting held at other than the normally prescribed date, time and place.

6. Shall perform all such other duties as are incident to the office.

**D. Treasurer**

1. Shall, in the absence of the President, Vice President, Secretary, preside at all regular board meetings and special meetings of the association.
2. Shall have the custody of all specified securities of the association.
3. Shall sign all checks as approved by the Board or general membership.
4. Shall submit a written financial statement or report at each monthly meeting showing disbursements, deposits and bills outstanding.
5. Shall keep regular books of accounts and statements together with all vouchers, receipts, records and other papers and provide to the Board for their examination and approval as often as they may require.
6. Shall perform all such other duties as are incident to the office.

**E. Past President**

1. Shall serve as a voting member of the Board of Directors.
2. Shall chair the nomination committee.

## **Article VIII. BOARD OF DIRECTORS**

**Section 8.01**        *The government of this association shall be vested in the Board of Directors which shall consist of the following elected officers: past president, president, vice president, secretary, treasurer, six (6) directors.*

**Section 8.02**        *The Board shall meet the fourth week of each month or at any time deemed advisable by the President or a majority of the members of the board, providing a minimum of twenty-four (24) hours notice is given for the special meeting.*

- A. The meeting location shall be at the Ted O Johnson Ice Arena and can only be changed with prior notification or in the event of an emergency.
- B. A majority of the Board of Directors shall constitute a quorum at the Board meetings.

**Section 8.03**        *The Board shall have control of the property and management of the association, and authorized to act upon all matters relative to the policies of the association, its welfare and membership, and may direct activities for the general good of the association.*

**Section 8.04**        *Any Board member missing three consecutive board meetings without notification to the President shall be asked to resign and a new member appointed to serve out the remainder of that term.*

**Section 8.05**        *Any Board member not fulfilling his/her duties may be suspended by the vote of the Board of Directors. The member in question shall received written notice and shall have ten (10) days to show just cause why he/she should not be suspended from his/her term of duty.*

## **Article IX.        ELECTION OF OFFICERS**

**Section 9.01**        *The nominating committee shall be composed of three (3) members plus the Past President, who shall serve as committee chair.*

**Section 9.02**        *The nominating committee shall present the names of candidates at the general meeting. A minimum of one (1) candidate shall be nominated for each office. The nominating committee shall seek to have candidates from all levels of youth hockey.*

- A. Vice President
  - 1. Must be a member in good standing.
  - 2. Shall be elected to a term of one (1) year, after which he/she shall serve as President for a one (1) year term and past President for a one (1) year term
- B. Secretary
  - 1. Must be a member in good standing.
  - 2. Shall be elected to a term of one (1) year.
- C. Treasurer
  - 1. Must be member in good standing.
  - 2. Shall be elected to a term of one (1) year.
- D. Director
  - 1. Must be a member in good standing.
  - 2. Six (6) shall be elected for terms of two (2) years.
- E. In the event the Vice President declines to serve as President the next year, a candidate for President will be sought and placed on the ballot.
  - 1. Must be a member in good standing.
  - 2. Shall be elected to a term of one (1) year and then serve as Past President for a one (1) year term

**Section 9.03** *Nominations from the floor will be accepted from the members in good standing during the election meeting.*

**Section 9.04** *Officers may serve no more than two (2) consecutive terms in the same capacity and no more than four (4) consecutive years.*

**Section 9.05** *Board of Directors shall assume office at the first meeting following the election.*

**Section 9.06** *Vacancies in any elected office shall be posted, and then filled by majority vote of the Board of Directors for the balance of the term of the office.*

- A. Exception - the Vice President will succeed to the Presidency and an interim Vice President shall be appointed.
- B. A member appointed to a position shall be eligible for election to that position which he/she was appointed, and such appointed term will not constitute a term as governed by Section 4 of this Article.

## **Article X. MEETINGS AND QUORUM**

**Section 10.01** *General membership meetings of this association shall be held the second week of each month.*

**Section 10.02** *The meeting location shall be at the Ted O Johnson Ice Arena and can only be changed with prior notification or in the event of an emergency.*

**Section 10.03** *A simple majority of the Board shall constitute a quorum for the transaction of business.*

**Section 10.04** *Special meeting may be called with forty-eight (48) hour verbal notification (telephone/radio) or five (5) day written notification.*

## **Article XI. DISSOLUTION OF PARK RAPIDS AMATEUR HOCKEY ASSOCIATION, INC.**

**Section 11.01** *In the event the membership desires to dissolve this association, a special meeting shall be called to vote on dissolution of the association, with a written notice sent to all member, and the MH district director thirty (30) days prior to that special meeting.*

**Section 11.02** *This association may be dissolved at the special meeting called for that purpose upon the affirmative vote of two-thirds (2/3) of the general*

*membership provided a quorum is present.*

**Section 11.03** *Upon dissolution of the association, any remaining assets, after paying or making provisions for the payment of all liabilities of the association, shall be donated to the City of Park Rapids for the purpose of enhancing the skating community.*

## **Article XII. AMENDMENTS AND SUSPENSION OF BYLAWS**

**Section 12.01** *These bylaws may be amended by two-thirds (2/3) vote of the general membership, providing a quorum is present. The amendment must be presented in writing and provided for each member at least seven (7) days prior to the date of the meeting action will be taken.*

**Section 12.02** *Such proposed amendments may be revised at the meeting, before being acted upon, without further notice being given to the membership.*

**Section 12.03** *These bylaws may be suspended by two-thirds (2/3) vote of those present at a meeting, provided a quorum is present.*

## **Article XIII. FINAL AND PARLIAMENTARY AUTHORITY**

**Section 13.01** *Robert's Rules of Order, Newly Revised, shall govern all parliamentary procedure of all meetings, except when in conflict with these bylaws.*

**Section 13.02** *Provision of these bylaws found inconsistent with the MH rules and regulation will be deemed unenforceable.*

The undersigned, Heidi Pachel, Secretary of Park Rapids Amateur Hockey Association, Inc, hereby certifies that the foregoing Restated Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on \_\_\_\_\_, 20\_\_

\_\_\_\_\_  
Heidi Pachel, Secretary  
ATTEST:

\_\_\_\_\_  
Edward Moren, President