

# BY-LAWS

By-Laws include Amendments as of July 2017

## ARTICLE 1 - JURISDICTION

The exclusive jurisdiction of Minnesota Hockey, Inc. (MH) is the entire State of Minnesota. Any team joining USA Hockey (USAH) automatically comes under the jurisdiction and control of the local, district and state associations affiliated with USA Hockey (USA Hockey By-Law No. 3).

MH shall have jurisdiction over all member-team activities, including but not limited to, registration of teams, formation of leagues, sanctioning of tournaments, and conducting playoffs and Region and State tournaments. Activities involving MH teams must be sanctioned by MH. Applications for hosting a USA Hockey National Tournament in Minnesota must be presented to and approved by the MH Board of Directors.

## ARTICLE 2 - USA HOCKEY PREEMINENCE

MH, an Affiliate of USAH, shall abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the USAH Board of Directors, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of MH. Further, MH shall assist USAH in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USAH, within and upon its members and/or within its jurisdiction, and agrees to be guided by the following USAH core values:

**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.

**RESPECT FOR THE INDIVIDUAL** - Treat all others as you expect to be treated.

**INTEGRITY** - Foster honesty and fair play beyond mere strict interpretation of the rules and regulations.

**PURSUIT OF EXCELLENCE** - 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.

**ENJOYMENT** - The hockey experience must be fun, satisfying and rewarding for the participants.

**LOYALTY** - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

**TEAMWORK** - We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

USAH acknowledges that MH is and shall remain a separate entity with complete authority to conduct its affairs and programs, subject only to the express obligations and restrictions contained in this By-law and in its affiliate agreement with USAH.

MH shall at all times maintain its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. MH shall provide an annual financial report of operations to the Executive Director of USAH.

## ARTICLE 3 - INDEMNITY

MH shall indemnify and hold harmless USAH, the USAH Board of Directors and each member thereof, the Executive Committee of USAH and each member thereof, councils and committees of USAH and each member thereof, and all other elected, appointed, employed or volunteer representatives of USAH from any and all claims, liability, judgments, costs, attorney fees, charges and expenses whatsoever, arising from acts and omissions of MH, except to the extent (i) that USAH or its aforescribed representatives caused such claims, liability, judgments, costs, attorney fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the USAH Board of Directors. Further, MH understands and acknowledges that USAH and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

## ARTICLE 4 - MEMBERSHIP

**INDIVIDUAL SUSTAINING MEMBERS:** Interested persons may become individual members by paying annual dues in the amount of \$50. The period of individual membership shall run from June 1 to May 31.

**CORPORATE SUSTAINING MEMBERS:** Interested corporations or unincorporated organizations may become corporate members by payment of annual dues in an amount to be negotiated. Such Corporate Sustaining Members may advertise or make known their affiliation with MH.

**AFFILIATE MEMBERS:** Any hockey community, association or group whose teams wish to participate in MH must sign a MH affiliate agreement and pay annual fees in an amount established by the Board of Directors to become an affiliate member. The District Director or Director responsible for the group (Juniors, Adults, Women, Disabled, etc.) has the authority to sign the Agreements. In special cases, the President may appoint someone to sign an Affiliate Agreement(s). Affiliate members shall have the right to vote for a director from the district in which the member has been assigned by the Board of Directors. Each affiliate member shall be entitled to select one representative who shall thereupon be a member of this corporation and shall be entitled to cast votes in the District Caucus for the purpose of electing the District Director, according to the affiliate's number of registered participants. Affiliate members may advertise or make known their affiliation with MH.

**MEMBERS IN GOOD STANDING:** Only players, coaches and team officials who maintain membership in good standing with their past or present local affiliate will be registered and rostered on MH teams.

**BOARD OF DIRECTORS:** Any person elected as a director or officer shall be a member of this corporation with such powers and duties as are established in the Articles and By-Laws.

## ARTICLE 5 - REGISTRATION

- A. Affiliate members whose team(s) intend to participate with any other MH or USAH team(s) must register all of their players and coaches and all of their teams in accordance with the rules and regulations of their respective playing division, and list all of their players and coaches on an official USAH Roster.
- B. Out of state and Canadian teams playing in leagues under the jurisdiction of MH shall comply with all regulations of this Article of these By-Laws.
- C. Male and female players shall be allowed to participate or try out for all Youth and Adult teams while only female players are allowed to participate or try out for Girls and Women's teams.
- D. No player shall be registered with two or more MH/USAH teams at the same time regardless of division or classification. Exceptions may be made for House League teams, MH Tier 1 teams, and women hockey players only. (Refer to Youth Rules and Regulations and to Women's Operating Rules)
- E. MH registered teams shall not participate with teams that are not registered with USAH or that have been outlawed by MH or USAH (see By-Laws entitled "CHA Relations" and "International Competition"). Where limited competition is available, Midget, Junior Gold and 19&Under teams may play High School Varsity or Junior Varsity teams with the permission of the cognizant MH District Director and the USAH Minnesota District Registrar in that order. Additionally, 15&Under and 16&Under teams may play High School JV teams under the approval provisions above, with the condition that if the association involved has multiple teams in either the 15&Under or 16&Under divisions, only the highest level team in that division will be considered. Failure to obtain proper permission to play a non-registered team may result in sanctions, including forfeiture of eligibility to play in MH playoff tournaments.
- F. MH teams must have permission from their district director to compete in invitational tournaments held outside of MN. To compete in USAH National Tournaments, teams must be certified by MH and the USAH Minnesota District Registrar. Travel permits are required for all games or tournaments held outside of the US – contact the USAH Minnesota District Registrar for details. Teams not receiving permission may be subject to suspension.

## ARTICLE 6 - AUTHORITY - APPEALS - SUSPENSIONS - COURT ACTIONS

- A. **Authority - Disciplinary Actions - Suspensions:**
  - 1. Minnesota Hockey and its Directors, leagues and affiliates have the authority to manage their programs and issue discipline to any party within their jurisdiction. This includes suspension, probation, censure, financial penalty or other forms of discipline.
  - 2. In cases where such discipline leads to a suspension of the party, a Hearing as outlined in this Article is required. Except as modified in this Article, the hearing shall be governed by USA Hockey Bylaw 10.
  - 3. Exclusions: Hearings are not required for automatic playing rule suspensions, suspensions of officials per MHOA Bylaws, or situations outlined in USAH Bylaw 10 "Exclusions From Unified Procedure".
- B. **Administrative Action:** An action or decision by an Authority having jurisdiction that affects any party's membership or their eligibility to participate.
- C. **Disputes:**
  - 1. Authorities having jurisdiction are required to provide for prompt and equitable resolution of disputes (grievances), including notice and opportunity for a Hearing if applicable.
  - 2. A party contesting an Administrative Action shall be afforded a Hearing.
- D. **Hearings:** USA Hockey has developed a unified process on how to conduct Hearings (USAH Bylaw 10). The local authority having jurisdiction (local association, league or District) that conducts the Hearing must closely follow this process to resolve disputes.
  - 1. The local authority having jurisdiction must hear disputes within thirty (30) days, provide a minimum of seven days' notice of the Hearing date and location, and make reasonable efforts to convene the hearing in a location accessible to all parties. The Hearing Notice must include the process and rules that will be used to conduct the Hearing. In suspension/discipline cases, the grounds for the proposed suspension/ discipline, the consequences of an adverse finding, and issues to be resolved by the Hearing panel should be included in the notice.
  - 2. The Hearing Panel shall consist of a minimum of three (3) reasonably impartial persons.
  - 3. The panel may in its discretion hold a formal or informal Hearing, in person or by telecom; hear any evidence it feels is relevant; place limitations on time, evidence and documentation; allow witnesses or written statements; and establish other hearing rules. Each party shall be treated equally, and shall have reasonable opportunity to present their case, in accordance with the established rules.
  - 4. Parties may be represented by counsel, but the counsel's role in the Hearing is limited to listening only. Counsel may advise the parties quietly during the hearing or during a recess in the Hearing.
  - 5. Findings must be supported by a preponderance of the evidence (more likely true than not true) that an applicable rule has been violated. The decision logic must be included in the written findings. The Panel must endeavor to render its decision within (5) days of the Hearing and mail a written decision within (15) days of the Hearing. The decision must include the parties' right(s) of appeal.

Decisions can affect only parties that were part of the Hearing (cannot be expanded to discipline a party that was not a subject of the Hearing).

- E. **Appeals:** Any member, team, league or local association who has a standing in the matter may appeal a disciplinary suspension or administrative action, in writing, to the District Director for a period of ten (10) calendar days, after a decision was rendered or a Hearing refused within its own league or association. Such appeal must state that it is an appeal, and provide the rationale, citing the applicable rule or regulation, as to why the disciplinary suspension or administrative action should be overturned or modified. In all appeals, the appealing party is required to establish the merits of the appeal. The District Director shall make a written determination within twelve (12) calendar days of receipt of a valid appeal. The decision of the District Director may be appealed for a period of ten (10) calendar days to the MH Grievance Committee which must make a written determination within twelve (12) calendar days of receipt of a written appeal. The decision of the Grievance Committee shall be final except as noted in the paragraph hereinafter titled "USAH Appeal".
- F. **Appeal Process:**
1. The District Director and Grievance Committee may make their determination by holding personal meetings, or communicating through the mail, e-mail or conference call(s).
  2. The "Hearing" format is not typically used for appeals, since the intent is to review the appropriateness of the initial decision, not to provide another forum in which to present the same arguments or evidence. Appeals are generally handled solely on written submissions, and the appealing parties should be notified that no personal appearances can be made.
  3. The appealing party must provide a basis for the appeal by referring to the relevant rules and/or regulations and describing why the previous decisions made were flawed or incorrect. These elements are essential when considering the basis for appeal. Appeal Requests lacking this information may be rejected for cause.
  4. Only the evidence and theories explicitly presented to the initial decision-making body for consideration prior to rendering of its decision shall be presented or considered for appeal. In the event new evidence is discovered, it must be identified as such and included in the Appeal Request. If it is determined by the entity considering the appeal that the new evidence would have likely affected the initial decision, the matter will be referred back to the initial hearing body.
  5. If the entity considering the appeal uses a Hearing format to assist in making its determination, the process in the paragraph titled "Hearings" hereinbefore will be used.
- G. **MH Board Appeal:** Decisions by MH Committees other than the Grievance Committee or the Screening Committee may be appealed to the MH Board of Directors by providing written notice within fourteen (14) calendar days of a written decision. The appealing party must provide the rationale as to why the disciplinary suspension or administrative action should be overturned or modified.
- H. **USAH Appeal:** Decisions of the MH Grievance Committee, Screening Committee or the MH Board of Directors may be appealed to USAH according to the provisions of USAH Bylaw 10 - Dispute Resolution, Discipline, Arbitration.
- I. **Exclusive Remedy:** All Claims, demands, discipline or disputes as defined above shall be subject to the provisions of this Article, and this Article shall constitute the sole and exclusive remedy for dispute resolution. Any recourse to the courts of any jurisdiction by any member or individual shall be deemed conduct detrimental to the best interests of hockey and a violation of the MH and USAH Articles and By-Laws. This violation may result in suspension of membership and/or expulsion from the organization pursuant to the provisions of this Article.

## ARTICLE 7 - BOARD OF DIRECTORS

**Authority:** The governing and management of this corporation shall be vested in its Board of Directors. Unless specifically authorized by the Board of Directors or the Executive Committee, no Board member shall represent to other persons, teams, leagues, associations or any other USAH Affiliate that he/she is speaking on behalf of MH or that his/her opinion is the official position of MH. Decisions or commitments that could reasonably be expected to impose upon MH any extraordinary financial obligation, legal liability or harm to its reputation or standing in the hockey community must be made or approved by the Board of Directors.

**Board Members' Terms of Office:** Board Members other than Officers and Directors Emeriti shall be elected as specified herein below for three-year terms, and such terms for outgoing Board Members shall end at the conclusion of the Summer Meeting or on June 30th if no Summer Meeting is held.

**Officers' Terms of Office:** Officers shall be elected at the Annual Meeting for a three year term. Terms for outgoing officers shall end on the last day of the fiscal year following the election.

**District Directors:** The Board of Directors shall establish, from time to time, geographical boundaries for districts and shall divide said districts into a Gold Division and a Maroon Division. Each Division shall be under the supervision of a vice president of this association. Each such district shall be entitled to elect one person to the Board of Directors. The district directors shall be elected at a caucus of the affiliate members and team representatives of the district. MH does not require District Directors to reside in the District they represent; however, individual Districts can require this (must be documented).

**District Directors' Duties:** It shall be the duty of the district directors to organize, supervise and enforce the rules and regulations of MH in their respective districts, including tournament play, and to perform such other duties as assigned to them by the President of this Association or the divisional Vice President. Each District Director is hereby declared to be the "proper authority" or "proper disciplinary authority" within their district for all purposes contemplated by the rules of MH and USAH, with the condition

that they must abide by the decisions of MH. Each District Director may designate an Alternate Director to assist in the performance of their duties.

**Director Emeritus:** The Board of Directors shall have the authority to elect one or more persons to the position of Director Emeritus in recognition of distinguished and lengthy service to this Association. A candidate for Director Emeritus must meet the following qualifications:

1. Cannot be serving on the current Board of Directors. In the case of an outgoing MH Board member, there must be a waiting period of at least 180 days from the date of completion of their Board term.
2. Actively involved and makes significant contributions to Minnesota Hockey. Actively takes part in discussions, attends meetings, and has something to offer. Does not attend meetings merely to socialize.

Any Board Member may nominate a Director Emeritus candidate, and 3/4 of the votes cast are required for election. Directors Emeriti have the same responsibilities as other Board members (e.g. - subject to all Board policies), but shall not be entitled to a Board vote. The term of office for Director Emeritus is a lifetime.

**Active and Inactive Directors Emeriti:** After no involvement for one year, the Board can put a Director Emeritus in Inactive status with a 2/3 vote. An Inactive Director Emeritus can be returned to Active status with a similar 2/3 vote. Active Directors Emeriti would be listed on the Board Members page of the Handbook and are entitled to all of the rights and privileges of other Board members, with the exception of voting.

**Adult and Women Directors:** Adults and Women shall each have a representative Director on the Board. These Directors shall represent their respective areas, perform such other duties as assigned to them by the President and shall be elected at a caucus of the representatives from the registered teams in each classification.

**Boys' High School Director:** Boys' High School teams shall be entitled to elect one Director to the Board of Directors. The Director shall be elected as determined by the boys' high school teams.

**Girls' High School Director:** Girls' High School teams shall be entitled to elect one Director to the Board of Directors. The Director shall be elected as determined by the girls' high school teams.

**Director of Disabled Hockey:** Disabled teams shall be entitled to elect one Director to the Board of Directors. The Director shall be elected at a caucus of the team representatives of the disabled teams.

**Referee Section Director:** The MH Officials Assn. President shall be a member of the Board of Directors.

**Advisory Board Members:** The Board may confirm additional Board members based on their recurring involvement and contributions to the Board and/or the functioning of MH. Examples would be non-board-member committee chairs, and other individuals regularly engaged in counseling or guiding the Board. The following provisions apply to Advisory Board Members:

1. Serve as non-voting members of the Board.
2. Entitled to vote on decisions within a committee on which they serve.
3. Must follow the requirements of full Board members (Bylaws, Code of Conduct, etc.)
4. Covered by the Indemnification and Exculpation paragraphs hereinafter.
5. May be appointed by the President subject to Board confirmation at the next regularly scheduled meeting.
6. May be nominated by any voting Board member by notifying the Secretary no later than 30 days prior to a regularly scheduled Board meeting, and submitted for Board approval.
7. Must be reconfirmed by the President at each Fall Meeting and submitted for Board approval.
8. May be removed, following the process for Removal of Officers and Directors hereinafter.

**Legal Advisor:** An Advisory Board Member whose duties are to inform and provide recommendations to the Board of Directors and Committees with respect to those matters involving policies and rulemaking, and to assist in the engagement of outside legal counsel.

**Officers:** The officers of this corporation shall be Directors at Large of the Board of Directors and shall be the President, Immediate Past President, Secretary, Treasurer, and not more than four Vice Presidents. Officers may be selected from the membership of the Board or any adult resident of Minnesota who supports and can further the purposes of the corporation. Separate elections shall be held for each open position, with the successful candidate being the person receiving at least a simple majority of the votes cast. If a simple majority is not reached, the candidate receiving the least votes shall be dropped and the position re-voted. The officers shall have such powers and duties as prescribed by the Board of Directors. Such officers along with two District Directors appointed by the President shall constitute the Executive Committee. An officer may also be an elected member of the Board of Directors but such officer shall be entitled to only one vote.

**President:** The President shall preside at meetings of the association and Board of Directors, shall generally perform the duties usual to the office, and may at his/her discretion order the calling of Board meetings or meetings of committees of the Association. In addition to the power conferred by the Articles of Incorporation and By-Laws, the president shall exercise the powers of the Board in cases of emergency where it is not possible to obtain a Board vote. The President or appointed designee(s) shall have the power to adjust any matters pertaining to MH activities which seem to be in the best interest of MH and shall perform those acts in the public realm that are deemed necessary for the good of the organization.

**Interim President:** In the event that the President is unable to perform the responsibilities of the position, the Executive Committee shall meet within 15 days to appoint a member of the Executive Committee to serve as Interim President. During the interim period, the Interim President shall have all of the rights and responsibilities of the President as well as continuing to serve in his/her original position, but shall be entitled to only one vote. If the President's incapacitation is temporary, he/she may resume his/her duties upon notification of the Interim President and concurrence of the Executive Committee. If the President's incapacitation is permanent or lasts more than one year, an election for President shall be held at the next regularly scheduled Board meeting, or at a special meeting called for that purpose, at the discretion of the Executive Committee.

**Vice Presidents:** The four individuals serving as Vice Presidents shall be responsible for Hockey Operations, Marketing/Communications, Gold Division Coordinator and Maroon Division Coordinator. Each Vice President shall be elected to their specific position and ensure that their area is organized and expanded with the assistance of the District Directors.

**Secretary:** Maintains the records of MH, issues notices of board meetings, records minutes of board meetings, preserves all official documents and performs other duties customary of the office of Secretary.

**Treasurer:** The Treasurer shall be responsible for all MH financial activities and perform other duties customary to the office of Treasurer, in accordance with MH financial policies.

**Conflict of Interest:** Members of the Board of Directors shall not coach or manage any traveling team and shall not accept jobs or roles in their areas of responsibility in order to avoid any possibility of a conflict of interest in the performance of their duties. Exceptions to this rule can be made upon two-thirds (2/3) vote of the MH Board of Directors. Additionally, members of the Board of Directors shall not serve on grievance or appeal boards where they are reviewing a decision they previously made.

**Committees:** The President shall have the right to require the formation of committees to handle various aspects of MH activities and operations. For each committee, the President shall appoint (or consent to the committee's appointment of) a chairperson(s). Committee Charters will be listed in the handbook or posted on-line. It is recommended that each committee have at least one Maroon and one Gold District Director as members, with the exception of the Adult, Disabled, Girls' League, Handbook, Juniors, Screening and Women's committees. Committees shall meet and discuss matters under their purview on an as-needed basis. In general, committees are responsible to ferret through details, make reports to the Board on their activities, and make requests for official Board action as required. The President may assign certain items to the entire Board of Directors, in which case the Board acts as a Committee of the Whole.

**Elections:**

1. No less than two months prior to any regularly scheduled MH election, the President shall appoint a Nominating Committee Chairman who shall be a Board member (preferably a Director Emeritus). Individuals interested in being a candidate in an upcoming MH election shall notify the Nominating Committee Chairman. The Nominating Committee Chairman shall record contact information for interested candidates, and the date individuals expressed interest.
2. The Nominating Committee Chairman shall notify all current Board members of the candidates that have been identified not less than two weeks prior to the annual meeting or other meeting at which an election will be held. The information shall also be posted on the MH website. If the two-weeks prior notice indicates that there is at least one identified candidate for a position, any additional individuals interested in being a candidate for that position must be nominated from the floor at the time of the election.
3. In the event that no candidates have been identified for a position in an upcoming election when the two-week notice is generated, the Nominating Committee Chairman shall convene a Nominating Committee consisting of two District Directors, one maroon and one gold, and at least two Directors Emeriti. The Nominating Committee shall solicit candidates, insuring that there is at least one candidate for each open position, and notify all current Board members of candidates that have been identified at least two days prior to the annual meeting or other meeting at which an election will be held. Website info shall be also be updated, preferably as candidates are identified.
4. Candidates meeting the deadline to express interest in running for positions being elected, and additional candidates identified by the Nominating Committee as described above, shall be placed into nomination by the Nominating Committee Chairman. Candidates may also be nominated from the floor by a Board member. Voting for new officers and representatives shall take place as the last order of business at the annual meeting or other meeting at which an election will be held.

**Removal of Officers and Directors:** Any Officer, Director or Advisory Board member may be removed from office by a 2/3 vote of the entire Board of Directors at any regularly scheduled meeting or at a meeting called for that purpose, with 30 days written notice to the persons involved.

**Vacancies On Board-Elected Positions:** Shall be filled for the unexpired term by election by the remaining Board members at a regularly scheduled meeting or special meeting called for that purpose. Until such time as the election is held, the President may appoint one or more individuals to cover the duties of the position.

**Vacancies On Constituent-Elected Positions:** The constituent organization shall do the following:

1. Notify MH of the vacancy.
2. Fill the unexpired term by election and notify MH of the new person.
3. Until such time as an election is held, the constituent organization may appoint one or more individuals to cover the duties of the position. MH must be notified of such appointment(s).

All above notifications must be in writing (e-mail is acceptable).

**Voting Quorum:** At all meetings of the Board of Directors, a simple majority of the voting members of the Board of Directors shall constitute a quorum with the manner of voting to be established by the presiding officer. Cumulative and proxy voting is prohibited at Board and Committee Meetings.

## ARTICLE 8 - ADMINISTRATIVE MANAGEMENT

The Administrative Management Committee shall be a standing committee for the purpose of effecting and furthering the business affairs of the corporation. The committee shall consist of eight members including the President, Past President, Treasurer, Chairs of the Marketing and Communications, New Program/Business Development and Tournament committees, and two District Directors. Non-voting

Board members must recuse themselves from Committee items involving compensation packages, HR issues, or other items as determined by the President.

The Committee shall have the authority to employ, on a part or full time basis, an employee, to be known as the Executive Director of the corporation, upon such terms and conditions as shall be mutually agreeable. The Committee shall also have the authority add other part- or full-time positions, as approved by the Board. The Executive Director shall be responsible for hiring and compensation administration for any such additional positions (staff) under the direction and approval of the Committee. Further, the Executive Director shall be responsible for day-to-day management of the staff, under the general direction and oversight of the Committee.

## ARTICLE 9 - MEETINGS

**Board of Directors Meetings:** It is the normal obligation of all voting members to attend official meetings of the Board of Directors. Attendance/ representation is expected for all days of MH state meetings. Failure for voting members to attend at least two Regularly Scheduled Board of Directors Meetings in a fiscal year will result in automatic consideration for removal (refer to paragraph entitled "Removal of Officers and Directors"). All meetings of the Board of Directors and its committees must start with and maintain a quorum. Confirmation of a quorum and determination of a simple majority or 2/3's vote shall be based on the number of voting members present at the time of the vote.

**Annual Meeting:** The Board of Directors shall hold an annual meeting in the spring of each year. The exact date, time and place of each meeting shall be determined by the Board of Directors.

**Regularly Scheduled Meetings:** In addition to the Annual Meeting, meetings shall be scheduled in the Fall, Winter and Summer. Such additional meetings may run for 1, 2 or 3 days, and shall be conducted in the traditional "one room or area" meeting format (not by teleconference or video-conference).

**Special Meetings:** Special Board of Directors meetings may be called by the President, the Board of Directors, or any three members of the Board of Directors for any purpose at any time, as provided below:

1. Any three Board members may make a written request to the President or the Secretary to call a special meeting. Such officer, within seven days, shall give notice of the meeting to be held between ten and sixty days after receiving the request. If the officer fails to give notice of the meeting within seven days from the day on which the request was made, the person who requested the meeting may fix the time and place of meeting, and give notice in the manner provided by the Articles or By-Laws.
2. Special meetings of the Board of Directors may be conducted in the traditional "one room or area" format, or via teleconference or video-conference.
3. Special meetings conducted by video- or tele-conference must observe the following requirements:
  - a. The meeting must be conducted by a technology that allows all persons participating to hear each other at the same time (and, if by video-conference, to see each other as well).
  - b. The Secretary or designee must conduct a roll call to confirm that a voting quorum exists. All voting must be done by roll to ensure a quorum is maintained and to ascertain the pass/fail result of the vote.
  - c. A person desiring to be heard must identify him/herself and be recognized by the Chair before speaking.

**Voting:** In accordance with the Article entitled "Board of Directors" hereinbefore, each Board member is entitled to one vote, excluding Board members indicated as "non-voting". Individuals holding multiple voting positions on the Board are entitled to a single vote. If a Board Member is unable to attend a Board Meeting, votes on established agenda items may be submitted to the Secretary in advance in writing (e-mail is acceptable) at least one hour prior to the start of the meeting. Such votes are valid so long as the item being considered is substantially the same as indicated on the agenda or in the wording of submitted proposal(s). Absent members submitting their vote(s) in writing do not count for the purpose of establishing a quorum.

**Agenda Items (Excluding changes to the Governing Documents - See Article 11):**

1. Anyone wishing to place an item on the agenda of the Board of Directors meeting must notify the Secretary in writing, not later than thirty (30) days prior to the meeting. The specific wording of the proposal must be provided, in writing, to the Secretary not later than 21 days prior to the meeting. Items submitted without the specific, written proposal will not be accepted. The Secretary will publish the complete agenda with copies of the proposals at least 10 days prior to the meeting. Agenda items without properly submitted supporting documentation will be dropped. These proposals may be adopted by a majority vote of the Board of Directors.
2. Items that have received the approval of a MH Committee may be placed on the agenda at the beginning of the meeting or can be included in the committee report. The specific wording of the proposal must be provided to the members of the Board of Directors at the beginning of the meeting. These proposals may be adopted by majority vote of the Board of Directors.
3. Any item determined by the President to be in the same form or substantially similar form to one which was rejected or withdrawn at the previous meeting of the Board of Directors cannot be placed on the agenda of the upcoming meeting of the Board of Directors unless it has received a two-thirds majority vote of approval by the appropriate Council or committee and the Board of Directors, in that order, recommending that it be placed on the agenda.
4. Any additional items that are to receive consideration of the Board of Directors must receive unanimous approval of those present at the Board of Directors meeting in order to be placed on the agenda.

The most current version/revision of Roberts Rules of Order shall govern and control the conduct of all meetings of the Board of Directors, unless modified by these By-Laws.

Copies of the minutes of all meetings of this Association, its committees and the Board of Directors shall be distributed by the Secretary using a method(s) as determined by the Board of Directors within twenty (20) days of such meetings to the Directors of the Association.

**Committee Meetings:** Committee meetings may be called at the discretion of the committee chairperson. The President and Executive Director are ex-officio members of all committees, except the Grievance and Screening Committees, and should be notified of all such meetings. Committees can establish internal practices as to their committee structure and procedures that are not otherwise defined in these by-laws. Advance notice of 14 days (suggested) and 10 days (minimum) should be provided for committee meetings.

## **ARTICLE 10 - CHA RELATIONS**

CHA (Canadian) teams playing in the US must have permission to do so. Likewise, US teams playing in Canada must follow similar procedure. Permission can be obtained from the USAH Minnesota District Registrar. Failure to obtain permission may subject the team to suspension.

## **ARTICLE 11 - AMENDING/ADOPTING GOVERNING DOCUMENTS**

1. Governing Documents are defined as the Articles of Incorporation, By-Laws, Rules and Regulations, Affiliate Agreement(s), Code of Conduct, and the Sexual Abuse and Physical Screening Policy, Whistleblowers Policy and Conflict of Interest Policy, and may be amended/adopted at any meeting of the Board of Directors.
2. Anyone wishing to adopt or amend a Governing Document must place the item on the agenda of the Board of Directors meeting by notifying the Secretary in writing, not later than 30 days prior to the meeting. The specific wording of the proposed changes must be provided, in writing, to the Secretary not later than 21 days prior to the meeting. Items submitted without the specific, written proposal will not be accepted. The proposed changes must be distributed to the members of the Board of Directors at least 10 days prior to the meeting at which they are presented for adoption. Any additional Governing Document items that are to receive consideration of the Board of Directors require a two-thirds consent of the voting Board Members in order to be placed on the agenda.
3. Whereas the registration season begins on May 1 of the current season, changes to the Governing Documents that materially affect the Registration Process:
  - a. Can be discussed and voted on at any meeting of the Board of Directors.
  - b. The effective date for these changes will be as follows:
    - i. Changes made before February 1 become effective for the upcoming season.
    - ii. Changes made after February 1 become effective for the season following the upcoming season.
4. Amendments
  - a. Proposals to adopt or amend Governing Documents that the Board is slated to consider may be amended or withdrawn by the Rules Committee, or other Committee proposing the change with a 2/3 majority vote of the Committee.
  - b. Once the proposal is on the floor, the language may be amended by a 2/3 majority vote as described in the Article entitled "Meetings" hereinbefore.
5. Final adoption or amendment of Governing Documents requires at least a 2/3 majority vote as described in the Article entitled "Meetings" hereinbefore.
6. Unless specifically stated otherwise, changes to Governing Documents approved during a season become effective September 1 of the upcoming season.
7. Care is taken to ensure that the Handbook is accurate and in agreement with the various content owners' direction. In the event that errors are made or changes are needed to material printed in the Handbook, excluding Governing Documents, corrections or modifications can be made by the group closest to the issue. Such changes would typically be determined at the Committee or Vice President level, and submitted to the President for concurrence (Board approval not required).

## **ARTICLE 12 - INTERNATIONAL COMPETITION**

US Teams desiring to travel to and play international matches must receive approval as required by USAH. MH approval will be given if the requesting team is properly registered and the Affiliate member, whose team submits the request, is in good standing.

## **ARTICLE 13 - ANTI-DISCRIMINATION POLICY**

It is the policy of MH to provide an equal opportunity to all amateur athletes, coaches and officials to participate in competition without discrimination on the basis of race, color, religion, sex, handicap or national origin. MH will take all the necessary steps to comply with this policy.

## **ARTICLE 14 - SEXUAL AND PHYSICAL AND EMOTIONAL ABUSE POLICY**

The policies in this article are subject to any contrary requirements in Minnesota State law or local law applicable to MH Affiliates.

**SAFESPORT POLICY** – MH has instituted the SafeSport Policy created by USAH in conjunction with the United States Olympic Committee, as addressed in the USAH SafeSport Policy and Handbook. MH is committed to creating a safe and positive environment for its participants' physical, emotional, and social development and ensuring it promotes an environment free from abuse and misconduct. As a part of this

program MH has implemented policies addressing certain types of abuse and misconduct, and certain policies intended to reduce, monitor and govern the areas where potential abuse and misconduct might occur.

**SEXUAL ABUSE POLICY** - It is the policy of MH that there shall be no sexual abuse of any minor participant involved in MH sanctioned programs, Training Camps, Hockey Clinics, Coaches Clinics, Referee Clinics, Invitational, Playoff Tournaments or other MH events by an employee, volunteer or independent contractor. Sexual abuse of a minor participant occurs when an employee, volunteer or independent contractor touches a minor participant for the purpose of causing the sexual arousal or gratification of either the minor participant or the employee, volunteer or independent contractor. Sexual abuse of a minor participant also occurs when a minor player touches an employee, volunteer or independent contractor for the sexual arousal or sexual gratification of either the minor participant or the employee, volunteer or independent contractor, if the touching occurs at the request or with the consent of the employee, volunteer or independent contractor.

Neither consent of the player to the sexual contact, mistake as to the participant's age, nor the fact that the sexual contact did not take place at a hockey function are defenses to a complaint of sexual abuse.

Upon proof of violation of this policy, the violator will be permanently banned or suspended from MH sanctioned programs and/or the programs of its Affiliate Associations.

**SCREENING POLICY** - MH will not authorize or sanction in programs that it directly controls any volunteer or employee who has regular, routine or frequent access to children (anyone under the age of majority) who refuses to consent to be screened by MH before he/she is allowed to have such access to children. Further, it is the policy of MH to require its affiliates to adopt this policy as a condition of its affiliation with MH.

Persons may be disqualified and prohibited from serving as employees or volunteers of MH if they have:

1. Been convicted (including crimes the record of which has been expunged and pleas of "no contest") of a crime of child abuse, sexual abuse of a minor, physical abuse, causing a child's death, neglect of a child, murder, manslaughter, felony assault, any assault against a minor, kidnapping, arson, criminal sexual conduct, prostitution related crimes, gross misdemeanors, felonies or controlled substance crimes;
2. Been adjudged liable for civil penalties/damages involving sexual/emotional/physical abuse of children;
3. Been subject to any court order involving any sexual, emotional or physical abuse of a minor, including but not limited to domestic orders for protection;
4. Had their parental rights terminated;
5. A history with another organization (volunteer, employment, etc.) of complaints of sexual or physical abuse of minors;
6. Resigned, been terminated or been asked to resign from a position, whether paid or unpaid, due to complaint(s) of sexual, emotional or physical abuse of minors; or
7. A history of other behavior that indicates they may be a danger to children in MH

#### NOTICE TO ALL PERSONS SUBJECT TO MINNESOTA HOCKEY SCREENING PROGRAM

MH reserves the right to use information obtained in the course of its Screening Program in any reasonable manner to protect its participants, affiliate organizations and programs from risk of future criminal behavior.

**PHYSICAL/EMOTIONAL ABUSE POLICY** - It is MH's policy that there shall be no physical or emotional abuse of any participant involved in any of its sanctioned programs; Training Camps; Hockey, Coaches or Referee Clinics; Invitational and MH Playoff Tournaments; or other MH events by any employee, volunteer or independent contractor. Physical abuse means physical contact with a participant that intentionally causes the participant to sustain bodily harm or personal injury. Physical abuse also includes physical contact with a participant that intentionally creates a threat of immediate bodily harm or personal injury.

Physical abuse does not include physical contact reasonably designed to coach, teach or demonstrate a hockey skill. Permitted physical conduct may include, but is not limited to, shooting pucks at a goaltender, demonstrating checking and other hockey skills, and communicating with or directing participants, during the course of a game or practice, by touching them in a non-threatening, non-sexual manner. Emotional abuse means a pattern of deliberate, non-contact behavior that has the potential to cause emotional or psychological harm to a participant. These behaviors may include verbal acts, physical acts, or acts that deny attention or support. Bullying, threats, harassment and hazing are all forms of emotional abuse.

### ARTICLE 15 - USA HOCKEY MINNESOTA DISTRICT DIRECTORS

1. It is MH's intent that its president be a USAH Director and serve as an ambassador for MH at the national level. Accordingly, MH shall nominate its president as a candidate for USAH Minnesota District Director.
2. Elections for USAH Minnesota District Directors shall use the process outlined in the USAH Minnesota District Operating Rules.
3. MH Representatives indicated below shall cast votes in USAH Minnesota District Director elections based on their number of USAH-registered participants. The USAH Registrar will determine the number of votes each designated representative will cast. In the event of a dispute, a committee consisting of the USAH Minnesota Directors in attendance not standing for re-election shall make a determination.
  - a. District Directors Registered Youth and Girls players and coaches in their Districts
  - b. Adults Director Registered Junior program players and coaches
  - c. Women's Director Registered Women's program players and coaches
  - d. Disabled Hockey Director Registered Disabled Hockey program players and coachesThe MH President shall cast votes for registered participants not fitting any of the above categories.
4. The MH representatives listed above may designate an alternate person to cast their votes, provided such designation is provided in writing (e-mail is acceptable) to the MH Secretary.



## ARTICLE 16 - INDEMNIFICATION AND EXCULPATION

**Indemnification:** MH shall indemnify each person who is or was a director, officer or employee of MH, or a volunteer acting on behalf of MH and/or its affiliates, such person's heirs, executors and legal representatives, against all liabilities and expenses, including judgments, fines, penalties and reasonable attorneys' fees and all amounts paid, other than to MH, in compromise or settlement, imposed upon or incurred by such person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, which such person may be a defendant or with which such person is threatened or otherwise involved, directly or indirectly, by reason of such person's holding or having held such position. The provisions of this paragraph shall not apply to any person who has been adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of MH. MH shall provide no indemnification with respect to any matter settled or compromised, pursuant to consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of MH by (1) a disinterested majority of the board of directors of MH or (2) if there are no disinterested directors, by independent legal counsel representing MH and appointed by a majority of the directors then in office.

The right of indemnification provided in this Article shall not be exclusive of or affect any other rights to which any director, officer, employee or volunteer may be entitled under any agreement, statute or otherwise. MH's obligation to provide indemnification under this Article shall be offset by and to the extent of any other source of indemnification. Nothing contained in this Article shall affect any rights to which MH personnel other than directors or officers may be entitled by contract or otherwise.

**Exculpation:** No MH director, officer, employee or volunteer acting on behalf of MH and/or its affiliates shall be personally liable to MH for monetary damages for breach of fiduciary duty as an officer, director, employee or volunteer notwithstanding any provisions of law imposing such liability: provided, however, that the liability of a director, officer, employee or volunteer to the extent that such liability is imposed by applicable law, shall not be eliminated (1) for any breach of such person's duty of loyalty to MH; (2) for acts or omissions not in good faith or which involve an intentional or knowing violation of law, or (3) for any transaction from which such derived an improper personal benefit. The directors, officers, employees and volunteers of MH shall not be personally liable for any debt, liability or obligation of MH. All persons, corporations or other entities extending credit to, contracting with, or having any such claims against MH, may look only to the funds and property of MH for payment of such contract or claim, or for payment of any debt, damages, judgment or decree, or any amount that may otherwise become due or payable to them from MH.

## ARTICLE 17 - DISTRICT ADMINISTRATION

1. The District Director shall ensure that district administrative matters are handled. The Director may perform such duties personally, assign them to an assistant(s), or delegate them to an advisory group/board. Regardless of how they are performed, the Director retains responsibility and authority for these duties.
2. Districts may organize as 501(c)(3) non-profit corporations, shall account for all funds collected by the District or its programs, and shall annually (prior to August 31) submit to the Treasurer a complete financial report of all operations under the District's control. MN Hockey, at its discretion, can request additional verification of all District financial matters, subject to the terms of MH Financial Management Policies.
3. District Boards, if they exist, shall operate as an adjunct part of MH. Such boards are critical to the operation of the district and are entrusted to handle many of the administrative details of running a district. However, such boards are inherently advisory in nature as it would relate to hockey operations in the District. The final authority lies with the Director.
4. For Districts which have a District Board, each member association shall elect a representative. Refer to Affiliate Agreement paragraph 1.2 regarding Affiliates participating with other Affiliates in their district with respect to affairs of the district, and Affiliate Agreement Article III Paragraph C. regarding voting.
5. For Districts which have a District Board, each member association shall have one vote in voting matters. Certain other positions on the District Board may also be voting positions, with the following conditions:
  - a. Such additional votes shall constitute less than half of the total available votes.
  - b. A quorum shall not exist for any individual meeting unless at least 50% of the association representatives are present, and their votes constitute at least 50% of the eligible votes.
  - c. The District Director shall not participate in District Board voting, with the exception that he/she may break ties in the event he/she is running the meeting.
6. District Directors shall be elected for 3-year terms by the affiliate representatives in the district. Elections are conducted by giving each representative a weighted vote based on the number of in-season registered players and coaches.
7. Existing District Boards that do not meet the above requirements must make necessary adjustments to obtain compliance prior to September 1, 2005.

**End of By-Laws**