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# New Ulm Hockey Association, Incorporated

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## **NUHA Corporate By-Laws**

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**DOCUMENT BACKGROUND**

**Business Requirements Document Creation**

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Author: ..... NUHA Board

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**Revision History**

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# Corporate By-Laws of the New Ulm Hockey Association, Incorporated

## New Ulm, Minnesota

### **PREAMBLE**

The following By-laws were duly adopted by the Board of Directors on the 25th day of September, 1980.

### **ARTICLE I**

#### ***Purpose***

The office of the corporation shall be in the City of New Ulm, County of Brown, State of Minnesota.

The corporation is organized and shall exist for the purpose of promoting youth hockey programs within the City of New Ulm and the surrounding area, to provide equal opportunity for all youth to participate and develop individual hockey skills, and to encourage academic excellence and community involvement.

The NUHA is an affiliate of the Minnesota Amateur Hockey Association and USA Hockey, a non-profit organization.

### **ARTICLE II**

#### ***Membership***

##### **Section I. Qualifications**

The members of the New Ulm Hockey Association hereafter referred to as NUHA, shall consist solely and exclusively of those individuals who pay an annual membership fee and work volunteer hours in amounts established by the Board of Directors.

## **Section 2. Removal of Membership**

The Board of Directors holds the power to reprimand or expel any member of the NUHA by a two-thirds (2/3) majority vote of the board, if said member shows prejudice toward or violation of these By-laws of the NUHA.

## **ARTICLE III**

### ***Board of Directors***

#### **Section 1. Number and Qualification**

The general management and control of the operations of the NUHA shall be vested in a Board of Directors, which shall consist of twelve (12) board members and the President.

#### **Section 2. Terms of Office and Election**

The terms of the Directors duly elected to the Board shall expire at the end of a three-year period of time. Four (4) members shall be elected to the Board of Directors each year. The term of the Board of Directors will begin the month following the Annual Business Meeting. After serving a three-year term members will not be allowed to run again until a one year absence has been fulfilled.

The next President shall be the President-Elect (Vice-President)/District Rep who was chosen from any member in at least their second year as Director by the current Directors only if the current president does not elect to continue presidency for a second year. If the current President wishes to run for the position a second year, a paper ballot vote will take place. The President will not be allowed to remain beyond a second year.

#### **Section 3. Powers**

The Board of Directors shall exercise the corporate powers of the NUHA, shall be the governing body thereof and shall have general management of the business and property of the NUHA. These include the power to borrow money for and on behalf of the NUHA and to execute the necessary instruments evidencing and securing and indebtedness of the NUHA. The Directors shall act only as a board and the individual Director shall have no power as such.

#### **Section 4. Vacancies**

If any vacancies occur during a Director's three-year term by reason of death, resignation, or otherwise, the remaining Directors, by a majority vote, shall elect a successor to hold office for the duration of the un-expired term.

The Board of Directors shall begin the replacement selection process by asking individuals who were nominated for the Board at the last general election.

### **Section 5. Annual Meeting**

An annual meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Membership to be held prior to or on April 15th. A minimum of ten (10) days written notice of the Annual Meeting of the Membership and the Board of Directors shall be mailed to each member of the NUHA.

### **Section 6. Regular Meetings**

The Board of Directors shall meet at least once a month. Also, they can meet at such times and upon notice as the Board determines appropriate.

### **Section 7. Special Meetings**

Special meetings of the Board of Directors may be held at any time and place at the call of the President or upon the call of three (3) members of the Board of Directors. Given that the request for a special meeting is communicated to each Director in writing at least five (5) days prior to the meeting. The purpose, time, and place of the special meeting shall be specified in said written notice.

### **Section 8. Emergency Meetings**

Emergency meetings of the Board of Directors may be held at any time and place at the call of the President or any three (3) members of the Executive Committee. Such meetings shall be held on a Twenty-four (24) hour notice. Said notice may be given in person, writing or by telephone. The purpose of such a meeting notice need not be stated, but such a call shall not be issued except under an extreme emergency.

### **Section 9. Attendance**

Directors are expected to regularly attend all meetings of the Board and of their assigned committees, if any. Repeated non-compliance with this provision may be a basis for removal from the Board.

### **Section 10. Waiver of Notice**

Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by the individual of the time and place thereof, unless said Director attends the meeting, for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Section 11. Quorum**

At all meetings of the Board of Directors and its Committees, a majority of Directors or a majority of committee members shall constitute a quorum for the transaction of business. The acts of the majority present at any meeting at which a quorum is present and shall be the act of the Board of Directors or its individual committees. If there be less than a Quorum present, the majority of those present will adjourn the meeting until a quorum shall be present.

### **Section 12. Removal of Directors**

The Board of Directors shall have the power to declare any elected office vacant by a two-thirds (2/3) vote upon refusal or neglect of any member of the Board to perform the duties of the office, or for any conduct deemed prejudicial to the NUHA. Written notice shall be given to the member that the office has been declared vacant.

### **Section 13. Depositories**

The Board of Directors shall designate the bank or trust companies in which the monies and securities of the NUHA shall be deposited.

## **ARTICLE IV**

### ***Officers***

#### **Section 1. Designation**

The Executive Committee of the NUHA shall be at least four (4) in number and shall consist of a President, Vice-President, Secretary, Treasurer and other officers as deemed necessary by the Board of Directors.

#### **Section 2. Nominations and Elections**

The Vice-President shall be selected from the field of Directors serving at least the second year of a three-year term. The Vice-President shall be nominated by, then elected with a majority vote of the Board of Directors.

A minimum of four (4) nominations for the Board of Directors shall be presented to the general membership for election to the Board. The Board of Directors shall nominate and elect individual Directors to fill the offices of Secretary, Treasurer, and any other offices or duties deemed appropriate by the Board.

#### **Section 3. Duties**

Officers shall perform the duties pertaining to offices and committees assigned by the Board of Directors and any such duties, that may be

required by the Articles of Incorporation or these By-laws and such others as may be prescribed.

#### **Section 4. Resignation and Removal of Officers**

Upon an affirmative vote of two-thirds (2/3) of the members of the Board of Directors, any officer may be removed, and a successor elected at any meeting of the Board of Directors. The Officer will be notified in writing of the vacancy.

Any Officer may resign at any time by giving written notice to the President or the Secretary.

#### **Section 5. President**

The President shall be the principal officer of the corporation and preside at all meetings of the Board of Directors. The President shall have general supervision of the business of the NUHA subject to the general direction of the Board. The President shall be responsible for securing nomination to the Board of Directors, setting meeting agendas, and such duties usually incident to the office of President.

The President's vote shall only be cast for the purposes of breaking a fifty-fifty vote of the Board of Directors.

#### **Section 6. Vice President/President Elect**

The Vice-President/President Elect shall take the place of the President and be vested with all duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to attend, the Board of Directors shall appoint some other member of the Board of Directors to do so on an interim basis. It is the intention that the Vice-President shall become President upon the fulfillment of the President's term or if a vacancy should occur in the presidency. In this event the Vice-President shall fulfill the remainder of the President's term as well as the term in which he/she was duly elected. The Vice-President shall be responsible for monitoring and updating the By-laws and also perform such other duties as shall from time to time be imposed upon the office by the Board of Directors.

#### **Section 7. Secretary**

The Secretary shall provide for the keeping of all minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions in these By-laws or as required by law. The Secretary shall also provide for the custodianship of the NUHA records, including the NUHA Policy Manual with its updates, the seal of the NUHA if a seal is provided, and be able to obtain a register of the post office addresses of all members and the members of the Board of Directors. The Secretary, in general, shall perform all duties incident to the office of Secretary and

such other duties as may time to time be assigned to the office by the President or the Board of Directors.

### **Section 8. Treasurer**

The treasurer shall cause to be kept, correct and accurate account of the properties and financial transactions of the corporation and in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time, shall be assigned to the office by the President or the Board of Directors. If required by the Board, the treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety of securities as the Board shall determine. The Board may authorize payment by the NUHA of the Treasurer's bond.

The Treasurer shall in cooperation with the Board of Directors and committee chairs develop an annual budget for the NUHA.

### **Section 9. Terms**

The President shall have first served one year as a board member, another consecutive term as the Vice-President, then another consecutive term as President (if the current President elects not to remain as President for a second year or if the paper ballot vote between the President and Vice-President is in favor of the Vice-President.)

All officers may serve one (1)- three (3) year term and then must leave the board for at least one year before becoming a candidate. The President will be allowed to remain for a maximum of two (2) years as President.

## **ARTICLE V**

### ***Board Committees***

#### **Section 1. Appointments**

The Board of Directors shall have the power to appoint members to committees established by it.

Each member of the Board of Directors is responsible for chairing a standing committee.

#### **Section 2. Standing Committees**

The standing committees of the NUHA shall be for the following: Fundraising/Marketing, Heritagefest, Golf Tournament, Referee Coordination, Sauerkraut Dinner, Breakfast, Equipment, Coaches, Ice Scheduling, Registration, Tournaments, Concession Stand, and Score Sheet Coordinator.

The Board of Directors may add committees as it deems necessary.

## **ARTICLE VI**

### ***General Provisions***

#### **Section 1. Compensation**

The members of the Board of Directors and the officers shall serve without compensation for their services as Directors of the NUHA. Directors and officers may be reimbursed for all reasonable expenses incurred on behalf of the NUHA.

#### **Section 2. Fiscal Year**

The fiscal year of the NUHA shall be established by the Board of Directors.

#### **Section 3. To abide by**

NUHA Board of Directors and Members shall abide by the rules, regulations, and By-laws set forth by USA Hockey and the Minnesota Amateur Hockey Association in the Affiliate Agreement.

## **ARTICLE VII**

### ***Ethics***

If the conduct of any member shall appear to be in violation of the articles of incorporation, By-laws, standing rules, code of ethics or other regulations, policies or procedures adopted by the NUHA, or shall appear to be prejudicial to the NUHA's interest, such member may be reprimanded, suspended, or expelled in accordance with the procedures set forth in the NUHA By-laws.

## **ARTICLE VIII**

### ***Amendments***

These By-laws may be amended at any regular or special meeting, provided that the amendment(s) has been presented to the membership in writing at least thirty (30) calendar days prior to the vote. Ratification requires a two-thirds (2/3) majority of those members present at the next scheduled meeting.