

**BYLAWS
OF
HILL-MURRAY JUNIOR GOLD HOCKEY, INC.
(the “corporation”)**

**ARTICLE 1
NAME AND PURPOSE**

1.1 Name of corporation. The name of the corporation shall be Hill-Murray Junior Gold Hockey, Inc.

1.2 Purpose.

a. To encourage and promote youth hockey for Hill-Murray students, including the teaching and development of skills and good sportsmanship, for the participation any enjoyment of the sport of ice hockey for the young people attending the school;

b. to promote school-wide support and interest in ice hockey as a recreational and spectator sport; and

c. to foster development of ice hockey skills for individual youths.

1.3 Public Charity. The corporation shall be operated as a public charity. The corporation shall not be conducted or operated in any manner such that any profits or residue from donations or fundraising operations shall inure to the benefit of any officer, director or any other individual. Upon dissolution of the corporation, any profits or residue from donations and fundraising operations shall be distributed only to an organization qualified as a public charity under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 2
OFFICES**

2.1 Registered Office. The corporation’s registered office shall be at such place as may be designated from time to time by the board of directors.

2.2 Other offices. The corporation may also have offices at such other place (both within and without the State of Minnesota) as the board of directors may from time to time determine or the business of the corporation may require.

**ARTICLE 3
MEETINGS OF THE MEMBERS**

3.1 In General. The corporation shall have no members and pursuant to Section 317A.401(1) of the Minnesota Nonprofit Corporation Act, and shall be governed by the board of directors.

ARTICLE 4 DIRECTORS

4.1 Powers. The business and affairs of the corporation shall be managed by or under the direction of a board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are permitted by the articles of incorporation, these bylaws or the laws of the State of Minnesota.

4.2 Number, term, election and removal.

a. Number. The board of directors shall consist of not less than four nor more than eight directors. Each director shall hold office until his or her successor is elected and qualified, or until his or her earlier death, disqualification, resignation or removal. Directors shall be natural persons.

b. Term. All directors shall serve a two (2)-year term beginning on January 1 and ending on December 31. There shall be staggered terms of office as set forth below. After serving four (4) consecutive years, directors must take at least one (1) year off board membership before being considered for another term. In order to create staggered terms of office, one-half (1/2) of the directors initially appointed must serve a one (1)-year term, and one-half (1/2) must serve a two (2)-year term.

c. Election. Any person interested in becoming a director shall submit a written and signed notice of interest to the secretary. An existing director can also nominate a candidate by submitting his/her interest to the secretary. Each submitted notice shall be considered by the board of directors (or a nomination committee thereof) and vetted within a reasonable time. Existing directors shall vote to approve or disapprove potential candidates at the annual meeting (or at a regular or special meeting if the number of existing directors falls below 4 or an existing director resigns). A majority vote of existing directors is needed for a candidate to become a director.

d. Removal. Any director may be removed for just cause, including excess unexcused absences, by an affirmative vote of a two-thirds (2/3) of the remaining directors.

4.3 Vacancies and new directorships. Unless different rules for filling vacancies are provided for in the articles of incorporation, vacancies on the board resulting from the death, resignation, removal or disqualification of a director may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum, and vacancies on the board resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. Each director elected to fill a vacancy holds office until a qualified successor is elected by the directors at the next regular meeting or special meeting of the directors.

4.4 Time and place of meeting. Meetings of the board of directors may be held from time to time at any place, within or without the state that the board of directors may select or by

any means described in these bylaws. If the board of directors fails to select a place for a meeting, the meeting shall be held at the principal executive office of the corporation, except in the case of the first meeting of each newly elected board of directors which shall be held as provided in these bylaws.

4.5 Electronic meetings. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes a board meeting, if the same notice is given of the conference as would be required by these bylaws for a meeting, and if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A director may participate in a board meeting not described above by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participating in a meeting by that means constitutes presence in person at the meeting.

4.6 First meeting. The first meeting of each newly elected board of directors shall be held on the day of the regular meeting of the directors or at such time and place as shall be fixed by the directors at the regular meeting, and no notice of such meeting shall be necessary in order to legally constitute the meeting, provided a quorum is present. If such meeting is not held, it may be held at such time and place and in the manner provided for other meetings of the board of directors or as specified in a written waiver signed by all of the directors.

4.7 Other meetings. Meetings of the board, except for the first meeting, may be called by a director or by the president of the corporation on ten days' notice to all directors, of the date, time and place of the meeting. The notice need not state the purpose of the meeting. If the day or date, time and place of a board meeting have been announced at a previous meeting of the board, no notice is required.

4.8 Quorum. A majority, or a larger or smaller proportion or number provided in the articles of incorporation, of the directors currently holding office present at a meeting is a quorum for the transaction of business.

4.9 Adjourned meetings. In the absence of a quorum, any meeting may be adjourned from time to time. If any meeting of the board of directors is adjourned to another time or place, no notice of such adjourned meeting need be given other than by announcement at the time of adjournment.

4.10 Board action. The board shall take action by the affirmative vote of a majority of directors present at a duly held meeting, except where the affirmative vote of a larger proportion or number is required by the articles of incorporation, these bylaws or the laws of the State of Minnesota. If the articles of incorporation require a larger proportion or number than is required by the laws of the State of Minnesota for a particular action, the articles of incorporation shall control.

4.11 Waiver of notice. A director may waive notice of a meeting of the board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the

meeting, and whether given in writing, orally, or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

4.12 Absent directors. A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

4.13 Committees. A resolution approved by the affirmative vote of a majority of the entire board of directors may establish committees having the authority of the board in the management of the business of the corporation to the extent provided in the resolution. Committee members shall be natural persons. Unless the articles of incorporation provide for a different membership, a committee shall consist of one or more persons, who need not be directors, appointed by affirmative vote of a majority of the directors present. A majority of the members of the committee present at a meeting is a quorum for the transaction of business, unless a larger or small proportion or number is provided in the articles of incorporation, these bylaws or in a resolution approved by the affirmative vote of a majority of the directors present. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any director.

4.14 Action without a meeting. An action required or permitted to be taken at a board meeting or of a lawfully constituted committee thereof may be taken by written action signed by all of the directors or by all of the members of such committee, in which case, the action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board of directors or the committee at which all directors or committee members were present. The written action is effective when signed by the required number of directors or committee members unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors or committee members, all directors and committee members shall be notified immediately of its text and effective date.

4.15 Salaries. The directors shall serve without compensation.

ARTICLE 5 OFFICERS

5.1 Election of required officers. The officers of the corporation shall be elected by the board of directors at its first meeting and at each regular meeting of the directors thereafter and shall consist in all events of a president, secretary and treasurer, however designated.

5.2 Other officers. The board of directors may elect or appoint any other officers or agents the board deems necessary for the operation and management of the corporation, each of

whom shall have the powers, rights, duties, responsibilities and terms in office provided for in the articles of incorporation, these bylaws or determined by the board of directors.

5.3 Duties of president. The president shall have general active management of the business of the corporation; when present, preside at all meetings of the board; see that all orders and resolutions of the board are carried into effect; sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles of incorporation or by the board to some other officer or agent or officer of the corporation; maintain records of and, whenever necessary, certify all proceedings of the board; and perform other duties prescribed by the board. The president may also be referred to as the chief executive officer.

5.4 Duties of secretary. The secretary shall attend all meetings of the board of directors and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the executive committee when required; give, or cause to be given, notice of all meetings of the board of directors and, when required, meetings of the board of directors; and have custody of the corporate seal of the corporation, if there be one, and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation, if there be one, and to attest the affixing by his signature. The secretary shall perform such other duties and have such other powers as the board of directors or the president shall from time to time prescribe.

5.5 Duties of treasurer. The treasurer shall keep accurate financial records for the corporation; deposit all money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board; endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers therefor; disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the board; render to the president and the board, whenever requested, an account of all transactions by the treasurer and of the financial condition of the corporation; and perform other duties prescribed by the board or by the president.

5.6 Duties of vice presidents. Each vice president shall have such powers and perform such duties as may from time to time be assigned to them respectively by the board or the president. In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

5.7 Multiple offices. Any number of offices or functions of those offices may be held or exercised by the same person. If a document must be signed by a person holding different offices or functions and a person holds or exercises more than one of those offices or functions,

that person may sign the document in more than one capacity, but only if the document indicates each capacity in which the person signs.

5.8 Compensation. The officers of the corporation shall serve without compensation.

5.9 Tenure, removal or resignation. Each officer shall hold office until his successor is chosen and qualified, or until his earlier death, disqualification, resignation or removal. An officer may be removed at any time with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present. Such removal, however, shall be without prejudice to any contract rights of the officer. Any officer may resign at any time by giving written notice to the corporation.

ARTICLE 6 INDEMNIFICATION

6.1 Authority of the board of directors. The corporation acting through its board of directors or as otherwise provided in this bylaw, shall exercise as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law its power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

6.2 Standard for indemnification. Any person described in Section 6.1 may be indemnified by the corporation if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful.

6.3 No presumptions resulting from termination of actions. The determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, have reasonable cause to believe that his conduct was unlawful.

6.4 Mandatory indemnification. To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this bylaw, or in defense of any claim, issue, or matter within this bylaw, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

6.5 Determination. Any indemnification under section 6.1, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that

indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in section 6.2. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit, or proceeding; (2) if such a quorum is not obtainable, or, even if obtainable in a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by a majority vote of disinterested directors.

6.6 Advance payment. The expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the manner provided in Section 6.5 upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this bylaw.

6.7 Continuance of indemnification. The indemnification provided by this bylaw shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

6.8 Not exclusive remedy. The indemnification provided by this bylaw shall not exclude any other right to which an officer may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall not imply that the corporation may not provide lawful indemnification not expressly provided for in this bylaw. Nothing contained in this bylaw shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise under law.

6.9 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity; provided, however, that no indemnification shall be made under any policy of insurance for any act which could not be indemnified by the corporation under this bylaw.

6.10 Notice of indemnification. If, under this bylaw, any expenses or other amounts are paid by way of indemnification, otherwise than by court order, the corporation shall, not later than the next annual meeting of directors unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, mail to its directors of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status of the litigation or threatened litigation at the time of such payment.

ARTICLE 7 DISTRIBUTIONS

7.1 Distributions and reserves. Subject to the provisions of the articles of incorporation and these bylaws, the board of directors in its discretion may distribute money or other property to any organization which is identified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such amount and at such times as the board of directors in its sole discretion shall determine.

7.2 Distributions on Dissolution. Nothing contained in this Article 7 or elsewhere in these bylaws shall be construed to give the directors the power to make liquidating distributions to anyone, other than a charity qualifying under I.R.C. Section 501(c)(3) or to otherwise make distributions in a manner other than as provided in the Minnesota Nonprofit Corporation Act.

ARTICLE 8 FINANCIAL AND PROPERTY MANAGEMENT

8.1 Fiscal year. The fiscal year of the corporation shall be set by the board.

8.2 Audit of books and accounts. The books and accounts of the corporation shall be audited at such times as may be ordered by the board.

8.3 Contracts. The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

8.4 Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer or such other office or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board.

8.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

8.6 Voting securities held by corporation. The treasurer or other agent designated by the board, shall have full power and authority on behalf of the corporation to attend, act and vote at any meeting of security holders of other corporations in which this corporation may hold securities. At such meeting the chief executive officer, or such other agent, shall possess and exercise any and all rights and powers incident to the ownership of such securities which the corporation might possess and exercise.

ARTICLE 9 NOTICES

9.1 Notices: general. Whenever notice is required to be given to any director or member under the laws of the State of Minnesota, the articles of incorporation or these bylaws,

the foregoing shall not be construed to require personal notice, but such notice may be given in writing, by mail, addressed to such director or shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given personally or by telegram.

9.2 Requirement of waiver in writing. Whenever any notice is required to be given by these bylaws, the articles of incorporation or any of the corporate laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to said notice, either before, at, or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE 10 AMENDMENTS

10.1 Action by board of directors. The board of the corporation is expressly authorized to make bylaws of the corporation and from time to time to alter or repeal bylaws so made. In so acting, the board may do so only upon a vote of a majority of the entire board then in office and present at any meeting called for that purpose, provided that notice of such proposed amendment shall have been given to the directors in the notice of such meeting.

The undersigned hereby certifies that the foregoing bylaws were adopted as the complete bylaws of the corporation this ___ day of _____, 2019.

