

# **BLOOMINGTON JEFFERSON JAGUARS GIRLS HOCKEY BYLAWS**

## **Article I**

### **Incorporation**

#### Section 1: Incorporation

The Booster Club shall be formed and organized under the laws of the State of Minnesota, and shall be named Bloomington Jefferson Girls Hockey Booster Club, hereinafter referred to as JHS Girls Hockey Boosters or the "The club". The club shall be a tax-exempt organization pursuant to the Internal Revenue Code section 501(c)(3) and files its status under the Jag Foundation.

The official address is Jefferson Girls Hockey, 7809 Southtown Center #382, Bloomington, MN 55431

The affairs and business of the Corporation shall be managed by the Board of Directors

## **Article II**

### **Purpose & Objectives**

#### Section 1: Purpose:

The purpose of the club is to support and promote ice hockey for girls Varsity and Junior Varsity students of Bloomington Jefferson, and Bloomington Kennedy, and Richfield High School. The club will do the following:

- Ensure that the club support for the ice hockey program is always consistent with the highest goals and aspirations of athletic competition among high school students.
- Support the coaches and school's efforts to instill the lifelong principles of teamwork, sportsmanship and respect to help grow confidence, strong character and strengthen the community.

#### Section 2: Objectives:

The objectives of the club are the following:

- Provide a solid financial and supportive foundation for the Bloomington Jefferson, and Bloomington Kennedy, and Richfield High School Hockey Program.
- Ensure that the student-athletes have proper training, equipment, and facilities in which to learn and compete.
- Establish a positive, ongoing working relationship with the Bloomington Jefferson, and Bloomington Kennedy, and Richfield High School High School Athletic Directors and the Bloomington Jefferson High School Girls coaching staff.
- Conduct activities and fundraising solely on an as needed and ongoing basis (not-for-profit).
- Provide financial support to cover ongoing program cost, fees and stipends.
- Develop a sense of pride and tradition for students and parents.

- Promote and publicize the high school ice hockey program in the hockey and local communities.
- Recognize accomplishments of the team, the players, and the coaches.

## **Article III**

### **Membership**

#### Section 1: Qualification of Members:

Any individual (18) years of age or older who supports the objectives and basic policies of the club, may become a member, subject only to the compliance with these bylaws. Membership in this club shall be available without regard to race, color, creed, sex or national origin.

#### Section 2: Membership:

Any person indicating interest in actively supporting the activities and purpose of this club and/or having a child attending the Bloomington Jefferson, and Bloomington Kennedy, and Richfield High School, plus paid the child participation or membership fee will be considered a member of the club.

#### Section 2.02: Rights and Responsibilities.

The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees, and be nominated and elected to office.

#### Section 3: Hockey Fees:

Fees shall be established by the Board of Directors, and subject to change annually. Fees shall be payable in full or per pre-determined payment schedule approved by the Board of Directors.

#### Section 4: Delinquency of Hockey Fees:

Fees shall be payable as stated in Section 3 of this article. A Member shall be considered in good standing when player fees are paid on time.

#### Section 5: Number of Members:

There shall be no limitations on the number of members

#### Section 6: Admission of Members:

Members shall be automatically admitted upon payment of the club participation or membership fees.

#### Section 7: Voting for the Board of Directors:

General members shall elect the Board of Directors by voice or ballot. Voting privileges are granted to members for election of the Board of Directors only. They shall be entitled to two (2) voting privileges per household or one (1) voting privilege per individual. ONLY paid-up members in good financial standing shall be eligible to vote. All elections shall be decided by a majority vote except as otherwise required by the statute or by these bylaws. Cumulative or proxy voting by members is prohibited.

Section 8: Transfer of Membership:

A member shall not voluntarily or involuntarily transfer his membership or any rights arising there from.

## **Article IV**

### **Meetings**

Section 1: Place of Meeting:

The Board of Directors shall designate any place, within the State of Minnesota, as the place of meeting for any monthly, annual, or special meeting of the General membership.

Section 2: Meeting Agenda:

The agenda for the regular meetings, special and annual meetings will be posted on the website and made available to the Board of Directors prior to the meeting. Any new agenda items/topic, unless considered day-today operational in nature, will be discussed, and voted on at the next regular meeting. Members who want to add an item or action prior to regular meeting for discussion and voting to the agenda must contact the President.

Section 3: Regular Monthly Meeting:

The club's regular monthly meetings shall be held on date determined by the board. Any changes regarding the time and place of these meetings shall be posted on official club website and sent via email to members. General membership is provided opportunity for input at the beginning or end meeting per stated agenda and has no voting privileges at regular meetings.

Section 4: Regular Meeting Quorum:

A quorum consisting of a simple majority of occupied Board of Director positions is necessary for the transaction of business at a regular meeting. When a quorum is not present, any meeting may be adjourned from for that reason. When a quorum has been present at a meeting and Directors have withdrawn from the meeting, so that less than a quorum remains, the Directors still present may continue to transact business until adjournment.

Section 5: Annual Meeting:

The annual meeting shall be held following the end of each hockey season on such date and time as shall be determined by the Board of Directors for election of Directors by the general membership and for the transaction of any other business.

Section 6: Notice of Annual Meeting:

Written notice of the place and time of the annual meeting of members shall be published on the club website and notify members via email not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting.

Section 7: Annual and Special Meeting Quorum:

A quorum for the annual and special meetings of members shall be 10% of the total membership.

Section 8: Special Meeting:

The Secretary upon request of the President or by majority of Directors shall call special meetings. Such officer shall give notice of the meeting 48 hours prior notice on the club's official website and notify members by email.

Section 9: Electronic Meeting:

For unanticipated events that may require, quick Board Approval, an electronic (video, email) meeting may be conducted. This form of meeting does not supplant nor circumvent regular monthly meetings. Most of the Board of Directors must participate in the requested electronic voting to constitute a quorum for the transaction of business. Every director shall be contacted and entitled to one vote. Sufficient notice, not less than 3 days, shall be allowed to ensure directors can have the opportunity to register their vote. Except as otherwise specified in these bylaws or provided by statute, the acts of most of the directors voting via electronic means (for which a quorum participates) shall be acts of the Board of Directors.

## **Article V**

### **Board of Directors**

Section 1: Composition:

The Board of Directors shall consist of the elected President, Vice President, Treasurer, Secretary, and Captain's parents. All these positions may be shared (ie. Co-president, co-vice president, co-treasurer, co-secretary). No more than seven directors and no less than four total shall be elected and serve on the board at any one time. Captains' parents will be counted as one director. Directors shall be elected each year for a term of one (1) year or until their successors are elected and may serve no more than two (2) consecutive terms.

Any change to the composition of the booster club must be approved by the board of directors and documented in the meeting minutes.

Section 2: Responsibilities:

The Board of Directors, elected by members, shall oversee its committees and publications; shall determine its policies, bylaws, and changes therein; and shall actively carry out its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such Rules and Regulations for the conduct of its business as deemed advisable.

Section 2.1: Obligations:

The Board of Directors may authorize any officer or officers to enter into contracts of agreements for the purchase of materials or services on behalf of the organization.

#### Section 3: Election of Directors:

Members of the club shall elect the Board of Directors. In the event of a tie, Roberts Rules of Order will be followed.

#### Section 4: Tenure and Qualifications:

A. Directors must be paid-up members in good standing, except as noted in item D below, and shall be a natural person.

B. Except for the first Board of Directors named in Articles of Incorporation, directors shall hold office for a term of one (1) year.

C. All members of the Board of Directors shall be elected at large and without designation of office.

D. No more than one family member per household may serve as an officer on the Board of Directors.

E. The business year for purposes of the term of offices and elections shall run from April 1st through March 31<sup>st</sup>

#### Section 5: Vacancies:

Any vacancy in the Board of Directors caused by death, resignation, removal, or any other cause, shall be filled by a vote of the remaining Directors, and the successor shall hold office until the Director's term expires. Vacancies, resulting from the addition of a new position on the Board shall also be filled by a majority vote of the Directors; however, the terms of these appointed Director's will be one (1) year, subject to item A provision of Section 4. Only three vacancies may be filled in any one year.

#### Section 6: Removal of Directors:

The Board of Directors, at a regular meeting, may remove a Director provided such action was on the published agenda, and only upon a two-thirds vote of the Board of Directors.

#### Section 7: Voting of Directors:

Each board of director member will have one vote at any motion during booster club meetings. If co-presidents, co-vice presidents, co-treasurers, or co-secretaries exist they will each get one vote. Captain's families will get one vote. If a captain parent has dual roles on the board of directors (example a person is both a captain's parent and the president) that person will not be granted two votes.

#### Section 7: Officers of the Corporation:

The Board of Directors will be comprised of four Board Officers and additional Board Members, of which will be elected as a Committee Chairperson as outlined in section 11. The officers shall consist of President, Vice President, (or Co-Presidents), Co-Treasurers, and Secretary. Officers may hold the same position for consecutive terms if they are re-elected.

##### A. President

- President shall be the presiding officer at all club meetings.

- Assure that an agenda is prepared in advance of the meeting.
- President(s) shall act as the liaison between the coaching staff, school administration, and the club.
- If Co-Presidents exist, then either can lead meeting

B. Vice President

- Preside in absence of President.
- Cosign legal documents along with one other officer.
- Assume additional responsibilities as delegated by the President, and/or Board of Directors.
- Attend and represent the club at all Jag Foundation meetings.

C. Secretary

- Keep accurate records of the proceedings of all meetings including regular Board of Director meetings, and special meetings.
- Hold the official documents and records of the Board of Directors.
- Keep a register of the names and addresses of all members of the Corporation.
- Keep on file a complete copy of the Articles of Incorporation and all amendments and restatements.
- Give proper notice of all meetings of the Board of Directors and meetings of the Executive committee via official website and email to current membership.
- Will keep and maintain the player and parent information including addresses, phone numbers and email addresses. The Secretary shall also keep a current list of alumni players.
- In general, perform all duties usually incident to the office of the Secretary.

D. Treasurer

- Handles all monies of the club; this includes collection of fees, receipt and deposit of financial contributions & income into accounts at such banks and financial institutions as the Board of Directors shall direct.
- Prepares a monthly and semi-annual financial statement for presentation to the membership.
- Prepares an annual budget for the Annual meeting.
- Authorized to sign or countersign all checks, drafts and other notes of the club.
- Verify receipts, charges, and expenditures of Directors. Submit a fiscal year-end statement and will be responsible to ensure proper State, Federal and IRS approval of the 501(c) (3) Nonprofit Status if applicable.
- Responsible for and work together with JAGS Foundation for periodic review and for filing the Annual Renewal with the Minnesota Secretary of State, as well filing the 990-N with the IRS.
- The Treasurer shall perform such other duties as usually pertain to the office of Treasurer if applicable.

E. Captain Parents Roles:

- Assist the captain's in choosing, sizing, and selecting team wear.

- Assist the Booster Club in recruiting members for committees during the season.
- Assist the captains in any social gatherings during the preseason, season, and post season.
- Help promote a healthy and supportive hockey environment in and outside the arena.

#### Section 8: Directors Standing Committees:

There shall be up to 10 directors acting as Chairperson for each standing committee. As such, the chairperson will report to the Board with a written report monthly. Directors may recruit a committee. Such committee members may be a member of the Board or a general member. All position duties will be outlined and are subject to change annually as deemed by the Board of Directors.

#### Section 9: Compensation:

No Director shall serve a position on the Board of Directors with compensation.

#### Section 10: Indemnification:

The club shall indemnify, in such manner, under such circumstances, to the extent permitted by law, Directors of the Board for expenses and liabilities incurred during work for and behalf of the club.

#### Section 10.1: Existence of Conflict, Disclosure:

Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

## **Article VI**

### **Records and Financial**

#### Section 1: Expenditures of Funds:

No director or member of the Corporation may expend funds of the Corporation without the approval of the Board of Directors consistent with the Board of Directors approved budget. In no event shall the revenues of the club be used to pay, reimburse, or defray fines or penalties incurred by the Bloomington Jefferson High School coaching staff, Bloomington Jefferson or Kennedy High School Administration, Minnesota High School League, or State Boards of Education.

## Section 2: Reserve Funds:

The Club shall strive to maintain a minimum reserve equal to the next season's start-up expenses.

## Section 3: Dissolution:

On the written request for dissolution of at least five (5) voting members submitted in writing to the Executive Board at least 30 days prior to the annual business meeting. The Executive Board must notify membership of a vote on dissolution at least 10-15 business days prior to the annual business meeting. If the majority vote is in favor of dissolution at the annual business meeting, the Treasurer must proceed with final disbursement of funds and file forms of dissolution with the State of Minnesota and the Internal Revenue Service. Upon dissolution of the Corporation, after payment of costs and expenses of dissolution and liabilities and obligations of the club, the remaining assets of the club shall be distributed to or among such one or more qualified charitable organizations then in existence with preference given to organized, operated organizations that fund Bloomington youth-oriented activities in the City of Bloomington, MN. No member, officer, or director shall be personally liable, prior to or after dissolution, for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation.

## Section 4: Loans:

The club shall not lend any of its assets to any director, officer or member.

## Section 5: Fiscal Year:

The fiscal year of the club shall begin on July 1 and end on June 30.

## Section 6: Audits and Compliance:

The financial records of the club shall be reviewed periodically to assure compliance with the registration, annual reporting and other requirements of the State of Minnesota and the Jag Foundation.

## Section 7: Inspection of Records:

The accounts, books, and records of the Corporation shall be open to inspection by its members and nonmembers, agent or attorney in compliance with current federal and state non-profit statutes at any properly convened meeting of the Board of Directors.

### Section 7.1: Financial controls:

The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so the, minimally: (a) an officer or other person without check signing authority designated by the Board shall review all bank statements; and, (b) a committee of at least two (2) persons without check signing authority shall annually audit all corporate financial records.

## Section 8: Parliamentary Authority:



The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **Article VII**

### **Amendments**

#### Section 1: Amendment to By-laws:

The By-Laws of the club may be amended only at the annual meeting of the general membership of the club by a two-thirds majority vote of the general membership in attendance, which are eligible to vote. Members must be present to vote. Votes by proxy will not be allowed.

A change to the By-Laws may be proposed by any member in a written proposal 30 day prior to the annual meeting. Any proposed changes will be presented in an amendment for to the general membership at the next annual meeting.

All proposed amendments shall be made available to the general membership no later than 15 days prior the annual meeting. All proposed amendments shall be posted on the Association website and be made available via E-mail to any member requesting such.

Amendments to these bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

**The undersigned, being the Secretary and President of the club, does hereby certify that the foregoing Bylaws of the Corporation were adopted by a resolution of the Board of Directors effective April 20, 2020.**

Dated: April 20, 2020

Signed: \_\_\_\_\_ Secretary

Signed: \_\_\_\_\_ President

