

BYLAWS OF GA BOYS HOCKEY BOOSTER CLUB

ARTICLE I - NAME AND LOCATION

Section 1.1. Name. The name of the Corporation shall be "GA Boys Hockey Booster Club". The Corporation is a nonprofit Corporation under the Minnesota Non-Profit Corporation Act, Chapter 317A, Minnesota Statutes.

Section 1.2. Purpose. The Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of the Corporation is to provide financial support to the Gentry Academy boys hockey teams. The Corporation will also provide support in the areas of team-building skills, development of hockey skills and athletic ability and development of positive character skills. The Corporation will also encourage sportsmanship, social participation and etiquette among participants, members and families.

Section 1.3. Principal Office/Address. Its principal office/address shall be located in the State of Minnesota at such places as the Board of Directors may from time to time determine.

ARTICLE II - MEMBERSHIP

Section 2.1. Eligibility. The membership in this Corporation will consist of parents or legal guardians of players participating in the Gentry Academy boys hockey teams, as expressed in the Articles and Bylaws.

Section 2.2 Annual Dues. There are no annual dues, unless changed by a majority vote of the Board of Directors or by the members at a published agenda meeting of the membership. Continued membership is contingent upon being up-to-date on membership eligibility.

Section 2.3. Annual Meeting. An annual meeting of the membership shall be held each year in May for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting, including a review of the past year's activities. The first annual meeting shall take place in May, 2023. The specific date, time and location of the annual meeting shall be designated by the Board of Directors. If the Board of Directors determines that it is not safe to hold the annual meeting of the membership in May of any year due to a pandemic (such as COVID-19), the Board of Directors may postpone the annual meeting to a later date in the same calendar year when the Board determines that it is safe for the membership of this Corporation to meet. If the Board of Directors has decided to postpone the annual meeting of the members, the Board of Directors shall cause the election of Directors to be held by electronic voting or at a meeting of the members in May or as soon thereafter as possible.

Section 2.4. Special Meetings. Special meetings of the membership may be called by two-thirds (2/3) vote of the Board of Directors or by two-thirds (2/3) vote of the then existing membership.

Section 2.5. Notice of Meeting. The notice of meeting shall include the time, date, and place of the meeting. The notice of the Annual Meeting shall also announce that the Board of Directors is receiving nominations for Directors, and that those having an interest in so serving shall submit their name to a Corporation officer prior to the meeting. 1) Notice of the annual meeting of the membership shall be given by the Corporation at least ten (10) days prior to the meeting. 2) Notice of a special meeting shall be given at least three (3) days prior to the meeting. The form of notice of all meetings shall be by publication on the Corporation web site, if any, and via email to the membership.

Section 2.6. Quorum: Required Vote. The members present at any properly announced meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, the membership may not take action.

Section 2.7. Voting; Electronic Voting. At meetings of members, each member shall have one vote. Except as otherwise provided by law, the Articles of Incorporation of the Corporation, or these Bylaws, all questions at a meeting of the Board of Directors at which a quorum is present shall be decided by the affirmative majority vote of the Directors present in person at the meeting. A voting member must be a parent or legal guardian of a Gentry Academy boys hockey player. Each voting member has one vote.

Electronic voting may be used in connection with meetings of the Board of Directors and meetings of the membership. For the purposes of taking action without a meeting, solicitation via electronic ballot and voting shall be permitted hereunder.

With respect to electronic voting by the members, such procedure shall be initiated by the electronic distribution of ballots and related materials for consideration by the members to all of the members of this Corporation at the time of such distribution via email. Thereafter, the members shall be permitted to cast their votes electronically in response to the distributed ballots. The deadline for receipt of such electronic votes cast by the members shall be no less than seven (7) days after the date that the ballot was distributed to the members by email, as set forth therein.

In the case of electronic voting, the Board of Directors shall authorize a means of electronic voting only if the Board is satisfied that such means include a functionality designed to prevent duplicate and unauthorized voting.

Section 2.8. Proxy. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member setting forth information from which it can be reasonably determined that the proxy was authorized by such member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, to the presiding officer appointed to act as secretary of the meeting.

Section 2.9. Meeting by Remote Communication. Any one or more members may participate in a meeting of the Members by means of a conference telephone, video conference, or similar

communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each member can participate in all matters before the membership, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the membership.

ARTICLE III - DIRECTORS

Section 3.1. Membership and General Powers. The business of the Corporation shall be managed by the Board of Directors. The number of Directors shall be not fewer than two (2) and not be more than seven (7) persons, who shall all be natural persons, but there is no requirement that all seven (7) positions on the Board be filled at any one time.

Section 3.2. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by any two of the directors, and shall be held from time to time at such time and place as may be designated in the notice of such meeting.

Section 3.3. Notice of Meetings. Notice shall be given of each annual, regular and special meeting of the Board of Directors. Each notice shall include the meeting agenda outlining that meeting's order of business. Notice of each annual or regular meeting of the Board of Directors shall be given by the Corporation by e-mail, via announcement on the home page of the Corporation website, if any, or by any other reasonable means at least three (3) days prior thereto to each director. Notice of special meetings shall be given to each director at least twenty-four (24) hours in advance by the president or secretary by mail, telephone, e-mail, in person, or by any other reasonable means.

Section 3.4. Waiver of Notice. Notice of any meeting of the Board of Directors may be waived before, at, or after such meeting, in writing, signed by each director. A director, by his or her attendance and participation in the action taken at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting.

Section 3.5. Quorum Required Vote: Manner of Voting. Except as otherwise provided in the Bylaws, a quorum for the transaction of business at any meeting of the directors shall consist of more than one half (1/2) of the entire membership of the Board, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board. If a quorum is present when a duly called or held meeting in convened, the Directors present may continue to transact business until adjournment, even though one or more Directors withdraws from the meeting leaving less than a quorum. On any matter for which a specified vote is required by these Bylaws, a quorum shall consist of the number of directors necessary to take the particular action.

Section 3.6. Nominations; Method of Selection. Any member may nominate a candidate for the Board of Directors. All nominations must be accepted and consented to by the nominees. Elections will take place after the time for nominations has ended. If there are more nominees than open Director positions, an election by ballot will take place. After a quorum is established, election decisions shall be made by the majority vote of the voting members who are part of the quorum. If the number of nominees is equal to or less than the number of open Director positions, then the President shall deem the nominee(s) duly elected at the next meeting. Board members elected at the annual meeting shall take office immediately upon expiration of their predecessor's term in

office.

Section 3.7. Resignation; Removal. 1) A director may resign by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective date is named in the notice. Any occupied seat on the Board of Directors may be declared vacant by a majority vote at any annual, regular or special meeting of the board. 2) A director may be removed with or without cause by a resolution adopted by the Directors.

Section 3.8. Executive Committee. The Executive Committee of the Corporation shall consist of four (4) members. The Executive Committee consists of the President, Vice-President, Treasurer and the Secretary. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose. A quorum for transaction of business shall consist of a majority of the executive committee.

Section 3.9. Other Committees. The Board of Directors may establish other committees from time to time making such regulations as it deems advisable with respect to the membership, authority and procedures of such committees. These committees need not be composed of members of the Board or the Corporation and shall endure only for the length of time specified in the resolutions creating them, or until a specific function of those resolutions directing them to perform is completed. Unless otherwise provided in the resolutions designating a committee, a majority of the whole committee shall constitute a quorum, and the majority vote of the members of the committee present at a meeting shall be sufficient to take any action. All committees shall render reports of their activities to the full Board of Directors. In the event the Board of Directors authorizes and appoints an advisory committee to the Board, it shall be subject to the provisions of this Section.

Section 3.10. Written Action. Any action which might be taken at a meeting of the Board of Directors, or any duly constituted committee thereof, may be taken without a meeting if done in writing and signed by all the director or committee members.

Section 3.11. Expiration. Two (2) of the Directors shall serve a 2-year term and the remaining Directors shall serve a 1-year term. The terms of the Directors serving 2-year terms shall be staggered. The term of a Director serving a 2-year term shall begin at the meeting following the conclusion of the election and shall expire two years later at the meeting following the election of the Board of Directors. The term of a Director serving a 1-year term shall begin at the meeting following the conclusion of the election and shall expire one year later at the meeting following the election of the Board of Directors.

Section 3.12. Meeting by Remote Communication. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

ARTICLE IV - OFFICERS

Section 4.1. Titles. Qualifications. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers and agents as may from time to time be elected by the Board of Directors. The President, Vice-President(s), Secretary and Treasurer shall be elected from the Board of Directors. Candidates for the position of President shall have served on the Board for the past twelve months. No person shall hold two (2) Officer positions at the same time.

Section 4.2. Election. Term of Office, and Qualifications. At each annual meeting of the Board of Directors, the board shall elect, for a term of one (1) year, the President and Vice-President of the Corporation. The Board of Directors shall also elect, for a term of one (1) year, the Secretary and Treasurer. The Officers shall hold office for the duration of their term or until their successors are duly elected and qualified.

Section 4.3. Removal and Vacancies. Any Officer may be removed from office by the vote of two-thirds (2/3) of the Board of Directors, with or without cause, and no Officers shall be granted any contractual right to office. If there is a vacancy among the officers of the Corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors. A vacancy in an office for any reason may, and in the case of President or Treasurer must, be filled for the unexpired part of the term as determined by the Board of Directors.

Section 4.4. President. The President shall preside at and lead all meetings of the Board of Directors and the membership and see to it that all orders and resolutions of the Board of Directors are carried into effect. The president shall be a member ex-officio of all committees. The president shall have all powers necessary to execute legal documents, to make deposits in or withdrawals from corporate accounts, and, in general, shall perform all duties usually incident to the office of president or necessary to the discharge of the duties of the office. The president shall have such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.5. Vice-President. The Vice-President shall perform the duties of President in the event of absence or inability to act. In addition, the Vice President shall have such powers as may be assigned to him/her by the President or by the Board of Directors from time to time.

Section 4.6. Secretary. The Secretary shall keep and record the minutes of all meetings of the Board of Directors and the membership. The Secretary shall be responsible for over-seeing the administrative records maintained by the Board of Directors and by all committees, officers, and employees of the Corporation, and shall see to it that all minutes of the meetings are kept. The Secretary shall give proper notice of meetings of members and directors unless the President shall have delegated this duty to another person. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

Section 4.7. Treasurer. The Treasurer shall cause to be kept accurate accounts of all monies of the Corporation, received or disbursed, and shall render to the President and the directors, whenever required, an account of the financial condition of the Corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President. The Treasurer shall be responsible for supervising the receipt, deposit and disbursement of the

funds of the Corporation in accordance with the policies established by the Board of Directors. The Treasurer shall complete IRS forms with the assistance of a professional tax accountant and file with the appropriate federal and state authorities upon approval by the Board of Directors no more than four months after the Corporation's fiscal year end.

Section 4.8. Other Officers. From time to time the Board of Directors may elect other officers to perform the duties that become necessary to the management of the Corporation and accordingly fix their tenure and compensation, if any.

ARTICLE V - SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR

Section 5.1. No Seal. The Corporation shall have no seal.

Section 5.2. Books and Records. The Board of Directors of the Corporation shall cause to be kept: (1) Correct and complete books of account: and (2) Minutes of proceedings of meetings of members, the Board of Directors, and committees having any of the authority of the Board of Directors.

Section 5.3. Audit. The Board of Directors shall cause the records and books of account of the Corporation to be audited at such times as it may deem necessary or appropriate.

Section 5.4. Examination by Members and Directors. Every member or director of the Corporation shall have a right to examine by person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the Corporation and to make extracts therefrom.

Section 5.5. Information to Members and Directors. Upon request by a member or director of the Corporation, the Corporation shall furnish the requestor a statement showing the financial results of all operations and transactions affecting income and surplus during the Corporation's last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

ARTICLE VI - PARLIAMENTARY PROCEDURE

Section 6.1. The meetings of the membership of the Corporation as well as the meetings of the Board of Directors and the standing committees shall be governed by Roberts Rules of Order Revised.

ARTICLE VII - AMENDMENTS

Section 7.1. These Bylaws may be adopted, amended or repealed and new Bylaws may be adopted by the vote of the majority of the entire Board of Directors at any meeting provided that written notice of such proposed amendment shall have been given in the notice of meeting.

Section 7.2. The Articles of Incorporation may be amended, altered, repealed, or substituted for, and new articles adopted as provided by law.

ARTICLE VIII - MISCELLANEOUS

Section 8.1. Fiscal Year. The fiscal year of this Corporation shall end on April 30th.

Section 8.2. Corporate Books. All proper and necessary books of account and other books requisite to a full and complete record of the business transactions by the Corporation shall be kept in such manner as is usual in like Corporations or as shall be directed by the Board of Directors.

Section 8.3. Checks. Drafts. Etc. All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the officer 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 of Directors.

Section 8.4. 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 of Directors may select.

Section 8.5. Limitations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article First hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 8.7. Dissolution of Corporation. Upon the dissolution of the Corporation, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted January ____, 2022, at a meeting of the Board of Directors by a unanimous majority vote.

GA Boys Hockey Booster Club Secretary