

**BYLAWS
OF
TARTAN HIGH SCHOOL HOCKEY BLUE LINE CLUB**

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**BYLAWS
OF
TARTAN HIGH SCHOOL HOCKEY BLUE LINE CLUB
(the "Corporation")**

**ARTICLE I
PURPOSE**

The objects and purposes of the Corporation are as stated in its Articles of Incorporation.

**ARTICLE II
OFFICES**

The principal office of the Corporation in the State of Minnesota shall be the office set forth as the registered office in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the Board of Directors filed with the Minnesota Secretary of State changing the registered office in the manner prescribed by law. The Corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain a registered office in the State of Minnesota. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership. The Corporation shall have no members.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 2. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation and these Bylaws, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform.

Section 3. Number, Tenure and Qualifications. The business and charitable affairs of the Corporation shall be managed by or under the direction of the Board of Directors elected by the affirmative vote of a majority of the directors present at a duly held meeting. Each director shall hold office for a two (2) year term or until a successor has been duly elected and has qualified, or until the director dies, resigns, is removed or the term otherwise expires as provided by law or by the Bylaws of this Corporation.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at the call of the President or at the request of a majority of the Board of Directors by written notice received by mail, in person or alternatively by telephone at least five (5) days prior

to the meeting. The notice shall designate the time, place and date of such meeting; however, the notice need not specify the business to be transacted thereat.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the President. The President shall call a special meeting of the Board of Directors upon the written request of one-half (½) of the members of the Board. Notice of such meeting shall be given as provided in Section 5 hereof. There must be a specific agenda delivered to each director at the time of the meeting and at least twenty-four (24) hours prior notice by telephone.

Section 6. Notice of Meetings. Notice of every special meeting of the Board of Directors shall be mailed to each director at least five (5) days before the day on which the meeting is to be held, or be delivered in person or by telephone, not later than twenty-four (24) hours before the meeting is to be held. Each such notice shall state the date, time, place and purposes of the meeting.

Section 7. Quorum and Adjourned Meeting. A meeting at which at least one-half (½) of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to transact business until adjournment.

Section 8. Voting. Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 9. Resignation and Removal. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the President or Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with cause, by the affirmative vote of a majority of all remaining directors of the Corporation.

Section 10. Filling Vacancies. Unless otherwise provided by Minnesota Statutes, Section 317A.227, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum.

Section 11. Compensation. Directors, as such, shall not receive stated salaries for their services, but nothing in these Bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. In addition, the directors of this Corporation may be reimbursed for reasonable out-of-pocket expenses

incurred by them in rendering services to this Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purpose of, and in the best interest of, the Corporation.

Section 12. Meetings Without Notice. Any director may, in writing or orally, either before, at or after any meeting of the Board of Directors, waive notice thereof and, without notice, any director by attendance at such meeting, and participation therein, shall be deemed to have waived notice of the action or actions taken at any meeting of the Board of Directors.

Section 13. Electronic Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board if the same notice is given of the conference as would be required for a meeting and if the number of persons 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.

Section 14. Committees of the Board. The Board of Directors may, by resolution passed by a majority of a quorum of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more committees. Committee members must be natural persons, but need not be members of the Board of Directors. The Board may, by similar vote, designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee.

Any committee, to the extent provided in these Bylaws or in the resolutions creating such committee, shall have and may exercise all of the powers and authority granted by the Board of Directors in the management and business affairs of the Corporation; provided, however, that no committee shall be granted any powers or authority exceeding that granted to the Board of Directors. Unless otherwise stated in the resolutions creating it, or in these Bylaws, committee actions shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board of Directors.

The activity of all committees of this Corporation shall be conducted in such manner as will advance the best interests of the Corporation. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these Bylaws and the policies of the Corporation. The President shall be an ex-officio member of all committees, unless he serves as a member of such committee. The meetings of all committees shall be open to attendance by all directors, which directors may participate in any such meeting but may not vote unless such director is a member of the committee.

Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any committee shall be given to all members of that committee as determined by the committee, or pursuant to Section 5 above.

**ARTICLE V
OFFICERS AND EMPLOYEES**

Section 1. Number; Election. The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors, and initially shall consist of a President and a Treasurer. The Board of Directors may also elect one or more Vice Presidents, a Secretary and such other officers as the Board of Directors shall determine from time to time. The President, Vice Presidents, Treasurer and Secretary shall be selected from the Board of Directors of the Corporation.

Section 2. Vacancies. A vacancy in any office of this Corporation occurring by reason of death, disqualification, resignation or removal shall be filled for the unexpired portion of the term by appointment of a successor by the Board of Directors.

Section 3. President. The President shall:

3.1 act as the chief executive officer and exercise the functions of the office of the president of the Corporation;

3.2 when present, preside at all meetings of the Board of Directors;

3.3 have general active management of the Corporation;

3.4 see that orders and resolutions of the Board of Directors are carried into effect;

3.5 sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board;

3.6 maintain records of and, when necessary, certify proceedings of the Board of Directors;

3.7 have the general powers and duties usually vested in the office of the president;

3.8 perform other duties prescribed by the Board of Directors; and

3.9 have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, Subd. 2, and as the Board of Directors may from time to time prescribe.

Section 4. Vice President. The Vice President, if elected, shall attend all meetings of the Board of Directors and shall exercise and perform the authorities and duties of the President in the event of the latter's death, disqualification or incapacity, unless otherwise provided by the Board of Directors. The Vice President shall have such powers, and shall exercise and perform such other authorities and duties as the Board of Directors or the President shall from time to time prescribe.

Section 5. Treasurer. The Treasurer shall be chief financial officer of the Corporation and shall:

5.1 keep accurate accounts of all monies of the Corporation received or disbursed;

5.2 deposit all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;

5.3 have the care and custody of the corporate funds and securities;

5.4 have the power to endorse for deposit all notes, checks and drafts received by the Corporation;

5.5 disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefor;

5.6 render to the President and the Board of Directors, whenever required, an account of all of his transactions as Treasurer and of the financial condition of the Corporation; and

5.7 perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the President.

Section 6. Secretary. The Secretary, if elected, shall maintain the office of the Corporation and shall:

6.1 attend all meetings of the Board of Directors and all committees (when requested);

6.2 record all proceedings of the minutes of the Board of Directors and committees in a book to be kept for that purpose;

6.3 preserve all documents and records belonging to the Corporation;

6.4 give or cause to be given notice of all meetings of the Board of Directors and committees; and

6.5 perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

Section 7. Management and Administrative Employees. The Corporation may have such management and administrative employees as from time to time determined necessary by the Board of Directors. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors.

Section 8. Compensation. The employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors from time to time determines to be directly in furtherance of the purposes of, and in the best interests of, the Corporation.

Section 9. Bond. The Board of Directors of this Corporation shall from time to time determine which, if any, of the officers, agents or employees of this Corporation shall be bonded and the amount of each bond.

Section 10. Removal of Officer. Any officer may be removed at any time, with or without cause, by the vote of a majority of the Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 11. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the President or the Secretary of the Corporation and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a majority vote of all directors, the Board may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect a dissolution. Written notice as required by these Bylaws shall be given to any Board members stating that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of two-thirds (2/3) of a quorum of the Board members of the Corporation taken at a meeting during which the resolution is brought before the Board members. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

Section 2. Cessation and Distribution. When cessation of operations and distribution of assets has been called for, the Board of Directors and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other entities in accordance with Minnesota Statutes, Section 317A.735 and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification. Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, trustee, employee, representative or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons,

shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521. The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance to such persons expenses incurred in defending any such proceeding to the maximum extent permitted by law. This Section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.

Section 2. 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, against any liability asserted against and incurred by such person in his official capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

ARTICLE VIII AMENDMENTS

The power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

ARTICLE IX FINANCIAL MATTERS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniary for any purpose or to any amount.

Section 2. Loans and Pledges. No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Authorized Signatures. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors or these Bylaws.

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

Section 5. Corporate Seal. The Corporation shall not have a corporate seal.

Section 6. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

6.1 Records of all proceedings of the Board of Directors and all committees;

6.2 All financial statements of this Corporation; and

6.3 Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 7. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation.

ARTICLE X MISCELLANEOUS

Section 1. Gender References. All references in these Bylaws to a party in the masculine shall include the feminine and neuter.

Section 2. Plurals. All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.