

Minnesota Ice Arena Managers Association, Inc.

BY- LAWS

February 2019 (proposed changes for September 2021 in red)

ARTICLE I

Section 1. The name of this association shall be: The Minnesota Ice Arena Managers Association, Inc. (MIAMA)

Section 2. Beginning in 1970 and continuing to this day, the purpose of this Association shall be that the Minnesota Ice Arena Manager's Association is an organization of arena and associated personnel, dedicated to the goal of professionalizing the industry by sharing ideas and innovative techniques through newsletters, membership meetings and seminars. It stresses a close working relationship between all sectors of industry personnel, from maintenance to management to suppliers.

ARTICLE II

Section 1. The membership of this Association shall consist of those declaring an interest in the purpose of this Association and expressing a desire to become a member. Any facility or company may become a member of the Association as above provided, upon the payment of dues.

Section 2. General Membership Meetings: Each member facility or company of the Association shall have one official vote at any general membership meeting including, but not limited to, the Spring Workshop Annual business meeting and the Fall Conference business meeting of the Association. In addition, if any vote is necessary through electronic form or in mailing form, each member facility or company shall have one vote. Member facility shall be any single facility or multiple facilities within the same membership. No member shall vote, except in person, unless an official ballot, as provided by the association, is posted online on the association's website by the Association for a specific purpose. There shall be no cumulative voting.

Board of Directors Meetings: Each elected representative shall only have one official vote on business being conducted during board of directors meetings. No representative shall vote, except in person, unless an official ballot, as provided by the association, or is posted online on the association's website by the Association for a specific purpose. There shall be no cumulative voting. In the instance of immediate need, telephone or email voting may be conducted.

Section 3 MIAMA is intended to be a resource for information pertaining to ice arena operations and provide educational opportunities, communication and a support system for arenas, the arena manager and staff through annual surveys, conferences, e-newsletters and Websites. MIAMA does not intend to announce political positions as a whole, but rather supports all views of the membership due to the vast political positions of each member facility or company.

Section 4. The mission of the Minnesota Ice Arena Managers Association is to advance the professionalism and technical skills of its members in the ice arena industry. The purpose of the Minnesota Ice Arena Manager's Association is to exchange information and experiences; promote improved and sustainable practices in the ice arena industry; expect that all Minnesota Ice Arena Manager's Association members will adhere to high professional and ethical standards; and improve the professional and social involvement of its members within the ice arena industry.

ARTICLE III

Section 1. The membership year of the Association will run January 1 through December 31 each year.

Section 2. The Association shall have the right to charge dues. The annual amounts to be decided by the Board of Directors at a Board of Directors meeting. The amount of dues charged must fairly reflect the projected expenses of the Association.

Section 3. New membership fees received after June 1 of the current year will charged 50% of the new membership rate.

ARTICLE IV

Section 1. The government of this Association shall be vested in a Board of Directors which shall consist of fourteen (14) members.

The voting board members shall be seven (7) at large board members, one (1) vendor board member, and one (1) Past President Position.

One (1) board position of Immediate Past President that is served by the immediate past president and is a three (3) year term. If the then current President serves a second three (3) year term, then the immediate past president will remain on the board to serve in the immediate Past President position for an additional three (3) year term. If the immediate past president still has time left on their term as an at large member, the at large position will be vacated and that person will assume the past president position. An at large position would then have a vacancy and that position will be filled per Article IV, Section 8.

Seven (7) at large board members and one (1) vendor member shall be elected by the membership to serve a three-year term. An elected voting board member may not serve more than two (2) consecutive three year teams. An elected voting board member position must take one year off after serving two (2) consecutive three-year terms before running for election again. A person appointed to fill a vacancy is eligible to be elected to two consecutive three-year terms.

The non-voting board members shall be five (5) positions to include one (1) board member in each position; Minnesota Hockey Representative, IT Administrator, Communications Director, Administrative Assistant, and Director Emeritus. These positions shall be appointed by the board of directors and no term limits.

Section 2. The Board of Directors shall have the authority to appoint one or more persons to the position of Director Emeritus in recognition of distinguished and lengthy service to this Association. A Director Emeritus shall be a non-voting member of the board, but in all other respects shall be entitled to all the rights, privileges, duties and responsibilities of other board members. A candidate for Director Emeritus must be nominated by an active member of the Board of Directors and requires 3/4 of the votes cast for election.

Section 3. The officer positions of President and Vice-President, shall be appointed by the Board of Directors at the Fall Conference Board meeting, for three (3) year terms. The office of Immediate Past President shall be served by the immediate Past President in which their Presidency ended.

Section 4. The Board of Directors shall be in good standing and employed a minimum of 24 hours per week at a member facility, organization or vendor's company. If board member doesn't meet this requirement then the Board of Directors shall follow Article VI: Section 7.

Section 5. The Board of Directors shall be responsible for the management of the Association's property, on behalf of all the members of the association.

Section 6. Funds of the Association shall be managed by the treasurer and the Communications Director at a bank designated by the Board of Directors.

Section 7. The Board of Directors shall authorize all contracts and payments and, when payments authorized, such contracts shall be signed by two officers of the Association, with payment being signed by the Treasurer.

Section 8: In the event of a vacancy of a board member, the vacancy shall be filled by appointment by the President with the approval of the Board of Directors. This person shall serve for the duration of the term being filled. If the vacancy is of an officer, then such position shall be elected by the board of directors.

Section 9: All matters concerning the policy of the Minnesota Ice Arena Manager's Association shall be decided by a vote of the Board of Directors at a Board of Directors meeting. All motions must receive a majority vote to be approved.

ARTICLE V

Section 1. A request for nominations, from the general membership, for the Board of Director election, shall be published on the association website at least sixty (60) days prior to the MIAMA Fall Conference.

Section 2. Nominations from the general membership shall be requested at the MIAMA Spring Workshop. These nominations will be considered by the nominating committee when drawing up the slate of candidates to on the election ballot. Candidates must qualify according to Article 4, Section 3 4 and at least two (2) candidates will be on the election ballot for each position, whenever possible.

Section 3. A ballot shall be posted on the association website no more than sixty (60) days and no less than thirty (30) days prior to the Fall Conference Business Meeting. The ballot shall list the names of the candidates for each position. A blank line will also be provided for a write in candidate. Online voting will be used with one vote per member facility or Vendor Company.

Section 4. In the case of electronic ballots and voting, votes must be submitted by the posted deadline on the association website to be considered as valid for the election.

Section 5. The candidate(s) receiving the highest number of votes shall be declared the winner of the election for-the positions open. In the case of a tie, a special election shall be conducted at the Fall Conference Business Meeting to determine a winner between the candidates tied in the general election; no write in candidates will be accepted.

Section 6. The newly elected board members shall be announced at the Fall Conference Business Meeting and take office the following the Annual Fall Conference.

ARTICLE VI

Section 1. The Business Meetings of the Association shall be held each year at the Spring Workshop and the Fall Conference.

Section 2. Meetings of the Board of Directors shall be held at the call of the President with a minimum of 6 meetings per year.

Section 3. Special meetings of the Board of Directors may be called by the President, at the request of two (2) board members.

Special Meetings conducted by video or tele-conference must observe the following requirements:

- a. The meeting must be conducted by a technology that allows all persons participating to hear each other at the same time (and, if by video conference, to see each other as well).
- b. The Secretary or designee must conduct's a roll call to confirm that a voting quorum exists. All voting must be done by roll to insure a quorum is maintained and to ascertain the pass/fail result of the vote.
- c. A person desiring to be heard must identify him/herself and be recognized by the Chair before speaking.

Section 4. At the meetings of the Board of Directors, one more than one half of the Board of Directors shall constitute a quorum.

Section 5. The Secretary shall be responsible for sending notice to current Board Members of all meetings of the Board of Directors at least two (2) days in advance of said meeting.

Section 6. Robert's Rules of Order shall govern the proceedings of all meetings; except where they conflict with the MIAMA By-Laws, which will then take precedence.

Section 7. Any member of the Board of Directors missing two consecutive regular board meetings may be removed from office. The President will have the authority to remove said board member. The vacancy will be filled according to the provisions of Article IV: Section 8. Members of the Board of Directors may be removed in accordance with Minn. Stat. Sections 317A.223 and 317A.225. An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors in accordance with Minn. Stat. Section 317A.341.

ARTICLE VII

Section 1. The President shall direct and supervise the affairs of the Association.

Section 2. The Vice-President shall act in the absence of the President.

Section 3. The Secretary shall be responsible for notice of meetings, agendas, and meeting minutes; act as custodian of all official records; and be responsible for all correspondence.

Section 4. The Treasurer shall be responsible for providing financial records of the Association; providing monthly financial statements; collecting fees; depositing Association income; paying Association bills; and completing required tax forms.

Section 5. The Board shall hire and retain an individuals to provide administrative assistance, Communications and Website Administration for MIAMA; and to provide the individual the equipment and space necessary to perform administrative tasks.

Section 6. An Administrative Management Committee shall be a standing committee for the purpose of effecting and furthering the business affairs of the corporation. The committee shall consist of four members including the President, Vice President and the Past President. Non-voting Board members must recuse themselves from Committee items involving compensation packages, HR issues, or other items as determined by the President. The Committee shall have the authority to employ, on a part or full time basis, an employee, to be known as the Administrative Assistant/Treasurer and the Communications Director/Secretary of the corporation, upon such terms and conditions as shall be mutually agreeable. The Committee shall also have the authority to add other part- or full-time positions, as approved by the Board. The Administrative Management Committee shall be responsible for hiring and compensation administration for any such additional positions (staff). Further, the Administrative Management Committee shall be responsible for day-to-day management of the staff.

ARTICLE VIII

Section 1. Special committees shall be created and the members appointed by the President with the approval of the Board of Directors.

Section 2. Special committees will be dissolved upon completion of their assigned task.

ARTICLE IX

In the event that the decision is made to dissolve the Minnesota Ice Arena Manager's Association, any funds remaining in the treasury of the Association will be donated to a charitable, non-profit organization to be determined by a majority vote of the Board of Directors at the time of dissolution. No Director, Officer, or individual shall be entitled to share in the distribution of any of the Association's assets upon dissolution of the Association.

ARTICLE X

These By-Laws may be amended by a majority vote of the Board of Directors; and simple majority of the general membership voting at any duly constituted meeting. Written notice of such proposed change shall be mailed, emailed or posted to association website at least thirty (30) days prior to the meeting at which the proposed change shall be submitted to a vote.

ARTICLE XI

Formation of an Alumni group, open to anyone associated with the ice rink industry who is no longer working in the industry due to, including but not limited to, retirement or job change. There is no limit to the number of Alumni members. Alumni members must meet all requirements of the program and be approved by the MIAMA Board of Directors. Membership will be reviewed for each member every two years. Membership fees in MIAMA will be waived for approved Alumni members. Spring Workshop and Fall Conference Fees will be waived for approved Alumni. Approved Alumni members will be responsible for their own food and lodging costs at the Fall Conference. The mission of the MIAMA Alumni is to be an educational resource, Alumni members will be asked to provide the MIAMA membership with information opportunities within their expertise. This program will be overseen by a MIAMA Alumni Director Board Member appointed by the MIAMA Board for a term of 3 years. No limit to the number of consecutive terms. Members of the Alumni group do not have voting rights.