

**BYLAWS  
OF  
SHAKOPEE VARSITY BASEBALL BOOSTER CLUB  
a Minnesota Non-Profit Corporation**

The business and affairs of this corporation are managed by or under the direction of a board of directors. All directors are entitled to vote and have equal rights and preferences except as otherwise provided in these articles or bylaws.

**PURPOSE OF ORGANIZATION**

The purpose of the organization is to support the Shakopee Varsity Baseball Team; to work for support for Varsity Baseball in the Community; and to increase attendance at the varsity baseball games.

**SECTION 1**

**MEMBERS**

**QUALIFICATION FOR MEMBERSHIP & MEMBERS**

Any person is qualified to be a member of the organization who attends the annual meeting or at least one regular or special meeting during the baseball season. Any person who donates money or donates valuable services to the organization during a current baseball season, is also qualified to be a member.

**STANDARD OF CONDUCT FOR MEMBERS.**

Members shall not interfere with any aspect of the operations of the Varsity Baseball Team. Members should never discuss any aspect of the Varsity Baseball Team that are at the discretion of the Varsity Baseball Coach or coaching staff including playing time, game strategy, membership on the team, or any other matters that are managed at the Varsity Baseball Coach's discretion. All conduct and communications of Booster Club members shall be in a positive manner intended to support the decisions of the Varsity Baseball Coach and Coaching Staff.

**VOTING RIGHTS.**

Members shall vote for the Directors at a meeting prior to the start of the baseball season each spring. Members shall not have any other voting rights, except at the discretion of the Board.

**MEMBERS.**

**LIABILITY OF MEMBERS.**

Subdivision 1. **Third parties.** A member of the corporation is not, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

Subd. 2. **Dues, assessments, or fees.** (a) The corporation may levy dues, assessments, or fees upon its members. The dues, assessments, or fees may be imposed upon all classes of members alike or differently upon different classes of members. Members of one or more classes may be exempted.

(b) The Board of Directors may:

- (1) fix the amount of the levy and the method of collection of dues, assessments, or fees; or
- (2) fix the amount from time to time and determine the methods of collection.

(c) The Board of Directors may provide for:

- (1) enforcement or collection of dues, assessments, or fees;
- (2) cancellation of membership, on reasonable notice, for nonpayment of dues, assessments, or fees; or
- (3) reinstatement of membership.

## **SECTION 2 BOARD OF DIRECTORS**

### **NUMBER.**

The Board of Directors shall consist of at least three individuals. At each annual meeting, the members present may vote to enlarge the number of Directors that would be effective for one year, or until the next annual meeting, whichever first occurs.

### **DIRECTOR SEATS AND DUTIES**

The members shall vote for one director that will automatically hold the office of President.

The members shall vote for one director that will automatically hold the office of Vice-President.

The members shall vote for one director that will automatically hold the office of Secretary-Treasurer.

Additional directors, if any, will hold the position of a Director without an office, except that as Director.

### **QUALIFICATIONS; ELECTION.**

The qualifications and method of election or appointment of directors may be imposed by or in the manner provided in the articles or bylaws, provided that directors must be natural persons and a majority of the directors must be adults.

### **TERMS.**

Subdivision 1. **Length.** (a) Directors are elected or appointed and hold office for fixed terms of one year or until the next annual meeting.

(a) Unless the articles or bylaws provide otherwise, a director holds office until expiration of the term for which the director was elected or appointed and until a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of the director.

(b) A decrease in the number of directors or term of office does not shorten an incumbent director's term.

(c) Except as provided in the articles or bylaws, the term of a director filling a vacancy expires at the end of the unexpired term that the director is filling.

### **ACTS NOT VOID OR VOIDABLE.**

The expiration of a director's term with or without the election of a qualified successor does not make prior or later acts of the officers or the board void or voidable.

## **COMPENSATION.**

No officers or directors are entitled to compensation or remuneration for any labor or other contributions.

## **CUMULATIVE VOTING FOR DIRECTORS.**

There is no cumulative voting.

## **RESIGNATION.**

(a) A director may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

(b) If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

## **REMOVAL OF DIRECTORS.**

A Director may be removed at any time, with or without cause, by the remaining Directors.

## **BOARD MEETINGS.**

Subdivision 1. **Time; place.** Meetings of the board may be held as provided in the articles or bylaws in or out of this state. Unless the articles or bylaws provide otherwise, a meeting of the board must be held at least once per year. If the articles or bylaws or the board fail to select a place for a meeting, the meeting must be held at the registered office or a public building in the City of Shakopee. The board of directors may determine under subdivision 2 that a meeting of the board of directors shall be held solely by means of remote communication.

Subd. 2. **Meetings solely by means of remote communication.** Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by subdivision 4, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Subd. 3. **Participation in meetings by means of remote communication.** A director may participate in a board meeting by means of conference telephone or, if authorized by the board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Subd. 4. **Calling meetings; notice.** (a) Unless the articles or bylaws provide otherwise, two or more directors may call a board meeting by giving five days' notice to all directors of the date, time, and place of the meeting. The notice need not state the purpose of the meeting unless the articles or bylaws require it.

(b) If the day or date, time, and place of a board meeting have been provided in the articles or bylaws, or announced at a previous meeting of the board, notice is not required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

(c) Any notice to a director given under any provision of this chapter, the articles, or the bylaws by a form of electronic communication consented to by the director to whom the notice is given is effective when given. The notice is deemed given if by:

(1) facsimile communication, when directed to a telephone number at which the director has consented to receive notice;

(2) electronic mail, when directed to an electronic mail address at which the director has consented to receive notice;

(3) a posting on an electronic network on which the director has consented to receive notice, together with a separate notice to the director of the specific posting, upon the later of:

(i) the posting; or

(ii) the giving of the separate notice; and

(4) any other form of electronic communication by which the director has consented to receive notice, when directed to the director.

An affidavit of the secretary, other authorized officer, or authorized agent of the corporation, that the notice has been given by a form of electronic communication is, in the absence of fraud, prima facie evidence of the facts stated in the affidavit.

(d) Consent by a director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent.

**Subd. 5. 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, by authenticated electronic communication, or by attendance.

Attendance by a director at a meeting is a waiver of notice of that meeting, unless 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 in the meeting.

#### **QUORUM.**

A Quorum must be attended by at least forty percent of board members for business transactions or motions to pass.

#### **ACT OF THE BOARD.**

The board shall take action by the affirmative vote of a majority of directors with voting rights present and entitled to vote at a duly held meeting, unless this chapter or the articles or bylaws require the affirmative vote of a larger proportion or number.

## **ACTION WITHOUT MEETING.**

Subdivision 1. **Method.** An action required or permitted to be taken at a board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors. If the articles so provide, an action, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Subd. 2. **Effective time.** The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action.

Subd. 3. **Notice; liability.** When written action is permitted to be taken by less than all directors, all directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action.

## **COMMITTEES.**

Subdivision 1. **Generally.** A resolution approved by the affirmative vote of a majority of the board 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. Committees are subject at all times to the direction and control of the board.

Subd. 2. **Membership.** Committee members must be natural persons. Unless the articles or bylaws provide otherwise, a committee must consist of one or more persons, who need not be directors, appointed by the board.

Subd. 3. **Procedure.** The procedural rules that apply to the Board also apply to committees and members of committees to the same extent as those sections apply to the board.

Subd. 4. **Minutes.** Minutes, if any, of committee meetings must be made available upon request to members of the committee and to a director.

Subd. 5. **Standard of conduct.** The establishment of, delegation of authority to, and action by a committee does not alone constitute compliance by a director with the standard of conduct set forth in these by-laws.

## **SECTION 3 OFFICERS**

### **OFFICERS REQUIRED.**

The corporation shall have one or more natural persons exercising the functions of the offices of president, vice-president, and secretary-treasurer, however designated. The officers shall hold their offices as set forth above in Section 2, Directors.

### **DUTIES OF REQUIRED OFFICERS.**

Subdivision 1. **Presumption; modification.** Unless the articles, the bylaws, or a resolution adopted by the board and consistent with the articles or bylaws provide otherwise, the president

and treasurer have the duties in this section.

Subd. 2. **President.** The president shall:

- (1) have general active management of the business of the corporation;
- (2) when present, preside at meetings of the board and of the members;
- (3) see that orders and resolutions of the board are carried into effect;
- (4) sign and deliver in the name of the corporation 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 or bylaws or by the board to another officer or agent of the corporation;
- (5) maintain records of and, when necessary, certify proceedings of the board and the members; and
- (6) perform other duties prescribed by the board.

Subd. 2. **Vice-President.** The president shall:

- (1) assist the President in the general active management of the business of the corporation;
- (2) when the President is not present, preside at meetings of the board and of the members;
- (3) assist the President to see that orders and resolutions of the board are carried into effect;
- (4) assist the President to sign and deliver in the name of the corporation 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 or bylaws or by the board to another officer or agent of the corporation;
- (5) assist the President to maintain records of and, when necessary, certify proceedings of the board and the members; and
- (6) perform other duties prescribed by the board.

Subd. 3. **Secretary-Treasurer.** The secretary-treasurer shall:

- (1) keep accurate financial records for the corporation;
- (2) deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board;
- (3) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit;
- (4) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the board;
- (5) upon request, provide the president and the board an account of transactions by the treasurer and of the financial condition of the corporation; and
- (6) perform other duties prescribed by the board or by the president.

**OFFICERS CONSIDERED ELECTED.**

In the absence of an election or appointment of officers by the board or the members, the

person exercising the principal functions of the president or the treasurer is considered to have been elected to the office.

of the term in the manner provided in the articles or bylaws, or as determined by the board.

#### **QUORUM.**

Subdivision 1. **Number required.** Unless otherwise provided by the articles or bylaws, a quorum for a meeting of members is ten percent of the members entitled to vote at the meeting.

Subd. 2. **Action.** (a) Except as provided in paragraph (b), a quorum is necessary for the transaction of business at a meeting of members. If a quorum is not present, a meeting may be adjourned from time to time for that reason.

(b) If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

#### **PROXIES.**

There shall not be any voting by Proxy, except by Members of the Board of Directors.

#### **BOOKS AND RECORDS; FINANCIAL STATEMENT.**

Subdivision 1. **Articles and bylaws; minutes.** A corporation shall keep at its registered office correct and complete copies of its articles and bylaws, accounting records, voting agreements, and minutes of meetings of members, board of directors, and committees having any of the authority of the board of directors for the last six years.

Subd. 2. **Inspection.** A director may inspect all documents referred to in subdivision 1 or 3 for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a director of the corporation.

Subd. 3. **Financial statement.** Upon request, a corporation shall give the director a statement showing the financial result of all operations and transactions affecting income and surplus during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of the accounting period.

Subd. 4. **Other use prohibited.** A director who has gained access under this section to any corporate record may not use or furnish to another for use the corporate record or a portion of the contents for any purpose other than a proper purpose. Upon application of the corporation, a court may issue a protective order or order other relief as may be necessary to enforce the provisions of this subdivision.

Subd. 5. **Cost of copies.** The corporation may charge the requesting party a reasonable fee to cover the expenses of providing copies of documents under this section.

Subd. 6. **Computerized records.** The records maintained by a corporation may use any information storage technique, even though the technique makes them illegible visually, if the records can be converted accurately and within a reasonable time into a form that is legible visually and whose contents are assembled by related subject matter to permit convenient use by people in the normal course of business. A corporation shall convert any of the records referred to

in subdivision 1 or 3 upon the request of a person entitled to inspect them, and the expense of the conversion must be borne by the person who bears the expense of copying under subdivision 5. A copy of the conversion is admissible in evidence, and must be accepted for all other purposes, to the same extent as the existing or original records would be if they were legible visually.

**Subd. 7. Remedies.** A member or a director who is wrongfully denied access to or copies of documents under this section may bring an action for injunctive relief, damages, and costs and reasonable attorney fees.

**LOANS; GUARANTEES; SURETYSHIP.**

The corporation shall not borrow or lend money or extend credit of any kind.

**ADVANCES.**

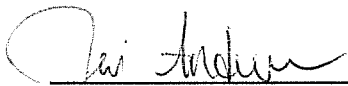
A corporation may, without a vote of the directors, advance money to its directors, officers, employees, or agents to cover expenses that can reasonably be anticipated to be incurred by them in the performance of their duties and for which they would be entitled to reimbursement in the absence of an advance.

**Insurance.** A corporation may buy and maintain insurance on behalf of a person in that person's official capacity against liability asserted against and incurred by the person in or arising from that capacity, whether or not the corporation would have been required to indemnify the person against the liability under this section.

**Disclosure.** A corporation with members with voting rights that indemnifies or advances expenses to a person under this section in connection with a proceeding by or on behalf of the corporation shall report to the members in writing the amount of the indemnification or advance and to whom and on whose behalf it was paid not later than the next meeting of members.

**Indemnification of other persons.** This section does not limit the power of a corporation to indemnify other persons.

The Undersigned certifies that these Amended By-Laws were adopted by the Board of Directors of **SHAKOPEE VARSITY BASEBALL BOOSTER CLUB, a Minnesota Non-Profit Corporation, effective as of the date hereof.**

  
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Secretary,  
Shakopee Varsity Baseball Booster Club

Dated: 3/23/09