

**BYLAWS OF  
WACONIA BASKETBALL ASSOCIATION, INC.**

**ARTICLE 1 – OFFICES**

- 1.1) Offices. The principal office of the corporation shall be 1340 Eagle Drive, Waconia, Minnesota 55387. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may from time to time designate.

**ARTICLE 2 – DIRECTORS**

- 2.1) General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.
- 2.2) Number and Election. The corporation shall have the number of directors (not less than three) as determined by the Board of Directors from time to time. The directors shall determine the number of directors and elect directors at duly held meetings from time to time. The number of Directors constituting the Board of Directors is herein set at nine.
- 2.3) Term. Each director shall serve for a one year term and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director.
- 2.4) Removal. A director may be removed at any time, with or without cause, by a majority of the other directors of the corporation. Removal shall be effective upon the mailing of a written notice to the director who is removed.
- 2.5) Resignation. Any director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.
- 2.6) Vacancies. Vacancies in the Board of Directors may be filled by the remaining directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been elected and qualified.
- 2.7) Quorum; Voting. A majority of the directors entitled to vote shall constitute a quorum for the transaction of business. A quorum is herein established as five. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of a number of

directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors.

2.8) Board Meetings.

- (a) Meetings. Regular meetings of the Board of Directors shall be held monthly on the 2<sup>nd</sup> Wednesday of each month and on a more frequent basis at the discretion of the Board. The Board may hold such meetings as it may from time to time determine. The meetings shall be held at any place within or without the State of Minnesota that the Board may designate. Absent such designation, Board meetings shall be held at the registered office of the corporation. Any three directors may call a special Board meeting.
- (b) Notice. Notice of Board meetings shall be made by giving twenty-four (24) hours oral notice or two (2) days written notice to all directors of the date, time, and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Oral notice may be given by telephone or in person. Written notice may be given by mail, email, facsimile transmission, telegram, or may be delivered to the address maintained for each director in the records of the corporation. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

2.9) Waiver of Notice. A director may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a director 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 thereafter in the meeting. All waivers shall be filed with the records of the corporation.

2.10) Electronic Conference 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 or the committee, 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 the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

2.11) Action Without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed 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; provided, that all of the directors must be notified immediately of the content and effective date. Any such written action shall be filed with the Minutes of the corporation.

- 2.12) Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed to preclude any director from serving this corporation in any other capacity and receiving proper compensation therefore.

### **ARTICLE 3 – OFFICERS**

- 3.1) General. The corporation shall have a President, Vice President, Secretary, and Treasurer and such other officers or agents as it deems necessary. Any of the offices or functions of those offices may be held by the same person. Officers shall receive reimbursement for their expenses as determined from time to time by the Board.
- 3.2) Election, Term, and Removal. At the annual meeting of the Board of Directors, the Board shall elect officers, who shall hold office until the next election of the officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such officer; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at any duly held meeting of the Board (without prejudice, however, to any contract rights of such officer.)
- 3.3) Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when notice is given to the corporation, unless a later date is specified in the notice.
- 3.4) Vacancies. If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President or Treasurer, shall be filled for the unexpired part of the term by the Board of Directors.
- 3.5) President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of the corporation, and have general active management of the business of the corporation; (b) preside at all meetings of the Board; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the corporation any 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, these Bylaws or the Board to some other officer or agent of the corporation; (e) maintain records of and certify proceedings of the

Board; and (f) perform such other duties as may from time to time be prescribed by the Board.

- 3.6) Vice President. Unless provided other wise by a resolution adopted by the Board of Directors, the Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Board of Directors may designated the Vice President to succeed to the power and duties of the President.
- 3.7) Secretary. Unless provided otherwise by a resolution adopted by the Board of Directors, the Secretary shall be secretary of and attend all meetings of the Board of Directors, and record the proceedings of such meetings in the minute book of the corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.
- 3.8) Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) be the Chief Financial Officer of the corporation, keep accurate financial records for the corporation; (b) 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 designated from time to time; (c) endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render in a timely manner to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.
- 3.9) Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.
- 3.10) Delegation. Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

#### **ARTICLE 4 – COMMITTEES**

- 4.1) Executive Committee. The Board of Directors may, by action of a majority of the entire Board, designate two or more of its members as an Executive Committee which, to the extent determined by the resolution of the Board, shall have and exercise the authority of the Board in the management of the business of the

corporation. Members of the Executive Committee must be officers of the Corporation. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting.

- 4.2) Other Committees. The Board of Directors may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committees.

#### **ARTICLE 5 – FISCAL YEAR**

- 5.1) Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors. The fiscal year of the corporation is herein set as the calendar year.

#### **ARTICLE 6– INDEMINIFICATION; STANDARD OF CONDUCT**

- 6.1) Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota statutes, Section 317S.521 as now enacted or hereafter amended.
- 6.2) Conflicts of Interest. The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a director of the corporation or between the corporation and an organization in which a director of the corporation is a director, officer, or legal representative or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.
- 6.3) Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

#### **ARTICLE 7 – AMENDMENTS**

- 7.1) Amendments. The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of more than fifty percent of the directors, provided, that all directors shall be notified of the proposed amendments at least five days before such action takes place.