

ARTICLES OF ASSOCIATION AND BY-LAWS OF THE BLAINE BACK COURT CLUB

ARTICLE I

OFFICERS: The registered office of the **ASSOCIATION** shall be at Blaine, County of Anoka, and State of Minnesota. The **ASSOCIATION** shall have other offices at such places as the **Board of Directors** may from time to time determine.

ARTICLE II

PURPOSE CLAUSE: The **ASSOCIATION** is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 © 3 of the Internal Revenue Code.

DISSOLUTION CLAUSE: Upon the dissolution of the **ASSOCIATION**, the **ASSOCIATION** shall, after paying or making provisions for the payment of all the liabilities of the **ASSOCIATION**, dispose of all the assets of the **ASSOCIATION** exclusively for the purposes of the association in such manners, or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 © 3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county which the principal office of the **ASSOCIATION** 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.

ARTICLE III

SECTION 1. Membership in the **ASSOCIATION** shall be open to the following, as classified:

A: Individual Membership: It is the intent of the **BACK COURT CLUB** to work with the youth in the area to promote good character and develop sportsmanship; therefore, all men and women 18 years or older who have registered one or more youth members of their family in the **BACK COURT CLUB** shall be members. There shall be no other limitation on individual membership.

B. Sustaining Membership: Sustaining membership shall be open to all Firms and Organizations who desire to support this **BACK COURT CLUB**.

C. Other Membership: The **Board of Directors** shall have the power to create categories of Associate, and Honorary Membership, which in its discretion are advisable and extend such privileges as it deems advisable.

SECTION 2. Annual Dues: The annual dues of the individual members shall be covered as part of individual youth program registration. Dues of sustaining members shall be in accordance with their interest in supporting the **BACK COURT CLUB**.

ARTICLE IV

SECTION 1. Membership Meetings: All meetings of the membership shall be held at such place as determined by the **Board of Directors**.

SECTION 2. Annual Meetings: The annual meeting of the membership shall be held on the second Tuesday of April of each year or within ten days of such date as may be deemed necessary by the board.

SECTION 3. Special Meetings: Special meetings of the membership for any purpose, unless otherwise prescribed by statute, shall be called by the **PRESIDENT**, or shall be called by the **PRESIDENT** and the Secretary at the request of a majority of the **Board of Directors**, or at the request of 50% of the

membership entitled to vote at such meeting. Such call shall state the purpose or purposes of the proposed meeting, and business transacted at all special meetings shall be confined to purposes stated in the call.

SECTION 4. Notice of Annual or Special Meeting: Notice of Annual or Special Meetings and agenda of same shall be published in the official publication of the communities served and posted at the City Hall of Blaine seven days prior to the meeting.

SECTION 5. Quorum: The presence at any meeting in person of more than 50% of the members entitled to vote there shall be considered a Quorum for the transaction of business.

SECTION 6. Voting: At each meeting of the membership, individual members shall be entitled to one vote and all sustaining members shall be entitled to one vote per organization or association, exercisable by representative of said sustaining member. All other members shall not be entitled to vote. There shall be no voting by proxy. Upon demand of any member, the vote for Directors or the vote upon any question before the annual meeting shall be by ballot. All elections held shall be decided by majority vote except as otherwise required by statute.

ARTICLE V

SECTION 1. Election of Directors: The management and business of the Club shall be vested in a Board of Directors consisting of up to 17 members. The Board shall in March, ratify the number of members to serve on the Board, and the Board positions to stand for election at the annual meeting. Members will serve for a staggered two year term. Thereafter each director so elected shall serve for a term of two years or until his successors shall have been elected and qualified. If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office even if less than a quorum, by a majority vote may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred. There will also be voting from each of the Blaine High School boys and girls coaching staff on the Board of Directors which will be included in the above fixed number annually set by the Board.

SECTION 2. Notice of Regular Meeting: Regular meetings of the Board shall be held without notice at such times as a majority of the members of the Board from time to time determine.

SECTION 3. Notice of Special Meetings: Special Meetings of the Board may be called by the President at any time and shall be called by him whenever requested to do so by any member of the Board. Notice of special meetings shall be given to each Director personally by telephone or by mail at least three days prior to the meeting. A special meeting may be called without notice to the Directors if a full Board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice thereof. Any action which might be taken at a meeting of the **Board of Directors** may be taken without a meeting if done in writing, signed by all of the Directors.

SECTION 4. Quorum: At all meetings of the Board, more than 50% of the Directors shall be necessary and sufficient to constitute a Quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a Quorum, shall be the act of the **Board of Directors**.

SECTION 5. Order of Business: The **Board of Directors** may from time to time determine the order of business at their meeting.

SECTION 6. Transfer of Assets to ASSOCIATION: The **Board of Directors** shall have the authority to approve and accept property and facilities to be turned over to the **ASSOCIATION**.

ARTICLE VI

SECTION 1. EXECUTIVE OFFICERS: The **Board of Directors** at its first meeting following the annual meeting of the membership, shall elect from its own number, a **PRESIDENT, VICE**

PRESIDENT, SECRETARY, TREASURER, DIRECTOR OF PURCHASING, BOYS AND GIRLS COORDINATORS, BOYS AND GIRLS TOURNAMENT COORDINATORS, AND PUBLIC RELATIONS OFFICER, who shall hold office for one year or until their successor or successors are chosen and qualify in their stead.

SECTION 2. Other officers: The Board may appoint such other officers and agents as it shall deem necessary from time to time shall exercise such powers and perform such duties as shall be determined by the **Board of Directors**.

SECTION 3. President: The President shall be the Chief Executive Officer of the **ASSOCIATION** and shall see that all orders and resolutions of the Board are carried into effect.

SECTION 4. Vice President: The Vice President shall, in the absence or disability of the **President**, perform the duties and exercise the power of the President and shall perform such other duties as the **Board of Directors** shall prescribe.

SECTION 5. Secretary: The Secretary shall attend all sessions of the **Board of Directors** and all meetings of the members and record all votes and minutes of all proceedings in a book kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the **Board of Directors** and shall perform such other duties as prescribed by the **Board of Directors**. He shall keep in safe custody the Seal of the **ASSOCIATION** and when authorized by the Board, affix the same to any instrument requiring it.

SECTION 6. Treasurer: The Treasurer shall have the custody of the **ASSOCIATION** funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the **ASSOCIATION** and shall deposit all monies, and other valuable effects in the name and to the credit of the **ASSOCIATION**. In such depositories as may be designated by the **Board of Directors**. He may disburse funds of the **ASSOCIATION** as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the **President and Directors** at the regular meeting of the Board, or whenever they may require an account of all his transactions as Treasurer and of the financial condition of the **ASSOCIATION**.

SECTION 7. Director of Purchasing: The Director of Purchasing shall negotiate all large or high cost orders of equipment or materials required by the **ASSOCIATION** and shall perform all other such duties as the **Board of Directors** shall prescribe.

SECTION 8. Coordinators (Boys and Girls): The Coordinators shall perform such duties as directed by the **Board of Directors**.

SECTION 9. Tournament Coordinators (Boys and Girls): The Tournament Coordinators shall perform all duties required to run each of the tournaments that the **Board of Directors** choose to run in the course of the year.

SECTION 10. Public Relations Officer: The Public Relations Officer shall work with one representative from each team to work on the program or programs for all of our tournaments. Also the Public Relations Officer is to perform any other duties that the **Board of Directors** shall prescribe.

SECTION 11. Vacancies: If the office of any executive officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office although less than a quorum, by a Majority vote, may choose a successor or successors, who shall hold for unexpired term in respect of which such vacancy occurred.

SECTION 12. DISQUALIFICATIONS: The **Board of Directors** has the authority to disqualify any Board member for failure to adhere to the following requirements:

- a. Board Members are required to attend all membership meetings unless absence is authorized by the Board.
- b. After two (2) unauthorized absences a verbal warning shall be issued by the **PRESIDENT**.
- c. Written action shall be taken by the **PRESIDENT** after three (3) unauthorized absences.
- d. Disqualification occurs after four (4) unauthorized absences within one fiscal year, when actions outlined in ARTICLE VI. Section 12b and 12c are followed.

SECTION 13. Employees: The Board of Directors shall have the power to appoint and remove at pleasure all agents and employees of the ASSOCIATION, prescribe their duties, fix their compensation, and it shall be the duty of the Board of Directors to supervise all agents and employees of the ASSOCIATION and to see that their duties are properly performed.

SECTION 14. Athletic Programs and Committees: The Board of Directors may establish individual athletic programs or committees, provide rules and regulations therefore, and appoint Directors and chairman thereof as it may from time to time deem necessary.

SECTION 15. Other Powers: In addition to the powers and authority conferred upon them by this and other articles of these By-Laws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the conduct of the Business of this ASSOCIATION.

ARTICLE VII

ASSOCIATION RECORDS

SECTION 1. Records: The Board of Directors shall keep a complete record of all their minutes and acts, and of the proceedings of the members, and present a full statement at the regular annual meeting of the members, showing in detail the assets and liabilities of the ASSOCIATION.

ARTICLE VIII

FINANCES

SECTION 1. Disbursements: All disbursements of the ASSOCIATION must be made by check and signed by both the President and Treasurer.

SECTION 2. Approval Authority: The Board must approve all financial plans and their accompanying operating plans prior to execution of individual programs. The Board must also approve individual purchases exceeding \$100. The Director of Purchasing is empowered to enter into contracts with suppliers for amounts of \$100 or less. The Director of Purchasing shall negotiate all contracts or agreements with local suppliers to enable those agents named by him to charge expendable and miscellaneous items of \$100 or less required to operate individual programs on a day to day basis. Authorization to use such accounts must be limited to two individuals and only for the duration of the program. Bills from such suppliers must be reviewed and approved by the Director of Purchasing prior to their payment.

SECTION 3. Legal Documents: The President and Secretary of the ASSOCIATION shall sign all legal documents as evidence of indebtedness of the ASSOCIATION.

Joe Johnson, President

Mark Romick, Secretary