

Big Lake Youth Basketball Association Bylaws

Article 1 – Registered Office

The Big Lake Youth Basketball Association (BLYBA) records shall be stored at the Treasurer's residence. The official mailing address of the BLYBA is: PO Box 131, Big Lake, MN 55309.

Article 2 – Membership

The BLYBA shall have four (4) classes of membership.

Class A – membership is reserved for the Board of Directors of the BLYBA.

Class B – membership is reserved for adults (18 years of age or older), that have attended at least 4 of the 8 monthly board meetings from September through April, and have a child participating in BLYBA sponsored programs. In addition, Class B membership is extended to members appointed to committees that the Board of Directors may establish from time to time.

Class C – membership is reserved for adults (18 years of age or older), that have attended less than 4 of the 8 monthly board meetings from September through April, and have a child participating in BLYBA sponsored programs.

Class D – membership is reserved for those individuals and groups that participate in BLYBA sponsored programs or services.

Voting Rights – are awarded only to Class A and B members.

Article 3 – Board of Directors

Section 3.1 Number and Method of Election – The Board of Directors of the BLYBA shall consist of no fewer than seven (7) and no more than thirteen (13) persons, and subject to such limitation, the number of members on the Board of Directors shall be designated from time to time by the Board of Directors. The open positions for the Board of Directors of the BLYBA shall be elected by the Class A and B members at each year-end (April) board meeting.

Section 3.2 Board Member Eligibility (Elected Positions) – Board Members do not need to have a child in the BLYBA program to be eligible for a Board position. Board Members cannot be a member of the basketball coaching staff in the Big Lake Independent School District 727, grades 7 through 12, (exception applies to Varsity Head Coaches of the Big Lake High School Boys and Girls Basketball coaching staff). Spouses cannot hold Board positions at the same time.

Section 3.3 Board Member Nomination – Candidates must be a Class A or B member to be placed on the ballot for an open Board of Director position. Candidates may only be listed on the ballot for one position. A Board of Director is allowed to run for any other Board position up for election if they choose. If elected to the new position, they must vacate the previous position for the balance of the term.

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Section 3.4 Terms – Board Members on the BLYBA Board of Directors shall be elected to serve for a term of two (2) years. A Board Member shall hold office for the term for which he or she was elected, and until the end of the meeting at which their respective successors has been elected, and until such successor has qualified. Any Board Member may, at any time, be removed with cause by the Board of Directors. Any vacancy because of death, resignation or removal of a Board Member shall be filled by majority vote of the Board of Directors for the unexpired term of such Board Member. Any increase in the number of members of the Board of Directors shall be filled by majority vote of the Board of Directors for the unexpired term of such Board Member. The same Board Member may hold more than one office at the same time, except the offices of (a) President and Secretary, or (b) President and Treasurer. There is no limit to the number of terms a Board Member may serve.

Section 3.5 President – The President shall preside at all meetings of the Board of Directors. The President shall be responsible for the general supervision, direction and management of the affairs of the BLYBA. The President may execute on behalf of the BLYBA all contracts, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the BLYBA. The President shall serve as ex-officio member of all BLYBA committees. The President shall perform other duties that may be assigned from time to time by the Board of Directors. The term for the position of President expires on even numbered years.

Section 3.6 Vice-President, Boys – In the absence of the President, the senior Vice President shall perform all duties of the President. When so doing, the senior Vice President shall have all the powers of, and be subject to the same restrictions as, the President. The Vice-President with input from the Board of Directors, shall be responsible for overseeing the activities for the Boys' programs. The Vice-President is the first point of contact with the Board of Directors for members with questions or grievances. The Vice-President shall perform other duties that may be assigned from time to time by the Board of Directors. The term for the position of Vice-President, Boys expires on even numbered years.

Section 3.7 Vice-President, Girls – In the absence of the President, the senior Vice President shall perform all duties of the President. When so doing, the senior Vice President shall have all the powers of, and be subject to the same restrictions as, the President. The Vice-President with input from the Board of Directors, shall be responsible for overseeing the activities for the Girls' programs. The Vice-President is the first point of contact with the Board of Directors for members with questions or grievances. The Vice-President shall perform other duties that may be assigned from time to time by the Board of Directors. The term for the position of Vice-President, Girls expires on odd numbered years.

Section 3.8 Treasurer – The Treasurer shall be responsible for maintaining and reporting accurate financial records for the BLYBA and safeguarding the assets of the BLYBA. The Treasurer shall present a report of the BLYBA financial transactions and status to the Board of Directors at each monthly board meeting. The Treasurer is responsible for ensuring the BLYBA tax returns and legal documents regarding the BLYBA 501(c)3 status are filed in a timely manner. The Treasurer shall perform other duties that may be assigned from time to time by the Board of Directors. The term for the position of Treasurer expires on odd numbered years.

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Section 3.9 Secretary – The Secretary shall record accurate minutes of all meetings and shall be custodian of the records, documents and papers of the BLYBA. The Secretary will be responsible for notifying the members and Board of Directors of future meetings. The Secretary shall serve as ex-officio member of all BLYBA committees. The Secretary shall perform other duties that may be assigned from time to time by the Board of Directors. The term for the position of Secretary expires on even numbered years.

Section 3.10 Budget Committee Director (2 Positions) – The Budget Committee Director shall provide input to determine fees for registration, uniforms, tournaments, etc. The Budget Committee Director shall perform other duties that may be assigned from time to time by the Board of Directors. The terms for the positions for Budget Committee Director are staggered and expire on even and odd numbered years.

Section 3.11 Volunteer Director – The Volunteer Director shall be responsible for scheduling volunteers for BLYBA programs and tournaments. The Volunteer Director shall maintain accurate records and provide notification to the Treasurer of those members that have or have not fulfilled their volunteer obligation. The Volunteer Director shall perform other duties that may be assigned from time to time by the Board of Directors. The term for the position of Volunteer Director expires on odd numbered years.

Section 3.12 Tournament Director – The Tournament Director shall be the BLYBA point of contact for all potential tournament participants. The Tournament Director shall be Chairperson of the tournament committee and shall provide overall leadership and issue management throughout the tournament weekend. The Tournament Director shall perform other duties that may be assigned from time to time by the Board of Directors. The term for the position of Tournament Director expires on even numbered years.

Section 3.13 Ex-Officio and Honorary Directors – The Board of Directors may from time to time, appoint one or more Ex-Officio or Honorary Directors of the BLYBA. The Varsity Head Coaches of the Big Lake High School Boys and Girls Basketball coaching staff can be appointed as Ex-Officio Directors of the BLYBA. As Ex-Officio Directors the Varsity Head Coaches of the Big Lake High School Boys and Girls Basketball coaching staff will be granted Class A voting privileges. Honorary Directors shall be advisory members of the Board Directors of the BLYBA and shall be granted Class B voting privileges. Any appointment of Ex-Officio or Honorary Directors shall be for a specified term and based on criteria as the Board of Directors deems appropriate.

Section 3.14 Additional Powers – Any Director of the BLYBA, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform additional duties as may be prescribed from time to time by the Board of Directors.

Article 4 – Meetings of the Board of Directors

Section 4.1 Year-End Meeting – The year-end meeting for the members of the BLYBA will be held in April of each year. The purpose of the meeting is to elect Board Members to vacant

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positions and transacting other business that may properly come before the membership at this time.

Section 4.2 Membership Meetings – Membership meetings will be held the third Wednesday of each month from September through April, at a time and location set by the Board of Directors.

Section 4.3 Board of Director Meetings – Board of Director Meetings will be scheduled as needed by the President, or a majority vote of the Board of Directors, throughout the calendar year at a time and location set by the Board of Directors.

Section 4.4 Notice of Meetings – Advance notice of the membership and year-end meetings will be posted on the BLYBA website and published in the local newspaper.

Section 4.5 Quorum and Voting for Monthly Membership and Board of Director Meetings – The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting. At all meetings of the Board of Directors, each Director shall be entitled to cast one (1) vote on any question coming before the Board of Directors. A majority vote of the Board of Directors present at any meeting, if there is a quorum, shall be sufficient to transact business, unless a greater number of votes are required by law or these bylaws. A Board Member shall not appoint a proxy for himself or herself to vote by proxy at any BLYBA meeting. A Board Member who is present at a meeting of the Board of Directors when an action is taken is presumed to have agreed to the action unless the Board Member votes against the action or is prohibited from voting on the action. Issues requiring a vote without the minimum number of members present must be tabled until the next meeting or missing members polled by phone or e-mail and witnessed by two (2) other Board Members.

Section 4.6 Quorum and Voting for the Year-End Meeting – Any combination of Class A and Class B members totaling seven (7) or more shall constitute a quorum for the purpose of conducting business usual to the year-end meeting.

Section 4.7 Adjourned Meetings – If a quorum is established when the meeting is convened, the Board Members present may continue to transact business until adjournment even when the number of Board Members drops below the established quorum.

Section 4.8 Written Action – Any action that could be taken at a meeting of the Board of Directors may be taken by written action and signed by all Board Members. Email is considered a form of written action. Any business conducted by the Board of Directors via telephone conference shall be recognized as officially conducted business if a quorum of Board Members is in attendance during the telephone conference.

Section 4.9 Board of Director Conflict of Interest – Each Board Member shall declare any conflict of interest prior to the Board taking any action upon an item in which the Board Member has a direct interest. The Board Member with a conflict of interest must remove himself or herself from the discussion and voting of the Board on that particular issue.

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Article 5 – Committees

Section 5.1 Authority – The Board of Directors, by a majority vote, may at any time establish a committee with duties and responsibilities as granted to it from time to time by the Board of Directors. Every committee shall have the power of investigation, reporting and recommendation. The Board of Directors may from time to time grant a committee authority to act. Each committee shall, at all times, be subject to the control and direction of the Board of Directors. The President and Secretary shall be ex-officio members of all committees, but will be without the power to vote on committee actions.

Section 5.2 Meetings and Voting – The presence of a majority of the members shall constitute a quorum at any committee meeting. Meetings of any committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson, provided 3 days advance notice is given. At all meetings of a committee of the BLYBA, each member shall be entitled to cast one (1) vote on any question coming before the committee. The presence of a majority of the members of any committee shall constitute a quorum at any meeting. A majority vote of the members of a committee of the BLYBA, present at any meeting, if there is a quorum, shall be sufficient to transact business.

Article 6 – Indemnification

To the full extent permitted by applicable law, the BLYBA shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including a proceeding by or in the right of the BLYBA, by reason of the former or present capacity of the person, as a director, coordinator or member of a committee of the BLYBA, against judgments, penalties, fines, settlements, and reasonable expenses, including attorney fees and disbursements, incurred by the person in connection with the proceeding.

The BLYBA may, to the full extent permitted by applicable law, from time to time, in effect, purchase and maintain insurance on behalf of any person who is or was a director, coordinator or member of a committee of the BLYBA against any liability asserted against such person and incurred by such person in such capacity.

Article 7 – Miscellaneous

Section 7.1 Fiscal Year – Unless otherwise fixed by the Board of Directors, the fiscal year of the BLYBA shall begin on September 1st and end on the succeeding August 31st.

Section 7.2 Approval Authority – The Board of Directors must approve all financial plans and their accompanying operating plans prior to execution of individual programs. The Board of Directors must also approve individual purchases exceeding \$250. The President or Treasurer is empowered to approve individual purchases for amounts of \$250 or less. Invoices must be reviewed and approved by the Treasurer prior to their payment.

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Section 7.3 Authority to Borrow, Encumber Assets – No Board Member, Coordinator or member of a committee of the BLYBA shall have the power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolution from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 7.4 Deposit of Funds – All funds of the BLYBA shall be deposited from time to time to the credit of the BLYBA in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn in the manner or manners authorized by the Board of Directors from time to time.

Section 7.5 Provision Contrary to Law – Any portion of this document which violates any provision of the laws of the State of Minnesota, of the United States, either now or hereafter, will be null and void and without force or effect. If any provision of the document or the application of any such provision under any circumstances is held invalid, it will not affect any other provision under other circumstances.

Section 7.6 Amendments – The Board of Directors may amend these bylaws with a two-thirds majority vote of the Board Members by adopting a resolution setting forth the amendment.

Section 7.7 Issues Not Covered – Any issues not covered under these bylaws will be decided solely by the Board of Directors.

Section 7.8 Dissolution of the BLYBA – In the event the BLYBA ceases to exist, all assets, cash, equipment and miscellaneous items will be donated equally to Big Lake Independent School District 727, Middle School and High School, Boys and Girls basketball programs. However, if Big Lake Independent School District 727 is not then in existence, is no longer a qualified recipient, or is unwilling or unable to accept the distribution, then the assets of the BLYBA shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c) (3) of the Internal Revenue Code.

These bylaws have been duly adopted by the Big Lake Youth Basketball Association on July 28, 2010 and supersede any and all previous editions of the bylaws established for the Big Lake Youth Basketball Association.