

Bylaws
Of
Rogers Area Youth Baseball Association, Inc.

Article I – Name and Location

- Section 1. The name of this corporation shall be the Rogers Area Youth Baseball Association, Inc.
- Section 2. Its registered office shall be located at P.O. Box 251, Rogers, MN 55374.
- Section 3. Other offices for the transaction of business shall be located at such places as the board of directors may from time to time determine.

Article II – Mission and Principles

The mission of this corporation is to promote the playing of amateur Baseball for school youth within the catchment area of Independent School District 728 laying south of the Mississippi River, including training, instruction, coaching, practice and competition between teams sponsored by this corporation and teams sponsored by other corporations or associations in different areas and all purposes necessary and incidental to the foregoing.

In order of priority, the Rogers Area Youth Baseball Association shall promote the following goals:

- ... to help youth in the program to develop with positive attitudes about self esteem, sportsmanship and team play.
- ... to promote having fun while learning to play competitive Baseball.
- ... to field competitive teams that are able to win at a level in which they are placed.

Article III – Annual Membership Meeting

- Section 1. **Annual Meeting.** The annual meeting of the members of the corporation shall be held in the month of August of each year at such place and time as the Board of Directors may determine. Notice of the annual meeting shall be given through publication in the newspaper of official publication of Independent School District 728, not less than 7 days prior to the date of such meeting. At such meeting, the members of the corporation shall elect directors to serve until their successors are duly appointed or elected, and shall transact such other business as may properly come before the meeting.
- Section 2. **Notice of Special Meeting.** Notice of a special meeting of the members of the corporation stating the time, place and object thereof shall be given to each member of the corporation at least 1 week before such meeting.
- Section 3. **Quorum.** A quorum of any meeting of the membership of the corporation shall consist of not fewer than seven (7) members thereof; any action by the majority of those present shall be the action of the membership.

- Section 4. Voting. Each custodial parent of a child enrolled in the program shall thereby become a member of the corporation and shall be entitled to vote at all meetings of the membership, if in attendance at such meetings, for a period of one year immediately following enrollment of the child in the program. All current coaches and assistant coaches shall also become members of the corporation and shall be entitled to vote at all meetings of the membership.
- Section 5. Officer Presiding – Order of Business. The president of the board of directors or, in his/her absence, the Vice President or any director elected by majority vote of those present, shall preside at each meeting.

The order of business at the annual meeting of the board shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Reports of Committees
6. Election of Directors
7. Unfinished business
8. New business

Article IV – Board of Directors

- Section 1. Management and Corporation. The management and direction of the business and affairs of the corporation shall be vested in the board of directors.

The board of directors alone may authorize the sale or other disposition of substantially all corporate assets in the usual and regular course of the corporation's activities, and may grant a security interest in substantially all the corporate assets at any time.

- Section 2. Term, Number, Manner of Election. The board of directors shall consist of not less than eight (8) nor no more than eighteen (18) members whose terms of office shall be three years and at-large directors to be elected each year. Those directors elected shall be divided as equally as possible into three groups, with the terms of approximately one-third (1/3) of the members expiring each year. All of the directors must be adults.

The term of office for directors shall commence at the regular meeting of the board immediately following the annual membership meeting at which they were elected. Board members shall serve until their successor's term commences. Absence from three (3) consecutive meetings of the Board may, at the discretion of the Board, be construed as a resignation by the members so absent.

Member-at-Large. A one year position appointed by the board of directors. A board member-at-large is a non-voting board member, subject to the same code of ethics as a voting board member.

- Section 3. Action by Conference. 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 to 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 these means constitutes personal presence at the meeting.

- Section 4. Authority to Amend Bylaws. Authority to make or alter the bylaws of this corporation shall be vested in the board of directors. Amendment shall be upon affirmative two-thirds (2/3) vote of the entire board of elected directors.
- Section 5. Meetings. Meetings of the Board of Directors shall be held monthly or on call of the President, or if he/she is absent, unable, or refuses to act, by any officer, or by any five (5) directors, providing not less than five (5) days notice is given to each director with the purpose of such meeting stated. Notice of regular meetings of the Board is not required. The President shall be elected at the annual meeting of the board of directors, shall serve until his/her successor is duly elected, and shall preside at all board meetings.

The order of business at meetings of the board of directors shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Reports of Committees
6. Election of Directors
7. Unfinished business
8. New business

Section 6. Quorum. Except as otherwise expressly provided in these bylaws or the Articles of Incorporation, a number not fewer than two thirds (2/3) of the members of the board shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a quorum is present at a duly convened meeting, a majority of the directors present may adjourn the meeting from time to time with out further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The directors present at the duly organized meeting may continue to transact business until adjournment, notwithstanding withdrawal of enough directors to leave less than a quorum.

Section 7. Officers Elected. The board of directors shall elect the officers of the corporation.

Section 8. Vacancies. Subject to express limitations in the Articles of Incorporation or these bylaws, vacancies in the board of directors may be filled by the remaining directors at any duly convened directors meeting. For purposes of this section, a majority of the directors remaining shall constitute a quorum.

Section 9. Miscellaneous. A director who is present at a board meeting when an action is approved is presumed to have assented to the action, unless he/she objects to the meeting, votes no or is prohibited from voting because of a conflict of interest.

A director is set by action of the majority of the entire board.

Directors may not vote by class, but a class may be prohibited altogether from voting.

Section 10. Duties. The duties of the Board of Directors shall be:

1. To manage the affairs of the corporation.
2. To adopt policies and procedures as may be consistent with the articles of incorporation and bylaws.
3. To appoint such committees as it may deem expedient for carrying out the objectives of this corporation and to act upon the recommendations of the committees.
4. To employ such persons as it may deem necessary for the successful completion of the objectives of the corporation.
5. To give at least once a year a full and complete report of its activities.

Article V – Officers and Directors

Section 1. Officers Generally. The board of directors at its monthly meeting immediately following the annual membership meeting shall elect a President, a Vice President, a Secretary and a Treasurer from its own number. An officer may not delegate some or all of his duties to another person without prior approval by action of the board.

Section 2. Terms. Officers shall serve for a term of one (1) to three (3) years commencing on the first day following the election, or until their successors qualify. Should a vacancy occur in one of the offices, his/her successor shall be appointed by the President to be confirmed by the board of directors at its next regular or special meeting, following occurrence of the vacancy. No individual shall hold more than one office concurrently. A nominating committee shall annually prepare a slate of officers and new directors for presentation at the Board of Directors meeting immediately following the annual membership meeting.

An officer may resign by giving written notice. An officer may be removed, with or without cause, by the action of the majority of the entire board.

Section 3. President. The president of the board of directors shall preside at all meetings of the board of directors, and shall see that all orders and resolutions of the board are carried into effect. The president shall be considered a representative of the board of directors at official functions concerning the Rogers Area Youth Baseball Association. The president shall be an ex officio member of all standing committees.

Section 4. Vice President. The vice president shall act as an ex officio member on all committees and in lieu of the president on all occasions as the president shall direct. In the absence of the president or in the event of his/her death or inability or refusal to act, the vice president shall perform the duties of the president. When acting in lieu of the president, the vice president shall perform such other duties as from time to time may be assigned to him/her by the president or the board.

Section 5. Secretary. The secretary or their designees shall attend all sessions of the board of directors and all meetings of the members and shall provide for the recording of all votes and minutes of all proceedings. The secretary shall perform such other duties as may be prescribed by the board of directors or the chairperson, under whose supervision he/she will be. The official record of the proceedings of the corporation shall be kept on file at the registered office of the corporation.

Section 6. Treasurer. The treasurer shall provide for the presentation of the official report of financial standing to the board of directors at its regularly scheduled meetings. The treasurer shall be appointed a member of the finance committee and, in this role, be the appointed representative of the board of directors in matters of finance. The treasurer shall, together with other appointed representatives, sign for the disbursement of funds.

The treasurer shall give the corporation a bond, if required by a majority vote of the board of directors, in such an amount as determined.

Section 7. Restricted Authority. None of the officers of the corporation shall sign any notes or bonds for others without first securing the written consent of the board of directors.

Article VI – Committees

Section 1. General Terms and Conditions. Unless expressly provided otherwise in these bylaws, committee members shall be appointed by the president of the board of directors, subject to approval by a majority of the entire board. Excepting the committee chairperson who shall be a member of the board of directors, committee members need not be directors unless expressly provided otherwise in these bylaws.

Committee members of standing committees shall be appointed at the August directors' meeting and shall serve until a successor is appointed at the next annual meeting unless earlier removed by the chairperson of the board of directors or by resignation.

New committees shall not be formed without the approval of the majority of the members of the Board of Directors.

Section 2. Quorum and Manner of Acting. One-third (1/3) of the total number of members of a committee (but not less than two (2)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the committee present at any meeting at which a quorum, a majority of the members of the committee present may adjourn any meeting from time to time until a quorum may be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3. Ad Hoc Committees. The board shall establish such committees as from time to time may be necessary or appropriate in the sole discretion of the board. The purpose of each such committee shall be clearly stated in the minutes establishing the committee and the committee shall function until its special purpose is completed or until dissolved by the board of directors.

Article VII – Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of all meetings of directors and shall keep them at the registered office of corporation, giving the names and addresses of members entitled to vote on the board of directors. Any person or his/her agent or attorney may inspect all books and records of the corporation for a reasonable purpose within thirty (30) days from the date of the specific request.

Article VIII – Indemnification Against Liability

The corporation shall indemnify and hold harmless each person who shall serve at any time as director or officer of the board or committee member from and against any and all claims and liabilities to which such person may become subject by reason of his having been a director, officer or committee member of the

corporation, or by reason of any action alleged to have been taken or omitted by him/her as such director, officer or committee member and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with such claims, or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability arising out of his/her own gross negligence or willful misconduct.

Article IX – Calendar Year

The Calendar year shall end on December 31st of each year.

Article X – Banking

The funds of the corporation shall be deposited in such bank or trust company as the directors shall designate and the signature card of authorization for withdrawal may be executed in the name of the treasurer or such other officer as the board of directors may decide.

Article XI – Amendments

Authority to make or alter the bylaws of this corporation shall be vested in the board of directors. Amendment shall be upon affirmative two-thirds (2/3) vote of all directors.

Article XII - Miscellaneous

References to gender shall not be exclusive. Where appropriate, specific reference to feminine, masculine and neuter may be read to include the others. Where appropriate the singular may be read to include the plural and vice versa.

Article XIII – Conflict of Interests

Recognizing that the Rogers Area Youth Baseball Association may conduct business with members of its Board of Directors, and that the appearance of impropriety may arise, the following safeguards will be followed. All Board Members are to deal fairly in business interests that may arise with the Rogers Area Youth Baseball Association. When an issue comes before that Board in which an individual Board Member has an interest, that member shall state such interest and abstain from voting on the matter.

These bylaws were adopted as and for the Rogers Area Youth Baseball Association, a Minnesota Corporation, at the meeting of the board of directors held on the ____ day of ____, 2003

Rogers Area Youth Baseball Association, Inc.

By: _____

By: _____

By: _____

By: _____

June, 2003

These Bylaws were adopted by a unanimous vote of the members of a duly convened meeting of members on _____, 2003.

In testimony whereof, I have hereunto set my hand this _____ day of _____, 2003.

Treasurer

State of Minnesota
County of Hennepin

On this _____ day of _____, 2003, personally appeared before me, _____ to me known to be the person who executed the foregoing Articles of Incorporation and who acknowledged this to be of her own free act and deed for the uses and purposes therein expressed.

Notary Public, Hennepin County