

Hopkins Royals Boys Basketball Association  
By Laws



**ARTICLE 1 GENERAL**

**Section 1.01.** General Powers. The property, affairs, and business of this organization shall be managed by the board of directors.

**ARTICLE II BOARD OF DIRECTORS**

**Section 2.01.** Number, qualification, and term of office. The number of directors shall not be less than seven (7), nor more than twenty (20), but from time to time the number may be increased or decreased within that range by the affirmative vote of a majority of the whole number of directors. Each director shall hold office until his or her death, resignation, or removal as hereinafter provided.

**Section 2.02.** Eligibility. Members of the community are eligible to join the board. Board members must pass a background check and be voted into a position on the board.

**Section 2.03.** Resignation. Any director of this organization may resign at any time by giving written notice to the President. The resignation of any director shall take effect at the time specified herein, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 2.04.** Term Length. Directors' term on the board will be until their child is no longer in the program or until they resign their position. Directors that do not have children in the program will have their positions reviewed on a yearly basis at the June meeting.

**Section 2.05.** Vacancies. Any vacancy in the board of directors caused by death, resignation, disqualification, removal, an increase in the number of directors, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual election and until his or her successor shall be duly elected and qualified, unless sooner displaced.

**Section 2.06.** Removal of directors. Any director may be removed, either with or without cause, at any time, by a vote of the majority of the total number of directors at a special meeting of the directors called for that purpose, and the vacancy on the board of directors caused by any such removal shall be filled in the manner specified in section 2.03 hereof.

**Section 2.07.** Special meetings; notice. Special meetings of the board of directors shall be held whenever called by the President or whenever requested to do so in writing by two (2) directors. Notice shall be given at least three (3) days prior to the meeting.

**Section 2.08.** Quorum and vote. Except as otherwise provided by statute, one-fourth (1/4) of the directors but not less than three (3) shall be required for the transaction of business at any meeting. In the absence of a quorum, a majority of the directors present may adjourn any meeting until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. Any action may be taken by the directors by a majority of those voting, unless otherwise

Hopkins Royals Boys Basketball Association  
By Laws



specified in the Articles of Incorporation or these bylaws. There shall be no voting by proxy and there shall be no cumulative voting.

### **ARTICLE III OFFICERS**

**Section 3.01.** Officers; number. The officers of this organization shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected by the board of directors. Any two (2) offices, except those of president and vice-president, may be held by the same person.

**Section 3.02.** Election, term of office, and qualifications of officers. All officers shall be elected annually by the board of directors, and shall hold office until the next annual election of officers and until his or her successor has been duly elected and qualified, or until his or her death, or until he or she resigns, or until he or she has been removed in the manner hereinafter provided.

**Section 3.03.** Resignation of officer. Any officer may resign at any time by giving written notice of his or her resignation to the board of directors or to the president. Any such resignation shall take effect at the time received, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.04.** Removal of officer. Any officer may be removed, either with or without cause, by a vote of the board of directors at a meeting called for that purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all of the directors of this organization are present.

**Section 3.05.** Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term.

**Section 3.06.** President. The president shall be the chief executive officer of this organization and shall have general active management of the business of this organization. He or she shall, when present, preside at all meetings of the directors. He or she shall see that all orders and resolutions of the board of directors are carried into effect. He or she may sign or deliver in the name of this organization deeds, mortgages, bonds, contracts, checks, deposits or other instruments pertaining to the business of this organization, 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 to another officer or agent of this organization. He or she shall perform such other duties as may be prescribed in these bylaws or by the board of directors.

**Section 3.07.** Vice-president. The vice-president of this organization shall perform the duties of the president in the case of the president's absence or disability. The execution of any instrument by the vice-president on behalf of this organization shall have the same force and effect as if it were executed on behalf of the organization by the president. He or she shall perform such other duties as are prescribed by the board of directors or by the president.

Hopkins Royals Boys Basketball Association  
By Laws



**Section 3.08.** Secretary. The secretary of this organization shall be the secretary of, and when present, shall record the proceedings of meetings of the board of directors. He or she shall, when directed to do so, give proper notice of meetings of the directors. He or she shall perform such other duties as may from time to time be prescribed by the board of directors or by the president and, in general, shall perform all duties usually incident to the office of secretary.

**Section 3.09.** Treasurer. The treasurer shall keep accurate accounts of all monies of this organization received or disbursed; shall deposit all monies, drafts, and checks in the name of, and to the credit of, this organization in such banks and depositories as a majority of the board of directors shall from time to time designate. He or she shall have power to endorse for deposit all notes, checks, and drafts received by this organization. He or she shall disburse the funds of this organization as ordered by the board of directors. He or she shall render to the president and the directors, whenever required, as account of all his or her transactions as treasurer and of the financial condition of this organization and shall perform such other duties as may from time to time be prescribed by the board of directors or by the president; and, in general, shall perform all duties usually incident to the office of treasurer.

**Section 3.10.** Compensation. Directors and officers shall serve without compensation, but may be reimbursed for expenses incurred in connection with the conduct of the corporate affairs of this organization, provided, however, that under special circumstances, with the consent of the board of directors of this organization, payment may be made for services rendered to this organization by a director or officer, provided the same be reasonable and not excessive.

**Section 3.11.** Committees. The board of directors may act by and through such committees as may be specified in resolutions adopted by a majority of a quorum of directors. Each such committee shall have such membership, duties, and responsibilities as are established for it from time to time by the board of directors. Each such committee shall at all times be subject to the direction of the board of directors.

#### **ARTICLE IV BOOKS AND RECORDS**

**Section 4.01.** Books and records. The board of directors of this organization shall cause to be kept records of all proceedings of the board of directors and such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

**Section 4.02.** Audit. The board of directors may cause the records and books of account of this organization to be audited once in each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purpose as it may deem appropriate.

**Section 4.03.** Fiscal year. The fiscal year of this organization shall end on June 30 each year.

Hopkins Royals Boys Basketball Association  
By Laws



**ARTICLE V WAIVER OF NOTICE**

**Section 5.01.** Waiver of notice. Whenever any notice whatsoever is required to be given by these bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

**ARTICLE VI AUTHORIZATION WITHOUT A MEETING**

**Section 6.01.** Authorization without a meeting. Any action that may be taken at a meeting of the board of directors may be taken without a meeting when authorized in writing signed by the number of directors that would be required to take the same action at a meeting of the board of directors at which all directors were present; provided that all directors must be notified of the text of the written action prior to the signing by any of the directors.

**ARTICLE VII INDEMNIFICATION**

**Section 7.01.** Indemnification. Each director or officer of this organization, whether or not then in office, shall be indemnified by this organization against reasonable expense (including but not limited to counsel fees, fines, judgments, and settlements) incurred in connection with any threatened, pending or completed action, suit, or proceeding, wherever brought, whether civil, criminal, administrative or investigative, to which the person may be a party, or is threatened to be made a party, by reason of being or having been a director or officer of this organization. This indemnification shall be in accordance with and to the fullest extent provided by Minnesota law as may from time to time be amended.

**ARTICLE VIII HRBBA Board**

**Section 8.01.** HRBBA is a non-profit (501-3C) organization, managed by a Board of Directors (a/k/a members), all of whom are un-paid volunteers. All members have a single vote on all issues before the Board, and all voting will be decided by a simple majority.

**ARTICLE IX AMENDMENTS**

**Section 9.01.** Amendments. The board of directors may amend this organization's Articles of Incorporation, as from time to time amended or restated, and these bylaws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or bylaws, either may be submitted and voted upon at a single meeting of the board of directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the directors present and voting or may be adopted by a written action in lieu of a meeting signed by the number of directors required by law.

**Appendix A**

Audit History

| Date | Description of Changes |
|------|------------------------|
|------|------------------------|

Hopkins Royals Boys Basketball Association  
By Laws



|                   |                    |
|-------------------|--------------------|
| September 9, 2015 | Approved by board. |
|-------------------|--------------------|