

CHASKA AREA YOUTH BASKETBALL ASSOCIATION BYLAWS

The Chaska Youth Basketball Association establishes these by-laws. Any and all prior agreements, resolutions, practices, policies, rules and regulations relating to this organization, to the extent they are inconsistent with this document, are hereby superseded.

ARTICLE I NAME, STANDING AND LOCATION

Section 1.1. Name

The name of the corporation shall be Chaska Area Youth Basketball Association. Referred to as CAYBBA in this document. It is a Non-Profit Corporation organized under Minnesota Statutes Chapter 317A ("Organization").

Section 1.2. Standing

CAYBBA is, and will, at all times, be a not-for-profit, community service organization in good standing under the laws of the State of Minnesota.

Section 1.3. Principal Office

Its principal mailing address shall be: PO Box 486 Chaska, MN 55318

Section 1.4 Effective Date

The effective date of these ByLaws shall be April 8, 2024.

ARTICLE II.

PURPOSE, ELIGIBILITY AND SCOPE OF ACTIVITIES

Section 2.1 Purpose

The Organization is established as a non-profit educational organization engaged in the support of youth basketball and in the organization of interscholastic, in-house and tournament boys and girls basketball competition. The purpose of the organization is to foster development of youth aged eighteen (18) years or younger within the greater Chaska area through the sport of basketball. This includes, but not limited to: 1) providing instruction and training related to techniques and skills related to team and individual; 2) encouraging effective communication and sportsmanship 3) developing the value and self-esteem of each participant and 4) creating an atmosphere where inclusiveness, accountability, camaraderie, learning and respect are valued.

Section 2.2 Eligibility

It is the intent of the CAYBBA to confine its eligibility for participation to boys and girls who reside or attend school in Independent School District 112 and specifically those that map the Chaska High School. Boys and girls in grades one through eight that reside in the Chaska High School boundaries are generally eligible to participate in CAYBBA activities. Deviation from the eligibility area will require approval by the Board of Directors.

See Chaska Area Youth Basketball Eligibility and Transfer Policy Dated July 23, 2023 for further details on transfer rules.

Section 2.3 Activities

The CAYBBA will annually sponsor a traveling program, in-house program, as well as other activities (e.g., youth tournaments) in accordance with its purpose.

Section 2.4 Tax Exempt Status

CAYBBA is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations qualified under Section 501(c)(3) of the Internal Revenue Code.

Section 2.5 No Personal Benefit

No part of the net earning of CAYBBA shall inure to the benefit of, or be distributed to, its members, officers, directors, or other private persons, except that reasonable expenses may be reimbursed when incurred for qualified Section 501(c)(3) purposes.

Section 2.6 Political Activities

No substantial part of the activities of CAYBBA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CAYBBA shall not participate in, or intervene in any political campaign on behalf of, or in opposition to any candidate for public office.

Section 2.7 Other Activities

Notwithstanding any other provisions of these by-laws, CAYBBA shall not carry on any activities not permitted:

- a. By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III.

MEMBERSHIP

Section 3.1 Members

The membership of the CAYBBA will consist of those persons currently elected to the Board of Directors, along with the balance of the membership. The Board of Directors and General Members shall consist of those residents of District 112 who are eighteen (18) years of age and older and who subscribe to the association's mission, values and philosophy. In the event the members of this corporation wish to add additional members or otherwise alter or change the requirements for membership in this corporation, they may do so at a special meeting called for that purpose, or at any meeting of the members, by a majority vote of those members present.

Section 3.2 Membership Term

Those individuals eligible for membership and accepted as Members by the Board of Directors shall remain Members for a period of three (3) years. Those Members so accepted shall be Members unless they (a) resign in writing, (b) are no longer eligible for membership, or (c) are removed as Members. Directorships shall begin at the beginning of the Annual Board Meeting that immediately follows the election. Terms shall be three (3) years in length. There is no term limit for Membership.

Section 3.3 Removal; Resignation.

Any Member may at any time be expelled, suspended, or terminated pursuant to this section. Any Member may resign at any time by giving written notice to the President. The resignation shall be effective without acceptance when the notice is received by the President, unless a later effective date is specified in the notice. A Member may be removed pursuant to the following procedure: (a) the Member is provided not less than 15 days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and (b) the Member is provided an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by the Board of Directors; and (c) upon an affirmative majority vote of the Board of Directors.

Any member may be expelled or removed from this corporation at a meeting or special meeting of the members, upon a majority vote of those members present.

Any officer may be removed from his/her office by the vote of two-thirds (2/3) of the entire membership of the Board of Directors, with or without cause, and no officers shall be granted any contractual right to office. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term of the Board of Directors.

The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the Officer affected in advance of the meeting.

Section 3.4. Voting

Members of the corporation shall have the right to vote for election of the Board of Directors, the Executive Board and all other voting activities unless otherwise specified in this document.

Only those Members in attendance at a Member meeting shall have voting rights in the Organization. Each Member shall be entitled to cast one vote at meetings of the members as described more fully herein.

Section 3.5. Compensation. No compensation shall be paid to Officers of Corporation for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

ARTICLE IV.

CAYBBA STRUCTURE. BOARD OF DIRECTORS AND MEMBER ROLES

The general management of the affairs of the CAYBBA will be vested in the Board of Directors, who will be elected as provided in Article VI, Section A of these by-laws.

Section 4.1. Membership

The business of the corporation shall be managed by the Board of Directors. The Board of Directors shall consist of a minimum of nine (9) and a maximum of sixteen (16) positions but there is no requirement that all sixteen (16) positions be filled at any one time. Each director's initial term shall be for a period of three (3) years in length.

Section 4.2. Board Makeup

The members of this corporation will consist of two classes: the Executive Board and the Board of Directors. The Executive Board is on the Board of Directors and are Members of the Board. The Board of Directors are Members of the Board.

The Board of Directors and Executive Board of the CAYBBA will consist of the:

- Executive Board. The Executive Board includes the President, Vice President and Treasurer
- Board of Directors: The Board of Directors includes Directors of Communications/Fundraising, Boys Travel, Girls Travel, Boys Tournament, Girls Tournament, 1st-3rd grade in-house, 4th-8th in-house, Player and Coach Development

Section 4.3 General Members

General Members. General Members are not on the Board of Directors but serve key roles for the CAYBBA.

- Members of the Board: Past President, Concessions Directors, Bracketologist Director, Director Assistants for Boys and Girls Travel, Director Assistants for Boys and Girls Tournaments, Director Assistants for 1st-3rd and 4th-8th grade in-house. Other Members roles can be added by a majority vote of the Board.
- A Girls Varsity Representative and a Boys Varsity Representative will serve as ex-officio, non-voting members of the Board

Section 4.4. Election of Officers

Officers shall also be Directors of Corporation and must be elected at the annual meeting. Officers shall be elected by the Board of Directors. Unless sooner removed by the Board, Officers shall serve for a term of three (3) years, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

These officers will be elected in accordance with Article VI, Section 1 of these bylaws.

ARTICLE V.

MEETINGS

Section 5.1. Annual Meeting of Members

The annual meeting of the members of the CAYBBA will be held in June of each year. The purpose of the meeting is to elect Board Members to the vacant positions and receive reports and recommendations from each of the Board of Directors and whoever else the Board feels appropriate for discussion and vote where appropriate where necessary and/or required.

Section 5.2. Regular Board Meetings

Board Meetings will be held on a regular basis, as scheduled by the President.

Meetings of the Board - Meetings of the Board of Directors will be held as needed in the judgment of the President or a majority of the board, to conduct the business of the CAYBBA.

Order of Business - At all meetings of the CAYBBA, the order of business will be by agenda, established by the President or other presiding officer.

Section 5.3. Quorum for Members Annual Meeting

At the annual meeting of the CAYBBA, all voting members present will constitute a quorum. (See Article III, Section 1 for definition of a member.)

Section 5.4. Special Meetings of the Members

A special meeting of the members may be called by the President, at any time, on his or her own initiative; or by a petition signed by 20 percent of the voting members. Notice of the special meeting shall be made to the entire membership not less than ten business days before the meeting. At such special meetings, there will only be considered such business as is specified in the notice of the meeting.

Section 5.5. Notice of Meetings

Notice shall be given of each annual, regular and special meeting to the Board of Directors. Notice of each annual or regular meeting of the Board of Directors shall be given at least three (3) days prior thereto to each director. Notice of the special meetings shall be given to each director at least twenty-four (24) hours in advance by the President. Such notice may be by mail, telephone, e-mail or other electronic form.

Section 5.6. Quorum: Required Vote; Manner of Voting

Except as otherwise provided in the By-Laws, a quorum for the transaction of business at any meeting of the directors shall consist of fifty-one (51%) of the entire membership of the Board, and except as otherwise set forth in these By-laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VI.

ELECTION OF DIRECTORS

Section 6.1. Election of the Board of Directors

The Board of Directors of the CAYBBA will be elected at the annual meeting of the members. The candidate receiving a majority of the votes cast will be declared elected, subject to an acceptable background check.

At the annual meeting, the Members shall elect Directors who shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification. To be eligible to serve as a Director, an individual must be a Member of the Organization.

Section 6.2. Terms

Except as otherwise provided in Section 3.2, each Director of this Organization shall be elected to serve for a term of three (3) years. Subject to the provisions of Sections 3.2 and 3.4, each Director's term of office shall begin at the conclusion of the meeting at which Director was elected and shall continue until the conclusion of the annual meeting of the Members in the third year of the Director's term, and, unless the Members have determined that a successor will not be elected, until his or her successor has assumed office; or until the Director's prior death, resignation or removal. The Directors shall be divided into three classes as nearly equal in number as possible, so that the terms of office of approximately one-third of the Directors expire each year. Nothing herein shall be construed to prevent the election of any Director to succeed himself or herself.

At each annual meeting of the Board of Directors, the Board shall elect, for a term of three (3) years, all officers of the corporation when there is one year left on an appointment. The officers shall hold office for said one (1) year term or until their successors are duly elected and qualified.

All Executive Board and Board of Directors positions are two years in term length plus 1 year as a non-voting ex-officio.

Section 6.3. Term Limits

The President role shall have a two term limit. There shall be no limit on any other Executive Board or Board of Director position. A Director shall hold office until his or her successor is elected and qualified.

Section 6.4 Designations.

Principal Officers of Corporation shall be: President, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Qualifications – Elected Board Members will have been a member of the CAYBBA program for at least one season immediately prior to the time of their nomination. The Board may vote to waive this requirement.

Application – Each Board nominee to be considered for election during the Annual Meeting will submit a completed Board application to the President no later than one week prior to the Annual Meeting.

ARTICLE VII.

VACANCIES IN OFFICE

If a vacancy occurs among the officers or in the Board of Directors, the vacancy will be filled by majority vote of the Board of Directors, for the remaining term.

ARTICLE VIII.

DUTIES OF THE EXECUTIVE BOARD

SECTION 7.1 Designation and term.

The officers of this Organization include a President, a Vice President, and a Treasurer.

Officers shall serve in such capacity as elected by the Board of Directors at its annual meeting to serve for terms of one year and until their respective successors are elected and have qualified, and may at any time be removed by the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the President. The resignation shall be effective without acceptance when the notice is received by the President, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President (b) President and Treasurer. Officers shall be selected from among the Directors of this Organization.

Section 7.11. President.

The President shall be the chief executive officer of the corporation with the primary responsibility for the governmental and community relations, for community services, and for program expansion. He/she shall preside at meetings of the membership and see to it that all orders and resolutions of the Board of Directors are carried into effect. He/she shall be a member ex-officio of all committees. He/She shall have all powers necessary to execute legal documents, to make deposits in or withdrawals from corporate accounts, to hire or fire employees and, in general, shall perform all duties usually incidental to the office of president or necessary to the discharge of the duties of his office. He/she shall have such other duties as may from time to time be prescribed by the Board of Directors.

Section 7.12. Vice-President.

The Vice-President shall perform the duties of the President in the event of the President's absence or inability to act. In addition he/she shall have such powers as may be assigned to him or her by the President or by the Board of Directors from time to time. The Vice President shall act as the secretary of the meetings of the members and the Board of Directors and shall record all proceedings of such meetings in the official minutes of the corporation.

Section 7.13. Treasurer.

The Treasurer shall cause to be kept accurate accounts of all monies of the corporation, received or disbursed, and shall render to the president and the directors, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the president. He/she shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors.

BOARD OF DIRECTOR ROLES

Section 7.21. Board of Director Roles.

The Board of Directors includes the Past President, Scheduler and Directors of Communications / Fundraising, Boys Travel, Girls Travel, Boys Tournament, Girls Tournament, 1st-3rd grade in-house, 4th-8th in-house, Player and Coach Development. Further roles may be added by a majority vote of the Executive Board.

KEY MEMBER ROLES

Section 7.31. Key Member Roles

Key Member roles include Concessions Directors, Bracketologist Director, Director Assistants for Boys and Girls Travel, Director Assistants for Boys and Girls Tournaments, Director Assistants for 1st-3rd and 4th-8th grade in-house. Other Members roles can be added by a majority vote of the Board of Directors.

ARTICLE IX. POWERS OF THE BOARD OF DIRECTORS

Section 9.1 Management of the CAYBBA

The Board of Directors will have general charge and management of the affairs, funds and property of the CAYBBA. The Board will have full power and it will be the Board's duty to carry out the purposes of the CAYBBA according to its by-laws, and to establish such policies and procedures as are reasonable or necessary to accomplish the purposes of the CAYBBA. The Directors of the Organization shall constitute its governing board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws, and the statutes of the State of Minnesota under which this Organization is organized.

Section 9.2 Appointment of Committees

The Board of Directors will appoint committees, as it deems necessary. Appointment to committees will not be limited to members of the CAYBBA, but at least one member of the CAYBBA will serve on each committee and a member of the CAYBBA Board of Directors will chair each committee. The committee size can vary from one to six members.

Section 9.3 Executive Committee.

The Board of Directors, by a majority vote of the quorum membership of the Board, may establish an executive committee consisting of three (3) or more directors. Such a committee may meet at slated times or on notice to all members. During the intervals between meetings by the Board of Directors, such committee shall advise and aid the officers of the corporation in all matters concerning the business and affairs of the corporation and generally perform such duties and exercise such powers as may be directed or deleted by the Board of Directors from time to time. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose. A quorum of transaction of business shall consist of a majority of the executive committee.

Section 9.4. Other Committees.

The Board of Directors establish other committees from time to time making such regulations as it deems advisable with respect to the membership, authority and procedures of such committees. These committees need not be composed of members of the Board of Directors of the corporation, and shall endure only for the length of time specified in the resolutions creating them, or until a specific function of those resolutions direct them to perform are completed. Unless otherwise provided in the resolutions designating a committee, a majority of the whole committee shall constitute a quorum, and the majority vote of the members of the committee present at a meeting shall be sufficient to take any actions. All committees shall render reports of their activities to the full Board of Directors. In the event the Board of Directors authorizes and appoints an advisory committee to the Board of Directors, it shall be subject to the provision of this section.

Section 9.5. Written Action.

Any action which might be taken at a meeting of the Board of Directors or any duty constituted committee thereof, may be taken without a meeting if done in writing and signed by all the directors or committee members.

ARTICLE X

SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR

Section 10.1. No Seal.

The corporation shall have no seal.

Section 10.2. Books and Records.

The Board of Directors of the corporation shall cause to be kept:

- (1) Correct and complete books of account; and
- (2) Minutes of proceedings of meeting of members, the Board of Directors and committees having any of the authority of the Board of Directors.

Section 10.3. Audit.

The Board of Directors shall cause the records and books of account of the corporation to be audited at such times as it may deem necessary or appropriate.

Section 10.4. Examination to Members and Directors.

Examination to Members and Directors. Every member or director of the corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the corporation and to make extracts therefrom.

Section 10.5. Information to Members and Directors.

Upon request by a member or director of the corporation, the corporation shall furnish a statement showing the financial results of all operations and transactions affecting income and surplus during the corporation's last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

Section 10.6. Fiscal Year.

The fiscal year of this corporation shall end on June 30.

Section 10.7. Corporate Books.

All proper and necessary books of account and other books requisite to a full and complete record of the business transaction by the corporation shall be kept in such manner as is usual in like corporation or as shall be directed by the Board of Directors.

Section 10.8. Checks, Drafts, Etc.

All checks, drafts or other order for the payment of money, notice other evidences of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 10.9. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE XI
PARLIAMENTARY PROCEDURE**

Section 11.01. The meetings of the membership of the corporation, as well as the meetings of the Board of Directors and the standing committees shall be governed by Roberts Rules of Order

**ARTICLE XII
AMENDMENTS**

Section 12.01. These By-Laws may be amended, altered, or replaced and new Bv-laws may be adopted by the voice of two-thirds (2/3) of the entire Board of Directors or upon the vote of two-thirds (2/3) of those members present at any annual, regular or special meeting provided that written notice of such proposed amendment shall have been given in the notice of the meeting.

Adopted this

April 8th, 2024

DATE



MARK HERZOG, PRESIDENT, CHASKA YOUTH BASKETBALL ASSOCIATION